

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D. C. 20549

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 28, 2013

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number 1-4298

COHU, INC.

(Exact name of registrant as specified in its charter)

Delaware

*(State or other jurisdiction of
Incorporation or Organization)*

95-1934119

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

12367 Crosthwaite Circle, Poway, California

(Address of principal executive offices)

92064-6817

(Zip Code)

Registrant's telephone number, including area code: (858) 848-8100

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>
Common Stock, \$1.00 par value
Preferred Share Purchase Rights, \$1.00 par value

<u>Name of Exchange on Which Registered</u>
The NASDAQ Stock Market LLC
The NASDAQ Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 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 and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted 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 and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

(Do not check if a smaller reporting company)

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

The aggregate market value of voting stock held by nonaffiliates of the registrant was approximately \$116,000,000 based on the closing stock price as reported by the NASDAQ Stock Market LLC as of June 28, 2013. Shares of common stock held by each officer and director and by each person or group who owns 5% or more of the outstanding common stock have been excluded in that such persons or groups may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

As of February 18, 2014 the Registrant had 25,101,663 shares of its \$1.00 par value common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Proxy Statement for Cohu, Inc.'s 2014 Annual Meeting of Stockholders to be held on May 14, 2014, and to be filed pursuant to Regulation 14A within 120 days after registrant's fiscal year ended December 28, 2013, are incorporated by reference into Part III of this Report.

[Table of Contents](#)

COHU, INC.
FORM 10-K FOR THE FISCAL YEAR ENDED DECEMBER 28, 2013
TABLE OF CONTENTS

	<u>Page</u>
<u>PART I</u>	
Item 1. Business	1
Item 1A. Risk Factors	9
Item 1B. Unresolved Staff Comments	15
Item 2. Properties	16
Item 3. Legal Proceedings	16
Item 4. Mine Safety Disclosures	16
<u>PART II</u>	
Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	17
Item 6. Selected Financial Data	19
Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations	19
Item 7A. Quantitative and Qualitative Disclosures About Market Risk	27
Item 8. Financial Statements and Supplementary Data	27
Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	27
Item 9A. Controls and Procedures	28
Item 9B. Other Information	30
<u>PART III</u>	
Item 10. Directors, Executive Officers and Corporate Governance	30
Item 11. Executive Compensation	30
Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	30
Item 13. Certain Relationships and Related Transactions, and Director Independence	30
Item 14. Principal Accounting Fees and Services	30
<u>PART IV</u>	
Item 15. Exhibits, Financial Statement Schedules	31
Signatures	60

[Table of Contents](#)

The following discussion should be read in conjunction with the consolidated financial statements and notes thereto included elsewhere in this Annual Report on Form 10-K. This Annual Report on Form 10-K contains certain forward-looking statements including expectations of market conditions, challenges and plans, within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and is subject to the Safe Harbor provisions created by that statute. These forward-looking statements are based on management’s current expectations and beliefs, including estimates and projections about our industries. Statements concerning financial position, business strategy, and plans or objectives for future operations are forward-looking statements. These statements are not guarantees of future performance and are subject to certain risks, uncertainties, and assumptions that are difficult to predict and may cause actual results to differ materially from management’s current expectations. Such risks and uncertainties include those set forth in this Annual Report on Form 10-K under the heading “Item 1A. Risk Factors”. The forward-looking statements in this report speak only as of the time they are made and do not necessarily reflect management’s outlook at any other point in time. We undertake no obligation to update publicly any forward-looking statements, whether as a result of new information, future events, or for any other reason. However, readers should carefully review the risk factors set forth in other reports or documents we file from time to time with the Securities and Exchange Commission (“SEC”) after the date of this Annual Report.

PART I

Item 1. Business.

Cohu, Inc. (“Cohu”, “we”, “our” and “us”) was incorporated under the laws of California in 1947, as Kalbfell Lab, Inc. and commenced active operations in the same year. Our name was changed to Kay Lab in 1954. In 1957, Cohu was reincorporated under the laws of the State of Delaware as Cohu Electronics, Inc. and in 1972, our name was changed to Cohu, Inc.

We have three reportable segments: semiconductor equipment, mobile microwave communication systems and video cameras. Our semiconductor equipment segment, Cohu’s Semiconductor Equipment Group (“SEG”), encompasses Cohu’s wholly owned subsidiaries Delta Design, Inc. (“Delta”), Rasco GmbH (“Rasco”) and Ismecca Semiconductor Holding SA (“Ismecca”). Delta develops, manufactures and sells pick-and-place semiconductor test handling equipment and thermal sub-systems to semiconductor manufacturers and test subcontractors throughout the world. Rasco develops, manufactures and sells gravity-feed and test-in-strip semiconductor test handling equipment and micro-electro-mechanical systems (“MEMS”) test modules used in final test operations by semiconductor manufacturers and test subcontractors. Ismecca, acquired by Cohu on December 31, 2012, designs, manufactures and sells turret-based test handling and back-end finishing equipment for integrated circuits, light emitting diodes (LEDs) and discrete components used by semiconductor manufacturers and test subcontractors throughout the world in assembly and packaging of devices.

Our microwave communication systems segment is comprised of our wholly owned subsidiary Broadcast Microwave Services, Inc. (“BMS”). BMS develops, manufactures and sells mobile microwave communications equipment to government agencies, law enforcement and public safety organizations, unmanned air vehicle program contractors, television broadcasters, entertainment companies, professional sports teams and other commercial entities. Our video camera segment (“Electronics Division”) develops, manufactures and sells video cameras and related products, specializing in video solutions for security, surveillance and traffic monitoring. Customers for these products are distributed among security, surveillance, traffic control/management, military, scientific imaging and machine vision.

Sales by reportable segment, expressed as a percentage of total consolidated net sales, for the last three years were as follows:

	<u>2013</u>	<u>2012</u>	<u>2011</u>
Semiconductor equipment	87%	81%	84%
Microwave communications	7%	12%	10%
Video cameras	6%	7%	6%
	<u>100%</u>	<u>100%</u>	<u>100%</u>

Additional financial information on our reportable segments for each of the last three years is included in Note 6, “Segment and Related Information” in Part IV, Item 15(a) of this Form 10-K.

Semiconductor Equipment

We are a worldwide supplier of semiconductor test handling and back-end finishing systems, MEMS test modules, and thermal sub-systems. Our semiconductor equipment companies develop, manufacture, sell and service a broad line of equipment capable of handling a wide range of integrated circuit and LED packages. Test handlers are electromechanical systems used to automate testing of the packaged integrated circuit in the “back-end” of the semiconductor manufacturing process. Testing determines the quality and performance of the integrated circuit prior to shipment to customers. Testers are designed to verify the performance of the integrated circuit, such as microprocessors, logic, analog, memory or mixed signal devices. Handlers are automated systems engineered to thermally condition and present for testing the packaged semiconductor devices. The majority of test handlers use either pick-and-place, gravity-feed, turret or test-in-strip technologies. The type of packaged device, test parallelism, thermal requirements and signal interface requirements normally determines the appropriate handling approach. Gravity-feed handling is the predominant solution for temperature testing of high performance small outline leaded and non-leaded packages, as well as for large packages with leads on only one or two sides as is common in high power devices. In gravity-feed handlers, integrated circuits are unloaded from plastic tubes, metal magazines or a bowl at the top of the machine and flow through the system, from top to bottom, propelled by the force of gravity. After testing, the integrated circuits are sorted and reloaded into tubes, magazines, bulk or tape for additional process steps or final shipment.

Integrated circuits with leads on all four sides, such as the quad flat pack, or with balls or pads on the bottom or top of the package, such as ball grid array packages, and quad flat no-lead packages as well as certain low profile integrated circuits with leads on two sides, such as the thin small outline package, and wafer-level packages are predominately handled in pick-and-place systems. Pick-and-place handlers use robotic mechanisms to move integrated circuits from Jedec trays and place them in precision transport boats or carriers for processing through the system. After testing, integrated circuits are sorted and reloaded into designated trays, based on test results.

Test-in-strip handlers accommodate integrated circuits in strips or panels prior to the final singulation step in the semiconductor manufacturing process flow and are typically used for high-parallel testing applications. Turret-based handlers use a rotating “turret” mechanism that provides very high device throughput and efficient integration of multiple back-end finishing operations. Turret handlers are ideally suited for high-volume and low-mix testing of smaller integrated circuits, discrete and LED devices. MEMS test modules are independent physical stimuli units for testing sensor integrated circuits typically used in the automotive and consumer electronics industries. These MEMS test modules can be integrated to our gravity-feed, pick & place, turret or test-in-strip handlers for testing a variety of sensors, including pressure, acoustic, magnetic field hall effect, optical and others.

To ensure quality, semiconductors are typically tested at hot and/or cold temperatures, which can simulate the final operating environment. Our test handler products are designed to provide a precisely controlled test environment, often over the range of -60 degrees Celsius to +175 degrees Celsius. As the speed and power of certain integrated circuits, such as microprocessors and mobile processors, has increased so has the need to actively manage the self-generated heat during the test process to maximize yield. This heat is capable of damaging or destroying the integrated circuit and can result in speed downgrading, when devices self-heat and fail to successfully test at their maximum possible speed. Device yields are extremely important and speed grading directly affects the selling price of the integrated circuit and the profitability of the semiconductor manufacturer. In addition to temperature capability, other key factors in the design of test handlers are handling speed, flexibility, parallel test capability, alignment to the test contactors, system size, reliability and cost.

Delta provides thermal sub-systems for use in advanced burn-in and system-level test applications. These thermal sub-systems maintain and control the temperature of the integrated circuit during the testing process. Burn-in stresses devices for detection of early failures (infant mortality) prior to distribution. The burn-in process is also used by semiconductor manufacturers to develop reliability models of newly introduced devices. The objective of reliability testing is to determine a device’s fault-free operation and estimated useful life by exposing the device to various electrical and thermal conditions that impact its performance. System-level testing is required for functional testing of high-end microprocessors as well as mobile processors combined with memory integrated circuits. This is typically the last test operation of complex, expensive integrated circuits prior to the final electronic integration process.

Our products are complex electromechanical systems that are used in high-volume production environments and many are in service twenty-four hours per day, seven days a week. Customers continuously strive to increase the utilization of their production test equipment and expect high reliability from test handling, MEMS test modules and thermal subsystems used in burn-in and system-level test. The availability of trained technical support

[Table of Contents](#)

personnel is an important competitive factor in the marketplace. Our semiconductor equipment companies deploy service engineers worldwide, often within customers' production facilities, who work with customer personnel to maintain, repair and continuously improve the performance of our equipment.

Our Semiconductor Equipment Products

We offer products for the pick-and-place, gravity-feed, test-in-strip and turret handling, MEMS and system-level test markets. We currently sell the following products in the semiconductor equipment market:

Pick-and-place

The Delta **EDGE** is a pick-and-place handler that combines an economical design with a small footprint and fast index time (processing speed of the contactor placement mechanism). The **EDGE** handler is designed to meet the needs of integrated circuit manufacturers and subcontractors who test at ambient and hot temperatures.

The Delta **MATRIx** is a high performance pick-and-place handler capable of thermally conditioning devices from -60 degrees Celsius to +175 degrees Celsius. It provides increased productivity in several dimensions of performance: high throughput and test parallelism, scalability and active thermal control per test site. With an adjustable test site configuration, customers can reuse existing load-boards, including those made for competitor equipment and gravity handlers. The system also provides flexibility with field upgradeable options including a chamberless tri-temperature test site and auto contactor cleaning.

The Delta **Castle** is a pick-and-place test handler capable of thermally conditioning devices from -60 degrees Celsius to +160 degrees Celsius. The Castle can position from one to nine devices for testing. Its large thermal soak chamber provides a continuous flow of thermally conditioned devices to the test site allowing the handler to process parts at high speed when running at temperature. The Castle incorporates an innovative vertical tray storage system that saves space on the test floor by minimizing the handler's footprint.

The Delta **Pyramid** is a high performance thermal handler providing high throughput, high parallel test capability for microprocessors and graphics processors. The Pyramid incorporates Delta's proprietary thermal control technology. The system is highly configurable and is capable of adapting to various customer requirements ranging from small tablet microprocessor testing to high-end server product testing.

Delta's **Summit** series of pick-and-place thermal handlers are designed to meet the requirements of manufacturers of microprocessors, graphic processors and other high speed, high power integrated circuits. The Summit handlers incorporate Delta's proprietary thermal control technology. The Summit PTC, or Passive Thermal Control, and ATC, or Active Thermal Control, models dissipate the heat generated during test enabling the integrated circuit to be tested successfully at its maximum speed and performance.

Delta's **LinX** Series is our new platform serving assembly automation. Back-end semiconductor assembly is the major process step prior to device testing and validation. The new LinX product line offers advanced Jedec handling automation that efficiently links various assembly test processes.

Gravity-Feed

Rasco's **SO1x00** is a high throughput gravity-feed platform that provides an economical solution for testing up to 8 devices in parallel. These handlers can be configured for tube-to-tube or metal magazine input and output, ambient-hot or tri-temperature testing and are easily kit-able for a wide range of integrated circuit packages.

Rasco's **SO2x00** is a modular platform that offers a reliable solution for testing small integrated circuit packages and up to 8 devices in parallel. The base platform can be configured with various input and output modules: tube, metal magazine, bowl, bulk, tape and reel, and an optional laser marking unit. These handlers can be configured for ambient-hot or tri-temperature testing.

Rasco's **Saturn** and **Jupiter** are our next generation gravity handlers delivering a fast index time capability with up to 8 devices tested in parallel at cold and/or hot temperature. Saturn has a configuration that covers testing of very small to medium size packaged integrated circuits, and Jupiter is a version that enables testing of medium to very large packaged integrated circuits typically serving the power management device market.

[Table of Contents](#)

Test-in-strip

Rasco's **SO3000**, test-in-strip handler, can process an entire strip at once or index the strip for single/multiple device testing. The system has tri-temperature capability, accommodates either stacked or slotted input/output media and can be configured with optional, automated vision alignment. The SO3000 is also a solution for in-process testing of next generation 3D packages, that integrate multiple substrate layers stacked and connected through silicon. This is a new process for advanced semiconductor package manufacturing that requires several test insertions along the manufacturing process flow.

Turret

Ismeca's **NX16** is a high-speed, 16-position turret handler commonly used for testing and inspection of integrated circuits, LEDs and discrete devices. The product is highly configurable with bowl or tube feeding, tape and bulk output modules along with many processing options including laser marking, inspection and test. The NX16 is capable of testing devices at ambient and hot temperature.

Ismeca's **NX32** is a scalable, 32-position turret handler used for testing and inspection of integrated circuits, LEDs, and discrete devices. There are many configurations of the NX32 turret handler: handling wafers in film-frame for input and/or output that is common for LEDs and wafer level package (WLP) devices; tray and tube input and/or output used for integrated circuits and discretes; and bowl feeding, tape and de-taping, alignment, laser marking, inspection and test modules. The NX32 is capable of testing devices at ambient and hot temperature.

Ismeca's **NY20** is our next generation turret handler platform that delivers higher throughput combined with fast device change-over time for both high-volume and high-mix testing and inspection of integrated circuits, LEDs and discrete devices. The new 20-position turret offers many of the functional modules and capabilities available on the NX16 and NX32 platforms in a smaller footprint, higher throughput handler.

Micro-Electro-Mechanical Systems ("MEMS")

Rasco's MEMS series are modules that generate a physical stimuli for testing of sensor integrated circuits typically used in the automotive (e.g. tire pressure, airbag sensors) and consumer electronics (e.g. tilt, motion, microphone and light sensors) industries. The MEMS modules are stand-alone units that can be integrated into Delta, Ismeca or Rasco pick-and-place, turret, test-in-strip, or gravity-feed handlers.

Thermal Sub-Systems

Delta adapted its proprietary thermal control technology for use by integrated circuit manufacturers in high performance burn-in and system level test. The **T-Core** thermal sub-systems provide fast and accurate thermal control of the integrated circuit during the testing process using the same technology available in the Pyramid handler. T-Core is also used in engineering and device characterization applications.

Delta's **Fusion HD** is the next generation tri-temperature thermal sub-system leveraging our advanced T-Core technology for testing advanced mobile processors. The Fusion HD thermal sub-system offers the unique ability to test greater than 450 devices in parallel while thermally conditioning and accurately controlling each device temperature through stringent, power dissipative test scripts. Compared to conventional test methodologies, Fusion HD offers a significant device yield improvement while maintaining a cost effective tool throughput.

Contactors

It is becoming increasingly important to supply an integrated solution for power semiconductor testing in automotive, industrial and LED markets and Delta, Rasco and Ismeca design, manufacture, sell and support various lines of test contactor solutions. These are consumable, electro-mechanical assemblies that connect the device under test, inside our test handlers, and the automated test equipment.

Spares

Delta, Rasco and Ismeca provide consumable and non-consumable items that are used to maintain, sustain or otherwise enable their equipment to meet its performance, availability and production requirements.

Tooling (kits)

Delta, Rasco and Ismeca design and manufacture a wide range of device dedication kits that enable handlers to process different semiconductor packages. Our Philippines and China operations design and manufacture the majority of our handler kits and provide applications support to customers in the southeast Asia region.

[Table of Contents](#)

Sales by Product Line

During the last three years, sales of our semiconductor equipment products were distributed as follows:

	<u>2013</u>	<u>2012</u>	<u>2011</u>
Semiconductor test handler systems	40%	56%	57%
Thermal sub-systems and burn-in equipment	8%	5%	3%
Spares, tooling (kits) and service	52%	39%	40%

Mobile Microwave Communications

BMS develops, manufactures and sells mobile microwave communications equipment, antenna systems and associated equipment. These products are used in the transmission of video, audio and telemetry data. Applications for these microwave data-links include unmanned aerial vehicles (UAVs), law enforcement, security and surveillance, electronic news gathering and live broadcast communications. Customers include government agencies, law enforcement and public safety organizations, unmanned air vehicle program contractors, television broadcasters, entertainment companies, professional sports teams and other commercial entities.

Video Cameras

The Electronics Division develops, manufactures and sells video cameras and related products, specializing in IP video solutions for security, surveillance and traffic monitoring applications. The customer base for these products is distributed among traffic control and management, security/surveillance, military, scientific imaging and machine vision. The Electronics Division's products are high-performance, high-resolution cameras that meet the most demanding performance requirements and are resistant to harsh operating environments. The Electronics Division also offers customized products and accessories including cables, camera mounts and data storage devices.

Customers

Semiconductor Equipment

Our customers include semiconductor integrated device manufacturers and test subcontractors. Repeat sales to existing customers represent a significant portion of our sales. During the last three years, customers from our semiconductor equipment segment that have comprised 10% or greater of our consolidated net sales are as follows:

	<u>2013</u>	<u>2012</u>	<u>2011</u>
Intel	16%	39%	36%
Texas Instruments	*	*	11%

* Less than 10% of net sales

The loss of, or a significant reduction in, orders by these or other significant customers, including reductions due to market, economic or competitive conditions or the outsourcing of final integrated circuit test to subcontractors that are not our customers would adversely affect our financial condition and results of operations and as a result, we believe that our customer concentration is a significant business risk.

Additional financial information on revenues from external customers by geographic area for each of the last three years is included in Note 6, "Segment and Related Information" in Part IV, Item 15(a) of this Form 10-K.

Mobile Microwave Communications

Our customer base for microwave communications equipment is diverse and includes government agencies, law enforcement and public safety organizations, unmanned air vehicle program contractors, television broadcasters, entertainment companies, professional sports teams and other commercial entities throughout the world. No single customer of this segment accounted for 10% or more of our consolidated net sales in 2013, 2012 or 2011.

Video Cameras

Our customer base in the video camera industry segment is also diverse and includes corporate end-users, state and federal government agencies, original equipment manufacturers, system integrators and value-added resellers. No single customer of this segment accounted for 10% or more of our consolidated net sales in 2013, 2012 or 2011.

Sales and Marketing

We market our products worldwide through a combination of a direct sales force and independent sales representatives. In geographic areas where we believe there is sufficient sales potential, we generally employ our own personnel. The U.S. sales office for our semiconductor equipment businesses is located in Poway, California.

[Table of Contents](#)

The Europe sales office is located in Kolbermoor, Germany. We operate in Asia with headquarters in Singapore and branch offices in Taiwan, China, Thailand, Korea and Malaysia. Sales in Japan are made primarily through independent sales representatives.

Competition

Semiconductor Equipment

The semiconductor equipment industry is intensely competitive and is characterized by rapid technological change and demanding worldwide service requirements. Significant competitive factors include product performance, price, reliability, customer support and installed base of products. While we are a leading worldwide supplier of semiconductor test handling equipment, we face substantial competition. The Japanese and Korean markets for test handling equipment are large and represent a significant percentage of the worldwide market. During each of the last three years our sales to Japanese and Korean customers, who have historically purchased test handling equipment from Asian suppliers, have represented less than 10% of our total sales. Some of our current and potential competitors are part of larger corporations that have substantially greater financial, engineering, manufacturing and customer support capabilities and offer more extensive product offerings than Cohu. To remain competitive we believe we will require significant financial resources to offer a broad range of products, maintain customer support and service centers worldwide and to invest in research and development of new products. Failure to introduce new products in a timely manner or the introduction by competitors of products with actual or perceived advantages could result in a loss of competitive position and reduced sales of existing products. No assurance can be given that we will continue to compete successfully throughout the world.

Mobile Microwave Communications and Video Cameras

Our products in the microwave communications and video camera segments are sold in highly competitive markets throughout the world, where we compete on the basis of product performance and integration with customer requirements, service, product quality, reliability and price. Many of our competitors are divisions or segments of large, diversified companies with substantially greater financial, engineering, marketing, manufacturing and customer support capabilities than Cohu. No assurance can be given that we will continue to compete successfully in these market segments.

Backlog

Our backlog of unfilled orders for products, by segment, at December 28, 2013 and December 29, 2012, was as follows:

<i>(in millions)</i>	2013	2012
Semiconductor equipment *	\$75.4	\$30.6
Microwave communications	10.1	10.0
Video cameras	2.9	4.1
Total consolidated backlog	<u>\$88.4</u>	<u>\$44.7</u>

* Reported backlog for our semiconductor equipment segment as of December 28, 2013, includes Ismeca which was acquired on December 31, 2012.

