

SUNPOWER CORP  
Form 10-Q  
October 31, 2018  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q

<sup>T</sup> QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2018

OR

<sup>O</sup> TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 001-34166

SunPower Corporation

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

77 Rio Robles, San Jose, California

(Address of Principal Executive Offices and Zip Code)

94-3008969

(I.R.S. Employer Identification No.)

95134

(Zip Code)

(408) 240-5500

(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Sections 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

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

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Large accelerated filer	Accelerated filer	Non-accelerated filer	Smaller reporting company	Emerging growth company
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

The total number of outstanding shares of the registrant's common stock as of October 23, 2018 was 141,085,025.

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ITEM 1. FINANCIAL STATEMENTS

## SunPower Corporation

## Condensed Consolidated Balance Sheets

(In thousands, except share par values)

(unaudited)

	September 30, 2018	December 31, 2017
Assets		
Current assets:		
Cash and cash equivalents	\$ 220,789	\$435,097
Restricted cash and cash equivalents, current portion	55,902	43,709
Accounts receivable, net <sup>1</sup>	219,036	204,966
Contract assets <sup>1</sup>	65,215	35,074
Inventories	382,888	352,829
Advances to suppliers, current portion	69,712	30,689
Project assets - plants and land, current portion <sup>1</sup>	81,215	103,063
Prepaid expenses and other current assets <sup>1</sup>	130,398	146,209
Total current assets	1,225,155	1,351,636
Restricted cash and cash equivalents, net of current portion	75,694	65,531
Restricted long-term marketable securities	5,773	6,238
Property, plant and equipment, net	760,590	1,147,845
Solar power systems leased and to be leased, net	362,618	369,218
Advances to suppliers, net of current portion	117,096	185,299
Long-term financing receivables, net - held for sale	388,021	330,672
Other intangible assets, net	14,499	25,519
Other long-term assets <sup>1</sup>	176,671	546,698
Total assets	\$ 3,126,117	\$ 4,028,656
Liabilities and Equity		
Current liabilities:		
Accounts payable <sup>1</sup>	\$ 358,173	\$406,902
Accrued liabilities <sup>1</sup>	201,823	229,208
Contract liabilities, current portion <sup>1</sup>	93,274	104,286
Short-term debt	65,885	58,131
Convertible debt, current portion <sup>1</sup>	—	299,685
Total current liabilities	719,155	1,098,212
Long-term debt	591,385	430,634
Convertible debt, net of current portion <sup>1</sup>	817,881	816,454
Contract liabilities, net of current portion <sup>1</sup>	142,798	171,610
Other long-term liabilities <sup>1</sup>	803,885	804,122
Total liabilities	3,075,104	3,321,032
Commitments and contingencies (Note 10)		
Redeemable noncontrolling interests in subsidiaries	15,230	15,236
Equity:		

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Preferred stock, \$0.001 par value; 10,000 shares authorized; none issued and outstanding as of both September 30, 2018 and December 31, 2017	—	—
Common stock, \$0.001 par value, 367,500 shares authorized; 151,919 shares issued, and 141,056 outstanding as of September 30, 2018; 149,818 shares issued, and 139,661 outstanding as of December 31, 2017	141	140
Additional paid-in capital	2,457,104	2,442,513
Accumulated deficit	(2,322,814 )	(1,669,897 )
Accumulated other comprehensive loss	(3,601 )	(3,008 )
Treasury stock, at cost; 10,862 shares of common stock as of September 30, 2018; 10,158 shares of common stock as of December 31, 2017	(186,788 )	(181,539 )
Total stockholders' (deficit) equity	(55,958 )	588,209
Noncontrolling interests in subsidiaries	91,741	104,179
Total equity	35,783	692,388
Total liabilities and equity	\$ 3,126,117	\$ 4,028,656

<sup>1</sup>The Company has related-party balances for transactions made with Total S.A. and its affiliates as well as unconsolidated entities in which the Company has a direct equity investment. These related-party balances are recorded within the "Accounts receivable, net," "Contract assets," "Project assets - plants and land, current portion," "Prepaid expenses and other current assets," "Other long-term assets," "Accounts payable," "Accrued liabilities," "Contract liabilities, current portion," "Convertible debt, current portion," "Convertible debt, net of current portion," "Contract liabilities, net of current portion," and "Other long-term liabilities" financial statement line items in the Condensed Consolidated Balance Sheets (see Note 2, Note 8, Note 10, Note 11, Note 12, and Note 13).

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

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SunPower Corporation  
Condensed Consolidated Statements of Operations  
(In thousands, except per share data)  
(unaudited)

	Three Months Ended		Nine Months Ended	
	September 30, 2018	October 1, 2017	September 30, 2018	October 1, 2017
Revenue:				
Solar power systems, components, and other <sup>1</sup>	\$358,403	\$437,039	\$1,041,043	\$996,822
Residential leasing	69,860	48,797	228,205	146,090
	428,263	485,836	1,269,248	1,142,912
Cost of revenue:				
Solar power systems, components, and other <sup>1,2</sup>	373,404	431,938	1,405,047	1,053,006
Residential leasing	45,104	32,609	154,413	98,034
	418,508	464,547	1,559,460	1,151,040
Gross profit (loss)	9,755	21,289	(290,212)	(8,128)
Operating expenses:				
Research and development <sup>1</sup>	15,698	20,693	65,799	60,962
Sales, general and administrative <sup>1</sup>	76,147	68,401	205,996	204,507
Restructuring charges	3,923	3,517	18,604	18,276
Impairment of residential lease assets	53,537	—	170,898	—
Gain on business divestiture	(59,347)	—	(59,347)	—
Total operating expenses	89,958	92,611	401,950	283,745
Operating loss	(80,203)	(71,322)	(692,162)	(291,873)
Other income (expense), net:				
Interest income	1,087	636	2,280	1,961
Interest expense <sup>1</sup>	(25,972)	(22,032)	(77,796)	(65,439)
Other, net <sup>3</sup>	(3,643)	(336)	48,775	(89,108)
Other income (expense), net	(28,528)	(21,732)	(26,741)	(152,586)
Loss before income taxes and equity in earnings (losses) of unconsolidated investees	(108,731)	(93,054)	(718,903)	(444,459)
Benefit from (provision for) income taxes	(3,680)	5,457	(9,389)	1,073
Equity in earnings (losses) of unconsolidated investees	(1,500)	16,759	(17,059)	26,084
Net loss	(113,911)	(70,838)	(745,351)	(417,302)
Net loss attributable to noncontrolling interests and redeemable noncontrolling interests	24,085	24,609	92,434	60,832
Net loss attributable to stockholders	\$(89,826)	\$(46,229)	\$(652,917)	\$(356,470)
Net loss per share attributable to stockholders:				
Basic	\$(0.64)	\$(0.33)	\$(4.64)	\$(2.56)
Diluted	\$(0.64)	\$(0.33)	\$(4.64)	\$(2.56)
Weighted-average shares:				
Basic	141,027	139,517	140,722	139,289
Diluted	141,027	139,517	140,722	139,289

<sup>1</sup>The Company has related-party transactions with Total S.A. and its affiliates as well as unconsolidated entities in which the Company has a direct equity investment. These related-party transactions are recorded within the "Revenue: Solar power systems, components, and other," "Cost of revenue: Solar power systems, components, and other,"

"Operating expenses: Research and development," "Operating expenses: Sales, general and administrative," and "Other income (expense), net: Interest expense" financial statement line items in the Condensed Consolidated Statements of Operations (see Note 2 and Note 11).

<sup>2</sup>During the nine months ended September 30, 2018, the Company recognized impairment of property, plant and equipment of \$369.2 million of which \$355.1 million is reported in cost of revenue (see Note 6. "Balance Sheet Components-Impairment of Property, Plant and Equipment").

<sup>3</sup>During the nine months ended September 30, 2018, the Company recognized profit that had previously been deferred related to historical projects sold to 8point3 Energy Partners along with a gain on the sale of its equity interest in 8point3 Energy Partners within "Other, net" (see Note 11. "Equity Investments").

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

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SunPower Corporation  
 Condensed Consolidated Statements of Comprehensive Loss  
 (In thousands)  
 (unaudited)

	Three Months Ended		Nine Months Ended	
	September 30,	October 1,	September 30,	October 1,
	2018	2017	2018	2017
Net loss	\$(113,911)	\$(70,838)	\$(745,351)	\$(417,302)
Components of other comprehensive income (loss):				
Translation adjustment	(2,120 )	2,627	(2,445 )	4,051
Net change in derivatives (Note 13)	231	(209 )	2,273	(1,487 )
Income taxes	(36 )	108	(421 )	565
Total other comprehensive income (loss)	(1,925 )	2,526	(593 )	3,129
Total comprehensive loss	(115,836 )	(68,312 )	(745,944 )	(414,173 )
Comprehensive loss attributable to noncontrolling interests and redeemable noncontrolling interests	24,085	24,609	92,434	60,832
Comprehensive loss attributable to stockholders	\$(91,751 )	\$(43,703)	\$(653,510)	\$(353,341)

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



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## SunPower Corporation

## Condensed Consolidated Statements of Cash Flows

(In thousands)

(unaudited)

	Nine Months Ended	
	September 30,	October 1,
	2018	2017
Cash flows from operating activities:		
Net loss	\$(745,351)	\$(417,302)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	103,144	130,991
Stock-based compensation	20,087	25,380
Non-cash interest expense	12,133	12,553
Dividend from equity method investees	3,947	22,232
Equity in (earnings) losses of unconsolidated investees	17,059	(26,084 )
Gain on sale of equity investments	(50,568 )	—
Gain on business divestiture	(59,347 )	—
Unrealized loss on equity investments with readily determinable fair value	6,225	—
Deferred income taxes	3,006	1,575
Impairment of equity method investment	—	81,571
Impairment of property, plant and equipment	369,168	—
Impairment of residential lease assets	170,898	—
Other, net	(5,737 )	5,180
Changes in operating assets and liabilities:		
Accounts receivable	(19,090 )	39,278
Contract assets	(38,014 )	3,556
Inventories	(103,791 )	(67,012 )
Project assets	(9,140 )	(69,143 )
Prepaid expenses and other assets	39,924	96,427
Long-term financing receivables, net	(151,931 )	(91,366 )
Advances to suppliers	29,181	52,692
Accounts payable and other accrued liabilities	(69,056 )	(220,630 )
Contract liabilities	(39,823 )	104,798
Net cash used in operating activities	(517,076 )	(315,304 )
Cash flows from investing activities:		
Purchases of property, plant and equipment	(37,708 )	(57,614 )
Cash paid for solar power systems, leased and to be leased	(55,659 )	(64,532 )
Cash paid for solar power systems	(4,340 )	(38,242 )
Purchases of marketable securities	—	(1,306 )
Dividend from equity method investees	12,952	2,891
Proceeds from sale of equity method investments	417,766	—
Proceeds from business divestiture	13,257	—
Cash paid for investments in unconsolidated investees	(14,061 )	(15,947 )
Net cash provided by (used in) investing activities	332,207	(174,750 )
Cash flows from financing activities:		
Proceeds from bank loans and other debt	167,477	283,149

