
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the quarterly period ended December 3, 2015

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from _____ to _____

Commission file number 1-10658

Micron Technology, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

75-1618004

(IRS Employer Identification No.)

8000 S. Federal Way, Boise, Idaho

(Address of principal executive offices)

83716-9632

(Zip Code)

Registrant's telephone number, including area code

(208) 368-4000

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 website, 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 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 Exchange Act).

Yes ☐ No ☒

The number of outstanding shares of the registrant's common stock as of January 7, 2016, was 1,037,455,896.

Definitions of Commonly Used Terms

As used herein, "we," "our," "us," and similar terms include Micron Technology, Inc. and its consolidated subsidiaries, unless the context indicates otherwise. Abbreviations, terms, or acronyms are commonly used or found in multiple locations throughout this report and include the following:

Term	Definition	Term	Definition
2031B Notes	1.875% Convertible Senior Notes due 2031	MMJ	Micron Memory Japan, Inc.
2032 Notes	2032C and 2032D Notes	MMJ Companies	MAI and MMJ
2032C Notes	2.375% Convertible Senior Notes due 2032	MMJ Group	MMJ and its subsidiaries
2032D Notes	3.125% Convertible Senior Notes due 2032	MMT	Micron Memory Taiwan Co., Ltd.
2033 Notes	2033E and 2033F Notes	MP Mask	MP Mask Technology Center, LLC
2033E Notes	1.625% Convertible Senior Notes due 2033	MTI	Micron Technology, Inc.
2033F Notes	2.125% Convertible Senior Notes due 2033	Nanya	Nanya Technology Corporation
2043G Notes	3.00% Convertible Senior Notes due 2043	Photonics	Photonics, Inc.
Elpida	Elpida Memory, Inc.	PSRAM	Pseudo-static DRAM
IMFT	IM Flash Technologies, LLC	Qimonda	Qimonda AG
Inotera	Inotera Memories, Inc.	R&D	Research and Development
Intel	Intel Corporation	RLDRAM	Reduced Latency DRAM
Japan Court	Tokyo District Court	SG&A	Selling, General and Administration
LPDRAM	Mobile Low-Power DRAM	SSD	Solid-State Drive
MAI	Micron Akita, Inc.	Tera Probe	Tera Probe, Inc.
MCP	Multi-Chip Package	TLC	Triple-Level Cell
Micron	Micron Technology, Inc. (Parent Company)	VIE	Variable Interest Entity
MLC	Multi-Level Cell		

Additional Information

Micron, Lexar, Crucial, SpecTek, Elpida, JumpDrive, any associated logos, and all other Micron trademarks are the property of Micron. 3D XPoint is a trademark of Intel in the U.S. and/or other countries. Other product names or trademarks that are not owned by Micron are for identification purposes only and may be the registered or unregistered trademarks of their respective owners.

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

MICRON TECHNOLOGY, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS

(in millions except per share amounts)

(Unaudited)

Quarter ended	December 3, 2015	December 4, 2014
Net sales	\$ 3,350	\$ 4,573
Cost of goods sold	2,501	2,935
Gross margin	849	1,638
Selling, general, and administrative	179	193
Research and development	421	376
Other operating (income) expense, net	17	(16)
Operating income	232	1,085
Interest income	11	7
Interest expense	(96)	(90)
Other non-operating income (expense), net	(4)	(49)
	143	953
Income tax (provision) benefit	4	(75)
Equity in net income of equity method investees	59	124
Net income	206	1,002
Net (income) loss attributable to noncontrolling interests	—	1
Net income attributable to Micron	\$ 206	\$ 1,003
Earnings per share:		
Basic	\$ 0.20	\$ 0.94
Diluted	0.19	0.84
Number of shares used in per share calculations:		
Basic	1,035	1,070
Diluted	1,085	1,195

See accompanying notes to consolidated financial statements.

MICRON TECHNOLOGY, INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(in millions)

(Unaudited)

Quarter ended	December 3, 2015	December 4, 2014
Net income	\$ 206	\$ 1,002
Other comprehensive income (loss), net of tax:		
Foreign currency translation adjustments	(90)	(24)
Pension liability adjustments	(6)	19
Gain (loss) on derivatives, net	(4)	(16)
Gain (loss) on investments, net	(3)	—
Other comprehensive income (loss)	(103)	(21)
Total comprehensive income	103	981
Comprehensive (income) loss attributable to noncontrolling interests	—	1
Comprehensive income attributable to Micron	\$ 103	\$ 982

See accompanying notes to consolidated financial statements.

MICRON TECHNOLOGY, INC.

CONSOLIDATED BALANCE SHEETS

(in millions except par value amounts)

(Unaudited)

As of	December 3, 2015	September 3, 2015
Assets		
Cash and equivalents	\$ 2,605	\$ 2,287
Short-term investments	1,036	1,234
Receivables	2,223	2,507
Inventories	2,435	2,340
Other current assets	211	228
Total current assets	8,510	8,596
Long-term marketable investments	1,771	2,113
Property, plant, and equipment, net	11,060	10,554
Equity method investments	1,351	1,379
Intangible assets, net	536	449
Deferred tax assets	595	597
Other noncurrent assets	565	455
Total assets	\$ 24,388	\$ 24,143
Liabilities and equity		
Accounts payable and accrued expenses	\$ 2,784	\$ 2,611
Deferred income	190	205
Current debt	1,051	1,089
Total current liabilities	4,025	3,905
Long-term debt	6,326	6,252
Other noncurrent liabilities	720	698
Total liabilities	11,071	10,855
Commitments and contingencies		
Redeemable convertible notes	42	49
Micron shareholders' equity:		
Common stock, \$0.10 par value, 3,000 shares authorized; 1,087 shares issued and outstanding (1,084 as of September 3, 2015)	109	108
Additional capital	7,500	7,474
Retained earnings	5,788	5,588
Treasury stock, 52 shares held (45 as of September 3, 2015)	(1,006)	(881)
Accumulated other comprehensive income (loss)	(90)	13
Total Micron shareholders' equity	12,301	12,302
Noncontrolling interests in subsidiaries	974	937
Total equity	13,275	13,239
Total liabilities and equity	\$ 24,388	\$ 24,143

See accompanying notes to consolidated financial statements.

MICRON TECHNOLOGY, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(in millions)

(Unaudited)

Quarter ended	December 3, 2015	December 4, 2014
Cash flows from operating activities		
Net income	\$ 206	\$ 1,002
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation expense and amortization of intangible assets	737	643
Amortization of debt discount and other costs	33	38
Stock-based compensation	46	35
Loss on restructure of debt	1	30
Equity in net income of equity method investees	(59)	(124)
Change in operating assets and liabilities:		
Receivables	297	252
Inventories	(95)	7
Accounts payable and accrued expenses	2	(321)
Deferred income taxes, net	(1)	126
Other	(47)	(96)
Net cash provided by operating activities	1,120	1,592
Cash flows from investing activities		
Expenditures for property, plant, and equipment	(990)	(669)
Purchases of available-for-sale securities	(510)	(668)
Payments to settle hedging activities	(46)	(66)
Proceeds from sales and maturities of available-for-sale securities	1,044	330
Other	(158)	(3)
Net cash provided by (used for) investing activities	(660)	(1,076)
Cash flows from financing activities		
Repayments of debt	(197)	(786)
Cash paid to acquire treasury stock	(135)	(26)
Proceeds from issuance of debt	174	—
Contributions from noncontrolling interests	37	20
Proceeds from issuance of stock under equity plans	15	18
Other	(34)	(32)
Net cash provided by (used for) financing activities	(140)	(806)
Effect of changes in currency exchange rates on cash and equivalents	(2)	(96)
Net increase (decrease) in cash and equivalents	318	(386)
Cash and equivalents at beginning of period	2,287	4,150
Cash and equivalents at end of period	\$ 2,605	\$ 3,764

See accompanying notes to consolidated financial statements.

MICRON TECHNOLOGY, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(All tabular amounts in millions except per share amounts)

(Unaudited)

Business and Basis of Presentation

We are a global leader in advanced semiconductor systems. Our broad portfolio of high-performance memory technologies, including DRAM, NAND Flash, and NOR Flash, is the basis for solid-state drives, modules, multi-chip packages, and other system solutions. Our memory solutions enable the world's most innovative computing, consumer, enterprise storage, networking, mobile, embedded, and automotive applications. The accompanying consolidated financial statements include the accounts of MTI and its consolidated subsidiaries and have been prepared in accordance with accounting principles generally accepted in the United States of America consistent in all material respects with those applied in our Annual Report on Form 10-K for the year ended September 3, 2015. In the opinion of our management, the accompanying unaudited consolidated financial statements contain all necessary adjustments, consisting of a normal recurring nature, to fairly state the financial information set forth herein. Certain reclassifications have been made to prior period amounts to conform to current period presentation.

Our fiscal year is the 52 or 53-week period ending on the Thursday closest to August 31. Fiscal year 2016 contains 52 weeks and the first quarter of fiscal 2016, which ended on December 3, 2015, contained 13 weeks. Fiscal year 2015 contained 53 weeks and the first quarter of fiscal 2015, which ended on December 4, 2014, contained 14 weeks. All period references are to our fiscal periods unless otherwise indicated. These interim financial statements should be read in conjunction with the consolidated financial statements and accompanying notes included in our Annual Report on Form 10-K for the year ended September 3, 2015.

Variable Interest Entities

We have interests in entities that are VIEs. If we are the primary beneficiary of a VIE, we are required to consolidate it. To determine if we are the primary beneficiary, we evaluate whether we have the power to direct the activities that most significantly impact the VIE's economic performance and the obligation to absorb losses or the right to receive benefits of the VIE that could potentially be significant to the VIE. Our evaluation includes identification of significant activities and an assessment of our ability to direct those activities based on governance provisions and arrangements to provide or receive product and process technology, product supply, operations services, equity funding, financing, and other applicable agreements and circumstances. Our assessments of whether we are the primary beneficiary of our VIEs require significant assumptions and judgments.

Unconsolidated VIEs

Inotera: Inotera is a VIE because of the terms of its supply agreement with us. We have determined that we do not have the power to direct the activities of Inotera that most significantly impact its economic performance, primarily due to limitations on our governance rights that require the consent of other parties for key operating decisions and due to Inotera's dependence on Nanya for financing and the ability of Inotera to operate in Taiwan. Therefore, we do not consolidate Inotera and we account for our interest under the equity method. (See "Equity Method Investments – Inotera" note.)

EQUVO: EQUVO HK Limited ("EQUVO") is a special purpose entity created to facilitate an equipment sale-leaseback financing transaction between us and a consortium of financial institutions. Neither we nor the financing entities have an equity interest in EQUVO. EQUVO is a VIE because its equity is not sufficient to permit it to finance its activities without additional support from the financing entities and because the third-party equity holder lacks characteristics of a controlling financial interest. By design, the arrangement with EQUVO is merely a financing vehicle and we do not bear any significant risks from variable interests with EQUVO. Therefore, we have determined that we do not have the power to direct the activities of EQUVO that most significantly impact its economic performance and we do not consolidate EQUVO.

SC Hiroshima Energy Corporation: SC Hiroshima Energy Corporation ("SCHE") is an entity created to construct and operate a cogeneration, electrical power plant to support our wafer manufacturing facility in Hiroshima, Japan. SCHE is a VIE due to the nature of its tolling agreements with us and our purchase and call options for SCHE's assets. We do not have an equity ownership interest in SCHE. We do not control the operation and maintenance of the plant, which we have determined are the activities of SCHE that most significantly impact its economic performance. Therefore, we do not consolidate SCHE.

Consolidated VIEs

IMFT: IMFT is a VIE because all of its costs are passed to us and its other member, Intel, through product purchase agreements and because IMFT is dependent upon us or Intel for additional cash requirements. The primary activities of IMFT are driven by the constant introduction of product and process technology. Because we perform a significant majority of the technology development, we have the power to direct its key activities. In addition, IMFT manufactures certain products exclusively for us using our technology. We consolidate IMFT because we have the power to direct the activities of IMFT that most significantly impact its economic performance and because we have the obligation to absorb losses and the right to receive benefits from IMFT that could potentially be significant to it.

MP Mask: MP Mask is a VIE because substantially all of its costs are passed to us and its other member, Photronics, through product purchase agreements and MP Mask is dependent upon us or Photronics for additional cash requirements. We have tie-breaking voting rights over key operating decisions and nearly all key MP Mask activities are driven by our supply needs. We consolidate MP Mask because we have the power to direct the activities of MP Mask that most significantly impact its economic performance and because we have the obligation to absorb losses and the right to receive benefits from MP Mask that could potentially be significant to it.

(See "Equity – Noncontrolling Interests in Subsidiaries" note.)

Recently Issued Accounting Standards

In January 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2016-01 – *Recognition and Measurement of Financial Assets and Financial Liabilities*, which provides guidance for the recognition, measurement, presentation, and disclosure of financial assets and liabilities. This ASU will be effective for us beginning in our first quarter of 2019. We are evaluating the effects of the adoption of this ASU on our financial statements.

In November 2015, the FASB issued ASU 2015-17 – *Balance Sheet Classification of Deferred Taxes*, which eliminates the current requirement to present deferred tax liabilities and assets as current and noncurrent in a classified balance sheet. Instead, entities will be required to classify all deferred tax assets and liabilities as noncurrent. This ASU will be effective for us beginning in our first quarter of 2018 and early adoption is permitted. We are evaluating the timing of our adoption of this ASU. We do not expect this adoption to have a material impact on our financial statements.

In September 2015, the FASB issued ASU 2015-16 – *Simplifying the Accounting for Measurement-Period Adjustments*, which eliminates the requirement to restate prior period financial statements for measurement period adjustments. Instead, the cumulative impact of measurement period adjustments, including the impact on prior periods, is required to be recognized in the reporting period in which the adjustment is identified. This ASU will be effective for us beginning in our first quarter of 2017 and early adoption is permitted. We are evaluating the timing of our adoption and the effects of the adoption of this ASU on our financial statements.

In April 2015, the FASB issued ASU 2015-05 – *Customer's Accounting for Fees Paid in a Cloud Computing Arrangement*, which provides additional guidance to customers about whether a cloud computing arrangement includes a software license. Under ASU 2015-05, if a cloud computing arrangement contains a software license, customers should account for the license element of the arrangement in a manner consistent with the acquisition of other software licenses. If the arrangement does not contain a software license, customers should account for the arrangement as a service contract. ASU 2015-05 also removes the requirement to analogize to ASC 840-10 – *Leases*, to determine the asset acquired in a software licensing arrangement. This ASU will be effective for us beginning in our first quarter of 2017 and early adoption is permitted. We are evaluating the timing of our adoption and the effects of the adoption of this ASU on our financial statements.

In February 2015, the FASB issued ASU 2015-02 – *Amendments to the Consolidation Analysis*, which amends the consolidation requirements in Accounting Standards Codification 810 – *Consolidation*. ASU 2015-02 makes targeted amendments to the current consolidation guidance for VIEs, which could change consolidation conclusions. This ASU will be effective for us beginning in our first quarter of 2017 and early adoption is permitted. We are evaluating the timing of our adoption and the effects of the adoption of this ASU on our financial statements.

In May 2014, the FASB issued ASU 2014-09 – *Revenue from Contracts with Customers*, which supersedes nearly all existing revenue recognition guidance under generally accepted accounting principles in the U.S. The core principal of this ASU is that an entity should recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. This ASU also requires additional disclosure about the nature, amount, timing, and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. Including the one-year extension of this ASU provided by ASU 2015-14, we are required to adopt this ASU beginning in our first quarter of 2019; however, we are permitted to adopt this ASU as early as our first quarter of 2018. This ASU allows for either full retrospective or modified retrospective adoption. We are evaluating the timing of our adoption, the transition method we will elect, and the effects of the adoption of this ASU on our financial statements.

Planned Acquisition of Inotera and License Agreement with Nanya

Acquisition of Remaining Inotera Shares

On December 14, 2015, we entered into an agreement with Inotera (the "Framework Agreement"), pursuant to which we will acquire 100% of the issued and outstanding shares of Inotera for 30 New Taiwan dollars per share (or the equivalent of approximately \$0.92, assuming 32.7 New Taiwan dollars per U.S. dollar). As of December 3, 2015, we held a 33% ownership interest in Inotera, Nanya and certain of its affiliates held a 32% ownership interest, and the remaining ownership interest in Inotera was publicly held. We estimate that, based on the shares outstanding and the exchange rate as of December 14, 2015, the aggregate consideration payable for the Inotera shares not already owned by us would be approximately \$4.1 billion.

The Framework Agreement provides that we and Inotera will cooperate in good faith to negotiate and execute a further definitive agreement (the "Definitive Agreement") by February 12, 2016. We or Inotera may terminate the Framework Agreement if the Definitive Agreement is not executed by that date. Under the Framework Agreement, the consummation of the acquisition of the Inotera shares is subject to various conditions, including but not limited to:

- the receipt of necessary regulatory approvals from authorities in Taiwan;
- the adoption and approval of the acquisition by the shareholders of Inotera, which requires the affirmative vote of holders of at least two-thirds of the issued and outstanding Inotera shares (including the shares held by us and the shares held by Nanya and its affiliates);
- the consummation and funding of the Private Placement (defined below); and
- the consummation and funding of debt financing of at least 80 billion New Taiwan dollars (or the equivalent of approximately \$2.5 billion, assuming 32.7 New Taiwan dollars per U.S. dollar), on terms that are satisfactory to us.

In addition, the Framework Agreement contains, and the Definitive Agreement, if executed, will contain, certain termination rights, including:

- termination by either us or Inotera if we have not completed the purchase of the remaining shares of Inotera by November 30, 2016; or
- termination by us if we have not obtained debt commitment letters for at least 80 billion New Taiwan dollars by May 1, 2016.

Voting and Support Agreements: In December 2015, we also entered into voting and support agreements with Nanya and certain of Nanya's affiliates, representing approximately 32% of Inotera's shares, pursuant to which the parties agreed to (1) cause their respective boards of directors to vote in favor of and approve the transaction and (2) vote their Inotera shares in favor of and approve shareholder actions relevant to the transaction. Pursuant to the voting and support agreements, the parties have further agreed not to transfer any of their Inotera shares so long as the voting and support agreements are in effect. These agreements will terminate automatically upon the termination of either the Framework Agreement or the Definitive Agreement.

Issuance of Micron Shares to Nanya: On December 14, 2015, we also entered into an agreement with Nanya pursuant to which we have the option to issue shares of our common stock (the "Micron Shares") to Nanya in an amount of up to 31.5 billion New Taiwan dollars (or the equivalent of approximately \$1.0 billion, assuming 32.7 New Taiwan dollars per U.S. dollar)(the "Private Placement"), which will be used to fund a portion of the consideration payable in the transaction. The per-share purchase price for the Micron Shares will be equal to the New Taiwan dollar equivalent of the average of the closing price of Micron common stock during the 30 consecutive trading-day period ending 30 days prior to the consummation of the Private Placement and the transaction. The consummation of the issuance of the Micron Shares is subject to regulatory approval and various other conditions.

