**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**

**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): July 9, 2007**

**MARVELL TECHNOLOGY GROUP LTD.**

(Exact name of registrant as specified in its charter)

**Bermuda**

(State or Other Jurisdiction of Incorporation)

**0-30877**

(Commission File Number)

**77-0481679**

(I.R.S. Employer

Identification No.)

**Canon’s Court**

**22 Victoria Street**

**Hamilton HM 12**

**Bermuda**

(Address of principal executive offices)

**(441) 296-6395**

(Registrant’s telephone number,

including area code)

**N/A**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions (see General Instruction A.2. below):

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240-13e-4(c))



**Item 2.02 Results of Operations and Financial Condition**

The information in this Current Report, including the accompanying exhibit, is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of Section 18. The information in this Current Report shall not be incorporated by reference into any registration statement or other document filed pursuant to the Securities Act of 1933, as amended or the Exchange Act, regardless of any general incorporation language contained in such filing.

On July 10, 2007, Marvell Technology Group Ltd. (“Marvell”) issued a press release announcing the filing of its Quarterly Report on Form 10-Q for the fiscal quarter ended April 28, 2007, which had been delayed as a result of our internal stock option review. Together with our filing of an Annual Report on Form 10-K for the fiscal year ended January 27, 2007, an amended Quarterly Report on Form 10-Q/A for the fiscal quarter ended April 29, 2006, and Quarterly Reports on Form 10-Q for the fiscal quarters ended July 29, 2006 and October 28, 2006 on July 2, 2007, Marvell has on file all previously delinquent financial reports with the Securities and Exchange Commission. A copy of the press release is furnished herewith as Exhibit 99.1 and is incorporated by reference herein.

Marvell has included financial information for the four quarters in the years ended January 27, 2007 and January 28, 2006, and the first quarter ended April 28, 2007, which are furnished herewith as Exhibit 99.2 and are incorporated by reference herein.

**Discussion of Non-GAAP Financial Measures**

In addition to disclosing financial results calculated in accordance with GAAP, Marvell also reports adjusted net income and net income per share, referred to respectively as "non-GAAP net income" and "non-GAAP net income per share." Non-GAAP measures exclude the effect of stock-based

compensation, in-process research and development charges, amortization of acquired intangible assets and cumulative effect of change in accounting principle.

Non-GAAP net income per share is calculated by dividing non-GAAP net income by non-GAAP weighted average shares - diluted. For purposes of calculating non-GAAP net income per share, the GAAP diluted weighted average shares outstanding is adjusted to exclude the benefits of FASB Statement of Financial Accounting Standards No. 123 (revised 2004), “Share Based Payments” (“SFAS 123R”) compensation costs attributable to future services and not yet recognized in the financial statements that are treated as proceeds assumed to be used to repurchased shares under the GAAP treasury stock method.

These non-GAAP measures should be considered in addition to, and not as a substitute for, the results prepared in accordance with GAAP. Marvell's management believes the non-GAAP information is useful because it can enhance the understanding of the company's ongoing economic performance and Marvell therefore uses non-GAAP reporting internally to evaluate and manage its operations. Marvell has chosen to provide this information to investors to enable them to perform comparisons of operating results in a manner similar to how Marvell analyzes its operating results internally. Management also believes that these non-GAAP financial measures may be used to facilitate comparisons of our results with that of other companies in our industry.

Externally, we believe that investors may find our non-GAAP net income information useful in their assessment of our operating performance and the valuation of our company. Internally, our non-GAAP net income and non-GAAP net income per share are used by management in the following areas:

* Our determination of Pro Forma EPS target-based stock-based bonus compensation for our executive officers;
* Our evaluation of Marvell’s operating performance;
* Our establishment of internal operating budgets; and
* Our performance comparisons with internal forecasts and targeted business models.

Non-GAAP net income reflects net income adjusted for the following items:

* *Stock-based compensation*. Stock-based compensation relates primarily to employee stock options and restricted stock units issued. Stock-basedcompensation expense is a non-cash expense that is difficult to predict as its valuation is affected by changes in market forces, such as the price of our common stock, which is not within the control of management. Accordingly, we exclude this item from its internal operating forecasts and models.
* *In-process research and development charges*. In-process research and development charges relate to product development projects of acquiredbusinesses that have not reached technological feasibility at the time of acquisition. We consider these charges non-cash in nature and unrelated to our core operating performance.
* *Amortization of acquired intangible assets*. Purchased intangible assets relate primarily to existing and core technology, and customer relationshipsof acquired businesses. We consider these charges non-cash in nature and unrelated to our core operating performance.
* *Cumulative effect of change in accounting principle*. The cumulative effect of a change in accounting principle, mandated by our adoption of SFAS123R to account for forfeitures is a non-cash item which management believes, is unrelated to our core operating performance.

