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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 20, 2013

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**M/A-COM Technology Solutions Holdings, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation or organization)

**001-35451**  
(Commission  
File Number)

**27-0306875**  
(I.R.S. Employer  
Identification No.)

**100 Chelmsford Street**  
**Lowell, Massachusetts**  
(Address of principal executive offices)

**01851**  
(Zip Code)

Registrant's telephone number, including area code: (978) 656-2500

**Not Applicable**  
(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 7.01. Regulation FD Disclosure.**

On November 20, 2013, M/A-COM Technology Solutions Holdings, Inc. (the "Company") updated the corporate overview slide presentation posted to the Investors section of the Company's website at [www.macomtech.com](http://www.macomtech.com). A copy of the presentation is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

<u>Exhibit Number</u>	<u>Description</u>
99.1	M/A-COM Technology Solutions Holdings, Inc. Presentation dated November 2013.

**SIGNATURES**

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

**M/A-COM TECHNOLOGY SOLUTIONS HOLDINGS, INC.**

Dated: November 20, 2013

By: /s/ Conrad Gagnon

Conrad Gagnon

*Senior Vice President and Chief Financial Officer*

EXHIBIT INDEX

Exhibit  
Number

Description

99.1 M/A-COM Technology Solutions Holdings, Inc. Presentation dated November 2013.

**MACOM**<sup>TM</sup>

*Partners in RF & Microwave*



**M/A-COM Technology Solutions (MTSI)**

November 2013

## Forward-Looking Statement Safe Harbor and Use of Non-GAAP Financial Measures

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This presentation contains forward-looking statements based on management's beliefs and assumptions and on information currently available to our management. Forward-looking statements include, among others, statements concerning the Mindspeed transaction, including those regarding the potential date of closing of the acquisition, and any potential benefits and synergies, strategic plans, divestitures, restructuring, cost savings, accretion, and financial and business expectations associated with the acquisition, as well as any other statements regarding our plans, beliefs or expectations regarding the transaction or its future business or financial results. Forward-looking statements include all statements that are not historical facts and generally may be identified by terms such as "anticipates," "believes," "could," "estimates," "expects," "intends," "may," "plans," "potential," "predicts," "projects," "seeks," "should," "will," "would" or similar expressions and the negatives of those terms.

Our forward-looking statements are subject to assumptions, risks and uncertainties, and are not guarantees of future results. Actual results may differ materially from the outcomes stated or implied by our forward-looking statements based on any assumptions and risk factors we may mention today or otherwise, including the factors set forth in the press release we issued November 5, 2013 related to the Mindspeed acquisition, our Quarterly Report on Form 10-Q filed with the SEC on August 5, 2013, and other information we file with the SEC, which are publicly-available on the SEC's EDGAR database located at [www.sec.gov](http://www.sec.gov). We undertake no obligation to update these statements at a later date. All projections in this presentation are made as of November 5, 2013 only and are not being reaffirmed hereby. MACOM undertakes no obligation to update them at any future date.

We make references in this presentation to certain financial information calculated on a basis other than in accordance with accounting principles generally accepted in the United States (GAAP). These non-GAAP measures are provided as additional insight into on-going financial performance and to enhance the user's overall understanding of the potential impact of the Mindspeed acquisition. These non-GAAP measures are provided in addition to, and not as a substitute for, or superior to, measures of financial performance prepared in accordance with GAAP. See reconciliation of MACOM results to the nearest GAAP measure in the appendix. We are unable to provide a quantitative reconciliation for certain non-GAAP measures presented herein to the most directly comparable GAAP measure because we cannot reliably forecast acquisition, integration and other costs related to the Mindspeed acquisition, which are difficult to predict and estimate. We do not provide a reconciliation for Mindspeed's historical non-GAAP information presented.

Our fiscal year end is the Friday closest to September 30th. Fiscal year 2014 will be a 53-week year and the first quarter of fiscal year 2014 will have 14 weeks.



## Tender Offer Information

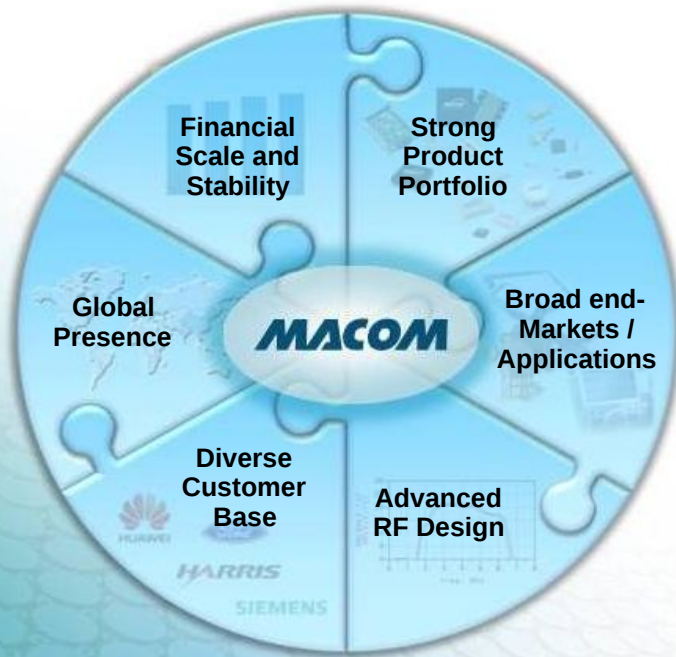
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This communication is for informational purposes only and is not an offer to purchase any shares of Mindspeed or a solicitation of an offer to sell securities. MACOM and Micro Merger Sub, Inc. have filed a tender offer statement on Schedule TO, including an offer to purchase, a letter of transmittal and related documents, with the United States Securities and Exchange Commission (the "SEC") and Mindspeed has filed a solicitation/recommendation statement on Schedule 14D-9 with the SEC. The tender offer statement (including an offer to purchase, a related letter of transmittal and other offer documents) and the solicitation/recommendation statement contains important information that should be read carefully before any decision is made with respect to the tender offer. Such materials are available to Mindspeed stockholders at no expense to them by written request to Georgeson Inc., 480 Washington Blvd., 26th Floor, Jersey City, NJ 07310 or by calling (866) 295-3782 (toll-free). In addition, such materials (and all other offer documents filed with the SEC) are available at no charge on the SEC's website at [www.sec.gov](http://www.sec.gov).

The logo for MACOM, featuring the word "MACOM" in a bold, blue, sans-serif font. The background of the page features a decorative pattern of overlapping, light blue, rounded shapes that resemble scales or a mesh, which is partially obscured by the logo.

# Company Snapshot

MACOM is a leading supplier of high performance RF,  $\mu$ W, and mmW products



- Strong catalog business with 2,700+ products
- Advanced RF design capabilities solving difficult and complex challenges
- Established customer base of 6,000+ customers
- \$319mm of FY13 revenue

