

UNITED STATES STEEL CORP
Form DEF 14A
March 17, 2016
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934 (Amendment No.)

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY RULE 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

(Name of Registrant as Specified In Its Charter)

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No fee required.

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- (3) Filing Party:
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United States Steel Corporation

**Notice of 2016 Annual Meeting of
Stockholders and Proxy Statement**

**Tuesday, April 26,
2016 10:00 A.M. Eastern Time**

U. S. Steel Tower
600 Grant Street
33rd Floor
Pittsburgh, PA 15219

**Voting can be completed in one of four
ways:**

returning the proxy card by mail	online at www.proxyvote.com
through the telephone at 1-800-690-6903	attending the meeting to vote IN PERSON

United States Steel Corporation

United States Steel Corporation **Mario Longhi**
600 Grant Street President
Pittsburgh, PA 15219-2800 and Chief Executive Officer
March 17, 2016

Dear Fellow U. S. Steel Stockholder:

The Annual Meeting of Stockholders of United States Steel Corporation will be held on the thirty-third floor of the U. S. Steel Tower, 600 Grant Street, Pittsburgh, Pennsylvania 15219, on Tuesday, April 26, 2016, at 10:00 a.m. Eastern Time.

At this meeting, the agenda will include the following:

- Election of nine director nominees recommended by the Board of Directors;
- An advisory vote regarding the approval of the compensation paid to certain executive officers;
- Approval of the 2016 Omnibus Incentive Compensation Plan;
- Approval of an amendment of the Corporation's Restated Certificate of Incorporation; and
- Ratification of the appointment of PricewaterhouseCoopers LLP as the Corporation's independent registered public accounting firm for 2016.

Every vote is important and we strongly urge you to cast your vote in support of the recommendations made by the Board of Directors regarding each of the above items, whether or not you plan to attend the meeting. You can vote by telephone, over the Internet or by marking, signing and returning your proxy or voting instruction card. You can also vote in person if you attend the Annual Meeting.

We want to thank you for your investment in U. S. Steel and the trust you have placed in the Board of Directors, as stewards of the Corporation. U. S. Steel, like other American steelmakers and manufacturing firms, is at a critical point in its long and storied history. As we face existential threats from macro-economic headwinds and unfair global steel trade practices, our experienced and talented executive team is leading the Corporation in a strategic transformation to become a more agile and innovative organization that is well-positioned for the new paradigm in American steel manufacturing. In 2013, we launched the "Carnegie Way," a strategic, disciplined process to transform the organization. The Carnegie Way process and its benefits are discussed in detail in the proxy statement.

We remain steadfast in our commitment to becoming a consistently profitable company that conducts business in an ethical and sustainable way. We still have work to do to reach sustainable profitability. But as we reflect on the past year, we recognize that we are in a better position today to respond to changing market conditions and we have begun building a more efficient and nimble company that can thrive under more traditional industry conditions and a fairer trade environment.

We encourage you to vote your shares on the proposals discussed in the proxy statement. Your involvement is important to the future of our company and our country. As always, we appreciate your support and continued commitment to U. S. Steel.

Our journey continues.

Sincerely,

Mario Longhi

QUESTIONS REGARDING U. S. STEEL IN 2015 AND BEYOND

What challenges did the Corporation face in 2015 and how were they handled?

2015 proved to be a more challenging year for us than we had expected when it began. We continued to face significantly high steel import levels, which have increased 44% since 2011. We also were confronted with a dramatic decline in steel prices of nearly \$200 per ton and a decline in oil prices and rig counts of approximately 60%, compared to the prior year. Though these headwinds posed challenges that forced us to make tough decisions, including reducing headcount and idling facilities, we remain proud of the accomplishments we managed to achieve, including ending 2015 with positive adjusted EBITDA, repaying almost \$380 million of debt, and maintaining positive operating cash flow through a very difficult economic environment.

What is the “Carnegie Way,” and how will stockholders realize the benefits of this transformation in their investment?

The “Carnegie Way” is our multi-year, multi-phase transformational process. Through the Carnegie Way, we focus on our strengths and where we can create the most value for our stockholders and best serve our customers. The Carnegie Way is a framework that permeates all aspects of our business, and includes achieving sustainable cost improvements through process efficiencies and investments in reliability centered maintenance. As part of our transformation, we have also realigned the commercial entities within our flat-rolled operating segment in order to be much more responsive to customer needs.

In 2015, we completed the second full year of our Carnegie Way transformation. As part of the Carnegie Way, we are focused intensely on safety, operational excellence, our customers, results, and personal and professional accountability. The Corporation realized \$815 million in Carnegie Way benefits, up significantly from the \$575 million we realized in 2014. This achievement demonstrates that our Corporation is successfully improving the way we do business, exploring all aspects of operations in order to achieve greater efficiency, and finding new and better ways to deliver high quality steel, while remaining focused on our core values of: safety; diversity and inclusion; and environmental stewardship. Consistent with our Carnegie Way philosophy, we remained committed to focusing on what we could control, and we ended the year with a strong cash and liquidity position, at \$755 million and approximately \$2.4 billion, respectively.

What is U. S. Steel’s plan for overcoming economic challenges in the near future?

While we cannot precisely predict what the economic landscape will look like in 2016 and after, through our Carnegie Way transformation, we are implementing permanent changes that will enable the Corporation to succeed across all business cycles. We remain committed to this philosophy and will maintain our relentless focus on the factors we control to weather whatever storms we face in the future.

Additionally, we recognize the need to continue to adapt our business to our customers’ changing needs in order to stay competitive in the marketplace. We have increased our capabilities in people and equipment, namely at our Research and Technology Center in Munhall, Pennsylvania, and at our Automotive Technical Center in Troy, Michigan. We are investing in technology and innovation in order to develop new steel products that meet evolving regulatory requirements imposed on our customers. More specifically, we have made progress developing AHSS for automotive applications up to and including Generation 3 steels that possess unique properties in terms of strength, formability and toughness for light weighting and crash worthiness. We are working closely with customers on the use of specific applications using advanced analytic techniques for geometry, grade and gauge redesign. Our tubular division has also focused on innovations, including the development of premium connections designed to sustain harsh conditions.

What actions has U. S. Steel taken to address high levels of steel imports?

Total and finished steel products imported into our market by heavily subsidized economies increased dramatically over the past few years. The last time imports were at these levels, nearly half of American steel companies disappeared. Given this backdrop, U. S. Steel has undertaken an unprecedented effort to tackle the effects of unfairly traded imports on numerous fronts - including legislative bodies, in the courts and in the public arena.

In an effort to stem the surge of unfairly traded steel products into the U.S. market, this past year, U. S. Steel along with other domestic steel producers filed a series of three petitions with the Department of Commerce and the International Trade Commission. These cases have not yet been fully resolved, but based on initial findings, preliminary duties, some of significant magnitude, have been imposed on the importing countries.

We have also initiated discussions with the relevant agencies to change certain regulatory practices and procedures, commenced substantive work with regional trade partners and organizations, and outlined a robust engagement with the White House to tackle global overcapacity through bilateral negotiations. For the first time since 1979, we successfully changed the U.S. trade laws to clarify and strengthen the injury standard in trade enforcement actions, ensuring that 21st century metrics are considered when evaluating whether an American industry has suffered or will suffer material injury from foreign imports. We have also commenced discussions with other industries and stakeholders to launch a public trade campaign to bring a bright spotlight to the issues and challenges facing the American steel industry.

This great nation was built upon a strong foundation, melted and poured by American steel companies. From the bridges and roads we traverse, to the critical infrastructure upon which our national security depends, steel remains at the core of our national well being. The American people share our belief that a strong America requires a strong, viable and sustainable American steel industry. At this critical time for the industry and for our country, U. S. Steel has been and will continue to be a leader on these issues to ensure consistent and fair enforcement of our laws and to ensure that in a time of urgent need, America will have an American steel industry on which to rely.

Our Journey Continues

Everyone at U. S. Steel appreciates our stockholders' investment in and commitment to our Corporation. All of our employees are committed to delivering the highest quality steel products to our customers and value for our stockholders. 2015 was an unpredictably volatile year. We are on the right path to transform this Corporation into the iconic industry leader it has been in the past and we look forward to meeting our challenges head on.

“Teamwork is the ability to work together toward a common vision. The ability to direct individual accomplishments toward organizational objectives. It is the fuel that allows common people to attain uncommon results.”

Andrew Carnegie

United States Steel Corporation
NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Date: Tuesday, April 26, 2016

TIME: 10:00 a.m., Eastern Time

PLACE: U. S. Steel Tower, 600 Grant Street, 33rd Floor, Pittsburgh, PA 15219

To Stockholders of United States Steel Corporation

You are invited to attend the 2016 Annual Meeting of Stockholders of United States Steel Corporation. If you plan to attend the meeting, please see the instructions contained in the attached proxy statement.

ITEMS OF BUSINESS:

1. To elect nine directors nominated by our Board of Directors;
2. To consider and act on an advisory vote regarding the approval of compensation paid to certain executive officers;
3. To approve the Corporation's 2016 Omnibus Incentive Compensation Plan;
4. To approve an amendment of the Corporation's Restated Certificate of Incorporation;
5. To ratify the appointment of PricewaterhouseCoopers LLP as the independent public registered accounting firm for 2016; and
6. To transact any other business properly brought before the meeting and any adjournment or postponement thereof.

Voting can be completed in one of four ways:

returning the proxy card by mail online at www.proxyvote.com

through the telephone at 1-800-690-6903 attending the meeting to vote IN PERSON

Only holders of record of the common stock of United States Steel Corporation at the close of business on February 29, 2016, the record date fixed by the Board of Directors, will be entitled to vote on each matter submitted to a vote of stockholders at the meeting. Any stockholder of record attending the Annual Meeting may vote in person, even if she or he has voted over the Internet, by telephone or returned a completed proxy card. Please note, however, that if your shares are held of record by a broker, bank or other nominee and you wish to vote at the meeting, you must obtain a valid form issued in your name from that record holder. Each holder of common stock is entitled to one vote for each share of stock held at the close of business on February 29, 2016.

BY ORDER OF THE BOARD OF DIRECTORS

Arden T. Phillips
Corporate Secretary
March 17, 2016

To assure your representation at the Annual Meeting, you are urged to cast your vote, as instructed in the Notice of Internet Availability of Proxy Materials, over the Internet or by telephone as promptly as possible. You may also request a paper proxy card to submit your vote by mail, if you prefer.

IMPORTANT NOTICE: The proxy statement and 2015 annual report of United States Steel Corporation are available at www.proxyvote.com.

ADMISSION TO MEETING: Admission to the Annual Meeting will be limited to persons who: (a) are listed on United States Steel Corporation's records as stockholders as of February 29, 2016 (the "record date"); or (b) bring documentation to the meeting that demonstrates their beneficial ownership of the Corporation's common stock through a broker, bank or other nominee as of the record date; and (c) present a form of government-issued photo identification.

United States Steel Corporation
U. S. STEEL TOWER I 600 GRANT STREET I PITTSBURGH, PA 15219

PROXY STATEMENT
MARCH 17, 2016

INFORMATION REGARDING THE ANNUAL MEETING

This proxy statement is provided in connection with a solicitation of proxies by the Board of Directors of United States Steel Corporation to be used at the Annual Meeting of Stockholders to be held on Tuesday, April 26, 2016 at 10:00 a.m., Eastern Time, and at any adjournment or postponement thereof. The Annual Meeting will be held at the U. S. Steel Tower, 600 Grant Street, thirty-third floor, Pittsburgh, PA 15219. This proxy statement is first being provided to our stockholders on or about March 17, 2016. Throughout this proxy statement, “U. S. Steel,” the “Corporation,” “we,” “our,” or “us” are intended to refer to United States Steel Corporation and its consolidated subsidiaries, unless specifically indicated otherwise. You are invited to attend the Annual Meeting and we request that you

vote on the proposals described in this proxy statement as recommended by the Board of Directors. You do not need to attend the meeting to vote your shares. If you have received a printed copy of these materials by mail, you may complete, sign and return your proxy card, or submit your proxy vote by telephone or over the Internet. If you did not receive a printed copy of these materials by mail and are accessing them via the Internet, you may follow the instructions under the heading, “Questions and Answers About the Annual Meeting and Voting” beginning on page 63 of this proxy statement to submit your proxy vote via the Internet or by telephone. Also, other information about voting is provided under the heading, “Questions and Answers About the Annual Meeting and Voting.”

Voting can be completed in one of four ways:

returning the proxy card by mail online at www.proxyvote.com
through the telephone at 1-800-690-6903 attending the meeting to vote IN PERSON

proxy summary

This proxy summary highlights information contained elsewhere in this proxy statement. This summary does not contain all of the information that you should consider, and you should read the entire proxy statement before voting. For more information

regarding the Corporation's 2015 performance, please see the Compensation Discussion and Analysis section of this proxy statement and the Corporation's Annual Report on Form 10-K for the year-ended December 31, 2015.

OVERVIEW OF VOTING MATTERS

Stockholders are being asked to vote on the following matters at the 2016 Annual Meeting of Stockholders:

Board Recommendation

ITEM 1. Election of Directors (page 1)

The Board believes that the combination of the various qualifications, skills and experiences of the director nominees would continue to contribute to a well-functioning Board and that, individually and as a whole, the director nominees possess the necessary qualifications to provide effective oversight, and quality advice and counsel to the Corporation's management.

FOR
each
Director
Nominee

ITEM 2. Advisory Vote to Approve Compensation of Certain Executive Officers (page 18)

The Corporation seeks a non-binding advisory vote from its stockholders to approve the compensation of the executive officers listed in the compensation tables of this proxy statement. The Board values the opinions of stockholders and the Compensation & Organization Committee will take into account the outcome of the advisory vote when considering future executive compensation decisions.

FOR

ITEM 3. Approval of the Corporation's 2016 Omnibus Incentive Compensation Plan (page 55)

The Board recommends the approval of the 2016 Omnibus Incentive Compensation Plan (the "Incentive Plan"). We are requesting approval by stockholders of the material terms of the performance goals of the Incentive Plan so that compensation payable under the Incentive Plan to certain executive officers remains tax deductible under Section 162(m) of the Internal Revenue Code as well as to authorize the issuance of up to 7,200,000 additional shares under the Incentive Plan.

FOR

ITEM 4. Approval of an Amendment of the Corporation's Restated Certificate of Incorporation (page 60)

The Board recommends the approval of an amendment of the Corporation's Restated Certificate of Incorporation to eliminate a provision that currently provides that directors may be removed by stockholders only for cause until the 2017 annual meeting. Approval of the amendment would allow stockholder removal of directors, with or without cause, subject to the provisions of applicable Delaware law.

FOR

ITEM 5. Ratification of the Appointment of PricewaterhouseCoopers LLP as Independent Registered Public Accounting Firm (page 62)

The Audit Committee has appointed PricewaterhouseCoopers LLP to serve as the independent registered public accounting firm of the Corporation for the 2016 fiscal year. The Audit Committee and the Board

FOR

believe that the continued retention of PricewaterhouseCoopers LLP to serve as the independent registered public accounting firm is in the best interests of the Corporation and its stockholders. Stockholders are being asked to ratify the Audit Committee's selection of the Corporation's independent registered public accounting firm.

CORPORATE GOVERNANCE (PAGE 9)

The Corporation is committed to good corporate governance, which promotes the long-term interests of stockholders, strengthens Board and management accountability, and helps build public trust in the Corporation. Our governance highlights include:

- Annual Election of each Director by 2017
- 11 Directors (9 Independent)
- Independent Audit, Compensation & Organization and Corporate Governance & Public Policy Committees
- Regular Executive Sessions of Independent and Non-Executive Directors
- Risk Oversight by Full Board and Committees
- Annual Board and Committee Self-Evaluations
- Long-standing Commitment to Sustainability
- Executive Compensation Driven by Pay-For-Performance Philosophy

proxy summary

- Stock Ownership and Holding Guidelines for Directors and Executives
- Best in Class Compliance Commitment
- Annual Stockholder Engagement
- A robust Code of Ethical Business Conduct that is based on the Corporation's Gary Principles
- Our Board and its committees, at their sole discretion, may hire independent advisers, including counsel, at the Corporation's expense

Over 100 years ago, we adopted the Gary Principles which were among the first Codes of Conduct adopted by a publicly traded company. The Gary Principles are still in place today, and we remain committed to enhancing our sustainable business practices and ensuring they are maintained in the future.

