

XILINX INC  
Form 10-K  
June 01, 2010

**Table of Contents**

**United States Securities and Exchange Commission  
Washington, D.C. 20549  
FORM 10-K**

(Mark One)

☐ **Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the fiscal year ended April 3, 2010.**

☐ **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 000-18548**

**Xilinx, Inc.**

*(Exact name of registrant as specified in its charter)*

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**77-0188631**

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

**2100 Logic Drive, San Jose, CA**

(Address of principal executive offices)

**95124**

(Zip Code)

(Registrant's telephone number, including area code) **(408) 559-7778**

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

**Title of each class**

Common stock, \$0.01 par value

**Name of each exchange on which registered**

The NASDAQ Global Select Market

Securities registered pursuant to Section 12(g) of the Act: None

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

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES ☐ NO ☐

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

Indicate by check mark whether the registrant 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 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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☐

Smaller reporting  
company ☐

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

The aggregate market value of the voting stock held by non-affiliates of the registrant based upon the closing price of the registrant's common stock on September 26, 2009 as reported on the NASDAQ Global Select Market was approximately \$4,185,651,000. Shares of common stock held by each executive officer and director and by each person who owns 5% or more of the outstanding common stock have been excluded in that such persons may be deemed affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

As of May 21, 2010, the registrant had 273,858,235 shares of Common Stock outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

Parts of the Proxy Statement for the Registrant's Annual Meeting of Stockholders to be held on August 11, 2010 are incorporated by reference into Part III of this Annual Report on Form 10-K.

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**Xilinx, Inc.**  
**Form 10-K**  
**For the Fiscal Year Ended April 3, 2010**  
**Table of Contents**

|   | Page |
|---|------|
| <b><u>PART I</u></b>  |      |
| <u>Item 1. Business</u>   | 3    |
| <u>Item 1A. Risk Factors</u>  | 11   |
| <u>Item 1B. Unresolved Staff Comments</u>   | 18   |
| <u>Item 2. Properties</u>   | 18   |
| <u>Item 3. Legal Proceedings</u>  | 18   |
| <u>Item 4. Submission of Matters to a Vote of Security Holders</u>  | 19   |
| <b><u>PART II</u></b>   |      |
| <u>Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities</u> | 20   |
| <u>Item 6. Selected Financial Data</u>  | 22   |
| <u>Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations</u>                        | 23   |
| <u>Item 7A. Quantitative and Qualitative Disclosures about Market Risk</u>  | 36   |
| <u>Item 8. Financial Statements and Supplementary Data</u>  | 38   |
| <u>Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</u>                         | 73   |
| <u>Item 9A. Controls and Procedures</u>   | 73   |
| <u>Item 9B. Other Information</u>   | 73   |
| <b><u>PART III</u></b>  |      |
| <u>Item 10. Directors, Executive Officers and Corporate Governance</u>  | 74   |
| <u>Item 11. Executive Compensation</u>  | 74   |
| <u>Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>              | 74   |

Item 13. Certain Relationships and Related Transactions, and Director Independence 75

Item 14. Principal Accountant Fees and Services 75

**PART IV**

Item 15. Exhibits and Financial Statement Schedules 76

Signatures 78

Exhibit 21.1

Exhibit 23.1

Exhibit 31.1

Exhibit 31.2

Exhibit 32.1

Exhibit 32.2

**Table of Contents**

**PART I**

**FORWARD-LOOKING STATEMENTS**

*This Annual Report on Form 10-K contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements may be found throughout this Annual Report and particularly in Items 1. Business and 3. Legal Proceedings which contain discussions concerning our development efforts, strategy, new product introductions, backlog and litigation. Forward-looking statements involve numerous known and unknown risks and uncertainties that could cause actual results to differ materially and adversely from those expressed or implied. Such risks include, but are not limited to, those discussed throughout this document as well as in Item 1A. Risk Factors. Often, forward-looking statements can be identified by the use of forward-looking words, such as may, will, could, should, expect, believe, anticipate, estimate, continue, plan, intend, project and other similar terminology, or the negative of such terms. We disclaim any responsibility to update or revise any forward-looking statement provided in this Annual Report or in any of our other communications for any reason.*

**ITEM 1. BUSINESS**

Xilinx, Inc. (Xilinx, the Company or we) designs, develops and markets programmable platforms. These programmable platforms have several components:

- integrated circuits (ICs) in the form of programmable logic devices (PLDs);
- software design tools to program the PLDs;
- targeted reference designs;
- printed circuit boards; and
- intellectual property (IP) cores.

In addition to its programmable platforms, Xilinx provides design services, customer training, field engineering and technical support.

Our PLDs include field programmable gate arrays (FPGAs) and complex programmable logic devices (CPLDs) that our customers program to perform desired logic functions. Our products are designed to provide high integration and quick time-to-market for electronic equipment manufacturers in end markets such as wired and wireless communications, industrial, scientific and medical, aerospace and defense, audio, video and broadcast, consumer, automotive and data processing. We sell our products globally through independent domestic and foreign distributors and through direct sales to original equipment manufacturers (OEMs) by a network of independent sales representative firms and by a direct sales management organization.

Xilinx was founded and incorporated in California in February 1984. In April 1990, the Company reincorporated in Delaware. Our corporate facilities and executive offices are located at 2100 Logic Drive, San Jose, California 95124, and our website address is [www.xilinx.com](http://www.xilinx.com).

**Industry Overview**

There are three principal types of ICs used in most digital electronic systems: processors, which generally are utilized for control and computing tasks; memory devices, which are used for storing program instructions and data; and logic devices, which generally are used to manage the interchange and manipulation of digital signals within a system. Xilinx designs and develops PLDs, a type of logic device. Alternatives to PLDs include application specific integrated circuits (ASICs) and application specific standard products (ASSPs). PLDs, ASICs and ASSPs compete with each other since they may be utilized in many of the same types of applications within electronic systems. However, variations in unit pricing, development cost, product performance, reliability, power consumption, capacity, functionality, ease of use and time-to-market determine the degree to which the devices compete for specific applications.

Key PLD competitive advantages versus competing ASICs and ASSPs include:

- Faster time-to-market and increased design flexibility. Both of these advantages are enabled by Xilinx desktop software which allows users to implement and revise their designs quickly. In contrast, ASICs and ASSPs require significant development time and offer limited, if any, flexibility to make design changes.
- PLDs are standard components. This means that the same device can be sold to many different users for myriad of applications. In sharp contrast, ASICs and ASSPs are customized for an individual user or a

specific application.

**Table of Contents**

PLDs are generally disadvantaged in terms of relative device size. ASICs and ASSPs tend to be smaller than PLDs, resulting in a lower unit cost. However, there is a high fixed cost associated with ASIC and ASSP development that is not applicable to PLD customers. This fixed cost of development is expected to significantly increase on next generation technology nodes. From a total cost of development perspective, ASICs and ASSPs have generally been more cost effective when used in high-volume production; and, PLDs when used in low- to mid-volume production. However, we expect PLDs to be able to address higher volume applications and gain market share from ASIC and ASSP suppliers as the fixed cost of ASIC and ASSP development increases on next generation technology nodes, eroding their respective cost advantages.