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Repayment of 0.75% debentures due 2018, bank loans and other debt	(476,229 )	(303,562 )
Proceeds from issuance of non-recourse residential financing, net of issuance costs	187,208	83,177
Repayment of non-recourse residential financing	(14,931 )	(4,755 )
Contributions from noncontrolling interests and redeemable noncontrolling interests attributable to residential projects	107,678	141,037
Distributions to noncontrolling interests and redeemable noncontrolling interests attributable to residential projects	(19,176 )	(13,028 )
Proceeds from issuance of non-recourse power plant and commercial financing, net of issuance costs	50,266	318,675
Repayment of non-recourse power plant and commercial financing	(4,899 )	(148,606 )
Contributions from noncontrolling interests attributable to power plant and commercial projects	—	800
Purchases of stock for tax withholding obligations on vested restricted stock	(5,249 )	(4,390 )
Net cash (used in) provided by financing activities	(7,855 )	352,497
Effect of exchange rate changes on cash, cash equivalents, restricted cash and restricted cash equivalents	772	1,298
Net decrease in cash, cash equivalents, restricted cash and restricted cash equivalents	(191,952 )	(136,259 )
Cash, cash equivalents, restricted cash and restricted cash equivalents, beginning of period <sup>1</sup>	544,337	514,212
Cash, cash equivalents, restricted cash and restricted cash equivalents, end of period <sup>1</sup>	\$352,385	\$377,953
Non-cash transactions:		
Stock consideration received from business divestiture	\$42,600	\$—
Acquisition of noncontrolling interests funded by Mezzanine Loan proceeds	\$12,400	\$—
Short-term receivables in connection with business divestiture	\$10,000	\$—
Accounts receivable due to disposal of shares in joint venture	\$4,635	\$—
Costs of solar power systems, leased and to be leased, sourced from existing inventory	\$30,409	\$42,392
Costs of solar power systems, leased and to be leased, funded by liabilities	\$4,903	\$5,298
Costs of solar power systems under sale-leaseback financing arrangements, sourced from project assets	\$30,208	\$65,885
Property, plant and equipment acquisitions funded by liabilities	\$11,453	\$32,367
Contractual obligations satisfied with inventory	\$48,916	\$19,855
Assumption of debt by buyer upon sale of equity interest	\$27,321	\$—

<sup>1</sup>"Cash, cash equivalents, restricted cash and restricted cash equivalents" balance consisted of "Cash and cash equivalents", "Restricted cash and cash equivalents, current portion" and "Restricted cash and cash equivalents, net of current portion" financial statement line items in the Condensed Consolidated Balance Sheets for the respective periods.

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

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Notes to the Condensed Consolidated Financial Statements

Note 1. THE COMPANY AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Company

SunPower Corporation (together with its subsidiaries, the "Company" or "SunPower") is a leading global energy company that delivers complete solar solutions to residential, commercial, and power plant customers worldwide through an array of hardware, software, and financing options and through utility-scale solar power system construction and development capabilities, operations and maintenance ("O&M") services, and "Smart Energy" solutions. SunPower's Smart Energy initiative is designed to add layers of intelligent control to homes, buildings and grids - all personalized through easy-to-use customer interfaces. Of all the solar cells commercially available to the mass market, the Company believes its solar cells have the highest conversion efficiency, a measurement of the amount of sunlight converted by the solar cell into electricity. SunPower is a majority-owned subsidiary of Total Solar International SAS ("Total"), formerly Total Energies Nouvelles Activités USA, a subsidiary of Total S.A. ("Total S.A.") (see "Note 2. Transactions with Total and Total S.A").

The Company's Chief Executive Officer, as the chief operating decision maker ("CODM"), has organized the Company, manages resource allocations and measures performance of the Company's activities among three end-customer segments: (i) Residential Segment, (ii) Commercial Segment and (iii) Power Plant Segment. The Residential and Commercial Segments combined are referred to as Distributed Generation. See "Note 17. Segment Information" for additional discussion.

The Company's Residential Segment refers to sales of solar energy solutions to residential end customers through a variety of means, including cash and loan sales and long-term leases directly to end customers, sales to resellers, including the Company's third-party global dealer network, and sales of the Company's O&M services. The Company's Commercial Segment refers to sales of solar energy solutions to commercial and public entity end customers through a variety of means, including direct sales of turn-key engineering, procurement and construction ("EPC") services, sales to the Company's third-party global dealer network, sales of energy under power purchase agreements ("PPAs"), and sales of the Company's O&M services. The Power Plant Segment refers to the Company's large-scale solar products and systems business, which includes power plant project development and project sales, EPC services for power plant construction, power plant O&M services and component sales for power plants developed by third parties, sometimes on a multi-year, firm commitment basis.

Liquidity

The Company continues to face challenging industry conditions and a competitive environment. While the Company continues to focus on improving overall operating performance and liquidity, including managing cash flow and working capital, notably with cash savings resulting from restructuring actions and cost reduction initiatives put in place in the third and fourth quarters of fiscal 2016 and the first quarter of fiscal 2018, as well as additional cost reduction initiatives put in place in the second quarter of fiscal 2018, the Company's net losses continued through the third quarter of fiscal 2018 and are expected to continue through fiscal 2019. These events and conditions indicate that the Company may not have the liquid funds necessary to satisfy its estimated liquidity needs within the next 12 months from the issuance of the interim financial statements contained herein.

In conjunction with evaluating its ability to continue as a going concern for the twelve-month period subsequent to the issuance date of these interim financial statements, the Company has evaluated its expected future cash flows, and considered its historical ability to divest certain investments and non-core assets and secure sources of financing in connection with its short-term liquidity needs. For example, on June 19, 2018, the Company completed the divestiture

of its equity interest in 8point3 Energy Partners LP ("8point3 Energy Partners" and, with certain affiliates, collectively, the "8point3 Group;" see "Note 11. Equity Investments"). Additionally, on August 9, 2018, the Company completed the sale to Enphase Energy, Inc. ("Enphase") of certain assets and intellectual property related to the production of microinverters and received a \$15.0 million cash payment and 7.5 million shares of Enphase common stock upon closing. The Company expects to receive the final \$10.0 million cash payment of the purchase price from Enphase on or before December 10, 2018 (see "Note 4. Divestiture"). On August 10, 2018, a wholly-owned subsidiary of the Company and Hannon Armstrong entered into a mezzanine loan agreement under which the Company's subsidiary borrowed a subordinated, mezzanine loan of \$110.5 million (see "Note 12. Debt and Credit Sources"), the majority of which is available to service the Company's consolidated working capital needs. Further, in connection with the Company's previously announced decision to sell a portion of its interest in its residential lease portfolio, the Company is also in the process of securing an additional source of financing in the form of a subordinated mezzanine loan of approximately \$27.0 million. Subject to execution of definitive documentation and closing of the proposed mezzanine loan, the Company will be required to pay interest quarterly on outstanding borrowings in an amount equal to 11.75% per annum. Finally, subject to the execution of definitive documentation and the satisfaction of certain closing conditions, including

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obtaining consents from the tax equity investors who invested in the residential lease portfolio, the Company will sell a portion of its equity interest in the residential lease portfolio. Based on its evaluation of the conditions necessary to complete the transactions, the Company believes that the mezzanine loan and the sale of a portion its equity interest in the residential lease portfolio are probable of occurring and will generate sufficient proceeds to satisfy the Company's working capital needs and committed capital expenditures over the next twelve months from the date of the issuance of the interim financial statements. In addition, the Company has the ability to enhance its available cash by borrowing up to \$95.0 million under its revolving credit facility (the "Revolver") with Credit Agricole Corporate and Investment Bank ("Credit Agricole") pursuant to the Letter Agreement executed by the Company and Total S.A. on May 8, 2017 (the "Letter Agreement") (see "Note 2. Transactions with Total and Total S.A.") through August 26, 2019, the expiration date of the Letter Agreement. Lastly, the Company is evaluating additional options in connection with its short-term liquidity needs such as deferring or canceling uncommitted capital expenditures and expects to execute such actions in alignment with the anticipated timing of its liquidity needs. However, the Company cannot predict, with certainty, the outcome of its actions to generate liquidity as planned.

### Basis of Presentation and Preparation

#### Principles of Consolidation

The condensed consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America ("United States" or "U.S.," and such accounting principles, "U.S. GAAP") and include the accounts of the Company, all of its subsidiaries and special purpose entities, as appropriate under consolidation accounting guidelines. Intercompany transactions and balances have been eliminated in consolidation. The assets of the special purpose entities that the Company establishes in connection with certain project financing arrangements for customers are not designed to be available to service the general liabilities and obligations of the Company.

#### Reclassifications

Certain prior period balances have been reclassified to conform to the current period presentation in the Company's condensed consolidated financial statements and the accompanying notes.

#### Fiscal Periods

The Company has a 52-to-53-week fiscal year that ends on the Sunday closest to December 31. Accordingly, every fifth or sixth year will be a 53-week fiscal year. Both fiscal 2018 and 2017 are 52-week fiscal years. The Company's third quarter of fiscal 2018 ended on September 30, 2018, while its third quarter of fiscal 2017 ended on October 1, 2017. The third quarters of fiscal 2018 and 2017 were both 13-week quarters. The Company's first nine months of fiscal 2018 and 2017 were both 39-week periods.

#### Management Estimates

The preparation of the condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the condensed consolidated financial statements and accompanying notes. Significant estimates in these condensed consolidated financial statements include revenue recognition, specifically the nature and timing of satisfaction of performance obligations, standalone selling price of performance obligations and variable consideration; allowances for doubtful accounts receivable; recoverability of financing receivables related to residential leases, inventory and project asset write-downs; stock-based compensation; long-lived asset impairment, specifically estimates for valuation assumptions

including discount rates and future cash flows, economic useful lives of property, plant and equipment, intangible assets, and investments; fair value and residual value of solar power systems, including those subject to residential operating leases; fair value of financial instruments; valuation of contingencies such as accrued warranty; the fair value of indemnities provided to customers and other parties, and income taxes and tax valuation allowances. Actual results could materially differ from those estimates.

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### Summary of Significant Accounting Policies

#### Long-Lived Assets

The Company evaluates its long-lived assets, including property, plant and equipment, solar power systems leased and to be leased, and other intangible assets with finite lives, for impairment whenever events or changes in circumstances arise. This evaluation includes consideration of technology obsolescence that may indicate that the carrying value of such assets may not be recoverable. The assessments require significant judgment in determining whether such events or changes have occurred. Factors considered important that could result in an impairment review include significant changes in the manner of use of a long-lived asset or in its physical condition, a significant adverse change in the business climate or economic trends that could affect the value of a long-lived asset, an accumulation of costs significantly in excess of the amount originally expected for the acquisition or construction of a long-lived asset, significant under-performance relative to expected historical or projected future operating results, or a current expectation that, more likely than not, a long-lived asset will be sold or otherwise disposed of significantly before the end of its previously estimated useful life.

For purposes of the impairment evaluation, long-lived assets are grouped with other assets and liabilities at the lowest level for which identifiable cash flows are largely independent of the cash flows of other assets and liabilities. The Company must exercise judgment in assessing such groupings and levels. The Company then compares the estimated future undiscounted net cash flows expected to be generated by the asset group (including the eventual disposition of the asset group at residual value) to the asset group's carrying value to determine if the asset group is recoverable. If the Company's estimate of future undiscounted net cash flows is insufficient to recover the carrying value of the asset group, the Company records an impairment loss in the amount by which the carrying value of the asset group exceeds the fair value. Fair value is generally measured based on (i) internally developed discounted cash flows for the asset group, (ii) third-party valuations, and (iii) quoted market prices, if available. If the fair value of an asset group is determined to be less than its carrying value, an impairment in the amount of the difference is recorded in the period that the impairment indicator occurs. Estimating future cash flows requires significant judgment, and such projections may vary from the cash flows eventually realized. For additional information on the impairment charge recorded in the nine months ended September 30, 2018, see "Note 6. Balance Sheet Components-Impairment of Property, Plant and Equipment" and "Note 7. Leasing-Impairment of Residential Lease Assets."