We also recognize that the earth is a shared and finite resource that we all must safeguard for generations to come. It is our commitment to sustainability that drives our operations to adopt management systems and best practices that foster continuous improvement in our processes, preserving vital resources and ensuring the future of the industry.

KEY EXECUTIVE COMPENSATION PROGRAM PRACTICES (PAGE 19)

The Compensation & Organization Committee (the "Committee"), which consists solely of independent directors, has implemented the following best practices with respect to executive compensation:

Compensation & Organization Committee Practices

- P** Considers the results of the most recent say-on-pay advisory vote by stockholders and has implemented proactive communications with stockholders to gain input and feedback when making executive compensation decisions
- P** Undertakes a goal setting process that is used to arrive at rigorous short- and long-term performance goals under our incentive plans that are aligned to key corporate strategic and financial goals
- P** Engages in a robust CEO performance evaluation process
- P** Engages and consults with its own independent compensation consultant
- P** Has established formal selection criteria for the compensation peer group and annually reviews peer group composition

P Annually reviews tally sheets analyzing executive compensation levels and structures, including amounts payable in various termination scenarios

P Annually reviews the risks associated with our compensation programs and has implemented various risk mitigating practices and policies, such as:

P Targeting the majority of our executives' compensation in long-term performance based compensation using multiple equity and cash vehicles

P Implementing rigorous executive stock ownership and holding requirements

P Utilizing multiple performance measures that focus on company-wide metrics and placing a cap on potential incentive payments

P Our Change in Control Severance Plan establishes a "double trigger," requiring participants to be terminated without "cause," or voluntarily "for good reason" following a change in control prior to receipt of any payment of severance benefits

P Maintains a "clawback" policy that applies to executive officers and provides for the recoupment of incentive awards under certain conditions in the event the Corporation's financial statements are restated

P Maintains Anti-Hedging and Pledging Policies that prohibit all employees and directors from engaging in any transaction that is designed to hedge or offset any decrease in our stock price and prohibits executive officers and directors from pledging our stock as collateral for a loan or holding shares in a margin account

P No payment of tax gross-ups to any executives for any payments relating to a change in control

proxy summary

CARNEGIE WAY AND 2015 HIGHLIGHTS AND ACCOMPLISHMENTS (PAGE 19)

The Carnegie Way: Earning the Right to Grow and Driving Sustainable, Profitable Growth

In 2013, our CEO Mario Longhi launched a transformational process called the “Carnegie Way,” named for our co-founder and famous American industrialist Andrew Carnegie. The Carnegie Way is a strategic, disciplined approach to transforming the organization for the new realities of the marketplace. The Corporation is realizing the benefits of the Carnegie Way today by doing ordinary things extraordinarily well. In the more than two years since the launch of this Board-approved program, the Carnegie Way has driven a dramatic shift in the Corporation that is enabling us to withstand the current and prolonged downturn in steel prices, that we believe will position us for success in a market recovery. With a more intense focus on cash flow and a strong balance sheet, and a revised approach to how we view shipment volume and production, the Corporation is working through a series of transformational initiatives that we believe will enable us to more effectively add value, get leaner faster, right-size our operations, and improve our performance across core business process capabilities, including commercial, supply chain, manufacturing, procurement, innovation, and operational and functional support.

2015 Highlights and Accomplishments

2014 was U. S. Steel’s first profitable year since 2008. Our financial results decreased meaningfully in 2015 as compared to 2014. Macroeconomic factors created market challenges for the Corporation that negatively affected revenues, earnings and stock price in 2015. Despite these difficult conditions, our focus on what we can control was a significant contributor to 2015 results and helped to mitigate many of the negative effects of the challenging economic environment. Benefits from our Carnegie Way transformation efforts continue to grow and include cost reductions, improving the flexibility and reliability of our operations, and working more closely with our customers to create differentiated and value enhancing solutions.

The Carnegie Way helped to generate \$815 million in performance improvements in 2015, partially mitigating a \$5.9 billion decrease in revenue resulting from significantly declined

steel prices as well as low oil prices and corresponding low oil rig counts. We believe that without the benefits realized through our Carnegie Way initiatives in 2014 and 2015, the Corporation would have been much more negatively impacted by market headwinds, including high levels of imports and low global commodity prices.

We are proud to report the following highlights and accomplishments achieved in 2015:

- Realized \$815 million of Carnegie Way benefits in 2015, up significantly from the \$575 million we realized in 2014
- Ended 2015 with positive operating cash flow of \$359 million and adjusted EBITDA of \$202 million despite the nearly 50% drop in the price of steel from 2014
- Strong year-end liquidity at approximately \$2.4 billion

proxy summary

- Repayment of almost \$380 million of long-term debt to end the year with a debt balance of approximately \$3.2 billion and cash on hand of \$755 million, representing a roughly 29% reduction in net debt since 2012
- Aggressive actions to reduce production in line with customer order rates resulted in short-term benefits in excess of \$300 million
- Led the steel industry's efforts to strengthen and enforce trade laws against unfairly traded imports through new legislation and a series of trade cases
- Successful negotiation of three-year collective bargaining agreements with the United Steelworkers ("USW") affecting approximately 18,000 USW-represented employees
- Achieved significant safety improvements, including record low levels in our global OSHA recordable injury rate and global days away from work injuries

A Note About the Global Steel Market and American Manufacturing

Our achievements in 2015 were commendable given the unprecedented wave of economic and marketplace challenges facing the Corporation and the domestic steel industry. 2014 marked the first year we earned an economic profit in six years. This bright spot for our Corporation ended abruptly in 2015 when commodity (notably oil) prices caused a precipitous drop in demand for our products. In addition to economic challenges confronting our customers, domestic steel manufacturers continued to face a torrent of low-cost steel imports that are subsidized by foreign governments in violation of U.S. trade

laws. The persistent presence of these low-cost and potentially inferior imports not only puts undue pressure on the American manufacturing sector and job market, but also is hazardous to long-term sustainable business practices and represents a very real threat to our country's national security and infrastructure. The executive team at U. S. Steel leads the industry in lobbying our nation's government to enforce fair trade laws and safeguard the sustainable business practices that are the hallmark of the American steel industry, a critical component of the American manufacturing sector.

PROXY STATEMENT TABLE OF CONTENTS

PROXY SUMMARY		23,902
RETIREMENT PLAN BENEFIT LIABILITY	34,350	33,176
OTHER LIABILITIES	18,334	—
Total liabilities	182,568	120,902
COMMITMENTS AND CONTINGENCIES (Note 13)		
SHAREHOLDERS' EQUITY:		
Preferred Stock, par value \$0.01 per share, 5,000,000 shares authorized, 200,000		
shares of Series A Nonconvertible Preferred Stock issued and outstanding		
(liquidation value of \$7.50 per share or \$1,500)	2	2
Common Stock, par value \$0.01 per share, 200,000,000 shares authorized, 48,650,696		
and 48,476,034 shares issued, and 47,289,059 and 47,118,171 shares outstanding, at		
June 30, 2018 and December 31, 2017, respectively	487	485
Additional paid-in capital	608,932	611,063
Retained earnings	92,346	99,126
Accumulated other comprehensive loss	(10,451)	(11,464)
Treasury stock, at cost (1,361,637 and 1,357,863 shares at June 30, 2018		
and December 31, 2017, respectively)	(40,635)	(40,158)
Total shareholders' equity	650,681	659,054
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$ 833,249	\$ 779,956

The accompanying notes are an integral part of these consolidated financial statements.

UNIVERSAL DISPLAY CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF INCOME

(UNAUDITED)

(in thousands, except share and per share data)

	Three Months Ended		Six Months Ended June 30,	
	June 30, 2018	2017	2018	2017
REVENUE	\$56,149	\$102,513	\$99,721	\$158,079
COST OF SALES	11,635	11,310	19,093	24,297
Gross margin	44,514	91,203	80,628	133,782
OPERATING EXPENSES:				
Research and development	12,949	10,685	25,306	22,503
Selling, general and administrative	11,562	9,839	22,353	19,916
Amortization of acquired technology and other intangible assets	5,495	5,495	10,986	10,987
Patent costs	2,029	1,674	3,754	3,221
Royalty and license expense	1,568	2,991	2,799	4,578
Total operating expenses	33,603	30,684	65,198	61,205
OPERATING INCOME	10,911	60,519	15,430	72,577
Interest income, net	1,766	796	3,037	1,467
Other (expense) income, net	(12)	6	(59)	(13)
Interest and other (expense) income, net	1,754	802	2,978	1,454
INCOME BEFORE INCOME TAXES	12,665	61,321	18,408	74,031
INCOME TAX EXPENSE	(1,851)	(14,134)	(1,635)	(16,479)
NET INCOME	\$10,814	\$47,187	\$16,773	\$57,552
NET INCOME PER COMMON SHARE:				
BASIC	\$0.23	\$0.99	\$0.35	\$1.21
DILUTED	\$0.23	\$0.99	\$0.35	\$1.21
WEIGHTED AVERAGE SHARES USED IN COMPUTING NET				
INCOME PER COMMON SHARE:				
BASIC	46,868,999	46,742,746	46,826,314	46,702,376
DILUTED	46,901,098	46,810,238	46,873,109	46,781,120
CASH DIVIDENDS DECLARED PER COMMON SHARE	\$0.06	\$0.03	\$0.12	\$0.06

The accompanying notes are an integral part of these consolidated financial statements.

UNIVERSAL DISPLAY CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(UNAUDITED)

(in thousands)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
NET INCOME	\$10,814	\$47,187	\$16,773	\$57,552
OTHER COMPREHENSIVE INCOME (LOSS), NET OF TAX:				
Unrealized gain on available-for-sale securities, net				
of tax of \$32, \$58, \$48 and \$50, respectively	117	105	171	90
Employee benefit plan:				
Actuarial loss, net of tax of none and				
none, respectively	—	(1,662)	—	(1,662)
Amortization of prior service cost and actuarial loss for				
retirement plan included in net periodic pension costs,				
net of tax of \$117, \$187, \$234 and \$350, respectively	422	343	844	642
Net change for employee benefit plan	422	(1,319)	844	(1,020)
Change in cumulative foreign currency translation				
adjustment	(22)	(5)	(2)	25
TOTAL OTHER COMPREHENSIVE INCOME (LOSS)	517	(1,219)	1,013	(905)
COMPREHENSIVE INCOME	\$11,331	\$45,968	\$17,786	\$56,647

The accompanying notes are an integral part of these consolidated financial statements.

UNIVERSAL DISPLAY CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF SHAREHOLDERS' EQUITY

(UNAUDITED)

(in thousands, except for share data)

	Series A		Common Stock				Accumulated		Treasury Stock	Total
	Nonconvertible Preferred Stock Shares	Amount	Shares	Amount	Additional Paid-in Capital	Retained Earnings	Other Comprehensive Loss	Amount		
BALANCE,										
DECEMBER 31, 2017	200,000	\$2	48,476,034	\$485	\$611,063	\$99,126	\$(11,464)	1,357,863	\$(40,158)	\$659,054
ASC Topic 606 Adoption	—	—	—	—	—	(17,894)	—	—	—	(17,894)
ADJUSTED BALANCE,										
JANUARY 1, 2018	200,000	2	48,476,034	485	611,063	81,232	(11,464)	1,357,863	(40,158)	641,160
Net income	—	—	—	—	—	16,773	—	—	—	16,773
Other comprehensive income	—	—	—	—	—	—	1,013	—	—	1,013
Cash dividend	—	—	—	—	—	(5,659)	—	—	—	(5,659)
Issuance of common stock										
to employees	—	—	250,979	3	6,032	—	—	—	—	6,035
Shares withheld for employee taxes	—	—	(101,581)	(1)	(11,030)	—	—	—	—	(11,031)
Common shares repurchased	—	—	—	—	—	—	—	3,774	(477)	(477)
Issuance of common stock to Board of Directors										
and Scientific Advisory Board	—	—	19,732	—	2,303	—	—	—	—	2,303
	—	—	5,532	—	564	—	—	—	—	564

Issuance of
common stock to
employees under
an ESPP

BALANCE,

JUNE 30, 2018	200,000	\$2	48,650,696	\$487	\$608,932	\$92,346	\$(10,451)	1,361,637	\$(40,635)	\$650,681
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The accompanying notes are an integral part of these consolidated financial statements.

UNIVERSAL DISPLAY CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(UNAUDITED)

(in thousands)

	Six Months Ended	
	June 30,	
	2018	2017
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	\$ 16,773	\$ 57,552
Adjustments to reconcile net income to net cash provided by operating activities:		
Amortization of deferred revenue and recognition of unbilled receivables	(29,266)	(4,873)
Depreciation	4,422	2,398
Amortization of intangibles	10,986	10,987
Amortization of premium and discount on investments, net	(2,329)	(1,260)
Stock-based compensation to employees	6,163	5,404
Stock-based compensation to Board of Directors and Scientific Advisory Board	2,003	1,328
Earnout liability recorded for Adesis acquisition	—	469
Deferred income tax expense	19,312	7,408
Retirement plan expense	2,252	2,088
Decrease (increase) in assets:		
Accounts receivable	16,772	(14,708)
Inventory	(19,778)	(7,123)
Other current assets	(9,058)	(799)
Other assets	(37,909)	(10)
Increase (decrease) in liabilities:		
Accounts payable and accrued expenses	(13,123)	(1,916)
Other current liabilities	(25)	(821)
Deferred revenue	64,423	505
Other liabilities	18,334	—
Net cash provided by operating activities	49,952	56,629
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of property and equipment	(13,420)	(9,717)
Purchases of investments	(260,711)	(255,224)
Proceeds from sale of investments	211,847	189,335
Net cash used in investing activities	(62,284)	(75,606)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from issuance of common stock	436	349
Repurchase of common stock	(477)	—
Proceeds from the exercise of common stock options	—	30
Payment of withholding taxes related to stock-based compensation to employees	(11,031)	(8,501)
Cash dividends paid	(5,659)	(2,828)
Net cash used in financing activities	(16,731)	(10,950)
DECREASE IN CASH AND CASH EQUIVALENTS	(29,063)	(29,927)

CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	132,840	139,365
CASH AND CASH EQUIVALENTS, END OF PERIOD	\$ 103,777	\$ 109,438
The following non-cash activities occurred:		
Unrealized gain on available-for-sale securities	\$219	\$140
Common stock issued to Board of Directors and Scientific Advisory Board that was earned and accrued for in a previous period	300	300
Common stock issued to employees that was earned and accrued for in a previous period	—	174
Net change in accounts payable and accrued expenses related to purchases of property and equipment	3,100	4,169

The accompanying notes are an integral part of these consolidated financial statements.

UNIVERSAL DISPLAY CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

1. BUSINESS:

Universal Display Corporation (the Company) is a leader in the research, development and commercialization of organic light emitting diode (OLED) technologies and materials for use in display and solid-state lighting applications. OLEDs are thin, lightweight and power-efficient solid-state devices that emit light that can be manufactured on both flexible and rigid substrates, making them highly suitable for use in full-color displays and as lighting products. OLED displays are capturing a growing share of the display market. The Company believes this is because OLEDs offer potential advantages over competing display technologies with respect to power efficiency, contrast ratio, viewing angle, video response time, form factor and manufacturing cost. The Company also believes that OLED lighting products have the potential to replace many existing light sources in the future because of their high power efficiency, excellent color rendering index, low operating temperature and novel form factor. The Company's technology leadership and intellectual property position should enable it to share in the revenues from OLED displays and lighting products as they enter mainstream consumer and other markets.