An overview of typical PLD end market applications for our products is shown in the following table:

| <b>End Markets</b>      | <b>Sub-Segments</b>                | <b>Applications</b>  |
|-------------------------|------------------------------------|--|
| Communications          | Wireless                           | 3G/4G Base Stations<br>Wireless Backhaul   |
|                         | Wireline                           | Metro Area Networks<br>Optical Networks<br>Enterprise Switches<br>Mid-end and High-end Routers |
| Industrial and Other    | Industrial, Scientific and Medical | Factory Automation<br>Medical Imaging<br>Test and Measurement Equipment                        |
|                         | Aerospace and Defense              | Satellite Surveillance<br>Radar and Sonar Systems<br>Secure Communications                     |
| Consumer and Automotive | Consumer                           | Digital Televisions<br>Digital Video Recorders<br>SetTop Boxes                                 |
|                         | Automotive                         | Infotainment Systems<br>Driver Information Systems<br>Vision-Based Driver Assistance Systems   |
|                         | Audio, Video and Broadcast         | Cable Head-end Systems<br>Post Production Equipment<br>Broadcast Cameras                       |
| Data Processing         | Storage and Servers                | Security and Encryption<br>Computer Peripherals  |
|                         | Office Automation                  | Copiers<br>Printers  |

**Strategy and Competition**

Our strategy for expansion is the displacement of ASICs and ASSPs in the development of next generation electronic systems. The costs and risks associated with application-specific devices can only be justified for a short list of ultra-high volume commodity products. Programmable platforms, alternatively, are becoming critical for our customers to meet increasingly stringent product requirements cost, power, performance, and density in a business



environment characterized by increased complexity, shrinking market windows, rapidly changing market demands, capped engineering budgets, escalating ASIC and ASSP non-recurring engineering costs, and increased risk.

With every new generation of FPGAs, our strategy is to increase the performance, densities and system-level functionality, while driving down cost and power consumption, at each manufacturing process node. Secondly, our strategy is to provide simpler, smarter programmable platforms and design methodologies that free up engineers to focus on end product innovation and differentiation.

**Table of Contents**

Our PLDs compete in the logic IC industry, an industry that is intensely competitive and characterized by rapid technological change, increasing levels of integration, product obsolescence and continuous price erosion. We expect increased competition from our primary PLD competitors, Altera Corporation (Altera), Lattice Semiconductor Corporation (Lattice) and Actel Corporation (Actel), from the ASIC market, which has been ongoing since the inception of FPGAs, from the ASSP market, and from new companies that may enter the traditional programmable logic market segment. Other competitors include manufacturers of:

- high-density programmable logic products characterized by FPGA-type architectures;
- high-volume and low-cost FPGAs as programmable replacements for ASICs and ASSPs;
- ASICs and ASSPs with incremental amounts of embedded programmable logic;
- high-speed, low-density CPLDs;
- high-performance digital signal processing (DSP) devices;
- products with embedded processors;
- products with embedded multi-gigabit transceivers; and
- other new or emerging programmable logic products.

We believe that important competitive factors in the logic IC industry include:

- product pricing;
- time-to-market;
- product performance, reliability, quality, power consumption and density;
- field upgradability;
- adaptability of products to specific applications;
- ease of use and functionality of software design tools;
- availability and functionality of predefined IP cores of logic;
- inventory management;
- access to leading-edge process technology and assembly capacity; and
- ability to provide timely customer service and support.

**Silicon Product Overview**

A brief overview of the silicon product offerings, which comprise the majority of our revenues, follows in the table below. Some of our more mature product families have been excluded from the table although they continue to generate revenues. We operate and track our results in one operating segment for financial reporting purposes.

**Product Families**

| <b>FPGAs</b>  | <b>Date Introduced</b> | <b>Capacity</b>            | <b>Process Technology</b> |
|---------------|------------------------|----------------------------|---------------------------|
| Virtex®-6     | February 2009          | 75K to 760K<br>Logic Cells | 40-nanometer (nm)         |
| Virtex-5      | May 2006               | 20K to 330K<br>Logic Cells | 65-nm                     |
| Virtex-4      | June 2004              | 12K to 200K<br>Logic Cells | 90-nm                     |
| Virtex-II Pro | March 2002             | 3K to 99K<br>Logic Cells   | 130-nm                    |
| Virtex-II     | January 2001           | 1K to 104K<br>Logic Cells  | 150-nm                    |
| Spartan®-6    | February 2009          | 4K to 150K<br>Logic Cells  | 45-nm                     |
| Spartan-3A    | December 2006          | 2K to 54K<br>Logic Cells   | 90-nm                     |
| Spartan-3E    | March 2005             | 2K to 33K<br>Logic Cells   | 90-nm                     |
| Spartan-3     | April 2003             |                            | 90-nm                     |

2K to 75K  
Logic Cells  
2K to 16K  
Logic Cells

Spartan-IIIE

November 2001

150-nm

**Table of Contents**

| <b>CPLDs</b>   | <b>Date<br/>Introduced</b> | <b>Capacity<br/>32 to 512<br/>Macrocells</b> | <b>Process Technology</b> |
|----------------|----------------------------|--|---------------------------|
| CoolRunner -II | January 2002               |  | 180-nm                    |

*Virtex FPGAs*

The Virtex-6 FPGA family consists of 13 devices and is the sixth generation in the Virtex series of FPGAs. Virtex-6 FPGAs are fabricated on a high-performance, 40-nm process technology. There are three Virtex-6 families, and each is optimized to deliver different feature mixes to address a variety of markets as follows:

Virtex-6 LXT FPGAs optimized for applications that require high-performance logic, DSP and serial connectivity with low-power 6.6G serial transceivers.

Virtex-6 SXT FPGAs optimized for applications that require ultra high-performance DSP and serial connectivity with low-power 6.6G serial transceivers.

Virtex-6 HXT FPGAs optimized for communications applications that require the highest-speed serial connectivity with up to 11.2G serial transceivers.

The Virtex-5 FPGA family consists of 26 devices in five product families: Virtex-5 LX FPGAs for logic-intensive designs, Virtex-5 LXT FPGAs for high-performance logic with serial connectivity, Virtex-5 SXT FPGAs for high-performance DSP with serial connectivity, Virtex-5 FXT FPGAs for embedded processing with serial connectivity and Virtex-5 TXT FPGAs for high-bandwidth serial connectivity.

Prior generation Virtex families include Virtex-4, Virtex-II Pro, Virtex-II, Virtex-E and the original Virtex family.

*Spartan FPGAs*

The sixth generation in the Spartan FPGA series, the Spartan-6 FPGA family, is fabricated on a low-power 45-nm process technology. The Spartan-6 family is the PLD industry's first 45-nm high-volume FPGA family, consisting of 11 devices in two product families:

Spartan-6 LX FPGAs optimized for applications needing the lowest cost.

Spartan-6 LXT FPGAs optimized for applications that require LX features plus 3.125G serial transceivers.

Spartan-3 FPGAs are 90-nm FPGAs and include the original Spartan-3 family, the Spartan-3E family and the Spartan-3A family.

Prior generation Spartan families include Spartan-IIE, Spartan-II, Spartan XL and the original Spartan family.

*CPLDs*

CPLDs operate on the lowest end of the programmable logic density spectrum. CPLDs are single-chip, nonvolatile solutions characterized by instant-on and universal interconnect. CPLDs combine the advantages of ultra low power consumption with the benefits of high performance and low cost. Prior generations of CPLDs include the CoolRunner and XC9500 product families.

*EasyPath FPGAs*

EasyPath FPGAs offer customers a fast, simple method of cost-reducing FPGA designs. EasyPath FPGAs use the same production masks and fabrication process as standard FPGAs and are tested to a specific customer application to improve yield and lower costs. As a result, EasyPath FPGAs provide customers with significant cost reduction when compared to the standard FPGA devices without the conversion risk, conversion engineering effort or the additional time required to move to an ASIC. The latest generation of EasyPath FPGAs, EasyPath-6 FPGAs, provide lower total product cost of ownership for cost-reducing high performance FPGAs.

**Design Platforms and Services***Programmable Platforms*

We offer three types of programmable platforms that support our customers' designs and reduce their development efforts:

The Base Platform is the delivery vehicle for all new silicon offerings used to develop and run customer-specific software applications and hardware designs. Released at launch, the Base Platform is comprised of: FPGA silicon; ISE® (Integrated Software Environment) Design Suite design environment; integration support of optional third-party synthesis, simulation, and signal integrity tools; reference designs; development boards and IP cores.