*RF,  $\mu$ W and mmW franchise built on 60+ years of innovation*

**MACOM**



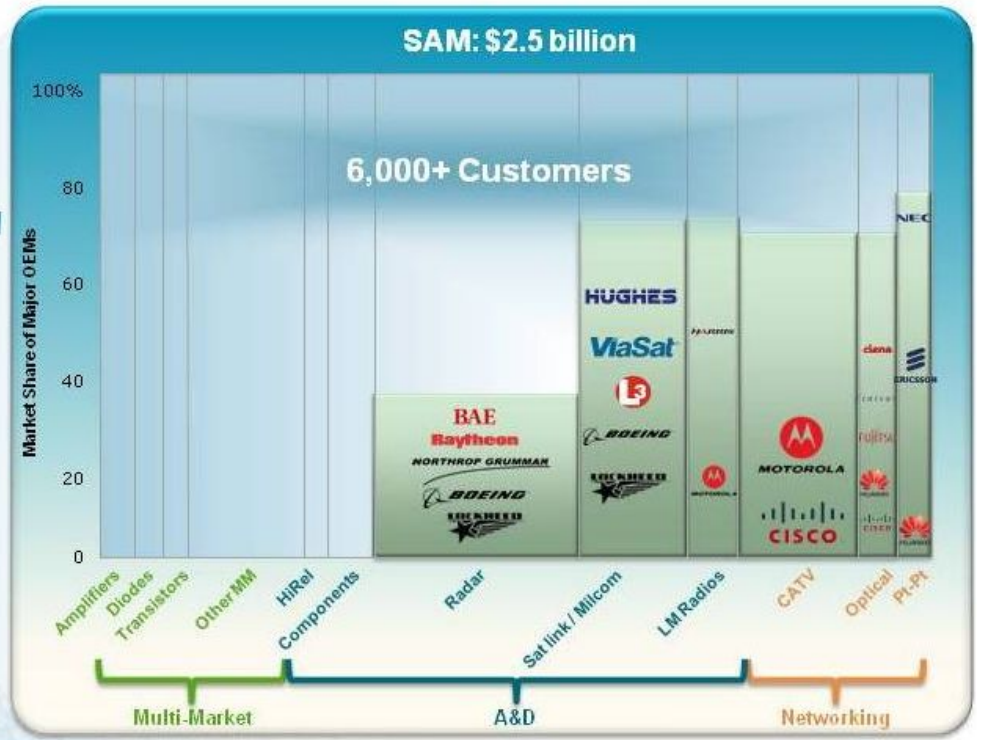
# Company Highlights

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- Leader in high performance RF,  $\mu$ W and mmW analog semiconductors
- Broad catalog business of long lifecycle products serving large and diverse end markets
- Focused R&D investments in high-growth, high-margin applications
- Growth and richer product mix driving gross and operating margin expansion
- Scalable “fab-lite” manufacturing model with differentiated domestic manufacturing
- Strong balance sheet, cash flow and return on capital
- Announced definitive agreement to acquire Mindspeed Technologies, Inc. (NASDAQ: MSPD), with an anticipated closing in December, 2013

The logo for MACOM, featuring the word "MACOM" in a bold, blue, sans-serif font.

# Leader in High Performance RF, $\mu$ W and mmW



**Broad catalog portfolio and breadth of channel**

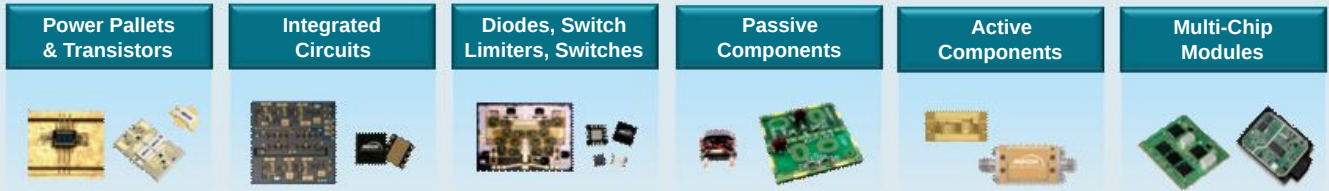
Source: MACOM estimates based on internal and external (WSTS, ABI Research, Strategy Analytics, Engalco, Ovum, Infineonics, ETL, NSR, Yole) sources



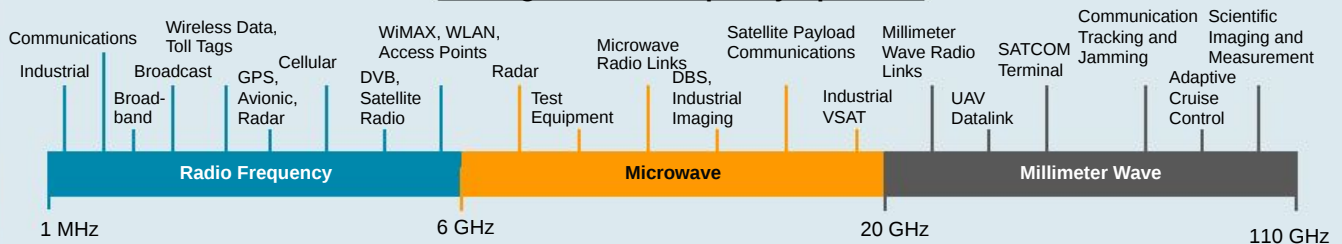
# Broad Catalog of Specialized Products

- *Sticky, value-added technologies*
- *Advanced RF,  $\mu$ W and mmW engineering competencies*
- *Long product lifecycles*

## Diverse Array of Products and Form Factors



## Serving a Broad Frequency Spectrum



# Blended Organic Growth Model Targets 2-3x Market CAGR



Source: MACOM estimates based on internal and external (WSTS, ABI Research, Strategy Analytics, Engalco, Ovum, Infonetics, EJI, NSR, Yole, Moody's, Dell 'Oro) sources

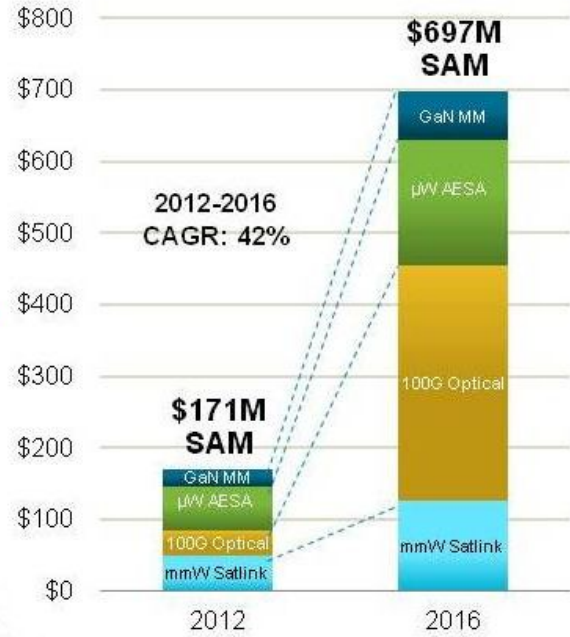


# Investment Focused on High Growth, High Margin<sup>(1)</sup> Products

## Deep Commitment to Technology Leadership

- R&D focused on high growth opportunities with disruptive technologies
- M&A delivering high growth opportunities based on SiGe and GaN technologies
- New products targeting GM ranging from low 60% to mid 80% – many exceed 70%

## Focused on Selected High-Growth Opportunities



**New products target 70+% gross margins**

Source: MACOM estimates based on internal and external (ABI Research, Strategy Analytics, Engalco, NSR, Dell'Oro) sources  
 (1) Gross margin is on non-GAAP basis.



# Large and Diverse End Markets

## Automotive – 25%



Advanced driver assistance for navigation, fuel efficiency and reduced emissions



## A&D – 28%



Demand for improved situational awareness on the modern battlefield



## Multi-market – 21%



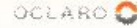
Servicing transition from GaAs to GaN technologies



## Networks – 26%



Driven by cloud computing, streaming video and mobile Internet devices



Note: Percentage of revenue for FY Q4'13.