The Company's primary business strategy is to (1) further develop and license its proprietary OLED technologies to manufacturers of products for display applications, such as mobile phones, televisions, tablets, wearables, portable media devices, notebook computers, personal computers, and automotive interiors, and specialty and general lighting products; and (2) develop new OLED materials and sell existing and any new materials to those product manufacturers. The Company has established a significant portfolio of proprietary OLED technologies and materials, primarily through internal research and development efforts and acquisitions of patents and patent applications, as well as maintaining its relationships with world-class partners such as Princeton University (Princeton), the University of Southern California (USC), the University of Michigan (Michigan) and PPG Industries, Inc. (PPG Industries). The Company currently owns, exclusively licenses or has the sole right to sublicense more than 4,700 patents issued and pending worldwide.

The Company sells its proprietary OLED materials to customers for evaluation and use in commercial OLED products. The Company also enters into agreements with manufacturers of OLED display and lighting products under which it grants them licenses to practice under its patents and to use the Company's proprietary know-how. At the same time, the Company works with these and other companies who are evaluating the Company's OLED technologies and materials for possible use in commercial OLED display and lighting products.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Interim Financial Information

In the opinion of management, the accompanying unaudited consolidated financial statements contain all adjustments (consisting of only normal recurring adjustments) necessary to present fairly the Company's financial position as of June 30, 2018 and results of operations for the three and six months ended June 30, 2018 and 2017, and cash flows for the six months ended June 30, 2018 and 2017. While management believes that the disclosures presented are adequate to make the information not misleading, these unaudited consolidated financial statements should be read in conjunction with the audited consolidated financial statements and the notes thereto in the Company's latest year-end financial statements, which are included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017. The results of the Company's operations for any interim period are not necessarily indicative of the results of operations for any other interim period or for the full year.

Principles of Consolidation

The consolidated financial statements include the accounts of Universal Display Corporation and its wholly owned subsidiaries, UDC, Inc., UDC Ireland Limited, Universal Display Corporation Hong Kong, Limited, Universal Display Corporation Korea, Y.H., Universal Display Corporation Japan GK, Universal Display Corporation China, Ltd. and Adesis, Inc. (Adesis). All intercompany transactions and accounts have been eliminated.

Management's Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles (GAAP) 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 revenues and expenses during the reporting

period. The estimates made are principally in the areas of revenue recognition including estimates of material unit sales and royalties, the useful life of acquired intangibles, the use and recoverability of inventories, intangibles and income taxes including realization of deferred tax assets, stock-based compensation and retirement benefit plan liabilities. Actual results could differ from those estimates.

Inventories

Inventories consist of raw materials, work-in-process and finished goods, including inventory consigned to customers, and are stated at the lower of cost, determined on a first-in, first-out basis, or net realizable value. Inventory valuation and firm committed purchase order assessments are performed on a quarterly basis and those items that are identified to be obsolete or in excess of forecasted usage are written down to their estimated realizable value. Estimates of realizable value are based upon management's analyses and assumptions, including, but not limited to, forecasted sales levels by product, expected product lifecycle, product development plans and future demand requirements. A 12-month rolling forecast based on factors, including, but not limited to, production cycles, anticipated product orders, marketing forecasts, backlog, and shipment activities is used in the inventory analysis. If market conditions are less favorable than forecasts or actual demand from customers is lower than estimates, additional inventory write-downs may be required. If demand is higher than expected, inventories that had previously been written down may be sold.

Certain of the Company's customers have assumed the responsibility for maintaining the Company's inventory at their location based on the customers' demand forecast. Notwithstanding the fact that the Company builds and ships the inventory, the customer does not purchase the consigned inventory until the inventory is drawn or pulled by the customer to be used in the manufacture of the customer's product. Though the consigned inventory may be at the customer's physical location, it remains inventory owned by the Company until the inventory is drawn or pulled, which is the time at which the sale takes place.

Fair Value of Financial Instruments

The carrying values of accounts receivable, other current assets, and accounts payable approximate fair value in the accompanying financial statements due to the short-term nature of those instruments. The Company's other financial instruments, which include cash equivalents and investments, are carried at fair value.

Revenue Recognition and Deferred Revenue

Material sales relate to the Company's sale of its OLED materials for incorporation into its customers' commercial OLED products or for their OLED development and evaluation activities. Material sales are recognized at the time title passes, which is typically at the time of shipment or at the time of delivery, depending upon the contractual agreement between the parties.

The rights and benefits to the Company's OLED technology are conveyed to the customer through technology license agreements and material supply agreements. These agreements are combined and the licenses and materials sold under these combined agreements are not distinct from each other for financial reporting purposes and as such, are accounted for as a single performance obligation. Accordingly, total contract consideration is estimated and recognized over the contract term based on material units sold during the period at their estimated per unit fee. Total contract consideration includes fixed amounts designated in contracts with customers as license fees as well as estimates of material fees and royalties to be earned.

Various estimates are relied upon to recognize revenue. The Company estimates total material units to be purchased by its customers over the contract term based on historical trends, industry estimates and its forecast process and related amounts to be charged. Additionally, management estimates the total sales-based royalties based on the

estimated net sales revenue of its customers over the contract term.

Contract research services revenue is revenue earned by Adesis through performing organic and organometallic synthetics research, development and commercialization on a contractual basis. These services range from intermediates for structure-activity relationship studies, reference agents and building blocks for combinatorial synthesis, re-synthesis of key intermediates, specialty organic chemistry needs, and selective toll manufacturing. These services are provided to third-party pharmaceutical and life sciences firms and other technology firms at fixed costs or on an annual contract basis. Revenue is recognized as services are performed with billing schedules and payment terms negotiated on a contract-by-contract basis. Payments received in excess of revenue recognized are recorded as deferred revenue. In other cases, services may be provided and revenue is recognized before the client is invoiced. In these cases, revenue recognized will exceed amounts billed and the difference, representing amounts which are currently unbillable to the customer pursuant to contractual terms, is recorded as an unbilled receivable.

Technology development and support revenue is revenue earned from government contracts, development and technology evaluation agreements and commercialization assistance fees, which includes reimbursements by government entities for all or a portion of the research and development costs the Company incurs in relation to its government contracts. Revenues are recognized

proportionally as research and development costs are incurred, or as defined milestones are achieved, and are included in contract research services in the accompanying consolidated statements of income.

Currently, the Company's most significant commercial license agreement is with Samsung Display Co., Ltd. (SDC). This agreement, which covers the manufacture and sale of specified OLED display materials, was effective as of January 1, 2018 and lasts through the end of 2022 with an additional two-year extension option. Under this agreement, the Company is being paid a license fee, payable in quarterly installments over the agreement term of five years. The agreement conveys to SDC the non-exclusive right to use certain of the Company's intellectual property assets for a limited period of time that is less than the estimated life of the assets.

At the same time the Company entered into the current patent license agreement with SDC, the Company also entered into a new supplemental material purchase agreement with SDC. Under the current supplemental material purchase agreement, SDC agrees to purchase from the Company a minimum amount of phosphorescent emitter materials for use in the manufacture of licensed products. This minimum commitment is subject to SDC's requirements for phosphorescent emitter materials and the Company's ability to meet these requirements over the term of the supplemental agreement.

In 2015, the Company entered into an OLED patent license agreement and an OLED commercial supply agreement with LG Display Co., Ltd. (LG Display) which were effective as of January 1, 2015 and superseded the existing 2007 commercial supply agreement between the parties. The new agreements have a term that is set to expire by the end of 2022. The patent license agreement provides LG Display a non-exclusive, royalty bearing portfolio license to make and sell OLED displays under the Company's patent portfolio. The patent license calls for license fees, prepaid royalties and running royalties on licensed products. The agreements include customary provisions relating to warranties, indemnities, confidentiality, assignability and business terms. The agreements provide for certain other minimum obligations relating to the volume of material sales anticipated over the life of the agreements as well as minimum royalty revenue to be generated under the patent license agreement. The Company expects to generate revenue under these agreements that are predominantly tied to LG Display's sales of OLED licensed products. The OLED commercial supply agreement provides for the sale of materials for use by LG Display, which may include phosphorescent emitters and host materials.

In 2016, the Company entered into long-term, multi-year OLED patent license and material purchase agreements with Tianma Micro-electronics Co., Ltd. (Tianma). Under the license agreement, the Company has granted Tianma non-exclusive license rights under various patents owned or controlled by the Company to manufacture and sell OLED display products. The license agreement calls for license fees and running royalties on licensed products. Additionally, the Company expects to supply phosphorescent OLED materials to Tianma for use in its licensed products.

In 2017, the Company entered into long-term, multi-year agreements with BOE Technology Group Co., Ltd. (BOE). Under these agreements, the Company has granted BOE non-exclusive license rights under various patents owned or controlled by the Company to manufacture and sell OLED display products. The Company has also agreed to supply phosphorescent OLED materials to BOE.

In 2018, the Company entered into long-term, multi-year OLED patent license and material purchase agreements with Visionox Technology, Inc. (Visionox). Under the license agreement, the Company has granted Visionox non-exclusive license rights under various patents owned or controlled by the Company to manufacture and sell OLED display products. The license agreement calls for license fees and running royalties on licensed products. Additionally, the Company expects to supply phosphorescent OLED materials to Visionox for use in its licensed products.

The Company records taxes billed to customers and remitted to various governmental entities on a gross basis in both revenues and cost of material sales in the consolidated statements of income. The amounts of these pass through taxes reflected in revenues and cost of material sales were \$23,000 and \$29,000 for the three and six months ended June 30, 2018, respectively, and \$151,000 and \$207,000 for the three and six months ended June 30, 2017, respectively.

All sales transactions are billed and due within 90 days and substantially all are transacted in U.S. dollars.

Cost of Sales

Cost of sales consists of labor and material costs associated with the production of materials processed at the Company's manufacturing partners and at the Company's internal manufacturing processing facility. The Company's portion of cost of sales also includes depreciation of manufacturing equipment, as well as manufacturing overhead costs and inventory adjustments for excess and obsolete inventory.

Research and Development

Expenditures for research and development are charged to expense as incurred.

Patent Costs

Costs associated with patent applications, patent prosecution, patent defense and the maintenance of patents are charged to expense as incurred. Costs to successfully defend a challenge to a patent are capitalized to the extent of an evident increase in the value of the patent. Costs that relate to an unsuccessful outcome are charged to expense.

Amortization of Acquired Technology

Amortization costs relate to technology acquired from BASF, Fujifilm and Motorola. These acquisitions were completed in the years ended December 31, 2016, 2012 and 2011, respectively. Acquisition costs are being amortized over a period of 10 years for the BASF and Fujifilm patents and 7.5 years for the Motorola patents.

Amortization of Other Intangible Assets

Other intangible assets from the Adesis acquisition are being amortized over a period of 10 to 15 years. See Note 6 for further discussion.

Translation of Foreign Currency Financial Statements and Foreign Currency Transactions

The Company's reporting currency is the U.S. dollar. The functional currency for the Company's Ireland subsidiary is also the U.S. dollar and the functional currency for each of the Company's Asia-Pacific foreign subsidiaries is its local currency. The Company translates the amounts included in the consolidated statements of income from its Asia-Pacific foreign subsidiaries into U.S. dollars at weighted-average exchange rates, which the Company believes are representative of the actual exchange rates on the dates of the transactions. The Company's foreign subsidiaries' assets and liabilities are translated into U.S. dollars from the local currency at the actual exchange rates as of the end of each reporting date, and the Company records the resulting foreign exchange translation adjustments in the consolidated balance sheets as a component of accumulated other comprehensive loss. The overall effect of the translation of foreign currency and foreign currency transactions to date has been insignificant.

Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. The Company recognizes the effect of income tax positions only if those positions are more likely than not of being sustained. Recognized income tax positions are measured at the largest amount of which the likelihood of realization is greater than 50%. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs. The Company records interest and penalties, if any, related to unrecognized tax benefits as a component of tax expense.

Share-Based Payment Awards

The Company recognizes in the consolidated statements of income the grant-date fair value of equity based awards such as shares issued under employee stock purchase plans, restricted stock awards, restricted stock units and performance unit awards issued to employees and directors.

The grant-date fair value of stock awards is based on the closing price of the stock on the date of grant. The fair value of share-based awards is recognized as compensation expense on a straight-line basis over the requisite service period, net of forfeitures. The Company issues new shares upon the respective grant, exercise or vesting of the share-based payment awards, as applicable.

Performance unit awards are subject to either a performance-based or market-based vesting requirement. For performance-based vesting, the grant-date fair value of the award, based on fair value of the Company's common stock, is recognized over the service period based on an assessment of the likelihood that the applicable performance goals will be achieved and compensation expense is periodically adjusted based on actual and expected performance. Compensation expense for performance unit awards with market-

based vesting is calculated based on the estimated fair value as of the grant date utilizing a Monte Carlo simulation model and is recognized over the service period on a straight-line basis.

Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board (FASB) issued a new revenue recognition standard entitled Accounting Standards Codification (“ASC”) Topic 606, Revenue from Contracts with Customers. The objective of the standard is to establish the principles that an entity shall apply to report useful information to users of financial statements about the nature, amount, timing, and uncertainty of revenue and cash flows from a contract with a customer. The standard is effective for annual reporting periods beginning after December 15, 2017. The Company adopted the standard beginning January 1, 2018 using the “modified retrospective” approach, meaning the standard was applied only to the most current period presented in the financial statements, with a cumulative adjustment to retained earnings.

The new standard impacts how the Company recognizes revenue on its commercial license and material supply agreements with customers. In addition, the Company previously recognized royalty revenue one quarter in arrears based on sales information received from its customers typically received after disclosing that quarter’s results. Under ASC Topic 606, royalties to be earned over the contract term are estimated as part of total contract consideration and recognized as noted below. The estimates are updated on a quarterly basis.

The rights and benefits to the Company’s OLED technology are conveyed to the customer through technology license agreements and material supply agreements. These agreements are combined and the licenses and materials sold under these combined agreements are not distinct from each other for financial reporting purposes and as such, are accounted for as a single performance obligation. Accordingly, total contract consideration is estimated and recognized over the contract term based on material units sold at its estimated per unit fee.

Adoption of the new standard resulted in an increase in deferred revenue of \$21.3 million offset by a reduction of retained earnings of \$17.9 million, net of tax of \$3.1 million, and unbilled receivables of \$0.3 million as of January 1, 2018. The impact of the new standard to revenue for the three and six months ended June 30, 2018 was a decrease of \$17.5 million and \$42.1 million, respectively, from the amount that would have been recorded under the prior accounting standard. See Note 16 for further discussion.

In February 2016, the FASB issued ASU No. 2016-02, Leases, which addresses the classification and recognition of lease assets and liabilities formerly classified as operating leases under generally accepted accounting principles. The guidance will address certain aspects of recognition and measurement, and quantitative and qualitative aspects of presentation and disclosure. The guidance is effective for fiscal years beginning after December 31, 2018, including interim periods within those fiscal years. The Company is evaluating the effect that ASU 2016-02 may have on its consolidated financial statements and related disclosures.

In August 2016, the FASB issued ASU No. 2016-15, Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments. The objective of the standard is to reduce diversity in practice in how certain transactions are classified in the statement of cash flows. The ASU provides additional clarification guidance on the classification of certain cash receipts and payments in the statement of cash flows. The new guidance is effective for fiscal years and interim periods within those years beginning after December 15, 2017, with early adoption permitted. Adoption of ASU 2016-15 did not have any impact on the Company’s consolidated financial statements and related disclosures.