**Table of Contents**

The Domain-Specific Platform targets one of the three primary Xilinx FPGA user profiles: the embedded processing developer; the DSP developer; or the logic/connectivity developer. It accomplishes this by augmenting the Base Platform with a targeted set of integrated technologies, including: higher-level design methodologies and tools; domain-specific IP including embedded, DSP and connectivity; domain-specific development hardware and reference designs; and operating systems and software.

The Market-Specific Platform enables software or hardware developers to quickly build and run their specific application or solution. Built for specific markets such as automotive, consumer, aerospace and defense, communications, audio, video and broadcast, industrial, or scientific and medical, the Market-Specific Platform integrates both the Base and Domain-Specific Platforms with higher targeted applications elements such as IP, reference designs and boards optimized for a particular market.

*Design Tools*

To accommodate the various design methodologies and design flows employed by the wide range of our customers user profiles such as system designers, algorithm designers, software coders and logic designers, we provide the appropriate design environment tailored to each user profile for design creation, design implementation and design verification.

The Xilinx ISE Design Suite features a complete tool chain for the three domain-specific categories: embedded, DSP and logic/connectivity. To further enhance productivity and help customers better manage the complexity of their designs, the ISE Design Suite enables designers to target area, performance, or power by simply selecting a design goal in the setup. The Xilinx ISE Design Suite also integrates with a wide range of third-party electronic design automation (EDA) software point-tools offerings.

*Intellectual Property*

Xilinx and various third parties offer hundreds of free and for-license IP components to accelerate our customers' time to market, including a host of widely used IP such as Ethernet, memory controllers, and PCIe®, as well as an abundance of domain-specific IP in the areas of embedded, DSP and connectivity, as well as market-specific IP. In addition, we have announced a partnership agreement with ARM® to define the next-generation ARM AMBA® AXI-4 interconnect technology that is enhanced and optimized for FPGA architectures to facilitate plug-and-play FPGA design and take advantage of the large ecosystem of ARM IP developers.

*Development Boards, Kits and Configuration Products*

In addition to the broad selection of legacy development boards presently offered, we have introduced a new unified board strategy that enables the creation of a standardized and coordinated set of base boards available both from Xilinx and our ecosystem partners, all utilizing the industry-standard extensions that enable customization for market specific applications. Adopting this standard for all of our base boards enables the creation of a unified, scalable and extensible delivery mechanism for all Xilinx programmable platforms.

We also offer comprehensive development kits including hardware, design tools, IP and reference designs that are designed to streamline and accelerate the development of domain-specific and market-specific applications.

Finally, Xilinx offers a range of configuration products including one-time programmable and in-system programmable storage devices to configure Xilinx FPGAs. These PROM (programmable read-only memory) products support all of our FPGA devices.

*Third-Party Alliances*

Xilinx and certain third parties have developed and continue to offer a robust ecosystem of IP, boards, tools, services, and support through the Xilinx alliance program. Xilinx also works with these third parties to make our programmable platforms available through third-party tools, IP, software, boards, and design services, and leveraged in customer designs.

*Engineering Services*

Xilinx engineering services provide customers with engineering resources to augment their design team and to provide expert design-specific advice. Xilinx tailors its engineering services to the needs of its customer, ranging from hands-on training to full design creation and implementation.

See information under the caption "Results of Operations - Net Revenues" in Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" for information about our revenues from our product

families.

## **Table of Contents**

### **Research and Development**

Our research and development (R&D) activities are primarily directed towards the design of new ICs, the development of new software design automation tools for hardware and embedded software, the design of logic IP cores, the adoption of advanced semiconductor manufacturing processes for ongoing cost reductions, performance and signal integrity improvements and the lowering of PLD power consumption. As a result of our R&D efforts, we have introduced a number of new products during the past several years including the Virtex-6 and Spartan-6 families. Additionally, we have made enhancements to our IP core offerings and introduced new versions of our ISE Design Suite. We extended our collaboration with our foundry suppliers in the development of 65-nm, 45-nm and 40-nm manufacturing technology and we were the first company in the PLD industry to ship 45-nm high-volume FPGA devices.

Our R&D challenge is to continue to develop new products that create cost-effective solutions for customers. In fiscal 2010, 2009 and 2008, our R&D expenses were \$369.5 million, \$355.4 million and \$358.1 million, respectively. We believe technical leadership and innovation are essential to our future success and we are committed to maintaining a significant level of R&D investment.

### **Sales and Distribution**

We sell our products to OEMs and to electronic components distributors who resell these products to OEMs or contract manufacturers.

We use dedicated global sales and marketing organizations as well as independent sales representatives to generate sales. In general, we focus our direct demand creation efforts on a limited number of key accounts with independent sales representatives often addressing those customers in defined territories. Distributors create demand within the balance of our customer base. Distributors also provide vendor-managed inventory, value-added services and logistics for a wide range of our OEM customers.

Whether Xilinx, the independent sales representative, or the distributor identifies the sales opportunity, a local distributor will process and fulfill the majority of all customer orders. In such situations, distributors are the sellers of the products and as such they bear all legal and financial risks generally related to the sale of commercial goods, such as credit loss, inventory shrinkage and theft, as well as foreign currency fluctuations, but excluding indemnity and warranty liability.

In accordance with our distribution agreements and industry practice, we have granted the distributors the contractual right to return certain amounts of unsold product on a periodic basis and also receive price adjustments for unsold product in the case of a subsequent change in list prices. Revenue recognition on shipments to distributors worldwide is deferred until the products are sold to the distributors' end customers.

Avnet, Inc. (Avnet) distributes the substantial majority of our products worldwide. No end customer accounted for more than 10% of our net revenues in fiscal 2010, 2009 or 2008. As of April 3, 2010 and March 28, 2009, Avnet accounted for 83% and 81% of the Company's total accounts receivable, respectively. Resale of product through Avnet accounted for 49%, 55% and 61% of the Company's worldwide net revenues in fiscal 2010, 2009 and 2008, respectively. We also use other regional distributors throughout the world. We believe distributors provide a cost-effective means of reaching a broad range of customers while providing efficient logistics services. Since PLDs are standard products, they do not present many of the inventory risks to distributors posed by ASICs, and they simplify the requirements for distributor technical support. From time to time, we may add or terminate distributors in specific geographies, or move customers to a direct support model as we deem appropriate given our strategies, the level of business and distributor performance and financial condition. For example, in the fourth quarter of fiscal 2010, we terminated our relationship with one of our North American-based distributors. See Note 2. Summary of Significant Accounting Policies and Concentrations of Risk to our consolidated financial statements, included in Item 8. Financial Statements and Supplementary Data, for information about concentrations of credit risk and Note 17. Segment Information for information about our revenues from external customers and domestic and international operations.

### **Backlog**

As of April 3, 2010, our backlog from OEM customers and backlog from end customers reported by our distributors scheduled for delivery within the next three months was \$282.0 million, compared to \$162.0 million as of March 28,



2009. Orders from end customers to our distributors are subject to changes in delivery schedules or to cancellation without significant penalty. As a result, backlogs from both OEM customers and end customers reported by our distributors as of any particular period may not be a reliable indicator of revenue for any future period.

**Wafer Fabrication**

As a fabless semiconductor company, we do not manufacture wafers used for our IC products or PROMs. Rather, we purchase wafers from multiple foundries including United Microelectronics Corporation (UMC), Toshiba Corporation (Toshiba), Seiko Epson Corporation (Seiko), Samsung Electronics Co., Ltd. and He Jian Technology (Suzhou) Co., Ltd. Currently, UMC manufactures the substantial majority of our wafers. In February 2010, the Company entered into an agreement with Taiwan Semiconductor Manufacturing Company Limited (TSMC) to be our foundry supplier at the 28-nm technology node.