Backlog is generally expected to be shipped within the next twelve months. Our backlog at any point in time may not be representative of actual sales in any future period due to the possibility of customer changes in delivery schedules, cancellation of orders, potential delays in product shipments, difficulties in obtaining parts from suppliers, failure to satisfy customer acceptance requirements and the inability to recognize revenue under accounting requirements. Furthermore, many orders are subject to cancellation or rescheduling by the customer with limited or no penalty. A reduction in backlog during any particular period could have a material adverse effect on our business, financial condition and results of operations. There is no significant seasonal aspect to our business.

Manufacturing and Raw Materials

Our manufacturing operations are currently located in Poway, California (Delta, BMS and Electronics Division); Laguna, the Philippines (Delta); Kolbermoor, Germany (Rasco); Malacca, Malaysia (Delta and Ismeca); Suzhou, China (Ismeca); La Chaux-de-Fonds, Switzerland (Ismeca) and Kemel, Germany (BMS).

Many of the components and subassemblies we utilize are standard products, although some items are made to our specifications. Certain components, particularly in our semiconductor equipment businesses, are obtained or are

[Table of Contents](#)

available from a limited number of suppliers. We seek to reduce our dependence on sole and limited source suppliers, however in some cases the complete or partial loss of certain of these sources could have a material adverse effect on our operations while we attempt to locate and qualify replacement suppliers.

Patents and Trademarks

Our proprietary technology is protected by various intellectual property laws including patents, licenses, trademarks, copyrights and trade secrets. In addition, we believe that, due to the rapid pace of technological change in the semiconductor equipment industry and our other business segments, the successful manufacture and sale of our products also depends upon our experience, technological know-how, manufacturing and marketing skills and speed of response to sales opportunities. In the absence of patent protection, we would be vulnerable to competitors who attempt to copy or imitate our products or processes. We believe our intellectual property has value and we have in the past and will in the future take actions we deem appropriate to protect such property from misappropriation. However, there can be no assurance such actions will provide meaningful protection from competition. Protecting our intellectual property rights or defending against claims brought by other holders of such rights, either directly against us or against customers we have agreed to indemnify, would likely be expensive and time consuming and could have a material adverse effect on our operations.

Research and Development

Certain of the markets in which we compete, particularly the semiconductor equipment industry, are characterized by rapid technological change. Research and development activities are carried on in our various subsidiaries and division and are directed toward development of new products and equipment, as well as enhancements to existing products and equipment. Our total research and development expense was \$48.6 million in 2013 (including Ismecca, acquired December 31, 2012) and \$36.2 million, for both 2012 and 2011.

We work closely with our customers to make improvements to our existing products and in the development of new products. We expect to continue to invest heavily in research and development and must manage product transitions successfully as introductions of new products could adversely impact sales of existing products.

Environmental Laws

Our business is subject to numerous federal, state, local and international environmental laws. On occasion, we have been notified by local authorities of instances of noncompliance with local and/or state environmental laws. We believe we are in compliance with applicable federal, state, local and international regulations. Compliance with foreign, federal, state and local laws that have been enacted or adopted regulating the discharge of materials into the environment or otherwise relating to the protection of the environment and the prevention of climate change have not had a material effect and is not expected to have a material effect upon the capital expenditures, results of operations or our competitive position. However, future changes in regulations may require expenditures that could adversely impact earnings in future years.

Executive Officers of the Registrant

The following sets forth the names, ages, positions and offices held by all executive officers of Cohu as of February 18, 2014. Executive Officers serve at the discretion of the Board of Directors, until their successors are appointed.

<u>Name</u>	<u>Age</u>	<u>Position</u>
Cohu:		
James A. Donahue	65	Chairman, President and Chief Executive Officer
Jeffrey D. Jones	52	Vice President, Finance and Chief Financial Officer
John H. Allen	62	Vice President, Administration

Cohu wholly owned subsidiaries:

Luis A. Müller	44	President – Cohu SEG
Hock W. Chiang	56	Vice President Global Sales & Service – Cohu SEG
Peter Portmann	56	Vice President Global Operations – Cohu SEG
Samer Kabbani	39	President – Delta Design Systems
James G. McFarlane	63	President – Delta Design Kit Operations

Mr. Donahue has been employed by Delta since 1978 and was President of Delta from May, 1983 until December, 2010. In October, 1999, Mr. Donahue was named President and Chief Operating Officer of Cohu and was appointed to Cohu's Board of Directors. In June, 2000, Mr. Donahue was promoted to Chief Executive Officer and was appointed Chairman of the Board in March, 2010.

Table of Contents

Mr. Jones joined Delta in 2005 as Vice President Finance. In November 2007, Mr. Jones was named Vice President, Finance and Chief Financial Officer of Cohu. Prior to joining Delta, Mr. Jones, was a consultant from 2004 to 2005 and Vice President and General Manager of the Systems Group at SBS Technologies, Inc., a designer and manufacturer of embedded computer products, from 1998 to 2003.

Mr. Allen has been employed by Cohu since June, 1995. He was Director of Finance until September, 1995, became Vice President, Finance in September, 1995, and was appointed Chief Financial Officer in October, 1995. In November 2007, Mr. Allen was made Vice President, Administration. Prior to joining Cohu, Mr. Allen held various positions with Ernst & Young LLP from 1976 until June, 1995 and had been a partner with that firm since 1987.

Mr. Müller joined Delta in 2005 as Director of Engineering. In July 2008, Mr. Müller was promoted to the position of Vice President of the High Speed Handling Group for Delta and in January 2009 he was named Managing Director of Rasco. In January 2011, Mr. Müller was appointed President of Cohu's Semiconductor Equipment Group, which encompasses Cohu subsidiaries Delta Design, Inc., Rasco GmbH and Ismeca Semiconductor.

Mr. Chiang has been employed by Cohu since October 2012 as Vice President, Global Sales & Service for Cohu's Semiconductor Equipment Group. Prior to joining Cohu, Mr. Chiang served as a Director for AXElite Technology Corporation. Additionally, from 1995 through 2011, Mr. Chiang held a variety of positions at Teradyne, Inc. ("Teradyne") including Director – Asia SOC Marketing & New Business Development, Managing Director of Teradyne's Singapore and China operations and Director of Worldwide Field Total Quality Management.

Mr. Portmann began his employment with Cohu with the acquisition of Ismeca on December 31, 2012 and was named Vice President Global Operations of Cohu's Semiconductor Equipment Group in January 2013. Immediately prior to joining Cohu, Mr. Portman served as the Vice President and Global Operations Manager of Ismeca for seven years. Additionally, from 1994 through 2001, Mr. Portmann held a variety of leadership positions at Ismeca including General Manager of Ismeca Malaysia and Vice President of the Semiconductor Division.

Mr. Kabbani joined Delta in 2003 holding several leadership positions in engineering. In 2007, Mr. Kabbani was promoted to the position of Vice President of the High Performance Logic Group and in 2011 he became Vice President of Engineering for Delta. Mr. Kabbani was named President of Delta Design Systems in February 2013.

Mr. McFarlane has been employed by Delta since 1989. He was Director of Engineering from 1992 to 1998 and was promoted to Vice President of Engineering in 1998. In 2000, Mr. McFarlane was promoted to Senior Vice President and in February 2013 was named President of Delta Design Kit Operations.

Employees

At December 28, 2013, we had approximately 1,400 employees. Our employee headcount has fluctuated in the last five years primarily due to the volatile business conditions in the semiconductor equipment industry and the acquisitions of Rasco and Ismeca. Our employees in the United States and most locations in Asia are not covered by collective bargaining agreements, however, certain employees at Rasco's facility in Kolbermoor, Germany, are represented by a works council, certain employees at Ismeca's facility La Chaux-de-Fonds, Switzerland are members of the micro-technology and Swiss watch trade union and certain employees in Ismeca's China operation belong to local trade unions. We have not experienced any work stoppages and consider our relations with our employees to be good. We believe that a great part of our future success will depend on our continued ability to attract and retain qualified employees. Competition for the services of certain personnel, particularly those with technical skills, is intense. There can be no assurance that we will be able to attract, hire, assimilate and retain a sufficient number of qualified employees.

Available Information

Our web site address is www.cohu.com. We make available free of charge, on or through our web site, our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and all amendments

[Table of Contents](#)

to those reports, as soon as reasonably practicable after such material is electronically filed with the Securities and Exchange Commission. Our Code of Business Conduct and Ethics and other documents related to our corporate governance is also posted on our web site at www.cohu.com/investors/corporategovernance. Information contained on our web site is not deemed part of this report.

Item 1A. Risk Factors.

Set forth below and elsewhere in this report on Form 10-K and in other documents we file with the SEC, are risks and uncertainties that could cause actual results to differ materially from the results expressed or implied by the forward-looking statements contained in this Annual Report. Before deciding to purchase, hold or sell our common stock, you should carefully consider the risks described below in addition to the other cautionary statements and risks described elsewhere, and the other information contained, in this Annual Report on Form 10-K. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also affect our business. If any of these known or unknown risks or uncertainties actually occurs with material adverse effects on Cohu, our business, financial condition and results of operations could be seriously harmed. The trading price of our common stock could decline due to any of these risks, and you may lose all or part of your investment.

We are exposed to risks associated with acquisitions, investments and divestitures.

We have made, and may in the future make, acquisitions of, or significant investments in, businesses with complementary products, services and/or technologies such as our acquisition of Ismeca, which was completed on December 31, 2012. Acquisitions and investments involve numerous risks, including, but not limited to:

- difficulties and increased costs in connection with integration of the personnel, operations, technologies and products of acquired businesses;
- increasing the scope, geographic diversity and complexity of our business;
- diversion of management's attention from other operational matters;
- the potential loss of key employees or customers of Cohu or acquired businesses;
- lack of synergy, or the inability to realize expected synergies, resulting from the acquisition;
- failure to commercialize purchased technology; and
- the impairment of acquired intangible assets and goodwill that could result in significant charges to operating results in future periods.

We may be required to finance future acquisitions and investments through a combination of borrowings, proceeds from equity or debt offerings and the use of cash, cash equivalents and short-term investments.

With respect to divestitures, we may divest businesses that do not meet our strategic objectives, or do not meet our growth or profitability targets and may not be able to complete proposed divestitures on terms commercially favorable to us.

Mergers, acquisitions and investments are inherently risky and the inability to effectively manage these risks could materially and adversely affect our business, financial condition and results of operations. At December 28, 2013 we had goodwill and net purchased intangible assets balances of \$71.3 million and \$45.3 million, respectively.

We are exposed to the risks of operating a global business.

We are a global corporation with offices and subsidiaries in certain foreign locations to support our sales and services to the global semiconductor industry and, as such, we face risks in doing business abroad that we do not face domestically. Certain aspects inherent in transacting business internationally could negatively impact our operating results, including:

- costs and difficulties in staffing and managing international operations;
- unexpected changes in regulatory requirements;
- difficulties in enforcing contractual and intellectual property rights;
- longer payment cycles;
- local political and economic conditions;
- potentially adverse tax consequences, including restrictions on repatriating earnings and the threat of "double taxation"; and
- fluctuations in currency exchange rates, which can affect demand and increase our costs.

Additionally, managing geographically dispersed operations presents difficult challenges associated with organizational alignment and infrastructure, communications and information technology, inventory control,

[Table of Contents](#)

customer relationship management, terrorist threats and related security matters and cultural diversities. If we are unsuccessful in managing such operations effectively, our business and results of operations will be adversely affected.

The implementation of our Enterprise Resource Planning software could disrupt our business which could decrease our sales, earnings and liquidity.

We are in the process of finalizing the implementation of an Enterprise Resource Planning (ERP) software system which may not result in improvements that outweigh its costs and may disrupt our operations. Our inability to mitigate existing and future disruptions could decrease our sales, earnings and liquidity. The ERP system implementation subjects us to substantial costs and inherent risks associated with migrating from our legacy systems. These costs and risks could include, but are not limited to:

- significant operating expenditures;
- disruptions to our domestic and international supply chains;
- inability to fill customer orders accurately and on a timely basis, or at all;
- inability to process payments to suppliers, vendors and associates accurately and in a timely manner;
- disruptions to or the ineffectiveness of our internal control environment;
- inability to fulfill our SEC or other governmental reporting requirements in a timely or accurate manner;
- inability to fulfill federal, state and local tax filing requirements in a timely or accurate manner; and
- increased demands on management and staff time to the detriment of other corporate initiatives.

The semiconductor industry we serve is highly volatile and unpredictable.

Visibility into our markets is limited. Our operating results are substantially dependent on our semiconductor equipment business. This capital equipment business is in turn highly dependent on the overall strength of the semiconductor industry. Historically, the semiconductor industry has been highly cyclical with recurring periods of oversupply and excess capacity, which often have had a significant effect on the semiconductor industry's demand for capital equipment, including equipment of the type we manufacture and market. We anticipate that the markets for newer generations of semiconductors and semiconductor equipment may also be subject to similar cycles and severe downturns. Any significant reductions in capital equipment investment by semiconductor integrated device manufacturers and test subcontractors will materially and adversely affect our business, financial position and results of operations. In addition, the volatile and unpredictable nature of semiconductor equipment demand has in the past and may in the future expose us to significant excess and obsolete and lower of cost or market inventory write-offs and reserve requirements. In 2013, 2012 and 2011, we recorded pre-tax inventory-related charges of approximately \$8.1 million, \$8.9 million, and \$5.8 million, respectively, primarily as a result of changes in customer forecasts.

The semiconductor equipment industry in general and the test handler market in particular, is highly competitive.

The semiconductor test handler industry is intensely competitive and we face substantial competition from numerous companies throughout the world. The test handler industry, while relatively small in terms of worldwide market size compared to other segments of the semiconductor equipment industry, has several participants resulting in intense competitive pricing pressures. Future competition may include companies that do not currently supply test handlers. Some of our competitors are part of larger corporations that have substantially greater financial, engineering, manufacturing and customer support capabilities and provide more extensive product offerings. In addition, there are emerging semiconductor equipment companies that provide or may provide innovative technology incorporated in products that may compete successfully against our products. We expect our competitors to continue to improve the design and performance of their current products and introduce new products with improved performance capabilities. Our failure to introduce new products in a timely manner, the introduction by our competitors of products with perceived or actual advantages, or disputes over rights to use certain intellectual property or technology could result in a loss of our competitive position and reduced sales of, or margins on our existing products. We believe that competitive conditions in the semiconductor test handler market have intensified over the last several years. This intense competition has adversely impacted our product average selling prices and gross margins on certain products. If we are unable to reduce the cost of our existing products and successfully introduce new lower cost products we expect these competitive conditions to negatively impact our gross margin and operating results in the foreseeable future.

Semiconductor equipment is subject to rapid technological change, product introductions and transitions may result in inventory write-offs and our new product development involves numerous risks and uncertainties.

Semiconductor equipment and processes are subject to rapid technological change. We believe that our future success will depend in part on our ability to enhance existing products and develop new products with improved performance capabilities. We expect to continue to invest heavily in research and development and must manage product transitions successfully, as introductions of new products, including the products obtained in our acquisitions, may adversely impact sales and/or margins of existing products. In addition, the introduction of new products by us or by our competitors, the concentration of our revenues in a limited number of large customers, the migration to new semiconductor testing methodologies and the custom nature of our inventory parts increases the risk that our established products and related inventory may become obsolete, resulting in significant excess and obsolete inventory exposure. This increased exposure resulted in significant charges to operations during each of the years in the three-year period ended December 28, 2013. Future inventory write-offs and increased inventory reserve requirements could have a material adverse impact on our results of operations and financial condition.

The design, development, commercial introduction and manufacture of new semiconductor equipment is an inherently complex process that involves a number of risks and uncertainties. These risks include potential problems in meeting customer acceptance and performance requirements, integration of the equipment with other suppliers' equipment and the customers' manufacturing processes, transitioning from product development to volume manufacturing and the ability of the equipment to satisfy the semiconductor industry's constantly evolving needs and achieve commercial acceptance at prices that produce satisfactory profit margins. The design and development of new semiconductor equipment is heavily influenced by changes in integrated circuit assembly, test and final manufacturing processes and integrated circuit package design changes. We believe that the rate of change in such processes and integrated circuit packages is accelerating. As a result of these changes and other factors, assessing the market potential and commercial viability of handling, MEMS, system-level and burn-in test equipment is extremely difficult and subject to a great deal of risk. In addition, not all integrated circuit manufacturers employ the same manufacturing processes. Differences in such processes make it difficult to design standard test products that are capable of achieving broad market acceptance. As a result, we might not accurately assess the semiconductor industry's future equipment requirements and fail to design and develop products that meet such requirements and achieve market acceptance. Failure to accurately assess customer requirements and market trends for new semiconductor test products may have a material adverse impact on our operations, financial condition and results of operations.

The transition from product development to the manufacture of new semiconductor equipment is a difficult process and delays in product introductions and problems in manufacturing such equipment are common. We have in the past and may in the future experience difficulties in manufacturing and volume production of our new equipment. In addition, as is common with semiconductor equipment, our after sale support and warranty costs have typically been significantly higher with new products than with our established products. Future technologies, processes and product developments may render our current or future product offerings obsolete and we might not be able to develop, introduce and successfully manufacture new products or make enhancements to our existing products in a timely manner to satisfy customer requirements or achieve market acceptance. Furthermore, we might not realize acceptable profit margins on such products.

Global economic conditions may have an impact on our business and financial condition in ways that we currently cannot predict.

Our operations and financial results depend on worldwide economic conditions and their impact on levels of business spending, which have deteriorated significantly in many countries and regions and may remain depressed for the foreseeable future. Continued uncertainties may reduce future sales of our products and services. While we believe we have a strong customer base and have experienced strong collections in the past, if the current market conditions deteriorate, we may experience increased collection times and greater write-offs, either of which could have a material adverse effect on our cash flow.

In addition, the tightening of credit markets and concerns regarding the availability of credit may make it more difficult for our customers to raise capital, whether debt or equity, to finance their purchases of capital equipment, including the products we sell. Delays in our customers' ability to obtain such financing, or the unavailability of such financing would adversely affect our product sales and revenues and therefore harm our business and operating results. We cannot predict the timing, duration of or effect on our business of the economic slowdown or the timing or strength of a subsequent recovery.

A limited number of customers account for a substantial percentage of our net sales.

A small number of customers of our semiconductor equipment segment have been responsible for a significant portion of our net sales. During the past five years, the percentage of our sales derived from these significant

[Table of Contents](#)

customers has varied greatly. Such variations are due to changes in the customers' business and their purchase of products from our competitors. It is common in the semiconductor test handler industry for customers to purchase equipment from more than one equipment supplier, increasing the risk that our competitive position with a specific customer may deteriorate. No assurance can be given that we will continue to maintain our competitive position with these or other significant customers. Furthermore, we expect the percentage of our revenues derived from significant customers will vary greatly in future periods. The loss of, or a significant reduction in, orders by these or other significant customers as a result of competitive products, market conditions including end market demand for our customers' products, outsourcing final semiconductor test to test subcontractors that are not our customers or other factors, would have a material adverse impact on our business, financial condition and results of operations. Furthermore, the concentration of our revenues in a limited number of large customers is likely to cause significant fluctuations in our future annual and quarterly operating results.

We do not currently participate in the memory test handler market.

Pick-and-place handlers used in memory test applications account for a significant portion of the worldwide test handler market. We do not currently participate in the mainstream memory market segment; therefore our total available sales market is limited.

If we cannot continue to develop, manufacture and market products and services that meet customer requirements for innovation and quality, our revenue and gross margin may suffer.

The process of developing new high technology products and services and enhancing existing products and services is complex, costly and uncertain, and any failure by us to anticipate customers' changing needs and emerging technological trends accurately could significantly harm our market share and results of operations. In addition, in the course of conducting our business, we must adequately address quality issues associated with our products and services, including defects in our engineering, design and manufacturing processes, as well as defects in third-party components included in our products. In order to address quality issues, we work extensively with our customers and suppliers and engage in product testing to determine the cause of quality problems and to determine appropriate solutions. Finding solutions to quality issues can be expensive and may result in additional warranty, replacement and other costs, adversely affecting our profits. In addition, quality issues can impair our relationships with new or existing customers and adversely affect our reputation, which could lead to a material adverse effect on our operating results.

The cyclical nature of the semiconductor equipment industry places enormous demands on our employees, operations and infrastructure.

The semiconductor equipment industry is characterized by dramatic and sometimes volatile changes in demand for its products. Changes in product demand result from a number of factors including the semiconductor industry's continually changing and unpredictable capacity requirements and changes in integrated circuit design and packaging. Sudden changes in demand for semiconductor equipment have a significant impact on our operations. Typically, we reduce and increase our workforce, particularly in manufacturing, based on customer demand for our products. These changes in workforce levels place enormous demands on our employees, operations and infrastructure since newly hired personnel rarely possess the expertise and level of experience of current employees. Additionally, these transitions divert management time and attention from other activities and adversely impact employee morale. We have in the past and may in the future experience difficulties, particularly in manufacturing, in training and recruiting the large number of additions to our workforce. The volatility in headcount and business levels, combined with the cyclical nature of the semiconductor industry, may require that we invest substantial amounts in new operational and financial systems, procedures and controls. We may not be able to successfully adjust our systems, facilities and production capacity to meet our customers' changing requirements. The inability to meet such requirements will have an adverse impact on our business, financial position and results of operations.

We utilize contract manufacturers and changes to those relationships, expected or unexpected, may result in delays or disruptions that could cause us to lose revenue and damage our customer relationships.

Our reliance on contract manufacturers gives us less control over the manufacturing process and exposes us to significant risks, including limited control over capacity, late delivery, quality and costs. In addition, it is time consuming and costly to qualify and implement additional contract manufacturer relationships. Therefore, if we should fail to effectively manage our contract manufacturer relationships or if one or more of them should experience delays, disruptions or quality control problems, or if we had to change or add additional contract manufacturers or contract manufacturing sites, our ability to ship products to our customers could be delayed. Also, the addition of manufacturing locations or contract manufacturers may increase the complexity of our supply

[Table of Contents](#)

chain management. We cannot be certain that existing or future contract manufacturers will be able to manufacture our products on a timely and cost-effective basis, or to our quality and performance specifications. If our contract manufacturers are unable to meet our manufacturing requirements in a timely manner, our ability to ship products and to realize the related revenues when anticipated could be materially affected.