In October 2016, the FASB issued ASU No. 2016-16, Income Taxes (Topic 740): Intra-Entity Transfers of Assets Other Than Inventory. ASU 2016-16 clarifies the accounting for the current and deferred income taxes for an

intra-entity transfer of an asset other than inventory. ASU 2016-16 is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years, with early adoption permitted. Adoption of ASU 2016-16, beginning January 1, 2018, did not have any impact on the Company's consolidated financial statements and related disclosures.

In January 2017, the FASB issued ASU No. 2017-04, Intangibles – Goodwill and Other (Topic 350): Simplifying the Test of Goodwill Impairment eliminating the requirement to calculate the implied fair value, essentially eliminating step two from the goodwill impairment test. The new standard requires goodwill impairment to be based upon the results of step one of the impairment test, which is defined as the excess of the carrying value of a reporting unit over its fair value. The impairment charge will be limited to the amount of goodwill allocated to that reporting unit. The standards update is effective prospectively for annual and interim goodwill impairment testing performed in fiscal years beginning after December 15, 2019, with early adoption permitted. The Company is evaluating the effect that adoption of ASU 2017-04 may have on its consolidated financial statements and related disclosures.

In May 2017, the FASB issued ASU 2017-09, Compensation – Stock Compensation (Topic 718): Scope of Modification Accounting. ASU 2017-09 clarifies which changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting, in accordance with Topic 718. The guidance is effective for annual periods beginning after December 15, 2017, with early adoption permitted, and requires a prospective application to awards modified on or after the adoption date. The Company has not historically made changes to the terms or conditions of share-based payment awards and the adoption of ASU 2017-09, beginning January 1, 2018, did not have any impact on the consolidated financial statements and related disclosures.

3. CASH, CASH EQUIVALENTS AND INVESTMENTS:

The Company considers all highly liquid debt instruments purchased with an original maturity of three months or less to be cash equivalents. The Company classifies its remaining investments as available-for-sale. These securities are carried at fair market value, with unrealized gains and losses reported in shareholders' equity. Gains or losses on securities sold are based on the specific identification method. Investments as of June 30, 2018 and December 31, 2017 consisted of the following (in thousands):

Investment Classification	Amortized Cost	Unrealized Gain(Losses)	Aggregate Fair Market Value
June 30, 2018			
Certificates of deposit	\$ 1,250	\$ — \$ (1)	\$ 1,249
Corporate bonds	204,396	2 (63)	204,335
U.S. Government securities	173,093	— (110)	172,983
	\$ 378,739	\$ 2 \$ (174)	\$ 378,567
December 31, 2017			
Certificates of deposit	\$ 1,296	\$ 1 \$ (1)	\$ 1,296
Corporate bonds	104,626	— (252)	104,374
U.S. Government securities	214,641	— (139)	214,502
	\$ 320,563	\$ 1 \$ (392)	\$ 320,172

As of June 30, 2018 and December 31, 2017, there was \$24.9 million of government securities and \$17.9 million of corporate bonds included in cash equivalents in the consolidated balance sheet, respectively.

4. FAIR VALUE MEASUREMENTS:

The following table provides the assets and liabilities carried at fair value measured on a recurring basis as of June 30, 2018 (in thousands):

Total carrying value as of June 30,	Fair Value Measurements, Using		
	Quoted prices in active markets	Significant other observable inputs	Significant unobservable inputs

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	2018	(Level 1)	(Level 2)	(Level 3)
Cash equivalents	\$ 39,051	\$ 39,051	\$ —	\$ —
Short-term investments	353,651	353,651	—	—
Long-term investments	—	—	—	—

The following table provides the assets and liabilities carried at fair value measured on a recurring basis as of December 31, 2017 (in thousands):

	Total carrying value as of December 31,	Fair Value Measurements, Using		
		Quoted prices in active markets	Significant other observable inputs	Significant unobservable inputs
	2017	(Level 1)	(Level 2)	(Level 3)
Cash equivalents	\$ 27,532	\$ 27,532	\$ —	\$ —
Short-term investments	287,446	287,446	—	—
Long-term investments	14,794	14,794	—	—

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2 inputs are quoted prices for similar assets and liabilities in active markets or inputs that are observable for the asset or liability, either directly or indirectly through market corroboration, for substantially the full term of the financial instrument. Level 3 inputs are unobservable inputs based on management's own assumptions used to measure assets and liabilities at fair value. A financial asset's or liability's classification is determined based on the lowest level input that is significant to the fair value measurement.

Changes in fair value of the investments are recorded as unrealized gains and losses in other comprehensive income. If a decline in fair value of an investment is deemed to be other than temporary, the cost of the Company's investment will be written down by the amount of the other-than-temporary impairment with a resulting charge to net income. There were no other-than-temporary impairments of investments as of June 30, 2018 or December 31, 2017.

5. INVENTORY:

Inventory consisted of the following (in thousands):

	June 30, 2018	December 31, 2017
Raw materials	\$20,208	\$ 17,464
Work-in-process	5,203	2,977
Finished goods	30,632	15,824
Inventory	\$56,043	\$ 36,265

6. GOODWILL AND INTANGIBLE ASSETS:

The Company monitors the recoverability of goodwill annually or whenever events or changes in circumstances indicate the carrying value may not be recoverable. Purchased intangible assets subject to amortization consist primarily of acquired technology and other intangible assets that include trade names, customer relationships and developed IP processes.

Acquired Technology

Acquired technology consists of acquired license rights for patents and know-how obtained from PD-LD, Inc., Motorola, BASF SE (BASF) and Fujifilm. These intangible assets consist of the following (in thousands):

	June 30, 2018
PD-LD, Inc.	\$1,481
Motorola	15,909
BASF	95,989
Fujifilm	109,462
	222,841
Less: Accumulated amortization	(101,611)
Acquired technology, net	\$121,230

Amortization expense related to acquired technology was \$5.1 million for both three month periods ended June 30, 2018 and 2017, and \$10.3 million for both six month periods ended June 30, 2018 and 2017. Amortization expense is included in amortization of acquired technology and other intangible assets expense line item on the consolidated statements of income and is expected to be \$20.6 million in the year ending December 31, 2018, \$20.5 million in each of the years ending December 31, 2019 through 2021, \$15.8 million in the year ending December 31, 2022 and \$33.6 million thereafter.

Motorola Patent Acquisition

In 2000, the Company entered into a royalty-bearing license agreement with Motorola whereby Motorola granted the Company perpetual license rights to what are now 74 issued U.S. patents relating to Motorola's OLED technologies, together with foreign counterparts in various countries. These patents will all expire in the U.S. by the end of 2018.

On March 9, 2011, the Company purchased these patents from Motorola, including all existing and future claims and causes of action for any infringement of the patents, pursuant to a Patent Purchase Agreement. The Patent Purchase Agreement effectively terminated the Company's license agreement with Motorola, including any obligation to make royalty payments to Motorola. The technology acquired from Motorola is being amortized over a period of 7.5 years.

Fujifilm Patent Acquisition

On July 23, 2012, the Company entered into a Patent Sale Agreement with Fujifilm. Under the agreement, Fujifilm sold more than 1,200 OLED-related patents and patent applications in exchange for a cash payment of \$105.0 million, plus costs incurred in connection with the purchase. The agreement contains customary representations and warranties and covenants, including respective covenants not to sue by both parties thereto. The agreement permitted the Company to assign all of its rights and obligations under the

agreement to its affiliates, and the Company assigned, prior to the consummation of the transactions contemplated by the agreement, its rights and obligations to UDC Ireland Limited (UDC Ireland), a wholly-owned subsidiary of the Company formed under the laws of the Republic of Ireland. The transactions contemplated by the agreement were consummated on July 26, 2012. The Company recorded the \$105.0 million plus \$4.5 million of purchase costs as acquired technology, which is being amortized over a period of 10 years.

BASF Patent Acquisition

On June 28, 2016, UDC Ireland entered into and consummated an IP Transfer Agreement with BASF. Under the IP Transfer Agreement, BASF sold to UDC Ireland all of its rights, title and interest to certain of its owned and co-owned intellectual property rights relating to the composition of, development, manufacture and use of OLED materials, including OLED lighting and display stack technology, as well as certain tangible assets. The intellectual property includes knowhow and more than 500 issued and pending patents in the area of phosphorescent materials and technologies. These assets were acquired in exchange for a cash payment of €86.8 million (\$95.8 million). In addition, UDC Ireland also took on certain rights and obligations under three joint research and development agreements to which BASF was a party. The IP Transfer Agreement also contains customary representations, warranties and covenants of the parties. UDC Ireland recorded the payment of €86.8 million (\$95.8 million) and acquisition costs incurred of \$217,000 as acquired technology which is being amortized over a period of 10 years.

Other Intangible Assets

As a result of the Adesis acquisition in June 2016, the Company recorded \$16.8 million of other intangible assets, including \$10.5 million assigned to customer relationships with a weighted average life of 11.5 years, \$4.8 million of internally developed IP, processes and recipes with a weighted average life of 15 years, and \$1.5 million assigned to trade name and trademarks with a weighted average life of 10 years. At June 30, 2018, these other intangible assets consist of the following (in thousands):

	Gross Carrying	Accumulated Amortization	Net Carrying
	Amount	Amount	Amount
Customer relationships	\$ 10,520	\$ (1,768)	\$ 8,752
Developed IP, processes and recipes	4,820	(627)	4,193
Trade name/Trademarks	1,500	(292)	1,208
Total identifiable intangible assets	\$ 16,840	\$ (2,687)	\$ 14,153

Amortization expense related to other intangible assets was \$345,000 and \$346,000 for the three months ended June 30, 2018 and 2017, respectively, and \$687,000 and \$688,000 for the six months ended June 30, 2018 and 2017, respectively. Amortization expense is included in the amortization of acquired technology and other intangible assets expense line item on the Consolidated Statements of Income and is expected to be \$1.4 million for each of the next five fiscal years and \$7.8 million thereafter.

7. RESEARCH AND LICENSE AGREEMENTS WITH PRINCETON UNIVERSITY, UNIVERSITY OF SOUTHERN CALIFORNIA AND THE UNIVERSITY OF MICHIGAN:

The Company funded OLED technology research at Princeton University and, on a subcontractor basis, at the University of Southern California for 10 years under a Research Agreement executed with Princeton University in August 1997 (the 1997 Research Agreement). The principal investigator conducting work under the 1997 Research Agreement transferred to the University of Michigan in January 2006. Following this transfer, the 1997 Research Agreement was allowed to expire on July 31, 2007.

As a result of the transfer, the Company entered into a new Sponsored Research Agreement with the University of Southern California to sponsor OLED technology research and, on a subcontractor basis, with the University of Michigan. This new Sponsored Research Agreement (as amended, the 2006 Research Agreement) was effective as of May 1, 2006 and had an original term of three years. On May 1, 2009, the Company amended the 2006 Research Agreement to extend the term of the agreement for an additional four years. The 2006 Research Agreement superseded the 1997 Research Agreement with respect to all work being performed at the University of Southern California and the University of Michigan. Payments under the 2006 Research Agreement were made to the University of Southern California on a quarterly basis as actual expenses were incurred. The Company incurred a total of \$5.0 million in research and development expense for work performed under the 2006 Research Agreement during the extended term, which ended on April 30, 2013.

Effective June 1, 2013, the Company amended the 2006 Research Agreement again to extend the term of the agreement for an additional four years. The Company incurred a total of \$4.6 million in research and development expense for work performed under the 2006 Research Agreement during the extended term.

Effective May 1, 2017, the Company amended the 2006 Research Agreement once again to extend the term of the agreement for an additional three years. As of June 30, 2018, in connection with this amendment, the Company was obligated to pay the University of Southern California up to \$6.1 million for work to be performed during the remaining extended term, which expires April 30, 2020. From May 1, 2017 through June 30, 2018, the Company incurred \$1.0 million in research and development expense for work performed under the 2006 Research Agreement.

On October 9, 1997, the Company, Princeton University and the University of Southern California entered into an Amended License Agreement (as amended, the 1997 Amended License Agreement) under which Princeton University and the University of Southern California granted the Company worldwide, exclusive license rights, with rights to sublicense, to make, have made, use, lease and/or sell products and to practice processes based on patent applications and issued patents arising out of work performed by Princeton University and the University of Southern California under the 1997 Research Agreement. Under this 1997 Amended License Agreement, the Company is required to pay Princeton University royalties for licensed products sold by the Company or its sublicensees. For licensed products sold by the Company, the Company is required to pay Princeton University 3% of the net sales price of these products. For licensed products sold by the Company's sublicensees, the Company is required to pay Princeton 3% of the revenues received by the Company from these sublicensees. These royalty rates are subject to renegotiation for products not reasonably conceivable as arising out of the 1997 Research Agreement if Princeton University reasonably determines that the royalty rates payable with respect to these products are not fair and competitive.

The Company is obligated, under the 1997 Amended License Agreement, to pay to Princeton University minimum annual royalties. The minimum royalty payment is \$100,000 per year. The Company recorded royalty expense in connection with this agreement of \$1.6 million and \$3.0 million for the three months ended June 30, 2018 and 2017, respectively, and \$2.8 million and \$4.6 million for the six months ended June 30, 2018 and 2017, respectively.

The Company also is required, under the 1997 Amended License Agreement, to use commercially reasonable efforts to bring the licensed OLED technology to market. However, this requirement is deemed satisfied if the Company invests a minimum of \$800,000 per year in research, development, commercialization or patenting efforts respecting the patent rights licensed to the Company.

In connection with entering into the 2006 Research Agreement, the Company amended the 1997 Amended License Agreement to include the University of Michigan as a party to that agreement effective as of January 1, 2006. Under this amendment, Princeton University, the University of Southern California and the University of Michigan have granted the Company a worldwide exclusive license, with rights to sublicense, to make, have made, use, lease and/or sell products and to practice processes based on patent applications and issued patents arising out of work performed under the 2006 Research Agreement. The financial terms of the 1997 Amended License Agreement were not impacted by this amendment.

8. EQUITY AND CASH COMPENSATION UNDER THE PPG AGREEMENTS:

On September 22, 2011, the Company entered into an Amended and Restated OLED Materials Supply and Service Agreement with PPG Industries (the New OLED Materials Agreement), which replaced the original OLED Materials Agreement with PPG Industries effective as of October 1, 2011. The term of the New OLED Materials Agreement ran through December 31, 2015 and shall be automatically renewed for additional one year terms, unless terminated by the Company by providing prior notice of one year or terminated by PPG by providing prior notice of two years. The agreement was automatically renewed through December 31, 2018. The New OLED Materials Agreement contains provisions that are substantially similar to those of the original OLED Materials Agreement. Under the New OLED

Materials Agreement, PPG Industries continues to assist the Company in developing its proprietary OLED materials and supplying the Company with those materials for evaluation purposes and for resale to its customers.

Under the New OLED Materials Agreement, the Company compensates PPG Industries on a cost-plus basis for the services provided during each calendar quarter. The Company is required to pay for some of these services in all cash. Up to 50% of the remaining services are payable, at the Company's sole discretion, in cash or shares of the Company's common stock, with the balance payable in cash. The actual number of shares of common stock issuable to PPG Industries is determined based on the average closing price for the Company's common stock during a specified number of days prior to the end of each calendar half-year period ending on March 31 and September 30. If, however, this average closing price is less than \$20.00, the Company is required to compensate PPG Industries in cash. No shares were issued for services to PPG for the three or six months ended June 30, 2018 or 2017.

The Company is also to reimburse PPG Industries for raw materials used for research and development. The Company records the purchases of these raw materials as a current asset until such materials are used for research and development efforts.

The Company recorded a research and development credit of \$161,000 and an expense of \$143,000 for the three months ended June 30, 2018 and 2017, respectively, and expense of \$200,000 and \$247,000 for the six months ended June 30, 2018, respectively, in relation to the cash portion of the reimbursement of expenses and work performed by PPG Industries, excluding amounts paid for commercial chemicals.