## **Table of Contents**

Precise terms with respect to the volume and timing of wafer production and the pricing of wafers produced by the semiconductor foundries are determined by our periodic negotiations with the wafer foundries.

Our strategy is to focus our resources on market development and creating new ICs and software design tools rather than on wafer fabrication. We continuously evaluate opportunities to enhance foundry relationships and/or obtain additional capacity from our main suppliers as well as other suppliers of leading-edge process technologies.

### **Sort, Assembly and Test**

Wafers purchased are sorted by the foundry or independent sort subcontractors. Sorted die are assembled by subcontractors. During the assembly process, the wafers are separated into individual die, which are then assembled into various package types. Following assembly, the packaged units are generally tested by Xilinx personnel at our Singapore facility or by independent test subcontractors. We purchase most of our assembly and some of our testing services from Siliconware Precision Industries Ltd. in Taiwan, Amkor Technology, Inc. in Korea and the Philippines and STATS ChipPAC Ltd. in Singapore.

### **Quality Certification**

Xilinx has achieved quality management systems certification for ISO 9001:2000 for our facilities in San Jose, California; Dublin, Ireland; Longmont, Colorado; Singapore and Albuquerque, New Mexico. In addition, Xilinx achieved ISO 14001, TL 9000 and TS 16949 environmental and quality certifications in the San Jose, Dublin and Singapore locations, TL 9000 certifications in the Longmont and Albuquerque locations and TS 16949 certifications in the Albuquerque and Hyderabad, India locations.

### **Patents and Licenses**

While our various proprietary intellectual property rights are important to our success, we believe our business as a whole is not materially dependent on any particular patent or license, or any particular group of patents or licenses. As of April 3, 2010, we held more than 2,300 issued United States (U.S.) patents, which vary in duration, and over 650 pending U.S. patent applications relating to our proprietary technology. We maintain an active program of filing for additional patents in the areas of, but not limited to, circuits, software, IC architecture, system design, testing methodologies and other technologies relating to PLDs. We have licensed some parties to certain portions of our patent portfolio and obtained licenses to certain third-party patents as well.

We have acquired various licenses from third parties to certain technologies that are implemented in IP cores or embedded in our PLDs, such as processors. Those licenses support our continuing ability to make and sell these PLDs to our customers. We also sublicense certain third-party proprietary software and open-source software, such as compilers, for our design tools. Continued use of those software components is important to the operation of the design tools upon which customers depend.

We maintain the Xilinx trade name as well as numerous trademarks and registered trademarks including Xilinx, Virtex, Spartan, ISE and associated logos. Maintaining these rights, and the goodwill associated with these trademarks and logos, is important to our business. We also have license rights to use certain trademarks owned by consortiums and other trademark owners that are related to our products and business.

We intend to protect our intellectual property vigorously. We believe that failure to enforce our intellectual property rights (including, for example, patents, copyrights and trademarks) or failure to protect our trade secrets effectively could have an adverse effect on our financial condition and results of operations. We incurred, and in the future we may continue to incur, litigation expenses to defend against claims of infringement and to enforce our intellectual property rights against third parties. However, any such litigation may or may not be successful.

### **Employees**

As of April 3, 2010, we had 2,948 employees compared to 3,145 as of the end of the prior fiscal year. None of our employees are represented by a labor union. We have not experienced any work stoppages and believe we maintain good employee relations.

**Table of Contents****Executive Officers of the Registrant**

Certain information regarding the executive officers of Xilinx as of June 1, 2010 is set forth below:

| Name                 | Age | Position   |
|----------------------|-----|--|
| Moshe N. Gavrielov   | 55  | President and Chief Executive Officer (CEO)                            |
| Scott R. Hover-Smoot | 55  | Vice President, General Counsel and Secretary                          |
| Jon A. Olson         | 56  | Senior Vice President, Finance and Chief Financial Officer (CFO)       |
| Victor Peng          | 50  | Senior Vice President, Programmable Platforms Development              |
| Raja G. Petrakian    | 46  | Senior Vice President, Worldwide Operations                            |
| Vincent F. Ratford   | 58  | Senior Vice President, Worldwide Marketing                             |
| Vincent L. Tong      | 48  | Senior Vice President, Worldwide Quality and New Product Introductions |
| Frank A. Tornaghi    | 55  | Senior Vice President, Worldwide Sales                                 |

There are no family relationships among the executive officers of the Company or the Board of Directors.

**Moshe N. Gavrielov** joined the Company in January 2008 as President and CEO and was appointed to the Board of Directors in February 2008. Prior to joining the Company, Mr. Gavrielov served at Cadence Design Systems, Inc., an electronic design automation company, as Executive Vice President and General Manager of the Verification Division from April 2005 through November 2007. Mr. Gavrielov served as CEO of Verisity Ltd., an electronic design automation company, from March 1998 to April 2005 prior to its acquisition by Cadence Design Systems, Inc. Prior to joining Verisity, Mr. Gavrielov spent nearly 10 years at LSI Corporation (formerly LSI Logic Corporation), a semiconductor manufacturer, in a variety of executive management positions, including Executive Vice President of the Products Group, Senior Vice President and General Manager of International Marketing and Sales and Senior Vice President and General Manager of LSI Logic Europe plc. Prior to joining LSI Corporation, Mr. Gavrielov held various engineering and engineering management positions at Digital Equipment Corporation and National Semiconductor Corporation.

**Scott R. Hover-Smoot** joined the Company in October 2007 as Vice President, General Counsel and Secretary. From November 2001 to October 2007, Mr. Hover-Smoot served as Regional Counsel and Director of Legal Operations with Taiwan Semiconductor Manufacturing Company, Ltd., an independent semiconductor foundry. He served as Vice President and General Counsel of California Micro Devices Corporation, a provider of application-specific protection devices and display electronics devices from June 1994 to November 2001. Prior to joining California Micro Devices Corporation, Mr. Hover-Smoot spent over 20 years working in law firms including Berliner-Cohen, Flehr, Hohbach, Test, Albritton & Herbert, and Lyon & Lyon.

**Jon A. Olson** joined the Company in June 2005 as Vice President, Finance and CFO. Mr. Olson was promoted to his current position of Senior Vice President, Finance and CFO in August 2006. Prior to joining the Company, Mr. Olson spent more than 25 years at Intel Corporation, a semiconductor chip maker, serving in a variety of positions, including Vice President, Finance and Enterprise Services, Director of Finance.

**Victor Peng** joined the Company in April 2008 as Senior Vice President, Silicon Engineering Group and assumed his current position of Senior Vice President, Programmable Platforms Development in November 2008. Prior to joining the Company, Mr. Peng served as Corporate Vice President, Graphics Products Group at Advanced Micro Devices (AMD), a provider of processing solutions, from November 2005 to April 2008. Before joining AMD, Mr. Peng served as Vice President of Silicon Engineering in the Graphics Products Group business unit at ATI Technologies, a graphics processor unit provider, from April 2005 until its acquisition by AMD. Before joining ATI Technologies, Mr. Peng served as Vice President of Engineering at TZero Technologies, a fabless semiconductor company, from September 2004 to April 2005. From November 2000 to September 2004, Mr. Peng served as Vice President of Engineering at MIPS Technologies, a semiconductor design IP company.

**Raja G. Petrakian** joined the Company in October 1995 and has served in a number of key roles within Operations, most recently as Senior Director of Supply Chain Management and Vice President of Supply Chain Management. Dr. Petrakian was promoted to his current position of Senior Vice President, Worldwide Operations in March 2009. Prior to joining Xilinx, Dr. Petrakian spent more than three years at the IBM T.J. Research Center serving as a

research staff member in the Manufacturing Research Department.