# Mindspeed Acquisition: Strategic Rationale



- 1 Aligns with core growth strategy in networking and 100G optical markets
- 2 Consistent with MACOM's high performance analog business model – high margins, long lifecycles and sticky customer relationships
- 3 Complements MACOM's strong US presence by adding a broad customer footprint and sales channel in Asia Pacific
- 4 Expands addressable market with high-growth, high-margin SiGe products and technology
- 5 Expected to be immediately accretive to gross margin and EPS with strong operational synergies

# Proposed Mindspeed Acquisition Will Add Enterprise

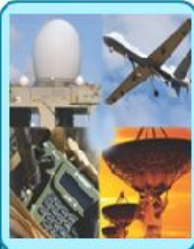
## Automotive



Advanced driver assistance for navigation, fuel efficiency and reduced emissions



## A&D



Demand for improved situational awareness on the modern battlefield

NORTHROP GRUMMAN



## Multi-market



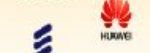
Servicing transition from GaAs to GaN technologies



## Networks



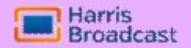
Driven by cloud computing, streaming video and mobile Internet devices



## Enterprise



Demand for low latency and high bandwidth for eCommerce and the Internet of Things

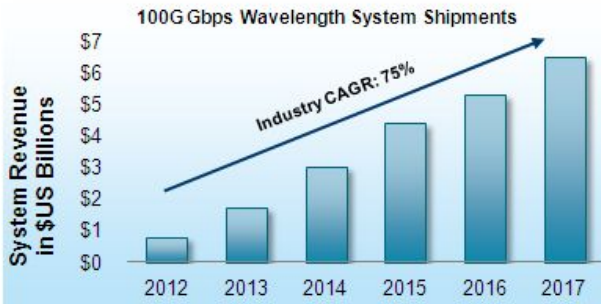


**MACOM**



# Enterprise – 100G Optical

## 100G IN THE NETWORK



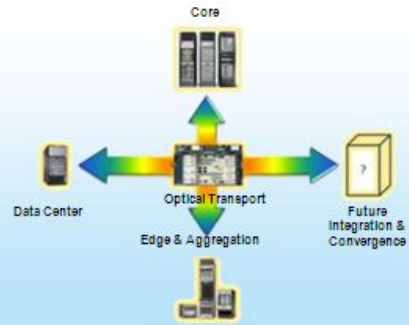
## PRODUCTS & TECHNOLOGY



Source: MACOM estimates based on internal and external (Infonetics, Dell'Oro) sources

**MACOM**

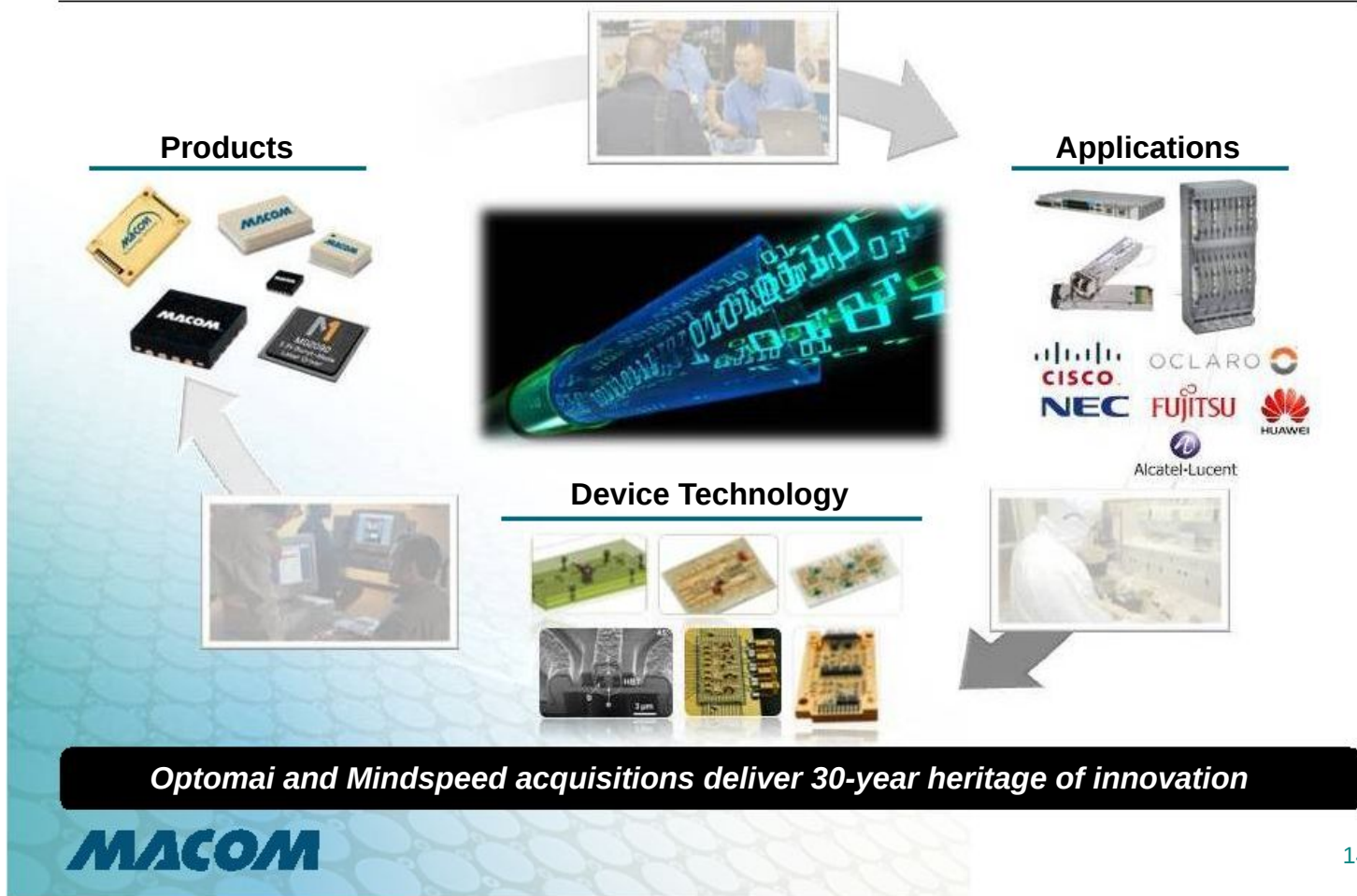
## APPLICATIONS



## KEY CUSTOMERS



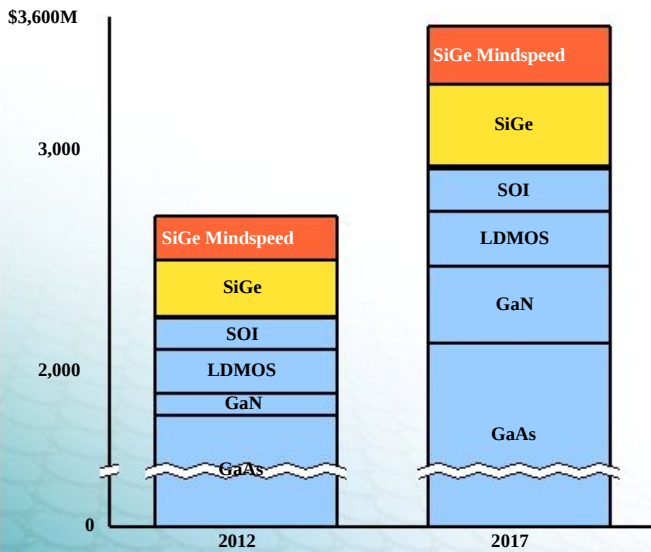
# 100G Optical – 10 Year Cycle of Innovation





# The SiGe Opportunity Space

Served Available Market by Technology



**SiGe expands SAM in two directions**

Source: MACOM estimates based on internal & external (ABI Research, Strategy Analytics) sources



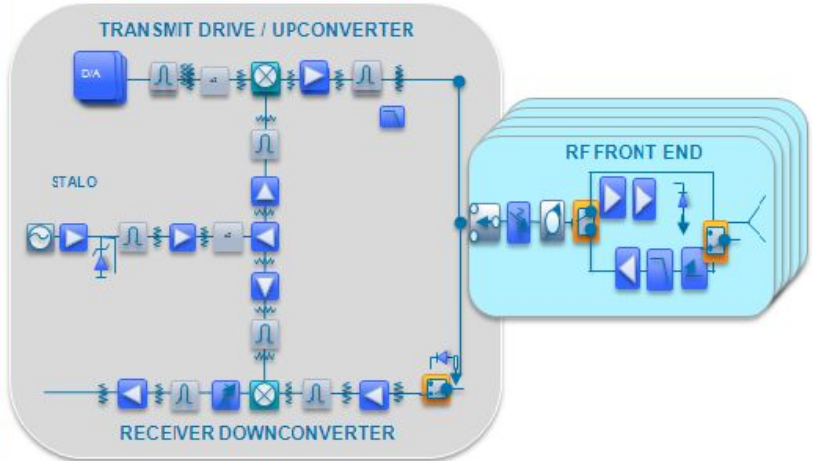
**Mindspeed will deliver technology leadership**