The loss of key personnel could adversely impact our business.

Certain key personnel are critical to our business. Our future operating results depend substantially upon the continued service of our key personnel, many of whom are not bound by employment or non-competition agreements. Our future operating results also depend in significant part upon our ability to attract and retain qualified management, manufacturing, technical, engineering, marketing, sales and support personnel. Competition for qualified personnel, particularly those with technical skills, is intense, and we cannot ensure success in attracting or retaining qualified personnel. In addition, the cost of living in the San Diego, California, Kolbermoor, Germany and La Chaux-de Fonds, Switzerland areas, where the majority of our development personnel are located, is high and we have had difficulty in recruiting prospective employees from other locations. There may be only a limited number of persons with the requisite skills and relevant industry experience to serve in these positions and it may become increasingly difficult for us to hire personnel over time. Our business, financial condition and results of operations could be materially adversely affected by the loss of any of our key employees, by the failure of any key employee to perform in his or her current position, or by our inability to attract and retain skilled employees.

Failure of critical suppliers to deliver sufficient quantities of parts in a timely and cost-effective manner could adversely impact our operations.

We use numerous vendors to supply parts, components and subassemblies for the manufacture of our products. It is not always possible to maintain multiple qualified suppliers for all of our parts, components and subassemblies. As a result, certain key parts may be available only from a single supplier or a limited number of suppliers. In addition, suppliers may cease manufacturing certain components that are difficult to replace without significant reengineering of our products. On occasion, we have experienced problems in obtaining adequate and reliable quantities of various parts and components from certain key suppliers. Our results of operations may be materially and adversely impacted if we do not receive sufficient parts to meet our requirements in a timely and cost effective manner.

Third parties may violate our proprietary rights or accuse us of infringing upon their proprietary rights.

We rely on patent, copyright, trademark and trade secret laws to establish and maintain proprietary rights in our technology and products. Any of our proprietary rights may expire due to patent life, or be challenged, invalidated or circumvented. In addition, from time to time, we receive notices from third parties regarding patent or copyright claims. Any such claims, with or without merit, could be time-consuming to defend, result in costly litigation, divert management's attention and resources and cause us to incur significant expenses. In the event of a successful claim of infringement against us and our failure or inability to license the infringed technology or to substitute similar non-infringing technology, our business, financial condition and results of operations could be adversely affected.

A majority of our revenues are generated from exports to foreign countries, primarily in Asia, that are subject to economic and political instability and we compete against a number of Asian test handling equipment suppliers.

The majority of our export sales are made to destinations in Asia. Political or economic instability, particularly in Asia, may adversely impact the demand for capital equipment, including equipment of the type we manufacture and market. In addition, we face intense competition from a number of Asian suppliers that have certain advantages over U.S. suppliers, including us. These advantages include, among other things, proximity to customers, favorable tariffs and affiliation with significantly larger organizations. In addition, changes in the amount or price of semiconductors produced in Asia could impact the profitability or capital equipment spending programs of our foreign and domestic customers.

The occurrence of natural disasters and geopolitical instability caused by terrorist attacks and other threats may adversely impact our operations and sales.

Our Asian sales and service headquarters is located in Singapore and the majority of our sales are made to destinations in Asia. In addition, we have manufacturing plants in the Philippines, Malaysia and China. These regions are known for being vulnerable to natural disasters and other risks, such as earthquakes, tsunamis, fires, and floods, which at times have disrupted the local economies. A significant earthquake or tsunami could materially affect operating results. We are not insured for most losses and business interruptions of this kind, and

[Table of Contents](#)

do not presently have redundant, multiple site capacity in the event of a natural disaster. In the event of such disaster, our business would suffer. Furthermore, we have customers throughout the Middle East and terrorist attacks, protests or other threats in this region may cause geopolitical instability, which may have an adverse impact on our business, results of operations and financial condition.

Unanticipated changes in our tax provisions or exposure to additional income tax liabilities could affect our profitability.

We are subject to income and other taxes in the U.S. and numerous foreign jurisdictions. Our tax liabilities are affected by, among other things, the amounts our affiliated entities charge each other for intercompany transactions. We may be subject to ongoing tax examinations in various jurisdictions. Tax authorities may disagree with our intercompany charges or other matters and assess additional taxes. While we regularly assess the likely outcomes of these examinations in order to determine the appropriateness of our tax provision, tax audits are inherently uncertain and an unfavorable outcome could occur. An unanticipated, unfavorable outcome in any specific period could harm our operating results for that period or future periods. The financial cost and management attention and time devoted to defending income tax positions may divert resources from our business operations, which could harm our business and profitability. Tax examinations may also impact the timing and/or amount of our refund claims. In addition, our effective tax rate in the future could be adversely affected by changes in the mix of earnings in countries with differing statutory tax rates, changes in the valuation of our deferred tax assets and liabilities, changes in tax laws and the discovery of new information in the course of our tax return preparation process. In particular, the carrying value of our deferred tax assets and the utilization of our net operating loss and credit carryforwards are dependent on our ability to generate future taxable income in the U.S. and other countries. Furthermore, these carryforwards may be subject to annual limitations as a result of changes in Cohu's ownership.

Compliance with regulations may impact sales to foreign customers and impose costs.

Certain products and services that we offer require compliance with United States and other foreign country export and other regulations. Compliance with complex U.S. and other foreign country laws and regulations that apply to our international sales activities increases our cost of doing business in international jurisdictions and could expose us or our employees to fines and penalties. These laws and regulations include import and export requirements, the U.S. State Department International Traffic in Arms Regulations (ITAR) and U.S. and other foreign country laws such as the Foreign Corrupt Practices Act (FCPA), and local laws prohibiting corrupt payments to governmental officials. Violations of these laws and regulations could result in fines, criminal sanctions against us, our officers or our employees, prohibitions on the conduct of our business and damage to our reputation. Although we have implemented policies and procedures designed to ensure compliance with these laws, there can be no assurance that our employees, contractors or agents will not violate our policies, or that our policies will be effective in preventing all potential violations. Any such violations could include prohibitions on our ability to offer our products and services to one or more countries, and could also materially damage our reputation, our brand, our international expansion efforts, our ability to attract and retain employees, our business and our operating results. Further, defending against claims of violations of these laws and regulations, even if we are successful, could be time-consuming, result in costly litigation, divert management's attention and resources and cause us to incur significant expenses.

In addition to government regulations regarding sale and export, we are subject to other regulations regarding our products. For example, the U.S. Securities and Exchange Commission has recently adopted disclosure rules for companies that use conflict minerals in their products, with substantial supply chain verification requirements in the event that the materials come from, or could have come from, the Democratic Republic of the Congo or adjoining countries. These new rules and verification requirements will impose additional costs on us and on our suppliers, and may limit the sources or increase the prices of materials used in our products. Further, if we are unable to certify that our products are conflict free, we may face challenges with our customers, which could place us at a competitive disadvantage, and our reputation may be harmed.

Our microwave communication equipment and video camera segments depend on government spending for a significant portion of their sales, creating uncertainty in the timing of and funding for projected contracts.

A significant portion of the sales of BMS, Inc. and Cohu Electronics are made to federal, state, local and foreign government agencies as a prime or sub-contractor. Government spending has historically been cyclical. A decrease in government spending or changes in spending allocation could result in one or more of the programs being reduced, delayed or terminated. Reductions or delays in the funding process or changes in funding caused by automatic budget cuts ("sequestration") or unforeseen world events can impact the timing of available funds or can lead to changes in program content or termination. The loss of anticipated funding or the termination of multiple or large programs could have an adverse effect on our future sales and earnings.

Our business and operations could suffer in the event of security breaches.

Attempts by others to gain unauthorized access to information technology systems are becoming more sophisticated and are sometimes successful. These attempts, which might be related to industrial or other espionage, include covertly introducing malware to our computers and networks and impersonating authorized users, among others. We seek to detect and investigate all security incidents and to prevent their recurrence, but in some cases, we might be unaware of an incident or its magnitude and effects. The theft, unauthorized use or publication of our intellectual property and/or confidential business information could harm our competitive position, reduce the value of our investment in research and development and other strategic initiatives or otherwise adversely affect our business. To the extent that any security breach results in inappropriate disclosure of our customers' or licensees' confidential information, we may incur liability as a result. In addition, we may be required to devote additional resources to the security of our information technology systems.

Our financial and operating results may vary and may fall below analysts' estimates, which may cause the price of our common stock to decline.

Our operating results may fluctuate from quarter to quarter due to a variety of factors including, but not limited to:

- cyclical nature of the semiconductor equipment industry;
- timing and amount of orders from customers and shipments to customers;
- inability to recognize revenue due to accounting requirements;
- inventory writedowns;
- inability to deliver solutions as expected by our customers; and
- intangible and deferred tax asset writedowns.

Due to these factors or other unanticipated events, quarter-to-quarter comparisons of our operating results may not be reliable indicators of our future performance. In addition, from time to time our quarterly financial results may fall below the expectations of the securities and industry analysts who publish reports on our company or of investors in general. This could cause the market price of our stock to decline, perhaps significantly.

We have experienced significant volatility in our stock price.

A variety of factors may cause the price of our stock to be volatile. In recent years, the stock market in general, and the market for shares of high-technology companies in particular, including ours, have experienced extreme price fluctuations, which have often been unrelated to the operating performance of affected companies. During the last three years the price of our common stock has ranged from \$7.96 to \$17.18. The price of our stock may be more volatile than the stock of other companies due to, among other factors, the unpredictable and cyclical nature of the semiconductor industry, our significant customer concentration, intense competition in the test handler industry, our limited backlog and our relatively low daily stock trading volume. The market price of our common stock is likely to continue to fluctuate significantly in the future, including fluctuations related and unrelated to our performance.

Item 1B. Unresolved Staff Comments.

None.

[Table of Contents](#)

Item 2. Properties.

Certain information concerning our principal properties at December 28, 2013, identified by business segment is set forth below:

<u>Location</u>	<u>Approximate Sq. Footage</u>	<u>Ownership</u>
Poway, California (1) (2) (3) (4)	338,000	Owned
Kolbermoor, Germany (1)	40,000	Owned
Malacca, Malaysia (1)	50,000	Leased
Calamba City, Laguna, Philippines (1)	51,000	Leased
La Chaux-de-Fonds, Switzerland (1)	34,000	Leased
Singapore (1)	24,000	Leased
Suzhou, China (1)	6,000	Leased
Heidenrod – Kemel, Germany (3)	5,000	Leased

-
- (1) Semiconductor equipment
 - (2) Video cameras
 - (3) Microwave Communications
 - (4) Cohu Corporate offices

In addition to the locations listed above, we lease other properties primarily for sales and service offices in various locations. We believe our facilities are suitable for their respective uses and are adequate for our present needs.

Item 3. Legal Proceedings.

From time-to-time we are involved in various legal proceedings, examinations by various tax authorities and claims that have arisen in the ordinary course of our businesses.

During the period from February through May 2013, Cohu's subsidiary Delta Design, Inc. ("Delta") made several inquiries of Essai, Inc. ("Essai") asking it to confirm that it had not incorporated any of the technology covered by Delta's patents in its current product offerings. On May 23, 2013 Essai filed a complaint against Delta in the U.S. District Court for the Northern District of California (the "Court") seeking a declaratory judgment of non-infringement and invalidity of one Delta U.S. patent that issued in 1998. On July 19, 2013 Delta filed a motion with the Court to dismiss Essai's complaint and Essai filed its opposition to Delta's motion to dismiss on August 2, 2013. On December 2, 2013 the Court granted Delta's motion to dismiss the case and judgment was entered in favor of Delta and against Essai on February 5, 2014. Delta intends to vigorously defend its intellectual property rights.

The outcome of any litigation is inherently uncertain. While there can be no assurance, we do not believe at the present time that the resolution of the matters described above will have a material adverse effect on our assets, financial position or results of operations.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

(a) Market Information

Cohu, Inc. stock is traded on the NASDAQ Global Select Market under the symbol “COHU”. The following table sets forth the high and low sales prices as reported on the NASDAQ Global Select Market during the last two years.

	Fiscal 2013		Fiscal 2012	
	High	Low	High	Low
First Quarter	\$ 11.49	\$ 9.13	\$ 14.16	\$ 10.39
Second Quarter	\$ 12.93	\$ 8.63	\$ 11.72	\$ 8.69
Third Quarter	\$ 13.40	\$ 9.82	\$ 10.80	\$ 8.23
Fourth Quarter	\$ 11.19	\$ 9.01	\$ 11.50	\$ 7.96

Holdings

At February 18, 2014, Cohu had 523 stockholders of record.

Dividends

We have paid consecutive quarterly dividends since 1977 and, as discussed below, expect to continue doing so. Cash dividends, per share, declared in 2013 and 2012 were as follows:

	Fiscal 2013	Fiscal 2012
First Quarter	\$0.06	\$0.06
Second Quarter	\$0.06	\$0.06
Third Quarter	\$0.06	\$0.06
Fourth Quarter	\$0.06	\$0.06
Total	\$0.24	\$0.24

We intend to continue to pay quarterly dividends subject to capital availability and periodic determinations by our Board of Directors that cash dividends are in the best interests of our stockholders. Our dividend policy may be affected by, among other items, our views on potential future capital requirements, including those related to research and development, investments and acquisitions, legal risks and stock repurchases.

Equity Compensation Plan Information

The following table summarizes information with respect to equity awards under Cohu’s equity compensation plans at December 28, 2013 (*in thousands, except per share amounts*):

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a) (1)	Weighted average exercise price of outstanding options, warrants and rights (b) (2)	Number of securities available for future issuance under equity compensation plans (excluding securities reflected in column (a))(c) (3)
Equity compensation plans approved by security holders	4,211	\$ 11.93	1,521
Equity compensation plans not approved by security holders	—	—	—
	<u>4,211</u>	<u>\$ 11.93</u>	<u>1,521</u>

(1) Includes options, restricted stock units (RSUs) and performance stock units (PSUs) outstanding under Cohu’s equity incentive plans, as no stock warrants or other rights were outstanding as of December 28, 2013.

(2) The weighted average exercise price of outstanding options, warrants and rights does not take RSUs and PSUs into account as RSUs and PSUs have a de minimus purchase price.

(3) Includes 322,422 shares of common stock reserved for future issuance under the Cohu 1997 Employee Stock Purchase Plan.

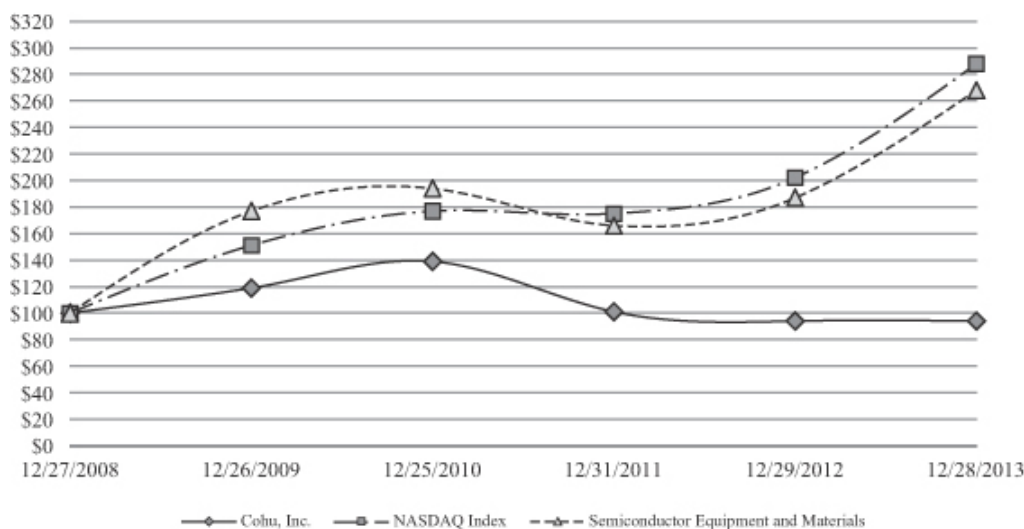
For further details regarding Cohu’s equity compensation plans, see Note 4, “Employee Benefit Plans”, included in Part IV, Item 15(a) of this Form 10-K.

Comparative Stock Performance Graph

The information contained in this Stock Performance Graph section shall not be deemed to be “soliciting material” or “filed” with the SEC or subject to the liabilities of Section 18 of the Exchange Act except to the extent that Cohu specifically incorporates it by reference into a document filed under the Securities Act or the Exchange Act.

The graph below compares the cumulative total stockholder return on the common stock of Cohu for the last five fiscal years with the cumulative total return on a Peer Group Index and a NASDAQ Market Index over the same period (assuming the investment of \$100 in Cohu’s common stock, Peer Group Index and NASDAQ Market Index on December 28, 2008 and reinvestment of all dividends). The Peer Group Index set forth on the Performance Graph is the Morningstar Semiconductor Equipment and Materials Index. The Morningstar Semiconductor Equipment and Materials Index is comprised of approximately 40 publicly-held semiconductor equipment and other related companies. Historical stock price performance is not necessarily indicative of future stock price performance.

COMPARISON OF 5-YEAR CUMULATIVE TOTAL RETURN AMONG COHU INC., NASDAQ MARKET INDEX, SEMICONDUCTOR EQUIPMENT AND MATERIALS INDEX



	2008	2009	2010	2011	2012	2013
Cohu, Inc.	\$100	\$119	\$139	\$101	\$ 94	\$ 94
NASDAQ Index	\$100	\$151	\$177	\$175	\$202	\$288
Peer Group	\$100	\$177	\$194	\$166	\$187	\$268

[Table of Contents](#)

Item 6. Selected Financial Data.

The following selected financial data should be read in conjunction with Cohu's consolidated financial statements and notes thereto included in Part IV, Item 15(a) and with management's discussion and analysis of financial condition and results of operations, included in Part II, Item 7. On December 31, 2012, we purchased Ismecca and the results of its operations have been included in our consolidated financial statements since that date.

Years Ended, (in thousands, except per share data)	Dec. 28 2013	Dec. 29 2012	Dec. 31 2011 ⁽¹⁾	Dec. 25 2010	Dec. 26 2009 ⁽²⁾
Consolidated Statement of Operations Data:					
Net sales	\$ 247,300	\$ 221,162	\$ 308,968	\$ 322,667	\$ 171,261
Net income (loss)	\$ (33,418)	\$ (12,243)	\$ 15,719	\$ 24,644	\$ (28,168)
Net income (loss) per common share – basic	\$ (1.34)	\$ (0.50)	\$ 0.65	\$ 1.04	\$ (1.20)
Net income (loss) per common share – diluted	\$ (1.34)	\$ (0.50)	\$ 0.64	\$ 1.02	\$ (1.20)
Cash dividends per share, paid quarterly	\$ 0.24	\$ 0.24	\$ 0.24	\$ 0.24	\$ 0.24
Consolidated Balance Sheet Data:					
Total consolidated assets	\$ 345,423	\$ 334,873	\$ 361,608	\$ 366,043	\$ 330,118
Working Capital	\$ 125,837	\$ 184,703	\$ 191,945	\$ 168,683	\$ 139,597

(1) The year ended December 31, 2011 consists of 53 weeks. All other years are comprised of 52 weeks.

(2) The year ended December 26, 2009 includes a charge of \$19.6 million for an increase in the valuation allowance against our deferred tax assets.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

OVERVIEW

Cohu operates in three business segments. Our primary business is the development, manufacture, sale and servicing of test handling, burn-in, thermal sub-systems and MEMS test solutions for the global semiconductor industry through our wholly-owned subsidiaries, Delta Design, Inc., Rasco GmbH and Ismecca Semiconductor Holding SA, which was acquired on December 31, 2012. Ismecca designs, manufactures and sells turret-based test handling and back-end finishing equipment for integrated circuits, LEDs and discrete components. With the acquisition of Ismecca we expanded our served market, increased our market share in the semiconductor test handling market and broadened our portfolio of test handling solutions providing us with an entry into the LED equipment market, which is forecasted to grow as LED technology is adopted for general lighting. Our primary business is significantly dependent on capital expenditures by semiconductor manufacturers and test subcontractors, which in turn is dependent on the current and anticipated market demand for semiconductors that is subject to cyclical trends. We expect that the semiconductor equipment industry will continue to be cyclical and volatile in part because consumer electronics, the principal end market for integrated circuits, is a highly dynamic industry and demand is difficult to accurately predict.

The last 12 months have been another challenging year for the backend semiconductor equipment industry. Orders for back-end semiconductor equipment, as reported by Semiconductor Equipment and Materials International (SEMI), increased steadily for the first half of the year; however the increase proved to be a false start and the anticipated recovery in the second half of the year did not materialize with orders decreasing in the third quarter and then increasing again in the fourth quarter. Throughout 2013 handler utilization on test floors remained around 80% and customers were hesitant to purchase additional capacity as a result of an uncertain economic outlook. The automotive market was an exception and toward the end of 2013 we saw signs of improvement in the industrial power segment as well. We continue to be optimistic about the long-term prospects for the semiconductor equipment industry due to expanding applications, growing integrated circuit content in automotive, consumer and industrial applications, and the projected adoption of high brightness LEDs for the general lighting market.

Our non-semiconductor equipment businesses comprised approximately 16% of our consolidated revenues during the three-year period ended December 28, 2013 and were approximately 13% for the year ended December 28, 2013. Our microwave communications equipment segment develops, manufactures and sells mobile microwave communications equipment, antenna systems and associated equipment. These products are

[Table of Contents](#)

used in the transmission of video, audio and telemetry data. Applications for these microwave data-links include unmanned aerial vehicles (“UAVs”), public safety, security, surveillance, electronic news gathering and live broadcast television. Customers for these products are government agencies, public safety organizations, UAV program contractors, television broadcasters and other commercial entities.

Our video camera segment develops, manufactures and sells video cameras and related products, specializing in IP video solutions for security, surveillance and traffic monitoring applications. The customer base for these products is distributed among traffic control and management, security/surveillance, military, scientific imaging and machine vision.