**Vincent F. Ratford** joined the Company in January 2006 as Sr. Director of Marketing and Business Development. Mr. Ratford was promoted to Vice President and General Manager in October 2007. He was promoted to Senior Vice President, Solutions Development Group in April 2008 and assumed his current position of Senior Vice President, Worldwide Marketing in November 2008. Prior to joining the Company, he served as President and CEO of AccelChip, Inc. (AccelChip), a provider of synthesis software tools for designing DSP systems, from July 2004 until its acquisition by Xilinx in January 2006. Prior to that, Mr. Ratford operated the consulting firm, DeepTech Consulting, from April 2002 to July 2004. Mr. Ratford worked at Virage Logic Corporation, a provider of semiconductor IP, as Vice President of Marketing and Business Development from July 2000 to April 2002 and as Vice President of Sales and Marketing from February 1998 to July 2000. Before joining Virage Logic, Mr. Ratford served as Chief Operating Officer of the Microtec Division of Mentor Graphics, a provider of hardware and software design solutions to semiconductor companies, from October 1995 to December 1997. Before joining the Microtec Division, he was Director of Marketing for Mentor Graphics System Design Division from May 1993 to October 1995.

**Vincent L. Tong** joined the Company in May 1990 and has served in a number of key roles, most recently as Vice President of Product Technology and as Vice President, Worldwide Quality and Reliability. In April 2008, he was promoted to his current position of Senior Vice President, Worldwide Quality and New Product Introductions. Prior to joining the Company, Mr. Tong served in a variety of engineering positions at Monolithic Memories, a producer of logic devices, and AMD. Mr. Tong serves on the board of the Global Semiconductor Alliance, a non-profit semiconductor organization.

## **Table of Contents**

**Frank A. Tornaghi** joined the Company in February 2008 as Vice President, Worldwide Sales and was promoted to his current position of Senior Vice President, Worldwide Sales in April 2008. Prior to joining the Company, Mr. Tornaghi spent 22 years at LSI Corporation. Mr. Tornaghi acted as an independent consultant from April 2006 until he joined the Company. He served as Executive Vice President, Worldwide Sales at LSI Corporation from July 2001 to April 2006 and as Vice President, North America Sales, from May 1993 to July 2001. From 1984 until May 1993, Mr. Tornaghi held various management positions in sales at LSI Corporation.

### **Additional Information**

We make available, via a link through our investor relations website located at [www.investor.xilinx.com](http://www.investor.xilinx.com), access to our Annual Report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and any amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the U.S. Securities Exchange Act of 1934, as amended (Exchange Act) as soon as reasonably practicable after they are electronically filed with or furnished to the Securities and Exchange Commission (SEC). All such filings on our investor relations website are available free of charge. Printed copies of these documents are also available to stockholders without charge, upon written request directed to Xilinx, Inc., Attn: Investor Relations, 2100 Logic Drive, San Jose, CA 95124. Further, a copy of this Annual Report on Form 10-K is located at the SEC's Public Reference Room at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. Information on the operation of the Public Reference Room can be obtained by calling the SEC at 1-800-SEC-0330. The SEC maintains an Internet site that contains reports, proxy and information statements and other information regarding our filings at <http://www.sec.gov>. The content on any website referred to in this filing is not incorporated by reference into this filing unless expressly noted otherwise.

Additional information required by this Item 1 is incorporated by reference to the section captioned "Net Revenues by Geography" in Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" and to "Note 17. Segment Information" to our consolidated financial statements, included in Item 8.

Financial Statements and Supplementary Data.

This annual report includes trademarks and service marks of Xilinx and other companies that are unregistered and registered in the U. S. and other countries.

### **ITEM 1A. RISK FACTORS**

The following risk factors and other information included in this Annual Report on Form 10-K should be carefully considered. The risks and uncertainties described below are not the only risks to the Company. Additional risks and uncertainties not presently known to the Company or that the Company's management currently deems immaterial also may impair its business operations. If any of the risks described below were to occur, our business, financial condition, operating results and cash flows could be materially adversely affected.

**Our success depends on our ability to develop and introduce new products and failure to do so would have a material adverse impact on our financial condition and results of operations.**

Our success depends in large part on our ability to develop and introduce new products that address customer requirements and compete effectively on the basis of price, density, functionality, power consumption and performance. The success of new product introductions is dependent upon several factors, including:

- timely completion of new product designs;
- ability to generate new design opportunities or design wins;
- availability of specialized field application engineering resources supporting demand creation and customer adoption of new products;
- ability to utilize advanced manufacturing process technologies on circuit geometries of 45-nm and smaller;
- achieving acceptable yields;
- ability to obtain adequate production capacity from our wafer foundries and assembly and test subcontractors;
- ability to obtain advanced packaging;
- availability of supporting software design tools;
- utilization of predefined IP cores of logic;
- customer acceptance of advanced features in our new products; and
- market acceptance of our customers' products.



**Table of Contents**

Our product development efforts may not be successful, our new products may not achieve industry acceptance and we may not achieve the necessary volume of production that would lead to further per unit cost reductions. Revenues relating to our mature products are expected to decline in the future, which is normal for our product life cycles. As a result, we may be increasingly dependent on revenues derived from design wins for our newer products as well as anticipated cost reductions in the manufacture of our current products. We rely primarily on obtaining yield improvements and corresponding cost reductions in the manufacture of existing products and on introducing new products that incorporate advanced features and other price/performance factors that enable us to increase revenues while maintaining consistent margins. To the extent that such cost reductions and new product introductions do not occur in a timely manner, or to the extent that our products do not achieve market acceptance at prices with higher margins, our financial condition and results of operations could be materially adversely affected.

**We rely on independent foundries for the manufacture of all of our products and a manufacturing problem or insufficient foundry capacity could adversely affect our operations.**

Nearly all of our wafers were manufactured either in Taiwan, by United Microelectronics Corporation (UMC), or in Japan, by Toshiba Corporation (Toshiba). In addition, the wafers for our older products are manufactured in Japan by Seiko Epson Corporation (Seiko) and the wafers for some of our newer products are manufactured in South Korea, by Samsung Electronics Co., Ltd. Terms with respect to the volume and timing of wafer production and the pricing of wafers produced by the semiconductor foundries are determined by periodic negotiations between Xilinx and these wafer foundries, which usually result in short-term agreements that do not provide for long-term supply or allocation commitments. We are dependent on these foundries, especially UMC, which supplies the substantial majority of our wafers. We rely on UMC to produce wafers with competitive performance and cost attributes. These attributes include an ability to transition to advanced manufacturing process technologies and increased wafer sizes, produce wafers at acceptable yields and deliver them in a timely manner. We cannot guarantee that the foundries that supply our wafers will not experience manufacturing problems, including delays in the realization of advanced manufacturing process technologies or difficulties due to limitations of new and existing process technologies. Furthermore, we cannot guarantee the foundries will be able to manufacture sufficient quantities of our products. In addition, unpredictable economic conditions may adversely impact the financial health and viability of the foundries and result in their insolvency or their inability to meet their commitments to us. For example, in the first quarter of fiscal 2010, we experienced supply shortages due to the difficulties encountered by the foundries in rapidly increasing their production capacities from low utilization levels to high utilization levels because of an unexpected increase in demand. In the fourth quarter of fiscal 2010, we also experienced supply shortages due to very strong demand for our products and a surge in demand for semiconductors in general, which has led to tightening of foundry capacity across the industry. The insolvency of a foundry or any significant manufacturing problem or insufficient foundry capacity would disrupt our operations and negatively impact our financial condition and results of operations.

We have established other sources of wafer supply for many of our products in an effort to secure a continued supply of wafers. However, establishing, maintaining and managing multiple foundry relationships require the investment of management resources as well as additional costs. If we do not manage these relationships effectively, it could adversely affect our results of operations.