9. SHAREHOLDERS' EQUITY:

Common and Preferred Stock

On June 21, 2018, the Company's shareholders approved an amendment to the Company's Amended and Restated Articles of Incorporation to increase the number of authorized shares of the Company's common stock from 100,000,000 to 200,000,000. The amendment was filed with the Pennsylvania Department of State, and became effective on July 17, 2018.

The Company is authorized to issue 200 million shares of \$0.01 par value common stock and five million shares of \$0.01 par value preferred stock. Each share of the Company's common stock entitles the holder to one vote on all matters to be voted upon by the shareholders. As of June 30, 2018, the Company had issued 48,650,696 shares of common stock of which 47,289,059 were outstanding and had issued 200,000 shares of preferred stock, all of which were outstanding. During the three months ended June 30, 2018, the Company repurchased no shares and during the six months ended June 30, 2018, the Company repurchased 3,774 shares of \$0.01 par value common treasury stock valued at \$477,000.

Scientific Advisory Board and Employee Awards

During the first two quarters of 2018 and 2017, the Company granted a total of 2,456 and 5,590 shares, respectively, of fully vested common stock to employees and non-employee members of the Scientific Advisory Board for services performed in 2017 and 2016, respectively. The fair value of shares issued to members of the Scientific Advisory Board was \$300,000 for both of the first two quarters of 2018 and 2017. No fully vested common stock was issued to employees during the first quarter of 2018 and the fair value of the shares issued to employees during the first quarter of 2017 was \$165,000. In connection with the issuance of these employee grants during the first quarter of 2017, 605 shares, with fair value of \$55,000, were withheld in satisfaction of employee tax withholding obligations.

Dividends

During the three months ended June 30, 2018, the Company declared and paid cash dividends of \$0.06 per common share, or \$2.8 million, and during the six months ended June 30, 2018, the Company declared and paid cash dividends of \$0.12 per common share, or \$5.7 million, on the Company's outstanding common stock.

On August 9, 2018, the Company's Board of Directors declared a third quarter dividend of \$0.06 per common share to be paid on September 28, 2018. All future dividends will be subject to the approval of the Company's Board of Directors.

10. ACCUMULATED OTHER COMPREHENSIVE LOSS:

Amounts related to the changes in accumulated other comprehensive loss were as follows (in thousands):

	Net unrealized		Change in cumulative		Affected line items in the
	Unrealized gain (loss) on		foreign currency		consolidated statements of
	available-for-sale securities		translation adjustments		operations
Balance December 31, 2017, net of tax	\$ (258)	\$ (11,169)	\$ (37)	\$ (11,464)	
Other comprehensive gain (loss)					
before reclassification	171	—	(2)	169	
Actuarial gain (loss)	—	—	—	—	
Reclassification to net income ⁽¹⁾					Selling, general and administrative, research and development, and cost of sales
Change during period	171	844	(2)	1,013	
Balance June 30, 2018, net of tax	\$ (87)	\$ (10,325)	\$ (39)	\$ (10,451)	

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	Net unrealized		Change in cumulative	Affected line items in the	
	Unrealized gain (loss) on		foreign currency	consolidated statements of	
	available-for-sale securities		translation adjustment	operations	
			Total		
Balance December 31, 2016, net of tax	\$ (246)	\$ (10,355)	\$ (65)	\$ (10,666)	
Other comprehensive gain (loss)					
before reclassification	90	—	25	115	
Actuarial gain (loss)		(1,662)	—	(1,662)	
Reclassification to net income ⁽¹⁾					Selling, general and administrative, research and development, and cost of sales
Change during period	90	(1,020)	25	(905)	
Balance June 30, 2017, net of tax	\$ (156)	\$ (11,375)	\$ (40)	\$ (11,571)	

(1) The Company reclassified amortization of prior service cost and actuarial loss for its retirement plan from accumulated other comprehensive loss to net income of \$844,000 and \$642,000 for the six months ended June 30, 2018 and 2017, respectively.

(2) Refer to Note 12: Supplemental Executive Retirement Plan.

11. STOCK-BASED COMPENSATION:

The Company recognizes in the statements of income the grant-date fair value of equity based awards, such as shares issued under employee stock purchase plans, restricted stock awards, restricted stock units and performance unit awards issued to employees and directors.

The grant-date fair value of stock awards is based on the closing price of the stock on the date of grant. The fair value of share-based awards is recognized as compensation expense on a straight-line basis over the requisite service period, net of forfeitures. The Company issues new shares upon the respective grant, exercise or vesting of share-based payment awards, as applicable.

Performance unit awards are subject to either a performance-based or market-based vesting requirement. For performance-based vesting, the grant-date fair value of the award, based on fair value of the Company's common stock, is recognized over the service period based on an assessment of the likelihood that the applicable performance goals will be achieved, and compensation expense is periodically adjusted based on actual and expected performance. Compensation expense for performance unit awards with market-based vesting is calculated based on the estimated fair value as of the grant date utilizing a Monte Carlo simulation model and is recognized over the service period on a

straight-line basis.

Equity Compensation Plan

The Equity Compensation Plan provides for the granting of incentive and nonqualified stock options, shares of common stock, stock appreciation rights and performance units to employees, directors and consultants of the Company. Stock options are exercisable over periods determined by the Compensation Committee, but for no longer than 10 years from the grant date. Through June 30, 2018, the Company's shareholders have approved increases in the number of shares reserved for issuance under the Equity Compensation Plan to 10,500,000, and have extended the term of the plan through 2024. As of June 30, 2018, there were 2,417,626 shares that remained available to be granted under the Equity Compensation Plan.

Stock Awards

Restricted Stock Awards and Units

The Company has issued restricted stock awards and units to employees and non-employees with vesting terms of one to six years. The fair value is equal to the market price of the Company's common stock on the date of grant for awards granted to employees and equal to the market price at the end of the reporting period for unvested non-employee awards or upon the date of vesting for vested non-employee awards. Expense for restricted stock awards and units is amortized ratably over the vesting period for the awards issued to employees and using a graded vesting method for the awards issued to non-employees.

During the six months ended June 30, 2018, the Company granted 38,442 shares of restricted stock awards and restricted stock units to employees and non-employees, which had a total fair value of \$4.7 million on the respective dates of grant, and will vest over three to five years from the date of grant, provided that the grantee is still an employee of the Company or is still providing services to the Company on the applicable vesting date.

For the three months ended June 30, 2018 and 2017, the Company recorded, as compensation charges related to all restricted stock awards and units to employees and non-employees, selling, general and administrative expense of \$1.9 million and \$2.1 million, respectively, research and development expense of \$509,000 and \$419,000, respectively, and cost of sales of \$186,000 and \$96,000, respectively. For the six months ended June 30, 2018 and 2017, the Company recorded, as compensation charges related to all restricted stock awards and units to employees and non-employees, selling, general, and administrative expense of \$3.5 million and \$4.1 million, respectively, research and development expense of \$934,000 and \$786,000, respectively, and cost of sales of \$347,000 and \$190,000, respectively.

In connection with the vesting of restricted stock awards and units during the three months ended June 30, 2018 and 2017, 52,874 and 50,630 shares, with aggregate fair values of \$5.2 million and \$4.3 million, respectively, were withheld in satisfaction of tax withholding obligations. For the six months ended June 30, 2018 and 2017, 80,147 and 81,343 shares, with aggregate fair values of \$8.6 million and \$6.8 million, respectively, were withheld in satisfaction of tax withholding obligations.

For the three months ended June 30, 2018 and 2017, the Company recorded as compensation charges related to all restricted stock units to non-employee members of the Scientific Advisory Board, research and development expense of \$41,000 and \$175,000, respectively. For the six months ended June 30, 2018 and 2017, the Company recorded as compensation charges related to all restricted stock units to non-employee members of the Scientific Advisory Board, research and development credit of \$116,000 and expense of \$445,000, respectively.

Board of Directors Compensation

The Company has granted restricted stock units to non-employee members of the Board of Directors with quarterly vesting over a period of approximately one year. The fair value is equal to the market price of the Company's common stock on the date of grant. The restricted stock units are issued and expense is recognized ratably over the vesting period. For the three months ended June 30, 2018 and 2017, the Company recorded compensation charges for services performed, related to all restricted stock units granted to non-employee members of the Board of Directors, selling, general and administrative expense of \$1.1 million and \$444,000, respectively. For the six months ended June 30, 2018 and 2017, the Company recorded compensation charges for services performed, related to all restricted stock units granted to non-employee members of the Board of Directors, selling, general and administrative expense of \$2.1 million and \$883,000, respectively. In connection with the vesting of the restricted stock, the Company issued 12,500 and 15,000 shares, during the six months ended June 30, 2018 and 2017, respectively, to non-employee members of the Board of Directors.

Performance Unit Awards

During the six months ended June 30, 2018, the Company granted 12,047 performance units, of which 6,022 are subject to a performance-based vesting and 6,025 are subject to a market-based vesting requirement and will vest over the terms described below. Total fair value of the performance unit awards granted was \$1.4 million on the date of grant.

Each performance unit award is subject to both a performance-vesting requirement (either performance-based or market-based) and a service-vesting requirement.

The performance-based vesting requirement is tied to the Company's cumulative revenue growth compared to the cumulative revenue growth of companies comprising the Nasdaq Electronics Components Index, as measured over a specific performance period. The market-based vesting requirement is tied to the Company's total shareholder return relative to the total shareholder return of companies comprising the Nasdaq Electronics Components Index, as measured over a specific performance period.

The maximum number of performance units that may vest based on performance is two times the shares granted. Further, if the Company's total shareholder return is negative, the performance units may not vest at all.

For the three months ended June 30, 2018 and 2017, the Company recorded selling, general and administrative expense of \$519,000 and credit of \$279,000, respectively, research and development expense of \$128,000 and credit of \$87,000, respectively, and cost of sales of \$56,000 and credit of \$29,000, respectively, related to performance units. For the six months ended June 30, 2018 and 2017, the Company recorded selling, general and administrative expense of \$945,000 and \$161,000, respectively, research and development expense of \$232,000 and \$28,000, respectively, and cost of sales of \$100,000 and \$16,000, respectively, related to performance units.

In connection with the vesting of performance units during the six months ended June 30, 2018 and 2017, 25,208 and 19,217 shares with an aggregate fair value of \$2.9 million and \$1.6 million, respectively, were withheld in satisfaction of tax withholding obligations.

Employee Stock Purchase Plan

On April 7, 2009, the Board of Directors of the Company adopted an Employee Stock Purchase Plan (ESPP). The ESPP was approved by the Company's shareholders and became effective on June 25, 2009. The Company has reserved 1,000,000 shares of common stock for issuance under the ESPP. Unless terminated by the Board of Directors, the ESPP will expire when all reserved shares have been issued.

Eligible employees may elect to contribute to the ESPP through payroll deductions during consecutive three-month purchase periods. Each employee who elects to participate will be deemed to have been granted an option to purchase shares of the Company's common stock on the first day of the purchase period. Unless the employee opts out during the purchase period, the option will automatically be exercised on the last day of the period, which is the purchase date, based on the employee's accumulated contributions to the ESPP. The purchase price will equal 85% of the lesser of the closing price per share of common stock on the first day of the period or the last business day of the period.

Employees may allocate up to 10% of their base compensation to purchase shares of common stock under the ESPP; however, each employee may purchase no more than 12,500 shares on a given purchase date, and no employee may purchase more than \$25,000 of common stock under the ESPP during a given calendar year.

During the six months ended June 30, 2018 and 2017, the Company issued 5,532 and 5,928 shares, respectively, of its common stock under the ESPP, resulting in proceeds of \$434,000 and \$349,000, respectively.

For the three months ended June 30, 2018 and 2017, the Company recorded charges of \$24,000 and \$21,000, respectively, to selling, general and administrative expense, \$33,000 and \$23,000, respectively, to research and development expense, and \$19,000 and \$13,000, respectively, to cost of sales related to the ESPP equal to the amount of the discount and the value of the look-back feature.

For the six months ended June 30, 2018 and 2017, the Company recorded charges of \$41,000 and \$36,000, respectively, to selling, general and administrative expense, \$56,000 and \$47,000, respectively, to research and development expense, and \$33,000 and \$18,000, respectively, to cost of sales related to the ESPP equal to the amount of the discount and the value of the look-back feature.

12. SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN:

On March 18, 2010, the Compensation Committee and the Board of Directors of the Company approved and adopted the Universal Display Corporation Supplemental Executive Retirement Plan (SERP), effective as of April 1, 2010. On March 3, 2015, the Compensation Committee and the Board of Directors amended the SERP to include salary and bonus as part of the plan. Prior to this amendment, the SERP benefit did not take into account any bonuses. This change increased the liability for certain participants in the SERP. The purpose of the SERP, which is unfunded, is to provide certain of the Company's key employees with supplemental retirement benefits following a cessation of their employment and to encourage their continued employment with the Company. As of June 30, 2018, there were seven participants in the SERP.

The Company records amounts relating to the SERP based on calculations that incorporate various actuarial and other assumptions, including discount rates, rate of compensation increases, retirement dates and life expectancies. The net periodic costs are recognized as employees render the services necessary to earn the SERP benefits.

The components of net periodic pension cost were as follows (in thousands):

	Three Months		Six Months	
	Ended June 30,		Ended June 30,	
	2018	2017	2018	2017
Service cost	\$325	\$302	\$650	\$603
Interest cost	262	252	524	494
Amortization of prior service cost	421	415	842	830
Amortization of loss	118	114	236	161
Total net periodic benefit cost	\$1,126	\$1,083	\$2,252	\$2,088

13. COMMITMENTS AND CONTINGENCIES:

Commitments

Under the 2006 Research Agreement with USC, the Company is obligated to make certain payments to USC based on work performed by USC under that agreement, and by Michigan under its subcontractor agreement with USC. See Note 7 for further explanation.

Under the terms of the 1997 Amended License Agreement, the Company is required to make minimum royalty payments to Princeton. See Note 7 for further explanation.

The Company has agreements with six executive officers and one employee which provide for certain cash and other benefits upon termination of employment of the officer in connection with a change in control of the Company. If the executive's employment is terminated in connection with the change in control, the executive is entitled to a lump-sum cash payment equal to two times the sum of the average annual base salary and bonus of the officer and immediate vesting of all stock options and other equity awards that may be outstanding at the date of the change in control, among other items.

In order to manage manufacturing lead times and help ensure adequate material supply, the Company entered into an OLED Materials Agreement (see Note 8) that allows PPG Industries to procure and produce inventory based upon criteria as defined by the Company. These purchase commitments consist of firm, noncancelable and unconditional commitments. In certain instances, this agreement allows the Company the option to reschedule and adjust the Company's requirements based on its business needs prior to firm orders being placed. As of June 30, 2018 and December 31, 2017, the Company had purchase commitments for inventory of \$21.3 million and \$14.2 million, respectively.

Patent Related Challenges and Oppositions

Each major jurisdiction in the world that issues patents provides both third parties and applicants an opportunity to seek a further review of an issued patent. The process for requesting and considering such reviews is specific to the jurisdiction that issued the patent in question, and generally does not provide for claims of monetary damages or a review of specific claims of infringement. The conclusions made by the reviewing administrative bodies tend to be appealable and generally are limited in scope and applicability to the specific claims and jurisdiction in question.

The Company believes that opposition proceedings are frequently commenced in the ordinary course of business by third parties who may believe that one or more claims in a patent do not comply with the technical or legal requirements of the specific jurisdiction in which the patent was issued. The Company views these proceedings as reflective of its goal of obtaining the broadest legally permissible patent coverage permitted in each jurisdiction. Once a proceeding is initiated, as a general matter, the issued patent continues to be presumed valid until the jurisdiction's applicable administrative body issues a final non-appealable decision. Depending on the jurisdiction, the outcome of these proceedings could include affirmation, denial or modification of some or all of the originally issued claims. The Company believes that as OLED technology becomes more established and its patent portfolio increases in size, so will the number of these proceedings.