**Crosspoint switches**  
2x2 to 288x288  
3.2 Gbps to 12.8+ Gbps



**Will expand SAM in core RF and  $\mu$ w markets**



**SiGe RF IC**  
~850 transistors (octal)

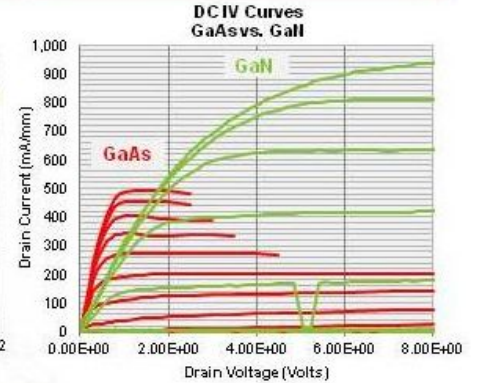
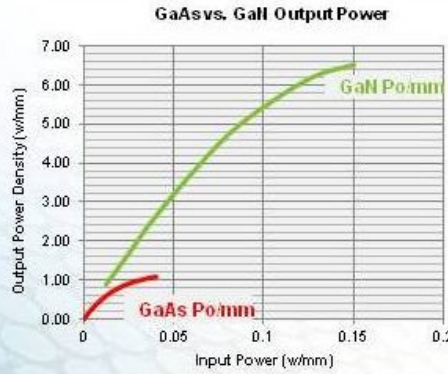


**GaAs MMIC**  
~60 transistors  
16

# GaN as a Market Dislocator

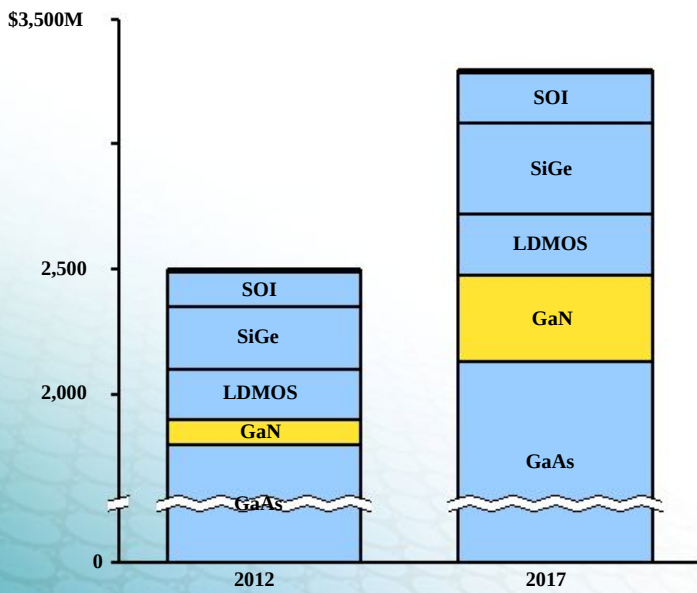
Gallium Nitride is a wide bandgap semiconductor whose critical electric field is 10x that of GaAs and 20x that of Silicon enabling unprecedented power and bandwidth capability

RF Building Blocks	Performance Parameter	GaAs	GaN
Transistors and Amplifiers	Power Density Efficiency Bandwidth	0.7 – 1 W/mm ≈ 40% 10-20%	Tenfold improvement to 6-10 W/mm Twice as efficient, > 80% >150%
Low Noise Amplifiers	Noise Figure Power Survivability	< 1 dB Requires Limiter	System Noise Figure improvement of 1 dB Extremely durable
Switches	Power Handling Current Consumption	10 watts Draws current	Tenfold improvement to 100s of watts Draws no current
Mixers	Dynamic Range	$V_{br}$ is 20 volts	Tenfold improvements in operating conditions ( $V_{br}$ > 200 volts)



# The GaN Dislocation

## High Performance RF / $\mu$ W Market by Technology



**GaN growing almost 5x faster than the market**

Source: MACOM estimates based on internal & external (ABI Research, Strategy Analytics) sources

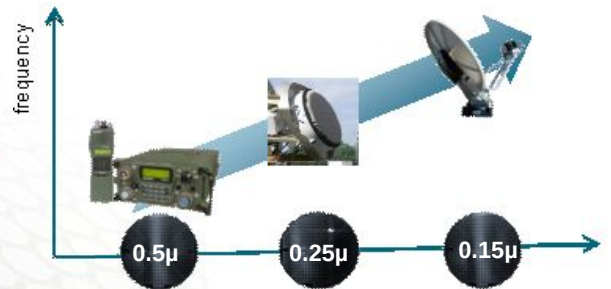


## MACOM drives GaN innovation



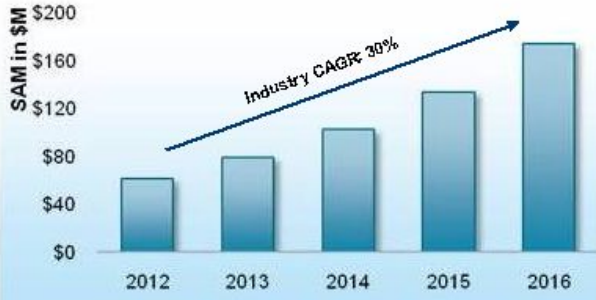
90W power transistor in 3x6mm plastic package