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The calculation of non-GAAP net income per share is adjusted for the following item:

* Non-GAAP net income per share is calculated by dividing non-GAAP net income by non-GAAP weighted average shares - diluted. For purposes of calculating non-GAAP net income per share, the GAAP diluted weighted average shares outstanding is adjusted to exclude the benefits of SFAS 123R compensation costs attributable to future services and not yet recognized in the financial statements that are treated as proceeds assumed to be used to repurchased shares under the GAAP treasury stock method. Since our non-GAAP net income does not reflect the effects of these compensation costs, management believes these amounts should not be applied to the repurchase of shares in calculating non-GAAP net income per share.

Non-GAAP net income and non-GAAP net income per share should be considered supplemental to, and not as a substitute for, or superior to, financial measures calculated in accordance with GAAP. Non-GAAP financial measures have limitations in that they do not reflect all of the costs associated with the operations of our business as determined in accordance with GAAP. As a result, you should not consider these measures in isolation or as a substitute for analysis of Marvell’s results as reported under GAAP. Marvell expects to continue to incur expenses similar to the non-GAAP adjustments described above, and exclusion of these items from our non-GAAP net income should not be construed as an inference that these costs are unusual, infrequent or non-recurring. Some of the limitations in relying on non-GAAP net income and non-GAAP net income per share are:

* Non-GAAP net income does not account for stock compensation expense related to equity awards granted to our employees. Our stock incentive plans are important components of our employee incentive compensation arrangements and are reflected as expenses in our GAAP results under SFAS 123R, effective as of January 29, 2006. Prior to the adoption of SFAS 123R, our GAAP results reflect stock compensation expense under Accounting Principles Board Opinion No. 25, “Accounting for Stock Issued to Employees” and related guidance.
* In-process research and development is excluded from the non-GAAP net income presentation, and therefore non-GAAP net income does not reflect the costs of these projects that supplement our research and development efforts and compress the length of our development before bringing new products to market.
* While amortization of purchased intangible assets does not directly affect our current cash position, such expense represents the declining value of the technology and other intangible assets that we have acquired over their respective expected economic lives. The expense associated with this decline in value is excluded from the non-GAAP net income presentation, and therefore non-GAAP net income does not reflect the costs of acquired intangible assets that supplement our research and development efforts.

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

1. Exhibits.

99.1 Press Release dated July 9, 2007.

99.2 Financial results for the four quarters of the years ended January 27, 2007 and January 28, 2006, and the first quarter ended April 28, 2007.

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**SIGNATURE**

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

Dated: July 9, 2007

MARVELL TECHNOLOGY GROUP LTD.

|  |  |
| --- | --- |
| By: | /s/ Michael Tate |
|  | Michael Tate |
|  | Vice President, Corporate Controller and Treasurer and |
|  | Interim Chief Financial Officer |

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**EXHIBIT INDEX**

**Exhibit No.** **Description**



99.1 Press Release dated July 9, 2007.

99.2 Financial results for the four quarters of the years ended January 27, 2007 and January 28, 2006, and the first quarter ended April 28, 2007.

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**Exhibit 99.1**

**Marvell Technology Group Ltd. Files Financial Report for Q1 Fiscal 2008**

**Santa Clara, California (July 9, 2007)** — Marvell Technology Group Ltd. (NASDAQ: MRVL) today announced that it has completed and filed with theSEC its previously delayed Quarterly Report on Form 10-Q for the quarter ended April 28, 2007. As previously disclosed, the Company's filing was delayed as a result of an internal review conducted by a special committee of the Company’s Board of Directors relating to the Company’s historical stock option practices and related accounting matters.

Additional Information

Marvell today filed a Current Report on Form 8-K that incorporates this press release and also provides, in addition to the Company's quarterly financial results for each of the quarters of Fiscal 2007 and 2006 and the first quarter of Fiscal 2008, under generally accepted accounting principles (GAAP), reconciliations of GAAP net income and net income per share to non-GAAP net income and net income per share for each of those quarters. Marvell management believes the non-GAAP information is useful because it can enhance the understanding of its ongoing economic performance and Marvell therefore uses non-GAAP reporting internally to evaluate and manage its operations. Marvell has chosen to provide this information to investors to enable them to perform comparisons of operating results in a manner similar to how the Company analyzes its operating results internally. Management also believes that these non-GAAP financial measures may be used to facilitate comparisons of our results with that of other companies in our industry. Please refer to the Form 8-K filed today, which is available on the SEC’s website at www.sec.gov or on the Investors section of Marvell’s website at www.marvell.com.