Below are summaries of certain active proceedings that have been commenced against issued patents that are either exclusively licensed to the Company or which are now assigned to the Company. The Company does not believe that

the confirmation, loss or modification of the Company's rights in any individual claim or set of claims that are the subject of the following legal proceedings would have a material impact on the Company's materials sales or licensing business or on the Company's consolidated financial statements, including its consolidated statements of income, as a whole. However, as noted within the descriptions, some of the following proceedings involve issued patents that relate to the Company's fundamental phosphorescent OLED technologies and the Company intends to vigorously defend against claims that, in the Company's opinion, seek to restrict or reduce the scope of the originally issued claim, which may require the expenditure of significant amounts of the Company's resources. In certain circumstances, when permitted, the Company may also utilize the proceedings to request modification of the claims to better distinguish the patented invention from any newly identified prior art and/or improve the claim scope of the patent relative to commercially important categories of the invention. The entries marked with an "*" relate to the Company's UniversalPHOLED® phosphorescent OLED technology, some of which may be commercialized by the Company.

Opposition to European Patent No. 1390962

On November 16, 2011, Osram AG and BASF SE each filed a Notice of Opposition to European Patent No. 1390962 (EP '962 patent), which relates to the Company's white phosphorescent OLED technology. The EP '962 patent, which was issued on February

16, 2011, is a European counterpart patent to U.S. patents 7,009,338 and 7,285,907. They are exclusively licensed to the Company by Princeton, and the Company is required to pay all legal costs and fees associated with this proceeding.

The EPO combined the oppositions into a single opposition proceeding, and a hearing on this matter was held in December 2015, wherein the EPO Opposition Division revoked the patent claims for alleged insufficiencies under EPC Article 83. The Company believes the EPO's decision relating to the original claims is erroneous, and has appealed the decision. Subsequent to the filing of the appeal, BASF withdrew its opposition to the patent. The patent, as originally granted, is deemed valid during the pendency of the appeals process.

At this time, based on its current knowledge, the Company believes that the patent being challenged should be declared valid, and that all or a significant portion of the Company's claims should be upheld. However, the Company cannot make any assurances of this result.

Opposition to European Patent No. 1933395*

On February 24 and 27, 2012, Sumitomo, Merck Patent GmbH and BASF SE filed oppositions to the Company's European Patent No. 1933395 (the EP '395 patent). The EP '395 patent is a counterpart to the EP '637 patent, and, in part, to U.S. Patents 7,001,536, 6,902,830, and 6,830,828, and to JP patents 4358168 and 4357781. This patent is exclusively licensed to the Company by Princeton, and the Company is required to pay all legal costs and fees associated with this proceeding.

At an Oral Hearing on October 14, 2013, the EPO panel issued a decision that affirmed the basic invention and broad patent coverage in the EP '395 patent, but narrowed the scope of the original claims.

On February 26, 2014, the Company appealed the ruling to reinstate a broader set of claims. The patent, as originally granted by the EPO, is deemed to be valid during the pendency of an appeals process. Two of the three opponents also filed their own appeals of the ruling. In January 2015, Sumitomo withdrew its opposition of the '395 patent, and the EPO accepted the withdrawal notice. The appeal proceedings were held in the second quarter of 2016. As a result of the proceedings, the board concluded the oral proceedings and proposed to reinstate a broader set of claims pending the resolution of a remaining question of the applicable law, a question that the board has deferred to the Enlarged Board of Appeals for review. In December 2017, the Enlarged Board of Appeals issued a written opinion in which it generally followed the Company's reasoning regarding the question of law. The Company expects the written opinion to be used as guidance by the EPO opposition panel when the oral proceedings are rescheduled. The originally-granted claims remain in force during the pendency of this process.

In addition to the above proceedings and now concluded proceedings which have been referenced in prior filings, from time to time, the Company may have other proceedings that are pending which relate to patents the Company acquired as part of the Fujifilm patent or BASF OLED patent acquisitions or which relate to technologies that are not currently widely utilized in the marketplace.

14. CONCENTRATION OF RISK:

Revenues and accounts receivable from the Company's largest customers were as follows (in thousands):

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% of Revenues for the three months ended % of Revenues for the six months ended

Customer	June 30, 2018	2017	June 30, 2018	2017	Accounts Receivable as of June 30, 2018
A	42%	17%	48%	23%	\$ 15,199
B	33%	73%	26%	66%	\$ 3,811
C	9%	1%	9%	1%	\$ 4,304

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Revenues from outside of North America represented approximately 93% and 98% of consolidated revenue for the three months ended June 30, 2018 and 2017, respectively, and 94% and 97% of consolidated revenue for the six months ended June 30, 2018 and 2017, respectively. Revenues by geographic area are as follows (in thousands):

Country	Three Months Ended		Six Months Ended	
	June 30, 2018	2017	June 30, 2018	2017
South Korea	\$42,132	\$92,206	\$72,906	\$140,134
China	8,479	5,414	17,331	7,896
Japan	686	2,044	1,561	3,128
Other non-U.S. locations	1,061	822	1,622	1,534
Total non-U.S. locations	\$52,358	\$100,486	\$93,420	\$152,692
United States	3,791	2,027	6,301	5,387
Total revenue	\$56,149	\$102,513	\$99,721	\$158,079

The Company attributes revenue to different geographic areas on the basis of the location of the customer.

Long-lived assets (net), by geographic area are as follows (in thousands):

	June 30, 2018	December 31, 2017
United States	\$59,483	\$ 53,991
Other	2,865	2,459
Total long-lived assets	\$62,348	\$ 56,450

Substantially all chemical materials were purchased from one supplier. See Note 8.

15. INCOME TAXES:

The Company is subject to income taxes in both the United States and foreign jurisdictions. The effective income tax rate was an expense of 14.6% and 8.9%, respectively, for the three and six months ended June 30, 2018. The Company recorded an income tax expense of \$1.9 million and \$1.6 million, respectively, for the three and six months ended June 30, 2018. The recorded amounts include deductions for employee share awards in excess of compensation costs (“windfalls”) under ASU No. 2016-09 of \$448,000 and \$1.7 million, respectively, for the three and six months ended June 30, 2018.

The effective income tax rate was an expense of 23.0% and 22.3%, respectively, for the three and six months ended June 30, 2017. The Company recorded an income tax expense of \$14.1 million and \$16.5 million, respectively, for the three and six months ended June 30, 2017. The recorded amounts include deductions for employee share awards in excess of compensation costs (“windfalls”) under ASU No. 2016-09 of \$1.2 million and \$2.4 million, respectively, for the three and six months ended June 30, 2017.

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent on the Company's ability to generate future taxable income to obtain benefit from the reversal of temporary differences, net operating loss carryforwards and tax credits. As part of its assessment management considers the scheduled reversal of deferred tax liabilities, projected future taxable income, and tax planning strategies. At this time there is no evidence to release the valuation allowances that relate to UDC Ireland and New Jersey research and development credit.

On November 27, 2014, in a case where the Company was not a party, the Korean Supreme Court concluded that royalties received by a U.S. corporation from a Korean corporation for the license of patents registered abroad but not in Korea do not constitute domestic-source income as defined in the Korea/U.S. Tax Treaty. As a result of this decision, the Company filed amended withholding tax returns for the years 2011 through June 2015. These returns were rejected by the Korean National Tax Service (KNTS) and subsequently by the Korean Tax Tribunal. The Company has also filed additional amended returns through December 31, 2017.

Concurrent with filing the original amended returns with KNTS, the Company filed a request with the IRS for Competent Authority for a bilateral agreement between the United States and Korea to clarify the treaty provisions. This Mutual Agreement Procedure (MAP) was accepted by KNTS on September 15, 2017. Once invoked, the Company can postpone the filing of additional appeals until the MAP process is complete.

As a result of recent developments and discussions with the Company’s outside tax advisors, the Company believes that it is now more-likely-than-not that a favorable settlement will be reached resulting in a reduction of the Korean withholding taxes previously withheld since 2011. A long-term receivable of \$37.5 million for estimated refunds due from the Korean government, a long-term payable of \$18.3 million for estimated amounts due to the U.S. Federal government based on amendment of prior year U.S. tax returns for the lower withholding amounts, and a reduction of deferred tax assets for foreign tax credits and R&D credits of \$19.2 million has been recorded on the June 30, 2018 financial statements for this matter. These estimates may change in the future and ultimately upon settlement of the uncertain tax position.

16. REVENUE RECOGNITION:

Adoption of ASC Topic 606, “Revenue from Contracts with Customers”

The Company adopted the standard beginning January 1, 2018 using the “modified retrospective” approach, meaning the standard was applied only to the most current period presented in the financial statements, with a cumulative adjustment to retained earnings. Under this transition method, the Company elected to apply ASC Topic 606 only to contracts that are not complete at the initial adoption date.

The new standard impacts how the Company recognizes revenue on its commercial license and material supply agreements with customers. Previously, the Company recognized license fees on a straight-line basis or as received from the customer, and royalty revenue one quarter in arrears based on sales information received from its customers typically received after disclosing that quarter’s results. Under the new standard, total contract consideration is estimated and recognized over the contract term based on material units sold at its estimated per unit fee. Total contract consideration includes fixed amounts designated in contracts with customers as license fees as well as estimates of material fees and royalties to be earned.

Adoption of the new standard resulted in an increase in deferred revenue of \$21.3 million offset by a reduction of retained earnings of \$17.9 million, net of tax of \$3.1 million, and unbilled receivables of \$0.3 million as of January 1, 2018. The impact of the new standard to revenue for the three and six months ended June 30, 2018 was a decrease of \$17.5 million and \$42.1 million, respectively, from the amount that would have been reported under the prior accounting standard. The following tables summarize the impacts of adopting Topic 606 on the Company’s consolidated financial statements for the three and six months ended June 30, 2018.

i. Consolidated Balance Sheet (in thousands)

	Impact of changes in accounting policies		Balances without
	As reported	Adjustment	adoption of Topic 606
June 30, 2018			
ASSETS			

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Other assets (current and non-current)	\$60,395	\$ (2,246)	\$58,149
Deferred income taxes	10,534	(10,970)	(436)
TOTAL ASSETS	833,249	(13,216)	820,033
LIABILITIES AND SHAREHOLDERS' EQUITY			
Deferred revenue (current and non-current)	97,591	(65,368)	32,223
Retained earnings	92,346	52,152	144,498
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	833,249	(13,216)	820,033

ii. Consolidated Statements of Income (in thousands)

Three Months Ended June 30, 2018	Impact of changes in accounting policies		
	As reported	Adjustment	Balances without adoption of Topic 606
REVENUE	\$56,149	\$ 17,470	\$73,619
Gross margin	44,514	17,470	61,984
OPERATING INCOME	10,911	17,470	28,381
INCOME BEFORE INCOME TAXES	12,665	17,470	30,135
INCOME TAX EXPENSE	(1,851)	(3,180)	(5,031)
NET INCOME	10,814	14,290	25,104

Six Months Ended June 30, 2018	Impact of changes in accounting policies		Balances without
	As reported	Adjustment	adoption of Topic 606
REVENUE	\$99,721	\$ 42,123	\$ 141,844
Gross margin	80,628	42,123	122,751
OPERATING INCOME	15,430	42,123	57,553
INCOME BEFORE INCOME TAXES	18,408	42,123	60,531
INCOME TAX EXPENSE	(1,635)	(7,864)	(9,499)
NET INCOME	16,773	34,259	51,032

iii. Consolidated Statement of Cash Flows (in thousands)

Six Months Ended June 30, 2018	Impact of changes in accounting policies		Balances without
	As reported	Adjustment	adoption of Topic 606
Net income	\$16,773	\$ 34,259	\$51,032
Amortization of deferred revenue and unbilled receivables recognized	(29,266)	(47,475)	(76,741)
Deferred income tax expense	19,312	10,970	30,282
Other assets (current and non-current)	(28,633)	2,246	(26,387)
CASH FLOW FROM OPERATING ACTIVITIES	49,952	-	49,952

For the three months ended June 30, 2018 and 2017, the Company recorded 93% and 98% of its revenue from sales of materials and 7% and 2% from the providing of services through Adesis, respectively. For the six months ended June 30, 2018 and 2017, the Company recorded 94% and 98% of its revenue from sales of materials and 6% and 2% from the providing of services through Adesis, respectively.

The rights and benefits to the Company's OLED technology are conveyed to the customer through technology license agreements and material supply agreements. The Company believes that the licenses and materials sold under these combined agreements are not distinct from each other for financial reporting purposes and as such, are accounted for as a single performance obligation. Accordingly, total contract consideration, including material, license and royalty fees, is estimated and recognized over the contract term based on material units sold at the estimated per unit fee over the life of the contract.

Various estimates are relied upon to recognize revenue. The Company estimates total material units to be purchased by its customers over the contract term based on historical trends, industry estimates and its forecast process. Additionally, management estimates the total sales-based royalties based on the estimated net sales revenue of its customers over the contract term. Management is using the expected value method to estimate the material per unit

fee.

Contract Balances

The following table provides information about assets and liabilities associated with our contracts from customers (in thousands):

	As of June 30, 2018
Accounts receivable	\$ 35,583
Short-term unbilled receivables	1,047
Long-term unbilled receivables	1,571
Short-term deferred revenue	69,247
Long-term deferred revenue	28,344

Short-term and long-term unbilled receivables are classified as other current assets and other assets, respectively, on the Consolidated Balance Sheet. The deferred revenue balance at June 30, 2018 will be recognized as materials are shipped to customers over the remaining contract periods. The significant customer contracts (individually representing greater than 10% of revenue) expire in 2022. As of June 30, 2018, the Company had \$15.4 million of backlog associated with committed purchase orders from its customers for phosphorescent emitter material. These orders are anticipated to be fulfilled within the next 90 days.

Significant changes in the unbilled receivables and deferred liabilities balances during the period are as follows (in thousands):

	Six Months Ended June 30, 2018	
	Unbilled Receivables	Deferred Revenue
	Increase (Decrease)	Increase (Decrease)
Balance at December 31, 2017	\$70	\$(38,883)
Adoption of revenue standard on January 1, 2018	307	(21,307)
Adjusted balance on January 1, 2018	377	(60,190)
Revenue recognized that was previously included in deferred revenue	—	22,669
Increases due to cash received	—	(64,423)
Cumulative catch-up adjustment arising from changes in estimates of transaction price	—	4,353
Unbilled receivables recognized	2,241	—
Transferred to receivables from unbilled receivables	—	—
Net change	2,241	(37,401)
Balance at June 30, 2018	\$2,618	\$(97,591)

17. NET INCOME PER COMMON
SHARE:

The Company computes earnings per share in accordance with ASC Topic 260, Earnings per Share ("ASC 260"), which requires earnings per share for each class of stock to be calculated using the two-class method. The two-class method is an allocation of income between the holders of common stock and the Company's participating security holders. Under the two-class method, income for the reporting period is allocated between common shareholders and other security holders based on their respective participation rights in undistributed income. Unvested share-based payment awards that contain non-forfeitable rights to dividends or dividend equivalents are participating securities and, therefore, are included in computing earnings per share pursuant to the two-class method.

Basic net income per common share is computed by dividing net income allocated to common shareholders by the weighted-average number of shares of common stock outstanding for the period excluding unvested restricted stock units and performance units. Net income allocated to the holders of the Company's unvested restricted stock awards is calculated based on the shareholder's proportionate share of weighted average shares of common stock outstanding on an if-converted basis.

For purposes of determining diluted net income per common share, basic net income per share is further adjusted to include the effect of potential dilutive common shares outstanding, including stock options, restricted stock units and performance units, and the impact of shares to be issued under the ESPP.