#### Revenue Recognition

Effective January 1, 2018, the Company adopted ASC 606. For additional information on the new standard and the impact to the Company's financial results, refer to Impact to Previously Reported Results below.

#### Module and Component Sales

The Company sells its solar panels and balance of system components primarily to dealers, system integrators and distributors, and recognizes revenue at a point in time when control of such products transfers to the customer, which generally occurs upon shipment or delivery depending on the terms of the contracts with the customer. There are no rights of return. Other than standard warranty obligations, there are no significant post-shipment obligations (including installation, training or customer acceptance clauses) with any of the Company's customers that could have an impact on revenue recognition. The Company's revenue recognition policy is consistent across all geographic areas.

#### Solar Power System Sales and Engineering, Procurement, and Construction Services

The Company designs, manufactures, and sells rooftop and ground-mounted solar power systems under construction and development agreements. EPC projects governed by customer contracts that require the Company to deliver functioning solar power systems are generally completed within three to twelve months from commencement of construction. Construction on large projects may be completed within eighteen to thirty-six months, depending on the size and location. The Company recognizes revenue from EPC services over time as its performance creates or enhances an energy generation asset controlled by the customer. The Company uses an input method based on cost incurred as it believes that this method most accurately reflects the Company's progress toward satisfaction of the performance obligation. Under this method, revenue arising from fixed-price construction contracts is recognized as work is performed based on the ratio of costs incurred to date to the total estimated costs at completion of the performance obligations.

Incurring costs include all direct material, labor and subcontract costs, and those indirect costs related to contract performance, such as indirect labor, supplies, and tools. Project material costs are included in incurred costs when the project materials have been installed by being permanently attached or fitted to the solar power system as required by the project's engineering design. Cost-based input methods of revenue recognition require the Company to make estimates of net contract



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revenues and costs to complete the projects. In making such estimates, significant judgment is required to evaluate assumptions related to the amount of net contract revenues, including the impact of any performance incentives, liquidated damages, and other payments to customers. Significant judgment is also required to evaluate assumptions related to the costs to complete the projects, including materials, labor, contingencies, and other system costs. If the estimated total costs on any contract are greater than the net contract revenues, the Company recognizes the entire estimated loss in the period the loss becomes known and can be reasonably estimated.

For sales of solar power systems in which the Company sells a controlling interest in the project to a customer, the Company recognizes all of the revenue for the consideration received, including the fair value of the noncontrolling interest obtained or retained, and defers any profit associated with the Company's retained equity stake through "Equity in earnings of unconsolidated investees." The deferred profit is subsequently recognized on a straight-line basis over the useful life of the underlying system. The Company estimates the fair value of the noncontrolling interest using an income approach based on the valuation of the entire solar project. Further, in situations where the Company sells membership interests in its project entities to third-party tax equity investors in return for tax benefits (generally federal and/or state investment tax credits and accelerated depreciation), the Company views the sale as a distinct performance obligation which is recognized at a point in time when the customers are eligible to claim the benefits, generally at substantial completion of the solar power projects. The fair value of the tax attributes generally begins with an independent third-party appraisal which supports the eligible cost basis for the qualifying solar energy property. In certain circumstances, the Company has provided indemnification to customers and investors under which the Company is contractually obligated to compensate these parties for losses they may suffer as a result of reduction in tax benefits received under the investment tax credit and U.S. Treasury Department cash grant programs. Refer to "Note 10. Commitments and Contingencies" for further details.

The Company's arrangements may contain clauses such as contingent repurchase options, delay liquidated damages or early performance bonus, most favorable pricing, or other provisions that can either increase or decrease the transaction price. These variable amounts generally are awarded upon achievement of certain performance metrics or milestones. Variable consideration is estimated at its most likely amount to the extent that it is probable that a significant reversal of cumulative revenue recognized will not occur.

### Operations and Maintenance

The Company offers its customers various levels of post-installation O&M services with the objective of optimizing its customers' electrical energy production over the life of the system. The Company determines if the post-installation systems monitoring and maintenance qualifies as a separate performance obligation. Post-installation monitoring and maintenance is deferred at the time the contract is executed, based on the estimate of selling price on a standalone basis, and are recognized to revenue over time as customers receive and consume benefits of such services. The non-cancellable term of the O&M contracts are typically 90 days for commercial and residential customers and 180 days for power plant customers.

The Company typically provides a system output performance warranty, separate from its standard solar panel product warranty, to customers that have subscribed to its post-installation O&M services. In connection with system output performance warranties, the Company agrees to pay liquidated damages in the event the system does not perform to the stated specifications, with certain exclusions. The warranty excludes system output shortfalls attributable to force majeure events, customer curtailment, irregular weather, and other similar factors. In the event that the system output falls below the warranted performance level during the applicable warranty period, and provided that the shortfall is not caused by a factor that is excluded from the performance warranty, the warranty provides that SunPower will pay the customer an amount based on the value of the shortfall of energy produced relative to the applicable warranted performance level. Such liquidated damages represent a form of variable consideration and are estimated at contract

inception and recognized over time as customers receive and consume the benefits of the O&M services.

#### Shipping and Handling Costs

The Company accounts for shipping and handling activities related to contracts with customers as costs to fulfill its promise to transfer goods and, accordingly, records such costs in cost of revenue.

#### Taxes Collected from Customers and Remitted to Governmental Authorities

The Company excludes from its measurement of transaction prices all taxes assessed by governmental authorities that are both (i) imposed on and concurrent with a specific revenue-producing transaction and (ii) collected from customers. Accordingly, such tax amounts are not included as a component of revenue or cost of revenue.

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### Financing Receivables

Leases are classified as either operating or sales-type leases in accordance with the relevant accounting guidelines. Financing receivables are generated by solar power systems leased to residential customers under sales-type leases. Financing receivables are initially recorded based on the expected gross minimum lease payments to be received from customers over a period commensurate with the remaining lease term of up to 20 years and the systems estimated residual value, net of unearned income and allowance for estimated losses. Initial direct costs for sales-type leases are recognized as cost of sales when the solar power systems are placed in service.

Due to the homogeneous nature of its leasing transactions, the Company manages its financing receivables on an aggregate basis when assessing credit risk. The Company also considers the credit risk profile for its lease customers to be homogeneous due to the criteria it uses to approve customers for its residential leasing program, which among other things, requires a minimum "fair" FICO credit quality. Accordingly, the Company does not regularly categorize its financing receivables by credit risk.

The Company recognizes an allowance for losses on financing receivables in an amount equal to the probable losses net of recoveries. The Company maintains reserve percentages on past-due financing receivables aging buckets and bases such percentages on several factors, including consideration of historical credit losses and information derived from industry benchmarking. The Company also places doubtful financing receivables on nonaccrual status and discontinues recognition of interest revenue. Additionally, the Company continues to evaluate the potential for allowances on financing receivables should events and circumstances indicate that the Company might not be able to collect all amounts due according to the contractual terms of the underlying lease agreements given its decision to sell a portion of its interest in its residential lease portfolio. The Company evaluates the collectability of these financing receivables, applying estimates and judgments about future cash flows using an income approach defined as Level 3 inputs under fair value measurement standards to determine whether an additional allowance for losses is required. The income approach, specifically a discounted cash flow analysis, includes assumptions for, among others, forecasted lease income, expenses, default rates, residual value of these lease assets and long-term discount rates, all of which require significant judgment by the Company. In accordance with such an evaluation, the Company would recognize an allowance for losses on the condensed consolidated statement of operations. For additional information see "Note 7. Leasing—Impairment of Residential Lease Assets."

### Recently Adopted Accounting Pronouncements

In August 2017, the Financial Accounting Standards Board ("FASB") issued ASU No. 2017-12, Derivatives and Hedging (Topic 815) to target improvements to accounting for hedging activities. The improvements include (i) alignment of risk management activities and financial reporting, and (ii) other simplifications in the application of hedge accounting guidance. The new guidance is effective for the Company no later than the first quarter of fiscal 2019 and requires a modified retrospective approach to adoption. The Company elected early adoption of the updated accounting standard on a modified retrospective basis in the first quarter of fiscal 2018. The adoption of this updated accounting standard did not result in a significant impact to the Company's condensed consolidated financial statements.

In May 2017, the FASB issued ASU No. 2017-09, Compensation - Stock Compensation (Topic 718) to clarify which changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting. The Company adopted the updated accounting standard in the first quarter of fiscal 2018. The adoption of the updated accounting standard did not result in a significant impact to the Company's condensed consolidated financial statements.

In March 2017, the FASB issued ASU No. 2017-07, Compensation - Retirement Benefits (Topic 715) to provide final guidance on the presentation of net periodic pension and postretirement benefit cost. The amendment requires the bifurcation of net benefit cost. The service cost component will be presented with other employee compensation costs in operating income or capitalized in assets. The other components will be recorded separately outside of operations and will not be eligible for capitalization. The guidance is required to be applied on a retrospective basis for the presentation of the service cost component and the other components of net benefit cost and on a prospective basis for the capitalization of only the service cost component of net benefit cost. The Company adopted the updated accounting standard in the first quarter of fiscal 2018. The adoption of the updated accounting standard did not result in a significant impact to the Company's condensed consolidated financial statements.

In February 2017, the FASB issued ASU 2017-05, Other Income – Gains and Losses from the Derecognition of Nonfinancial Assets (Subtopic 610-20) to clarify the scope and application of the sale or transfer of nonfinancial assets to noncustomers, including partial sales and also to define what constitutes an “in substance nonfinancial asset” which can include financial assets. The new guidance eliminates several accounting differences between transactions involving assets and

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transactions involving businesses. Further, the guidance aligns the accounting for derecognition of a nonfinancial asset with that of a business. The Company adopted the updated accounting standard in the first quarter of fiscal 2018. The adoption of the updated accounting standard did not result in a significant impact to the Company's condensed consolidated financial statements.

In January 2017, the FASB issued ASU No. 2017-01, Business Combinations (Topic 805) to clarify the definition of a business to assist entities with evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. The new guidance was effective for the Company no later than the first quarter of fiscal 2018 and required a prospective approach to adoption. The Company adopted the updated accounting standard in the first quarter of fiscal 2018. The adoption of the updated accounting standard did not result in a significant impact to the Company's consolidated financial statements.

In January 2016, the FASB issued ASU No. 2016-01, Financial Instruments - Overall (Subtopic 825-10) ("ASU 2016-01") to require equity investments to be measured at fair value with changes in the fair value recognized through net income (other than those accounted for under the equity method of accounting or those that result in consolidation of the investee). In February 2018, the FASB issued Accounting Standards Update No. 2018-03, Technical Corrections and Improvements to Financial Instruments - Overall (Subtopic 825-10), which provided clarifications to ASU 2016-01. The Company adopted the updated accounting standard in the first quarter of fiscal 2018 on a prospective basis for its equity investments without readily determinable fair value and elected the cost less impairment (if any), adjusted for observable price changes in orderly transactions for an identical or similar investment of the same issuer (the "measurement alternative method"). This election is reassessed on a required recurring basis. The adoption of the updated accounting standard did not result in a significant impact to the Company's condensed consolidated financial statements.

In May 2014, the FASB issued ASC 606. Under the standard, revenue is recognized when a customer obtains control of promised goods or services in an amount that reflects the consideration the entity expects to receive in exchange for those goods or services. In addition, the standard requires disclosure of the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers.

The Company adopted ASC 606 on January 1, 2018, using the full retrospective method, which required the Company to restate each prior period presented. The Company implemented key system functionality and internal controls to enable the preparation of financial information upon adoption.