**General economic conditions and the related deterioration in the global business environment could have a material adverse effect on our business, operating results and financial condition.**

During the past two years, global consumer confidence eroded amidst concerns over declining asset values, inflation, volatility in energy costs, geopolitical issues, the availability and cost of credit, rising unemployment, and the stability and solvency of financial institutions, financial markets, businesses and sovereign nations, among other concerns. These concerns slowed global economic growth and resulted in recessions in numerous countries, including many of those in North America, Europe and Asia. These economic conditions had a negative impact on our results of operations during the third and fourth quarters of fiscal 2009 and the first and second quarters of fiscal 2010 due to reduced customer demand. While there have been recent improvements in global economic conditions and our results of operations improved during the second half of fiscal 2010, there is no guarantee that these improvements will continue in the future. If unpredictable economic conditions persist or worsen, a number of negative effects on our business could result, including customers or potential customers reducing or delaying orders, the insolvency of key suppliers, which could result in production delays, the inability of customers to obtain credit, and the insolvency of

one or more customers. Any of these effects could impact our ability to effectively manage inventory levels and collect receivables and ultimately decrease our net revenues and profitability.

**The semiconductor industry is characterized by cyclical market patterns and a significant industry downturn could adversely affect our operating results.**

The semiconductor industry is highly cyclical and our financial performance has been affected by downturns in the industry, including the current downturn. Down cycles are generally characterized by price erosion and weaker demand for our products. Weaker demand for our products resulting from economic conditions in the end markets we serve and reduced capital spending by our customers can result, and in the past has resulted in excess and obsolete inventories and corresponding inventory write-downs. We attempt to identify changes in market conditions as soon as possible; however, the dynamics of the market in which we operate make prediction of and timely reaction to such events difficult. Due to these and other factors, our past results are not reliable predictors of our future results.



## Table of Contents

### **The nature of our business makes our revenues difficult to predict which could have an adverse impact on our business.**

In addition to the challenging market conditions we may face, we have limited visibility into the demand for our products, particularly new products, because demand for our products depends upon our products being designed into our end customers' products and those products achieving market acceptance. Due to the complexity of our customers' designs, the design to volume production process for our customers requires a substantial amount of time, frequently longer than a year. In addition, we are dependent upon turns, orders received and turned for shipment in the same quarter. These factors make it difficult for us to forecast future sales and project quarterly revenues. The difficulty in forecasting future sales impairs our ability to project our inventory requirements, which could result, and in the past has resulted, in inventory write-downs or failure to timely meet customer product demands. In addition, difficulty in forecasting revenues compromises our ability to provide forward-looking revenue and earnings guidance.

### **If we are not able to successfully compete in our industry, our financial results and future prospects will be adversely affected.**

Our PLDs compete in the logic IC industry, an industry that is intensely competitive and characterized by rapid technological change, increasing levels of integration, product obsolescence and continuous price erosion. We expect increased competition from our primary PLD competitors, Altera, Lattice and Actel, from the ASIC market, which has been ongoing since the inception of FPGAs, from the ASSP market, and from new companies that may enter the traditional programmable logic market segment. We believe that important competitive factors in the logic IC industry include:

- product pricing;
- time-to-market;
- product performance, reliability, quality, power consumption and density;
- field upgradeability;
- adaptability of products to specific applications;
- ease of use and functionality of software design tools;
- availability and functionality of predefined IP cores of logic;
- inventory and supply chain management;
- access to leading-edge process technology and assembly capacity; and
- ability to provide timely customer service and support.

Our strategy for expansion in the logic market includes continued introduction of new product architectures that address high-volume, low-cost and low-power applications as well as high-performance, high-density applications. In addition, we anticipate continued price reductions proportionate with our ability to lower the cost for established products. However, we may not be successful in achieving these strategies.

Other competitors include manufacturers of:

- high-density programmable logic products characterized by FPGA-type architectures;
- high-volume and low-cost FPGAs as programmable replacements for ASICs and ASSPs;
- ASICs and ASSPs with incremental amounts of embedded programmable logic;
- high-speed, low-density CPLDs;
- high-performance DSP devices;
- products with embedded processors;
- products with embedded multi-gigabit transceivers; and
- other new or emerging programmable logic products.

Several companies have introduced products that compete with ours or have announced their intention to sell PLD products. To the extent that our efforts to compete are not successful, our financial condition and results of operations could be materially adversely affected.

The benefits of programmable logic have attracted a number of competitors to this segment. We recognize that different applications require different programmable technologies, and we are developing architectures, processes and products to meet these varying customer needs. Recognizing the increasing importance of standard software solutions, we have developed common software design tools that support the full range of our IC products. We believe

that automation and ease of design are significant competitive factors in this segment.

## **Table of Contents**

We could also face competition from our licensees. In the past we have granted limited rights to other companies with respect to certain of our older technology, and we may do so in the future. Granting such rights may enable these companies to manufacture and market products that may be competitive with some of our older products.

### **Increased costs of wafers and materials, or shortages in wafers and materials, could adversely impact our gross margins and lead to reduced revenues.**

If greater demand for wafers is not offset by an increase in foundry capacity, or market demand for wafers or production and assembly materials increases, our supply of wafers and other materials could become limited. Such shortages raise the likelihood of potential wafer price increases and wafer shortages or shortages in materials at production and test facilities and our resulting potential inability to address customer product demands in a timely manner. Such increases in wafer prices or materials could adversely affect our gross margins and shortages of wafers and materials would adversely affect our ability to meet customer demands and lead to reduced revenue.

### **We depend on distributors, primarily Avnet, to generate a majority of our sales and complete order fulfillment.**

Resale of product through Avnet accounted for 49% of our worldwide net revenues in fiscal 2010, and as of April 3, 2010, Avnet accounted for 83% of our total accounts receivable. In addition, we are subject to concentrations of credit risk in our trade accounts receivable, which includes accounts of our distributors. A significant reduction of effort by a distributor to sell our products or a material change in our relationship with one or more distributors may reduce our access to certain end customers and adversely affect our ability to sell our products. In the fourth quarter of fiscal 2010, we terminated our relationship with one of our North American-based distributors. As a result, we are increasingly dependent on our relationship with Avnet. Any adverse change to our relationship with Avnet or our remaining distributors could have a material impact on our business. Furthermore, if a key distributor materially defaults on a contract or otherwise fails to perform, our business and financial results would suffer.

In addition, the financial health of our distributors and our continuing relationships with them are important to our success. Unpredictable economic conditions may adversely impact the financial health of some of these distributors, particularly our smaller distributors. This could result in the insolvency of certain distributors, the inability of distributors to obtain credit to finance the purchase of our products, or cause distributors to delay payment of their obligations to us and increase our credit risk exposure. Our business could be harmed if the financial health of these distributors impairs their performance and we are unable to secure alternate distributors.

### **We are dependent on independent subcontractors for most of our assembly and test services and unavailability or disruption of these services could negatively impact our financial condition and results of operations.**

We are also dependent on subcontractors to provide semiconductor assembly, substrate, test and shipment services. Any prolonged inability to obtain wafers with competitive performance and cost attributes, adequate yields or timely delivery, any disruption in assembly, test or shipment services, or any other circumstance that would require us to seek alternative sources of supply, could delay shipments and have a material adverse effect on our ability to meet customer demands. In addition, unpredictable economic conditions may adversely impact the financial health and viability of these subcontractors and result in their insolvency or their inability to meet their commitments to us. These factors would result in reduced net revenues and could negatively impact our financial condition and results of operations.

### **A number of factors can impact our gross margins.**

A number of factors, including yield, wafer pricing, product mix, market acceptance of our new products, competitive pricing dynamics, geographic and/or market segment pricing strategies cause our gross margins to fluctuate. In addition, forecasting our gross margins is difficult because the majority of our business is based on turns within the same quarter.