## Industry's First Dual Source Supply Chain



# Aerospace & Defense – AESA Radar

## X-band AESA RADAR

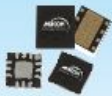


## APPLICATIONS



## PRODUCTS & TECHNOLOGY

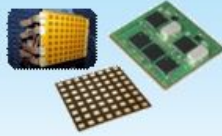
MMICs



Transistors



MPAR Module and Board



Diodes



Components



## KEY CUSTOMERS

**NORTHROP GRUMMAN** **THALES**



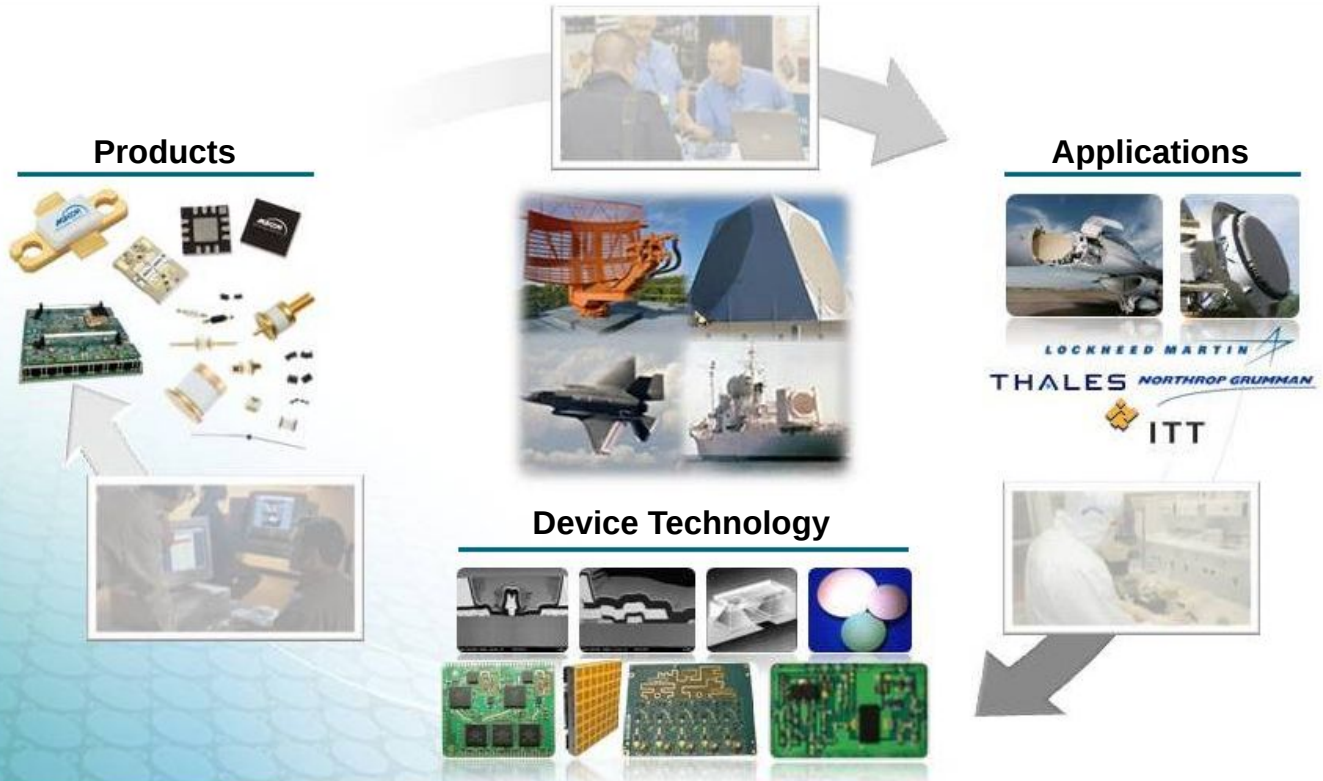
**LOCKHEED MARTIN**

**Raytheon**

Source: MACOM estimates based on internal and external (Engalco) sources

**MACOM**

# AESA Radar – 20 Year Cycle of Innovation



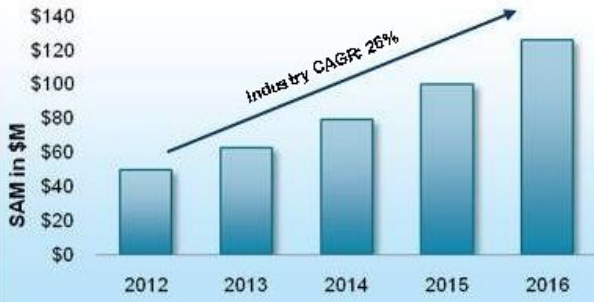
*60-year heritage of radar innovation*

**MACOM**



# Aerospace & Defense – mmW Satellite Link

## mmW SATCOM GROWTH



## APPLICATIONS

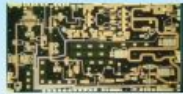


## PRODUCTS & TECHNOLOGY

GaN Transistor



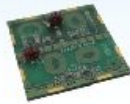
Single Chip T/R Module



MELF Diodes



Filters



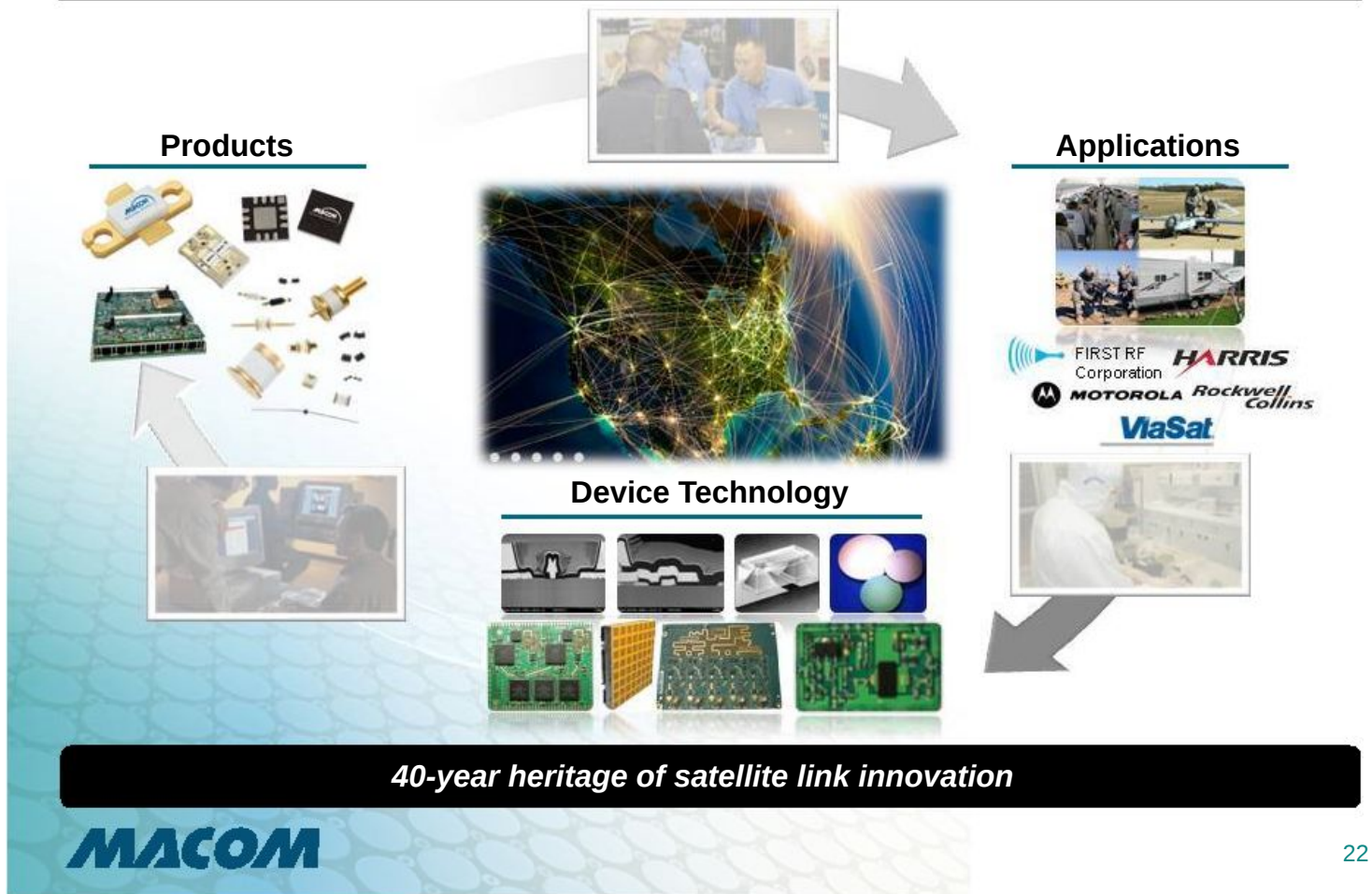
## KEY CUSTOMERS



Source: MACOM estimates based on internal and external (Engalco,NSR) sources



# mmW Satellite Link – 10 Year Cycle of Innovation



# Scalable, Fab-lite Manufacturing Strategy

- Internal specialized domestic fab is a competitive advantage
- Outsourcing enhances attractiveness of financial model



Facility Semiconductor Processing

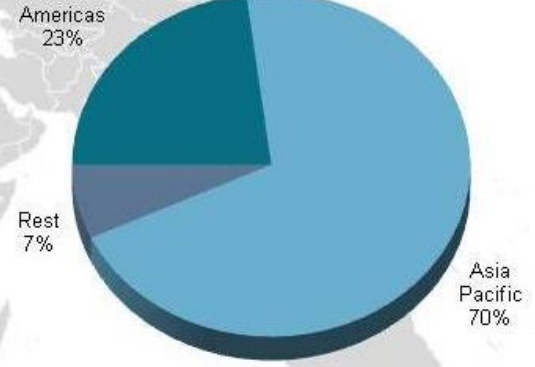
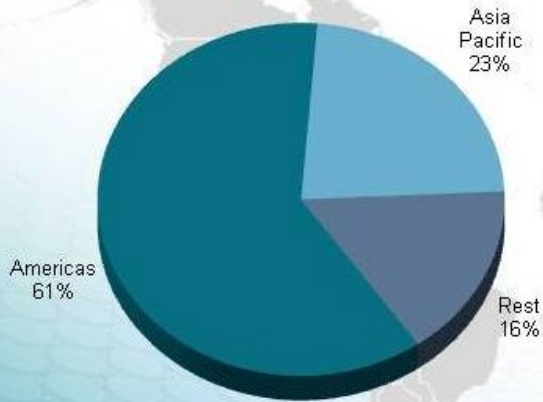
Facility Back-End Manufacturing

**MACOM**

# Mindspeed Will Strengthen our Global Position

**MACOM**

**MINDSPEED**



Note: Geographic revenue based on the quarter ended June 28, 2013 for MACOM and Mindspeed. Mindspeed revenue excludes non-recurring revenue related to sales of intellectual property.