Application of Critical Accounting Estimates and Policies

Our discussion and analysis of our financial condition and results of operations is based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. We base our estimates on historical experience, forecasts and on various other assumptions that are believed to be reasonable under the circumstances, however actual results may differ from those estimates under different assumptions or conditions. The methods, estimates and judgments we use in applying our accounting policies have a significant impact on the results we report in our financial statements. Some of our accounting policies require us to make difficult and subjective judgments, often as a result of the need to make estimates of matters that are inherently uncertain. Our critical accounting estimates that we believe are the most important to an investor’s understanding of our financial results and condition and require complex management judgment include:

- revenue recognition, including the deferral of revenue on sales to customers, which impacts our results of operations;
- estimation of valuation allowances and accrued liabilities, specifically product warranty, inventory reserves and allowance for bad debts, which impact gross margin or operating expenses;
- the recognition and measurement of current and deferred income tax assets and liabilities, unrecognized tax benefits and the valuation allowance on deferred tax assets, which impact our tax provision;
- the assessment of recoverability of long-lived assets including goodwill and other intangible assets, which primarily impacts gross margin or operating expenses if we are required to record impairments of assets or accelerate their depreciation; and
- the valuation and recognition of share-based compensation, which impacts gross margin, research and development expense, and selling, general and administrative expense.

Below, we discuss these policies further, as well as the estimates and judgments involved. We also have other policies that we consider key accounting policies; however, these policies typically do not require us to make estimates or judgments that are difficult or subjective.

Revenue Recognition: We generally recognize revenue upon shipment and title passage for established products (i.e., those that have previously satisfied customer acceptance requirements) that provide for full payment tied to shipment. Revenue for products that have not previously satisfied customer acceptance requirements or from sales where customer payment dates are not determinable is recognized upon customer acceptance. For arrangements containing multiple elements the revenue relating to the undelivered elements is deferred using the relative selling price method utilizing estimated sales prices until delivery of the deferred elements. We limit the amount of revenue recognition for delivered elements to the amount that is not contingent on the future delivery of products or services, future performance obligations or subject to customer-specified return or adjustment.

Accounts Receivable: We maintain an allowance for doubtful accounts for estimated losses resulting from the inability of our customers to make required payments. If the financial condition of our customers deteriorates, resulting in an impairment of their ability to make payments, additional allowances may be required.

Warranty: We provide for the estimated costs of product warranties in the period sales are recognized. Our warranty obligation estimates are affected by historical product shipment levels, product performance, and material and labor costs incurred in correcting product performance problems. Should product performance, material usage or labor repair costs differ from our estimates, revisions to the estimated warranty liability would be required.

[Table of Contents](#)

Inventory: The valuation of inventory requires us to estimate obsolete or excess inventory as well as inventory that is not of saleable quality. The determination of obsolete or excess inventory requires us to estimate the future demand for our products. The demand forecast is a direct input in the development of our short-term manufacturing plans. We record valuation reserves on our inventory for estimated excess and obsolete inventory and lower of cost or market concerns equal to the difference between the cost of inventory and the estimated market value based upon assumptions about future product demand, market conditions and product selling prices. If future product demand, market conditions or product selling prices are less than those projected by management or if continued modifications to products are required to meet specifications or other customer requirements, increases to inventory reserves may be required, which would have a negative impact on our gross margin.

Income Taxes: We estimate our liability for income taxes based on the various jurisdictions where we conduct business. This requires us to estimate our (i) current taxes; (ii) temporary differences that result from differing treatment of certain items for tax and accounting purposes and (iii) unrecognized tax benefits. Temporary differences result in deferred tax assets and liabilities that are reflected in the consolidated balance sheet. The deferred tax assets are reduced by a valuation allowance if, based upon all available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. Establishing, reducing or increasing a valuation allowance in an accounting period generally results in an increase or decrease in tax expense in the statement of operations. We must make significant judgments to determine the provision for income taxes, deferred tax assets and liabilities, unrecognized tax benefits and any valuation allowance to be recorded against deferred tax assets. Our gross deferred tax asset balance as of December 28, 2013 was approximately \$45.2 million, with a valuation allowance of approximately \$36.1 million. Our deferred tax assets consist primarily of reserves and accruals that are not yet deductible for tax and tax credit and net operating loss carryforwards.

Goodwill, Purchased Intangible Assets and Other Long-lived Assets: We evaluate goodwill for impairment annually and when an event occurs or circumstances change that indicate that the carrying value may not be recoverable. We test goodwill for impairment by first comparing the book value of net assets to the fair value of the reporting units. If the fair value is determined to be less than the book value, a second step is performed to compute the amount of impairment as the difference between the estimated fair value of goodwill and the carrying value. We estimated the fair values of our reporting units primarily using the income approach valuation methodology that includes the discounted cash flow method, taking into consideration the market approach and certain market multiples as a validation of the values derived using the discounted cash flow methodology. Forecasts of future cash flows are based on our best estimate of future net sales and operating expenses, based primarily on customer forecasts, industry trade organization data and general economic conditions.

We conduct our annual impairment test as of October 1st of each year, and have determined there is no impairment as of October 1, 2013. Other events and changes in circumstances may also require goodwill to be tested for impairment between annual measurement dates. While a decline in stock price and market capitalization is not specifically cited as a goodwill impairment indicator, a company's stock price and market capitalization should be considered in determining whether it is more likely than not that the fair value of a reporting unit is less than its carrying value. Additionally, a significant decline in a company's stock price may suggest that an adverse change in the business climate may have caused the fair value of one or more reporting units to fall below their carrying value. The financial and credit market volatility directly impacts our fair value measurement through our stock price that we use to determine our market capitalization. During times of volatility, significant judgment must be applied to determine whether credit or stock price changes are a short-term swing or a longer-term trend. As of December 28, 2013 we do not believe there have been any events or circumstances that would require us to perform an interim goodwill impairment review, however, a sustained decline in Cohu's market capitalization below its book value could lead us to determine, in a future period, that an interim goodwill impairment review is required and may result in an impairment charge, which would have a negative impact on our results of operations.

Long-lived assets, other than goodwill, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets might not be recoverable. Conditions that would necessitate an impairment assessment include a significant decline in the observable market value of an asset, a significant change in the extent or manner in which an asset is used, or any other significant adverse change that would indicate that the carrying amount of an asset or group of assets may not be recoverable. For long-lived assets, impairment losses are only recorded if the asset's carrying amount is not recoverable through its undiscounted, probability-weighted future cash flows. We measure the impairment loss based on the difference between the carrying amount and estimated fair value.

[Table of Contents](#)

Contingencies: We are subject to certain contingencies that arise in the ordinary course of our businesses which require us to assess the likelihood that future events will confirm the existence of a loss or an impairment of an asset. If a loss or asset impairment is probable and the amount of the loss or impairment is reasonably estimable, we accrue a charge to operations in the period such conditions become known.

Share-based Compensation: Share-based compensation expense related to stock options is recorded based on the fair value of the award on its grant date, which we estimate using the Black-Scholes valuation model. Share-based compensation expense related to restricted stock unit awards is calculated based on the market price of our common stock on the grant date, reduced by the present value of dividends expected to be paid on our common stock prior to vesting of the restricted stock unit.

Recent Accounting Pronouncements

For a description of accounting changes and recent accounting pronouncements, including the expected dates of adoption and estimated effects, if any, on our consolidated financial statements, see Note 1, "Recent Accounting Pronouncements" in Part IV, Item 15(a) of this Form 10-K.

RESULTS OF OPERATIONS

The following table summarizes certain operating data from continuing operations as a percentage of net sales in each of the last three years.

	<u>2013 *</u>	<u>2012</u>	<u>2011</u>
Net sales	100.0%	100.0%	100.0%
Cost of sales	(71.5)	(69.3)	(67.6)
Gross margin	28.5	30.7	32.4
Research and development	(19.7)	(16.4)	(11.7)
Selling, general and administrative	(23.3)	(20.7)	(15.1)
Income (loss) from operations	<u>(14.5)%</u>	<u>(6.4)%</u>	<u>5.6%</u>

* On December 31, 2012, we purchased Ismecca and the results of its operations have been included in our consolidated financial statements since that date.

2013 Compared to 2012

Net Sales

Cohu's consolidated net sales increased 11.8% from \$221.2 million in 2012 to \$247.3 million in 2013. Our semiconductor equipment segment generated sales totaling \$214.5 million and increased 19.5% from 2012. Semiconductor equipment sales represented 86.7% of consolidated net sales during 2013 versus 81.1% in the prior year. Sales recorded by our semiconductor equipment segment during 2013 include twelve months of sales activity for Ismecca which were approximately \$64.4 million. Semiconductor equipment sales in 2013 also benefitted from increased demand for gravity-feed equipment and MEMs modules which were offset by a decrease in customer orders for pick-and-place test handler systems.

Sales of microwave communications equipment were \$17.1 million, which represents 6.9% of consolidated net sales in 2013 and decreased 36.5% compared to 2012. The decreased business volume within our microwave equipment segment during 2013 was a result of U.S. Government sequestration and budget uncertainties which led to customer order delays and push outs for equipment to be used in security and surveillance infrastructure projects that rely on federal funding.

Sales of video cameras accounted for 6.4% of consolidated net sales in 2013 and increased \$0.9 million or 5.9% compared to 2012. Higher sales within our video camera segment during 2013 resulted from additional demand for cameras utilized in traffic incident management and public infrastructure projects.

Gross Margin

Gross margin consists of net sales less cost of sales. Cost of sales consists primarily of the cost of materials, assembly and test labor and overhead from operations. Our gross margin can fluctuate due to a number of factors, including, but not limited to, the mix of products sold, product support costs, inventory reserve adjustments and

[Table of Contents](#)

utilization of manufacturing capacity. Our gross margin, as a percentage of net sales, decreased to 28.5% in 2013 from 30.7% in 2012. Current year gross margin was negatively impacted by \$0.3 million of manufacturing transition and severance costs incurred as a result of moving certain manufacturing activities to Asia as part of our efforts to reduce costs and streamline our operations. The acquisition of Ismecca also reduced current year gross margin due to \$1.0 million of inventory step-up costs recorded during the year and a one-time impact that resulted from the adoption of Cohu's revenue recognition policy.

Our gross margin has been impacted by charges to cost of sales related to excess, obsolete and lower of cost or market inventory issues. We compute the majority of our excess and obsolete inventory reserve requirements using a one-year inventory usage forecast. During 2013 and 2012, we recorded net charges to cost of sales of approximately \$8.1 million and \$8.9 million, respectively, for excess and obsolete inventory. While we believe our reserves for excess and obsolete inventory and lower of cost or market concerns are adequate to cover known exposures at December 28, 2013, reductions in customer forecasts or continued modifications to products, as a result of our failure to meet specifications or other customer requirements, may result in additional charges to operations that could negatively impact our gross margin in future periods.

Research and Development Expense ("R&D Expense")

R&D expense consists primarily of salaries and related costs of employees engaged in ongoing research, product design and development activities, costs of engineering materials and supplies and professional consulting expenses. R&D expense in 2013 includes twelve months of costs for Ismecca. R&D expense in 2013 was \$48.6 million or 19.7% of net sales increasing from \$36.2 million or 16.4% of net sales in 2012. The increase in 2013 was a result of \$11.6 million in incremental R&D expense generated by Ismecca, as well as product development expense incurred by our semiconductor equipment segment and \$0.4 million of manufacturing transition and severance costs incurred by our semiconductor equipment and microwave communication equipment businesses.

Selling, General and Administrative Expense ("SG&A Expense")

SG&A expense consists primarily of salaries and benefit costs of employees, commission expense for independent sales representatives, product promotion and costs of professional services. SG&A expense in 2013 includes twelve months of costs for Ismecca. SG&A expense as a percentage of net sales increased to 23.3% in 2013, from 20.7% in 2012, increasing from \$45.9 million in 2012 to \$57.7 million in 2013. Current year SG&A expense included \$12.6 million in incremental SG&A expense generated by Ismecca and \$1.7 million of manufacturing transition and severance costs. Also included in SG&A are transaction costs totaling \$0.4 million and \$2.3 million in 2013 and 2012, respectively, incurred in connection with our acquisition of Ismecca.

Interest and other, net

Interest and other, net was approximately \$0.1 million and \$1.0 million in 2013 and 2012, respectively. In 2012 our interest and other income included a gain on the sale of a facility totaling \$0.7 million related to our metal detection equipment segment, which was divested in 2006.

Income Taxes

The credit for income taxes expressed as a percentage of pre-tax loss was 6.5% in 2013 and 6.7% in 2012. The credit for income taxes for the years ended December 28, 2013 and December 29, 2012 differs from the U.S. federal statutory rate primarily due to tax credits, changes in the valuation allowance on our deferred tax assets, foreign income taxed at different rates and other factors.

Companies are required to assess whether a valuation allowance should be recorded against their deferred tax assets ("DTAs") based on the consideration of all available evidence, using a "more likely than not" realization standard. The four sources of taxable income that must be considered in determining whether DTAs will be realized are, (1) future reversals of existing taxable temporary differences (i.e. offset of gross deferred tax assets against gross deferred tax liabilities); (2) taxable income in prior carryback years, if carryback is permitted under the tax law; (3) tax planning strategies and (4) future taxable income exclusive of reversing temporary differences and carryforwards.

In assessing whether a valuation allowance is required, significant weight is to be given to evidence that can be objectively verified. We have evaluated our DTAs each reporting period, including an assessment of our cumulative income or loss over the prior three-year period and future periods, to determine if a valuation allowance was required. A significant negative factor in our assessment was Cohu's three-year cumulative U.S. loss history at the end of various fiscal periods including 2013.

[Table of Contents](#)

As a result of our cumulative, three-year GAAP domestic pretax loss of approximately \$29.9 million at the end of 2013, and our loss in 2013, we were unable to conclude at December 28, 2013 that it was “more likely than not” that our U.S. DTAs would be realized. We will evaluate the realizability of our DTAs at the end of each quarterly reporting period in 2014 and should circumstances change it is possible the remaining valuation allowance, or a portion thereof, will be reversed in a future period.

Our valuation allowance on DTAs at December 28, 2013 and December 29, 2012 was approximately \$36.1 million and \$24.9 million, respectively. The remaining gross DTAs for which a valuation allowance was not recorded are realizable primarily through future reversals of existing taxable temporary differences. As the realization of DTAs is determined by tax jurisdiction, the significant deferred tax liabilities recorded as part of the 2008 acquisition of Rasco, a German corporation, and the fiscal 2013 acquisition of Ismecca, a Swiss Corporation, were not a source of taxable income in assessing the realization of our DTAs in the U.S.

The American Taxpayer Relief Act of 2012, which reinstated the United States federal research and development tax credit retroactively from January 1, 2012 through December 31, 2013, was not enacted into law until the first quarter of 2013. Therefore, the tax benefit from the credits for 2012 and 2013 are reflected in our 2013 income tax provision.

For a full reconciliation of our effective tax rate to the U.S. federal statutory rate and further explanation of our provision for income taxes, see Note 5, “Income Taxes”, included in Part IV, Item 15(a) of this Form 10-K, which is incorporated herein by reference.

As a result of the factors set forth above, our net loss was \$33.4 million in 2013, compared to \$12.2 million in 2012.

2012 Compared to 2011

Net Sales

During 2012, our consolidated net sales were approximately \$221.2 million, a decrease of 28.4% from the prior year. Sales of semiconductor equipment decreased 31.2% from \$260.6 million to \$179.4 million and accounted for 81.1% of consolidated net sales in 2012 versus 84.4% in 2011. Sales of our semiconductor equipment segment decreased in 2012 compared to the corresponding prior year period due to continued global macro-economic weakness and political uncertainty which resulted in reduced demand for semiconductors. This, in turn, resulted in higher inventory of integrated circuits leading many customers to operate at equipment utilization levels that do not require purchases of new systems.

Sales of microwave communications equipment accounted for approximately \$26.9 million or 12.2% of consolidated net sales in 2012 and decreased 10.4% when compared to 2011. The decrease in business volume within our microwave equipment segment during 2012 resulted from customer order delays for equipment to be used in government agency related security and surveillance infrastructure projects.

Sales of video cameras accounted for 6.7% of consolidated net sales in 2012 and decreased \$3.5 million or 19.1% when compared to 2011. The decrease in business volume within our video camera segment during 2012 resulted primarily from delays in obtaining customer orders for equipment to be used in traffic related public infrastructure projects.

Gross Margin

Our gross margin, as a percentage of net sales, decreased to 30.7% in 2012 from 32.4% in 2011, due to unfavorable product mix, increased inventory reserve charges and lower sales volume. During 2012 and 2011, we recorded net charges to cost of sales of approximately \$8.9 million and \$5.8 million, respectively, for excess and obsolete inventory.

R&D Expense

During both 2012 and 2011 R&D expense was \$36.2 million and represented 16.4% of net sales in 2012 compared to 11.7% in 2011.

SG&A Expense

SG&A expense as a percentage of net sales increased to 20.7% in 2012, from 15.1% in 2011, decreasing in absolute dollars from \$46.6 million in 2011 to \$45.9 million in 2012 due to a decrease in variable selling expenses as a result of lower business volume across our business segments. Additionally, during 2012 we incurred approximately \$2.3 million in costs associated with the acquisition of Ismecca.

[Table of Contents](#)

Interest and other, net

Interest and other, net was approximately \$1.0 million and \$0.4 million in 2012 and 2011, respectively. Interest and other income in 2012 includes a gain on the sale of a facility totaling \$0.7 million related to our metal detection equipment segment, which was divested in 2006.

Income Taxes

The provision (credit) for income taxes expressed as a percentage of pre-tax income or loss was (6.7%) in 2012 and 11.6% in 2011. The provision (credit) for income taxes for the years ended December 29, 2012 and December 31, 2011 differs from the U.S. federal statutory rate primarily due to changes in the valuation allowance on our deferred tax assets, foreign income taxed at different rates and other factors.

Our valuation allowance on DTAs at December 29, 2012 and December 31, 2011 was approximately \$24.9 million and \$22.4 million, respectively.

As a result of the factors set forth above, our net loss was \$12.2 million in 2012, compared to net income of \$15.7 million in 2011.

LIQUIDITY AND CAPITAL RESOURCES

Our business is dependent on capital expenditures by semiconductor manufacturers and test subcontractors that are, in turn, dependent on the current and anticipated market demand for semiconductors. The cyclical and volatile nature of demand for semiconductor equipment, our primary industry, makes estimates of future revenues, results of operations and net cash flows difficult.

Our primary historical source of liquidity and capital resources has been cash flow generated by our operations and we manage our businesses to maximize operating cash flows as our primary source of liquidity. We use cash to fund growth in our operating assets and to fund new products and product enhancements primarily through research and development. As of December 28, 2013, \$36.6 million of our cash and cash equivalents was held by our foreign subsidiaries. If these funds are needed for our operations in the U.S., we may be required to accrue and pay U.S. taxes or foreign withholding taxes if we repatriate these funds. Our intent is to indefinitely reinvest these funds in our foreign operations and we have no current plans that would require us to repatriate these funds to the U.S.

Liquidity

Working Capital: The following summarizes our cash, cash equivalents, short-term investments and working capital at December 28, 2013 and December 29, 2012:

<i>(in thousands)</i>	2013	2012	Decrease	Percentage Change
Cash, cash equivalents and short-term investments	\$ 52,868	\$ 110,229	\$(57,361)	(52)%
Working capital	\$ 125,837	\$ 184,703	\$(58,866)	(32)%

The decrease in cash, cash equivalents and short-term investments and working capital for the year ended December 28, 2013 are primarily a result of the acquisition of Ismecca which occurred on December 31, 2012.

Cash Flows

Operating Activities: Cash generated from operating activities consists of net income or loss, adjusted for non-cash expenses and changes in operating assets and liabilities. Non-cash items include depreciation and amortization, share-based compensation expense and deferred income taxes. Our net cash flows provided from operating activities in 2013 totaled \$3.4 million compared to \$13.2 million in 2012. The decrease in cash provided by operating activities was a result of the increase in our net loss. Cash provided by operating activities was impacted by changes in current assets and liabilities and, excluding the impact of the acquisition of Ismecca, included decreases in inventory of \$13.1 million and accrued compensation; warranty and other liabilities of \$1.2 million; and increases in accounts payable of \$6.7 million; deferred profit of \$3.8 million, and accounts receivable of \$2.5 million. The decrease in inventory resulted from inventory write-downs and strict inventory controls within our semiconductor equipment segment. The reduction in accrued compensation and warranty resulted from current year operating results and product mix. Deferred profit increased as a result of deferrals of

[Table of Contents](#)

semiconductor equipment made in accordance with our revenue recognition policy. The increases in accounts receivable and accounts payable were due to fourth quarter business activity and the timing of cash payments and receipts.

Investing Activities: Investing cash flows consist primarily of cash used for capital expenditures in support of our businesses, proceeds from investment maturities and cash used for purchases of investments and business acquisitions. Our net cash used for investing activities in 2013 totaled \$51.3 million and was primarily the result of the purchase of Ismeca for \$53.5 million, net of cash received. The acquisition of Ismeca was a strategic transaction to expand our semiconductor total available market, extend our market leadership, expand our customer base, and broaden our product and technology offerings. Other expenditures in 2013 included purchases of property, plant and equipment of \$3.9 million. The purchases of property, plant and equipment were primarily made to support activities in our semiconductor equipment and microwave communications equipment businesses.

Financing Activities: Cash provided by financing activities consisted of net proceeds from the issuance of common stock under our equity incentive and employee stock purchase plans, which totaled \$1.3 million during 2013. We issue stock options and maintain an employee stock purchase plan as components of our overall employee compensation. Cash used in financing activities consisted of amounts distributed to our stockholders in the form of cash dividends. We paid dividends totaling \$4.5 million, or \$0.18 per common share, during 2013. On February 11, 2014 we announced a cash dividend of \$0.06 per share on our common stock, payable on, April 18, 2014 to stockholders of record as of March 4, 2014. We intend to continue to pay quarterly dividends subject to capital availability and periodic determinations by our Board of Directors that cash dividends are in the best interests of our stockholders.

Capital Resources

We have a secured letter of credit facility (the "Secured Facility") under which Bank of America, N.A., has agreed to administer the issuance of letters of credit on behalf of Cohu and our subsidiaries. The Secured Facility requires us to maintain deposits of cash or other approved investments, which serve as collateral, in amounts that approximate our outstanding standby letters of credit. As of December 28, 2013, we had approximately \$0.8 million of standby letters of credit outstanding. As a result of the acquisition of Ismeca, we have an agreement with Credit Suisse (the "Ismeca Facility") under which it administers a line of credit on behalf of Ismeca. Total borrowings available under the Ismeca Facility is 0.5 million Swiss Francs and at December 28, 2013 no amounts were outstanding.