The following table is a reconciliation of net income and the shares used in calculating basic and diluted net income per common share for the three and six months ended June 30, 2018 and 2017 (in thousands, except share and per share data):

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	Three Months Ended		Six Months Ended June 30,	
	June 30, 2018	2017	2018	2017
Numerator:				
Net income	\$ 10,814	\$ 47,187	\$ 16,773	\$ 57,552
Adjustment for Basic EPS:				
Earnings allocated to unvested shareholders	(122)	(727)	(217)	(972)
Adjusted net income	\$ 10,692	\$ 46,460	\$ 16,556	\$ 56,580
Denominator:				
Weighted average common shares outstanding – Basic	46,868,999	46,742,746	46,826,314	46,702,376
Effect of dilutive shares:				
Common stock equivalents arising from stock				
options and ESPP	709	1,450	1,237	2,324
Restricted stock awards and units and performance				
units	31,390	66,042	45,558	76,420
Weighted average common shares				
outstanding – Diluted	46,901,098	46,810,238	46,873,109	46,781,120
Net income per common share:				
Basic	\$0.23	\$0.99	\$0.35	\$1.21
Diluted	\$0.23	\$0.99	\$0.35	\$1.21

For the three months ended June 30, 2018 and 2017, the combined effects of unvested restricted stock awards, restricted stock units, performance unit awards and stock options of 7,513 and none, respectively, were excluded from the calculation of diluted EPS as their impact would have been antidilutive. For the six months ended June 30, 2018 and 2017, the combined effects of unvested restricted stock awards, restricted stock units, performance unit awards and stock options of 3,541 and none, respectively, were excluded from the calculation of diluted EPS as their impact would have been antidilutive. The impact of shares to be issued under the ESPP, which was not significant, was excluded from the calculation of diluted EPS as their impact would have been antidilutive.

ITEM 2.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 the consolidated financial statements and related notes above.

CAUTIONARY STATEMENT

CONCERNING FORWARD-LOOKING STATEMENTS

This discussion and analysis contains some “forward-looking statements.” Forward-looking statements concern possible or assumed future results of operations, including descriptions of our business strategies and customer relationships. These statements often include words such as “believe,” “expect,” “anticipate,” “intend,” “plan,” “estimate,” “seek,” “will,” “may,” and similar expressions. These statements are based on assumptions that we have made in light of our experience in the industry, as well as our perceptions of historical trends, current conditions, expected future developments and other factors that we believe are appropriate in these circumstances.

As you read and consider this discussion and analysis, you should not place undue reliance on any forward-looking statements. You should understand that these statements involve substantial risk and uncertainty and are not guarantees of future performance or results. They depend on many factors that are discussed further in the section entitled (Risk Factors) in our Annual Report on Form 10-K for the year ended December 31, 2017, as supplemented by disclosures, if any, in Item 1A of Part II below. Changes or developments in any of these areas could affect our financial results or results of operations and could cause actual results to differ materially from those contemplated in the forward-looking statements.

All forward-looking statements speak only as of the date of this report or the documents incorporated by reference, as the case may be. We do not undertake any duty to update any of these forward-looking statements to reflect events or circumstances after the date of this report or to reflect the occurrence of unanticipated events.

OVERVIEW

We are a leader in the research, development and commercialization of organic light emitting diode, or OLED, technologies and materials for use in displays for mobile phones, televisions, tablets, wearables, portable media devices, notebook computers, personal computers and automotive applications, as well as specialty and general lighting products. Since 1994, we have been exclusively engaged, and expect to continue to be primarily engaged, in funding and performing research and development activities relating to OLED technologies and materials, and commercializing these technologies and materials. We derive our revenue primarily from the following:

- sales of OLED materials for evaluation, development and commercial manufacturing;
- intellectual property and technology licensing;
- contract research services, and
- technology development and support, including government contract work and support provided to third parties for commercialization of their OLED products.

Material sales relate to our sale of OLED materials for incorporation into our customers’ commercial OLED products or for their OLED development and evaluation activities. Material sales are recognized at the time title passes, which is typically at the time of shipment or at the time of delivery, depending upon the contractual agreement between the parties.

We receive license and royalty payments under certain commercial, development and technology evaluation agreements, some of which are non-refundable advances. These payments may include royalty and license fees made

pursuant to license agreements and also license fees included as part of certain commercial supply agreements. These payments are included in the estimate of total contract consideration by customer and recognized as revenue over the contract term based on material units sold at the estimated per unit fee over the life of the contract.

Our most significant commercial license agreement is with Samsung Display Co., Ltd. (SDC) covering the manufacture and sale of specified OLED display products. The agreement, originally entered into in 2011, expired at the end of 2017 and has been replaced with a new five year license agreement with a further two-year extension option.

At the same time we entered into the 2011 patent license agreement with SDC, we also entered into a supplemental material purchase agreement with SDC which also expired in 2017 and was also replaced with a new five-year supply agreement with a two-year extension option.

In 2015, we entered into an OLED patent license agreement and an OLED commercial supply agreement with LG Display Co., Ltd. (LG Display), which were effective as of January 1, 2015 and superseded the existing 2007 commercial supply agreement between the parties. The new agreements have a term that is set to expire by the end of 2022. The patent license agreement provides LG Display a non-exclusive, royalty bearing portfolio license to make and sell OLED displays under the Company's patent portfolio. The patent license calls for license fees, prepaid royalties and running royalties on licensed products. The agreements include customary provisions relating to warranties, indemnities, confidentiality, assignability and business terms. The agreements provide for certain other minimum obligations relating to the volume of material sales anticipated over the term of the agreements as well as minimum royalty revenue to be generated under the patent license agreement. The Company expects to generate revenue under these agreements that are predominantly tied to LG Display's sales of OLED licensed products. The OLED commercial supply agreement provides for the sales of materials for use by LG Display, which may include phosphorescent emitters and host materials.

In 2016, we entered into long-term, multi-year OLED patent license and material purchase agreements with Tianma Micro-electronics Co. Ltd. (Tianma). Under the license agreement, we have granted Tianma non-exclusive license rights under various patents owned or controlled by us to manufacture and sell OLED display products. The license agreement calls for license fees and running royalties on licensed products. Additionally, we expect to supply phosphorescent OLED materials to Tianma for use in its licensed products.

In 2017, we entered into long-term, multi-year agreements with BOE Technology Group Co., Ltd. (BOE). Under these agreements, we have granted BOE non-exclusive license rights under various patents owned or controlled by us to manufacture and sell OLED display products. We have also agreed to supply phosphorescent OLED materials to BOE.

In 2018, the Company entered into long-term, multi-year OLED patent license and material purchase agreements with Visionox Technology, Inc. (Visionox). Under the license agreement, the Company has granted Visionox non-exclusive license rights under various patents owned or controlled by the Company to manufacture and sell OLED display products. The license agreement calls for license fees and running royalties on licensed products. Additionally, the Company expects to supply phosphorescent OLED materials to Visionox for use in its licensed products.

In 2016, we acquired Adesis, Inc. (Adesis) with operations in New Castle, Delaware. Adesis is a contract research organization (CRO) that provides support services to the OLED, pharma, biotech, catalysis and other industries. As of June 30, 2018, Adesis employed a team of 60 chemists. Prior to our acquisition in 2016, we utilized more than 50% of Adesis' technology service and production output. We continue to utilize a significant portion of its technology research capacity for the benefit of our OLED technology development, and Adesis uses the remaining capacity to operate as a CRO in the above-mentioned industries providing contract research services to those third party customers. Contract research services revenue is earned by performing organic and organometallic synthetics research, development and commercialization on a contractual basis for our customers.

We also generate technology development and support revenue earned from government contracts, development and technology evaluation agreements and commercialization assistance fees, which include reimbursements by government entities for all or a portion of the research and development costs we incur in relation to our government contracts. Revenues are recognized as services are performed, proportionally as research and development costs are incurred, or as defined milestones are achieved.

We anticipate fluctuations in our annual and quarterly results of operations due to uncertainty regarding, among other factors:

- the timing, cost and volume of sales of our OLED materials;
- the timing of our receipt of license fees and royalties, as well as fees for future technology development and evaluation;
- the timing and magnitude of expenditures we may incur in connection with our ongoing research and development and patent-related activities; and
- the timing and financial consequences of our formation of new business relationships and alliances.

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RESULTS OF OPERATIONS

Comparison of the Three Months Ended June 30, 2018 and 2017

	Three Months Ended June 30,		Increase (Decrease)
	2018	2017	
REVENUE	\$56,149	\$102,513	\$(46,364)
COST OF SALES	11,635	11,310	325
Gross margin	44,514	91,203	(46,689)
OPERATING EXPENSES:			
Research and development	12,949	10,685	2,264
Selling, general and administrative	11,562	9,839	1,723
Amortization of acquired technology and other intangible assets	5,495	5,495	—
Patent costs	2,029	1,674	355
Royalty and license expense	1,568	2,991	(1,423)
Total operating expenses	33,603	30,684	2,919
OPERATING INCOME	10,911	60,519	(49,608)
Interest income, net	1,766	796	970
Other (expense) income, net	(12)	6	(18)
Interest and other (expense) income, net	1,754	802	952
INCOME BEFORE INCOME TAXES	12,665	61,321	(48,656)
INCOME TAX EXPENSE	(1,851)	(14,134)	12,283
NET INCOME	\$10,814	\$47,187	\$(36,373)

Revenue

During the three months ended June 30, 2018, we recognized revenue of \$56.1 million, a decrease of \$46.4 million from the three months ended June 30, 2017. The decrease in revenue was due to the timing of license fee payments from SDC, the impact of ASC 606 primarily on the recognition of revenue from license fee payments, as well as a decrease in material sales.

During the three months ended June 30, 2017, we recorded as revenue the receipt of the semi-annual license fee payment of \$45.0 million from SDC. Under the new agreement with SDC, license fee payments are now received in quarterly installments. In addition, revenue from material sales decreased by \$10.0 million during the three months ended June 30, 2018 as compared to the three months ended June 30, 2017. This also had a negative impact on license fee revenue since, under ASC 606, license fee revenue is recognized on a material units sold basis in contrast to our recognizing license fee revenue from SDC upon receipt of payment that was required under ASC 605. We believe the decrease in material sales was primarily the result of near-term weakness in the mobile display segment of the OLED display market. Despite the near-term weakness in this segment, we believe the overall OLED display market will continue to grow as expected.

Revenue derived from OLED sales comprised 93% of total revenue in the three months ended June 30, 2018 as compared to 98% in the three months ended June 30, 2017. The remaining portion of our revenue was derived from contract research services and comprised 7% and 2%, respectively, of total revenue for the 2018 and 2017 quarters. Contract research services include revenue earned by our subsidiary, Adesis, which performs organic and organometallic synthetics research, development and commercialization on a contractual basis for our customers.

Cost of sales

Cost of sales for the three months ended June 30, 2018 increased by \$325,000 as compared to the three months ended June 30, 2017 primarily due to an increase in the average cost of sales per unit resulting from product mix. As a result of the lower license and material revenue, gross margin for the three months ended June 30, 2018 decreased by \$46.7 million as compared to the three months ended June 30, 2017 with gross margin as a percentage of sales decreasing to 79% from 89%, respectively.

Research and development

Research and development expenses increased to \$12.9 million for the three months ended June 30, 2018, as compared to \$10.7 million for the three months ended June 30, 2017. The increase in research and development expenses was primarily due to higher operating costs, including increased contract research organization activity.

Selling, general and administrative

Selling, general and administrative expenses increased to \$11.6 million for the three months ended June 30, 2018, as compared to \$9.8 million for the three months ended June 30, 2017. The increase in selling, general and administrative expenses was primarily due to higher employee-related, including higher stock compensation expense, and other routine operating costs.

Amortization of acquired technology and other intangible assets

Amortization of acquired technology and other intangible assets was \$5.5 million for both of the three months ended June 30, 2018 and 2017.

Patent costs

Patent costs increased to \$2.0 million for the three months ended June 30, 2018 as compared to \$1.7 million for the three months ended June 30, 2017.

Royalty and license expense

Royalty and license expense decreased to \$1.6 million for the three months ended June 30, 2018, as compared to \$3.0 million for the three months ended June 30, 2017. The decrease was due to decreased royalties incurred under our amended license agreement with Princeton, USC and Michigan, resulting from a decrease in qualifying material sales. See Note 7 in Notes to Consolidated Financial Statements for further discussion.

Interest income, net and other (expense) income, net

Interest income, net was \$1.8 million for the three months ended June 30, 2018, as compared to \$796,000 for the three months ended June 30, 2017. The increase in interest income, net was primarily due to the increase in available-for-sale investments held in the current quarter. Other (expense) income, net primarily consisted of net exchange gains and losses on foreign currency transactions. We recorded other expense, net of \$12,000 for the three months ended June 30, 2018, as compared to other income, net of \$6,000 for the three months ended June 30, 2017.

Income tax expense

We are subject to income taxes in both the United States and foreign jurisdictions. The effective income tax rate was an expense of 14.6% and 23.0% for the three months ended June 30, 2018 and 2017, respectively, and we recorded income tax expense of \$1.9 million and \$14.1 million, respectively. The recorded amounts include deductions for employee share awards in excess of compensation costs (“windfalls”) under ASU No. 2016-09.

Without the \$448,000 benefit of ASU No. 2016-09, for the three months ended June 30, 2018, the effective income tax rate and income tax expense would have been 18.2% and \$2.3 million, respectively, and for the three months ended June 30, 2017 the effective income tax rate and income tax expense would have been 25.0% and \$15.3 million, respectively.

Comparison of the Six Months Ended June 30, 2018 and 2017

	Six Months Ended June 30,		Increase (Decrease)
	2018	2017	
REVENUE	\$99,721	\$158,079	\$(58,358)
COST OF SALES	19,093	24,297	(5,204)
Gross margin	80,628	133,782	(53,154)
OPERATING EXPENSES:			
Research and development	25,306	22,503	2,803
Selling, general and administrative	22,353	19,916	2,437
Amortization of acquired technology and other intangible assets	10,986	10,987	(1)
Patent costs	3,754	3,221	533
Royalty and license expense	2,799	4,578	(1,779)
Total operating expenses	65,198	61,205	3,993
OPERATING INCOME	15,430	72,577	(57,147)
Interest income, net	3,037	1,467	1,570
Other (expense) income, net	(59)	(13)	(46)
Interest and other (expense) income, net	2,978	1,454	1,524
INCOME BEFORE INCOME TAXES	18,408	74,031	(55,623)
INCOME TAX EXPENSE	(1,635)	(16,479)	14,844
NET INCOME	\$16,773	\$57,552	\$(40,779)

Revenue

During the six months ended June 30, 2018, we recognized revenue of \$99.7 million, a decrease of \$58.4 million from the six months ended June 30, 2017. The decrease in revenue was primarily the result of the impact of ASC 606 and lower material sales. Revenue for the six months ended June 30, 2018 were \$42.1 million lower than what would have been recorded under ASC 605. Under ASC 606, we recognize license fee revenue on a material units sold basis in contrast to our recognizing license fee revenue either upon a straight-line basis or upon receipt of payment that was required under ASC 605. The decrease in revenue was also the result of near-term weakness in the mobile display segment of the OLED display market that primarily impacted our first quarter results. Despite the near-term weakness in this segment, we believe the overall OLED display market will continue to grow as expected.

Revenue derived from OLED sales comprised 94% of total revenue in the six months ended June 30, 2018 as compared to 98% in the six months ended June 30, 2017. The remaining portion of our revenue was derived from contract research services and comprised 6% and 2%, respectively, of total revenue for the six months ended June 30, 2018 and 2017. Contract research services include revenue earned by our subsidiary, Adesis, which performs organic and organometallic synthetics research, development and commercialization on a contractual basis for our customers.