License Agreement with Nanya

On December 14, 2015, we entered into an agreement with Nanya to use reasonable best efforts to execute further definitive technology transfer and license agreements by February 12, 2016 pursuant to which Nanya would have the option to require us to transfer to Nanya certain technology and deliverables related to the next DRAM process node generation after the 20nm process node (the "1X Process Node") and the next DRAM process node generation after the 1X Process Node for Nanya's use. Under the terms of the further definitive agreements, Nanya would pay royalties to us for a license to the transferred technology based on revenues from products implementing the technology, subject to an agreed cap, and we would receive an equity interest in Nanya upon the achievement of certain milestones. We may terminate the agreement if we and Nanya do not execute the definitive technology transfer and license agreements by February 12, 2016.

Cash and Investments

Cash and the fair values of available-for-sale investments, which approximated amortized costs, were as follows:

As of	December 3, 2015				September 3, 2015			
	Cash and Equivalents	Short-term Investments	Long-term Marketable Investments ⁽³⁾	Total Fair Value	Cash and Equivalents	Short-term Investments	Long-term Marketable Investments ⁽³⁾	Total Fair Value
Cash	\$ 2,005	\$ —	\$ —	\$ 2,005	\$ 1,684	\$ —	\$ —	\$ 1,684
Level 1 ⁽¹⁾								
Money market funds	278	—	—	278	168	—	—	168
Level 2 ⁽²⁾								
Corporate bonds	—	701	1,006	1,707	2	616	1,261	1,879
Asset-backed securities	—	8	522	530	—	8	575	583
Government securities	10	246	226	482	58	391	254	703
Certificates of deposit	284	17	17	318	311	28	23	362
Commercial paper	28	64	—	92	64	191	—	255
	<u>\$ 2,605</u>	<u>\$ 1,036</u>	<u>\$ 1,771</u>	<u>\$ 5,412</u>	<u>\$ 2,287</u>	<u>\$ 1,234</u>	<u>\$ 2,113</u>	<u>\$ 5,634</u>

⁽¹⁾ The fair value of Level 1 securities is measured based on quoted prices in active markets for identical assets.

⁽²⁾ The fair value of Level 2 securities is measured using information obtained from pricing services, which obtain quoted market prices for similar instruments, non-binding market consensus prices that are corroborated by observable market data, or various other methodologies, to determine the appropriate value at the measurement date. We perform supplemental analysis to validate information obtained from these pricing services. As of December 3, 2015, no adjustments were made to such pricing information.

⁽³⁾ The maturities of long-term marketable investments generally range from one to four years.

Proceeds from sales of available-for-sale securities for the first quarters of 2016 and 2015 were \$407 million and \$233 million, respectively. Gross realized gains and losses from sales of available-for-sale securities were not significant for any period presented. As of December 3, 2015, there were no available-for-sale securities that had been in a loss position for longer than 12 months.

Receivables

As of	December 3, 2015	September 3, 2015
Trade receivables	\$ 1,939	\$ 2,188
Income and other taxes	87	116
Other	197	203
	<u>\$ 2,223</u>	<u>\$ 2,507</u>

As of December 3, 2015 and September 3, 2015, other receivables included \$91 million and \$120 million, respectively, due from Intel for amounts related to product design and process development activities under cost-sharing agreements for NAND Flash memory and 3D XPoint™ memory. (See "Equity – Noncontrolling Interests in Subsidiaries – IMFT" note.)

Inventories

As of	December 3, 2015	September 3, 2015
Finished goods	\$ 779	\$ 785
Work in process	1,422	1,315
Raw materials and supplies	234	240
	<u>\$ 2,435</u>	<u>\$ 2,340</u>

Property, Plant, and Equipment

	September 3, 2015	Additions	Retirements and Other	December 3, 2015
Land	\$ 88	\$ —	\$ —	\$ 88
Buildings	5,358	114	(4)	5,468
Equipment ⁽¹⁾	21,020	918	(118)	21,820
Construction in progress ⁽²⁾	436	194	(13)	617
Software	373	15	—	388
	<u>27,275</u>	<u>1,241</u>	<u>(135)</u>	<u>28,381</u>
Accumulated depreciation	<u>(16,721)</u>	<u>(706)</u>	<u>106</u>	<u>(17,321)</u>
	<u>\$ 10,554</u>	<u>\$ 535</u>	<u>\$ (29)</u>	<u>\$ 11,060</u>

⁽¹⁾ Included costs related to equipment not placed into service of \$887 million and \$928 million as of December 3, 2015 and September 3, 2015, respectively.

⁽²⁾ Included building-related construction and tool installation costs on assets not placed into service.

Depreciation expense was \$706 million and \$613 million for the first quarters of 2016 and 2015, respectively.

Equity Method Investments

As of	December 3, 2015		September 3, 2015	
	Investment Balance	Ownership Percentage	Investment Balance	Ownership Percentage
Inotera ⁽¹⁾	\$ 1,296	33%	\$ 1,332	33%
Tera Probe	41	40%	38	40%
Other	14	Various	9	Various
	<u>\$ 1,351</u>		<u>\$ 1,379</u>	

⁽¹⁾ Entity is a variable interest entity.

As of December 3, 2015, substantially all of our maximum exposure to loss from our VIEs that were not consolidated was the \$1.30 billion carrying value of our investment in Inotera. We may also incur losses in connection with our rights and obligations to purchase all of Inotera's wafer production capacity under our supply agreements with Inotera.

We recognize our share of earnings or losses from our equity method investees generally on a two-month lag. Equity in net income (loss) of equity method investees, net of tax, included the following:

Quarter ended	December 3, 2015	December 4, 2014
Inotera	\$ 52	\$ 129
Tera Probe	3	(7)
Other	4	2
	<u>\$ 59</u>	<u>\$ 124</u>

Inotera

We have partnered with Nanya in Inotera, a Taiwan DRAM memory company, since 2009. As of December 3, 2015, we held a 33% ownership interest in Inotera, Nanya and certain of its affiliates held a 32% ownership interest, and the remaining ownership interest in Inotera was publicly held. On December 14, 2015, we entered into an agreement to acquire the remaining interest in Inotera. (See "Planned Acquisition of Inotera and License Agreement with Nanya – Acquisition of Remaining Inotera Shares" note.)

As of December 3, 2015, the market value of our equity interest in Inotera was \$1.55 billion based on the closing trading price of 23.70 New Taiwan dollars per share in an active market. As of December 3, 2015 and September 3, 2015, there were losses of \$77 million and gains of \$13 million, respectively, in accumulated other comprehensive income (loss) for cumulative translation adjustments from our equity investment in Inotera.

From January 2013 through December 2015, we purchased all of Inotera's DRAM output under a supply agreement at prices reflecting discounts from market prices for our comparable components. We purchased \$379 million and \$729 million of DRAM products from Inotera in the first quarters of 2016 and 2015, respectively, at costs higher than the costs of similar products manufactured in our wholly-owned facilities. The supply agreement with Inotera (as extended in December 2015, subsequent to the end of our first quarter of 2016) has an initial three-year term, followed by a three-year wind-down period. Upon termination of the initial three-year term, the share of Inotera's capacity we would purchase would decline over the wind-down period. Effective beginning on January 1, 2016, the price for DRAM products sold to us is based on a formula that equally shares margin between Inotera and us.

Tera Probe

In 2013, we acquired a 40% interest in Tera Probe, which provides semiconductor wafer testing and probe services to us and others. The initial net carrying value of our investment was less than our proportionate share of Tera Probe's equity and the difference is being amortized as a credit to our earnings through equity in net income (loss) of equity method investees (the "Tera Probe Amortization"). As of December 3, 2015, the remaining balance of the Tera Probe Amortization was \$23 million and is expected to be amortized over a weighted-average period of seven years. Based on closing trading prices, the market value of our equity interest in Tera Probe was \$38 million as of December 3, 2015 and \$31 million as of September 30, 2015. We evaluated our investment in Tera Probe and concluded that the decline in the market value below our carrying value did not indicate an other-than-temporary impairment primarily because of the market value improvement subsequent to September 30, 2015, the limited amount of time the market value was below carrying value, and historical volatility of Tera Probe's stock price. We incurred manufacturing costs for the first quarters of 2016 and 2015 of \$21 million and \$25 million, respectively, for services performed by Tera Probe.

Intangible Assets and Goodwill

As of	December 3, 2015		September 3, 2015	
	Gross Amount	Accumulated Amortization	Gross Amount	Accumulated Amortization
Amortizing assets				
Product and process technology	\$ 850	\$ (423)	\$ 864	\$ (416)
Other	1	—	2	(1)
	851	(423)	866	(417)
Non-amortizing assets				
In-process R&D	108	—	—	—
	\$ 959	\$ (423)	\$ 866	\$ (417)
Goodwill ⁽¹⁾	\$ 104		\$ 23	

⁽¹⁾ Included in other noncurrent assets.

During the first quarters of 2016 and 2015, we capitalized \$9 million and \$12 million, respectively, for product and process technology with weighted-average useful lives of nine years and eight years, respectively. Amortization expense was \$31 million and \$30 million for the first quarters of 2016 and 2015, respectively. The expected annual amortization expense for intangible assets held as of December 3, 2015 is \$120 million for 2016, \$104 million for 2017, \$92 million for 2018, \$44 million for 2019, and \$28 million for 2020.

On October 2, 2015, we acquired Tidal Systems, Ltd., a developer of PCIe NAND Flash storage controllers, to enhance our NAND Flash controller technology for \$148 million. In connection therewith, we recognized \$108 million of in-process R&D; \$81 million of goodwill, which was derived from other expected cost reductions and synergies and was assigned to our Storage Business Unit; and \$41 million of deferred tax liabilities, which, in aggregate, represented substantially all of the purchase price. The in-process R&D was valued using a replacement cost approach, which included inputs of reproduction cost, including developer's profit, and opportunity cost. We will begin amortizing the in-process R&D when development is complete, which is estimated to be in 2017, and will amortize it over its then estimated useful life. The goodwill is not expected to be deductible for tax purposes.

Accounts Payable and Accrued Expenses

As of	December 3, 2015	September 3, 2015
Accounts payable	\$ 1,014	\$ 1,020
Property, plant, and equipment payables	803	577
Salaries, wages, and benefits	335	321
Related party payables	261	338
Income and other taxes	84	85
Other	287	270
	<u>\$ 2,784</u>	<u>\$ 2,611</u>

As of December 3, 2015 and September 3, 2015, related party payables included \$253 million and \$327 million, respectively, due to Inotera primarily for the purchase of DRAM products. As of December 3, 2015 and September 3, 2015, related party payables also included \$8 million and \$11 million, respectively, due to Tera Probe for probe services performed. (See "Equity Method Investments" note.)

Debt

Instrument ⁽¹⁾	Stated Rate	Effective Rate	December 3, 2015			September 3, 2015		
			Current	Long- Term	Total	Current	Long- Term	Total
MMJ creditor installment payments	N/A	6.25%	\$ 160	\$ 695	\$ 855	\$ 161	\$ 701	\$ 862
Capital lease obligations ⁽²⁾	N/A	N/A	273	436	709	326	466	792
1.258% notes	1.258%	1.97%	87	219	306	87	217	304
2022 senior notes	5.875%	6.14%	—	589	589	—	589	589
2023 senior notes	5.250%	5.43%	—	989	989	—	988	988
2024 senior notes	5.250%	5.38%	—	545	545	—	545	545
2025 senior notes	5.500%	5.56%	—	1,138	1,138	—	1,138	1,138
2026 senior notes	5.625%	5.73%	—	446	446	—	446	446
2032C convertible senior notes ⁽³⁾	2.375%	5.95%	—	199	199	—	197	197
2032D convertible senior notes ⁽³⁾	3.125%	6.33%	—	151	151	—	150	150
2033E convertible senior notes ⁽³⁾	1.625%	4.50%	165	—	165	217	—	217
2033F convertible senior notes ⁽³⁾	2.125%	4.93%	266	—	266	264	—	264
2043G convertible senior notes	3.000%	6.76%	—	647	647	—	644	644
Other notes payable	2.462%	2.65%	100	272	372	34	171	205
			<u>\$ 1,051</u>	<u>\$ 6,326</u>	<u>\$ 7,377</u>	<u>\$ 1,089</u>	<u>\$ 6,252</u>	<u>\$ 7,341</u>

⁽¹⁾ We have either the obligation or the option to pay cash for the principal amount due upon conversion for all of our convertible notes. Since it is our current intent to settle in cash the principal amount of all of our convertible notes upon conversion, the dilutive effect of such notes on earnings per share is computed under the treasury stock method.

⁽²⁾ Weighted-average imputed rate of 3.8% and 3.7% as of December 3, 2015 and September 3, 2015, respectively.

⁽³⁾ Since the closing price of our common stock for at least 20 trading days in the 30 trading day period ending on September 30, 2015 exceeded 130% of the conversion price per share, holders had the right to convert their notes at any time during the calendar quarter ended December 31, 2015. The closing price of our common stock also exceeded the thresholds for the calendar quarter ended December 31, 2015; therefore, these notes are convertible by the holders through March 31, 2016. The 2033 Notes are classified as current because the terms of these notes also require us to pay cash for the principal amount of any converted notes.

2016 Debt Restructure

During the first quarter of 2016, we repurchased portions of our 2033E Notes. The liability and equity components of the repurchased notes had previously been stated separately within debt and equity in our consolidated balance sheet. As a result, our accounting for the repurchased notes affected debt and equity. The following table presents the effect of the repurchases:

	Decrease in Principal	Decrease in Carrying Value	Decrease in Cash	Decrease in Equity	Loss⁽¹⁾
Repurchases of 2033E Notes	\$ (57)	\$ (54)	\$ (94)	\$ (38)	\$ (1)

⁽¹⁾ Included in other non-operating expense.

2015 Debt Restructure

Throughout 2015, we consummated a number of transactions to restructure our debt, including conversions and settlements, repurchases of convertible notes, and the early repayment of a note. The following table presents the effect of each of the actions in the first quarter of 2015:

	Decrease in Principal	Decrease in Carrying Value	Decrease in Cash	Decrease in Equity	Loss⁽¹⁾
Conversions and settlements	\$ (120)	\$ (367)	\$ (407)	\$ (14)	\$ (22)
Repurchases	(36)	(30)	(125)	(92)	(3)
Early repayment	(121)	(115)	(122)	—	(5)
	<u>\$ (277)</u>	<u>\$ (512)</u>	<u>\$ (654)</u>	<u>\$ (106)</u>	<u>\$ (30)</u>

⁽¹⁾ Included in other non-operating expense.

- **Conversions and Settlements:** Holders of substantially all of our remaining 2031B Notes with an aggregate principal amount of \$114 million converted their notes in August 2014. As a result of our election to settle the conversion amounts entirely in cash, the settlement obligations became derivative debt liabilities, increasing the carrying value of the 2031B Notes by \$275 million in 2014 before being settled in 2015 for an aggregate of \$389 million in cash. Additionally, a holder converted \$6 million principal amount of our 2033E Notes and we settled the conversion in cash for \$18 million.
- **Repurchases:** Repurchased \$36 million in aggregate principal amount of our 2032C and 2032D Notes for an aggregate of \$125 million.
- **Early Repayment:** Repaid a note with a principal amount of \$121 million prior to its scheduled maturity.

Capital Lease Obligations

In the first quarter of 2016, we recorded capital lease obligations aggregating \$20 million at a weighted-average effective interest rate of 5.0%, payable in periodic installments through August 2031. In December 2015, subsequent to our first quarter of 2016, we recorded capital lease obligations aggregating \$424 million related to equipment sale-leaseback transactions at a weighted-average effective interest rate of 2.7%, payable in periodic installments through December 2020.

Convertible Senior Notes

As of December 3, 2015, the trading price of our common stock was higher than the initial conversion prices of our 2032 Notes and our 2033 Notes. As a result, the conversion values were in excess of principal amounts for such notes. The following table summarizes our convertible notes outstanding as of December 3, 2015:

	Holder Put Date ⁽¹⁾	Outstanding Principal	Underlying Shares	Conversion Price Per Share	Conversion Price Per Share Threshold ⁽²⁾	Conversion Value in Excess of Principal ⁽³⁾
2032C Notes	May 2019	\$ 224	23	\$ 9.63	\$ 12.52	\$ 138
2032D Notes	May 2021	177	18	9.98	12.97	100
2033E Notes	February 2018	176	16	10.93	14.21	75
2033F Notes	February 2020	297	27	10.93	14.21	127
2043G Notes ⁽⁴⁾	November 2028	1,025	35	29.16	37.91	—
		<u>\$ 1,899</u>	<u>119</u>			<u>\$ 440</u>

⁽¹⁾ The terms of our convertible notes give holders the right to require us to repurchase all or a portion of their notes at a date prior to the contractual maturity at a price equal to the principal amount thereof plus accrued interest.

⁽²⁾ Holders have the right to convert all or a portion of their notes at a date prior to the contractual maturity if, during any calendar quarter, the closing price of our common stock for at least 20 trading days in the 30 consecutive trading days ending on the last trading day of the preceding calendar quarter is more than 130% of the conversion price. The closing price of our common stock exceeded the thresholds for the calendar quarter ended September 30, 2015 for our 2032 Notes and 2033 Notes; therefore, those notes were convertible by the holders through December 31, 2015. The closing price of our common stock also exceeded the thresholds for the calendar quarter ended December 31, 2015; therefore, these notes are convertible by the holders through March 31, 2016.

⁽³⁾ Based on our closing share price of \$15.61 as of December 3, 2015.

⁽⁴⁾ The original principal amount of \$820 million accretes up to \$917 million in November 2028 and \$1.03 billion at maturity in 2043.

Other Facilities

On December 1, 2015, we drew the remaining \$174 million under our term loan agreement entered into on May 28, 2015. Amounts drawn are collateralized by certain property, plant, and equipment and are subject to a three-year loan with equal quarterly principal payments beginning December 2015 and accrue interest at a variable rate equal to the three-month LIBOR plus a margin not to exceed 2.2%. As of December 3, 2015, the outstanding balance was \$213 million.

Maturities of Notes Payable and Future Minimum Lease Payments

The following presents, as of December 3, 2015, maturities of notes payable (including the MMJ Creditor Installment Payments) and future minimum lease payments under capital lease obligations. Maturities for the 2033 Notes are presented in 2018 and 2020 based on the earliest date that the holders can put them to us even though they were classified in our accompanying balance sheets as current, which was based on their convertibility.