The most significant impact of the standard relates to the sales of solar power systems that include the sale or lease of related real estate previously accounted for under the guidance for real estate sales ASC 360-20 "Property, Plant, and Equipment." ASC 360-20 required the Company to evaluate whether such arrangements had any forms of continuing involvement that may have affected the revenue or profit recognition of the transactions, including arrangements with prohibited forms of continuing involvement requiring the Company to reduce the potential profit on a project sale by its maximum exposure to loss. The adoption of ASC 606, which supersedes the real estate sales guidance under ASC 360-20, generally results in the earlier recognition of revenue and profit than the Company's historical practice under ASC 360-20. For sales arrangements in which the Company obtains or retains an interest in the project sold to the customer, the Company recognizes all the revenue for the consideration received, including the fair value of the noncontrolling interests obtained or retained, and defers any profits associated with the interest retained through "Equity in earnings (loss) of unconsolidated investees." The Company then recognizes any deferred profit on a straight-line basis over the useful life of the underlying system, with any remaining amount recognized upon the sale of the noncontrolling interest to a third party. Following the adoption of ASC 606, the revenue recognition for the Company's other sales arrangements, including the sales of components, sales and construction of solar systems, and O&M services, remained materially consistent. The revenue recognition for residential leasing and sale-leaseback

arrangements remained consistent as they follow other U.S. GAAP guidance.

As part of the Company's adoption of ASC 606 in the first quarter of fiscal 2018, the Company elected to apply the following practical expedients:

- The Company has not restated contracts that begin and are completed within the same annual reporting period; For completed contracts that have variable consideration, the Company used the transaction price at the date upon which the contract was completed rather than estimating variable consideration amounts in the comparative reporting periods;
- The Company has excluded disclosures of transaction prices allocated to remaining performance obligations and when the Company expects to recognize such revenue for all periods prior to the date of initial application;
- The Company has not retrospectively restated its contracts to account for those modifications that were entered into before January 3, 2016, the earliest reporting period impacted by ASC 606;

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The Company has expensed costs as incurred for costs to obtain a contract when the amortization period would have been one year or less. These costs are included in selling, general, and administrative expenses; and The Company has not assessed a contract asset or contract liability for a significant financing component if the period between the customer's payment and the Company's transfer of goods or services is one year or less.

Refer to Impacts to Previously Reported Results below for the impact of adoption of the standard on the condensed consolidated financial statements as of December 31, 2017 and for the three and nine months ended October 1, 2017.

## Impact to Previously Reported Results

Adoption of ASC 606 impacted our previously reported results as follows:

(In thousands)	December 31, 2017		
	As Reported	Adoption of ASC 606	As Adjusted
Accounts receivable, net	\$215,479	\$(10,513)	\$204,966
Costs and estimated earnings in excess of billings	18,203	(18,203)	—
Contract assets	—	35,074	35,074
Prepaid expenses and other current assets	152,444	(6,235)	146,209
Property, plant and equipment, net	1,148,042	(197)	1,147,845
Solar power systems leased and to be leased, net	428,149	(58,931)	369,218
Long-term financing receivables, net	338,877	(8,205)	330,672
Other long-term assets	80,146	466,552	546,698
Accrued liabilities	267,760	(38,552)	229,208
Billings in excess of costs and estimated earnings	8,708	(8,708)	—
Contract liabilities, current portion	—	104,286	104,286
Customer advances, current portion	54,999	(54,999)	—
Customer advances, net of current portion	69,062	(69,062)	—
Contract liabilities, net of current portion	—	171,610	171,610
Other long-term liabilities	954,646	(150,524)	804,122
Accumulated deficit	(2,115,188)	445,291	(1,669,897)

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(In thousands except per share)	Three Months Ended October 1, 2017		
	As Reported	Adoption of ASC 606	As Adjusted
Revenue:			
Solar power systems, components, and other	\$427,049	\$ 9,990	\$437,039
Residential leasing	50,142	(1,345 )	48,797
Cost of revenue:			
Solar power systems, components, and other	428,056	3,882	431,938
Residential leasing	33,477	(868 )	32,609
Gross margin	15,658	5,631	21,289
Interest expense	(21,898 )	(134 )	(22,032 )
Other, net	(1,406 )	1,070	(336 )
Other expense, net	(22,668 )	936	(21,732 )
Loss before income taxes and equity in earnings of unconsolidated investees	(99,621 )	6,567	(93,054 )
Provision for income taxes	5,457	—	5,457
Equity in earnings of unconsolidated investees	15,308	1,451	16,759
Net loss	(78,856 )	8,018	(70,838 )
Net loss attributable to noncontrolling interests and redeemable noncontrolling interests	24,609	—	24,609
Net loss attributable to stockholders	(54,247 )	8,018	(46,229 )
Net loss per share attributable to stockholders:			
Basic	\$(0.39 )	\$ 0.06	\$(0.33 )
Diluted	\$(0.39 )	\$ 0.06	\$(0.33 )



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(In thousands except per share)	Nine Months Ended October 1, 2017		
	As Reported	Adoption of ASC 606	As Adjusted
Revenue:			
Solar power systems, components, and other	\$1,063,622	\$(66,800)	\$996,822
Residential leasing	150,091	(4,001 )	146,090
Cost of revenue:			
Solar power systems, components, and other	1,113,169	(60,163 )	1,053,006
Residential leasing	100,583	(2,549 )	98,034
Gross margin	(39 )	(8,089 )	(8,128 )
Interest expense	(65,037 )	(402 )	(65,439 )
Other, net	(19,340 )	(69,768 )	(89,108 )
Other expense, net	(82,416 )	(70,170 )	(152,586 )
Loss before income taxes and equity in earnings of unconsolidated investees	(366,200 )	(78,259 )	(444,459 )
Provision for income taxes	1,073	—	1,073
Equity in earnings of unconsolidated investees	21,809	4,275	26,084
Net loss	(343,318 )	(73,984 )	(417,302 )
Net loss attributable to noncontrolling interests and redeemable noncontrolling interests	60,832	—	60,832
Net loss attributable to stockholders	(282,486 )	(73,984 )	(356,470 )
Net loss per share attributable to stockholders:			
Basic	\$(2.03 )	\$(0.53 )	\$(2.56 )
Diluted	\$(2.03 )	\$(0.53 )	\$(2.56 )

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(In thousands)	Nine Months Ended October 1, 2017		
	As Reported	Adoption of ASC 606	As Adjusted
Net loss	\$(343,318)	\$(73,984)	\$(417,302)
Adjustments to reconcile net loss to net cash used in operating activities, net of effect of acquisitions:			
Depreciation and amortization	133,541	(2,550 )	130,991
Impairment of equity method investment	8,607	72,964	81,571
Equity in earnings of unconsolidated investees	(21,809 )	(4,275 )	(26,084 )
Changes in operating assets and liabilities, net of effect of acquisitions:			
Accounts receivable	34,776	4,502	39,278
Costs and estimated earnings in excess of billings	13,551	(13,551 )	—
Contract assets	—	3,556	3,556
Project assets	(62,024 )	(7,119 )	(69,143 )
Prepaid expenses and other assets	150,628	(54,201 )	96,427
Long-term financing receivables, net	(91,499 )	133	(91,366 )
Accounts payable and other accrued liabilities	(228,368 )	7,738	(220,630 )
Billings in excess of costs and estimated earnings	(68,702 )	68,702	—
Customer advances	106,713	(106,713 )	—
Contract liabilities	—	104,798	104,798
Net cash used in operating activities	(315,304 )	—	(315,304 )
Net decrease in cash, cash equivalents, restricted cash and restricted cash equivalents	(136,259 )	—	(136,259 )
Cash, cash equivalents, restricted cash and restricted cash equivalents, beginning of period	514,212	—	514,212
Cash, cash equivalents, restricted cash and restricted cash equivalents, end of period	377,953	—	377,953

## Recent Accounting Pronouncements Not Yet Adopted

In August 2018, the FASB issued ASU 2018-15, Intangibles — Goodwill and Other — Internal-Use Software (Subtopic 350-40) requiring a customer in a cloud computing arrangement that is a service contract to follow the internal-use software guidance in ASC 350-40 to determine which implementation costs to capitalize as assets. The new guidance is effective for the Company no later than the first quarter of 2020 with early adoption permitted. The new guidance can be applied either retrospectively or prospectively to all implementation costs incurred after the date of adoption. The Company is evaluating the potential impact of this standard on its condensed consolidated financial statements and disclosures.

In August 2018, the FASB issued ASU 2018-14, Compensation - Retirement Benefits - Defined Benefit Plans - General (Subtopic 715-20) to add, remove, and clarify disclosure requirements related to defined benefit pension and other postretirement plans. The new guidance is effective for the Company no later than the first quarter of 2020 with early adoption permitted. The Company is evaluating the potential impact of this standard on its condensed consolidated financial statements and disclosures.

In August 2018, the FASB issued ASU 2018-13, Fair Value Measurement (Topic 820) which changes the fair value measurement disclosure requirements of ASC 820. The new guidance is effective for the Company no later than the first quarter of 2020 with early adoption permitted. The Company is evaluating the potential impact of this standard on its condensed consolidated financial statements and disclosures.

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In February 2018, the FASB issued ASU No. 2018-02, Income Statement - Reporting Comprehensive Income (Topic 220) -- Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income, to permit companies to reclassify disproportionate tax effects in accumulated other comprehensive income ("AOCI") caused by the Tax Cuts and Jobs Act of 2017 (the "Tax Cuts and Jobs Act") to retained earnings. Companies may adopt the new guidance using one of two transition methods: retrospective to each period in which the income tax effects of the Tax Cuts and Jobs Act related to items remaining in AOCI are recognized, or at the beginning of the period of adoption. The new guidance is effective for the Company no later than the fourth quarter of fiscal 2018 with early adoption permitted. The Company will adopt the new standard in its fourth quarter of fiscal 2018 and does not expect it to have a material impact on its condensed consolidated financial statements and disclosures.

In January 2017, the FASB issued ASU No. 2017-04, Intangibles - Goodwill and Other (Topic 350) to simplify the subsequent measurement of goodwill by eliminating Step 2 of the goodwill impairment test, which requires a hypothetical purchase price allocation to measure goodwill impairment. Goodwill impairment loss is now measured at the amount by which a reporting unit's carrying amount exceeds its fair value, not to exceed the carrying amount of goodwill. The new guidance is effective for the Company no later than the first quarter of fiscal 2020. Early adoption is permitted beginning in the first quarter of fiscal 2017. The Company is evaluating the potential impact of this standard on its condensed consolidated financial statements and disclosures.

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842) ("ASU 2016-02") to replace existing lease guidance and require all lessees to recognize a right-of-use asset and a liability for the obligation to make payments for all leases (except for short-term leases) on their balance sheet. All leases in scope will be classified as either operating or financing. Operating and financing leases will require the recognition of an asset and liability to be measured at the present value of the lease payments. ASU 2016-02 also makes a distinction between operating and financing leases for purposes of reporting expenses on the income statement. In July 2018, the FASB issued several ASUs to clarify and improve certain aspects of the new lease standard including, among many other things, the rate implicit in the lease, lessee reassessment of lease classification, variable payments that depend on an index or rate, methods of transition including an optional transition method to continue recognizing and disclosing leases entered into prior to the adoption date under current GAAP (Topic 840 - Leases). The guidance will be effective for the Company in the first quarter of 2019 and early adoption is permitted. The Company will adopt the new guidance effective January 1, 2019. As part of the adoption of ASU 2016-02, the Company expects to elect certain of the practical expedients available. Upon adoption, the Company expects the consolidated balance sheets to include a right-of-use asset and liability related to the Company's lease arrangements. Further, solar leases that commence after January 1, 2019, where the Company is a lessor and which are currently accounted for as leases under Topic 840 will no longer meet the definition of a lease with the adoption of ASU 2016-02, and will instead be accounted for in accordance with ASC 606. In addition, the Company expects sale-leaseback transactions entered in after January 1, 2019 to be accounted for as a financing liability (i.e., failed sale) with no revenue or profit recognized at the inception of the transaction, consistent with current GAAP. Although the Company has not yet determined the final amounts as its evaluation is in-progress, it does expect the adoption of the new standard to have a material impact to its consolidated balance sheets given the requirement to present right-of-use assets and related liabilities for arrangements that qualify as leases.