We expect that we will continue to make capital expenditures to support our business and we anticipate that present working capital will be sufficient to meet our operating requirements for at least the next twelve months.

Contractual Obligations

The following table summarizes our significant contractual obligations at December 28, 2013, and the effect such obligations are expected to have on our liquidity and cash flows in future periods. This table excludes amounts already recorded on our balance sheet as current liabilities at December 28, 2013. Amounts excluded include our liability for unrecognized tax benefits that totaled approximately \$10.5 million at December 28, 2013. We are currently unable to provide a reasonably reliable estimate of the amount or period(s) the cash settlement of this liability may occur.

<i>(in thousands)</i>	2014	2015	2016	2017	2018	Thereafter	Total
Non-cancelable operating leases	\$ 1,114	\$ 565	\$ 430	\$ 377	\$ 377	\$ 1,508	\$ 4,371

The table above does not include pension, post-retirement benefit and warranty obligations because it is not certain when these liabilities will be funded. For additional information regarding our pension and post-retirement benefits obligations see Note 4, "Employee Benefit Plans" and for more information on our contractual obligations, see Note 9, "Guarantees" in Part IV, Item 15(a) of this Form 10-K.

Commitments to contract manufacturers and suppliers. From time to time, we enter into commitments with our suppliers to purchase inventory and contract manufacturers to provide manufacturing services for our products at fixed prices or in guaranteed quantities. During the normal course of business, we issue purchase orders with estimates of our requirements several months ahead of the delivery dates. However, our agreements with these suppliers usually allow us the option to reschedule or adjust our requirements based on our business needs.

[Table of Contents](#)

Typically purchase orders outstanding with delivery dates within 30 days are non-cancelable. We are not able to determine the aggregate amount of such purchase orders that represent contractual obligations, as purchase orders may represent authorizations to purchase rather than binding agreements. We typically do not have significant agreements for the purchase of raw materials or other goods specifying minimum quantities or set prices that exceed our expected requirements for the next six to twelve months.

Off-Balance Sheet Arrangements. During the ordinary course of business, we provide standby letters of credit instruments to certain parties as required. As of December 28, 2013, the maximum potential amount of future payments that we could be required to make under these standby letters of credit was approximately \$0.8 million. No liability has been recorded in connection with these arrangements beyond those required to appropriately account for the underlying transaction being guaranteed. Based on historical experience and information currently available, we do not believe it is probable that any amounts will be required to be paid under these arrangements.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

Investment and Interest Rate Risk.

At December 28, 2013, our investment portfolio included short-term, fixed-income investment securities with a fair value of approximately \$1.2 million. These securities are subject to interest rate risk and will likely decline in value if interest rates increase. Our future investment income may fall short of expectations due to changes in interest rates or we may suffer losses in principal if we are forced to sell securities that decline in market value due to changes in interest rates. As we classify our short-term securities as available-for-sale, no gains or losses are recognized due to changes in interest rates unless such securities are sold prior to maturity or declines in fair value are determined to be other-than-temporary. Due to the relatively short duration of our investment portfolio, an immediate ten percent change in interest rates would have no material impact on our financial condition or results of operations.

We evaluate our investments periodically for possible other-than-temporary impairment by reviewing factors such as the length of time and extent to which fair value has been below cost basis, the financial condition of the issuer and our ability and intent to hold the investment for a period of time sufficient for anticipated recovery of market value. As of December 28, 2013, we had no investments with loss positions.

Foreign Currency Exchange Risk.

We conduct business on a global basis in a number of major international currencies. As such, we are exposed to adverse as well as beneficial movements in foreign currency exchange rates. The majority of our sales are denominated in U.S. dollars except for certain of our revenues that are denominated in Euros and Swiss Francs. Certain expenses incurred by our non-U.S. operations, such as employee payroll and benefits as well as some raw materials purchases and other expenses are denominated and paid in local currency.

We considered a hypothetical ten percent adverse movement in foreign exchange rates to the underlying exposures described above and believe that these hypothetical market movements would not have a material effect on our consolidated financial position, results of operations or cash flows.

Item 8. Financial Statements and Supplementary Data.

The information required by this Item is included in Part IV, Item 15(a).

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

None.

Item 9A. Controls and Procedures.

Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures—Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of our disclosure controls and procedures, as such term is defined under Rules 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Based on this evaluation, our principal executive officer and our principal financial officer concluded that our disclosure controls and procedures were effective as of December 28, 2013, the end of the period covered by this annual report.

Management’s Annual Report on Internal Control Over Financial Reporting—Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992 framework). Based on our evaluation under the framework in *Internal Control—Integrated Framework*, our management concluded that our internal control over financial reporting was effective as of December 28, 2013.

Ernst & Young LLP, the independent registered public accounting firm that audited the consolidated financial statements included in this Annual Report on Form 10-K, has also audited the effectiveness of our internal control over financial reporting as of December 28, 2013, as stated in their report which is included herein.

Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders

Cohu, Inc.

We have audited Cohu, Inc.'s internal control over financial reporting as of December 28, 2013, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992 framework) (the COSO criteria). Cohu, Inc.'s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

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

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

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Cohu, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 28, 2013, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Cohu, Inc. as of December 28, 2013 and December 29, 2012, and the related consolidated statements of operations, comprehensive income (loss), stockholders' equity, and cash flows for each of the three years in the period ended December 28, 2013 of Cohu, Inc. and our report dated March 4, 2014 expressed an unqualified opinion thereon.

/s/ ERNST & YOUNG LLP

San Diego, California
March 4, 2014

[Table of Contents](#)

Changes in Internal Control Over Financial Reporting - During the fourth quarter of fiscal 2013, our wholly owned subsidiary, Delta Design, Inc. customized its recently implemented integrated finance/accounting and manufacturing software system. The customization involved changes to our system of internal controls. We reviewed the system as it was being implemented and the controls affected by the customization. We believe that the controls as modified are appropriate and functioning effectively.

Item 9B. Other Information.

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

The information under the heading “Executive Officers of the Registrant” in Part I, Item 1 of this Form 10-K is incorporated by reference in this section. The other information required by this item is hereby incorporated by reference to the Company’s definitive proxy statement, which will be filed with the Securities and Exchange Commission (“SEC”) within 120 days after the close of fiscal 2013.

Code of Business Conduct and Code of Ethics

Cohu has adopted a code of business conduct and ethics for directors, officers and employees. The code is available on the Investor Relations section of our website at www.cohu.com. We intend to make all required disclosures concerning any amendments to, or waivers from, our code of ethics on our website.

Corporate Governance Guidelines and Certain Committee Charters

Cohu has adopted Corporate Governance Guidelines as well as charters for its Audit, Compensation and Nominating and Governance Committees. These documents are available on the Investor Relations section of our website at www.cohu.com.

The information on our website is not incorporated by reference in or considered to be a part of this Annual Report on Form 10-K.

Item 11. Executive Compensation.

Information regarding Executive Compensation is hereby incorporated by reference to the Company’s definitive proxy statement, which will be filed with the SEC within 120 days after the close of fiscal 2013.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

Information regarding Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters is hereby incorporated by reference to the Company’s definitive proxy statement, which will be filed with the SEC within 120 days after the close of fiscal 2013.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

Information regarding Certain Relationships and Related Transactions, and Director Independence is hereby incorporated by reference to the Company’s definitive proxy statement, which will be filed with the SEC within 120 days after the close of fiscal 2013.

Item 14. Principal Accounting Fees and Services.

Information regarding the Principal Accounting Fees and Services is hereby incorporated by reference to the Company’s definitive proxy statement, which will be filed with the SEC within 120 days after the close of fiscal 2013.

PART IV

Item 15. Exhibits, Financial Statement Schedules.

(a) The following documents are filed as part of, or incorporated by reference into, this Annual Report on Form 10-K.

(1) Financial Statements

The following Consolidated Financial Statements of Cohu, Inc., including the report thereon of Ernst & Young LLP, are included in this Annual Report on Form 10-K beginning on page 32:

<u>Description</u>	<u>Form 10-K Page Number</u>
Consolidated Balance Sheets at December 28, 2013 and December 29, 2012	32
Consolidated Statements of Operations for each of the three years in the period ended December 28, 2013	33
Consolidated Statements of Comprehensive Income (Loss) for each of the three years in the period ended December 28, 2013	34
Consolidated Statements of Stockholders' Equity for each of the three years in the period ended December 28, 2013	35
Consolidated Statements of Cash Flows for each of the three years in the period ended December 28, 2013	36
Notes to Consolidated Financial Statements	37
Report of Independent Registered Public Accounting Firm	57
(2) Financial Statement Schedule	
Schedule II – Valuation and Qualifying Accounts	61

All other financial statement schedules have been omitted because the required information is not applicable or not present in amounts sufficient to require submission of the schedule, or because the information required is included in the consolidated financial statements or the notes thereto.

(3) Exhibits

The exhibits listed under Item 15(b) hereof are filed with, or incorporated by reference into, this Annual Report on Form 10-K.

[Table of Contents](#)

COHU, INC.
CONSOLIDATED BALANCE SHEETS

(in thousands, except par value)

	December 28, 2013	December 29, 2012
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 51,668	\$ 102,808
Short-term investments	1,200	7,421
Accounts receivable, net	60,760	36,986
Inventories:		
Raw materials and purchased parts	29,430	37,140
Work in process	18,065	14,958
Finished goods	11,482	10,234
	<u>58,977</u>	<u>62,332</u>
Deferred income taxes	5,516	4,746
Other current assets	8,727	6,790
Total current assets	<u>186,848</u>	<u>221,083</u>
Property, plant and equipment, at cost:		
Land and land improvements	12,285	12,106
Buildings and building improvements	32,211	31,209
Machinery and equipment	44,532	40,108
	<u>89,028</u>	<u>83,423</u>
Less accumulated depreciation and amortization	<u>(52,802)</u>	<u>(47,959)</u>
Net property, plant and equipment	36,226	35,464
Goodwill	71,313	58,756
Intangible assets, net	45,315	18,977
Other assets	5,721	593
	<u>\$ 345,423</u>	<u>\$ 334,873</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 26,023	\$ 13,217
Accrued compensation and benefits	15,050	10,271
Accrued warranty	5,252	4,692
Deferred profit	6,066	2,139
Income taxes payable	805	1,109
Other accrued liabilities	7,815	4,952
Total current liabilities	<u>61,011</u>	<u>36,380</u>
Accrued retirement benefits	10,841	3,729
Noncurrent income tax liabilities	7,463	2,118
Deferred income taxes	12,948	11,747
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, \$1 par value; 1,000 shares authorized, none issued	—	—
Common stock, \$1 par value; 60,000 shares authorized, 25,080 shares issued and outstanding in 2013 and 24,632 shares in 2012	25,080	24,632
Paid-in capital	89,883	83,547
Retained earnings	131,546	170,937
Accumulated other comprehensive income	6,651	1,783
Total stockholders' equity	<u>253,160</u>	<u>280,899</u>
	<u>\$ 345,423</u>	<u>\$ 334,873</u>

The accompanying notes are an integral part of these statements.

[Table of Contents](#)**COHU, INC.**
CONSOLIDATED STATEMENTS OF OPERATIONS*(in thousands, except per share amounts)*

	December 28, 2013	Years ended December 29, 2012	December 31, 2011
Net sales	\$ 247,300	\$ 221,162	\$ 308,968
Cost and expenses:			
Cost of sales	176,774	153,184	208,839
Research and development	48,596	36,171	36,230
Selling, general and administrative	57,730	45,891	46,563
	<u>283,100</u>	<u>235,246</u>	<u>291,632</u>
Income (loss) from operations	(35,800)	(14,084)	17,336
Interest and other income	54	967	442
Income (loss) before income taxes	(35,746)	(13,117)	17,778
Income tax provision (benefit)	(2,328)	(874)	2,059
Net income (loss)	<u>\$ (33,418)</u>	<u>\$ (12,243)</u>	<u>\$ 15,719</u>
Income (loss) per share:			
Basic	<u>\$ (1.34)</u>	<u>\$ (0.50)</u>	<u>\$ 0.65</u>
Diluted	<u>\$ (1.34)</u>	<u>\$ (0.50)</u>	<u>\$ 0.64</u>
Weighted average shares used in computing income (loss) per share:			
Basic	<u>24,859</u>	<u>24,459</u>	<u>24,134</u>
Diluted	<u>24,859</u>	<u>24,459</u>	<u>24,501</u>

The accompanying notes are an integral part of these statements.

[Table of Contents](#)**COHU, INC.**
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)*(in thousands)*

	December 28, 2013	Years ended December 29, 2012	December 31, 2011
Net income (loss)	\$ (33,418)	\$ (12,243)	\$ 15,719
Other comprehensive income (loss), net of tax:			
Foreign currency translation adjustments	3,270	1,689	(1,076)
Adjustments related to postretirement benefits	1,604	122	1,267
Change in unrealized gain/loss on investments	(6)	(16)	(6)
Other comprehensive income, net of tax	4,868	1,795	185
Comprehensive income (loss)	<u>\$ (28,550)</u>	<u>\$ (10,448)</u>	<u>\$ 15,904</u>

The accompanying notes are an integral part of these statements.

[Table of Contents](#)**COHU, INC.**
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY*(in thousands, except par value and per share amounts)*

	Common stock \$1 par value	Paid-in capital	Retained earnings	Accumulated other comprehensive income (loss)	Total
Balance at December 25, 2010	\$ 23,989	\$71,799	\$179,134	\$ (197)	\$274,725
Net income	—	—	15,719	—	15,719
Changes in cumulative translation adjustment	—	—	—	(1,076)	(1,076)
Adjustments related to postretirement benefits, net of income taxes	—	—	—	1,267	1,267
Changes in unrealized gains and losses on investments, net of income taxes	—	—	—	(6)	(6)
Cash dividends - \$0.24 per share	—	—	(5,798)	—	(5,798)
Exercise of stock options	123	988	—	—	1,111
Shares issued under employee stock purchase plan	120	1,142	—	—	1,262
Shares issued for restricted stock units vested	139	(139)	—	—	—
Repurchase and retirement of stock	(41)	(421)	—	—	(462)
Share-based compensation expense	—	4,287	—	—	4,287
Tax benefit from equity awards	—	2	—	—	2
Balance at December 31, 2011	24,330	77,658	189,055	(12)	291,031
Net loss	—	—	(12,243)	—	(12,243)
Changes in cumulative translation adjustment	—	—	—	1,689	1,689
Adjustments related to postretirement benefits, net of income taxes	—	—	—	122	122
Changes in unrealized gains and losses on investments, net of income taxes	—	—	—	(16)	(16)
Cash dividends - \$0.24 per share	—	—	(5,875)	—	(5,875)
Exercise of stock options	73	536	—	—	609
Shares issued under employee stock purchase plan	152	1,100	—	—	1,252
Shares issued for restricted stock units vested	108	(108)	—	—	—
Repurchase and retirement of stock	(31)	(260)	—	—	(291)
Share-based compensation expense	—	4,621	—	—	4,621
Balance at December 29, 2012	24,632	83,547	170,937	1,783	280,899
Net loss	—	—	(33,418)	—	(33,418)
Changes in cumulative translation adjustment	—	—	—	3,270	3,270
Adjustments related to postretirement benefits, net of income taxes	—	—	—	1,604	1,604
Changes in unrealized gains and losses on investments, net of income taxes	—	—	—	(6)	(6)
Cash dividends - \$0.24 per share	—	—	(5,973)	—	(5,973)
Exercise of stock options	117	769	—	—	886
Shares issued under employee stock purchase plan	163	1,088	—	—	1,251
Shares issued for restricted stock units vested	249	(249)	—	—	—
Repurchase and retirement of stock	(81)	(740)	—	—	(821)
Share-based compensation expense	—	5,468	—	—	5,468
Balance at December 28, 2013	<u>\$ 25,080</u>	<u>\$89,883</u>	<u>\$131,546</u>	<u>\$ 6,651</u>	<u>\$253,160</u>

The accompanying notes are an integral part of these statements.

[Table of Contents](#)

COHU, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)

	December 28, 2013	Years ended December 29, 2012	December 31, 2011
Cash flows from operating activities:			
Net income (loss)	\$ (33,418)	\$ (12,243)	\$ 15,719
Adjustments to reconcile net income (loss) to net cash provided from operating activities:			
Depreciation and amortization	13,469	9,403	10,067
Share-based compensation expense	5,468	4,621	4,287
Gain on sale of facility	—	(677)	—
Deferred income taxes	(1,657)	581	(1,676)
Accrued retiree benefits	130	(91)	381
Excess tax benefit from stock options exercised	—	—	(2)
Changes in current assets and liabilities, excluding effects from acquisitions:			
Accounts receivable	(2,502)	4,979	24,877
Inventories	13,052	19,897	(20,865)
Accounts payable	6,658	(5,458)	427
Other current assets	(542)	978	(1,549)
Income taxes payable, including excess stock option exercise benefits	156	(1,667)	(6,462)
Deferred profit	3,833	(682)	(12,013)
Accrued compensation, warranty and other liabilities	(1,230)	(6,472)	(953)
Net cash provided from operating activities	3,417	13,169	12,238
Cash flows from investing activities, excluding effects from acquisitions:			
Payment for purchase of Ismecca, net of cash received	(53,463)	—	—
Sales and maturities of short-term investments	6,221	84,780	75,657
Purchases of short-term investments	—	(40,461)	(75,128)
Purchases of property, plant and equipment	(3,908)	(3,267)	(1,413)
Cash received from facility sale	—	1,080	—
Cash paid for Duma Video, Inc.	—	(900)	—
Other assets	(176)	(66)	78
Net cash provided from (used for) investing activities	(51,326)	41,166	(806)
Cash flows from financing activities:			
Cash dividends paid	(4,468)	(7,333)	(5,777)
Issuance of stock, net	1,316	1,570	1,911
Excess tax benefit from stock options exercised	—	—	2
Net cash used for financing activities	(3,152)	(5,763)	(3,864)
Effect of exchange rate changes on cash and cash equivalents	(79)	974	(227)
Net increase in cash and cash equivalents	(51,140)	49,546	7,341
Cash and cash equivalents at beginning of year	102,808	53,262	45,921
Cash and cash equivalents at end of year	<u>\$ 51,668</u>	<u>\$ 102,808</u>	<u>\$ 53,262</u>
Supplemental disclosure of cash flow information:			
Cash paid (refunded) during the year for:			
Income taxes	\$ (900)	\$ 711	\$ 10,203
Inventory capitalized as capital assets	\$ 657	\$ 567	\$ 1,380
Dividends declared but not yet paid	\$ 1,504	\$ —	\$ 1,455

The accompanying notes are an integral part of these statements.

COHU, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**1. Summary of Significant Accounting Policies**

Basis of Presentation – Cohu, Inc. (“Cohu”, “we”, “our” and “us”), through our wholly owned subsidiaries, is a provider of semiconductor test equipment, microwave communication systems and video cameras. Our consolidated financial statements include the accounts of Cohu and our wholly owned subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (“GAAP”) requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from these estimates.

Our fiscal years are based on a 52- or 53-week period ending on the last Saturday in December. Our fiscal years ended on December 28, 2013 and December 29, 2012 each consisted of 52 weeks and our fiscal year ended December 31, 2011 consisted of 53 weeks.

Risks and Uncertainties – We are subject to a number of risks and uncertainties that may significantly impact our future operating results. These risks and uncertainties are discussed under Part I, Item 1A. “Risk Factors” included in this Annual Report on Form 10-K. Understanding these risks and uncertainties is integral to the review of our consolidated financial statements.

Income (Loss) Per Share – Basic income (loss) per common share is computed by dividing net income (loss) by the weighted-average number of common shares outstanding during the reporting period. Diluted income per share includes the dilutive effect of common shares potentially issuable upon the exercise of stock options, vesting of outstanding restricted stock units and issuance of stock under our employee stock purchase plan using the treasury stock method. In loss periods, potentially dilutive securities are excluded from the per share computations due to their anti-dilutive effect. For purposes of computing diluted income per share, stock options with exercise prices that exceed the average fair market value of our common stock for the period are excluded. For the year ended December 31, 2011 approximately 1,956,000 shares of our common stock were excluded from the computation.

The following table reconciles the denominators used in computing basic and diluted income (loss) per share:

<i>(in thousands)</i>	2013	2012	2011
Weighted average common shares outstanding	24,859	24,459	24,134
Effect of dilutive stock options and restricted stock units	—	—	367
	<u>24,859</u>	<u>24,459</u>	<u>24,501</u>

Cash, Cash Equivalents and Short-term Investments – Highly liquid investments with insignificant interest rate risk and original maturities of three months or less are classified as cash and cash equivalents. Investments with maturities greater than three months are classified as short-term investments. All of our short-term investments are classified as available-for-sale and are reported at fair value, with any unrealized gains and losses, net of tax, recorded in the statement of comprehensive income (loss). We manage our cash equivalents and short-term investments as a single portfolio of highly marketable securities. We have the ability and intent, if necessary, to liquidate any of our investments in order to meet the liquidity needs of our current operations during the next 12 months. Accordingly, investments with contractual maturities greater than one year from December 28, 2013 have been classified as current assets in the accompanying consolidated balance sheets.

Fair Value of Financial Instruments – The carrying amounts of our financial instruments, including cash and cash equivalents, short-term investments, accounts receivable, accounts payable and accrued expenses, approximate fair value due to the short maturities of these financial instruments.

Concentration of Credit Risk – Financial instruments that potentially subject us to significant credit risk consist principally of cash equivalents, short-term investments and trade accounts receivable. We invest in a variety of financial instruments and, by policy, limit the amount of credit exposure with any one issuer.

Trade accounts receivable are presented net of allowance for doubtful accounts of \$0.6 million at December 28, 2013 and \$0.3 million at December 29, 2012. Our customers include semiconductor manufacturers and semiconductor test subcontractors and other customers located throughout many areas of the world. While we believe that our allowance for doubtful accounts is adequate and represents our best estimate of potential loss exposure at December 28, 2013, we will continue to monitor customer liquidity and other economic conditions, which may result in changes to our estimates regarding collectability.