Cost of sales

Cost of sales for the six months ended June 30, 2018 decreased by \$5.2 million as compared to the six months ended June 30, 2017 primarily due to the decline in the level of material sales. As a result of the impact of ASC 606 and the decline in material sales, gross margin for the six months ended June 30, 2018 decreased by \$53.2 million as compared to the six months ended June 30, 2017 with gross margin as a percentage of sales decreasing to 81% from 85%, respectively.

Research and development

Research and development expenses increased to \$25.3 million for the six months ended June 30, 2018, as compared to \$22.5 million for the six months ended June 30, 2017. The increase in research and development expenses was primarily due to higher operating costs, including increased contract research organization activity.

Selling, general and administrative

Selling, general and administrative expenses increased to \$22.4 million for the six months ended June 30, 2018, as compared to \$19.9 million for the six months ended June 30, 2017. The increase in selling, general and administrative expenses was primarily due to higher employee-related, including higher stock compensation expense, and other routine operating costs.

Amortization of acquired technology and other intangible assets

Amortization of acquired technology and other intangible assets was \$11.0 million for both of the six months ended June 30, 2018 and 2017.

Patent costs

Patent costs increased to \$3.8 million for the six months ended June 30, 2018 as compared to \$3.2 million for the six months ended June 30, 2017.

Royalty and license expense

Royalty and license expense decreased to \$2.8 million for the six months ended June 30, 2018, as compared to \$4.6 million for the six months ended June 30, 2017. The decrease was due to decreased royalties incurred under our amended license agreement with Princeton, USC, and Michigan, resulting from a decrease in qualifying material sales. See Note 7 in Notes to Consolidated Financial Statements for further discussion.

Interest income, net and other (expense) income, net

Interest income, net was \$3.0 million for the six months ended June 30, 2018, as compared to \$1.5 million for the six months ended June 30, 2017. The increase in interest income, net was primarily due to the increase in available-for-sale investments held in the first six months of 2018 over amounts held in the comparable period in 2017. Other (expense) income, net primarily consisted of net exchange gains and losses on foreign currency transactions. We recorded other expense, net of \$59,000 for the six months ended June 30, 2018, as compared to other expense, net of \$13,000 for the six months ended June 30, 2017.

Income tax expense

We are subject to income taxes in both the United States and foreign jurisdictions. The effective income tax rate was an expense of 8.9% and 22.3% for the six months ended June 30, 2018 and 2017, respectively, and we recorded income tax expense of \$1.6 million and \$16.5 million, respectively. The recorded amounts include deductions for employee share awards in excess of compensation costs (“windfalls”) under ASU No. 2016-09.

Without the \$1.7 million benefit of ASU No. 2016-09, for the six months ended June 30, 2018, the effective income tax rate and income tax expense would have been 18.1% and \$3.3 million, respectively, and for the six months ended June 30, 2017 the effective income tax rate and income tax expense would have been 25.5% and \$18.9 million, respectively.

Liquidity and Capital Resources

Our principal sources of liquidity are our cash and cash equivalents and our investments. As of June 30, 2018, we had cash and cash equivalents of \$103.8 million and short-term investments of \$353.6 million, for a total of \$457.4 million. This compares to cash and cash equivalents of \$132.8 million, short-term investments of \$287.5 million and long-term investments of \$14.8 million, for a total of \$435.1 million, as of December 31, 2017.

Cash provided by operating activities was \$50.0 million for the six months ended June 30, 2018, compared to cash provided by operating activities of \$56.6 million for the six months ended June 30, 2017. The decrease in cash provided by operating activities of \$6.6 million was primarily due to a decrease in net income of \$40.8 million and a decrease in non-cash adjustments to net income of \$10.4 million. This decrease was partially offset by a change in net

operating assets and liabilities of \$44.6 million, which included an increase in deferred revenue and a decrease in accounts receivable, partially offset by an increase in inventory due to lower revenue.

Cash used in investing activities was \$62.3 million for the six months ended June 30, 2018, as compared to cash used in investing activities of \$75.6 million for the six months ended June 30, 2017. The decrease in cash used by investing activities of \$13.3 million was primarily due to the timing of maturities and purchases of investments resulting in net purchases of \$48.9 million for the six months ended June 30, 2018, as compared to net purchases of \$65.9 million for the six months ended June 30, 2017, partially offset by an increase in purchases of property, plant and equipment of \$3.7 million. The increase in property, plant and equipment included the purchase of research and development lab equipment as well as expansion of our Adesis manufacturing facility in Delaware.

Cash used in financing activities was \$16.7 million for the six months ended June 30, 2018, as compared to \$11.0 million for the six months ended June 30, 2017. The increase in cash used in financing activities of \$5.7 million was due to an increase in the cash payment of dividends in the current year of \$2.8 million, an increase in the payment of withholding taxes related to stock-based compensation to employees of \$2.5 million and repurchase of common stock of \$477,000, partially offset by an increase in proceeds from the issuance of common stock of \$85,000.

Working capital was \$467.0 million as of June 30, 2018, compared to \$455.4 million as of December 31, 2017. The increase in working capital was primarily due to an increase in short-term investments and inventory, partially offset by an increase in deferred revenue and a decrease in cash and cash equivalents.

We anticipate, based on our internal forecasts and assumptions relating to our operations (including, among others, assumptions regarding our working capital requirements, the progress of our research and development efforts, the availability of sources of funding for our research and development work, and the timing and costs associated with the preparation, filing, prosecution, maintenance, defense and enforcement of our patents and patent applications), that we have sufficient cash, cash equivalents and short-term investments to meet our obligations for at least the next twelve months.

We believe that potential additional financing sources for us include long-term and short-term borrowings, public and private sales of our equity and debt securities and the receipt of cash upon the exercise of outstanding stock options. It should be noted, however, that additional funding may be required in the future for research, development and commercialization of our OLED technologies and materials, to obtain, maintain and enforce patents respecting these technologies and materials, and for working capital and other purposes, the timing and amount of which are difficult to ascertain. There can be no assurance that additional funds will be available to us when needed, on commercially reasonable terms or at all, particularly in the current economic environment.

Critical Accounting Policies and Estimates

The discussion and analysis of our financial condition and results of operations is based on our consolidated financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles. The preparation of these financial statements requires us to make estimates and judgments that affect our reported assets and liabilities, revenues and expenses, and other financial information. Actual results may differ significantly from our estimates under other assumptions and conditions.

We believe that our accounting policies related to revenue recognition and deferred revenue, inventories, and income taxes are our “critical accounting policies” as contemplated by the SEC.

Refer to our Annual Report on Form 10-K for the year ended December 31, 2017, for additional discussion of our critical accounting policies.

Contractual Obligations

Refer to our Annual Report on Form 10-K for the year ended December 31, 2017 for a discussion of our contractual obligations.

Off-Balance Sheet Arrangements

As of June 30, 2018, we had no off-balance sheet arrangements in the nature of guarantee contracts, retained or contingent interests in assets transferred to unconsolidated entities (or similar arrangements serving as credit, liquidity or market risk support to unconsolidated entities for any such assets), or obligations (including contingent obligations)

arising out of variable interests in unconsolidated entities providing financing, liquidity, market risk or credit risk support to us, or that engage in leasing, hedging or research and development services with us.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We do not utilize financial instruments for trading purposes and hold no derivative financial instruments, other financial instruments or derivative commodity instruments that could expose us to significant market risk other than our investments disclosed in “Fair Value Measurements” in Note 4 to the Consolidated Financial Statements included herein. We generally invest in investment grade financial instruments to reduce our exposure related to investments. Our primary market risk exposure with regard to such financial instruments is to changes in interest rates, which would impact interest income earned on investments. However, based upon the conservative nature of our investment portfolio and current experience, we do not believe a decrease in investment yields would have a material negative effect on our interest income.

Substantially all our revenue is derived from outside of North America. All revenue is primarily denominated in U.S. dollars and therefore we bear no significant foreign exchange risk.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of June 30, 2018. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures, as of the end of the period covered by this report, are effective to provide reasonable assurance that the information required to be disclosed by us in reports filed or submitted under the Securities Exchange Act of 1934, as amended, is (i) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and (ii) accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding disclosure. However, a controls system, no matter how well designed and operated, cannot provide absolute assurance that the objectives of the controls system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended June 30, 2018 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Patent Related Challenges and Oppositions

Each major jurisdiction in the world that issues patents provides both third parties and applicants an opportunity to seek a further review of an issued patent. The process for requesting and considering such reviews is specific to the jurisdiction that issued the patent in question, and generally does not provide for claims of monetary damages or a review of specific claims of infringement. The conclusions made by the reviewing administrative bodies tend to be appealable and generally are limited in scope and applicability to the specific claims and jurisdiction in question.

We believe that opposition proceedings are frequently commenced in the ordinary course of business by third parties who may believe that one or more claims in a patent do not comply with the technical or legal requirements of the specific jurisdiction in which the patent was issued. We view these proceedings as reflective of our goal of obtaining the broadest legally permissible patent coverage permitted in each jurisdiction. Once a proceeding is initiated, as a general matter, the issued patent continues to be presumed valid until the jurisdiction's applicable administrative body issues a final non-appealable decision. Depending on the jurisdiction, the outcome of these proceedings could include affirmation, denial or modification of some or all of the originally issued claims. We believe that as OLED technology

becomes more established and as our patent portfolio increases in size, so will the number of these proceedings.

Below are summaries of certain active proceedings that have been commenced against issued patents that are either exclusively licensed to us or which are now assigned to us. We do not believe that the confirmation, loss or modification of our rights in any individual claim or set of claims that are the subject of the following legal proceedings would have a material impact on our materials sales or licensing business or on our consolidated financial statements, including our consolidated statements of income, as a whole. However, as noted within the descriptions, some of the following proceedings involve issued patents that relate to our fundamental phosphorescent OLED technologies and we intend to vigorously defend against claims that, in our opinion, seek to restrict or reduce the scope of the originally issued claim, which may require the expenditure of significant amounts of our resources. In certain circumstances, when permitted, we may also utilize the proceedings to request modification of the claims to better distinguish the patented invention from any newly identified prior art and/or improve the claim scope of the patent relative to commercially important categories of the invention. The entries marked with an "*" relate to our UniversalPHOLED® phosphorescent OLED technology, some of which may be commercialized by us.

Opposition to European Patent No. 1390962

On November 16, 2011, Osram AG and BASF SE each filed a Notice of Opposition to European Patent No. 1390962 (EP '962 patent), which relates to our white phosphorescent OLED technology. The EP '962 patent, which was issued on February 16, 2011, is a European counterpart patent to U.S. patents 7,009,338 and 7,285,907. They are exclusively licensed to us by Princeton, and we are required to pay all legal costs and fees associated with this proceeding.

The EPO combined the oppositions into a single opposition proceeding, and a hearing was held in December 2015, wherein the EPO Opposition Division revoked the patent claims for alleged insufficiencies under EPC Article 83. We believe the EPO's decision relating to the original claims is erroneous, and we have appealed the decision. Subsequent to the filing of the appeal, BASF withdrew its opposition to the patent. This patent, as originally granted, is deemed valid during the pendency of the appeals process.

At this time, based on our current knowledge, we believe that the patent being challenged should be declared valid, and that all or a significant portion of our claims should be upheld. However, we cannot make any assurances of this result.

Opposition to European Patent No. 1933395*

On February 24 and 27, 2012, Sumitomo, Merck Patent GmbH and BASF SE filed oppositions to our European Patent No. 1933395 (the EP '395 patent). The EP '395 patent is a counterpart patent to the EP '637 patent, and, in part, to the U.S. Patents 7,001,536, 6,902,830 and 6,830,828 and to JP patents 4358168 and 4357781. This patent is exclusively licensed to us by Princeton, and we are required to pay all legal costs and fees associated with this proceeding.

At an Oral Hearing on October 14, 2013, the EPO panel issued a decision that affirmed the basic invention and broad patent coverage in the EP '395 patent, but narrowed the scope of the original claims.

On February 26, 2014, we appealed the ruling to reinstate a broader set of claims. The patent, as originally granted by the EPO, is deemed to be valid during the pendency of the appeals process. Two of the three opponents also filed their own appeals of the ruling. In January 2015, Sumitomo withdrew its opposition of the '395 patent, and the EPO accepted the withdrawal notice. The appeal proceedings were held in the second quarter of 2016. As a result of the proceedings, the board concluded the oral proceedings and proposed to reinstate a broader set of claims pending the resolution of a remaining question of the applicable law, a question that the board has deferred to the Enlarged Board of Appeals for review. The originally-granted claims remain in force during the pendency of this process. In December 2017, the Enlarged Board of Appeals issued a written opinion in which it has generally followed our reasoning regarding the question of law. We expect the written opinion to be used as guidance by the EPO opposition panel when the oral proceedings are rescheduled. The originally-granted claims remain in force during the pendency of this process.

In addition to the above proceedings and now concluded proceedings which have been referenced in prior filings, from time to time, we may have other proceedings that are pending which relate to patents we acquired as part of the Fujifilm patent or BASF OLED patent acquisitions or which relate to technologies that are not currently widely utilized in the marketplace.

ITEM 1A. RISK FACTORS

There have been no material changes to the risk factors previously discussed in Part I, Item 1A "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2017.

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

Share Repurchases

During the quarter ended June 30, 2018, we acquired 52,874 shares of common stock through transactions related to the vesting of restricted share awards previously granted to our employees. Upon vesting, the employees turned in shares of common stock in amounts sufficient to pay the minimum statutory tax withholding at rates required by the relevant tax authorities.

The following table provides information relating to the shares we received and repurchased during the second quarter of 2018 (dollar amounts in thousands, other than per share amounts):

Period	Total Number of Shares Purchased	Weighted Average Price Paid per Share
April 1 - April 30	52,449	\$ 98.36
May 1 - May 31	112	98.30
June 1 - June 30	313	94.07
Total	52,874	

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

The following is a list of the exhibits filed as part of this report. Where so indicated by footnote, exhibits that were previously filed are incorporated by reference. For exhibits incorporated by reference, the location of the exhibit in the previous filing is indicated parenthetically, together with a reference to the filing indicated by footnote.

Exhibit

Number Description

- 3.1* Amended and Restated Articles of Incorporation of the registrant, as amended through July 17, 2018.
- 31.1* Certifications of Steven V. Abramson, Chief Executive Officer, as required by Rule 13a-14(a) or Rule 15d-14(a)
- 31.2* Certifications of Sidney D. Rosenblatt, Chief Financial Officer, as required by Rule 13a-14(a) or Rule 15d-14(a)
- 32.1** Certifications of Steven V. Abramson, Chief Executive Officer, as required by Rule 13a-14(b) or Rule 15d-14(b), and by 18 U.S.C. Section 1350. (This exhibit shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section. Further, this exhibit shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.)
- 32.2** Certifications of Sidney D. Rosenblatt, Chief Financial Officer, as required by Rule 13a-14(b) or Rule 15d-14(b), and by 18 U.S.C. Section 1350. (This exhibit shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section. Further, this exhibit shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.)
- 101.INS* XBRL Instance Document
- 101.SCH* XBRL Taxonomy Extension Schema Document
- 101.CAL* XBRL Taxonomy Extension Calculation Linkbase Document
- 101.DEF* XBRL Taxonomy Extension Definition Linkbase Document
- 101.LAB* XBRL Taxonomy Extension Label Linkbase Document
- 101.PRE* XBRL Taxonomy Extension Presentation Linkbase Document

Explanation of footnotes to listing of exhibits:

* Filed herewith.

** Furnished herewith.

Confidential treatment has been requested as to certain portions of this exhibit pursuant to Rule 24b-2 under the Securities Exchange Act of 1934, as amended.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized:

UNIVERSAL DISPLAY CORPORATION

Date: August 9, 2018 By: /s/ Sidney D. Rosenblatt
Sidney D. Rosenblatt
Executive Vice President, Chief Financial Officer,
Treasurer and Secretary