#### Note 2. TRANSACTIONS WITH TOTAL AND TOTAL S.A.

In June 2011, Total completed a cash tender offer to acquire 60% of the Company's then outstanding shares of common stock at a price of \$23.25 per share, for a total cost of approximately \$1.4 billion. In December 2011, the Company entered into a Private Placement Agreement with Total (the "Private Placement Agreement"), under which Total purchased, and the Company issued and sold, 18.6 million shares of the Company's common stock for a purchase price of \$8.80 per share, thereby increasing Total's ownership to approximately 66% of the Company's

outstanding common stock as of that date. As of September 30, 2018, through the increase of the Company's total outstanding common stock due to the exercise of warrants and issuance of restricted and performance stock units, Total's ownership of the Company's outstanding common stock has decreased to approximately 56%.

#### Supply Agreements

In November 2016, the Company and Total entered into a four-year, up to 200 megawatt ("MW") supply agreement to support the solarization of certain Total facilities. The agreement covers the supply of 150 MW of E-Series panels with an option to purchase up to another 50 MW of P-Series panels. In March 2017, the Company received a prepayment totaling \$88.5 million. The prepayment is secured by certain of the Company's assets located in the United States and in Mexico.

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The Company recognizes revenue for the solar panels supplied under this arrangement consistent with its revenue recognition policy for solar power components at a point in time when control of such products transfers to the customer, which generally occurs upon shipment or delivery depending on the terms of the contracts. In the second quarter of fiscal 2017, the Company started to supply Total with panels under the supply agreement and as of September 30, 2018, the Company had \$16.1 million of "Contract liabilities, current portion" and \$50.4 million of "Contract liabilities, net of current portion" on its Condensed Consolidated Balance Sheets related to the aforementioned supply agreement (see Note 10. Commitments and Contingencies").

In March 2018, the Company and Total, each through certain affiliates, entered into an agreement whereby the Company agreed to sell 3.42 MW of photovoltaic modules to Total for a development project in Chile. This agreement provided for payment from Total in the amount of approximately \$1.3 million, 10% of which was paid upon execution of the agreement.

### Amended and Restated Credit Support Agreement

In June 2016, the Company and Total S.A. entered into an Amended and Restated Credit Support Agreement (the "Credit Support Agreement"), which amended and restated the Credit Support Agreement dated April 28, 2011, by and between the Company and Total S.A., as amended. Under the Credit Support Agreement, Total S.A. agreed to enter into one or more guaranty agreements (each a "Guaranty") with banks providing letter of credit facilities to the Company. At any time until December 31, 2018, Total S.A. will, at the Company's request, guarantee the payment to the applicable issuing bank of the Company's obligation to reimburse a draw on a letter of credit and pay interest thereon in accordance with the letter of credit facility between such bank and the Company. Such letters of credit must be issued no later than December 31, 2018 and expire no later than March 31, 2020. Total S.A. is required to issue and enter into a Guaranty requested by the Company, subject to certain terms and conditions. In addition, Total will not be required to enter into the Guaranty if, after giving effect to the Company's request for a Guaranty, the sum of (a) the aggregate amount available to be drawn under all guaranteed letter of credit facilities, (b) the amount of letters of credit available to be issued under any guaranteed facility, and (c) the aggregate amount of draws (including accrued but unpaid interest) on any letters of credit issued under any guaranteed facility that have not yet been reimbursed by the Company, would exceed \$500.0 million in the aggregate. Such maximum amounts of credit support available to the Company can be reduced upon the occurrence of specified events.

In consideration for the commitments of Total S.A. pursuant to the Credit Support Agreement, the Company is required to pay Total S.A. a guaranty fee for each letter of credit that is the subject of a Guaranty under the Credit Support Agreement and was outstanding for all or part of the preceding calendar quarter. The Credit Support Agreement will terminate following December 31, 2018, after the later of the satisfaction of all obligations thereunder and the termination or expiration of each Guaranty provided thereunder.

In addition to the Credit Support Agreement, the Company and Total S.A. entered into the Letter Agreement in May 2017 to facilitate the issuance by Total S.A. of one or more guaranties of the Company's payment obligations of up to \$100.0 million (the "Support Amount") under the Revolver with Credit Agricole, as "administrative agent," and the other lenders party thereto; See "Note 12. Debt and Credit Sources" for additional information on the Revolver with Credit Agricole. In consideration for the commitments of Total S.A. pursuant to the Letter Agreement, the Company is required to pay a guarantor commitment fee of 0.50% per annum for the unutilized Support Amount and a guaranty fee of 2.35% per annum of the Guaranty outstanding. The maturity date of the Letter Agreement is August 26, 2019.

### Affiliation Agreement

The Company and Total have entered into an Affiliation Agreement that governs the relationship between Total and the Company (the "Affiliation Agreement"). Until the expiration of a standstill period specified in the Affiliation Agreement (the "Standstill Period"), and subject to certain exceptions, Total, Total S.A., and any of their respective affiliates and certain other related parties (collectively, the "Total Group") may not effect, seek, or enter into discussions with any third party regarding any transaction that would result in the Total Group beneficially owning shares of the Company in excess of certain thresholds, or request the Company or the Company's independent directors, officers or employees, to amend or waive any of the standstill restrictions applicable to the Total Group. The Standstill Period ends when Total holds less than 15% ownership of the Company.

The Affiliation Agreement imposes certain limitations on the Total Group's ability to seek to effect a tender offer or merger to acquire 100% of the outstanding voting power of the Company and imposes certain limitations on the Total Group's ability to transfer 40% or more of the outstanding shares or voting power of the Company to a single person or group that is not a direct or indirect subsidiary of Total S.A. During the Standstill Period, no member of the Total Group may, among other

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things, solicit proxies or become a participant in an election contest relating to the election of directors to the Company's Board of Directors.

The Affiliation Agreement provides Total with the right to maintain its percentage ownership in connection with any new securities issued by the Company, and Total may also purchase shares on the open market or in private transactions with disinterested stockholders, subject in each case to certain restrictions.

The Affiliation Agreement also imposes certain restrictions with respect to the ability of the Company and its board of directors to take certain actions, including specifying certain actions that require approval by the directors other than the directors appointed by Total and other actions that require stockholder approval by Total.

### Research & Collaboration Agreement

Total and the Company have entered into a Research & Collaboration Agreement (the "R&D Agreement") that establishes a framework under which the parties engage in long-term research and development collaboration ("R&D Collaboration"). The R&D Collaboration encompasses a number of different projects, with a focus on advancing the Company's technology position in the crystalline silicon domain, as well as ensuring the Company's industrial competitiveness. The R&D Agreement enables a joint committee to identify, plan and manage the R&D Collaboration.

### Upfront Warrant

In February 2012, the Company issued a warrant (the "Upfront Warrant") to Total S.A. to purchase 9,531,677 shares of the Company's common stock with an exercise price of \$7.8685, subject to adjustment for customary anti-dilution and other events. The Upfront Warrant, which is governed by the Private Placement Agreement and a Compensation and Funding Agreement, dated February 28, 2012, as amended, is exercisable at any time for seven years after its issuance, provided that, so long as at least \$25.0 million in aggregate of the Company's convertible debt remains outstanding, such exercise will not cause any "person," including Total S.A., to, directly or indirectly, including through one or more wholly-owned subsidiaries, become the "beneficial owner" (as such terms are defined in Rule 13d-3 and Rule 13d-5 under the Securities Exchange Act of 1934, as amended) (the "Exchange Act"), of more than 74.99% of the voting power of the Company's common stock at such time, a circumstance which would trigger the repurchase or conversion of the Company's existing convertible debt.

### 0.75% Debentures Due 2018

In May 2013, the Company issued \$300.0 million in principal amount of the 0.75% debentures due 2018. An aggregate principal amount of \$200.0 million of the 0.75% debentures due 2018 were acquired by Total. The 0.75% debentures due 2018 were convertible into shares of the Company's common stock at any time based on an initial conversion price equal to \$24.95 per share, which provided Total the right to acquire up to 8,017,420 shares of the Company's common stock. The applicable conversion rate could adjust in certain circumstances, including a fundamental change, as described in the indenture governing the 0.75% debentures due 2018. On June 1, 2018, the Company redeemed the 0.75% debentures due 2018 at maturity in full with proceeds from the Term Credit Agreement.

### 0.875% Debentures Due 2021

In June 2014, the Company issued \$400.0 million in principal amount of its 0.875% senior convertible debentures due 2021 (the "0.875% debentures due 2021"). An aggregate principal amount of \$250.0 million of the 0.875% debentures



due 2021 were acquired by Total. The 0.875% debentures due 2021 are convertible into shares of the Company's common stock at any time based on an initial conversion price equal to \$48.76 per share, which provides Total the right to acquire up to 5,126,775 shares of the Company's common stock. The applicable conversion rate may adjust in certain circumstances, including a fundamental change, as described in the indenture governing the 0.875% debentures due 2021.

#### 4.00% Debentures Due 2023

In December 2015, the Company issued \$425.0 million in principal amount of its 4.00% senior convertible debentures due 2023 (the "4.00% debentures due 2023"). An aggregate principal amount of \$100.0 million of the 4.00% debentures due 2023 were acquired by Total. The 4.00% debentures due 2023 are convertible into shares of the Company's common stock at any time based on an initial conversion price equal to \$30.53 per share, which provides Total the right to acquire up to 3,275,680 shares of the Company's common stock. The applicable conversion rate may adjust in certain circumstances, including a fundamental change, as described in the indenture governing the 4.00% debentures due 2023.

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## Joint Projects with Total and its Affiliates:

The Company enters into various EPC and O&M agreements relating to solar projects, including EPC and O&M services agreements relating to projects owned or partially owned by Total and its affiliates. As of September 30, 2018, the Company had \$0.2 million of "Contract assets" and \$5.0 million of "Accounts receivable, net" on its Condensed Consolidated Balance Sheets related to projects in which Total and its affiliates have a direct or indirect material interest.

In connection with a co-development project between the Company, Total and an independent third party, the Company sold 25% of its ownership interests in the co-development solar project to Total. The amount received from Total was immaterial for the three and nine months ended September 30, 2018. The Company intends to sell an additional 25% of its ownership interest to Total during the fourth quarter of 2018 and supply PV in late 2019 to the solar project. However, recent amendments to the feed-in-tariff rules in Japan have had a significant impact on the co-development project's ability to secure financing and the Company is currently exploring alternatives to monetize its investment in the co-development project.

In connection with a co-development project between the Company and Total, the Company paid \$0.5 million to Total for development fees during the three and nine months ended September 30, 2018.

In connection with a co-development project between the Company and Total, Total paid \$0.5 million to the Company in exchange for the Company's ownership interest in the co-development project during the three and nine months ended October 1, 2017.

## Related-Party Transactions with Total and its Affiliates:

The following related party balances and amounts are associated with transactions entered into with Total and its Affiliates:

(In thousands)	As of	
	September 30, 2018	October 31, 2017
Accounts receivable	\$4,965	\$ 2,366
Contract assets	\$ 199	\$ 154
Contract liabilities, current portion <sup>1</sup>	\$ 16,077	\$ 12,744
Contract liabilities, net of current portion <sup>1</sup>	\$ 50,442	\$ 68,880

<sup>1</sup> Refer to Note 10. Commitments and Contingencies - Advances from Customers.