	Notes Payable	Capital Lease Obligations
Remainder of 2016	\$ 329	\$ 241
2017	348	176
2018	507	129
2019	502	91
2020	695	32
2021 and thereafter	4,844	110
Unamortized amounts and interest, respectively	(557)	(70)
	<u>\$ 6,668</u>	<u>\$ 709</u>

Contingencies

We have accrued a liability and charged operations for the estimated costs of adjudication or settlement of various asserted and unasserted claims existing as of the applicable balance sheet dates, including those described below. We are currently a party to other legal actions arising from the normal course of business, none of which is expected to have a material adverse effect on our business, results of operations, or financial condition.

Patent Matters

As is typical in the semiconductor and other high-tech industries, from time to time others have asserted, and may in the future assert, that our products or manufacturing processes infringe their intellectual property rights.

On November 21, 2014, Elm 3DS Innovations, LLC ("Elm") filed a patent infringement action against Micron, Micron Semiconductor Products, Inc., and Micron Consumer Products Group, Inc. in the U.S. District Court for the District of Delaware. On March 27, 2015, Elm filed an amended complaint against the same entities. The amended complaint alleges that unspecified semiconductor products of ours that incorporate multiple stacked die infringe thirteen U.S. patents and seeks damages, attorneys' fees, and costs.

On December 15, 2014, Innovative Memory Solutions, Inc. filed a patent infringement action against us in the U.S. District Court for the District of Delaware. The complaint alleges that a variety of our NAND Flash products infringe eight U.S. patents and seeks damages, attorneys' fees, and costs.

Among other things, the above lawsuits pertain to certain of our DDR DRAM, DDR2 DRAM, DDR3 DRAM, DDR4 DRAM, SDR SDRAM, PSRAM, RDRAM, LPDRAM, NAND Flash, and certain other memory products we manufacture, which account for a significant portion of our net sales.

We are unable to predict the outcome of assertions of infringement made against us and therefore cannot estimate the range of possible loss. A determination that our products or manufacturing processes infringe the intellectual property rights of others or entering into a license agreement covering such intellectual property could result in significant liability and/or require us to make material changes to our products and/or manufacturing processes. Any of the foregoing could have a material adverse effect on our business, results of operations, or financial condition.

Qimonda

On January 20, 2011, Dr. Michael Jaffé, administrator for Qimonda insolvency proceedings, filed suit against Micron and Micron Semiconductor B.V., our Netherlands subsidiary ("Micron B.V."), in the District Court of Munich, Civil Chamber. The complaint seeks to void under Section 133 of the German Insolvency Act a share purchase agreement between Micron B.V. and Qimonda signed in fall 2008 pursuant to which Micron B.V. purchased substantially all of Qimonda's shares of Inotera Memories, Inc. (the "Inotera Shares"), which represents approximately 55% of our total shares in Inotera as of December 3, 2015, and seeks an order requiring us to re-transfer those shares to the Qimonda estate. The complaint also seeks, among other things, to recover damages for the alleged value of the joint venture relationship with Inotera and to terminate under Sections 103 or 133 of the German Insolvency Code a patent cross-license between us and Qimonda entered into at the same time as the share purchase agreement.

Following a series of hearings with pleadings, arguments, and witnesses on behalf of the Qimonda estate, on March 13, 2014, the Court issued judgments: (1) ordering Micron B.V. to pay approximately \$1 million in respect of certain Inotera shares sold in connection with the original share purchase; (2) ordering Micron B.V. to disclose certain information with respect to any Inotera Shares sold by it to third parties; (3) ordering Micron B.V. to disclose the benefits derived by it from ownership of the Inotera Shares, including in particular, any profits distributed on such shares and all other benefits; (4) denying Qimonda's claims against Micron for any damages relating to the joint venture relationship with Inotera; and (5) determining that Qimonda's obligations under the patent cross-license agreement are canceled. In addition, the Court issued interlocutory judgments ordering, among other things: (1) that Micron B.V. transfer to the Qimonda estate the Inotera Shares still owned by it and pay to the Qimonda estate compensation in an amount to be specified for any Inotera Shares sold to third parties; and (2) that Micron B.V. pay the Qimonda estate as compensation an amount to be specified for benefits derived by it from ownership of the Inotera Shares. The interlocutory judgments have no immediate, enforceable effect on us, and, accordingly, we expect to be able to continue to operate with full control of the Inotera Shares subject to further developments in the case. We have filed a notice of appeal, and the parties have submitted briefs to the appeals court.

We are unable to predict the outcome of the matter and therefore cannot estimate the range of possible loss. The final resolution of this lawsuit could result in the loss of the Inotera Shares or monetary damages, unspecified damages based on the benefits derived by Micron B.V. from the ownership of the Inotera Shares, and/or the termination of the patent cross-license, which could have a material adverse effect on our business, results of operation, or financial condition. As of December 3, 2015, the Inotera Shares had a carrying value in equity method investments of \$664 million and a market value of \$855 million.

Other

In the normal course of business, we are a party to a variety of agreements pursuant to which we may be obligated to indemnify the other party. It is not possible to predict the maximum potential amount of future payments under these types of agreements due to the conditional nature of our obligations and the unique facts and circumstances involved in each particular agreement. Historically, our payments under these types of agreements have not had a material adverse effect on our business, results of operations, or financial condition.

Redeemable Convertible Notes

Under the terms of the indentures governing the 2033 Notes, upon conversion, we would be required to pay cash equal to the lesser amount of (1) the aggregate principal amount or (2) the conversion value of the notes being converted. To the extent the conversion value exceeds the principal amount, we could pay cash, shares of common stock, or a combination thereof, at our option, for the amount of such excess. The 2033 Notes were convertible at the option of the holders as of December 3, 2015 and September 3, 2015. Therefore, the 2033 Notes were classified as current debt and the aggregate difference between the principal amount and the carrying value of \$42 million as of December 3, 2015 and \$49 million as of September 3, 2015 was classified as redeemable convertible notes in the accompanying consolidated balance sheets. (See "Debt" note.)

Equity

Changes in the components of equity were as follows:

	Quarter Ended December 3, 2015			Quarter Ended December 4, 2014		
	Attributable to Micron	Noncontrolling Interests	Total Equity	Attributable to Micron	Noncontrolling Interests	Total Equity
Beginning balance	\$ 12,302	\$ 937	\$ 13,239	\$ 10,771	\$ 802	\$ 11,573
Net income	206	—	206	1,003	(1)	1,002
Other comprehensive income (loss)	(103)	—	(103)	(21)	—	(21)
Comprehensive income (loss)	103	—	103	982	(1)	981
Contributions from noncontrolling interests	—	37	37	—	20	20
Distributions to noncontrolling interests	—	—	—	—	(6)	(6)
Capital and other transactions attributable to Micron	(104)	—	(104)	(75)	—	(75)
Ending balance	<u>\$ 12,301</u>	<u>\$ 974</u>	<u>\$ 13,275</u>	<u>\$ 11,678</u>	<u>\$ 815</u>	<u>\$ 12,493</u>

Micron Shareholders' Equity

Common Stock Repurchases: Since the first quarter of 2015, our Board of Directors has authorized the discretionary repurchase of up to \$1.25 billion of our outstanding common stock, \$250 million of which was authorized in the first quarter of 2016. Any repurchases under the authorization may be made in open market purchases, block trades, privately-negotiated transactions, or derivative transactions. Repurchases are subject to market conditions and our ongoing determination of the best use of available cash. During the first quarter of 2016, we repurchased 7 million shares for \$125 million (including commissions) through open-market transactions, which were recorded as treasury stock. Since the beginning of 2015, we have repurchased a total of 49 million shares for \$956 million (including commissions).

Issued and Outstanding Capped Calls: We have capped calls (with strike prices that range from \$9.50 to \$10.93 and cap prices that range from \$13.17 to \$16.04), which were intended to reduce the effect of potential dilution from our convertible notes. The capped calls provide for our receipt of cash or shares, at our election, from our counterparties if the trading price of our stock is above strike prices on various dates ranging from January 2016 to February 2020, the expiration dates of the capped calls. The amounts receivable vary based on the trading price of our stock, up to cap prices. The dollar value of the cash or shares that we would receive from the capped calls upon their expiration date ranges from \$0 if the trading price of our stock is below the strike prices for all of the capped calls to \$814 million if the trading price of our stock is at or above the cap price for all of the capped calls.

Accumulated Other Comprehensive Income (Loss): Changes in accumulated other comprehensive income (loss) by component for the quarter ended December 3, 2015, were as follows:

	Cumulative Foreign Currency Translation Adjustments	Gains (Losses) on Derivative Instruments, Net	Gains (Losses) on Investments, Net	Pension Liability Adjustments	Total
Balance as of September 3, 2015	\$ —	\$ (5)	\$ (3)	\$ 21	\$ 13
Other comprehensive income (loss) before reclassifications	(90)	(4)	(3)	(8)	(105)
Amount reclassified out of accumulated other comprehensive income	—	(1)	—	—	(1)
Tax effects	—	1	—	2	3
Other comprehensive income (loss)	(90)	(4)	(3)	(6)	(103)
Balance as of December 3, 2015	<u>\$ (90)</u>	<u>\$ (9)</u>	<u>\$ (6)</u>	<u>\$ 15</u>	<u>\$ (90)</u>

Noncontrolling Interests in Subsidiaries

As of	December 3, 2015		September 3, 2015	
	Noncontrolling Interest Balance	Noncontrolling Interest Percentage	Noncontrolling Interest Balance	Noncontrolling Interest Percentage
IMFT ⁽¹⁾	\$ 866	49%	\$ 829	49%
MP Mask ⁽¹⁾	93	50%	93	50%
Other	15	Various	15	Various
	<u>\$ 974</u>		<u>\$ 937</u>	

⁽¹⁾ Entity is a variable interest entity.

IMFT: Since inception in 2006, we have owned 51% of IMFT, a joint venture between us and Intel to manufacture NAND Flash and 3D XPoint memory products for the exclusive use of the members. IMFT is governed by a Board of Managers, for which the number of managers appointed by each member varies based on the members' respective ownership interests. The IMFT joint venture agreement extends through 2024 and includes certain buy-sell rights. On January 5, 2016, we amended the Second Amended and Restated Operating Agreement with Intel related to the IMFT joint venture to change the dates of those buy-sell rights. Pursuant to this amendment, commencing in January 2016, Intel can put to us, and commencing in January 2019, we can call from Intel, Intel's interest in IMFT, in either case, for an amount equal to the noncontrolling interest balance attributable to Intel at such time. If Intel elects to sell to us, we can elect to set the closing date of the transaction to be any time within two years following such election by Intel and can elect to receive financing of the purchase price from Intel for one to two years from the closing date.

IMFT manufactures memory products using designs and technology we develop with Intel. We generally share with Intel the costs of product design and process development activities for NAND Flash and 3D XPoint memory. Our R&D expenses were reduced by reimbursements from Intel of \$46 million and \$54 million for the first quarters of 2016 and 2015, respectively.

We sell a portion of our products to Intel through our IMFT joint venture at long-term negotiated prices approximating cost. Sales of products to Intel under this arrangement were \$115 million and \$108 million for the first quarters of 2016 and 2015, respectively. Receivables from Intel as of December 3, 2015 and September 3, 2015 were \$75 million and \$67 million, respectively, for these sales.

The following table presents the assets and liabilities of IMFT included in our consolidated balance sheets:

As of	December 3, 2015	September 3, 2015
Assets		
Cash and equivalents	\$ 140	\$ 134
Receivables	88	79
Inventories	64	65
Other current assets	6	7
Total current assets	298	285
Property, plant, and equipment, net	1,777	1,768
Other noncurrent assets	53	49
Total assets	\$ 2,128	\$ 2,102
Liabilities		
Accounts payable and accrued expenses	\$ 139	\$ 182
Deferred income	10	9
Current debt	20	22
Total current liabilities	169	213
Long-term debt	45	49
Other noncurrent liabilities	96	100
Total liabilities	\$ 310	\$ 362

Amounts exclude intercompany balances that were eliminated in our consolidated balance sheets.

Creditors of IMFT have recourse only to IMFT's assets and do not have recourse to any other of our assets.

The following table presents IMFT's distributions to and contributions from its shareholders:

Quarter ended	December 3, 2015	December 4, 2014
IMFT distributions to Micron	\$ —	\$ 6
IMFT distributions to Intel	—	6
Micron contributions to IMFT	38	21
Intel contributions to IMFT	37	20

MP Mask: In 2006, we formed a joint venture with Photronics to produce photomasks for leading-edge and advanced next generation semiconductors. On March 24, 2015, we notified Photronics of our election to terminate MP Mask effective in May 2016. Upon termination, we have the right to acquire Photronics' interest in MP Mask for an amount equal to the noncontrolling interest balance. Since its inception, we and Photronics have each owned approximately 50% of MP Mask. We purchase a substantial majority of the photomasks produced by MP Mask pursuant to a supply arrangement.

The assets and liabilities of MP Mask included in our consolidated balance sheets were as follows:

As of	2016	2015
Current assets	\$ 23	\$ 21
Noncurrent assets (primarily property, plant, and equipment)	171	180
Current liabilities	13	21

Amounts exclude intercompany balances that were eliminated in our consolidated balance sheets.

Creditors of MP Mask have recourse only to MP Mask's assets and do not have recourse to any other of our assets.

Restrictions on Net Assets

As a result of the reorganization proceedings of the MMJ Companies initiated on March 23, 2012, and for so long as such proceedings continue, the MMJ Group is subject to certain restrictions on dividends, loans, and advances. In addition, our ability to access IMFT's cash and other assets through dividends, loans, or advances, including to finance our other operations, is subject to agreement by Intel. As a result, our total restricted net assets (net assets less intercompany balances and noncontrolling interests) as of December 3, 2015 were \$2.96 billion for the MMJ Group and \$952 million for IMFT, which included cash and equivalents of \$951 million for the MMJ Group and \$140 million for IMFT.

As of December 3, 2015, our retained earnings included undistributed earnings from our equity method investees of \$291 million.

Fair Value Measurements

Accounting standards establish three levels of inputs that may be used to measure fair value: quoted prices in active markets for identical assets or liabilities (referred to as Level 1), inputs other than Level 1 that are observable for the asset or liability either directly or indirectly (referred to as Level 2), and unobservable inputs to the valuation methodology that are significant to the measurement of fair value of assets or liabilities (referred to as Level 3).

All of our marketable debt and equity investments (excluding equity method investments) were classified as available-for-sale and carried at fair value. In addition to the fair value measurements disclosed in "Cash and Investments" as of December 3, 2015 and September 3, 2015, we had certificates of deposit classified as restricted cash (included in other noncurrent assets) of \$51 million and \$45 million, respectively, valued using Level 2 fair value measurements.

In connection with our repurchases of debt in the first quarter of 2016, we determined the fair value of the debt components of our convertible notes as if they were stand-alone instruments, using interest rates for similar nonconvertible debt issued by entities with credit ratings comparable to ours (Level 2).

Amounts reported as cash and equivalents, receivables, and accounts payable and accrued expenses approximate fair value. The estimated fair value and carrying value of debt instruments (carrying value excludes the equity and mezzanine equity components of our convertible notes) were as follows:

As of	December 3, 2015		September 3, 2015	
	Fair Value	Carrying Value	Fair Value	Carrying Value
Notes and MMJ creditor installment payments	\$ 5,169	\$ 5,240	\$ 5,020	\$ 5,077
Convertible notes	2,360	1,428	2,508	1,472

The fair values of our convertible notes were determined based on inputs that were observable in the market or that could be derived from, or corroborated with, observable market data, including the trading price of our convertible notes when available, our stock price, and interest rates based on similar debt issued by parties with credit ratings similar to ours (Level 2). The fair value of our other debt instruments was estimated based on discounted cash flows using inputs that were observable in the market or that could be derived from, or corroborated with, observable market data, including the trading price of our notes, when available, and interest rates based on similar debt issued by parties with credit ratings similar to ours (Level 2).

Derivative Instruments

We use derivative instruments to manage a portion of our exposure to changes in currency exchange rates from our monetary assets and liabilities denominated in currencies other than the U.S. dollar. We have also had convertible note settlement obligations which were accounted for as derivative instruments as a result of our elections to settle conversions in cash. We do not use derivative instruments for speculative purpose.

Derivative Instruments without Hedge Accounting Designation

Currency Derivatives: To hedge our exposures of monetary assets and liabilities to changes in currency exchange rates, we generally utilize a rolling hedge strategy with currency forward contracts that mature within 35 days. At the end of each reporting period, monetary assets and liabilities denominated in currencies other than the U.S. dollar are remeasured in U.S. dollars and the associated outstanding forward contracts are marked-to-market. Currency forward contracts are valued at fair values based on the middle of bid and ask prices of dealers or exchange quotations (Level 2 fair value measurements). To mitigate the risk of the yen strengthening against the U.S. dollar on the MMJ creditor installment payments due in December 2014 and December 2015, we entered into forward contracts to purchase 20 billion yen on November 28, 2014 and 10 billion yen on November 27, 2015. In the first quarters of 2016 and 2015, we paid \$21 million and \$33 million, respectively, upon settlement of the forward contracts.

Realized and unrealized gains and losses on currency derivatives without hedge accounting designation as well as the change in the underlying monetary assets and liabilities due to changes in currency exchange rates are included in other non-operating income (expense), net.

Convertible Notes Settlement Obligations: In the first quarter of 2015, we settled conversions of our remaining outstanding 2031B notes and holders elected to convert a portion of the 2033E Notes. As a result of our elections to settle the amounts due upon conversion in cash, each of the settlement obligations became derivative debt liabilities subject to mark-to-market accounting treatment for a period of approximately 30 days, beginning on the dates we notified the holders of our intention to settle the obligations in cash through the settlement dates. The fair values of the underlying derivative settlement obligations were initially determined using the Black-Scholes option valuation model (Level 2 fair value measurements). The Black-Scholes model requires the input of assumptions, including the stock price, expected stock-price volatility, estimated option life, risk-free interest rate, and dividend rate. The subsequent measurements and final settlement amounts of our convertible note settlement obligations were based on the volume-weighted average stock price (Level 2 fair value measurements). Changes in fair values of the derivative settlement obligations were included in other non-operating income (expense), net.

Total notional amounts and gross fair values for derivative instruments without hedge accounting designation were as follows:

		Fair Value of	
	Notional Amount (in U.S. dollars)	Current Assets ⁽¹⁾	Current Liabilities ⁽²⁾
As of December 3, 2015			
Yen	\$ 919	\$ —	\$ (4)
Singapore dollar	229	—	(1)
New Taiwan dollar	35	—	—
Shekel	28	—	—
Euro	17	—	—
British Pound	16	—	—
Yuan	15	—	—
	<u>\$ 1,259</u>	<u>\$ —</u>	<u>\$ (5)</u>
As of September 3, 2015			
Yen	\$ 928	\$ —	\$ (24)
Singapore dollar	282	—	—
New Taiwan dollar	89	—	—
Shekel	27	—	—
Euro	29	—	—
British Pound	19	—	—
Yuan	32	1	—
	<u>\$ 1,406</u>	<u>\$ 1</u>	<u>\$ (24)</u>

⁽¹⁾ Included in receivables – other.