COHU, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Inventories – Inventories are stated at the lower of cost, determined on a current average or first-in, first-out basis, or market. Cost includes labor, material and overhead costs. Determining market value of inventories involves numerous estimates and judgments including projecting average selling prices and sales volumes for future periods and costs to complete and dispose of inventory. As a result of these analyses, we record a charge to cost of sales in advance of the period when the inventory is sold when market values are below our costs. Charges to cost of sales for excess and obsolete inventories aggregated \$8.1 million, \$8.9 million, and \$5.8 million in 2013, 2012 and 2011, respectively.

Property, Plant and Equipment – Depreciation and amortization of property, plant and equipment is calculated principally on the straight-line method based on estimated useful lives of thirty to forty years for buildings, five to fifteen years for building improvements and three to ten years for machinery, equipment and software.

Goodwill, Purchased Intangible Assets and Other Long-lived Assets – We evaluate goodwill for impairment annually and when an event occurs or circumstances change that indicate that the carrying value may not be recoverable. We test goodwill for impairment by first comparing the book value of net assets to the fair value of the reporting units. If the fair value is determined to be less than the book value, a second step is performed to compute the amount of impairment as the difference between the estimated fair value of goodwill and the carrying value. We estimated the fair values of our reporting units primarily using the income approach valuation methodology that includes the discounted cash flow method, taking into consideration the market approach and certain market multiples as a validation of the values derived using the discounted cash flow methodology. Forecasts of future cash flows are based on our best estimate of future net sales and operating expenses, based primarily on customer forecasts, industry trade organization data and general economic conditions.

We conduct our annual impairment test as of October 1st of each year, and have determined there is no impairment as of October 1, 2013 as we determined that the estimated fair values of our semiconductor equipment and microwave communications reporting units exceeded their carrying values by approximately 31% and 11%, respectively, on that date. Other events and changes in circumstances may also require goodwill to be tested for impairment between annual measurement dates. While a decline in stock price and market capitalization is not specifically cited as a goodwill impairment indicator, a company's stock price and market capitalization should be considered in determining whether it is more likely than not that the fair value of a reporting unit is less than its carrying value. Additionally, a significant decline in a company's stock price may suggest that an adverse change in the business climate may have caused the fair value of one or more reporting units to fall below their carrying value. The financial and credit market volatility directly impacts our fair value measurement through our stock price that we use to determine our market capitalization. During times of volatility, significant judgment must be applied to determine whether credit or stock price changes are a short-term swing or a longer-term trend. As of December 28, 2013 we do not believe there have been any events or circumstances that would require us to perform an interim goodwill impairment review, however, a sustained decline in Cohu's market capitalization below its book value could lead us to determine, in a future period, that an interim goodwill impairment review is required and may result in an impairment charge, which would have a negative impact on our results of operations.

Long-lived assets, other than goodwill, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets might not be recoverable. Conditions that would necessitate an impairment assessment include a significant decline in the observable market value of an asset, a significant change in the extent or manner in which an asset is used, or any other significant adverse change that would indicate that the carrying amount of an asset or group of assets may not be recoverable. For long-lived assets, impairment losses are only recorded if the asset's carrying amount is not recoverable through its undiscounted, probability-weighted future cash flows. We measure the impairment loss based on the difference between the carrying amount and estimated fair value.

Product Warranty – Product warranty costs are accrued in the period sales are recognized. Our products are generally sold with standard warranty periods, which differ by product, ranging from 12- to 36-months. Parts and labor are typically covered under the terms of the warranty agreement. Our warranty expense accruals are based

COHU, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

on historical and estimated costs by product and configuration. From time-to-time we offer customers extended warranties beyond the standard warranty period. In those situations the revenue relating to the extended warranty is deferred at its estimated fair value and recognized on a straight-line basis over the contract period. Costs associated with our extended warranty contracts are expensed as incurred.

Income Taxes – We assess our income tax positions and record tax benefits for all years subject to examination based upon management’s evaluation of the facts, circumstances and information available at the reporting dates. For those tax positions where it is more-likely-than-not that a tax benefit will be sustained, we have recorded the largest amount of tax benefit with a greater than 50 percent likelihood of being realized upon ultimate settlement with a taxing authority that has full knowledge of all relevant information. For those income tax positions where it is not more-likely-than-not that a tax benefit will be sustained, no tax benefit has been recognized in the financial statements. Where applicable, associated interest and penalties have also been recognized and recorded, net of federal and state tax benefits, in income tax expense.

Contingencies and Litigation – We assess the probability of adverse judgments in connection with current and threatened litigation. We would accrue the cost of an adverse judgment if, in our estimation, the adverse outcome is probable and we can reasonably estimate the ultimate cost.

Revenue Recognition – Our net sales are derived from the sale of products and services and are adjusted for estimated returns and allowances, which historically have been insignificant. We recognize revenue when there is persuasive evidence of an arrangement, title and risk of loss have passed, delivery has occurred or the services have been rendered, the sales price is fixed or determinable and collection of the related receivable is reasonably assured. Title and risk of loss generally pass to our customers upon shipment. In circumstances where either title or risk of loss pass upon destination or acceptance, we defer revenue recognition until such events occur.

Revenue for established products that have previously satisfied a customer’s acceptance requirements and provide for full payment tied to shipment is generally recognized upon shipment and passage of title. In certain instances, customer payment terms may provide that a minority portion (e.g. 20%) of the equipment purchase price be paid only upon customer acceptance. In those situations, the majority portion (e.g. 80%) of revenue where payment is tied to shipment and the entire product cost of sale are recognized upon shipment and passage of title and the minority portion of the purchase price related to customer acceptance is deferred and recognized upon receipt of customer acceptance. In cases where a prior history of customer acceptance cannot be demonstrated or from sales where customer payment dates are not determinable and in the case of new products, revenue is deferred until customer acceptance has been received. Our post-shipment obligations typically include installation and standard warranties. The estimated fair value of installation related revenue is recognized in the period the installation is performed. Service revenue is recognized ratably over the period of the related contract. Spares and kit revenue is generally recognized upon shipment.

Certain of our equipment sales are accounted for as multiple-element arrangements. A multiple-element arrangement is a transaction which may involve the delivery or performance of multiple products, services, or rights to use assets, and performance may occur at different points in time or over different periods of time. For arrangements containing multiple elements, the revenue relating to the undelivered elements is deferred using the relative selling price method utilizing estimated sales prices until delivery of the deferred elements. We limit the amount of revenue recognition for delivered elements to the amount that is not contingent on the future delivery of products or services, future performance obligations or subject to customer-specified return or adjustment.

On shipments where sales are not recognized, gross profit is generally recorded as deferred profit in our consolidated balance sheet representing the difference between the receivable recorded and the inventory shipped. In certain instances where customer payments are received prior to product shipment, the customer’s payments are recorded as customer advances in our consolidated balance sheet. At December 28, 2013, we had total deferred revenue of approximately \$7.4 million and deferred profit of \$6.1 million. At December 29, 2012, we had total deferred revenue of approximately \$3.6 million and deferred profit of \$2.1 million.

Advertising Costs – Advertising costs are expensed as incurred and were not material for all periods presented.

Share-based Compensation – We measure and recognize all share-based compensation under the fair value method. Our estimate of share-based compensation expense requires a number of complex and subjective

COHU, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

assumptions including our stock price volatility, employee exercise patterns (expected life of the options), future forfeitures and related tax effects. The assumptions used in calculating the fair value of share-based awards represent our best estimates, but these estimates involve inherent uncertainties and the application of management judgment. Although we believe the assumptions and estimates we have made are reasonable and appropriate, changes in assumptions could materially impact our reported financial results.

Foreign Currency Translation – Assets and liabilities of those subsidiaries that use the U.S. dollar as their functional currency are translated using exchange rates in effect at the end of the period, except for nonmonetary assets, such as inventories and property, plant and equipment, which are translated using historical exchange rates. Revenues and costs are translated using average exchange rates for the period, except for costs related to those balance sheet items that are translated using historical exchange rates. Gains and losses on foreign currency transactions are recognized as incurred. Certain of our foreign subsidiaries have designated the local currency as their functional currency and, as a result, their assets and liabilities are translated at the rate of exchange at the balance sheet date, while revenue and expenses are translated using the average exchange rate for the period. Cumulative translation adjustments resulting from the translation of the financial statements are included as a separate component of stockholders' equity. Foreign currency gains and losses were not significant in any period and are included in the consolidated statements of operations.

Comprehensive Income – Our accumulated other comprehensive income totaled approximately \$6.7 million and \$1.8 million at December 28, 2013 and December 29, 2012, respectively, and was attributed to, net of income taxes where applicable, foreign currency adjustments resulting from the translation of certain accounts into U.S. dollars, unrealized losses and gains on investments and adjustments to accumulated postretirement benefit obligations. Additional information related to accumulated other comprehensive income, on an after-tax basis is included in Note 11.

Recent Accounting Pronouncements

Recently Adopted Accounting Pronouncements – In July 2012, the Financial Accounting Standards Board (“FASB”) issued guidance to simplify the testing for a drop in value of intangible assets such as trademarks, patents, and distribution rights. The amended standard reduces the cost of accounting for indefinite-lived intangible assets, especially in cases where the likelihood of impairment is low. The changes permit businesses and other organizations to first use subjective criteria to determine if an intangible asset has lost value. The adoption of this new guidance in the first quarter of fiscal 2013 did not have a material impact on our consolidated financial position, results of operations or cash flows.

In February 2013, the FASB issued authoritative guidance that will require a public entity to present in its annual and interim financial statements information about reclassification adjustments from accumulated other comprehensive income in a single note or on the face of the financial statements. The adoption of this new guidance in the first quarter of fiscal 2013 did not have a material impact on our consolidated financial position, results of operations or cash flows.

Recently Issued Accounting Pronouncements – In July 2013, the FASB issued guidance on the presentation of an unrecognized tax benefit when a net operating loss carryforward, a similar tax loss, or a tax credit carryforward exists. This amendment to previous income tax guidance clarifies that an unrecognized tax benefit, or a portion of an unrecognized tax benefit, should be presented in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward if such settlement is required or expected in the event the uncertain tax benefit is disallowed. In situations where a net operating loss carryforward, a similar tax loss, or a tax credit carryforward is not available at the reporting date under the tax law of the applicable jurisdiction or the tax law of the jurisdiction does not require, and the entity does not intend to use, the deferred tax asset for such purpose, the unrecognized tax benefit should be presented in the financial statements as a liability and should not be netted with the deferred tax asset. These amendments are effective for fiscal years, and interim periods within those years, beginning after December 15, 2013. Early adoption is permitted. The amendments should be applied prospectively to all unrecognized tax benefits that exist at the effective date. Retrospective application is permitted. We do not expect the adoption of this new guidance will have a material impact on our consolidated financial position, results of operations or cash flows.

COHU, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

In March 2013, the FASB issued guidance on a parent company's accounting for the cumulative translation adjustment upon derecognition of a subsidiary or group of assets within a foreign entity. This new guidance requires that the parent release any related cumulative translation adjustment into net income only if the sale or transfer results in the complete or substantially complete liquidation of the foreign entity in which the subsidiary or group of assets had resided. The amendments will be effective for fiscal years and interim periods starting after December 15, 2013 with early adoption permitted. We do not believe our adoption of the new guidance in the first quarter of fiscal 2014 will have an impact on our consolidated financial position, results of operations or cash flows.

2. Strategic Technology Transactions, Goodwill and Purchased Intangible Assets

On December 31, 2012, we acquired all of the outstanding share capital of Ismeca Semiconductor Holding SA ("Ismeca"). Ismeca, headquartered in La Chaux-de-Fonds, Switzerland, and with major operations in Malacca, Malaysia and Suzhou, China, designs, manufactures and sells turret-based test handling and back-end finishing equipment for integrated circuits, light emitting diodes (LEDs) and discrete components. The acquisition of Ismeca was a strategic transaction to expand our semiconductor total available market, extend our market leadership, expand our customer base, and broaden our product and technology offerings.

The acquisition has been accounted for in conformity with FASB Accounting Standards Codification 805, *Business Combinations*. The purchase price of this acquisition was approximately \$90.8 million, and was funded primarily by cash reserves (\$57.1 million) and certain liabilities assumed (\$33.7 million). Total consideration has been allocated to the assets acquired and liabilities assumed based on their estimated respective fair values as of the completion of the acquisition. Amounts allocated to intangible assets are being amortized on a straight-line basis over their useful lives as noted below. The acquisition was nontaxable and certain of the assets acquired, including goodwill and intangibles, will generally not be deductible for tax purposes. Goodwill associated with the acquisition was primarily attributable to the opportunities from the addition of Ismeca's products and it has been assigned to our semiconductor equipment segment.

The total purchase price has been allocated to Ismeca's net tangible and intangible assets based on their estimated fair values as of December 31, 2012, the effective date of the acquisition. The allocation of purchase price to the acquired assets and assumed liabilities was as follows (*in thousands*):

Current assets	\$ 38,058
Fixed assets	1,314
Other assets	7,395
Intangible assets	33,138
Goodwill	10,930
Total assets acquired	90,835
Liabilities assumed	(33,692)
Net assets acquired	<u>\$ 57,143</u>

The allocation of the intangible assets is as follows (*in thousands*):

	Estimated Fair Value	Average Useful Life
Complete technology	\$21,399	8 years
Customer relationships	7,475	8 years
Covenants not-to-compete	325	3 years
Trade name	3,939	Indefinite
	<u>\$33,138</u>	

The value assigned to Ismeca's complete technology was determined by discounting the estimated future cash flows associated with the existing developed and core technologies to their present value. Developed and core technology, which comprise products that have reached technological feasibility, includes the products in Ismeca's product line. The revenue estimates used to value the complete technology were based on estimates of relevant market sizes and growth factors, expected trends in technology and the nature and expected timing of new product introductions by Ismeca and its competitors. The rates utilized to discount the net cash flows of complete technology to their present value are based on the risks associated with the respective cash flows taking into consideration the weighted average cost of capital of Cohu's semiconductor equipment segment.

COHU, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The value assigned to Ismecca's customer relationships was determined by discounting the estimated cash flows associated with the existing customers as of the acquisition date taking into consideration expected attrition of the existing customer base. The estimated cash flows were based on revenues for those existing customers net of operating expenses and net contributory asset charges associated with servicing those customers. The estimated revenues were based on revenue growth rates for the back-end semiconductor equipment industry. Operating expenses were estimated based on the supporting infrastructure expected to sustain the assumed revenue growth rates. Net contributory asset charges were based on the estimated fair value of those assets that contribute to the generation of the estimated cash flows.

Unaudited Pro Forma Financial Information

The unaudited financial information in the table below summarizes the combined results of operations of Cohu and Ismecca on a pro forma basis, as though the companies had been combined as of the beginning of each of the periods presented. The pro forma financial information is presented for informational purposes only and is not indicative of the results of operations that would have been achieved if the acquisition had taken place at the beginning of each of the periods presented. The pro forma financial information for all periods presented also includes adjustments to, amortization charges for acquired intangible assets, adjustments to interest income, and related tax effects.

The pro forma financial information for the twelve months ended December 28, 2013 combines our results for that period, which include the results of Ismecca subsequent to December 31, 2012, the date of acquisition. The pro forma financial information for the twelve months ended December 29, 2012 and December 31, 2011 combines our historical results for that period with the historical results of Ismecca.

The following table summarizes the unaudited pro forma financial information (*in thousands, except per share data*):

	Twelve Months Ended					
	December 28, 2013		December 29, 2012		December 31, 2011 ⁽¹⁾	
	Reported	Pro Forma	Reported	Pro Forma	Reported	Pro Forma
Net sales	\$247,300	\$247,300	\$221,162	\$306,043	\$308,968	\$410,063
Net income (loss)	\$ (33,418)	\$ (33,418)	\$ (12,243)	\$ (12,296)	\$ 15,719	\$ 21,027
Net income (loss) per share:						
Basic	\$ (1.34)	\$ (1.34)	\$ (0.50)	\$ (0.50)	\$ 0.65	\$ 0.87
Diluted	\$ (1.34)	\$ (1.34)	\$ (0.50)	\$ (0.50)	\$ 0.64	\$ 0.86

Changes in the carrying value of goodwill by reportable segment during the years ended December 28, 2013 and December 29, 2012 were as follows (*in thousands*):

	Semiconductor Equipment	Microwave Communications	Total Goodwill
Balance, December 31, 2011	\$ 54,872	\$ 3,188	\$58,060
Impact of currency exchange	648	48	696
Balance, December 29, 2012	55,520	3,236	58,756
Additions net of adjustments	10,930	—	10,930
Impact of currency exchange	1,533	94	1,627
Balance, December 28, 2013	\$ 67,983	\$ 3,330	\$71,313

In August 2012, our microwave communication equipment segment acquired the intellectual property and certain other assets of Duma Video, Inc. ("Duma"), a distributor of low latency compression video encoding and decoding devices. The purchase price of these assets was approximately \$1.0 million and the amount allocated to intangible assets is being amortized on a straight-line basis over three years.

COHU, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Our purchased intangible assets, subject to amortization, were as follows (*in thousands*):

	December 28, 2013			December 29, 2012	
	Gross Carrying Amount	Accumulated Amortization	Remaining Useful Life	Gross Carrying Amount	Accumulated Amortization
Rasco technology	\$ 33,689	\$ 21,319	3.0 years	\$ 32,399	\$ 16,452
Ismeca technology	29,915	3,809	7.0 years	—	—
Duma technology	864	408	1.6 years	864	120
	<u>\$ 64,468</u>	<u>\$ 25,536</u>		<u>\$ 33,263</u>	<u>\$ 16,572</u>

The amounts included in the table above at December 28, 2013 exclude approximately \$2.4 million and \$4.0 million, related to the trade names of Rasco and Ismeca, respectively, and at December 29, 2012 exclude approximately \$2.3 million related to Rasco trade name which have an indefinite life and are not being amortized. Changes in the carrying values of purchased intangible assets are a result of the impact of fluctuation in currency exchange rates.

Amortization expense related to purchased intangible assets was approximately \$8.1 million, \$4.1 million and \$4.6 million in 2013, 2012 and 2011, respectively. As of December 28, 2013, we expect amortization expense in future periods to be as follows: 2014 – \$8.3 million; 2015 – \$8.2 million; 2016 – \$7.6 million; 2017 – \$3.7 million 2018 – \$3.7 million; and thereafter \$7.4 million.

3. Cash, Cash Equivalents and Short-term Investments

Our cash, cash equivalents, and short-term investments consisted primarily of cash and other investment grade securities. We do not hold investment securities for trading purposes. All short-term investments are classified as available-for-sale and recorded at fair value. Investment securities are exposed to market risk due to changes in interest rates and credit risk and we monitor credit risk and attempt to mitigate exposure by making high-quality investments and through investment diversification.

Gains and losses on investments are calculated using the specific-identification method and are recognized during the period in which the investment is sold or when an investment experiences an other-than-temporary decline in value. Factors that could indicate an impairment exists include, but are not limited to: earnings performance, changes in credit rating or adverse changes in the regulatory or economic environment of the asset. Gross realized gains and losses on sales of short-term investments are included in interest income. Realized gains and losses for the periods presented were not significant.

Investments that we have classified as short-term, by security type, are as follows (*in thousands*):

	At December 28, 2013			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Municipal securities	<u>\$ 1,200</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 1,200</u>
	At December 29, 2012			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Municipal securities	<u>\$ 1,470</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 1,470</u>
Government-sponsored enterprise securities	5,937	14	—	5,951
	<u>\$ 7,407</u>	<u>\$ 14</u>	<u>\$ —</u>	<u>\$ 7,421</u>

COHU, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Effective maturities of short-term investments at December 28, 2013, were as follows:

<i>(in thousands)</i>	Amortized Cost	Estimated Fair Value
Due in one year or less	<u>\$ 1,200</u>	<u>\$ 1,200</u>

Our municipal securities include variable rate demand notes which can be put (sold at par) typically on a daily basis with settlement periods ranging from the same day to one week and have varying contractual maturities through 2037. These securities can be used for short-term liquidity needs and are held for limited periods of time. At December 28, 2013 these securities had amortized cost and fair value of \$1.2 million and are included in “Due in one year or less” in the table above.

Accounting standards pertaining to fair value measurements establish a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include: Level 1, defined as observable inputs such as quoted prices in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions. When available, we use quoted market prices to determine the fair value of our investments, and they are included in Level 1. When quoted market prices are unobservable, we use quotes from independent pricing vendors based on recent trading activity and other relevant information.

The following table summarizes, by major security type, our assets that are measured at fair value on a recurring basis and are categorized using the fair value hierarchy (*in thousands*):

	Fair value measurements at December 28, 2013 using:			
	Level 1	Level 2	Level 3	Total estimated fair value
Cash	\$ 44,165	\$ —	\$ —	\$ 44,165
Municipal securities	—	1,200	—	1,200
Money market funds	—	7,503	—	7,503
	<u>\$ 44,165</u>	<u>\$ 8,703</u>	<u>\$ —</u>	<u>\$ 52,868</u>

	Fair value measurements at December 29, 2012 using:			
	Level 1	Level 2	Level 3	Total estimated fair value
Cash	\$ 101,054	\$ —	\$ —	\$ 101,054
Municipal securities	—	1,470	—	1,470
Government-sponsored enterprise securities	—	5,951	—	5,951
Money market funds	—	1,754	—	1,754
	<u>\$ 101,054</u>	<u>\$ 9,175</u>	<u>\$ —</u>	<u>\$ 110,229</u>

In connection with our purchase of Ismeca on December 31, 2012, we assumed forward exchange contracts and currency option contracts which were used to hedge forecasted foreign currency balances and to mitigate the effect of exchange rate fluctuations of the Swiss Franc. These contracts expired in August 2013. A net loss of approximately \$0.3 million was recognized in the statement of operations for the year ended December 28, 2013.

4. Employee Benefit Plans

Defined Contribution Retirement Plans – We have a voluntary defined contribution retirement 401(k) plan whereby we match employee contributions. In 2013, 2012 and 2011 we provided a matching contribution at 1.5% of eligible employee compensation and made contributions to the plan of approximately \$0.5 million in all periods.