(In thousands)	Three Months Ended		Nine Months Ended	
	September 30, 2018	October 1, 2017	September 30, 2018	October 1, 2017
Revenue:				
EPC, O&M, and components revenue	\$4,980	\$ 12,500	\$ 23,079	\$ 19,683
Cost of revenue:				
EPC, O&M, and components cost of revenue	\$3,967	\$ 9,793	\$ 13,155	\$ 14,198
Research and development expense:				
Offsetting contributions received under the R&D Agreement	\$ 3	\$ (15 )	\$ (84 )	\$ (119 )
Interest expense:				
Guarantee fees incurred under the Credit Support Agreement	\$ 1,393	\$ 1,481	\$ 4,176	\$ 4,860
Interest expense incurred on the 0.75% debentures due 2018	\$—	\$ 375	\$ 547	\$ 1,125

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Interest expense incurred on the 0.875% debentures due 2021	\$547	\$547	\$1,641	\$1,641
Interest expense incurred on the 4.00% debentures due 2023	\$1,000	\$1,000	\$3,000	\$3,000

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## Note 3. REVENUE FROM CONTRACTS WITH CUSTOMERS

The following tables represent a disaggregation of revenue from contracts with customers for the three and nine months ended September 30, 2018 and October 1, 2017 along with the reportable segment for each category:

(In thousands)	Three Months Ended					
	Residential		Commercial		Power Plant	
	September 30, 2018	October 1, 2017	September 30, 2018	October 1, 2017	September 30, 2018	October 1, 2017
Category						
Module and component sales	\$122,235	\$100,674	\$66,191	\$52,162	\$46,202	\$69,024
Solar power systems sales and EPC services	840	533	49,800	51,094	47,774	142,047
Operations and maintenance	2,335	1,909	1,407	1,295	9,249	7,807
Leasing <sup>1</sup>	69,860	48,797	11,781	9,861	589	633
Revenue	\$195,270	\$151,913	\$129,179	\$114,412	\$103,814	\$219,511

<sup>1</sup>Leasing revenue is accounted for in accordance with the lease accounting guidance.

(In thousands)	Nine Months Ended					
	Residential		Commercial		Power Plant	
	September 30, 2018	October 1, 2017	September 30, 2018	October 1, 2017	September 30, 2018	October 1, 2017
Category						
Module and component sales	\$335,083	\$291,187	\$192,322	\$119,318	\$165,292	\$134,529
Solar power systems sales and EPC services	1,765	1,353	151,194	163,844	123,994	227,905
Operations and maintenance	4,830	3,783	4,291	3,297	27,892	24,098
Leasing <sup>1</sup>	228,205	146,090	32,580	25,225	1,800	2,283
Revenue	\$569,883	\$442,413	\$380,387	\$311,684	\$318,978	\$388,815

<sup>1</sup>Leasing revenue is accounted for in accordance with the lease accounting guidance.

The Company recognizes revenue for sales of modules and components at the point that control transfers to the customer, which typically occurs upon shipment or delivery to the customer, depending on the terms of the contract. For EPC revenue and solar power systems sales, the Company commences recognizing revenue when control of the underlying system transfers to the customer and continues recognizing revenue over time as work is performed based on the ratio of costs incurred to date to the total estimated costs at completion of the performance obligations.

Judgment is required to evaluate assumptions including the amount of net contract revenues and the total estimated costs to determine our progress towards contract completion and to calculate the corresponding amount of revenue to recognize. If estimated total costs on any contract are greater than the net contract revenues, the Company recognizes the entire estimated loss in the period the loss becomes known. For contracts with post-installation systems monitoring and maintenance, the Company recognizes revenue related to systems monitoring and maintenance over the contract term on a straight-line basis.

Changes in estimates for sales of systems and EPC services occur for a variety of reasons, including but not limited to (i) construction plan accelerations or delays, (ii) product cost forecast changes, (iii) cost related change orders, or (iv) changes in other information used to estimate costs. Changes in estimates may have a material effect on the Company's condensed consolidated statements of operations. The table below outlines the impact on revenue of net changes in estimated transaction prices and input costs for systems related sales contracts (both increases and decreases) for the three and nine months ended September 30, 2018 and October 1, 2017 as well as the number of projects that comprise such changes. For purposes of the following table, only projects with changes in estimates that have a net impact on revenue of at least \$1.0 million during the periods were presented. Also included in the table is

the net change in estimate as a percentage of the aggregate revenue for such projects.

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(In thousands)	Three Months Ended		Nine Months Ended	
	September 30, 2018	October 1, 2017	September 30, 2018	October 1, 2017
Decrease in revenue from net changes in transaction prices	\$ (7,692)	\$ —	\$ (12,331)	\$ —
Increase (decrease) in revenue from net changes in input cost estimates	(1,118 )	—	(11,401 )	(786 )
Net increase (decrease) in revenue from net changes in estimates	\$ (8,810)	\$ —	\$ (23,732)	\$ (786 )
Number of projects	4	—	7	2
Net change in estimate as a percentage of aggregate revenue for associated projects	(5.7 )%	— %	(6.0 )%	(1.7 )%

For the three and nine months ended September 30, 2018, revenue decreased \$8.8 million and \$23.7 million, respectively, from net changes in transaction prices and input cost estimates. The changes were primarily due to product cost forecast changes related to the redesign of certain project materials. For the nine months ended October 1, 2017, revenue decreased \$0.8 million from net changes in input cost estimates. The changes in input cost estimates were primarily due to product cost forecast changes as photovoltaic ("PV") installation related to certain projects has been completed.

## Contract Assets and Liabilities

Contract assets consist of (i) retainage which represents the earned, but unbilled, portion of a construction and development project for which payment is deferred by the customer until certain contractual milestones are met; and (ii) unbilled receivables which represent revenue that has been recognized in advance of billing the customer, which is common for long-term construction contracts. Contract liabilities consist of deferred revenue and customer advances, which represent consideration received from a customer prior to transferring control of goods or services to the customer under the terms of a sales contract. Contract liabilities exclude deferred revenue related to the Company's residential lease program which are accounted for under the lease accounting guidance. Refer to "Note 6. Balance Sheet Components" for further details.

During the nine months ended September 30, 2018, the increase in contract assets of \$38.0 million was primarily driven by unbilled receivables for commercial projects where certain milestones had not yet been reached, but the criteria to recognize revenue had been met. During the nine months ended September 30, 2018, the decrease in contract liabilities of \$39.9 million was primarily due to the attainment of milestones billings for a variety of projects. During the three months ended September 30, 2018, the Company recognized revenue of \$58.5 million that was included in contract liabilities as of July 1, 2018. During the nine months ended September 30, 2018, the Company recognized revenue of \$115.3 million that was included in contract liabilities as of December 31, 2017.

The following table represents the Company's remaining performance obligations as of September 30, 2018 for its sales of solar power systems, including projects under sales contracts subject to conditions precedent, and EPC agreements for developed projects that the Company is constructing or expects to construct. The Company expects to recognize \$148.4 million of revenue for such contracts upon transfer of control of the projects.

Project	Revenue Category	EPC Contract/Partner Developed Project	Expected Year Revenue Recognition Will Be Completed	Percentage of Revenue Recognized
Joint Base Anacostia Bolling (JBAB)	Solar power systems sales and EPC services	Constellation	2018	98.0%

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Miyagi Osato Solar Park	Solar power systems sales and EPC services	SB Energy and TOTAL Solar	2018	85.0%
Distribution Generation	Solar power systems sales and EPC services	Various	2020	72.4% <sup>1</sup>
Power Plant Development Projects	Solar power systems sales and EPC services	Clearway	2022	60.0% <sup>1</sup>

<sup>1</sup>Denotes average percentage of revenue recognized.

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As of September 30, 2018, the Company entered into contracts with customers for the future sale of modules and components for an aggregate transaction price of \$336.2 million, the substantial majority of which the Company expects to recognize as revenue through 2019. As of September 30, 2018, the Company had entered into O&M contracts of utility-scale PV solar power systems. The Company expects to recognize \$10.5 million of revenue during the non-cancellable term of these O&M contracts over an average period of three months.

## Note 4. DIVESTITURE

## Divestment of Microinverter Business

On August 9, 2018, the Company completed the sale to Enphase of certain assets and intellectual property related to the production of microinverters in exchange for \$25.0 million in cash and 7.5 million shares of Enphase common stock (the "Closing Shares"), pursuant to an Asset Purchase Agreement (the "Purchase Agreement") entered into on June 12, 2018. The Company received the Closing Shares and \$15.0 million cash payment upon closing, and expects to receive the final \$10.0 million cash payment of the purchase price on or before December 10, 2018.

In addition, in connection with the closing of the Purchase Agreement, Enphase and the Company entered into a master supply agreement ("MSA") under which SunPower will exclusively procure module-level power electronics and related equipment for use in the U.S. residential market from Enphase for a period of five years. The MSA contains certain minimum volume and pricing commitments and exclusivity provisions, the breach of which would entitle Enphase to certain liquidated damages. The initial term of the MSA is through December 31, 2023, and the MSA term shall automatically be extended for successive two-year periods unless either party provides written notice of non-renewal. The MSA also includes customary provisions relating to requirements forecasting, warranty, liability, and quality assurance provisions. In accordance with the Company's consideration of the terms of this arrangement and analysis of market pricing for products covered by the MSA, the Company believes the MSA is consistent with market-based terms observed in the module-level power electronics market.

In connection with the closing of the Purchase Agreement, the Company and Enphase also entered in a Stockholders Agreement to establish certain SunPower rights and obligations related to the Closing Shares, including SunPower's right to appoint one person to the Enphase board of directors, a six-month lock up period, certain additional transfer restrictions on the Closing Shares, registration rights, and voting, standstill and other undertakings by SunPower.

Upon closing of this transaction, the Company recognized a gain which is summarized in the following table:

(In thousands)	As of August 9, 2018
Cash consideration	\$25,000
Closing shares	42,600
Less transaction costs	(1,743 )
Total consideration	65,857
Assets sold	(6,510 )
Gain on business divestiture	\$ 59,347

The Company utilized the quoted price in active markets for the acquired Enphase common stock (a Level 1 input under the fair value measurement standards) to value the Closing Shares. During the three and nine months ended September 30, 2018, the Company recognized a \$59.3 million gain on business divestiture included on the Condensed Consolidated Statements of Operations.





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## Note 5. OTHER INTANGIBLE ASSETS

## Other Intangible Assets

The following tables present details of the Company's acquired other intangible assets:

(In thousands)	Gross	Accumulated Amortization	Net
As of September 30, 2018:			
Patents and purchased technology	\$42,773	\$ (28,274 )	\$ 14,499

As of December 31, 2017:

Patents and purchased technology	\$52,313	\$ (26,794 )	\$ 25,519
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In connection with the divestment of the Company's microinverter business on August 9, 2018, the Company disposed intangible assets with gross amount of \$10.2 million and net book value of \$4.1 million. Refer to "Note 4. Divestiture" for further details on the transaction.

During the three and nine months ended September 30, 2018, aggregate amortization expense for intangible assets totaled \$2.3 million and \$7.6 million, respectively. During the three and nine months ended October 1, 2017, aggregate amortization expense for intangible assets totaled \$3.0 million and \$10.5 million, respectively.