⁽²⁾ Included in accounts payable and accrued expenses – other.

Net gains (losses) for derivative instruments without hedge accounting designation were included in other non-operating income (expense), net as follows:

Quarter ended	December 3, 2015	December 4, 2014
Foreign exchange contracts	\$ (21)	\$ (58)
Convertible notes settlement obligations	—	6

Derivative Instruments with Cash Flow Hedge Accounting Designation

Currency Derivatives: We utilize currency forward contracts that generally mature within 12 months to hedge our exposure to changes in cash flows from changes in currency exchange rates for certain capital expenditures. Currency forward contracts are measured at fair value based on market-based observable inputs including currency exchange spot and forward rates, interest rate, and credit risk spread (Level 2 fair value measurements).

For derivative instruments designated as cash flow hedges, the effective portion of the realized and unrealized gain or loss on the derivatives is included as a component of accumulated other comprehensive income (loss). Amounts in accumulated other comprehensive income (loss) are reclassified into earnings in the same line items of the consolidated statements of operations and in the same periods in which the underlying transactions affect earnings. The ineffective or excluded portion of the realized and unrealized gain or loss is included in other non-operating income (expense), net. Total notional amounts and gross fair values for derivative instruments with cash flow hedge accounting designation were as follows:

	Notional Amount (in U.S. Dollars)	Fair Value of	
		Current Assets ⁽¹⁾	Current Liabilities ⁽²⁾
As of December 3, 2015			
Yen	\$ 102	\$ 1	\$ (2)
As of September 3, 2015			
Yen	\$ 81	\$ 3	\$ —
Euro	12	—	—
	\$ 93	\$ 3	\$ —

⁽¹⁾ Included in receivables – other.

⁽²⁾ Included in accounts payable and accrued expenses – other.

For the first quarters of 2016 and 2015, we recognized losses of \$4 million and \$15 million, respectively, in accumulated other comprehensive income (loss) from the effective portion of cash flow hedges. The ineffective and excluded portions of cash flow hedges recognized in other non-operating income (expense) were not significant in the first quarters of 2016 and 2015. For the first quarters of 2016 and 2015, we reclassified gains of \$1 million and \$2 million, respectively, from accumulated other comprehensive income (loss) to earnings. As of December 3, 2015, \$1 million of net gains from cash flow hedges included in accumulated other comprehensive income (loss) is expected to be reclassified into earnings in the next 12 months.

Equity Plans

As of December 3, 2015, our equity plans permit us to issue an aggregate of up to 163 million shares of common stock, of which 103 million shares were available for future awards. Awards are subject to terms and conditions as determined by our Board of Directors.

Stock Options

Stock options granted and assumptions used in the Black-Scholes option valuation model were as follows:

Quarter ended	December 3, 2015	December 4, 2014
Stock options granted	2	1
Weighted-average grant-date fair value per share	\$ 7.99	\$ 13.20
Average expected life in years	5.6	5.7
Weighted-average expected volatility	46%	47%
Weighted-average risk-free interest rate	1.5%	1.6%

The expected volatilities utilized were based on implied volatilities from traded options on our stock and on our historical volatility. The expected lives of options granted were based, in part, on historical experience and on the terms and conditions of the options. The risk-free interest rates utilized were based on the U.S. Treasury yield in effect at each grant date. No dividends were assumed in estimated option values.

Restricted Stock and Restricted Stock Units ("Restricted Stock Awards")

As of December 3, 2015, there were 16 million shares of Restricted Stock Awards outstanding, of which 2 million were performance-based or market-based Restricted Stock Awards. For service-based Restricted Stock Awards, restrictions generally lapse in one-fourth increments during each year of employment after the grant date. Vesting for performance-based awards is contingent upon meeting a specified return on assets ("ROA"), as defined, over a three-year performance period and vesting for market-based Restricted Stock Awards is contingent upon achieving total shareholder return ("TSR") relative to the companies included in the S&P 500 over a three-year performance period. At the end of the performance period, the number of actual shares to be awarded varies between 0% and 200% of target amounts, depending upon the achievement level of the specified ROA or TSR. Restricted Stock Awards activity was as follows:

Quarter ended	December 3, 2015	December 4, 2014
Restricted stock awards granted	3	2
Weighted-average grant-date fair value per share	\$ 18.52	\$ 30.17

Stock-based Compensation Expense

As of December 3, 2015, \$405 million of total unrecognized compensation costs for unvested awards, net of estimated forfeitures, was expected to be recognized through the first quarter of 2020, resulting in a weighted-average period of 1.3 years. Stock-based compensation expense in the below presentation does not reflect any significant income tax benefits, which is consistent with our treatment of income or loss from our U.S. operations:

Quarter ended	December 3, 2015	December 4, 2014
Stock-based compensation expense by caption		
Cost of goods sold	\$ 17	\$ 12
Selling, general, and administrative	18	15
Research and development	11	8
	<u>\$ 46</u>	<u>\$ 35</u>
Stock-based compensation expense by type of award		
Stock options	\$ 20	\$ 18
Restricted stock awards	26	17
	<u>\$ 46</u>	<u>\$ 35</u>

Other Operating (Income) Expense, Net

Quarter ended	December 3, 2015	December 4, 2014
Restructure and asset impairments	\$ 15	\$ 1
(Gain) loss on disposition of property, plant, and equipment	2	(6)
Other	—	(11)
	<u>\$ 17</u>	<u>\$ (16)</u>

In the first quarter of 2016, we recorded \$9 million of charges for the restructure of manufacturing activities in Agrate, Italy and \$5 million of severance benefits and equipment-related retirement and impairment costs to close our module assembly and test facility in Aguadilla, Puerto Rico. As of December 3, 2015, we do not anticipate incurring significant additional costs for these restructure activities.

Other Non-Operating Income (Expense), Net

Quarter ended	December 3, 2015	December 4, 2014
Gain (loss) from changes in currency exchange rates	\$ (3)	\$ (21)
Loss on restructure of debt	(1)	(30)
Other	—	2
	<u>\$ (4)</u>	<u>\$ (49)</u>

Income Taxes

Income taxes for the first quarters of 2016 and 2015 included a provision of \$22 million and \$38 million, respectively, related to changes in amounts of net deferred tax assets associated with MMJ and MMT. Income taxes for the first quarter of 2016 also included a benefit of \$41 million related to a U.S. valuation allowance release resulting from the acquisition of Tidal Systems, Ltd. Remaining taxes for the first quarters of 2016 and 2015 primarily reflect taxes on our non-U.S. operations.

We have a full valuation allowance for our net deferred tax asset associated with our U.S. operations. Management continues to evaluate future projected financial performance to determine whether such performance is sufficient evidence to support a reduction in or reversal of the valuation allowance. The amount of the deferred tax asset considered realizable could be adjusted if sufficient positive evidence exists. Income taxes on U.S. operations in the first quarters of 2016 and 2015 were substantially offset by changes in the valuation allowance.

The resolution of tax audits or lapses of statute of limitations could reduce our unrecognized tax benefits. Although the timing of final resolution is uncertain, the estimated potential reduction in our unrecognized tax benefits in the next 12 months ranges from \$0 to \$68 million, including interest and penalties.

We operate in tax jurisdictions, including Singapore and Taiwan, where our earnings are indefinitely reinvested and are taxed at lower effective tax rates than the U.S. statutory rate. We operate in a number of locations outside the U.S., including Singapore and, to a lesser extent, Taiwan, where we have tax incentive arrangements that are conditional, in part, upon meeting certain business operations and employment thresholds. The effect of tax incentive arrangements, which expire in whole or in part at various dates through 2030, reduced our tax provision for the first quarters of 2016 and 2015 by \$12 million (benefitting our diluted earnings per share by \$0.01) and by \$140 million (\$0.12 per diluted share), respectively.

Earnings Per Share

Quarter ended	December 3, 2015	December 4, 2014
Net income available to Micron shareholders – Basic	\$ 206	\$ 1,003
Dilutive effect related to equity method investment	—	(1)
Net income available to Micron shareholders – Diluted	<u>\$ 206</u>	<u>\$ 1,002</u>
Weighted-average common shares outstanding – Basic	1,035	1,070
Dilutive effect of equity plans and convertible notes	50	125
Weighted-average common shares outstanding – Diluted	<u>1,085</u>	<u>1,195</u>
Earnings per share		
Basic	\$ 0.20	\$ 0.94
Diluted	0.19	0.84

Antidilutive potential common shares that could dilute basic earnings per share in the future were 66 million and 9 million for the first quarters of 2016 and 2015, respectively.

Segment Information

Segment information reported herein is consistent with how it is reviewed and evaluated by our chief operating decision maker. We have the following four business units, which are our reportable segments:

Compute and Networking Business Unit ("CNBU"): Includes memory products sold into compute, networking, graphics, and cloud server markets.

Storage Business Unit ("SBU"): Includes memory products sold into enterprise, client, cloud, and removable storage markets. SBU also includes products sold to Intel through our IMFT joint venture.

Mobile Business Unit ("MBU"): Includes memory products sold into smartphone, tablet, and other mobile-device markets.

Embedded Business Unit ("EBU"): Includes memory products sold into automotive, industrial, connected home, and consumer electronics markets.

Certain operating expenses directly associated with the activities of a specific segment are charged to that segment. Other indirect operating expenses (income) are generally allocated to segments based on their respective percentage of cost of goods sold or forecasted wafer production.

We do not identify or report internally our assets or capital expenditures by segment, nor do we allocate gains and losses from equity method investments, interest, other non-operating income or expense items, or taxes to segments. There are no differences in the accounting policies for segment reporting and our consolidated results of operations.

Quarter ended	December 3, 2015	December 4, 2014
Net sales		
CNBU	\$ 1,139	\$ 2,088
SBU	884	984
MBU	834	940
EBU	479	539
All Other	14	22
	<u>\$ 3,350</u>	<u>\$ 4,573</u>
Operating income (loss)		
CNBU	\$ 14	\$ 623
SBU	(33)	26
MBU	135	306
EBU	113	118
All Other	3	12
	<u>\$ 232</u>	<u>\$ 1,085</u>

Certain Concentrations

Customer concentrations included net sales to Intel of 11% for the first quarter of 2016.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion contains trend information and other forward-looking statements that involve a number of risks and uncertainties. Forward-looking statements include, but are not limited to, statements such as those made in "Overview" regarding timing of our acquisition of the remaining shares of Inotera; "Results of Operations" regarding future costs of restructure activities; "Liquidity and Capital Resources" regarding our pursuit of additional financing and debt restructuring including expected funding of the Inotera acquisition, regarding the sufficiency of our cash and investments, cash flows from operations, and available financing to meet our requirements for at least the next 12 months, regarding capital spending in 2016, and regarding the timing of payments for certain contractual obligations; and in "Recently Issued Accounting Standards" regarding the impact of adopting these new standards. Our actual results could differ materially from our historical results and those discussed in the forward-looking statements. Factors that could cause actual results to differ materially include, but are not limited to, those identified in "Part II Other Information – Item 1A. Risk Factors." This discussion should be read in conjunction with the consolidated financial statements and accompanying notes for the year ended September 3, 2015. All period references are to our fiscal periods unless otherwise indicated. Our fiscal year is the 52 or 53-week period ending on the Thursday closest to August 31. Our fiscal 2016 contains 52 weeks and the first quarter of fiscal 2016 contained 13 weeks. Our fiscal 2015 contained 53 weeks and the first and fourth quarters contained 14 and 13 weeks, respectively. All production data includes the production of IMFT and Inotera. All tabular dollar amounts are in millions except per share amounts.

Our Management's Discussion and Analysis ("MD&A") is provided in addition to the accompanying consolidated financial statements and notes to assist readers in understanding our results of operations, financial condition, and cash flows. MD&A is organized as follows:

- **Overview:** Overview of our operations, business, and highlights of key events.
- **Results of Operations:** An analysis of our financial results consisting of the following:
 - Consolidated results;
 - Operating results by business segment;
 - Operating results by product; and
 - Operating expenses and other.
- **Liquidity and Capital Resources:** An analysis of changes in our balance sheet and cash flows and discussion of our financial condition and potential sources of liquidity.
- **Recently Issued Accounting Standards**

Overview

We are a global leader in advanced semiconductor systems. Our broad portfolio of high-performance memory technologies, including DRAM, NAND Flash, and NOR Flash, is the basis for solid-state drives, modules, multi-chip packages, and other system solutions. Our memory solutions enable the world's most innovative computing, consumer, enterprise storage, networking, mobile, embedded, and automotive applications. We market our products through our internal sales force, independent sales representatives, and distributors, primarily to OEMs and retailers located around the world. Our success is largely dependent on the market acceptance of our diversified portfolio of semiconductor products, efficient utilization of our manufacturing infrastructure, successful ongoing development of advanced product and process technologies, and generating a return on R&D investments.

We obtain products for sale to our customers from our wholly-owned manufacturing facilities and our joint ventures. In recent years, we have increased our manufacturing scale and product diversity through strategic acquisitions and various partnering arrangements.

We make significant investments to develop the proprietary product and process technologies that are implemented in our worldwide manufacturing facilities and our joint ventures. These investments enable our production of semiconductor products with increasing functionality and performance at lower costs. We generally reduce the manufacturing cost of each generation of product through advancements in product and process technologies, such as our leading-edge line-width process technology. We continue to introduce new generations of products that offer improved performance characteristics, such as higher data transfer rates, reduced package size, lower power consumption, improved read/write reliability, and increased memory density. To leverage our significant investments in R&D, we have formed, and may continue to form, strategic joint ventures that allow us to share the costs of developing memory product and process technologies with joint venture partners. In addition, from time to time, we also sell and/or license technology to other parties. We continue to pursue additional opportunities to monetize our investment in intellectual property through partnering and other arrangements.

Planned Acquisition of Inotera Shares and License Agreement with Nanya

Acquisition of Remaining Inotera Shares: On December 14, 2015, we entered into a Framework Agreement with Inotera pursuant to which we will acquire 100% of the issued and outstanding shares of Inotera for 30 New Taiwan dollars per share (or the equivalent of approximately \$0.92, assuming 32.7 New Taiwan dollars per U.S. dollar). As of December 3, 2015, we held a 33% ownership interest in Inotera, Nanya and certain of its affiliates held a 32% ownership interest, and the remaining ownership interest in Inotera was publicly held. We estimate that, based on the shares outstanding and the exchange rate as of December 14, 2015, the aggregate consideration payable for the Inotera shares not already owned by us would be approximately \$4.1 billion. We expect to close the transaction around mid-calendar year 2016.

The Framework Agreement provides that we and Inotera will cooperate in good faith to negotiate and execute a Definitive Agreement by February 12, 2016. We or Inotera may terminate the Framework Agreement if the Definitive Agreement is not executed by that date. Under the Framework Agreement, the consummation of the acquisition of the remaining shares of Inotera is subject to various conditions, including regulatory approvals, shareholder approval, and consummation of debt financing. In December 2015, we also entered into voting and support agreements, pursuant to which Nanya and certain of Nanya's affiliates agreed to (1) cause their respective boards of directors to vote in favor of and approve the transaction and (2) vote their Inotera shares in favor of and approve shareholder actions relevant to the transaction. On December 14, 2015, we also entered into an agreement with Nanya pursuant to which we have the option to issue shares of our common stock to Nanya in an amount of up to 31.5 billion New Taiwan dollars (or the equivalent of approximately \$1.0 billion, assuming 32.7 New Taiwan dollars per U.S. dollar), which will be used to fund a portion of the consideration payable in the transaction.

License Agreement with Nanya: On December 14, 2015, we entered into an agreement with Nanya to use reasonable best efforts to execute further definitive technology transfer and license agreements by February 12, 2016 pursuant to which Nanya would have the option to require us to transfer to Nanya certain technology and deliverables related to the 1X Process Node and the next DRAM process node generation after the 1X Process Node for Nanya's use. Under the terms of the further definitive agreements, Nanya would pay royalties to us for a license to the transferred technology based on revenues from products implementing the technology, subject to an agreed cap, and we would receive an equity interest in Nanya upon the achievement of certain milestones. We may terminate the agreement if we and Nanya do not execute the definitive technology transfer and license agreements by February 12, 2016.

(See "Item 1. Financial Information – Notes to Consolidated Financial Statements – Planned Acquisition of Inotera and License Agreement with Nanya.")

Business Segments

We have the following four business units, which are our reportable segments:

Compute and Networking Business Unit ("CNBU"): Includes memory products sold into compute, networking, graphics, and cloud server markets.

Storage Business Unit ("SBU"): Includes memory products sold into enterprise, client, cloud, and removable storage markets. SBU also includes products sold to Intel through our IMFT joint venture.

Mobile Business Unit ("MBU"): Includes memory products sold into smartphone, tablet, and other mobile-device markets.

Embedded Business Unit ("EBU"): Includes memory products sold into automotive, industrial, connected home, and consumer electronics markets.

Results of Operations

Consolidated Results

	First Quarter				Fourth Quarter	
	2016	% of Net Sales	2015	% of Net Sales	2015	% of Net Sales
Net sales	\$ 3,350	100 %	\$ 4,573	100 %	\$ 3,600	100 %
Cost of goods sold	2,501	75 %	2,935	64 %	2,630	73 %
Gross margin	849	25 %	1,638	36 %	970	27 %
Selling, general and administrative	179	5 %	193	4 %	170	5 %
Research and development	421	13 %	376	8 %	379	11 %
Other operating (income) expense, net	17	1 %	(16)	— %	(6)	— %
Operating income	232	7 %	1,085	24 %	427	12 %
Interest income (expense), net	(85)	(3)%	(83)	(2)%	(90)	(3)%
Other non-operating income (expense), net	(4)	— %	(49)	(1)%	18	1 %
Income tax (provision) benefit	4	— %	(75)	(2)%	69	2 %
Equity in net income of equity method investees	59	2 %	124	3 %	47	1 %
Net (income) loss attributable to noncontrolling interests	—	— %	1	— %	—	— %
Net income attributable to Micron	<u>\$ 206</u>	6 %	<u>\$ 1,003</u>	22 %	<u>\$ 471</u>	13 %

Net Sales

	First Quarter				Fourth Quarter	
	2016	% of Total	2015	% of Total	2015	% of Total
CNBU	\$ 1,139	34%	\$ 2,088	46%	\$ 1,301	36%
SBU	884	26%	984	22%	848	24%
MBU	834	25%	940	21%	958	27%
EBU	479	14%	539	12%	475	13%
All Other	14	—%	22	—%	18	1%
	<u>\$ 3,350</u>		<u>\$ 4,573</u>		<u>\$ 3,600</u>	

Percentages reflect rounding and may not total 100%.