**MACOM**

# Experienced and Proven Management Team



**John Croteau**  
President & CEO




**Conrad Gagnon**  
SVP & CFO




**Michael Murphy**  
SVP, Engineering



**Suja Ramnath**  
SVP & GM, Market-Facing  
Businesses



**Robert Dennehy**  
SVP, Operations



**Jack Kennedy**  
VP, Sales



**William Van Anglen**  
VP, Human Resources



# FINANCIAL OVERVIEW

**MACOM**

# Key Financial Highlights

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- High-performance analog semiconductor business model
  - Proprietary products
  - Long lifecycles
  - Established customer relationships
- Strong and cash generative broad catalog business
- Focused R&D investment in new high-growth, high margin (70+%)<sup>(1)</sup> products
- Strong balance sheet, cash flow and return on capital

*(1) Gross margin is on non-GAAP basis*

**MACOM**

# Projected Financial Model Post Mindspeed Acquisition<sup>(1)</sup>

(\$ in millions / % of revenue)

**MACOM**

**MINDSPEED**

**Post Closing Model<sup>(2)</sup>**

<b>LTM Revenue<sup>(3)</sup></b>	<b>\$319</b>	<b>\$132</b>	<b>N/A</b>
<b>Gross Margin<sup>(3)</sup></b>	<b>45%</b>	<b>~63%</b>	<b>50% – 52%</b>
<b>Operating Margin<sup>(3)</sup></b>	<b>19%</b>	<b>~18%</b>	<b>23% – 25%</b>

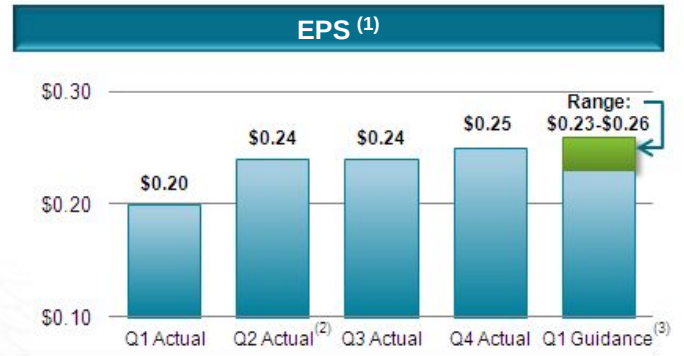
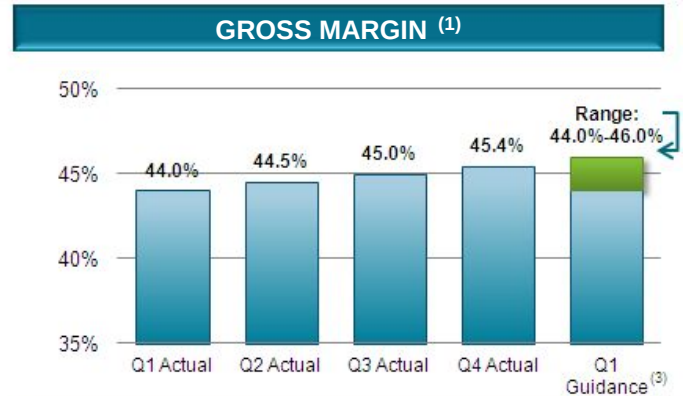
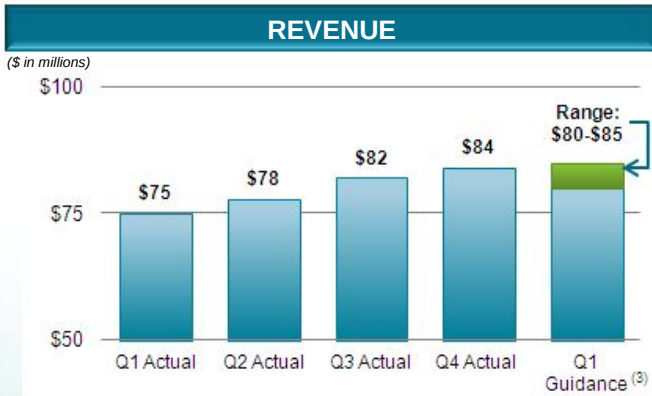
**EPS accretion expected to be between \$0.15-\$0.20 per share in FY 2014 and \$0.25-\$0.30 per share in FY 2015<sup>(4)</sup>**

1. Revenue for FY13 for MACOM and Mindspeed. Mindspeed revenue excludes wireless business and non-recurring revenue related to sales of intellectual property.
2. Post closing model is based on MACOM's projections and assumes restructuring and achievement of targeted synergies.
3. Amounts shown under MACOM and Mindspeed are each companies' reported FY 13 results. Non-GAAP margins.
4. Non-GAAP EPS (fully diluted).