As of September 30, 2018, the estimated future amortization expense related to intangible assets with finite useful lives is as follows:

(In thousands)	Amount
Fiscal Year	
2018 (remaining three months)	\$2,031
2019	7,704
2020	4,749
Thereafter	15
Total future amortization expense	\$ 14,499

## Note 6. BALANCE SHEET COMPONENTS

## Accounts Receivable, Net

(In thousands)	As of	
	September 30, 2018	December 31, 2017
Accounts receivable, gross <sup>1,2</sup>	\$253,476	\$ 242,327
Less: allowance for doubtful accounts <sup>3</sup>	(30,296 )	(35,387 )
Less: allowance for sales returns	(4,144 )	(1,974 )
Accounts receivable, net	\$219,036	\$ 204,966

<sup>1</sup>Includes short-term financing receivables held for sale associated with solar power systems leased of \$23.0 million and \$19.1 million as of September 30, 2018 and December 31, 2017, respectively (see "Note 7. Leasing").

<sup>2</sup>The Company pledged accounts receivable of \$1.4 million and \$1.7 million as of September 30, 2018 and December 31, 2017, respectively, to third-party investors as security for the Company's contractual obligations.

<sup>3</sup>Includes allowance for losses of \$10.2 million on the short-term financing receivables associated with solar power systems leased, out of which \$1.7 million and \$4.4 million were recognized during the three and nine months ended September 30, 2018, respectively (see "Note 7. Leasing").

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## Inventories

(In thousands)	As of	
	September 30, 2018	December 31, 2017
Raw materials	\$56,853	\$ 59,288
Work-in-process	69,554	111,164
Finished goods	256,481	182,377
Inventories	\$382,888	\$ 352,829

## Prepaid Expenses and Other Current Assets

(In thousands)	As of	
	September 30, 2018	December 31, 2017
Deferred project costs <sup>1</sup>	\$27,303	\$ 33,534
VAT receivables, current portion	10,243	11,561
Deferred costs for solar power systems to be leased	27,359	25,076
Derivative financial instruments	281	2,612
Other receivables	44,301	49,015
Prepaid taxes	580	426
Other prepaid expenses	19,932	23,434
Other current assets	399	551
Prepaid expenses and other current assets	\$130,398	\$ 146,209

<sup>1</sup>As of September 30, 2018 and December 31, 2017, the Company had pledged deferred project costs of \$1.0 million, and \$2.9 million, respectively, to third-party investors as security for the Company's contractual obligations.

## Project Assets - Plants and Land

(In thousands)	As of	
	September 30, 2018	December 31, 2017
Project assets — plants	\$80,024	\$ 90,879
Project assets — land	1,355	12,184
Project assets - plants and land	\$81,379	\$ 103,063
Project assets — plants and land, current portion	\$81,215	\$ 103,063

As a result of the Company's evaluation of its ability to recover the costs incurred to date for its solar development assets, management determined that \$24.7 million of costs should be written off. Such charges were recorded as a component of cost of goods sold for the three months ended April 1, 2018. While the Company considered all reasonably available information, the estimate includes significant risks and uncertainties as the pricing environment in the solar industry is currently volatile with increased uncertainty brought about by the tariffs imposed pursuant to the Section 201 trade case. During the three months ended September 30, 2018, the Company entered into an arrangement with a customer to sell its remaining U.S. power plant development portfolio. Based on the various performance obligations in the arrangement and the Company's estimates of variable considerations it is entitled to upon achievement of certain performance milestones, the Company recognized the majority of the gross profit of \$20.9 million during the three months ended September 30, 2018, when control over the assets transferred to the customer.



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## Property, Plant and Equipment, Net

(In thousands)	As of	
	September 30, 2018	December 31, 2017
Manufacturing equipment	\$98,626	\$406,026
Land and buildings	134,884	197,084
Leasehold improvements	119,301	297,522
Solar power systems <sup>2</sup>	487,866	451,678
Computer equipment	100,407	111,183
Furniture and fixtures	10,430	12,621
Construction-in-process	11,630	14,166
Property, plant and equipment, gross	963,144	1,490,280
Less: accumulated depreciation	(202,554 )	(342,435 )
Property, plant and equipment, net <sup>1</sup>	\$760,590	\$1,147,845

<sup>1</sup>Includes a non-cash impairment charge of \$369.2 million recorded during the second quarter of fiscal 2018 associated with upstream asset group, which excludes all solar power systems as these are part of the downstream asset group. Impairment and accumulated depreciation are included in each asset category, representing the new cost basis in accordance with ASC 360.

<sup>2</sup>Includes \$454.3 million and \$419.0 million of solar power systems associated with sale-leaseback transactions under the financing method as of September 30, 2018 and December 31, 2017, respectively, which are depreciated using the straight-line method to their estimated residual values over the lease terms of up to 25 years (see "Note 7. Leasing").

## Property, Plant and Equipment, Net, by Geography

(In thousands)	As of	
	September 30, 2018	December 31, 2017
United States	\$488,128	\$488,970
Philippines	106,792	325,601
Malaysia	129,295	233,824
Mexico	23,884	80,560
Europe	12,358	18,767
Other	133	123
Property, plant and equipment, net, by geography <sup>1</sup>	\$760,590	\$1,147,845

<sup>1</sup>Property, plant and equipment, net by geography is based on the physical location of the assets.

## Impairment of Property, Plant and Equipment

In the second quarter of fiscal 2018, the Company announced its proposed plan to change its corporate structure into upstream and downstream business units, and long-term strategy to upgrade its IBC technology to next generation technology ("NGT"). Accordingly, the Company expects to upgrade the equipment associated with its manufacturing operations for the production of NGT over the next several years. Because of these planned changes that will impact the utilization of its manufacturing assets and continued pricing challenges in the industry, the Company determined that indicators of impairment existed and therefore performed a recoverability test by estimating future undiscounted net cash flows expected to be generated from the use of these asset groups. Based on the test performed, the Company determined that its estimate of future undiscounted net cash flows was insufficient to recover the carrying value of the upstream business unit's assets and consequently performed an impairment analysis by comparing the carrying value of the asset group to its estimated fair value.

In estimating the fair value of the long-lived assets, the Company made estimates and judgments that it believes reasonable market participants would make, using Level 3 inputs under ASC 820. The impairment evaluation utilized a discounted cash flow analysis inclusive of assumptions for forecasted profit, operating expenses, capital expenditures, remaining useful life of the Company's manufacturing assets, a discount rate, as well as market and cost approach valuations performed by a third-party valuation specialist, all of which require significant judgment by management.

In accordance with such evaluation, the Company recognized a non-cash impairment charge of \$369.2 million for the second quarter of fiscal 2018 and for the nine months ended September 30, 2018. The total impairment loss was allocated to the long-lived assets of the group on a pro rata basis using the relative carrying amounts of those assets, except that the loss

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allocated to an individual long-lived asset of the group did not reduce the carrying amount of that asset below its determined fair value. As a result, non-cash impairment charges of \$355.1 million, \$12.8 million and \$1.2 million were allocated to "Cost of revenue", "Research and development" and "Sales, general and administrative", respectively, on the condensed consolidated statement of operations for the second quarter of fiscal 2018 and for the nine months ended September 30, 2018 based on the departments such assets are servicing. Further, the \$355.1 million non-cash impairment charge within "Cost of revenue" was allocated among the Company's three end-customer segments based on megawatts deployed in the second quarter of fiscal 2018. As a result, non-cash impairment charges of \$92.5 million, \$103.8 million and \$158.8 million were allocated to the Residential Segment, Commercial Segment and Power Plant Segment, respectively, for the second quarter of fiscal 2018 and for the nine months ended September 30, 2018.

## Other Long-term Assets

(In thousands)	As of	
	September 30, 2018	December 31, 2017
Equity investments with readily determinable fair value	36,375	—
Equity investments without readily determinable fair value	31,739	35,840
Equity method investments <sup>1</sup>	39,189	450,000
Other <sup>2</sup>	69,368	60,858
Other long-term assets	\$176,671	\$ 546,698

<sup>1</sup>On June 19, 2018, the Company completed the sale of its equity interest in the 8point3 Group. As of September 30, 2018 and December 31, 2017, the Company's investment in the 8point3 Group had a carrying value of zero and \$382.7 million, respectively (see "Note 11. Equity Investments").

<sup>2</sup>As of September 30, 2018 and December 31, 2017, the Company had pledged deferred project costs of \$6.2 million and \$6.4 million, respectively, to third-party investors as security for the Company's contractual obligations.

## Accrued Liabilities

(In thousands)	As of	
	September 30, 2018	December 31, 2017
Employee compensation and employee benefits	\$37,367	\$ 53,225
Deferred revenue <sup>1</sup>	2,008	3,242
Interest payable	14,862	15,396
Short-term warranty reserves	28,211	25,222
Restructuring reserve	10,270	3,886
VAT payables	7,627	8,691
Derivative financial instruments	322	1,452
Legal expenses	26,253	48,503
Taxes payable	21,050	21,307
Liability due to supply agreement	19,098	21,389
Other	34,755	26,895
Accrued liabilities	\$201,823	\$ 229,208

<sup>1</sup>Consists of advance consideration received from customers under the residential lease program which is accounted for in accordance with the lease accounting guidance.





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## Other Long-term Liabilities

(In thousands)	As of	
	September 30, 2018	December 31, 2017
Deferred revenue <sup>1</sup>	\$59,024	\$ 67,001
Long-term warranty reserves	144,399	156,082
Long-term sale-leaseback financing	513,878	479,597
Unrecognized tax benefits	20,761	19,399
Long-term pension liability	5,078	4,465
Derivative financial instruments	262	1,175
Long-term liability due to supply agreement	45,360	57,611
Other	15,123	18,792
Other long-term liabilities	\$803,885	\$ 804,122

<sup>1</sup>Consists of advance consideration received from customers under the residential lease program which is accounted for in accordance with the lease accounting guidance.

## Accumulated Other Comprehensive Loss

(In thousands)	As of	
	September 30, 2018	December 31, 2017
Cumulative translation adjustment	\$(9,077)	\$ (6,631 )
Net unrealized gain (loss) on derivatives	1,732	(541 )
Net gain on long-term pension liability adjustment	4,164	4,164
Deferred taxes	(420 )	—
Accumulated other comprehensive loss	\$(3,601)	\$ (3,008 )

## Note 7. LEASING

## Residential Lease Program

The Company offers a solar lease program, which provides U.S. residential customers with SunPower systems under 20-year lease agreements that include system maintenance and warranty coverage. Leases are classified as either operating or sales-type leases in accordance with the relevant accounting guidelines.

## Operating Leases

The following table summarizes "Solar power systems leased and to be leased, net" under operating leases on the Company's Condensed Consolidated Balance Sheets as of September 30, 2018 and December 31, 2017:

(In thousands)	As of	
	September 30, 2018	December 31, 2017
Solar power systems leased and to be leased, net <sup>1,2</sup> :		
Solar power systems leased	\$812,602	\$ 749,697
Solar power systems to be leased	18,002	26,830
	830,604	776,527
Less: accumulated depreciation and impairment <sup>3</sup>	(467,986 )	(407,309 )
Solar power systems leased and to be leased, net	\$362,618	\$ 369,218

<sup>1</sup>Solar power systems leased and to be leased, net are physically located exclusively in the United States.

<sup>2</sup>As of September 30, 2018 and December 31, 2017, the Company had pledged solar assets with an aggregate book value of \$106.4 million and \$112.4 million, respectively, to third-party investors as security for the Company's contractual obligations. The book value of pledged assets represents assets legally held by the respective flip partnerships.

<sup>3</sup> For the nine months ended September 30, 2018, the Company recognized a non-cash impairment charge of \$68.1 million on solar power systems leased and to be leased.