Total net sales for the first quarter of 2016 decreased 7% as compared to the fourth quarter of 2015 primarily due to lower CNBU and MBU sales as a result of decreases in DRAM average selling prices. SBU sales for the first quarter of 2016 increased as compared to the fourth quarter of 2015 primarily due to higher gigabit sales volumes partially offset by declines in average selling prices.

Total net sales for the first quarter of 2016 decreased 27% as compared to the first quarter of 2015 primarily due to lower CNBU sales as a result of decreases in DRAM average selling prices and lower gigabit sales volumes. MBU, SBU, and EBU sales for the first quarter of 2016 also decreased as compared to the first quarter of 2015 primarily due to declines in average selling prices partially offset by increases in gigabit sales volumes. Sales volumes for the first quarter of 2016 as compared to the first quarter of 2015 were impacted by the additional week in the first quarter of 2015.

Gross Margin

Our overall gross margin percentage declined to 25% for the first quarter of 2016 from 27% for the fourth quarter of 2015 primarily due to declines in average selling prices partially offset by manufacturing cost reductions. MBU and CNBU experienced declines in gross margin percentage for the first quarter of 2016 as compared to the fourth quarter of 2015 as declines in average selling prices outpaced manufacturing cost reductions. SBU and EBU gross margin percentages for the first quarter of 2016 improved as compared to the fourth quarter of 2015 as manufacturing cost reductions outpaced declines in average selling prices.

From January 2013 through December 2015, we purchased all of Inotera's DRAM output under a supply agreement at prices reflecting discounts from market prices for our comparable components. We purchased \$379 million, \$476 million, and \$729 million of DRAM products from Inotera in the first quarter of 2016, fourth quarter of 2015, and first quarter of 2015, respectively, at costs higher than the costs of similar products manufactured in our wholly-owned facilities. The supply agreement with Inotera (as extended in December 2015, subsequent to the end of our first quarter of 2016) has an initial three-year term, followed by a three-year wind-down period. Upon termination of the initial three-year term, the share of Inotera's capacity we would purchase would decline over the wind-down period. Effective beginning on January 1, 2016, the price for DRAM products sold to us is based on a formula that equally shares margin between Inotera and us. Under the market conditions prevailing in the first quarter of 2016, costs of products purchased from Inotera were higher than they would have been under the pricing formula effective beginning January 1, 2016.

Our overall gross margin percentage declined to 25% for the first quarter of 2016 from 36% for the first quarter of 2015 as a result of declines in the gross margin percentage for CNBU, MBU, and SBU, primarily due to declines in average selling prices, partially offset by manufacturing cost reductions.

Operating Results by Business Segments

CNBU

	First Quarter		Fourth Quarter
	2016	2015	2015
Net sales	\$ 1,139	\$ 2,088	\$ 1,301
Operating income	14	623	99

CNBU sales and operating results are significantly impacted by average selling prices, gigabit sales volumes, and cost per gigabit of our DRAM products. (See "Operating Results by Product – DRAM" for further detail.) CNBU sales for the first quarter of 2016 decreased 12% as compared to the fourth quarter of 2015 primarily due to declines in average selling prices as a result of continued weakness in the PC sector, partially offset by increases in gigabits sold. CNBU operating income for the first quarter of 2016 declined from the fourth quarter of 2015 as decreases in average selling prices outpaced manufacturing cost reductions and R&D costs increased due to a higher volume of development wafers processed.

CNBU sales for the first quarter of 2016 decreased 45% as compared to the first quarter of 2015 primarily due to declines in average selling prices and gigabits sold as a result of continued weakness in the PC sector. CNBU operating income for the first quarter of 2016 declined from the first quarter of 2015 as decreases in average selling prices outpaced manufacturing cost reductions.

SBU

	First Quarter		Fourth Quarter
	2016	2015	2015
Net sales	\$ 884	\$ 984	\$ 848
Operating income (loss)	(33)	26	(46)

SBU sales and operating results are significantly impacted by average selling prices, gigabit sales volumes, and cost per gigabit of our NAND Flash products. (See "Operating Results by Product – Non-Volatile Memory" for further details.) SBU sales for the first quarter of 2016 increased 4% from the fourth quarter of 2015 primarily due to increases in gigabits sold partially offset by declines in average selling prices. SBU sells a portion of its products to Intel through our IMFT joint venture at long-term negotiated prices approximating cost. SBU sales of products to Intel under this arrangement were \$115 million, \$111 million, and \$108 million for the first quarter of 2016, fourth quarter of 2015, and first quarter of 2015, respectively. All other SBU products are sold to OEMs, resellers, retailers, and other customers (including Intel), which we collectively refer to as "trade customers."

SBU sales of NAND Flash products to trade customers for the first quarter of 2016 increased 4% as compared to the fourth quarter of 2015 primarily due to increases in gigabits sold partially offset by declines in average selling prices. Increases in gigabits sold for the first quarter of 2016 as compared to the fourth quarter of 2015 were primarily due to higher manufacturing output. SBU operating margin for the first quarter of 2016 improved from fourth quarter of 2015 as manufacturing cost reductions outpaced decreases in average selling prices.

SBU sales of NAND Flash products to trade customers for the first quarter of 2016 decreased 12% from the first quarter of 2015 primarily due to declines in average selling prices. SBU operating margin for the first quarter of 2016 declined from the first quarter of 2015 as declines in average selling prices outpaced manufacturing cost reductions and R&D costs increased in connection with increased spending on controllers, firmware, and engineering for SSDs and managed NAND Flash products.

MBU

	First Quarter		Fourth Quarter
	2016	2015	2015
Net sales	\$ 834	\$ 940	\$ 958
Operating income	135	306	262

In 2016 and 2015, MBU sales were comprised primarily of DRAM and NAND Flash, in decreasing order of revenue, with mobile DRAM products accounting for a significant majority of the sales. MBU sales and operating income for the first quarter of 2016 decreased as compared to the fourth quarter of 2015 primarily due to declines in average selling prices.

MBU sales for the first quarter of 2016 decreased 11% as compared to the first quarter of 2015 primarily due to declines in average selling prices and sales volumes for mobile DRAM products partially offset by increases in sales volumes for managed NAND Flash and MCP products. MBU operating income for the first quarter of 2016 declined from the first quarter of 2015 as declines in average selling prices outpaced manufacturing cost reductions.

EBU

	First Quarter		Fourth Quarter
	2016	2015	2015
Net sales	\$ 479	\$ 539	\$ 475
Operating income	113	118	104

In 2016 and 2015, EBU sales were comprised of DRAM, NAND Flash, and NOR Flash in decreasing order of revenue. EBU sales for the first quarter of 2016 were relatively unchanged from the fourth quarter of 2015 as higher sales volumes of DRAM and NAND Flash products were offset by declines in average selling prices. EBU operating income for the first quarter of 2016 improved as compared to the fourth quarter of 2015 as manufacturing cost reductions outpaced declines in average selling prices.

EBU sales for the first quarter of 2016 decreased 11% as compared to the first quarter of 2015 primarily due to declines in average selling prices partially offset by increased sales volumes of DRAM and NAND Flash products. EBU operating income for the first quarter of 2016 declined as compared to the first quarter of 2015 primarily due to declines in average selling prices partially offset by manufacturing cost reductions.

Operating Results by Product

Net Sales by Product

	First Quarter				Fourth Quarter	
	2016	% of Total	2015	% of Total	2015	% of Total
DRAM	\$ 1,945	58%	\$ 3,110	68%	\$ 2,173	60%
Non-Volatile Memory	1,269	38%	1,303	28%	1,287	36%
Other	136	4%	160	3%	140	4%
	<u>\$ 3,350</u>		<u>\$ 4,573</u>		<u>\$ 3,600</u>	

Percentages reflect rounding and may not total 100%.

Non-Volatile Memory includes NAND Flash and 3D XPoint memory. Through the first quarter of 2016, substantially all of our Non-Volatile Memory sales were from NAND Flash products. Sales of NOR Flash products are included in Other. Information regarding our MCP products, which combine both NAND Flash and DRAM components, is reported within Non-Volatile Memory.

DRAM

	First Quarter 2016 Versus	
	Fourth Quarter 2015	First Quarter 2015
	(percentage change from period indicated)	
Net sales	(10)%	(37)%
Average selling prices per gigabit	(13)%	(32)%
Gigabits sold	2 %	(8)%
Cost per gigabit	(10)%	(16)%

The increase in gigabits sold for the first quarter of 2016 as compared to the fourth quarter of 2015 was primarily due to increases in gigabit production despite our continued preparation of fabrication facilities for production of the next technology node, which constrained output. DRAM gigabit production growth in the first quarter of 2016 was also impacted by a shift to a higher mix of mobile and DDR4 products, which have larger die sizes and fewer bits per wafer. The decrease in gigabits sold for the first quarter of 2016 as compared to the first quarter of 2015 was primarily due to the additional week in the first quarter of 2015, our continued preparation of fabrication facilities for production of the next technology node, and a shift to a higher mix of mobile and DDR4 products.

In the first quarter of 2016 and in 2015, the cost of products purchased from Inotera was higher than the cost of similar products manufactured in our wholly-owned facilities. Under the market conditions prevailing in the first quarter of 2016, costs of products purchased from Inotera were higher than they would have been under the pricing formula effective beginning January 1, 2016. DRAM products purchased from Inotera accounted for 29% of our aggregate DRAM gigabit production for the first quarter of 2016 as compared to 32% for the fourth quarter of 2015 and 38% for the first quarter of 2015.

Our gross margin percentage on sales of DRAM products for the first quarter of 2016 declined from the fourth quarter of 2015 and first quarter of 2015 as decreases in average selling prices outpaced manufacturing cost reductions. Cost reductions for the first quarter of 2016 primarily reflected lower costs for product purchased from Inotera and improvements in product and process technologies.

Non-Volatile Memory

The following discussion of Non-Volatile Memory excludes Non-Volatile Memory products manufactured and sold to Intel through IMFT at long-term negotiated prices approximating cost. All other sales of Non-Volatile Memory products are referred to as sales to trade customers. This discussion focuses on sales of NAND Flash products which constituted substantially all of Non-Volatile Memory sales to trade customers through the first quarter of 2016.

	First Quarter 2016 Versus	
	Fourth Quarter 2015	First Quarter 2015
(percentage change from period indicated)		
Sales to trade customers		
Net sales	(2)%	(3)%
Average selling prices per gigabit	(7)%	(11)%
Gigabits sold	5 %	9 %
Cost per gigabit	(6)%	(8)%

The increases in NAND Flash gigabits sold to trade customers for the first quarter of 2016 as compared to the fourth quarter of 2015 and first quarter of 2015 were primarily due to higher production from improved product and process technologies. Increases in gigabit production of NAND Flash products for the first quarter of 2016 as compared to the first quarter of 2015 were limited by a shift in product mix to higher levels of managed NAND Flash and MCP products, which have both higher average selling prices and costs per gigabit.

Our gross margin percentage on sales of trade NAND Flash products for the first quarter of 2016 declined from the fourth quarter of 2015 and first quarter of 2015 as the declines in average selling prices outpaced manufacturing cost reductions. Manufacturing cost reductions for the first quarter of 2016 as compared to the fourth and first quarters of 2015 primarily resulted from improvements in product and process technologies.

Operating Expenses and Other

Selling, General, and Administrative

SG&A expenses for the first quarter of 2016 increased 5% as compared to the fourth quarter of 2015 primarily due to reductions of expense in the fourth quarter of 2015 for adjustments to incentive-based compensation.

SG&A expenses for the first quarter of 2016 decreased 7% as compared to the first quarter of 2015 due to the effects of an additional week in our first quarter of 2015 and a decrease in legal fees.

Research and Development

R&D expenses for the first quarter of 2016 increased 11% from the fourth quarter of 2015 primarily due to a higher volume of development wafers processed and reductions of expense in the fourth quarter of 2015 for adjustments to incentive-based compensation.

R&D expenses for the first quarter of 2016 increased 12% from the first quarter in 2015 primarily due to higher volumes of development wafers processed, an increase in depreciation expense due to R&D capital expenditures, and higher payroll costs, partially offset by the effects of an additional week in our first quarter of 2015.

We generally share with Intel the costs of product design and process development activities for NAND Flash and 3D XPoint memory. Our R&D expenses reflect net reductions of \$48 million for the first quarter of 2016, \$57 million for the fourth quarter of 2015, and \$56 million for the first quarter of 2015, as a result of reimbursements under our Intel and other cost-sharing arrangements.

Our process technology R&D efforts are focused primarily on development of successively smaller line-width process technologies which are designed to facilitate our transition to next generation memory products. Additional process technology R&D efforts focus on the enablement of advanced computing and mobile memory architectures, the investigation of new opportunities that leverage our core semiconductor expertise, and the development of new manufacturing materials. Product design and development efforts include our high density DDR3 and DDR4 DRAM products, Mobile LPDRAM products, high density NAND Flash memory (including 3D NAND and MLC and TLC technologies), 3D XPoint memory, SSDs (including firmware and controllers), HMCs, specialty memory, NOR Flash memory, and other memory technologies and systems.

Interest Income (Expense)

Net interest expense for the first quarter of 2016, fourth quarter of 2015, and first quarter of 2015 included aggregate amounts of amortization of debt discount and other costs of \$33 million, \$33 million, and \$38 million, respectively.

Income Taxes

Our effective tax rates were (2.8%), (19.4%), and 7.9% for the first quarter of 2016, fourth quarter of 2015, and first quarter of 2015, respectively. Our effective tax rates reflect the following:

- operations in tax jurisdictions, including Singapore and Taiwan, where our earnings are indefinitely reinvested and the effective tax rates in these jurisdictions are significantly lower than the U.S. statutory rate;
- operations outside the U.S., including Singapore and, to a lesser extent, Taiwan, where we have tax incentive arrangements that decrease our effective tax rates; and
- a valuation allowance against substantially all of our U.S. net deferred tax assets.

Income taxes for the first quarter of 2016, fourth quarter of 2015, and first quarter of 2015 included a provision of \$22 million, a benefit of \$58 million, and a provision of \$38 million, respectively, related to changes in amounts of net deferred tax assets associated with MMJ and MMT. Income taxes for the first quarter of 2016 also included a benefit of \$41 million related to a U.S. valuation allowance adjustment resulting from the acquisition of Tidal Systems, Ltd. The remaining taxes for these periods primarily reflects taxes for our other non-U.S. operations. Income taxes for U.S. operations in 2016 and 2015 were substantially offset by changes in the valuation allowance.

We have a full valuation allowance for our net deferred tax asset associated with our U.S. operations. Management continues to evaluate future projected financial performance to determine whether such performance is sufficient evidence to support a reduction in or reversal of the valuation allowance. The amount of the deferred tax asset considered realizable could be adjusted if sufficient positive evidence exists.

We operate in a number of locations outside the U.S., including Singapore and, to a lesser extent, Taiwan, where we have tax incentive arrangements that are conditional, in part, upon meeting certain business operations and employment thresholds. The effect of tax incentive arrangements, which expire in whole or in part at various dates through 2030, reduced our tax provision by \$12 million (benefitting our diluted earnings per share by \$0.01) for the first quarter of 2016, by \$49 million (\$0.04 per diluted share) for the fourth quarter of 2015, and by \$140 million (\$0.12 per diluted share) for the first quarter of 2015.

Equity in Net Income of Equity Method Investees

We recognize our share of earnings or losses from equity method investments generally on a two-month lag. Equity in net income (loss) of equity method investees, net of tax, included the following:

	First Quarter		Fourth Quarter
	2016	2015	2015
Inotera	\$ 52	\$ 129	\$ 43
Tera Probe	3	(7)	4
Other	4	2	—
	<u>\$ 59</u>	<u>\$ 124</u>	<u>\$ 47</u>

Our equity in net income of Inotera increased for the first quarter of 2016 as compared to the fourth quarter of 2015 due to favorable exchange rate fluctuations with the New Taiwan dollar, offset by declines in Inotera's net income as a result of the effects of declines in average selling prices, a reduction of output and higher manufacturing costs as a result of lower output in connection with Inotera's transition to the next technology node.

Our equity in net income of Inotera decreased for the first quarter of 2016 as compared to the first quarter of 2015 due to declines in average selling prices, a reduction of output in connection with Inotera's transition to the next technology node, and taxes.

Other

In the first quarter of 2016, we recorded an aggregate of \$15 million of charges for restructure activities primarily in Agrate, Italy and Aguadilla, Puerto Rico. As of December 3, 2015, we do not anticipate incurring significant additional costs for these restructure activities. Other non-operating expenses for the first quarter of 2015 included \$30 million from the restructure of debt and \$21 million from changes in currency exchange rates. Further discussion can be found in the following notes contained in "Item 1. Financial Statements – Notes to Consolidated Financial Statements":

- Equity Plans
- Other Operating (Income) Expense, Net
- Other Non-Operating Income (Expense), Net

Liquidity and Capital Resources

Our primary sources of liquidity are cash generated from operations and financing obtained from capital markets. We generated cash from operations of \$1.12 billion in the first quarter of 2016 and \$5.21 billion in 2015. Cash generated from operations is highly dependent on selling prices for our products, which can vary significantly from period to period. We obtained \$174 million from debt financing in the first quarter of 2016 and \$2.50 billion from debt and lease financing in 2015. As of December 3, 2015, we had revolving credit facilities available for up to \$965 million of additional financing based on eligible receivables and inventories. In December 2015, subsequent to the end of our first quarter of 2016, we executed an aggregate of \$424 million in equipment sale-leaseback financing transactions at a weighted-average interest rate of 2.7% per annum, payable in periodic installments through December 2020. We are continuously evaluating alternatives for efficiently funding capital expenditures, dilution-management activities (including repurchases of convertible notes and our common stock), and ongoing operations. We expect, from time to time in the future, to engage in a variety of transactions for such purposes, including the issuance or incurrence of secured and unsecured debt and the refinancing and restructuring of existing debt. We expect that our cash and investments, cash flows from operations, and available financing will be sufficient to meet our requirements at least through the next 12 months.

To develop new product and process technologies, support future growth, achieve operating efficiencies, and maintain product quality, we must continue to invest in manufacturing technologies, facilities and equipment, and R&D. We estimate that cash expenditures in 2016 for property, plant, and equipment will be approximately \$5.3 billion to \$5.8 billion, which includes amounts we expect to be funded by our partners. The actual amounts for 2016 will vary depending on market conditions. Total additions to property, plant, and equipment in the first quarter of 2016 were \$1.24 billion, which, in comparison to cash expenditures, reflects differences in timing of receipts and payments for equipment as well as non-cash additions such as equipment leases. As of December 3, 2015, we had commitments of approximately \$2.14 billion for the acquisition of property, plant, and equipment, substantially all of which is expected to be paid within one year.