### **Reductions in the average selling prices of our products could have a negative impact on our gross margins.**

The average selling prices of our products generally decline as the products mature. We seek to offset the decrease in selling prices through yield improvement, manufacturing cost reductions and increased unit sales. We also continue to develop higher value products or product features that increase, or slow the decline of, the average selling price of our products. However, there is no guarantee that our ongoing efforts will be successful or that they will keep pace with the decline in selling prices of our products, which could ultimately lead to a decline in revenues and have a negative effect on our gross margins.



## Table of Contents

**Because of our international business and operations, we are vulnerable to the economic conditions of the countries in which we operate and currency fluctuations could have a material adverse effect on our business and negatively impact our financial condition and results of operations.**

In addition to our U.S. operations, we also have significant international operations, including foreign sales offices to support our international customers and distributors, our regional headquarters in Ireland and Singapore and a research and development site in India. In connection with the restructuring we announced in April 2009, our international operations grew as we relocated certain operations and administrative functions outside the U.S. Sales and operations outside of the U.S. subject us to the risks associated with conducting business in foreign economic and regulatory environments. Our financial condition and results of operations could be adversely affected by unfavorable economic conditions in countries in which we do significant business or by changes in foreign currency exchange rates affecting those countries. We derive over one-half of our revenues from international sales, primarily in the Asia Pacific region, Europe and Japan. Past economic weakness in these markets adversely affected revenues. While there have been signs of economic recovery in the U.S. and other markets, there can be no assurance that such improvement will continue or is sustainable. Sales to all direct OEMs and distributors are denominated in U.S. dollars. While the recent movement of the Euro and Yen against the U.S. dollar had no material impact to our business, increased volatility could impact our European and Japanese customers. Currency instability and volatility and disruptions in the credit and capital markets may increase credit risks for some of our customers and may impair our customers' ability to repay existing obligations. Increased currency volatility could also positively or negatively impact our foreign-currency-denominated costs, assets and liabilities. In addition, devaluation of the U.S. dollar relative to other foreign currencies may increase the operating expenses of our foreign subsidiaries adversely affecting our results of operations. Furthermore, because we are increasingly dependent on the global economy, instability in worldwide economic environments occasioned, for example, by political instability, terrorist activity or U.S. or other military actions could adversely impact economic activity and lead to a contraction of capital spending by our customers. Any or all of these factors could adversely affect our financial condition and results of operations in the future.

**We are subject to the risks associated with conducting business operations outside of the U.S. which could adversely affect our business.**

In addition to international sales and support operations and development activities, we purchase our wafers from foreign foundries and have our commercial products assembled, packaged and tested by subcontractors located outside the U.S. All of these activities are subject to the uncertainties associated with international business operations, including tax laws and regulations, trade barriers, economic sanctions, import and export regulations, duties and tariffs and other trade restrictions, changes in trade policies, foreign governmental regulations, potential vulnerability of and reduced protection for IP, longer receivable collection periods and disruptions or delays in production or shipments, any of which could have a material adverse effect on our business, financial condition and/or operating results. Additional factors that could adversely affect us due to our international operations include rising oil prices and increased costs of natural resources. Moreover, our financial condition and results of operations could be affected in the event of political conflicts or economic crises in countries where our main wafer providers, end customers and contract manufacturers who provide assembly and test services worldwide, are located. Adverse change to the circumstances or conditions of our international business operations could have a material adverse effect on our business.

**We are exposed to fluctuations in interest rates and changes in credit rating and in the market values of our portfolio investments which could have a material adverse impact on our financial condition and results of operations.**

Our cash, short-term and long-term investments represent significant assets that may be subject to fluctuating or even negative returns depending upon interest rate movements, changes in credit rating and financial market conditions. Since September 2007, the global credit markets have experienced adverse conditions that have negatively impacted the values of various types of investment and non-investment grade securities. During this time, the global credit and capital markets experienced significant volatility and disruption due to instability in the global financial system, uncertainty related to global economic conditions and concerns regarding sovereign financial stability.

While general conditions in the global credit markets have improved, there is a risk that we may incur other-than-temporary impairment charges for certain types of investments should credit market conditions deteriorate or the underlying assets fail to perform as anticipated. Our future investment income may fall short of expectations due to changes in interest rates or if the decline in fair values of our debt securities is judged to be other than temporary. Furthermore, we may suffer losses in principal if we are forced to sell securities that have declined in market value due to changes in interest rates or financial market conditions.

## **Table of Contents**

### **Our failure to protect and defend our intellectual property could impair our ability to compete effectively.**

We rely upon patent, copyright, trade secret, mask work and trademark laws to protect our intellectual property. We cannot provide assurance that such intellectual property rights can be successfully asserted in the future or will not be invalidated, violated, circumvented or challenged. From time to time, third parties, including our competitors, have asserted against us patent, copyright and other intellectual property rights to technologies that are important to us. Third parties may attempt to misappropriate our IP through electronic or other means or assert infringement claims against our indemnitees or us in the future. Such assertions by third parties may result in costly litigation, indemnity claims or other legal actions and we may not prevail in such matters or be able to license any valid and infringed patents from third parties on commercially reasonable terms. This could result in the loss of our ability to import and sell our products. Any infringement claim, indemnification claim, or impairment or loss of use of our intellectual property could materially adversely affect our financial condition and results of operations.

### **We rely on information technology systems, and failure of these systems to function properly or unauthorized access to our systems could result in business disruption.**

We rely in part on various information technology (IT) systems to manage our operations, including financial reporting, and we regularly evaluate these systems and make changes to improve them as necessary. Consequently, we periodically implement new, or enhance existing, operational and IT systems, procedures and controls. For example, we recently simplified our supply chain and were required to make certain changes to our IT systems. Any delay in the implementation of, or disruption in the transition to, new or enhanced systems, procedures or controls, could harm our ability to record and report financial and management information on a timely and accurate basis. These systems are also subject to power and telecommunication outages or other general system failures. Failure of our IT systems or difficulties in managing them could result in business disruption. We also may be subject to unauthorized access to our IT systems through a security breach or attack. We seek to detect and investigate any security incidents and prevent their recurrence, but in some cases, we might be unaware of an incident or its magnitude and effects. Our business could be significantly harmed and we could be subject to third party claims in the event of such a security breach.

### **Earthquakes and other natural disasters could disrupt our operations and have a material adverse effect on our financial condition and results of operations.**

The independent foundries upon which we rely to manufacture our products, as well as our California and Singapore facilities, are located in regions that are subject to earthquakes and other natural disasters. UMC's foundries in Taiwan and Toshiba's and Seiko's foundries in Japan as well as many of our operations in California are centered in areas that have been seismically active in the recent past and some areas have been affected by other natural disasters such as typhoons. Any catastrophic event in these locations will disrupt our operations, including our manufacturing activities. This type of disruption could result in our inability to manufacture or ship products, thereby materially adversely affecting our financial condition and results of operations. Our insurance may not cover losses resulting from such disruptions of our operations. Additionally, disruption of operations at these foundries for any reason, including other natural disasters such as typhoons, volcano eruptions, fires or floods, as well as disruptions in access to adequate supplies of electricity, natural gas or water could cause delays in shipments of our products, and could have a material adverse effect on our results of operations.

### **If we are unable to maintain effective internal controls, our stock price could be adversely affected.**

We are subject to the ongoing internal control provisions of Section 404 of the Sarbanes-Oxley Act of 2002 (the Act). Our controls necessary for continued compliance with the Act may not operate effectively at all times and may result in a material weakness disclosure. The identification of material weaknesses in internal control, if any, could indicate a lack of proper controls to generate accurate financial statements and could cause investors to lose confidence and our stock price to drop.