**MACOM**



# MACOM Fiscal 2013 Results & Q1 2014 Guidance

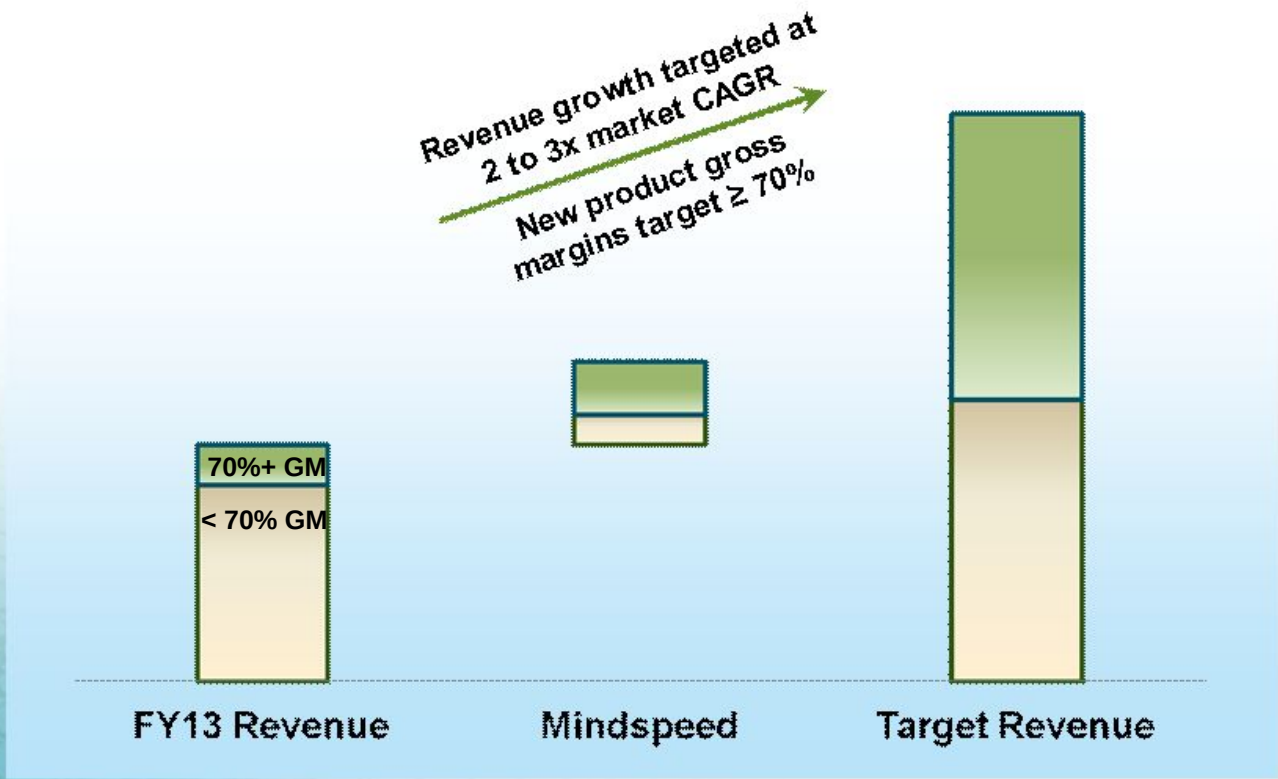


**Incremental revenue model targets 60% gross margin<sup>(1)</sup> contribution**

1. Non-GAAP.  
 2. Q2 actual includes \$0.02 EPS related to CY12 tax credits.  
 3. Guidance is as of November 5, 2013 and not reaffirmed hereby



# Margin Expansion Through Growth, Mix Shift and Acquisition<sup>(1)</sup>



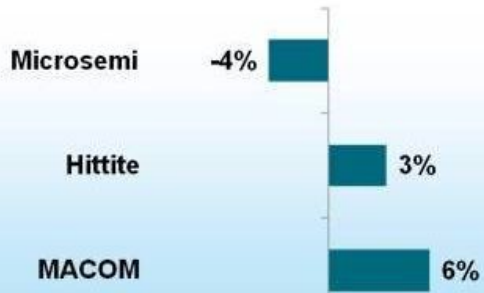
**Incremental revenue model targets 60% blended gross margin contribution**



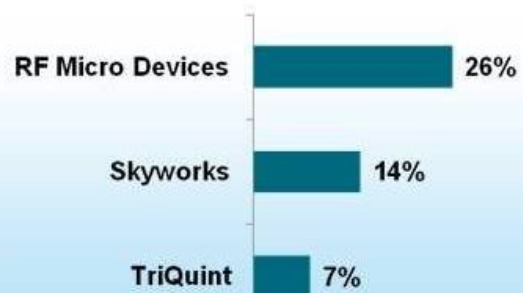
(1) Non-GAAP. Mindspeed information excludes wireless and communications processors businesses and non recurring sales of intellectual property.

# MACOM Growth vs. Industry and Peers FY2012 - FY2013

## High Performance RF and uW



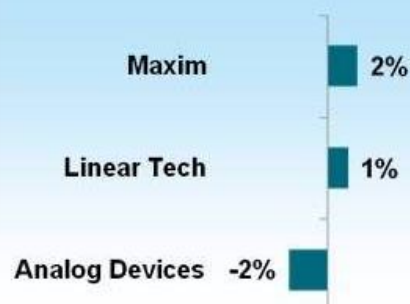
## Handset Suppliers



## Semiconductor Industry



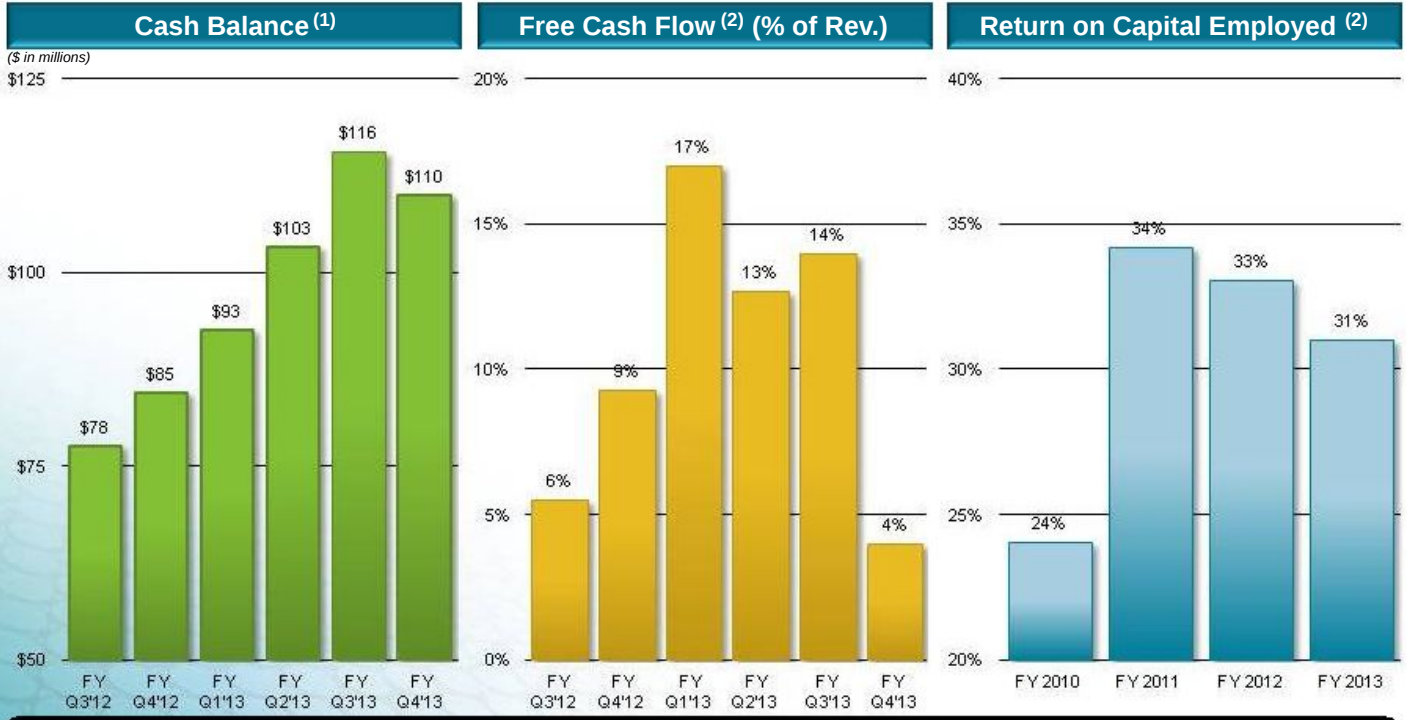
## High Performance Analog



Source: Public filings and consensus estimates for FY13



# Strong Balance Sheet, Cash Flow and Return on Capital



**\$110 million in cash, zero debt and untapped \$300 million credit line as of September 27, 2013**

1. Balances shown are as of the end of the periods presented.  
 2. Free Cash Flow and Return on Capital Employed are non-GAAP measures and are defined in the Appendix.



# Capitalization

(\$ in millions)

	MACOM <sup>(1)</sup>	Mindspeed <sup>(1)</sup>	Post Close Model <sup>(2)</sup>
Cash and cash equivalents	\$110.4	\$35.0	\$30.0
Outstanding debt	-	57.6	214.1
Net outstanding debt	NA	\$22.6	\$184.1
Leverage ratio (2)			2.1x
Net leverage ratio (2)			1.8x

Model with \$214 Million in borrowings against \$300 Million Revolver

1) MACOM and Mindspeed amounts as of September 27, 2013.  
2) Leverage ratios are non-GAAP measures and defined in the Appendix

**MACOM**

# Summary

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Continued **revenue growth** through **market share gains** and strength of **catalog business**

**Accelerating growth** through targeted **acquisitions** and investments in **high growth, defensible markets**

**Margin expansion** through **acquisition, high margin new products** and richer **product mix**

**Increasing profitability** supported by **strong balance sheet**

**MACOM**

# APPENDIX

**MACOM**

## Non-GAAP Financial Measures

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Unless otherwise disclosed, non-GAAP financial information excludes amortization of intangibles, share-based and other non-cash compensation expense, restructuring charges, certain litigation costs, changes in the carrying values of liabilities measured at fair value, contingent consideration, other non-cash expenses, earn-out costs, exited leased facility costs and certain income tax and other items. Management does not believe that the excluded items are reflective of underlying performance. The exclusion of these and other similar items from the non-GAAP presentation should not be interpreted as implying that these items are non-recurring, infrequent or unusual.