On December 14, 2015, we entered into the Framework Agreement with Inotera pursuant to which we will acquire 100% of the issued and outstanding shares of Inotera for 30 New Taiwan dollars per share (or the equivalent of approximately \$0.92, assuming 32.7 New Taiwan dollars per U.S. dollar). As of December 3, 2015, we held a 33% ownership interest in Inotera, Nanya and certain of its affiliates held a 32% ownership interest, and the remaining ownership interest in Inotera was publicly held. We estimate that, based on the shares outstanding and the exchange rate as of December 14, 2015, the aggregate consideration payable for the Inotera shares not already owned by us would be approximately \$4.1 billion. We plan to fund the acquisition of the remaining Inotera interest we do not currently own with approximately \$2.5 billion of debt sourced in Taiwan at an expected interest rate of approximately 3%. In addition, we have an option to finance up to 31.5 billion New Taiwan dollars (or the equivalent of approximately \$1.0 billion, assuming 32.7 New Taiwan dollars per U.S. dollar) with Micron stock sold to Nanya. We expect to fund the remaining purchase price from cash on our balance sheet. Consummation of the acquisition of the remaining shares of Inotera is subject to various conditions, including regulatory approvals, shareholder approval, and consummation of debt financing on terms that are acceptable to us. In December 2015, we also entered into voting and support agreements pursuant to which Nanya and certain of Nanya's affiliates agreed to (1) cause their respective boards of directors to vote in favor of and approve the transaction and (2) vote their Inotera shares in favor of and approve shareholder actions relevant to the transaction. We expect to close the transaction around mid-calendar year 2016.

Since the first quarter of 2015, our Board of Directors has authorized the discretionary repurchase of up to \$1.25 billion of our outstanding common stock, \$250 million of which was authorized in the first quarter of 2016. Any repurchases under the authorization may be made in open market purchases, block trades, privately-negotiated transactions, or derivative transactions. Repurchases are subject to market conditions and our ongoing determination of the best use of available cash. During the first quarter of 2016, we repurchased 7 million shares for \$125 million (including commissions) through open-market transactions. Since the beginning of 2015, we have repurchased a total of 49 million shares for \$956 million (including commissions).

As of	December 3, 2015	September 3, 2015
Cash and equivalents and short-term investments		
Bank deposits	\$ 2,005	\$ 1,684
Corporate bonds	701	618
Certificates of deposit	301	339
Money market funds	278	168
Government securities	256	449
Commercial paper	92	255
Asset-backed securities	8	8
	<u>\$ 3,641</u>	<u>\$ 3,521</u>
Long-term marketable investments	<u>\$ 1,771</u>	<u>\$ 2,113</u>

As of December 3, 2015, \$2.70 billion of our cash and equivalents and short-term investments was held by foreign subsidiaries, of which \$110 million was denominated in currencies other than the U.S. dollar. To mitigate credit risk, we invest through high-credit-quality financial institutions and, by policy, generally limit the concentration of credit exposure by restricting the amount of investments with any single obligor.

Limitations on the Use of Cash and Investments

MMJ Group: Cash and equivalents and short-term investments in the table above included an aggregate of \$951 million held by the MMJ Group as of December 3, 2015. As a result of the corporate reorganization proceedings of the MMJ Companies entered into in March 2012, and for so long as such proceedings are continuing, the MMJ Companies and their subsidiaries are subject to certain restrictions on dividends, loans, and advances. The plans of reorganization of the MMJ Companies prohibit the MMJ Companies from paying dividends, including any cash dividends, to us and require that excess earnings be used in their businesses or to fund the MMJ Companies' installment payments. These prohibitions also effectively prevent the subsidiaries of the MMJ Companies from paying cash dividends. In addition, pursuant to an order of the Japan Court, the MMJ Companies cannot make loans or advances, other than certain ordinary course advances, to us without the consent of the Japan Court. Moreover, loans or advances by subsidiaries of the MMJ Companies may be considered outside of the ordinary course of business and subject to approval of the legal trustee and Japan Court. As a result, the assets of the MMJ Group are not available for use by us in our other operations. Furthermore, certain uses of the assets of the MMJ Group, including investments in certain capital expenditures and in MMT, may require consent of MMJ's trustees and/or the Japan Court.

IMFT: Cash and equivalents and short-term investments in the table above included \$140 million held by IMFT as of December 3, 2015. Our ability to access funds held by IMFT to finance our other operations is subject to agreement by Intel and contractual limitations. Amounts held by IMFT are not anticipated to be available to finance our other operations.

Indefinitely Reinvested: As of December 3, 2015, we had \$1.96 billion of cash and equivalents and short-term investments, including substantially all of the amounts held by the MMJ Group, that were held by foreign subsidiaries whose earnings were considered to be indefinitely reinvested and repatriation of these funds to the U.S. would subject these funds to U.S. federal income taxes. Determination of the amount of unrecognized deferred tax liabilities related to investments in these foreign subsidiaries is not practicable.

Operating Activities

Net cash provided by operating activities was \$1.12 billion for the first quarter of 2016. Cash provided by operating activities was due primarily to cash generated by our operations and the effect of working capital adjustments, which, for the first quarter of 2016, included \$297 million of cash provided from net reductions in receivables.

Investing Activities

Net cash used for investing activities was \$660 million for the first quarter of 2016, which consisted primarily of cash expenditures of \$990 million for property, plant, and equipment and \$148 million for the acquisition of Tidal Systems, Ltd., offset by \$534 million of net inflows from sales and maturities of available-for-sale securities.

Financing Activities

Net cash used for financing activities was \$140 million for the first quarter of 2016, which included \$197 million for repayments of debt (including \$36 million for the amount in excess of principal of our convertible notes) and \$125 million for the open-market repurchases of 7 million shares of our common stock. Cash outflows for financing activities in the first quarter of 2016 were partially offset by inflows of \$174 million from the issuance of debt.

2016 Debt Activity

In the first quarter of 2016, we reduced the dilutive effects of our convertible notes through repurchases of our 2033E Notes. As a result, we eliminated notes that were convertible into approximately 5 million shares of our common stock. The following table presents the effect of those repurchases:

	Decrease in Principal	Decrease in Carrying Value	Decrease in Cash	Decrease in Equity	Loss
Repurchases of 2033E Notes	\$ (57)	\$ (54)	\$ (94)	\$ (38)	\$ (1)

Potential Settlement Obligations of Convertible Notes

Since the closing price of our common stock for at least 20 trading days in the 30 trading day period ended December 31, 2015 exceeded 130% of the conversion price per share of our 2032 Notes and 2033 Notes, holders of those notes have the right to convert their notes at any time through March 31, 2016. For all of our convertible notes, we have either: (1) the requirement to pay cash for the principal amount and the option to pay either cash, shares of our common stock, or any combination thereof for any remaining conversion obligation, or (2) the option to pay cash, issue shares of common stock, or any combination thereof for the aggregate amount due upon conversion.

The following table summarizes the potential settlements, as of December 3, 2015, that we could be required to make if all holders converted their 2032 Notes and 2033 Notes:

	Conversion Price Per Share	Settlement Option for Principal Amount	Outstanding Principal	If Settled With Minimum Cash Required ⁽¹⁾		If Settled Entirely With Cash ⁽²⁾
				Cash	Remainder in Shares	Cash
2032C Notes	\$ 9.63	Cash and/or shares	\$ 224	\$ —	23	\$ 362
2032D Notes	9.98	Cash and/or shares	177	—	18	277
2033E Notes	10.93	Cash	176	176	5	251
2033F Notes	10.93	Cash	297	297	8	424
			<u>\$ 874</u>	<u>\$ 473</u>	<u>54</u>	<u>\$ 1,314</u>

⁽¹⁾ We are required to settle the principal amount of the 2033 Notes in cash. The remaining conversion obligation paid in shares is based on our closing share price of \$15.61 as of December 3, 2015.

⁽²⁾ Based on our closing share price of \$15.61 as of December 3, 2015.

Contractual Obligations

As of December 3, 2015	Payments Due by Period					
	Total	Remainder of 2016	2017	2018	2019	2020 and Thereafter
Notes payable ⁽¹⁾⁽²⁾	\$ 9,498	\$ 573	\$ 613	\$ 766	\$ 759	\$ 941
Capital lease obligations ⁽²⁾	779	241	176	129	91	32
Operating leases ⁽³⁾	755	227	344	122	15	12
	<u>\$ 11,032</u>	<u>\$ 1,041</u>	<u>\$ 1,133</u>	<u>\$ 1,017</u>	<u>\$ 865</u>	<u>\$ 985</u>
						<u>\$ 5,991</u>

⁽¹⁾ Amounts include MMJ Creditor Installment Payments, convertible notes, and other notes. Any future redemptions, repurchases, or conversions of debt could impact the amount and timing of our cash payments. Contractual obligations for the 2033 Notes are presented in 2018 and 2020 based on the earliest date that the holders can put them to us even though they were classified in our accompanying balance sheets as current, which was based on their convertibility.

⁽²⁾ Amounts include principal and interest.

⁽³⁾ Amounts include contractually obligated minimum lease payments for operating leases having an initial noncancelable term in excess of one year.

Inotera Supply Agreement: Our supply agreement with Inotera effective through December 2015 did not contain a fixed or minimum purchase quantity as quantities are based on qualified production output and pricing fluctuates as it is based on market prices. Therefore, we did not include any amounts under such agreement in the contractual obligations table above. Under the agreement with Inotera effective beginning on January 1, 2016, payments are primarily based on fluctuating quantities and prices, but a portion of the expected costs under such agreement meet the criteria of a minimum lease payment under an operating lease and are therefore included in the table above.

Recently Issued Accounting Standards

See "Item 1. Financial Statements – Notes to Consolidated Financial Statements – Recently Issued Accounting Standards."

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest Rate Risk

We are exposed to interest rate risk related to our indebtedness and our investment portfolio. Substantially all of our indebtedness is at fixed interest rates. As a result, the fair value of our debt fluctuates based on changes in market interest rates. We estimate that, as of December 3, 2015 and September 3, 2015, a hypothetical decrease in market interest rates of 1% would increase the fair value of our notes payable by approximately \$355 million and \$366 million, respectively. The increase in interest expense caused by a 1% increase in the interest rates of our variable-rate debt would not be significant.

As of December 3, 2015 and September 3, 2015, we held fixed-rate debt securities of \$3.18 billion and \$3.83 billion, respectively, that were subject to interest rate risk. We estimate that a 0.5% increase in market interest rates would decrease the fair value of these instruments by approximately \$11 million as of December 3, 2015 and \$13 million as of September 3, 2015.

Foreign Currency Exchange Rate Risk

The information in this section should be read in conjunction with the information related to changes in currency exchange rates in "Part II. Other Information – Item 1A. Risk Factors." Changes in currency exchange rates could materially adversely affect our business, results of operations, or financial condition.

The functional currency for all of our consolidated subsidiaries is the U.S. dollar. The substantial majority of our revenues are transacted in the U.S. dollar; however, significant amounts of our operating expenditures and capital purchases are incurred in or exposed to other currencies, primarily the British pound, the euro, the shekel, the Singapore dollar, the New Taiwan dollar, the yen, and the yuan. We have established currency risk management programs for our operating expenditures and capital purchases to hedge against fluctuations in the fair value and volatility of future cash flows caused by changes in currency exchange rates. We utilize currency forward and option contracts in these hedging programs, which reduce, but do not always entirely eliminate, the impact of currency exchange rate movements. We do not use derivative financial instruments for trading or speculative purposes.

To hedge our exposure to changes in currency exchange rates from our monetary assets and liabilities, we utilize a rolling hedge strategy for our primary currency exposures with currency forward contracts that generally mature within 35 days. Based on our foreign currency exposures from monetary assets and liabilities, offset by balance sheet hedges, we estimate that a 10% adverse change in exchange rates versus the U.S. dollar would result in losses of approximately \$2 million as of December 3, 2015 and \$3 million as of September 3, 2015. To hedge the exposure of changes in cash flows from changes in currency exchange rates for certain capital expenditures, we utilize currency forward contracts that generally mature within 12 months.

ITEM 4. CONTROLS AND PROCEDURES

An evaluation was carried out under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) as of the end of the period covered by this report. Based upon that evaluation, the principal executive officer and principal financial officer concluded that those disclosure controls and procedures were effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act are recorded, processed, summarized, and reported, within the time periods specified in the Commission's rules and forms and that such information is accumulated and communicated to our management, including the principal executive officer and principal financial officer, to allow timely decision regarding disclosure.

During the quarterly period covered by this report, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Reorganization Proceedings of the MMJ Companies

On July 31, 2013, we completed the acquisition of Elpida, now known as MMJ, a Japanese corporation, pursuant to the terms and conditions of an Agreement on Support for Reorganization Companies (as amended, the "Sponsor Agreement") that we entered into on July 2, 2012 with the trustees of the MMJ Companies' pending corporate reorganization proceedings under the Corporate Reorganization Act of Japan.

The MMJ Companies filed petitions for commencement of corporate reorganization proceedings with the Japan Court under the Corporate Reorganization Act of Japan on February 27, 2012, and the Japan Court issued an order to commence the reorganization proceedings (the "Japan Proceedings") on March 23, 2012. On July 2, 2012, we entered into the Sponsor Agreement with the legal trustees of the MMJ Companies and the Japan Court approved the Sponsor Agreement. Under the Sponsor Agreement, we agreed to provide certain support for the reorganization of the MMJ Companies and the trustees agreed to prepare and seek approval from the Japan Court and the MMJ Companies' creditors of plans of reorganization consistent with such support.

The trustees initially submitted the proposed plans of reorganization for the MMJ Companies to the Japan Court on August 21, 2012 and submitted final proposed plans on October 29, 2012. On October 31, 2012, the Japan Court approved submission of the trustees' proposed plans of reorganization to creditors for approval. On February 26, 2013, the MMJ Companies' creditors approved the reorganization plans and on February 28, 2013, the Japan Court issued an order approving the plans of reorganization. Appeals filed by certain creditors of MMJ in Japan challenging the plan approval order issued by the Japan Court were denied.

In a related action, MMJ filed a Verified Petition for Recognition and Chapter 15 Relief in the United States Bankruptcy Court for the District of Delaware (the "U.S. Court") on March 19, 2012 and, on April 24, 2012, the U.S. Court entered an order that, among other things, recognized MMJ's corporate reorganization proceeding as a foreign main proceeding pursuant to 11 U.S.C. § 1517(b). On June 25, 2013, the U.S. Court issued a recognition order, which recognized the order of the Japan Court approving MMJ's plan of reorganization. On November 19, 2013, the U.S. Court closed the U.S. Chapter 15 proceeding.

The plans of reorganization provide for payments by the MMJ Companies to their secured and unsecured creditors in an aggregate amount of 200 billion yen, less certain expenses of the reorganization proceedings and certain other items. The plans of reorganization also provided for the investment by us pursuant to the Sponsor Agreement of 60 billion yen (\$615 million) paid at closing in cash into MMJ in exchange for 100% ownership of MMJ's equity and the use of such investment to fund the initial installment payment by the MMJ Companies to their creditors of 60 billion yen, subject to reduction for certain items specified in the Sponsor Agreement and plans of reorganization.

Under MMJ's plan of reorganization, secured creditors will recover 100% of the amount of their fixed claims and unsecured creditors will recover at least 17.4% of the amount of their fixed claims. The actual recovery of unsecured creditors will be higher, however, based, in part, on events and circumstances occurring following the plan approval. The remaining portion of the unsecured claims will be discharged, without payment, over the period that payments are made pursuant to the plans of reorganization. The secured creditors will be paid in full on or before the sixth installment payment date, while the unsecured creditors will be paid in seven installments. MAI's plan of reorganization provides that secured creditors will recover 100% of the amount of their claims, whereas unsecured creditors will recover 19% of the amount of their claims. The secured creditors of MAI were paid in full on the first installment payment date, while the unsecured creditors will be paid in seven installments.

Because the plans of reorganization of the MMJ Companies provide for ongoing payments to creditors following the closing of the MMJ acquisition, the Japan Proceedings are continuing and the MMJ Companies remain subject to the oversight of the Japan Court and of the trustees (including a trustee designated by us, who we refer to as the business trustee, and a trustee designated by the Japan Court, who we refer to as the legal trustee), pending completion of the reorganization proceedings. The business trustee makes decisions in relation to the operation of the businesses of the MMJ Companies, other than decisions in relation to acts that need to be carried out in connection with the Japan Proceedings, which are the responsibility of the legal trustee. The Japan Proceedings and oversight of the Japan Court will continue until the final creditor payment is made under the MMJ Companies' plans of reorganization, which is scheduled to occur in December 2019, but may occur on a later date to the extent any claims of creditors remain unfixed on the final scheduled installment payment date. The MMJ Companies may petition the Japan Court for an early termination of the Japan Proceedings once two-thirds of all payments under the plans of reorganization are made. Although such early terminations are customarily granted, there can be no assurance that the Japan Court will grant any such petition in these particular cases.

During the pendency of the Japan Proceedings, the MMJ Companies are obligated to provide periodic financial reports to the Japan Court and may be required to obtain the consent of the Japan Court prior to taking a number of significant actions relating to their businesses, including transferring or disposing of, or acquiring, certain material assets, incurring or guaranteeing material indebtedness, settling material disputes, or entering into certain material agreements. The consent of the legal trustee may also be required for matters that would likely have a material impact on the operations or assets of the MMJ Companies and their subsidiaries or for transfers of material assets, to the extent the matters or transfers would reasonably be expected to materially and adversely affect execution of the plans of reorganization of the MMJ Companies. Accordingly, during the pendency of the Japan Proceedings, our ability to effectively integrate the MMJ Companies as part of our global operations or to cause the MMJ Companies to take certain actions that we deem advisable for their businesses could be adversely affected if the Japan Court or the legal trustee is unwilling to consent to various actions that we may wish to take with respect to the MMJ Companies.

Other Proceedings

For a discussion of legal proceedings, see "Part 1. Financial Information – Item 1. Financial Statements – Notes to Consolidated Financial Statements – Contingencies" and "Item 1A. Risk Factors."

ITEM 1A. RISK FACTORS

In addition to the factors discussed elsewhere in this Form 10-Q, the following are important factors which could cause actual results or events to differ materially from those contained in any forward-looking statements made by or on behalf of us.

We have experienced dramatic declines in average selling prices for our semiconductor memory products which have adversely affected our business.

If average selling prices for our memory products decrease faster than we can decrease per gigabit costs, our business, results of operations, or financial condition could be materially adversely affected. For the first quarter of 2016, average selling prices per gigabit for our DRAM and trade Non-Volatile products declined 32% and 11%, respectively, compared to the first quarter of 2015. We have experienced significant decreases in our average selling prices per gigabit in previous years as noted in the table below and may continue to experience such decreases in the future. In some prior periods, average selling prices for our memory products have been below our manufacturing costs and we may experience such circumstances in the future.