**About Marvell**

Marvell (NASDAQ: MRVL) is a leader in storage, communications and consumer silicon solutions. The Company’s diverse product portfolio includes switching, transceiver, communications controller, wireless, and storage solutions that power the entire communications infrastructure, including enterprise, metro, home, and storage networking. As used in this release, the terms “Company” and “Marvell” refer to Marvell Technology Group Ltd. and its subsidiaries, including Marvell Semiconductor, Inc. (MSI), Marvell Asia Pte Ltd (MAPL), Marvell Japan K.K., Marvell Taiwan Ltd., Marvell International Ltd. (MIL), Marvell U.K. Limited, Marvell Semiconductor Israel Ltd. (MSIL), Marvell Software Solutions Israel Ltd., and Marvell Semiconductor Germany GmbH. MSI is headquartered in Santa Clara, Calif., and designs, develops and markets products on behalf of MIL and MAPL. MSI may be contacted at (408) 222-2500 or at www.marvell.com.

*Marvell® and the Marvell logo are trademarks of Marvell.*



**Exhibit 99.2**

**Marvell Technology Group Ltd.**

**Unaudited GAAP Consolidated Statements of Operations**

**(In thousands, except per share amounts)**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  |  |  | **Q1’06** |  |  | **Q2’06** |  |  | **Q3’06** |  |  | **Q4’06** | |  | **Q1’07** | |  | **Q2’07** | |  | **Q3’07** | |  | **Q4’07** | |  | **Q1’08** | |  |
|  |  |  | **(restated)** |  |  | **(restated)** |  |  | **(restated)** |  |  | **(restated)** |  |  | **(restated)** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Net revenue | $ | 364,770 | $ | | 390,454 | $ | | 426,026 | $ | | 489,016 |  | $ | 521,196 |  | $ | 573,985 |  | $ | 520,398 |  | $ | 621,974 |  | $ | 635,050 |  |  |
|  | Operating costs and expenses: |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Cost of goods sold |  | 175,785 |  |  | 185,451 |  |  | 197,580 |  |  | 224,428 |  |  | 240,233 |  |  | 279,075 |  |  | 256,090 |  |  | 324,843 |  |  | 327,417 |  |  |
|  | Research and development and other |  | 77,950 |  |  | 88,105 |  |  | 83,043 |  |  | 117,642 |  |  | 129,228 |  |  | 152,645 |  |  | 152,939 |  |  | 223,399 |  |  | 234,133 |  |  |
|  | Selling and marketing |  | 22,022 |  |  | 26,139 |  |  | 23,129 |  |  | 33,428 |  |  | 38,862 |  |  | 39,267 |  |  | 37,875 |  |  | 60,099 |  |  | 50,392 |  |  |
|  | General and administrative |  | 9,568 |  |  | 17,450 |  |  | 11,833 |  |  | 24,193 |  |  | 18,558 |  |  | 19,689 |  |  | 40,427 |  |  | 35,480 |  |  | 23,988 |  |  |
|  | Amortization of acquired intangible assets |  | 19,759 |  |  | 19,753 |  |  | 19,746 |  |  | 32,480 |  |  | 17,351 |  |  | 27,405 |  |  | 27,405 |  |  | 37,826 |  |  | 37,320 |  |  |
|  | Acquired in-process research and development |  | — |  |  | — |  |  | — |  |  | 4,300 |  |  | — | |  | — | |  | — | |  | 77,800 |  |  |  |  |  |
|  | Total operating costs and expenses |  | 305,084 |  |  | 336,898 |  |  | 335,331 |  |  | 436,471 |  |  | 444,232 |  |  | 518,081 |  |  | 514,736 |  |  | 759,447 |  |  | 673,250 |  |  |