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The following table presents the Company's minimum future rental receipts on operating leases placed in service as of September 30, 2018:

(In thousands)	Fiscal 2018 (remaining three months)	Fiscal 2019	Fiscal 2020	Fiscal 2021	Fiscal 2022	Thereafter	Total
Minimum future rentals on operating leases placed in service <sup>1</sup>	\$ 10,262	\$37,851	\$37,933	\$38,019	\$38,108	\$515,175	\$677,348

<sup>1</sup>Minimum future rentals on operating leases placed in service does not include contingent rentals that may be received from customers under agreements that include performance-based incentives.

## Sales-Type Leases

As of September 30, 2018 and December 31, 2017, the Company's net investment in sales-type leases presented within "Accounts receivable, net" and "Long-term financing receivables, net" on the Company's Condensed Consolidated Balance Sheets was as follows:

(In thousands)	As of September 30, 2018	As of December 31, 2017
Financing receivables, held for sale <sup>1</sup> :		
Minimum lease payments receivable <sup>2</sup>	\$860,921	\$ 690,249
Unguaranteed residual value	92,146	73,344
Unearned income	(145,042 )	(115,854 )
Allowance for estimated losses	(396,957 )	(297,972 )
Net financing receivables, held for sale	\$411,068	\$ 349,767
Net financing receivables - current, held for sale	\$23,047	\$ 19,095
Net financing receivables - non-current held for sale	\$388,021	\$ 330,672

<sup>1</sup>As of September 30, 2018 and December 31, 2017, the Company had pledged financing receivables of \$110.7 million and \$113.4 million, respectively, to third-party investors as security for the Company's contractual obligations. The book value of pledged assets represents assets legally held by the respective flip partnerships.

<sup>2</sup>Net of allowance for doubtful accounts amounting to \$8.3 million and \$6.1 million, as of September 30, 2018 and December 31, 2017, respectively.

As of September 30, 2018, future maturities of net financing receivables for sales-type leases were as follows:

(In thousands)	Fiscal 2018 (remaining three months)	Fiscal 2019	Fiscal 2020	Fiscal 2021	Fiscal 2022	Thereafter	Total
Scheduled maturities of minimum lease payments receivable <sup>1</sup>	\$ 12,681	\$45,260	\$45,630	\$46,002	\$46,385	\$664,963	\$860,921

<sup>1</sup>Minimum future rentals on sales-type leases placed in service does not include contingent rentals that may be received from customers under agreements that include performance-based incentives.

## Impairment of Residential Lease Assets

The Company evaluates its long-lived assets, including property, plant and equipment, solar power systems leased and to be leased, and other intangible assets with finite lives, for impairment whenever events or changes in circumstances indicate that the carrying value of such assets may not be recoverable. Factors considered important that could result in an impairment review include significant under-performance relative to expected historical or projected future operating results, significant changes in the manner of use of acquired assets, and significant negative industry or economic trends. The Company's

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impairment evaluation of long-lived assets includes an analysis of estimated future undiscounted net cash flows expected to be generated by the assets over their remaining estimated useful lives. If the Company's estimate of future undiscounted net cash flows is insufficient to recover the carrying value of the assets over the remaining estimated useful lives, it records an impairment loss in the amount by which the carrying value of the assets exceeds the fair value. Fair value is generally measured based on either quoted market prices, if available, or discounted cash flow analysis.

Financing receivables are generated by solar power systems leased to residential customers under sales-type leases. Financing receivables represent gross minimum lease payments to be received from customers over a period commensurate with the remaining lease term and the system's estimated residual value, net of unearned income and allowance for estimated losses. The Company's evaluation of the recoverability of these financing receivables is based on evaluation of the likelihood, based on current information and events, and whether the Company will be able to collect all amounts due according to the contractual terms of the underlying lease agreements. In accordance with this evaluation, the Company recognizes an allowance for losses on financing receivables based on its estimate of the amount equal to the probable losses net of recoveries. The combination of the leased solar power systems discussed in the preceding paragraph together with the lease financing receivables is referred to as the "residential lease portfolio."

In conjunction with its efforts to generate more available liquid funds and simplify its balance sheets, the Company made the decision to sell a portion of its interest in the residential lease portfolio and engaged an external investment banker to assist with its related marketing efforts in the fourth quarter of fiscal 2017. As a result of these events, in the fourth quarter of fiscal 2017, the Company determined it was necessary to evaluate the potential for impairment in its ability to recover the carrying amount of its residential lease portfolio.

In proceeding with the impairment evaluation, the Company determined that financing receivables related to sales-type leases, which were previously classified as held for investment, qualified as held for sale based on the Company's decision to sell a portion of its interest in the residential lease portfolio. Accordingly, the Company recognized an allowance for estimated losses for the amount by which cost exceeded fair value. In addition, the Company reviewed the cash flows it would expect to derive from the underlying asset that it recovers from the lessees (unguaranteed residual value). Due to the Company's planned sale of a portion of its residential lease portfolio and based on the indication of value received, the Company determined that the decline in estimated residual value was other than temporary.

The Company first performed a recoverability test for the assets subject to operating leases by estimating future undiscounted net cash flows expected to be generated by the assets, based on its own specific alternative courses of action under consideration. The alternative courses were either to sell or refinance the assets subject to operating leases, or hold the assets until the end of their previously estimated useful lives. Upon consideration of the alternatives, the Company considered the probability of selling the assets subject to operating leases and factored the indicative value obtained from a prospective purchaser together with the probability of retaining the assets and the estimated future undiscounted net cash flows expected to be generated by holding the assets until the end of their previously estimated useful lives in the recoverability test. Based on the evaluation performed, the Company determined that as of December 31, 2017, the estimate of future undiscounted net cash flows was insufficient to recover the carrying value of the assets subject to operating leases, and consequently performed an impairment analysis by comparing the carrying value of the assets to their estimated fair value.

The Company computed the fair value for the financing receivables associated with sales-type leases and long-lived assets subject to operating leases using consistent methodology and assumptions that market participants would use in their estimates of fair value. The estimates and judgments about future cash flows were made using an income approach defined as Level 3 inputs under fair value measurement standards. The impairment evaluation was based on

the income approach (specifically a discounted cash flow analysis) and included assumptions for, among others, forecasted contractual lease income, lease expenses, residual value of these lease assets and long-term discount rates, and forecasted default rates over the lease term and discount rates, all of which require significant judgment by management.

As of September 30, 2018, the Company is in the process of finalizing the deal terms with the intended purchaser. Accordingly, the Company updated the impairment evaluation discussed above to include new leases that were placed in service since the last evaluation was performed. In accordance with such evaluation, the Company recognized an additional non-cash impairment charge of \$53.5 million and \$170.9 million as "Impairment of residential lease assets" on the Condensed Consolidated Statement of Operations for the third quarter of fiscal 2018 and the nine months ended September 30, 2018, respectively. Due to the fact that the residential lease portfolio assets are held in partnership flip structures with noncontrolling interests, the Company allocated a portion of the impairment charge related to such noncontrolling interests through the hypothetical liquidation at book value ("HLBV") method. The allocation method applied to the noncontrolling interests and redeemable noncontrolling interests resulted in a net gain of \$1.9 million and a net loss of \$12.0 million for the three and nine months ended September 30, 2018, respectively. As a result, the net impairment charges attributable to SunPower stockholders

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totaled \$55.4 million and \$158.9 million for the three and nine months ended September 30, 2018, respectively, and were recorded within the Residential Segment.

The impairment evaluation includes uncertainty because it requires management to make assumptions and to apply judgment to estimate future cash flows and assumptions. If actual results are not consistent with the Company's estimates and assumptions used in estimating future cash flows and asset fair values, and if and when a divestiture transaction occurs, the details and timing of which are subject to change as the final terms are negotiated between the Company and the intended purchaser, the Company may be exposed to additional impairment charges in the future, which could be material to the results of operations.

### Sale-Leaseback Arrangements

The Company enters into sale-leaseback arrangements under which solar power systems are sold to third parties and subsequently leased back by the Company over lease terms of up to 25 years. Separately, the Company enters into PPAs with end customers, who host the leased solar power systems and buy the electricity directly from the Company under PPAs with terms of up to 25 years. At the end of the lease term, the Company has the option to purchase the systems at fair value or may be required to remove the systems and return them to the third parties.

The Company has classified its sale-leaseback arrangements of solar power systems not involving integral equipment as operating leases for which the deferred profit on the sale of these systems is recognized over the term of the lease. As of September 30, 2018, future minimum lease obligations associated with these systems were \$67.3 million, which will be recognized over the minimum lease terms. Future minimum payments to be received from customers under PPAs associated with the solar power systems under sale-leaseback arrangements classified as operating leases will also be recognized over the lease terms of up to 25 years and are contingent upon the amounts of energy produced by the solar power systems.

Certain sale-leaseback arrangements of solar power systems involve integral equipment, as defined under the accounting guidance for such transactions, as the Company has continuing involvement with the solar power systems throughout the lease due to purchase option rights in the arrangements. As a result of such continuing involvement, the Company accounts for each of these transactions as a financing. Under the financing method, the proceeds received from the sale of the solar power systems are recorded by the Company as financing liabilities. The financing liabilities are subsequently reduced by the Company's payments to lease back the solar power systems, less interest expense calculated based on the Company's incremental borrowing rate adjusted to the rate required to prevent negative amortization. The solar power systems under the sale-leaseback arrangements remain on the Company's balance sheet and are classified within "Property, plant and equipment, net" (see "Note 6. Balance Sheet Components"). As of September 30, 2018, future minimum lease obligations for the sale-leaseback arrangements accounted for under the financing method were \$433.8 million, which will be recognized over the lease terms of up to 30 years. During the three and nine months ended September 30, 2018 the Company had net financing proceeds of \$15.5 million and \$32.3 million, respectively, in connection with these sale-leaseback arrangements. During the three and nine months ended October 1, 2017, the Company had net financing proceeds of \$53.7 million and \$95.7 million, respectively, in connection with these sale-leaseback arrangements. As of September 30, 2018 and December 31, 2017, the carrying amount of the sale-leaseback financing liabilities presented within "Other long-term liabilities" on the Company's Condensed Consolidated Balance Sheets was \$513.9 million and \$479.6 million, respectively (see "Note 6. Balance Sheet Components").

### Note 8. FAIR VALUE MEASUREMENTS



Fair value is estimated by applying the following hierarchy, which prioritizes the inputs used to measure fair value into three levels and bases the categorization within the hierarchy upon the lowest level of input that is available and significant to the fair value measurement (observable inputs are the preferred basis of valuation):

• Level 1 — Quoted prices in active markets for identical assets or liabilities.

• Level 2 — Measurements are inputs that are observable for assets or liabilities, either directly or indirectly, other than quoted prices included within Level 1.

• Level 3 — Prices or valuations that require management inputs that are both significant to the fair value measurement and unobservable.

#### Assets and Liabilities Measured at Fair Value on a Recurring Basis

The Company measures certain assets and liabilities at fair value on a recurring basis. There were no transfers between fair value measurement levels during any presented period. The Company did not have any assets or liabilities measured at fair value on a recurring basis requiring Level 3 inputs as of September 30, 2018 or December 31, 2017.

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The following table summarizes the Company's assets and liabilities measured and recorded at fair value on a recurring basis as of September 30, 2018 and December 31, 2017:

(In thousands)	September 30, 2018			December 31, 2017	
	Total Fair Value	Level 2	Level 1	Total Fair Value	Level 2
Assets					
Prepaid expenses and other current assets:					
Derivative financial instruments (Note 13)	\$281	\$281	\$	—\$2,579	\$2,579
Other long-term assets:					
Marketable equity investments (Note 11)	36,375	—	36,375	—	—
Derivative financial instruments (Note 13)	2,142	2,142	—		