	DRAM	Trade Non-Volatile*
	(percentage change in average selling prices)	
2015 from 2014	(11)%	(17)%
2014 from 2013	6 %	(23)%
2013 from 2012	(11)%	(18)%
2012 from 2011	(45)%	(55)%
2011 from 2010	(39)%	(12)%

* Trade Non-Volatile excludes sales to Intel from IMFT.

We may be unable to maintain or improve gross margins.

Our gross margins are dependent upon continuing decreases in per gigabit manufacturing costs achieved through improvements in our manufacturing processes and product designs, including, but not limited to, process line-width, architecture, number of mask layers, number of fabrication steps, and yield. In future periods, we may be unable to reduce our per gigabit manufacturing costs at sufficient levels to maintain or improve gross margins. Factors that may limit our ability to reduce costs include, but are not limited to, strategic product diversification decisions affecting product mix, the increasing complexity of manufacturing processes, difficulties in transitioning to smaller line-width process technologies, technological barriers, and changes in process technologies or products that may require relatively larger die sizes. Per gigabit manufacturing costs may also be affected by the relatively smaller production quantities and shorter product lifecycles of certain specialty memory products.

The semiconductor memory industry is highly competitive.

We face intense competition in the semiconductor memory market from a number of companies, including Intel; Samsung Electronics Co., Ltd.; SanDisk Corporation; SK Hynix Inc.; and Toshiba Corporation. Some of our competitors are large corporations or conglomerates that may have greater resources to invest in technology, capitalize on growth opportunities, and withstand downturns in the semiconductor markets in which we compete. Consolidation of industry competitors could put us at a competitive disadvantage. In addition, some governments, such as China, have provided, and may continue to provide, significant financial assistance to some of our competitors or to new entrants. Our competitors seek to increase silicon capacity, improve yields, reduce die size, and minimize mask levels in their product designs. Transitions to smaller line-width process technologies and product and process improvements have resulted in significant increases in the worldwide supply of semiconductor memory. Increases in worldwide supply of semiconductor memory also result from semiconductor memory fab capacity expansions, either by way of new facilities, increased capacity utilization, or reallocation of other semiconductor production to semiconductor memory production. Our competitors may increase capital expenditures resulting in future increases in worldwide supply. In recent periods, we and some of our competitors have begun construction on or announced plans to build new fabrication facilities. Increases in worldwide supply of semiconductor memory, if not accompanied by commensurate increases in demand, would lead to further declines in average selling prices for our products and would materially adversely affect our business, results of operations, or financial condition.

Debt obligations could adversely affect our financial condition.

In recent periods, our debt levels have increased due to the capital intensive nature of our business, business acquisitions, and restructuring of our capital structure. As of December 3, 2015, we had debt with a carrying value of \$7.38 billion. In addition, the conversion value in excess of principal amount for our convertible notes outstanding as of December 3, 2015 was \$440 million. During the first quarter of 2016, we paid \$94 million to repurchase and settle conversion obligations for convertible notes with a principal amount of \$57 million. In 2015, we paid \$1.43 billion to repurchase and settle conversion obligations for convertible notes with a principal amount of \$489 million. In 2014, we paid \$2.30 billion to repurchase and settle conversion obligations for convertible notes with a principal amount of \$1.09 billion. As of December 3, 2015, we had revolving credit facilities available for up to \$965 million of additional financing. The availability of these revolving facilities is subject to certain conditions, including outstanding balances of trade receivables; inventories; and other conditions. Events and circumstances may occur which would cause us to not be able to satisfy these applicable draw-down conditions and utilize these facilities. We have in the past and expect in the future to continue to incur additional debt to finance our capital investments, business acquisitions, and restructuring of our capital structure. In December 2015, subsequent to the first quarter of 2016, we executed an aggregate of \$424 million in equipment sale-leaseback financing transactions. In connection with our planned acquisition of the remaining interest in Inotera announced on December 14, 2015, we plan to fund the acquisition with approximately \$2.5 billion of debt sourced in Taiwan and we have an option to finance up to 31.5 billion New Taiwan dollars (or the equivalent of approximately \$1.0 billion, assuming 32.7 New Taiwan dollars per U.S. dollar) with Micron stock sold to Nanya.

Our debt obligations could adversely impact us. For example, these obligations could:

- require us to use a large portion of our cash flow to pay principal and interest on debt, which will reduce the amount of cash flow available to fund working capital, capital expenditures, acquisitions, R&D expenditures, and other business activities;
- continue to dilute our earnings per share as a result of the conversion provisions in our convertible notes;
- require us to continue to pay cash amounts substantially in excess of the principal amounts upon settlement of our convertible notes to minimize dilution of our earnings per share;

- limit our future ability to raise funds for capital expenditures, strategic acquisitions or business opportunities, R&D, and other general corporate requirements;
- adversely impact our credit rating, which could increase future borrowing costs; and
- increase our vulnerability to adverse economic and semiconductor memory industry conditions.

Our ability to meet our payment obligations under our debt instruments depends on our ability to generate significant cash flows in the future. This, to some extent, is subject to general economic, financial, competitive, legislative, and regulatory factors as well as other factors that are beyond our control. There can be no assurance that our business will generate cash flow from operations, or that additional capital will be available to us, in an amount sufficient to enable us to meet our debt payment obligations and to fund other liquidity needs. If we are unable to generate sufficient cash flow to service our debt obligations, we may need to refinance or restructure our debt, sell assets, reduce or delay capital investments, or seek to raise additional capital. If we were unable to implement one or more of these alternatives, we may be unable to meet our debt payment obligations, which could have a material adverse effect on our business, results of operations, or financial condition.

We may be unable to generate sufficient cash flows or obtain access to external financing necessary to fund our operations, make scheduled debt payments, and make adequate capital investments.

Our cash flows from operations depend primarily on the volume of semiconductor memory sold, average selling prices, and manufacturing costs. To develop new product and process technologies, support future growth, achieve operating efficiencies, and maintain product quality, we must make significant capital investments in manufacturing technology, capital equipment, facilities, R&D, and product and process technology. We estimate that cash expenditures in 2016 for property, plant, and equipment will be approximately \$5.3 billion to \$5.8 billion. Investments in capital expenditures for the first quarter of 2016 were \$990 million. As of December 3, 2015, we had cash and marketable investments of \$5.41 billion, which included \$951 million held by the MMJ Group and \$140 million held by IMFT, none of which is generally available to finance our other operations.

As a result of the Japan Proceedings, for so long as such proceedings are continuing, the MMJ Companies and their subsidiaries are subject to certain restrictions on dividends, loans, and advances. The plans of reorganization of the MMJ Companies prohibit the MMJ Companies from paying dividends, including any cash dividends, to us and require that excess earnings be used in their businesses or to fund the MMJ Companies' installment payments. These prohibitions would also effectively prevent the subsidiaries of the MMJ Companies from paying cash dividends to us in respect of the shares of such subsidiaries owned by the MMJ Companies, as any such dividends would have to be first paid to the MMJ Companies which are prohibited from repaying those amounts to us as dividends under the plans of reorganization. In addition, pursuant to an order of the Japan Court, the MMJ Companies cannot make loans or advances, other than certain ordinary course advances, to us without the consent of the Japan Court. Moreover, loans or advances by subsidiaries of the MMJ Companies may be considered outside of the ordinary course of business and subject to approval of the legal trustees and Japan Court. As a result, the assets of the MMJ Companies and their subsidiaries, while available to satisfy the MMJ Companies' installment payments and the other obligations, capital expenditures, and other operating needs of the MMJ Companies and their subsidiaries, are not available for use by us in our other operations. Furthermore, certain uses of the assets of the MMJ Group, including investments in certain capital expenditures and in MMT, may require consent of MMJ's trustees and/or the Japan Court.

In the past we have utilized external sources of financing when needed. As a result of our debt levels, expected debt amortization and general economic conditions, it may be difficult for us to obtain financing on terms acceptable to us. There can be no assurance that we will be able to generate sufficient cash flows, use cash held by MMJ to fund its capital expenditures, access capital markets or find other sources of financing to fund our operations, make debt payments, and make adequate capital investments to remain competitive in terms of technology development and cost efficiency. Our inability to do the foregoing could have a material adverse effect on our business, results of operations, or financial conditions.

The acquisition of our ownership interest in Inotera from Qimonda has been challenged by the administrator of the insolvency proceedings for Qimonda.

On January 20, 2011, Dr. Michael Jaffé, administrator for Qimonda insolvency proceedings, filed suit against Micron and Micron Semiconductor B.V., our Netherlands subsidiary ("Micron B.V."), in the District Court of Munich, Civil Chamber. The complaint seeks to void under Section 133 of the German Insolvency Act a share purchase agreement between Micron B.V. and Qimonda signed in fall 2008 pursuant to which Micron B.V. purchased substantially all of Qimonda's shares of Inotera Memories, Inc. (the "Inotera Shares"), representing approximately 55% of our total shares in Inotera as of December 3, 2015, and seeks an order requiring us to re-transfer those shares to the Qimonda estate. The complaint also seeks, among other things, to recover damages for the alleged value of the joint venture relationship with Inotera and to terminate under Sections 103 or 133 of the German Insolvency Code a patent cross-license between us and Qimonda entered into at the same time as the share purchase agreement.

Following a series of hearings with pleadings, arguments, and witnesses on behalf of the Qimonda estate, on March 13, 2014, the Court issued judgments: (1) ordering Micron B.V. to pay approximately \$1 million in respect of certain Inotera shares sold in connection with the original share purchase; (2) ordering Micron B.V. to disclose certain information with respect to any Inotera Shares sold by it to third parties; (3) ordering Micron B.V. to disclose the benefits derived by it from ownership of the Inotera Shares, including in particular, any profits distributed on such shares and all other benefits; (4) denying Qimonda's claims against Micron for any damages relating to the joint venture relationship with Inotera; and (5) determining that Qimonda's obligations under the patent cross-license agreement are canceled. In addition, the Court issued interlocutory judgments ordering, among other things: (1) that Micron B.V. transfer to the Qimonda estate the Inotera Shares still owned by it and pay to the Qimonda estate compensation in an amount to be specified for any Inotera Shares sold to third parties; and (2) that Micron B.V. pay the Qimonda estate as compensation an amount to be specified for benefits derived by it from ownership of the Inotera Shares. The interlocutory judgments have no immediate, enforceable effect on us, and, accordingly, we expect to be able to continue to operate with full control of the Inotera Shares subject to further developments in the case. We have filed a notice of appeal, and the parties have submitted briefs to the appeals court.

We are unable to predict the outcome of the matter and therefore cannot estimate the range of possible loss. The final resolution of this lawsuit could result in the loss of the Inotera shares or monetary damages, unspecified damages based on the benefits derived by Micron B.V. from the ownership of the Inotera Shares, and/or the termination of the patent cross-license, which could have a material adverse effect on our business, results of operation, or financial condition. As of December 3, 2015, the Inotera Shares had a carrying value for purposes of our financial reporting of \$664 million and a market value of \$855 million.

Our planned acquisition of the remaining shares of Inotera involves numerous risks.

On December 14, 2015, we entered into the Framework Agreement with Inotera pursuant to which we will acquire 100% of the issued and outstanding shares of Inotera for 30 New Taiwan dollars per share (or the equivalent of approximately \$0.92, assuming 32.7 New Taiwan dollars per U.S. dollar). As of December 3, 2015, we held a 33% ownership interest in Inotera, Nanya and certain of its affiliates held a 32% ownership interest, and the remaining ownership interest in Inotera was publicly held. We estimate that, based on the shares outstanding and the exchange rate as of December 14, 2015, the aggregate consideration payable for the Inotera shares not already owned by us would be approximately \$4.1 billion. We expect to close the transaction around mid-calendar year 2016.

The Framework Agreement provides that we and Inotera will cooperate in good faith to negotiate and execute a further Definitive Agreement by February 12, 2016. We or Inotera may terminate the Framework Agreement if the Definitive Agreement is not executed by that date. Under the Framework Agreement, the consummation of the acquisition of the Inotera shares is subject to various conditions, including regulatory approvals, shareholder approval, and consummation of debt financing on terms acceptable to us. In December 2015, we also entered into voting and support agreements with Nanya and certain of Nanya's affiliates pursuant to which the parties agreed to (1) cause their respective boards of directors to vote in favor of and approve the transaction and (2) vote their Inotera shares in favor of and approve shareholder actions relevant to the transaction. On December 14, 2015, we also entered into an agreement with Nanya pursuant to which we have the option to issue shares of our common stock to Nanya in an amount of up to 31.5 billion New Taiwan dollars (or the equivalent of approximately \$1.0 billion, assuming 32.7 New Taiwan dollars per U.S. dollar), which will be used to fund a portion of the consideration payable in the transaction.

The consummation of the acquisition of the remaining shares of Inotera remains subject to various conditions, including shareholder and regulatory approval as described above. However, there can be no assurance that the various conditions will be satisfied or that the acquisition of Inotera shares will ultimately be consummated on the terms and conditions set forth in the Framework Agreement. If the remaining closing conditions are not satisfied or waived, we will not be able to close the acquisition.

In addition to the acquisition risks described elsewhere, the acquisition is expected to involve the following significant risks:

- we may be unable to realize the anticipated financial benefits of the acquisition;
- increased exposure to the DRAM market, which experienced significant declines in pricing during the first quarter of 2016 and 2015;
- our consolidated financial condition may be adversely impacted by the increased leverage resulting from the transaction;
- higher capital expenditures in future periods;
- increased exposure to operating costs denominated in New Taiwan dollars;
- integration issues with Inotera's manufacturing operations in Taiwan; and
- integration of business systems and processes.

Our pending acquisition of the remaining shares of Inotera is inherently risky, may not be successful, and may materially adversely affect our business, results of operations, or financial condition. (See "Part I. Financial Information – Item 1. Financial Statements – Notes to Consolidated Financial Statements – Planned Acquisition of Inotera and License Agreement with Nanya.")

Our future success depends on our ability to develop and produce competitive new memory technologies.

Our key semiconductor memory technologies of DRAM, NAND Flash, and NOR Flash face technological barriers to continue to meet long-term customer needs. These barriers include potential limitations on the ability to shrink products in order to reduce costs, meet higher density requirements, and improve power consumption and reliability. To meet these requirements, we expect that new memory technologies will be developed by the semiconductor memory industry. Our competitors are working to develop new memory technologies that may offer performance and/or cost advantages to our existing memory technologies and render existing technologies obsolete. Accordingly, our future success may depend on our ability to develop and produce viable and competitive new memory technologies. There can be no assurance of the following:

- that we will be successful in developing competitive new semiconductor memory technologies;
- that we will be able to cost-effectively manufacture new products;
- that we will be able to successfully market these technologies; and
- that margins generated from sales of these products will allow us to recover costs of development efforts.

In the fourth quarter of 2015, we announced the development of new 3D XPoint technology, which is an entirely new class of non-volatile memory. There is no assurance that our efforts to develop and market this new product technology will be successful. If our efforts to develop new semiconductor memory technologies are unsuccessful, our business, results of operations, or financial condition may be materially adversely affected.

New product development may be unsuccessful.

We are developing new products, including system-level memory products, that complement our traditional memory products or leverage their underlying design or process technology. We have made significant investments in product and process technologies and anticipate expending significant resources for new semiconductor product development over the next several years. The process to develop DRAM, NAND Flash, NOR Flash, and certain specialty memory products, requires us to demonstrate advanced functionality and performance, many times well in advance of a planned ramp of production, in order to secure design wins with our customers. There can be no assurance of the following:

- that our product development efforts will be successful;
- that we will be able to cost-effectively manufacture new products;
- that we will be able to successfully market these products; or
- that margins generated from sales of these products will allow us to recover costs of development efforts.

If our efforts to develop new products are unsuccessful, our business, results of operations, or financial condition may be materially adversely affected.

Products that fail to meet specifications, are defective, or that are otherwise incompatible with end uses could impose significant costs on us.

Products that do not meet specifications or that contain, or are perceived by our customers to contain, defects or that are otherwise incompatible with end uses could impose significant costs on us or otherwise materially adversely affect our business, results of operations, or financial condition. From time to time we experience problems with nonconforming, defective or incompatible products after we have shipped such products. In recent periods we have further diversified and expanded our product offerings which could potentially increase the chance that one or more of our products could fail to meet specifications in a particular application. As a result of these problems we could be adversely affected in several ways, including the following:

- we may be required to compensate customers for costs incurred or damages caused by defective or incompatible product or replace products;
- we could incur a decrease in revenue or adjustment to pricing commensurate with the reimbursement of such costs or alleged damages; and
- we may encounter adverse publicity, which could cause a decrease in sales of our products.

A determination that our products or manufacturing processes infringe the intellectual property rights of others or entering into a license agreement covering such intellectual property could materially adversely affect our business, results of operations, or financial condition.

As is typical in the semiconductor and other high technology industries, from time to time others have asserted, and may in the future assert, that our products or manufacturing processes infringe their intellectual property rights. We are unable to predict the outcome of assertions of infringement made against us. A determination that our products or manufacturing processes infringe the intellectual property rights of others, or entering a license agreement covering such intellectual property, could result in significant liability and/or require us to make material changes to our products and/or manufacturing processes. Any of the foregoing results could have a material adverse effect on our business, results of operations, or financial condition. (See "Part I. Financial Information – Item 1. Financial Statements – Notes to Consolidated Financial Statements – Contingencies.")

We have a number of intellectual property license agreements. Some of these license agreements require us to make one time or periodic payments. We may need to obtain additional patent licenses or renew existing license agreements in the future. We are unable to predict whether these license agreements can be obtained or renewed on acceptable terms.

Our joint ventures and strategic relationships involve numerous risks.

We have entered into strategic relationships to manufacture products and develop new manufacturing process technologies and products. These relationships include our IMFT joint venture with Intel, our Inotera joint venture with Nanya, and our MP Mask joint venture with Photronics. These joint ventures and strategic relationships are subject to various risks that could adversely affect the value of our investments and our results of operations. These risks include the following:

- our interests could diverge from our partners or we may not be able to agree with partners on ongoing manufacturing and operational activities, or on the amount, timing, or nature of further investments in our joint venture;
- our joint venture partners' products may compete with our products;
- we may experience difficulties in transferring technology to joint ventures;
- we may experience difficulties and delays in ramping production at joint ventures;
- our control over the operations of our joint ventures is limited;
- we may recognize losses from our equity method investments;
- due to financial constraints, our joint venture partners may be unable to meet their commitments to us or our joint ventures and may pose credit risks for our transactions with them;
- due to differing business models or long-term business goals, our partners may decide not to join us in funding capital investment in our joint ventures, which may result in higher levels of cash expenditures by us;
- cash flows may be inadequate to fund increased capital requirements;
- we may experience difficulties or delays in collecting amounts due to us from our joint ventures and partners;
- the terms of our partnering arrangements may turn out to be unfavorable; and
- changes in tax, legal, or regulatory requirements may necessitate changes in the agreements with our partners.