|  | Operating income (loss) |  | 59,686 |  |  | 53,556 |  |  | 90,695 |  |  | 52,545 |  |  | 76,964 |  |  | 55,904 |  |  | 5,662 |  |  | (137,473) |  |  | (38,200) |  |  |
|  | Interest and other income (expense), net |  | 3,612 |  |  | 4,384 |  |  | 5,244 |  |  | 6,129 |  |  | 7,616 |  |  | 1,091 |  |  | 6,845 |  |  | (2,003) | |  | (8,656) | |  |
|  | Income (loss) before income taxes |  | 63,298 |  |  | 57,940 |  |  | 95,939 |  |  | 58,674 |  |  | 84,580 |  |  | 56,995 |  |  | 12,507 |  |  | (139,476) |  |  | (46,856) |  |  |
|  | Provision for income taxes |  | 9,351 |  |  | 10,841 |  |  | 12,584 |  |  | 43,585 |  |  | 15,863 |  |  | 12,114 |  |  | 6,461 |  |  | 1,109 |  |  | 5,972 |  |  |
|  | Income (loss) before change in accounting principle |  | 53,947 |  |  | 47,099 |  |  | 83,355 |  |  | 15,089 |  |  | 68,717 |  |  | 44,881 |  |  | 6,046 |  |  | (140,585) |  |  | (52,828) |  |  |
|  | Cumulative effect of change in accounting principle, |  | — |  |  | — |  |  | — |  |  | — | |  | 8,846 |  |  | — | |  | — | |  | — | |  | — | |  |
|  | net of tax effect |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Net income (loss) | $ | 53,947 |  | $ | 47,099 |  | $ | 83,355 |  | $ | 15,089 |  | $ | 77,563 |  | $ | 44,881 |  | $ | 6,046 |  | $ | (140,585 | ) | $ | (52,828 | ) |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Basic income (loss) per share: |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Income (loss) before change in accounting principle | $ | 0.10 | $ | | 0.08 | $ | | 0.15 | $ | | 0.03 |  | $ | 0.12 |  | $ | 0.08 |  | $ | 0.01 |  | $ | (0.24) | | $ | (0.09) | |  |
|  | Cumulative effect of change in accounting principle |  | — |  |  | — |  |  | — |  |  | — | |  | 0.01 |  |  | — | |  | — | |  | — | |  | — | |  |
|  | Basic net income (loss) per share | $ | 0.10 |  | $ | 0.08 |  | $ | 0.15 |  | $ | 0.03 |  | $ | 0.13 |  | $ | 0.08 |  | $ | 0.01 |  | $ | (0.24) |  | $ | (0.09) |  |  |
|  | Weighted average shares — basic |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | 557,586 |  |  | 561,832 |  |  | 567,310 |  |  | 576,752 |  |  | 583,702 |  |  | 586,133 |  |  | 587,348 |  |  | 587,424 |  |  | 587,426 |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| Diluted income (loss) per share: |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Income (loss) before change in accounting principle | $ | 0.09 | $ | | 0.08 | $ | | 0.13 | $ | | 0.02 |  | $ | 0.11 |  | $ | 0.07 |  | $ | 0.01 |  | $ | (0.24) | | $ | (0.09) | |  |
|  | Cumulative effect of change in accounting principle |  | — |  |  | — |  |  | — |  |  | — | |  | 0.01 |  |  | — | |  | — | |  | — | |  | — | |  |
|  | Diluted net income (loss) per share | $ | 0.09 |  | $ | 0.08 |  | $ | 0.13 |  | $ | 0.02 |  | $ | 0.12 |  | $ | 0.07 |  | $ | 0.01 |  | $ | (0.24) |  | $ | (0.09) |  |  |
|  | Weighted average shares — diluted |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | 621,472 |  |  | 626,205 |  |  | 632,424 |  |  | 645,137 |  |  | 639,516 |  |  | 633,533 |  |  | 628,104 |  |  | 587,424 |  |  | 587,426 |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |

Certain prior period adjustments have been reclassified to conform to the current period adjustments.



**Marvell Technology Group Ltd.**

**Unaudited Reconciliation of Non-GAAP Adjustments**

**(In thousands, except per share amounts)**

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  |  |  |  |  | **Q1’06** |  |  | **Q2’06** | |  | **Q3’06** |  |  | **Q4’06** | |  | **Q1’07** | |  |  | **Q2’07** |  |  | **Q3’07** | |  | **Q4’07** | |  |  | **Q1’08** | |  |
|  |  |  |  |  | **(restated)** |  |  | **(restated)** |  |  | **(restated)** |  |  | **(restated)** |  |  | **(restated)** |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | **Reconciliation of GAAP net income to non-GAAP** | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | **net income:** | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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| GAAP net income (loss) | | $ | | 53,947 | $ | | 47,099 |  | $ | 83,355 | $ | | 15,089 |  | $ | 77,563 |  | $ | | 44,881 | $ | | 6,046 |  | $ | (140,585) | | $ | | (52,828) | |  |
|  | Acquisition related and other special charges: | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Stock-based compensation included in: | |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Cost of goods sold | |  |  | 541 |  |  | 1,805 |  |  | 503 |  |  | 3,763 |  |  | 2,434 |  |  |  | 3,461 |  |  | 2,602 |  |  | 2,842 |  |  |  | 3,018 |  |  |
|  | Research and development and other | |  |  | 5,497 |  |  | 14,307 |  |  | 4,878 |  |  | 27,610 |  |  | 30,437 |  |  |  | 36,244 |  |  | 26,322 |  |  | 28,478 |  |  |  | 32,042 |  |  |
|  | Selling and marketing | |  |  | 770 |  |  | 4,470 |  |  | 1,415 |  |  | 8,107 |  |  | 8,234 |  |  |  | 8,462 |  |  | 6,502 |  |  | 7,254 |  |  |  | 7,151 |  |  |
|  | General and administrative | |  |  | 2,782 |  |  | 9,055 |  |  | 2,771 |  |  | 12,738 |  |  | 7,657 |  |  |  | 7,437 |  |  | 6,702 |  |  | 7,053 |  |  |  | 4,557 |  |  |
|  | Amortization of acquired intangible assets | |  |  | 19,759 |  |  | 19,753 |  |  | 19,746 |  |  | 32,480 |  |  | 17,351 |  |  |  | 27,405 |  |  | 27,405 |  |  | 37,826 |  |  |  | 37,320 |  |  |
|  | Acquired in-process research and development | |  |  | — |  |  | — | |  | — |  |  | 4,300 |  |  | — | |  |  | — |  |  | — | |  | 77,800 |  |  |  | — | |  |
|  | Cumulative effect of change in accounting principle | |  |  | — |  |  | — | |  | — |  |  | — | |  | (8,846) | |  |  | — |  |  | — | |  | — | |  |  | — | |  |
|  | Non-GAAP net income (see note below) | |  | $ | 83,296 |  | $ | 96,489 |  | $ | 112,668 |  | $ | 104,087 |  | $ | 134,830 |  |  | $ | 127,890 |  | $ | 75,579 |  | $ | 20,668 |  |  | $ | 31,260 |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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| GAAP weighted average shares - diluted | |  |  | 621,472 |  |  | 626,205 |  |  | 632,424 |  |  | 645,137 |  |  | 639,516 |  |  |  | 633,533 |  |  | 628,104 |  |  | 630,934 |  |  |  | 631,356 |  |  |
|  | Non-GAAP adjustment (b) | |  |  | — |  |  | — | |  | — |  |  | — | |  | 7,556 |  |  |  | 4,606 |  |  | 3,393 |  |  | 2,996 |  |  |  | 2,405 |  |  |
|  | Non-GAAP weighted average shares - diluted | |  |  | 621,472 |  |  | 626,205 |  |  | 632,424 |  |  | 645,137 |  |  | 647,072 |  |  |  | 638,139 |  |  | 631,497 |  |  | 633,930 |  |  |  | 633,761 |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| GAAP diluted net income (loss) per share | | $ | | 0.09 | $ | | 0.08 |  | $ | 0.13 | $ | | 0.02 |  | $ | 0.12 |  | $ | | 0.07 | $ | | 0.01 |  | $ | (0.24) | | $ | | (0.09) | |  |
|  | Effect of non-GAAP adjustments | |  |  | 0.04 |  |  | 0.07 |  |  | 0.05 |  |  | 0.14 |  |  | 0.09 |  |  |  | 0.13 |  |  | 0.11 |  |  | 0.27 |  |  |  | 0.14 |  |  |
|  | Non-GAAP diluted earnings per share (a) | |  | $ | 0.13 |  | $ | 0.15 |  | $ | 0.18 |  | $ | 0.16 |  | $ | 0.21 |  |  | $ | 0.20 |  | $ | 0.12 |  | $ | 0.03 |  |  | $ | 0.05 |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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1. *Non-GAAP net income per share is calculated by dividing non-GAAP net income by non-GAAP weighted average shares - diluted.*
2. *For purposes of calculating non-GAAP net income per share, the GAAP diluted weighted average shares outstanding is adjusted to exclude the benefits of SFAS 123R compensation costs attributable to future services and not yet recognized in the financial statements that are treated as proceeds assumed to be used to repurchased shares under the GAAP treasury stock method.*

Note: Included in unaudited non-GAAP net income are the following items:

1. Employer’s portion of payroll tax on certain stock option exercises included in the respective operating costs and expenses recorded in the quarter exercises occurred;
2. Employee’s Internal Revenue Code Section 409A liability on certain stock option exercises included in the respective operating costs and expenses recorded in Q4 2007 of $24.2 million; and
3. Provision for income taxes of $21.6 million relating to Internal Revenue Code Section 162(m) relating to deductibility limitations of certain compensation expenses recorded in Q4 2006.

Certain prior period adjustments have been reclassified to conform to the current period adjustments.