“Free Cash Flow” (FCF), a non-GAAP financial measure, is cash flow from operations reduced by purchases of property and equipment. We use free cash flow, and ratios based on it, to conduct and evaluate our business because, although it is similar to cash flow from operations, we believe it typically will present a more conservative measure of cash flows from operations since purchases of property and equipment, are a necessary component of ongoing operations. Free cash flow has limitations due to the fact that it does not represent the residual cash flow available for discretionary expenditures. For example, free cash flow does not incorporate the portion of payments representing principal reductions of debt, obligations related to capital leases and leases accounted for as financing arrangements, or cash payments for business acquisitions. Therefore, we believe it is important to view free cash flow as a complement to our entire consolidated statements of cash flows.

“Return on Capital Employed” (ROCE), also a non-GAAP financial measure, is non-GAAP operating income after tax divided by the sum of i) total assets (excluding cash and cash equivalents) minus ii) current liabilities. We use the ROCE financial performance ratio in order to assess our income generation from the point of view of our shareholders and creditors, who provide us with capital in the forms of equity and debt. We believe that the presentation of ROCE and the various supplemental financial measures involved in its calculation provides useful information to investors because ROCE can be used to determine whether capital invested in the Company yields competitive returns. As with free cash flow, return on capital employed is used in addition to and in conjunction with results presented in accordance with GAAP and should not be relied upon to the exclusion of GAAP financial measures.

Debt “Leverage Ratio”, also a non-GAAP financial measure, is presented as outstanding debt divided by adjusted earnings before interest, taxes, depreciation and amortization, all on a non-GAAP basis (EBITDA). When outstanding debt is reduced by available cash and cash equivalents in the calculation, this is referred to as “Net Leverage Ratio”.





# Reconciliation of GAAP to Non-GAAP Results

(\$ in thousands)	Three Months Ended				Fiscal Years			
	9/27/13	6/28/13	3/29/13	12/28/12	2013	2012	2011	2010
Revenue	\$63,655	\$62,226	\$77,824	\$76,014	\$318,718			
Gross Profit - GAAP	\$37,280	\$36,293	\$33,861	\$32,265	\$139,699			
<b>Gross Margin - GAAP</b>	<b>44.6%</b>	<b>44.1%</b>	<b>43.5%</b>	<b>43.0%</b>	<b>43.8%</b>			
Amortization expense	479	473	474	474	1,900			
Non-cash compensation expense	216	243	292	288	1,039			
Gross Profit - non-GAAP	\$37,975	\$37,009	\$34,627	\$33,027	\$142,638			
<b>Gross Margin - non-GAAP</b>	<b>45.4%</b>	<b>45.0%</b>	<b>44.5%</b>	<b>44.0%</b>	<b>44.8%</b>			
Income From Operations - GAAP	\$6,802	\$11,243	\$11,411	\$11,747	\$41,203			
<b>Operating Income Margin - GAAP</b>	<b>8.7%</b>	<b>12.7%</b>	<b>14.7%</b>	<b>15.7%</b>	<b>12.9%</b>			
Amortization expense	794	788	789	789	3,160			
Non-cash compensation expense	1,730	1,420	1,683	1,263	6,096			
Optimal litigation settlement and costs	9,245	250	156	195	9,846			
Exited leased facility costs	-	-	1,267	-	\$1,267			
Contingent consideration and earnout costs	(1,590)	1,590	(405)	(172)	(577)			
Restructuring charges	-	950	-	-	950			
Income From Operations - non-GAAP	\$16,981	\$16,241	\$14,901	\$13,822	\$61,945			
<b>Operating Income Margin - non-GAAP</b>	<b>20.3%</b>	<b>19.8%</b>	<b>19.1%</b>	<b>18.4%</b>	<b>19.4%</b>			
Net Income (Loss) - GAAP	\$3,750	\$9,367	\$8,086	\$6,108	\$27,311	(\$1,016)	(\$1,016)	\$7,029
Amortization expense	495	493	435	553	1,977	2,381	2,578	1,131
Non-cash compensation expense	652	872	1,397	885	3,806	2,688	1,511	650
Optimal litigation settlement and costs	5,794	157	83	137	6,169	346	-	-
Exited leased facility costs	-	-	793	-	793	-	-	-
Contingent consideration and earnout costs	(992)	995	(241)	(120)	(358)	(2,802)	204	842
Restructuring charges	-	666	-	-	666	1,330	1,454	940
Accrual of common stock warrant liability	2,277	(1,060)	1,069	2,026	4,312	(3,175)	5,080	-
Accrual of Class B conversion liability	-	-	-	-	-	44,119	39,737	-
Non-cash interest expense	46	46	39	69	201	194	742	-
Discontinued operations	-	-	-	-	-	-	(754)	(494)
Non-recurring tax items	-	-	-	-	-	(1,961)	(6,351)	6,960
Net Income - non-GAAP	\$12,022	\$11,536	\$11,661	\$9,658	\$44,877	\$42,084	\$33,185	\$17,058
Diluted shares - GAAP	47,585	47,221	47,168	46,870				
Convertible preferred stock	-	-	-	-				
Incremental stock options, warrants, restricted stock and units	946	1,003	823	776				
Diluted shares - non-GAAP	48,531	48,224	47,991	47,646				
Earnings per diluted share - GAAP	0.08	0.20	0.17	0.13				
<b>Earnings per diluted share - non-GAAP</b>	<b>0.25</b>	<b>0.24</b>	<b>0.24</b>	<b>0.20</b>				
Capital Employed					\$304,231	\$268,073	\$211,268	\$164,836
Cash and Cash Equivalents					(110,446)	(84,528)	(45,668)	(23,946)
Total Current Liabilities					(50,527)	(56,727)	(67,109)	(63,166)
Interest-bearing Liabilities					-	-	-	-
Capital Employed					\$143,258	\$127,818	\$98,491	\$77,724
Return on Capital Employed					31%	33%	34%	22%

Note: MTSI's fiscal year end is the Friday closest to September 30<sup>th</sup>.

# Reconciliation of GAAP to Non-GAAP Results Continued

(\$ in thousands)

## Free-Cash Flow (FCF)

	Q3 FY12	Q4 FY12	Q1 FY13	Q2 FY13	Q3 FY13	Q4 FY13
Revenue	\$77,125	\$74,563	\$75,014	\$77,824	\$82,225	\$83,655
Net cash from operating activities- GAAP	8,121	9,075	9,042	12,995	13,447	1,317
Contingent consideration payment	-	-	5,328	-	-	-
Litigation settlement	-	-	-	-	-	7,250
Purchases of property and equipment	(3,846)	(2,168)	(1,580)	(3,117)	(1,969)	(5,103)
Free Cash Flow - non-GAAP	<b>\$4,275</b>	<b>\$6,907</b>	<b>\$12,790</b>	<b>\$9,878</b>	<b>\$11,478</b>	<b>\$3,464</b>
<i>FCF as % of Revenue using GAAP measures</i>	<b>5.5%</b>	<b>9.3%</b>	<b>9.9%</b>	<b>12.7%</b>	<b>14.0%</b>	<b>-4.5%</b>
<i>FCF as % of Revenue using non-GAAP measures</i>	<b>5.5%</b>	<b>9.3%</b>	<b>17.1%</b>	<b>12.7%</b>	<b>14.0%</b>	<b>4.1%</b>