If our joint ventures and strategic relationships are unsuccessful, our business, results of operations, or financial condition may be materially adversely affected.

If our manufacturing process is disrupted, our business, results of operations, or financial condition could be materially adversely affected.

We manufacture products using highly complex processes that require technologically advanced equipment and continuous modification to improve yields and performance. Difficulties in the manufacturing process or the effects from a shift in product mix can reduce yields or disrupt production and may increase our per gigabit manufacturing costs. We maintain operations and continuously implement new product and process technology at our manufacturing operations which are widely dispersed in multiple locations in several countries including the U.S., Singapore, Taiwan, Japan, Malaysia, and China. Additionally, our control over operations at IMFT, Inotera, MP Mask, and Tera Probe is limited by our agreements with our partners. From time to time, we have experienced disruptions in our manufacturing process as a result of power outages, improperly functioning equipment, equipment failures, earthquakes, or other environmental events. If production at a fabrication facility is disrupted for any reason, manufacturing yields may be adversely affected or we may be unable to meet our customers' requirements and they may purchase products from other suppliers. This could result in a significant increase in manufacturing costs, loss of revenues, or damage to customer relationships, any of which could materially adversely affect our business, results of operations, or financial condition.

The operations of the MMJ Companies are subject to continued oversight by the Japan Court during the pendency of the corporate reorganization proceedings.

Because the plans of reorganization of the MMJ Companies provide for ongoing payments to creditors following the closing of our acquisition of MMJ, the Japan Proceedings are continuing, and the MMJ Companies remain subject to the oversight of the Japan Court and of the trustees (including a trustee designated by us, who we refer to as the business trustee, and a trustee designated by the Japan Court, who we refer to as the legal trustee), pending completion of the Japan Proceedings. The Japan Proceedings and oversight of the Japan Court are expected to continue until the final creditor payment is made under the MMJ Companies' plans of reorganization, which is scheduled to occur in December 2019, but may occur on a later date to the extent any claims of creditors remain unfixed on the final scheduled installment payment date. Although we may be able to petition the court to terminate the Japan Proceedings once two-thirds of all payments under the plans of reorganization are made, there can be no assurance that the Japan Court will grant any such petition.

During the pendency of the Japan Proceedings, the MMJ Companies are obligated to provide periodic financial reports to the Japan Court and may be required to obtain the consent of the Japan Court prior to taking a number of significant actions relating to their businesses, including transferring or disposing of, or acquiring, certain material assets, incurring or guaranteeing material indebtedness, settling disputes, or entering into certain material agreements. The consent of the legal trustee may also be required for matters that would likely have a material impact on the operations or assets of the MMJ Companies and their subsidiaries or for transfers of material assets, to the extent the matters or transfers would reasonably be expected to materially and adversely affect execution of the plans of reorganization of the MMJ Companies. Accordingly, during the pendency of the Japan Proceedings, our ability to effectively integrate the MMJ Companies as part of our global operations or to cause the MMJ Companies to take certain actions that we deem advisable for their businesses could be adversely affected if the Japan Court or the legal trustee is unwilling to consent to various actions that we may wish to take with respect to the MMJ Companies.

Our Inotera supply agreement involves numerous risks.

For the first quarter of 2016, we purchased \$379 million of DRAM products from Inotera and our supply from Inotera accounted for 29% of our aggregate DRAM gigabit production. In the first quarter of 2016 and in 2015, the cost of products purchased from Inotera was higher than the cost of similar products manufactured in our wholly-owned facilities. If our supply of DRAM from Inotera is impacted, our business, results of operations, or financial condition could be materially adversely affected. Our Inotera supply agreement involve numerous risks including the following:

- higher costs for supply obtained under the Inotera supply agreements as compared to our wholly-owned facilities;
- difficulties and delays in ramping production at Inotera;
- difficulties in transferring technology to Inotera; and
- difficulties in coming to an agreement with Nanya regarding major corporate decisions, such as capital expenditures or capital structure.

Changes in foreign currency exchange rates could materially adversely affect our business, results of operations, or financial condition.

Across our global operations, there are transactions and balances denominated in currencies other than the U.S. dollar (our reporting currency), primarily the British pound, euro, shekel, Singapore dollar, New Taiwan dollar, yen, and yuan. We recorded net losses from changes in currency exchange rates of \$3 million for the first quarter of 2016, \$27 million for 2015, and \$28 million for 2014. Based on our foreign currency exposures from monetary assets and liabilities, offset by balance sheet hedges, we estimate that a 10% adverse change in exchange rates versus the U.S. dollar would result in losses of approximately \$2 million as of December 3, 2015. In addition, a significant portion of our manufacturing costs are denominated in foreign currencies. Exchange rates for some of these currencies against the U.S. dollar, particularly the yen, have been volatile in recent periods. If these currencies strengthen against the U.S. dollar, our manufacturing costs could significantly increase. In the event that exchange rates for the U.S. dollar adversely change against our foreign currency exposures, our results of operations or financial condition may be adversely affected.

We may make future acquisitions and/or alliances, which involve numerous risks.

Acquisitions and the formation or operation of alliances, such as joint ventures and other partnering arrangements, involve numerous risks including the following:

- integrating the operations, technologies, and products of acquired or newly formed entities into our operations;
- increasing capital expenditures to upgrade and maintain facilities;
- increased debt levels;
- the assumption of unknown or underestimated liabilities;
- the use of cash to finance a transaction, which may reduce the availability of cash to fund working capital, capital expenditures, R&D expenditures, and other business activities;
- diverting management's attention from daily operations;
- managing larger or more complex operations and facilities and employees in separate and diverse geographic areas;
- hiring and retaining key employees;
- requirements imposed by governmental authorities in connection with the regulatory review of a transaction, which may include, among other things, divestitures or restrictions on the conduct of our business or the acquired business;
- inability to realize synergies or other expected benefits;
- failure to maintain customer, vendor, and other relationships;
- inadequacy or ineffectiveness of an acquired company's internal financial controls, disclosure controls and procedures, and/or environmental, health and safety, anti-corruption, human resource, or other policies or practices; and
- impairment of acquired intangible assets and goodwill as a result of changing business conditions, technological advancements, or worse-than-expected performance of the acquired business.

In previous years, supply of memory products has significantly exceeded customer demand resulting in significant declines in average selling prices for DRAM, NAND Flash, and NOR Flash products. Resulting operating losses have led to the deterioration in the financial condition of a number of industry participants, including the liquidation of Qimonda and the 2012 bankruptcy filing by Elpida (now known as MMJ). These types of proceedings often lead to court-directed processes involving the sale of related businesses or assets. We believe the global memory industry is experiencing a period of consolidation as a result of these market conditions and other factors, and we may engage in discussions regarding potential acquisitions and similar opportunities arising out of these industry conditions. To the extent we are successful in completing any such transactions, we could be subject to some or all of the risks described above, including the risks pertaining to funding, assumption of liabilities, integration challenges, and increases in debt that may accompany such transactions. Acquisitions of, or alliances with, high-technology companies are inherently risky and may not be successful and may materially adversely affect our business, results of operations, or financial condition.

Breaches of our network security could expose us to losses.

We manage and store on our network systems various proprietary information and sensitive or confidential data relating to our operations. We also process, store, and transmit large amounts of data relating to our customers and employees, including sensitive personal information. Unauthorized users may be able to gain access to our network system and steal proprietary information, compromise confidential information, create system disruptions, or cause shutdowns. These parties may also be able to develop and deploy viruses, worms, and other malicious software programs that disrupt our operations and create security vulnerabilities. Attacks on our network systems could result in significant losses and damage our reputation with customers, and could expose us to litigation if the confidential information of our customers, suppliers, or employees is compromised.

Compliance with regulations regarding the use of conflict minerals could limit the supply and increase the cost of certain metals used in manufacturing our products.

Increased focus on environmental protection and social responsibility initiatives led to the passage of Section 1502 of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Dodd-Frank Act") and its implementing Securities and Exchange Commission regulations. The Dodd-Frank Act imposes supply chain diligence and disclosure requirements for certain manufacturers of products containing specific minerals that may originate in or near the Democratic Republic of the Congo (the "DRC") and finance or benefit local armed groups. These "conflict minerals" are commonly found in materials used in the manufacture of semiconductors. The implementation of these new regulations may limit the sourcing and availability of some of these materials. This in turn may affect our ability to obtain materials necessary for the manufacture of our products in sufficient quantities and may affect related material pricing. Some of our customers may elect to disqualify us as a supplier or reduce purchases from us if we are unable to verify that our products are DRC conflict free.

We may incur additional tax expense or become subject to additional tax exposure.

We operate in a number of locations outside the U.S., including in Singapore, and, to a lesser extent, Taiwan, where we have tax incentive agreements that are, in part, conditional upon meeting certain business operations and employment thresholds. Our domestic and international taxes are dependent upon the distribution of our earnings among these different jurisdictions. Our provision for income taxes and cash tax liabilities in the future could be adversely affected by numerous factors, including challenges by tax authorities to our tax structure, income before taxes being lower than anticipated in countries with lower statutory tax rates and higher than anticipated in countries with higher statutory tax rates, changes in the valuation of deferred tax assets and liabilities, failure to meet performance obligations with respect to tax incentive agreements, and changes in tax laws and regulations. We file income tax returns with the U.S. federal government, various U.S. states, and various other jurisdictions throughout the world. Our U.S. federal and state tax returns remain open to examination for 2011 through 2015. In addition, tax returns open to examination in multiple other taxing jurisdictions range from the years 2007 to 2015. The results of audits and examinations of previously filed tax returns and continuing assessments of our tax exposures may have an adverse effect on our provision for income taxes and cash tax liability.

We may not utilize all of our net deferred tax assets.

We have substantial deferred tax assets, which include, among others, net operating loss and credit carryforwards. As of September 3, 2015, our U.S. federal and state net operating loss carryforwards, including uncertain tax benefits, were \$4.02 billion and \$2.05 billion, respectively, which, if not utilized, will expire at various dates from 2016 through 2035. As of September 3, 2015, our foreign net operating loss carryforwards were \$5.15 billion, including \$3.81 billion pertaining to Japan, which, if not utilized, substantially all will expire at various dates from 2017 through 2025. As of September 3, 2015, we had valuation allowances of \$1.16 billion and \$710 million against our net deferred tax assets in the U.S. and Japan, respectively.

The limited availability of raw materials, supplies, or capital equipment could materially adversely affect our business, results of operations, or financial condition.

Our operations require raw materials, and in certain cases, third party services, that meet exacting standards. We generally have multiple sources of supply for our raw materials and services. However, only a limited number of suppliers are capable of delivering certain raw materials and services that meet our standards. In some cases, materials, components, or services are provided by a single supplier. Various factors could reduce the availability of raw materials or components such as silicon wafers, controllers, photomasks, chemicals, gases, photoresist, lead frames, and molding compound. Shortages may occur from time to time in the future. We and/or our suppliers could be affected by laws and regulations enacted in response to concerns regarding climate change, which could increase the cost and limit the supply of our raw materials. In addition, disruptions in transportation lines could delay our receipt of raw materials. Lead times for the supply of raw materials have been extended in the past. If our supply of raw materials or services is disrupted or our lead times extended, our business, results of operations, or financial condition could be materially adversely affected.

Our operations are dependent on our ability to procure advanced semiconductor manufacturing equipment that enables the transition to lower cost manufacturing processes. For certain key types of equipment, including photolithography tools, we are sometimes dependent on a single supplier. From time to time we have experienced difficulties in obtaining some equipment on a timely basis due to the supplier's limited capacity. Our inability to obtain this equipment timely could adversely affect our ability to transition to next generation manufacturing processes and reduce costs. Delays in obtaining equipment could also impede our ability to ramp production at new facilities and increase our overall costs of the ramp. If we are unable to obtain advanced semiconductor manufacturing equipment in a timely manner, our business, results of operations, or financial condition could be materially adversely affected.

A downturn in the worldwide economy may harm our business.

Downturns in the worldwide economy have harmed our business in the past and future downturns could also adversely affect our business. Adverse economic conditions affect demand for devices that incorporate our products, such as personal computers, mobile devices, solid-state drives, and servers. Reduced demand for these products could result in significant decreases in our average selling prices and product sales. A deterioration of current conditions in worldwide credit markets could limit our ability to obtain external financing to fund our operations and capital expenditures. In addition, we may experience losses on our holdings of cash and investments due to failures of financial institutions and other parties. Difficult economic conditions may also result in a higher rate of loss on our accounts receivables due to credit defaults. As a result, our business, results of operations, or financial condition could be materially adversely affected.

Our results of operations could be affected by natural disasters and other events in the locations in which we or our customers or suppliers operate.

We have manufacturing and other operations in locations subject to natural occurrences such as severe weather and geological events including earthquakes or tsunamis that could disrupt operations. In addition, our suppliers and customers also have operations in such locations. A natural disaster, fire, explosion, or other event that results in a prolonged disruption to our operations, or the operations of our customers or suppliers, may materially adversely affect our business, results of operations, or financial condition.

We face risks associated with our international sales and operations that could materially adversely affect our business, results of operations, or financial condition.

Sales to customers outside the United States approximated 84% of our consolidated net sales for the first quarter of 2016. In addition, a substantial portion of our manufacturing operations are located outside the United States. In particular, a significant portion of our manufacturing operations are concentrated in Singapore, Taiwan, and Japan. Our international sales and operations are subject to a variety of risks, including:

- export and import duties, changes to import and export regulations, customs regulations and processes, and restrictions on the transfer of funds;
- compliance with U.S. and international laws involving international operations, including the Foreign Corrupt Practices Act, export and import laws, and similar rules and regulations;
- protection of intellectual property;
- political and economic instability;
- problems with the transportation or delivery of our products;
- issues arising from cultural or language differences and labor unrest;
- longer payment cycles and greater difficulty in collecting accounts receivable;
- compliance with trade, technical standards, and other laws in a variety of jurisdictions;
- contractual and regulatory limitations on our ability to maintain flexibility with our staffing levels;
- disruptions to our manufacturing operations as a result of actions imposed by foreign governments;
- changes in economic policies of foreign governments; and
- difficulties in staffing and managing international operations.

These factors may materially adversely affect our business, results of operations, or financial condition.

We are subject to counterparty default risks.

We have numerous arrangements with financial institutions that subject us to counterparty default risks, including cash deposits, investments, capped-call contracts on our stock, and derivative instruments. As a result, we are subject to the risk that the counterparty to one or more of these arrangements will default on its performance obligations. A counterparty may not comply with their contractual commitments which could then lead to their defaulting on their obligations with little or no notice to us, which could limit our ability to take action to mitigate our exposure. Additionally, our ability to mitigate our exposures may be constrained by the terms of our contractual arrangements or because market conditions prevent us from taking effective action. If one of our counterparties becomes insolvent or files for bankruptcy, our ability to recover any losses suffered as a result of that counterparty's default may be limited by the liquidity of the counterparty or the applicable laws governing the bankruptcy proceeding. In the event of such default, we could incur significant losses, which could adversely impact our business, results of operations, or financial condition.

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

Since the first quarter of 2015, our Board of Directors has authorized the repurchase of up to \$1.25 billion of our common stock, \$250 million of which was authorized on October 15, 2015. Any repurchases under the authorization may be made in open market purchases, block trades, privately-negotiated transactions, or derivative transactions, subject to market conditions and our ongoing determination of the best use of available cash.

Period		Total number of shares purchased	Average price paid per share ⁽¹⁾	Total number of shares (or units) purchased as part of publicly announced plans or programs	Maximum number (or approximate dollar value) of shares (or units) that may yet be purchased under the plans or programs
September 4, 2015	– October 8, 2015	807,467	\$ 17.34	807,467	\$ 155,836,103
October 9, 2015	– November 5, 2015	6,102,421	18.30	6,102,421	294,184,917
November 6, 2015	– December 3, 2015	—	—	—	294,184,917
		<u>6,909,888</u>	<u>18.18</u>	<u>6,909,888</u>	

⁽¹⁾ Excludes commissions.

In our consolidated financial statements, we also treat shares of common stock withheld as payment of withholding taxes or exercise prices in connection with the vesting or exercise of equity awards as common stock repurchases. Those withheld shares of common stock are not considered common stock repurchases under an authorized common stock repurchase plan and accordingly are excluded from the above table.

ITEM 5. OTHER INFORMATION

The IMFT joint venture agreement extends through 2024 and includes certain buy-sell rights. On January 5, 2016, we amended the Second Amended and Restated Operating Agreement with Intel related to the IMFT joint venture to change the dates of those buy-sell rights. Pursuant to this amendment, commencing in January 2016, Intel can put to us, and commencing in January 2019, we can call from Intel, Intel's interest in IMFT, in either case, for an amount equal to the noncontrolling interest balance attributable to Intel at such time.

ITEM 6. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

The following documents are filed as part of this report:

Exhibit Number	Description of Exhibit
31.1	Rule 13a-14(a) Certification of Chief Executive Officer
31.2	Rule 13a-14(a) Certification of Chief Financial Officer
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. 1350
32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. 1350
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

SIGNATURES

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

Micron Technology, Inc.

(Registrant)

Date: January 8, 2016

/s/ Ernest E. Maddock

Ernest E. Maddock

Chief Financial Officer and Vice President, Finance
(Principal Financial and Accounting Officer)

**RULE 13a-14(a) CERTIFICATION OF
CHIEF EXECUTIVE OFFICER**

I, D. Mark Durcan, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Micron Technology, 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(s) 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(s) 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.

Date: January 8, 2016

/s/ D. Mark Durcan

D. Mark Durcan

Chief Executive Officer

**RULE 13a-14(a) CERTIFICATION OF
CHIEF FINANCIAL OFFICER**

I, Ernest E. Maddock, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Micron Technology, 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(s) 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(s) 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.

Date: January 8, 2016

/s/ Ernest E. Maddock

Ernest E. Maddock

Chief Financial Officer and Vice President, Finance

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. 1350**

I, D. Mark Durcan, certify, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of Micron Technology, Inc. on Form 10-Q for the period ended December 3, 2015, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in the Quarterly Report on Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of Micron Technology, Inc.

Date: January 8, 2016

/s/ D. Mark Durcan

D. Mark Durcan

Chief Executive Officer

**CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. 1350**

I, Ernest E. Maddock, certify, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of Micron Technology, Inc. on Form 10-Q for the period ended December 3, 2015, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in the Quarterly Report on Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of Micron Technology, Inc.

Date: January 8, 2016

/s/ Ernest E. Maddock

Ernest E. Maddock

Chief Financial Officer and Vice President, Finance