Defined Benefit Retirement Plans – We maintain defined benefit plans in certain foreign locations for which the obligations and the net periodic pension costs were determined to be immaterial at December 28, 2013. As a

COHU, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

result of the acquisition of Ismeca effective December 31, 2012, we took over the Ismeca Europe Semiconductor BVG Pension Plan in Switzerland (“the Swiss Plan”) and the following discussion relates to the Swiss Plan for the year ended December 28, 2013.

Net periodic benefit cost of the Swiss Plan was as follows:

<i>(in thousands)</i>	<u>2013</u>
Service cost	\$ 841
Interest cost	398
Expected return on assets	<u>(267)</u>
Net periodic costs	<u>\$ 972</u>

The following table sets forth the projected benefit obligation, the fair value of plan assets, the funded status and the liability we have recorded in our consolidated balance sheet related to the Swiss Plan:

<i>(in thousands)</i>	<u>2013</u>
Change in projected benefit obligation:	
Benefit obligation at December 31, 2012	\$(23,541)
Service cost	(841)
Interest cost	(398)
Actuarial gain	1,538
Participant contributions	(751)
Benefits paid	704
Foreign currency exchange adjustment	<u>(561)</u>
Benefit obligation at end of year	<u>(23,850)</u>
Change in plan assets:	
Fair value of plan assets at December 31, 2012	15,236
Return on assets, net of actuarial loss	(338)
Employer contributions	751
Participant contributions	751
Benefits paid	(704)
Foreign currency exchange adjustment	<u>387</u>
Fair value of plan assets at end of year	<u>16,083</u>
Net liability at December 28, 2013	<u>\$ (7,767)</u>

At December 28, 2013, the net liability of the Swiss Plan is included in noncurrent accrued retirement benefits. Amounts recognized in accumulated other comprehensive income at December 28, 2013 related to the Swiss Plan consisted of an unrecognized net actuarial gain totaling \$1.0 million.

Weighted-average actuarial assumptions used to determine the benefit obligation under the Swiss Plan are as follows:

	<u>2013</u>
Discount rate	2.3%
Compensation increase	2.0%

Weighted-average assumptions used to determine net periodic benefit cost of the Swiss Plan are as follows:

	<u>2013</u>
Discount rate	1.8%
Rate of return on Assets	1.8%
Compensation increase	2.0%

COHU, INC.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

During 2014 employer and employee respective contributions to the Swiss Plan are expected to total \$0.7 million. Estimated benefit payments are expected to be as follows: 2014 - \$0.8 million; 2015 - \$0.7 million; 2016 - \$0.8 million; 2017 - \$0.8 million; 2018 - \$0.8 million; and \$6.0 million thereafter through 2023.

As is customary with Swiss pension plans, the assets of the plan are invested in a collective fund with multiple employers. We have no investment authority over the assets of the plan that are held and invested by a Swiss insurance company. Investment holdings are made with respect to Swiss laws and target allocations for plan assets are 54% debt securities, 25% real estate investments, 15% equity securities, 1% cash, and 5% alternative investments. All assets of the plan fall within Level 2 of the fair value hierarchy. See Note 3 for a description of the levels of inputs used to determine fair value measurement.

Retiree Medical Benefits – We provide post-retirement health benefits to certain executives and directors under a noncontributory plan. The net periodic benefit cost was \$0.1 million, \$0.3 million and \$0.4 million in 2013, 2012 and 2011, respectively. We fund benefits as costs are incurred and as a result there are no plan assets.

The weighted average discount rate used in determining the accumulated post-retirement benefit obligation was 4.6% in 2013, 3.7% in 2012 and 4.2% in 2011. Annual rates of increase of the cost of health benefits were assumed to be 8.5% in 2014. These rates were then assumed to decrease 0.5% per year to 5.0% in 2021 and remain level thereafter. A one percent increase (decrease) in health care cost trend rates would increase (decrease) the 2013 net periodic benefit cost by approximately \$13,000 (\$13,000) and the accumulated post-retirement benefit obligation as of December 28, 2013, by approximately \$252,000 (\$212,000).

The following table sets forth the post-retirement benefit obligation, funded status and the liability we have recorded in our consolidated balance sheets:

<i>(in thousands)</i>	2013	2012
Accumulated benefit obligation at beginning of year	\$ 2,366	\$ 2,909
Service cost	15	16
Interest cost	86	120
Actuarial gain	(386)	(617)
Benefits paid	(60)	(62)
Accumulated benefit obligation at end of year	2,021	2,366
Plan assets at end of year	—	—
Funded status	<u>\$ (2,021)</u>	<u>\$ (2,366)</u>

Deferred Compensation – The Cohu, Inc. Deferred Compensation Plan allows certain of our officers to defer a portion of their current compensation. We have purchased life insurance policies on the participants with Cohu as the named beneficiary. Participant contributions, distributions and investment earnings and losses are accumulated in a separate account for each participant. At December 28, 2013 and December 29, 2012, the payroll liability to participants, included in accrued compensation and benefits in the consolidated balance sheet, was approximately \$2.4 million and \$2.1 million and the cash surrender value of the related life insurance policies included in other current assets was approximately \$2.1 million and \$1.7 million, respectively.

Employee Stock Purchase Plan – The Cohu, Inc. 1997 Employee Stock Purchase Plan (“the Plan”) provides for the issuance of a maximum of 1,900,000 shares of our common stock. Under the Plan, eligible employees may purchase shares of common stock through payroll deductions. The price paid for the common stock is equal to 85% of the fair market value of our common stock on specified dates. In 2013, 2012, and 2011, 163,120, 151,812 and 120,240 shares, respectively, were issued under the Plan. At December 28, 2013, there were 322,422 shares reserved for issuance under the Plan.

Stock Options – Under our equity incentive plans, stock options may be granted to employees, consultants and outside directors to purchase a fixed number of shares of our common stock at prices not less than 100% of the fair market value at the date of grant. Options generally vest and become exercisable after one year or in four annual increments beginning one year after the grant date and expire ten years from the grant date. At December 28, 2013, 1,199,077 shares were available for future equity grants under the Cohu, Inc. 2005 Equity Incentive Plan. We have historically issued new shares of Cohu common stock upon share option exercise.

[Table of Contents](#)

COHU, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Stock option activity under our share-based compensation plans was as follows:

<i>(in thousands, except per share data)</i>	2013		2012		2011	
	Shares	Wt. Avg. Ex. Price	Shares	Wt. Avg. Ex. Price	Shares	Wt. Avg. Ex. Price
Outstanding, beginning of year	3,113	\$ 12.62	3,112	\$ 13.01	3,210	\$ 12.89
Granted	470	\$ 9.83	437	\$ 10.50	157	\$ 13.33
Exercised	(117)	\$ 7.55	(73)	\$ 8.26	(123)	\$ 9.03
Canceled	(380)	\$ 16.37	(363)	\$ 14.29	(132)	\$ 14.24
Outstanding, end of year	<u>3,086</u>	<u>\$ 11.93</u>	<u>3,113</u>	<u>\$ 12.62</u>	<u>3,112</u>	<u>\$ 13.01</u>
Options exercisable at year end	2,195	\$ 12.46	2,209	\$ 13.52	2,112	\$ 14.44

The aggregate intrinsic value of options exercised during 2013, 2012 and 2011 was approximately \$0.4 million, \$0.2 million, and \$0.6 million, respectively. At December 28, 2013, the aggregate intrinsic value of options outstanding, vested and expected to vest were each approximately \$2.4 million and the aggregate intrinsic value of options exercisable was approximately \$2.1 million.

Information about stock options outstanding at December 28, 2013 is as follows (*options in thousands*):

Range of Exercise Prices	Options Outstanding			Options Exercisable	
	Number Outstanding	Approximate Wt. Avg. Remaining Life (Years)	Wt. Avg. Ex. Price	Number Exercisable	Wt. Avg. Ex. Price
\$ 7.32 - \$ 10.98	1,666	7.1	\$ 8.82	889	\$ 7.73
\$10.99 - \$ 16.49	1,081	4.2	\$ 14.96	967	\$ 15.05
\$16.50 - \$ 24.74	334	1.2	\$ 17.37	334	\$ 17.37
\$24.75 - \$ 37.13	5	1.6	\$ 25.70	5	\$ 25.70
	<u>3,086</u>	5.4	<u>\$ 11.93</u>	<u>2,195</u>	<u>\$ 12.46</u>

Restricted Stock Units – Under our equity incentive plans, restricted stock units may be granted to employees, consultants and outside directors. Restricted stock units vest over either a one-year or a four-year period from the date of grant. Prior to vesting, restricted stock units do not have dividend equivalent rights, do not have voting rights and the shares underlying the restricted stock units are not considered issued and outstanding. Shares of our common stock will be issued on the date the restricted stock units vest.

Restricted stock unit activity under our share-based compensation plans was as follows:

<i>(in thousands, except per share data)</i>	2013		2012		2011	
	Units	Wt. Avg. Fair Value	Units	Wt. Avg. Fair Value	Units	Wt. Avg. Fair Value
Outstanding, beginning of year	615	\$ 10.54	299	\$ 12.98	373	\$ 13.35
Granted	531	\$ 8.80	462	\$ 9.57	75	\$ 13.00
Released	(223)	\$ 10.86	(108)	\$ 13.27	(139)	\$ 13.91
Canceled	(36)	\$ 9.86	(38)	\$ 13.92	(10)	\$ 13.41
Outstanding, end of year	<u>887</u>	<u>\$ 9.46</u>	<u>615</u>	<u>\$ 10.54</u>	<u>299</u>	<u>\$ 12.98</u>

Equity-Based Performance Stock Units – In March 2012, we began granting equity-based performance units covering shares of our common stock to certain employees. The number of shares of stock ultimately issued will depend upon the extent to which certain financial performance goals set by our Board of Directors are met during the one-year award measurement period. Based upon the level of achievement of performance goals the number of shares we ultimately issue can range from 0% up to 150% of the number of shares under each grant which vest over 3 years from the date of initial grant. We record a provision for equity-based performance units outstanding based on our current assessment of achievement of the performance goals. New shares of our common stock will be issued on the date the equity-based performance units vest.

[Table of Contents](#)

COHU, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Performance based stock unit activity under our share-based compensation plans was as follows:

<i>(in thousands, except per share data)</i>	2013		2012	
	Units	Wt. Avg. Fair Value	Units	Wt. Avg. Fair Value
Outstanding, beginning of year	122	\$ 9.89	—	—
Granted	158	\$ 9.03	129	\$ 9.89
Released	(26)	\$ 9.89	—	—
Canceled	(16)	\$ 9.89	(7)	\$ 9.89
Outstanding, end of year	<u>238</u>	\$ 9.32	<u>122</u>	\$ 9.89

Share-based Compensation – We estimate the fair value of each share-based award on the grant date using the Black-Scholes valuation model. Option valuation models, including Black-Scholes, require the input of highly subjective assumptions, and changes in the assumptions used can materially affect the grant date fair value of an award. These assumptions include the risk-free rate of interest, expected dividend yield, expected volatility, and the expected life of the award. The risk-free rate of interest is based on the U.S. Treasury rates appropriate for the expected term of the award as of the grant date. Expected dividends are based, primarily, on historical factors related to our common stock. Expected volatility is based on historic, weekly stock price observations of our common stock during the period immediately preceding the share-based award grant that is equal in length to the award's expected term. We believe that historical volatility is the best estimate of future volatility. Expected life of the award is based on historical option exercise data. Estimated forfeitures are required to be included as a part of the grant date expense estimate. We used historical data to estimate expected employee behaviors related to option exercises and forfeitures.

Share-based compensation expense related to restricted stock unit awards is calculated based on the market price of our common stock on the date of grant, reduced by the present value of dividends expected to be paid on our common stock prior to vesting of the restricted stock unit.

The following weighted average assumptions were used to value share-based awards granted:

<i>Employee Stock Purchase Plan</i>	2013	2012	2011
Dividend yield	2.6%	2.4%	1.9%
Expected volatility	38.4%	43.6%	42.4%
Risk-free interest rate	0.1%	0.1%	0.1%
Expected term of options	0.5 years	0.5 years	0.5 years
Weighted-average grant date fair value per share	\$2.32	\$2.78	\$3.77

<i>Employee Stock Options</i>	2013	2012	2011
Dividend yield	2.6%	2.1%	2.0%
Expected volatility	44.9%	46.3%	45.8%
Risk-free interest rate	1.1%	1.2%	1.9%
Expected term of options	6.4 years	6.25 years	6.0 years
Weighted-average grant date fair value per share	\$3.37	\$3.87	\$5.06

<i>Restricted Stock Units</i>	2013	2012	2011
Dividend yield	2.5%	2.3%	1.8%

<i>Performance Stock Units</i>	2013	2012
Dividend yield	2.5%	2.3%

COHU, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Reported share-based compensation is classified in the consolidated financial statements as follows:

<i>(in thousands)</i>	2013	2012	2011
Cost of sales	\$ 390	\$ 417	\$ 420
Research and development	1,698	1,364	1,356
Selling, general and administrative	3,380	2,840	2,511
Total share-based compensation	5,468	4,621	4,287
Income tax benefit	—	—	—
Total share-based compensation, net of tax	<u>\$5,468</u>	<u>\$4,621</u>	<u>\$4,287</u>

At December 28, 2013, excluding a reduction for forfeitures, we had approximately \$2.8 million of pre-tax unrecognized compensation cost related to unvested stock options which is expected to be recognized over a weighted-average period of approximately 1.9 years.

At December 28, 2013, excluding a reduction for forfeitures, we had approximately \$7.2 million of pre-tax unrecognized compensation cost related to unvested restricted stock units and performance stock units which is expected to be recognized over a weighted-average period of approximately 1.9 years.

5. Income Taxes

Significant components of the provision (benefit) for income taxes are as follows:

<i>(in thousands)</i>	2013	2012	2011
Current:			
U.S. Federal	\$(1,538)	\$(1,898)	\$ (90)
U.S. State	42	(388)	(250)
Foreign	825	831	4,075
Total current	(671)	(1,455)	3,735
Deferred:			
U.S. Federal	761	1,890	(977)
U.S. State	26	186	(4)
Foreign	(2,444)	(1,495)	(695)
Total deferred	(1,657)	581	(1,676)
	<u>\$(2,328)</u>	<u>\$ (874)</u>	<u>\$ 2,059</u>

Income (loss) before income taxes consisted of the following:

<i>(in thousands)</i>	2013	2012	2011
U.S.	\$(27,902)	\$(10,189)	\$ 8,154
Foreign	(7,844)	(2,928)	9,624
Total	<u>\$(35,746)</u>	<u>\$(13,117)</u>	<u>\$17,778</u>

COHU, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting and tax purposes. Significant components of our deferred tax assets and liabilities were as follows:

<i>(in thousands)</i>	2013	2012
Deferred tax assets:		
Inventory, receivable and warranty reserves	\$ 13,290	\$ 11,434
Net operating loss carryforwards	9,070	2,299
Tax credit carryforwards	11,258	7,764
Accrued employee benefits	3,709	2,167
Deferred profit	839	502
Stock-based compensation	3,972	3,409
Acquisition basis differences	2,105	2,226
Depreciation and fixed asset related	831	318
Other	121	243
Gross deferred tax assets	45,195	30,362
Less valuation allowance	(36,064)	(24,948)
Total deferred tax assets	9,131	5,414
Deferred tax liabilities:		
Depreciation and fixed asset related	2,909	2,792
Acquisition basis differences	13,193	9,340
Other	461	283
Total deferred tax liabilities	16,563	12,415
Net deferred tax liabilities	<u>\$ (7,432)</u>	<u>\$ (7,001)</u>

Companies are required to assess whether a valuation allowance should be recorded against their deferred tax assets (“DTAs”) based on the consideration of all available evidence, using a “more likely than not” realization standard. The four sources of taxable income that must be considered in determining whether DTAs will be realized are, (1) future reversals of existing taxable temporary differences (i.e. offset of gross deferred tax assets against gross deferred tax liabilities); (2) taxable income in prior carryback years, if carryback is permitted under the tax law; (3) tax planning strategies and (4) future taxable income exclusive of reversing temporary differences and carryforwards.

In assessing whether a valuation allowance is required, significant weight is to be given to evidence that can be objectively verified. We have evaluated our DTAs each reporting period, including an assessment of our cumulative income or loss over the prior three-year period and future periods, to determine if a valuation allowance was required. A significant negative factor in our assessment was Cohu’s three-year cumulative U.S. loss history at the end of various fiscal periods including 2013.

As a result of our cumulative, three-year GAAP domestic pretax loss of approximately \$29.9 million at the end of 2013, and our loss in 2013, we were unable to conclude at December 28, 2013 that it was “more likely than not” that our U.S. DTAs would be realized. We will evaluate the realizability of our DTAs at the end of each quarterly reporting period in 2014 and should circumstances change it is possible the remaining valuation allowance, or a portion thereof, will be reversed in a future period.

Our valuation allowance on our DTAs at December 28, 2013 and December 29, 2012 was approximately \$36.1 million and \$24.9 million, respectively. The remaining gross DTAs for which a valuation allowance was not recorded are realizable primarily through future reversals of existing taxable temporary differences. As the realization of DTAs is determined by tax jurisdiction, the significant deferred tax liabilities recorded as part of the 2008 acquisition of Rasco, a German corporation, and the fiscal 2013 acquisition of Ismeca, a Swiss Corporation, were not a source of taxable income in assessing the realization of our DTAs in the U.S.

COHU, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The reconciliation of income tax computed at the U.S. federal statutory tax rate to the provision (benefit) for income taxes is as follows:

<i>(in thousands)</i>	2013	2012	2011
Tax provision (benefit) at U.S. 35% statutory rate	\$(12,511)	\$(4,591)	\$6,223
State income taxes, net of federal tax benefit	(1,098)	(645)	(941)
Settlements, adjustments and releases from statute expirations	(846)	367	(791)
Change in effective tax rate for deferred balances	—	346	—
Federal tax credits	(1,340)	—	(707)
Stock-based compensation on which no tax benefit provided	168	177	202
Change in valuation allowance	11,283	2,614	(483)
Foreign income taxed at different rates	1,526	(227)	(726)
Non-deductible transaction costs	—	700	—
Other, net	490	385	(718)
	<u>\$ (2,328)</u>	<u>\$ (874)</u>	<u>\$ 2,059</u>

State income taxes, net of federal benefit, have been reduced by research tax credits totaling approximately \$0.7 million, \$0.6 million and \$0.6 million in 2013, 2012 and 2011.

At December 28, 2013, we had federal, state and foreign net operating loss carryforwards of approximately \$16.3 million, \$29.1 million and \$19.1 million, respectively, that expire in various tax years through 2033 or have no expiration date. We also have federal and state tax credit carryforwards at December 28, 2013 of approximately \$6.3 million and \$12.5 million, respectively, some of which expire in various tax years beginning in 2014 through 2033 or have no expiration date. The federal and state loss and credit carryforwards are subject to annual limitations under Sections 382 and 383 of the Internal Revenue Code and applicable state tax law. Approximately \$5.1 million of U.S. federal net operating loss carryforwards acquired in the Ismecca acquisition are expected to expire unutilized as a result of the annual limitations imposed by Section 382. As a result we have reduced our deferred tax assets and valuation allowance related to these net operating loss carryforwards.

The American Taxpayer Relief Act of 2012, which reinstated the United States federal research and development tax credit retroactively from January 1, 2012 through December 31, 2013, was not enacted into law until the first quarter of 2013. Therefore, the tax benefit from the credits for 2012 and 2013 are reflected in our 2013 income tax provision.

U.S. income taxes have not been provided on approximately \$17.0 million of accumulated undistributed earnings of certain foreign subsidiaries, as we currently intend to indefinitely reinvest these earnings in operations outside the U.S. It is not practicable to estimate the amount of tax that might be payable if some or all of such earnings were to be remitted. We have certain tax holidays or incentives with respect to our operations in Malaysia, Singapore and the Philippines. These holidays or incentives require compliance with certain conditions and expire at various dates through 2023. The impact of these holidays or incentives on net income was not significant for fiscal years ended December 2013, 2012 and 2011.

A reconciliation of our gross unrecognized tax benefits, excluding accrued interest and penalties, is as follows:

<i>(in thousands)</i>	2013	2012	2011
Balance at beginning of year	\$ 6,080	\$5,381	\$ 5,069
Gross additions for tax positions of current year	933	776	1,455
Gross additions for tax positions of prior years	3,470	195	126
Reductions due to lapse of the statute of limitations	—	(272)	(1,269)
Balance at end of year	<u>\$10,483</u>	<u>\$6,080</u>	<u>\$ 5,381</u>

The 2013 gross additions for tax positions of prior years are primarily composed of additions from the Ismecca acquisition.

COHU, INC.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

If the unrecognized tax benefits at December 28, 2013 are ultimately recognized, approximately \$6.2 million (\$2.5 million at December 29, 2012) would result in a reduction in our income tax expense and effective tax rate.

We are unable to estimate the range of any reasonably possible increase or decrease in our gross unrecognized tax benefits over the next 12 months. However, we do not expect any such outcome will result in a material change to our financial condition or results of operations.

We recognize interest and penalties related to unrecognized tax benefits in income tax expense. Cohu had approximately \$1.5 million accrued for the payment of interest and penalties at December 28, 2013 and \$0.4 million at December 29, 2012. The increase in accrued interest and penalties is due to the Ismecca acquisition. Interest expense, net of accrued interest reversed, in 2013, 2012 and 2011 was approximately \$(0.1) million, \$0.1 million and \$0.2 million, respectively.

Our U.S. federal and state income tax returns for years after 2009 and 2008, respectively, remain open to examination, subject to the statute of limitations. Net operating loss and credit carryforwards arising prior to these years are also open to examination if and when utilized. The statute of limitations for the assessment and collection of income taxes related to our foreign tax returns varies by country. In the foreign countries where we have significant operations these time periods generally range from four to ten years after the year for which the tax return is due or the tax is assessed.

6. Segment and Related Information

Our reportable segments are business units that offer different products and are managed separately because each business requires different technology and marketing strategies. Our three segments are: semiconductor equipment, microwave communications and video cameras.

