ELECTRONIC ARTS INC.

Form 10-Q

February 04, 2015

Table of Contents

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

 $\mathfrak{p}_{1934}^{QUARTERLY}$ REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF

For the Quarterly Period Ended December 31, 2014

OR

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

For the Transition Period from

Commission File No. 000-17948

ELECTRONIC ARTS INC.

(Exact name of registrant as specified in its charter)

Delaware 94-2838567 (State or other jurisdiction of (I.R.S. Employer incorporation or organization) Identification No.)

to

209 Redwood Shores Parkway

Redwood City, California 94065

(Address of principal executive offices) (Zip Code)

(650) 628-1500

(Registrant's telephone number, including area code)

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 b NO "

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES b 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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

b 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 b

As of January 30, 2015, there were 310,035,894 shares of the Registrant's Common Stock, par value \$0.01 per share, outstanding.

Table of Contents

ELECTRONIC ARTS INC.

FORM 10-Q

FOR THE PERIOD ENDED DECEMBER 31, 2014

Table of Contents

		Page		
Part I - FINANCIAL INFORMATION				
Item 1.	Condensed Consolidated Financial Statements (Unaudited)			
	Condensed Consolidated Balance Sheets as of December 31, 2014 and March 31, 2014	<u>3</u>		
	Condensed Consolidated Statements of Operations for the Three and Nine Months Ended	4		
	December 31, 2014 and 2013	_		
	Condensed Consolidated Statements of Comprehensive Income (Loss) for the Three and Nine	<u>5</u>		
	Months Ended December 31, 2014 and 2013			
	<u>Condensed Consolidated Statements of Cash Flows for the</u> Nine Months Ended December 31, 2014 and 2013	<u>6</u>		
	Notes to Condensed Consolidated Financial Statements	7		
	Report of Independent Registered Public Accounting Firm	7 32 33 53		
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	<u>33</u>		
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	<u>53</u>		
Item 4.	Controls and Procedures	<u>55</u>		
Part II - O	OTHER INFORMATION			
Item 1.	Legal Proceedings	<u>56</u>		
	Risk Factors	<u>56</u>		
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	<u>65</u>		
Item 3.	Defaults Upon Senior Securities	<u>65</u>		
Item 4.	Mine Safety Disclosures	<u>65</u>		
Item 6.	Exhibits	<u>65</u>		
Signature		<u>66</u>		
Exhibit Index				
2				

Table of Contents

PART I – FINANCIAL INFORMATION

Item 1. Condensed Consolidated Financial Statements (Unaudited)						
ELECTRONIC ARTS INC. AND SUBSIDIARIES						
CONDENSED CONSOLIDATED BALANCE SHEETS						
(Unaudited)	December 31,	March 31, 2014 (a)				
(In millions, except par value data)	2014	March 31, 2014 (a)				
ASSETS						
Current assets:						
Cash and cash equivalents	\$2,166	\$1,782				
Short-term investments	774	583				
Receivables, net of allowances of \$189 and \$186, respectively	488	327				
Inventories	39	56				
Deferred income taxes, net	57	74				
Other current assets	230	316				
Total current assets	3,754	3,138				
Property and equipment, net	461	510				
Goodwill	1,718	1,723				
Acquisition-related intangibles, net	127	177				
Deferred income taxes, net	6	28				
Other assets	101	140				
TOTAL ASSETS	\$6,167	\$5,716				
	, , , , ,	, - , -				
LIABILITIES AND STOCKHOLDERS' EQUITY						
Current liabilities:						
Accounts payable	\$77	\$119				
Accrued and other current liabilities	813	781				
Deferred net revenue (online-enabled games)	1,583	1,490				
0.75% convertible senior notes due 2016, net	596	_				
Total current liabilities	3,069	2,390				
0.75% convertible senior notes due 2016, net		580				
Income tax obligations	88	189				
Deferred income taxes, net	85	18				
Other liabilities	201	117				
Total liabilities	3,443	3,294				
Commitments and contingencies (See Note 13)	3,113	3,271				
0.75% convertible senior notes due 2016 (See Note 12)	37					
Stockholders' equity:	31					
Preferred stock, \$0.01 par value. 10 shares authorized						
Common stock, \$0.01 par value. 1,000 shares authorized; 310 and 311 shares						
issued and outstanding, respectively	3	3				
Paid-in capital	2,152	2,353				
Retained earnings	509	2,333				
· · · · · · · · · · · · · · · · · · ·	23	37				
Accumulated other comprehensive income						
Total stockholders' equity TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	2,687 \$6,167	2,422 \$5,716				
See accompanying Notes to Condensed Consolidated Financial Statements (unaudited).						
(a) Derived from audited consolidated financial statements.						
(a) Derived from addited consolidated financial statements.						

Table of Contents

ELECTRONIC ARTS INC. AND SUBSIDIARIES CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(Unoudited)	Three Months Ended December 31,		Nine Months Ended December 31,	
(Unaudited)				
(In millions, except per share data)	2014	2013	2014	2013
Net revenue:				
Product	\$606	\$485	\$1,899	\$1,378
Service and other	520	323	1,431	1,074
Total net revenue	1,126	808	3,330	2,452
Cost of revenue:				
Product	300	438	899	909
Service and other	101	79	296	215
Total cost of revenue	401	517	1,195	1,124
Gross profit	725	291	2,135	1,328
Operating expenses:				
Research and development	283	275	809	836
Marketing and sales	169	214	482	525
General and administrative	107	91	287	305
Acquisition-related contingent consideration	_	_		