The accounting policies of the reportable segments are the same as those described in the summary of significant accounting policies. We allocate resources and evaluate the performance of segments based on profit or loss from operations, excluding interest, corporate expenses and unusual gains or losses. Intersegment sales were not significant for any period.

Financial information by industry segment is presented below:

<i>(in thousands)</i>	2013	2012	2011
Net sales by segment:			
Semiconductor equipment	\$ 214,511	\$ 179,449	\$ 260,648
Microwave communications	17,063	26,863	29,967
Video cameras	15,726	14,850	18,353
Total consolidated net sales and net sales for reportable segments	<u>\$ 247,300</u>	<u>\$ 221,162</u>	<u>\$ 308,968</u>
Segment profit (loss):			
Semiconductor equipment	\$ (24,998)	\$ (5,331)	\$ 20,040
Microwave communications	(6,142)	(847)	1,510
Video cameras	1,317	(121)	807
Profit (loss) for reportable segments	<u>(29,823)</u>	<u>(6,299)</u>	<u>22,357</u>
Other unallocated amounts:			
Corporate expenses ⁽¹⁾	(5,977)	(7,785)	(5,021)
Interest and other income	54	967	442
Income (loss) from operations before income taxes	<u>\$ (35,746)</u>	<u>\$ (13,117)</u>	<u>\$ 17,778</u>

(1) Increase in corporate expense in 2012 was primarily a result of \$2.3 million in Ismecca acquisition related costs.

COHU, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

<i>(in thousands)</i>	2013	2012	2011
<i>Depreciation and amortization by segment deducted in arriving at profit (loss):</i>			
Semiconductor equipment	\$ 4,723	\$ 4,506	\$ 4,313
Microwave communications	523	652	893
Video cameras	141	188	216
	<u>5,387</u>	<u>5,346</u>	<u>5,422</u>
Intangible amortization	8,082	4,057	4,645
Total depreciation and amortization for reportable segments	<u>\$ 13,469</u>	<u>\$ 9,403</u>	<u>\$ 10,067</u>
<i>Capital expenditures by segment:</i>			
Semiconductor equipment	\$ 3,607	\$ 2,759	\$ 991
Microwave communications	267	481	313
Video cameras	34	27	109
Total consolidated capital expenditures	<u>\$ 3,908</u>	<u>\$ 3,267</u>	<u>\$ 1,413</u>
<i>(in thousands)</i>			
<i>Total assets by segment:</i>			
Semiconductor equipment	\$297,175	\$281,173	\$255,189
Microwave communications	22,156	22,635	21,968
Video cameras	8,870	9,424	11,598
Total assets for reportable segments	<u>328,201</u>	<u>313,232</u>	<u>288,755</u>
Corporate, principally cash and investments and deferred taxes	17,222	21,641	72,853
Total consolidated assets	<u>\$345,423</u>	<u>\$334,873</u>	<u>\$361,608</u>

Customers from the semiconductor equipment segment comprising 10% or greater of our consolidated net sales are summarized as follows:

	2013	2012	2011
Intel	16 %	39 %	36 %
Texas Instruments	*	*	11 %
* Less than 10% of net sales			

Net sales to customers, attributed to countries based on product shipment destination, were as follows:

<i>(in thousands)</i>	2013	2012	2011
United States	\$ 58,856	\$ 57,193	\$ 77,563
Malaysia	51,661	40,326	48,624
China	37,623	31,973	37,824
Philippines	26,563	22,507	40,368
Costa Rica	5,127	22,934	14,152
Rest of the World	67,470	46,229	90,437
Total	<u>\$247,300</u>	<u>\$221,162</u>	<u>\$308,968</u>

COHU, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Geographic location of our property, plant and equipment and other long-lived assets was as follows:

<i>(in thousands)</i>	2013	2012
<i>Property, plant and equipment:</i>		
United States	\$ 21,894	\$22,621
Germany	8,973	8,802
Philippines	3,278	3,851
Rest of the World	2,081	190
Total, net	<u>\$ 36,226</u>	<u>\$35,464</u>
<i>Goodwill and other intangible assets:</i>		
Germany	\$ 51,032	\$53,190
Switzerland	32,513	—
United States	17,698	17,985
Malaysia	7,738	—
Singapore	6,558	6,558
Rest of the World	1,089	—
Total, net	<u>\$116,628</u>	<u>\$77,733</u>

7. Stockholder Rights Plan

In November, 1996, we adopted a Stockholder Rights Plan (“Rights Plan”) and declared a dividend distribution of one Preferred Stock Purchase Right (“Right”) for each share of common stock, payable to holders of record on December 3, 1996. Under the Rights Plan, each stockholder received one Right for each share of common stock owned. Each Right entitled the holder to buy one one-hundredth (1/100) of a share of Cohu’s Series A Preferred Stock for \$90. As a result of the two-for-one stock split in September, 1999, each share of common stock was associated with one-half of a Right entitling the holder to purchase one two-hundredth (1/200) of a share of Series A Preferred Stock for \$45. In November, 2006, we amended and restated our existing Rights Plan to extend its term to November 9, 2016 and make certain other changes. Pursuant to the amendment, to reflect the increase in the price of our common stock since the adoption of the Rights Plan, the exercise price of each Right was increased to \$190. Consequently, each one-half of a Right entitles the holder to purchase one two-hundredth (1/200) of a share of Series A Preferred Stock for \$95. The Rights are not presently exercisable and will only become exercisable following the occurrence of certain specified events. If these specified events occur, each Right will be adjusted to entitle its holder to receive, upon exercise, common stock having a value equal to two times the exercise price of the Right, or each Right will be adjusted to entitle its holder to receive common stock of the acquiring company having a value equal to two times the exercise price of the Right, depending on the circumstances. The Rights expire on November 9, 2016, and we may redeem them for \$0.001 per Right. The Rights do not have voting or dividend rights and, until they become exercisable, have no dilutive effect on our earnings per share.

8. Commitments and Contingencies

We lease certain of our facilities and equipment under non-cancelable operating leases. Rental expense was \$1.8 million in 2013 and \$1.1 million, in both 2012 and 2011. Future minimum lease payments at December 28, 2013 are as follows:

<i>(in thousands)</i>	2014	2015	2016	2017	2018	Thereafter	Total
Non-cancelable operating leases	\$1,114	\$565	\$430	\$377	\$377	\$ 1,508	\$4,371

From time-to-time we are involved in various legal proceedings, examinations by various tax authorities and claims that have arisen in the ordinary course of our businesses.

COHU, INC.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

During the period from February through May 2013, Cohu's subsidiary Delta Design, Inc. ("Delta") made several inquiries of Essai, Inc. ("Essai") asking it to confirm that it had not incorporated any of the technology covered by Delta's patents in its current product offerings. On May 23, 2013 Essai filed a complaint against Delta in the U.S. District Court for the Northern District of California (the "Court") seeking a declaratory judgment of non-infringement and invalidity of one Delta U. S. patent that issued in 1998. On July 19, 2013 Delta filed a motion with the Court to dismiss Essai's complaint and Essai filed its opposition to Delta's motion to dismiss on August 2, 2013. On December 2, 2013 the Court granted Delta's motion to dismiss the case and judgment was entered in favor of Delta and against Essai on February 5, 2014. Delta intends to vigorously defend its intellectual property rights.

The outcome of any litigation is inherently uncertain. While there can be no assurance, we do not believe at the present time that the resolution of the matters described above will have a material adverse effect on our assets, financial position or results of operations.

9. Guarantees

Changes in accrued warranty during the three-year period ended December 28, 2013 were as follows:

<i>(in thousands)</i>	2013	2012	2011
Beginning balance	\$ 4,692	\$ 6,801	\$ 5,016
Warranty accruals	5,410	4,214	10,987
Warranty payments	(6,667)	(6,323)	(9,202)
Warranty liability assumed	1,817	—	—
Ending balance	<u>\$ 5,252</u>	<u>\$ 4,692</u>	<u>\$ 6,801</u>

During the ordinary course of business, we provide standby letters of credit instruments to certain parties as required. At December 28, 2013, the maximum potential amount of future payments that we could be required to make under these standby letters of credit was approximately \$0.8 million. We have not recorded any liability in connection with these arrangements beyond that required to appropriately account for the underlying transaction being guaranteed. We do not believe, based on historical experience and information currently available, that it is probable that any amounts will be required to be paid under these arrangements.

10. Related Party Transactions

William E. Bendush, a member of the Cohu Board of Directors since December 8, 2011, is a member of the Board of Directors of Microsemi Corporation ("MSC"), a customer of our semiconductor equipment segment. During 2013, 2012 and 2011, total sales to MSC were approximately \$1.8 million, \$1.1 million and \$1.7 million, respectively.

COHU, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

11. Accumulated Other Comprehensive Income (Loss)

Components of other comprehensive income (loss), on an after-tax basis, were as follows:

<i>(in thousands)</i>	Before Tax amount	Tax (Expense) Benefit	Net-of-Tax Amount
Year Ended December 31, 2011			
Foreign currency translation adjustments	\$ (1,076)	\$ —	\$ (1,076)
Adjustments related to postretirement benefits	1,267	—	1,267
Change in unrealized gain/loss on investments	(6)	—	(6)
Other comprehensive income	<u>\$ 185</u>	<u>\$ —</u>	<u>\$ 185</u>
Year Ended December 29, 2012			
Foreign currency translation adjustments	\$ 1,689	\$ —	\$ 1,689
Adjustments related to postretirement benefits	362	(240)	122
Change in unrealized gain/loss on investments	(16)	—	(16)
Other comprehensive income	<u>\$ 2,035</u>	<u>\$ (240)</u>	<u>\$ 1,795</u>
Year Ended December 28, 2013			
Foreign currency translation adjustments	\$ 3,270	\$ —	\$ 3,270
Adjustments related to postretirement benefits	1,889	(285)	1,604
Change in unrealized gain/loss on investments	(14)	8	(6)
Other comprehensive income	<u>\$ 5,145</u>	<u>\$ (277)</u>	<u>\$ 4,868</u>

Components of accumulated other comprehensive income, net of tax, at the end of each period are as follows:

<i>(in thousands)</i>	2013	2012
Accumulated net currency translation adjustments	\$5,780	\$2,510
Accumulated net adjustments related to postretirement benefits	871	(733)
Accumulated net unrealized gain/loss on investments	—	6
Total accumulated other comprehensive income	<u>\$6,651</u>	<u>\$1,783</u>

12. Quarterly Financial Data (Unaudited)

Quarter		First (a)	Second (a)	Third (a)	Fourth (a)	Year
<i>(in thousands, except per share data)</i>						
Net sales:	2013	\$ 56,016	\$ 66,652	\$ 59,962	\$ 64,670	\$ 247,300
	2012	\$ 53,296	\$ 59,404	\$ 57,748	\$ 50,714	\$ 221,162
Gross profit:	2013	\$ 15,584	\$ 21,473	\$ 14,521	\$ 18,948	\$ 70,526
	2012	\$ 15,539	\$ 17,664	\$ 18,126	\$ 16,649	\$ 67,978
Net loss:	2013	\$(12,103)	\$ (4,045)	\$ (10,820)	\$ (6,450)	\$ (33,418)
	2012	\$ (3,224)	\$ (2,109)	\$ (1,749)	\$ (5,161)	\$ (12,243)
Net loss per share (b):						
Basic	2013	\$ (0.49)	\$ (0.16)	\$ (0.43)	\$ (0.26)	\$ (1.34)
	2012	\$ (0.13)	\$ (0.09)	\$ (0.07)	\$ (0.21)	\$ (0.50)
Diluted	2013	\$ (0.49)	\$ (0.16)	\$ (0.43)	\$ (0.26)	\$ (1.34)
	2012	\$ (0.13)	\$ (0.09)	\$ (0.07)	\$ (0.21)	\$ (0.50)

(a) All quarters presented above were comprised of 13 weeks.

(b) The sum of the four quarters may not agree to the year total due to rounding within a quarter and the inclusion or exclusion of common stock equivalents.

Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders

Cohu, Inc.

We have audited the accompanying consolidated balance sheets of Cohu, Inc. as of December 28, 2013 and December 29, 2012, and the related consolidated statements of operations, comprehensive income (loss), stockholders' equity, and cash flows for each of the three years in the period ended December 28, 2013. Our audits also included the financial statement schedule listed in the Index at Item 15(a). These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Cohu, Inc. at December 28, 2013 and December 29, 2012, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 28, 2013, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly, in all material respects the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Cohu, Inc.'s internal control over financial reporting as of December 28, 2013, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992 framework) and our report dated March 4, 2014 expressed an unqualified opinion thereon.

/s/ ERNST & YOUNG LLP

San Diego, California
March 4, 2014

[Table of Contents](#)

Index to Exhibits

15. (b) The following exhibits are filed as part of, or incorporated into, the 2013 Cohu, Inc. Annual Report on Form 10-K:

<u>Exhibit No.</u>	<u>Description</u>
3.1	Amended and Restated Certificate of Incorporation of Cohu, Inc. incorporated herein by reference to Exhibit 3.1(a) from the Cohu, Inc. Form 10-Q for the quarterly period ended June 30, 1999
3.1(a)	Certificate of Amendment of Amended and Restated Certificate of Incorporation of Cohu, Inc. incorporated herein by reference from the Cohu, Inc. Form S-8 filed June 30, 2000, Exhibit 4.1(a)
3.2	Amended and Restated Bylaws of Cohu, Inc. incorporated herein by reference to Exhibit 3.2 from the Cohu, Inc. Current Report on Form 8-K filed with the Securities and Exchange Commission on December 12, 1996
4.1	Amended and Restated Rights Agreement dated November 10, 2006, between Cohu, Inc. and Mellon Investor Services LLC, as Rights Agent, incorporated herein by reference from the Cohu, Inc. Current Report on Form 8-K, filed with the Securities and Exchange Commission on November 13, 2006, Exhibit 99.1
10.1	Amended Cohu, Inc. 2005 Equity Incentive Plan incorporated herein by reference to Exhibit 10.1 from the Cohu, Inc. Current Report on Form 8-K filed with the Securities and Exchange Commission on May 9, 2012 *
10.2	Amended Cohu, Inc. 1997 Employee Stock Purchase Plan, incorporated herein by reference from the Cohu, Inc. Current Report on Form 8-K filed with the Securities and Exchange Commission on May 13, 2011, Exhibit 10.1*
10.3	Cohu, Inc. Deferred Compensation Plan (as amended and restated) incorporated herein by reference from the Cohu, Inc. Current Report on Form 8-K filed with the Securities and Exchange Commission on December 29, 2008, Exhibit 10.1*
10.4	Form of stock option agreement for use with stock options granted pursuant to the Cohu, Inc. 2005 Equity Incentive Plan incorporated herein by reference from the Cohu, Inc. Current Report on Form 8-K filed with the Securities and Exchange Commission on August 7, 2006*
10.5	Restricted stock unit agreement for use with restricted stock units granted pursuant to the Cohu, Inc. 2005 Equity Incentive Plan incorporated herein by reference from the Cohu, Inc. Current Report on Form 8-K filed with the Securities and Exchange Commission on April 1, 2013*
10.6	Intel Corporation Purchase Agreement Capital Equipment, Goods and Services, dated April 30, 2012, by and between Delta Design, Inc. and Intel Corporation incorporated herein by reference to Exhibit 99.1 from the Cohu, Inc. Current Report on Form 8-K/A filed August 1, 2012
10.7	Form of Indemnity Agreement, incorporated by reference from the Cohu, Inc. Current Report on Form 8-K filed July 28, 2008, Exhibit 10.1*
10.8	Cohu, Inc. Retiree Health Benefits Agreement (as amended) incorporated herein by reference from the Cohu, Inc. Current Report on Form 8-K filed with the Securities and Exchange Commission on December 29, 2008, Exhibit 10.2*
10.9	Cohu, Inc. Change in Control Agreement incorporated herein by reference from the Cohu, Inc. Current Report on Form 8-K filed with the Securities and Exchange Commission on December 29, 2008, Exhibit 10.3*

Table of Contents

21	Subsidiaries of Cohu, Inc.
23	Consent of Independent Registered Public Accounting Firm
31.1	Certification pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002 for James A. Donahue
31.2	Certification pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002 for Jeffrey D. Jones
32.1	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 for James A. Donahue
32.2	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 for Jeffrey D. Jones
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

* Management contract or compensatory plan or arrangement

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

COHU, INC.

Date: March 5, 2014

By: /s/ James A. Donahue
James A. Donahue
President and Chief Executive Officer

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ James A. Donahue</u> James A. Donahue	President and Chief Executive Officer, Director (Principal Executive Officer)	March 5, 2014
<u>/s/ Jeffrey D. Jones</u> Jeffrey D. Jones	Vice President, Finance and Chief Financial Officer (Principal Financial and Accounting Officer)	March 5, 2014
<u>/s/ William E. Bendush</u> William E, Bendush	Director	March 5, 2014
<u>/s/ Steven J. Bilodeau</u> Steven J. Bilodeau	Director	March 5, 2014
<u>/s/ Harry L. Casari</u> Harry L. Casari	Director	March 5, 2014
<u>/s/ Robert L. Ciardella</u> Robert L. Ciardella	Director	March 5, 2014
<u>/s/ Harold Harrigian</u> Harold Harrigian	Director	March 5, 2014

[Table of Contents](#)

COHU, INC.

SCHEDULE II

VALUATION AND QUALIFYING ACCOUNTS

(in thousands)

Description	Balance at Beginning of Year	Additions Not Charged to Expense	Additions (Reductions) Charged (Credited) to Expense	Deductions/Write-offs	Balance at End of Year
Allowance for doubtful accounts:					
Year ended December 31, 2011	\$ 556	\$ (2)(1)	\$ (25)	\$ 66	\$ 463
Year ended December 29, 2012	\$ 463	\$ 1 (1)	\$ (57)	\$ 99	\$ 308
Year ended December 28, 2013	\$ 308	\$ 354 (3)	\$ 134	\$ 233	\$ 563
Reserve for excess and obsolete inventories:					
Year ended December 31, 2011	\$23,783	\$ 88 (1)	\$ 5,796	\$ 4,092	\$25,575
Year ended December 29, 2012	\$25,575	\$ 611 (2)	\$ 8,884	\$ 7,008	\$28,062
Year ended December 28, 2013	\$28,062	\$7,423 (4)	\$ 8,129	\$ 4,786	\$38,828

- (1) Changes in reserve balances resulting from foreign currency impact.
- (2) Changes in reserve balances resulting from foreign currency impact and reclass from other reserves.
- (3) Includes \$0.4 million resulting from Ismeca Acquisition on December 31, 2012 and foreign currency impact.
- (4) Includes \$6.5 million resulting from Ismeca Acquisition on December 31, 2012 and foreign currency impact.

SUBSIDIARIES OF COHU, INC.

<u>LEGAL ENTITY NAME</u>	<u>PLACE OF INCORPORATION</u>
Delta Design, Inc. (1)	Delaware
FRL, Incorporated	California
Broadcast Microwave Services, Inc. (2)	California
Delta Design (Littleton), Inc.	Delaware
Cohu Foreign Sales Ltd.	Barbados
<hr/>	
(1) Delta Design, Inc. owns the following subsidiaries:	
Delta Design Luxembourg S.à r.l	Luxembourg
Delta Design Singapore PTE LTD	Singapore
Delta Design Philippines LLC	Delaware
Cohu S.A.	Costa Rica
Delta Design Europe GmbH	Germany
Rasco GmbH	Germany
Rosenheim Automation Systems Corporation	California
Ismecca Semiconductor Holding SA (3)	Switzerland
(2) Broadcast Microwave Services, Inc. owns the following subsidiary:	
Broadcast Microwave Services Europe GmbH	Germany
(3) Ismecca Semiconductor Holding SA owns the following subsidiaries:	
Ismecca Europe Semiconductor SA	Switzerland
CDF Holding USA	Delaware
Ismecca USA, Inc.	California
Ismecca Malaysia Sdn	Malaysia
Ismecca Semiconductor (Suzhou) Co Ltd	China

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statements (Form S-8 Nos. 333-62803, 333-27663, 333-40610, 333-66466, 333-97449, 333-117554, 333-132605, 333-142579, 333-160760, 333-177453 and 333-186973) pertaining to the Cohu, Inc. 1996 and 1998 Stock Option Plans, 1996 Outside Directors Stock Option Plan, 1997 Employee Stock Purchase Plan and 2005 Equity Incentive Plan of Cohu, Inc. of our reports dated March 4, 2014, with respect to the consolidated financial statements and schedule of Cohu, Inc., and the effectiveness of internal control over financial reporting of Cohu, Inc., included in this Annual Report (Form 10-K) for the year ended December 28, 2013, filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

San Diego, California
March 4, 2014

CERTIFICATION PURSUANT TO SECTION 302(a) OF THE SARBANES-OXLEY ACT OF 2002

I, James A. Donahue, certify that:

1. I have reviewed this Form 10-K of CoHu, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

- a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
- b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
- c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
- d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's Board of Directors (or persons performing the equivalent functions):

- a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
- b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: March 5, 2014

/s/ James A. Donahue

James A. Donahue,
President and Chief Executive Officer

CERTIFICATION PURSUANT TO SECTION 302(a) OF THE SARBANES-OXLEY ACT OF 2002

I, Jeffrey D. Jones, certify that:

1. I have reviewed this Form 10-K of CoHu, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

- a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
- b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
- c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
- d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's Board of Directors (or persons performing the equivalent functions):

- a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
- b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: March 5, 2014

/s/ Jeffrey D. Jones

Jeffrey D. Jones,

Vice President Finance and Chief Financial Officer

**CERTIFICATION PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
(18 U.S.C. SECTION 1350)**

In connection with the accompanying Annual Report of Cohu, Inc. (the "Company") on Form 10-K for the fiscal year ended December 28, 2013 (the "Report"), I, James A. Donahue, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, based on my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: March 5, 2014

/s/ James A. Donahue

James A. Donahue,
President and Chief Executive Officer

**CERTIFICATION PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
(18 U.S.C. SECTION 1350)**

In connection with the accompanying Annual Report of Cohu, Inc. (the "Company") on Form 10-K for the fiscal year ended December 28, 2013 (the "Report"), I, Jeffrey D. Jones, Vice President Finance and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, based on my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: March 5, 2014

/s/ Jeffrey D. Jones

Jeffrey D. Jones,

Vice President Finance and Chief Financial Officer