### **We compete with others to attract and retain key personnel, and any loss of, or inability to attract, such personnel would harm us.**

We depend on the efforts and abilities of certain key members of management and other technical personnel. Our future success depends, in part, upon our ability to retain such personnel and attract and retain other highly qualified personnel, particularly product engineers. Competition for such personnel is intense and we may not be successful in

hiring or retaining new or existing qualified personnel. From time to time we have effected restructurings which eliminate a number of positions. Even if such personnel are not directly affected by the restructuring effort, such terminations can have a negative impact on morale and our ability to attract and hire new qualified personnel in the future. If we lose existing qualified personnel or are unable to hire new qualified personnel, as needed, our business, financial condition and results of operations could be seriously harmed.

**Unfavorable results of legal proceedings could adversely affect our financial condition and operating results.**

From time to time we are subject to various legal proceedings and claims that arise out of the ordinary conduct of our business. Certain claims are not yet resolved, including those that are discussed under Item 3. Legal Proceedings, included in Part I, and additional claims may arise in the future. Results of legal proceedings cannot be predicted with certainty. Regardless of its merit, litigation may be both time-consuming and disruptive to our operations and cause significant expense and diversion of management attention and we may enter into material settlements to avoid these risks. Should we fail to prevail in certain matters, or should several of these matters be resolved against us in the same reporting period, we may be faced with significant monetary damages or injunctive relief against us that would materially and adversely affect a portion of our business and might materially and adversely affect our financial condition and operating results.



## **Table of Contents**

### **Our products could have defects which could result in reduced revenues and claims against us.**

We develop complex and evolving products that include both hardware and software. Despite our testing efforts and those of our subcontractors, defects may be found in existing or new products. These defects may cause us to incur significant warranty, support and repair or replacement costs, divert the attention of our engineering personnel from our product development efforts and harm our relationships with customers. Subject to certain terms and conditions, we have agreed to compensate certain customers for limited specified costs they actually incur in the event our hardware products experience epidemic failure. As a result, epidemic failure and other performance problems could result in claims against us, the delay or loss of market acceptance of our products and would likely harm our business. Our customers could also seek damages from us for their losses.

In addition, we could be subject to product liability claims. A product liability claim brought against us, even if unsuccessful, would likely be time-consuming and costly to defend. Product liability risks are particularly significant with respect to aerospace, automotive and medical applications because of the risk of serious harm to users of these products. Any product liability claim, whether or not determined in our favor, could result in significant expense, divert the efforts of our technical and management personnel, and harm our business.

### **In preparing our financial statements, we make good faith estimates and judgments that may change or turn out to be erroneous.**

In preparing our financial statements in conformity with accounting principles generally accepted in the U. S., we must make estimates and judgments in applying our most critical accounting policies. Those estimates and judgments have a significant impact on the results we report in our consolidated financial statements. The most difficult estimates and subjective judgments that we make concern valuation of marketable and non-marketable securities, revenue recognition, inventories, long-lived assets, goodwill, taxes and stock-based compensation. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. We also have other key accounting policies that are not as subjective, and therefore, their application would not require us to make estimates or judgments that are as difficult, but which nevertheless could significantly affect our financial reporting. Actual results may differ materially from these estimates. If these estimates or their related assumptions change, our operating results for the periods in which we revise our estimates or assumptions could be adversely and perhaps materially affected.

### **Our failure to comply with the requirements of the International Traffic and Arms Regulations could have a material adverse effect on our financial condition and results of operations.**

Based on a recent jurisdictional ruling, certain Xilinx space-grade FPGAs and related technologies are subject to the International Traffic in Arms Regulations (ITAR), which are administered by the U.S. Department of State. The ITAR governs the export and reexport of these FPGAs, the transfer of related technical data and the provision of defense services, as well as offshore production, test and assembly. We are required to maintain an internal compliance program and security infrastructure to meet ITAR requirements.

An inability to obtain the required export licenses, or to predict when they will be granted, increases the difficulties of forecasting shipments. In addition, security or compliance program failures that could result in penalties or a loss of export privileges, as well as stringent ITAR licensing restrictions that may make our products less attractive to overseas customers, could have a materially adverse effect on our business, financial condition, and/or operating results.

### **Considerable amounts of our common shares are available for issuance under our equity incentive plans and convertible debentures, and significant issuances in the future may adversely impact the market price of our common shares.**

As of April 3, 2010, we had 2.00 billion authorized common shares, of which 273.5 million shares were outstanding. In addition, 54.7 million common shares were reserved for issuance pursuant to our equity incentive plans and Employee Stock Purchase Plan, and 22.6 million shares were reserved for issuance upon conversion or repurchase of the convertible debentures. The availability of substantial amounts of our common shares resulting from the exercise or settlement of equity awards outstanding under our equity incentive plans or the conversion or repurchase of convertible debentures using common shares, which would be dilutive to existing stockholders, could adversely affect

the prevailing market price of our common shares and could impair our ability to raise additional capital through the sale of equity securities.

## **Table of Contents**

### **ITEM 1B. UNRESOLVED STAFF COMMENTS**

Not applicable.

### **ITEM 2. PROPERTIES**

Our corporate offices, which include the administrative, sales, customer support, marketing, R&D and manufacturing and testing groups, are located in San Jose, California. This main site consists of adjacent buildings providing 588,000 square feet of space, which we own. Excess space in this facility is leased to tenants under multi-year lease agreements. We also own two parcels of land totaling approximately 121 acres in South San Jose near our corporate facility. At present, we do not have any plans to develop the land. We also have a 106,000 square foot leased facility in San Jose, which we do not occupy and is presently listed for subleasing.

We own a 228,000 square foot facility in the metropolitan area of Dublin, Ireland, which serves as our regional headquarters in Europe. The Irish facility is primarily used for service and support for our customers in Europe, R&D, marketing and IT support.

We own a 222,000 square foot facility in Singapore, which serves as our Asia Pacific regional headquarters. We own the building but the land is subject to a 30-year lease expiring in November 2035. The Singapore facility is primarily used for manufacturing and testing of our products, service and support for our customers in Asia Pacific/Japan, coordination and management of certain third parties in our supply chain and R&D. Excess space in the facility is leased to tenants under long-term lease agreements.

We own a 130,000 square foot facility in Longmont, Colorado. The Longmont facility serves as the primary location for our software efforts in the areas of R&D, manufacturing and quality control. In addition, we own a 200,000 square foot facility and 40 acres of land adjacent to the Longmont facility for future expansion. The facility is partially leased to tenants under long-term lease agreements and partially used by the Company.

We own a 45,000 square foot facility in Albuquerque, New Mexico, which serves as the primary facility for the development efforts of our CoolRunner CPLD as well as IP cores.

We lease office facilities for our engineering design centers in Portland, Oregon; Grenoble, France; Edinburgh, Scotland; Hyderabad, India and Toronto, Canada. We also lease sales offices in various locations throughout North America, which include the metropolitan areas of Chicago, Dallas, Los Angeles, Nashua, Ottawa, Raleigh, San Diego and Toronto as well as international sales offices located in the metropolitan areas of Beijing, Brussels, Helsinki, Hong Kong, London, Milan, Munich, Osaka, Paris, Seoul, Shanghai, Shenzhen, Stockholm, Taipei, Tel Aviv and Tokyo.

### **ITEM 3. LEGAL PROCEEDINGS**

#### **Internal Revenue Service**

The IRS audited and issued proposed adjustments to the Company's tax returns for fiscal 1996 through 2001. The Company filed petitions with the Tax Court in response to assertions by the IRS relating to fiscal 1996 through 2000. Except to the extent there is a further appeal by the IRS, all issues have been settled with the IRS in this matter as described below.

On August 30, 2005, the Tax Court issued its opinion concerning whether the value of stock options must be included in the cost sharing agreement with Xilinx Ireland. The Tax Court agreed with the Company that no amount for stock options was to be included in the cost sharing agreement, and thus, the Company had no tax, interest, or penalties due for this issue. The Tax Court entered its decision on May 31, 2006. On August 25, 2006, the IRS appealed the decision to the U.S. Court of Appeals for the Ninth Circuit (Appeals Court). The Company and the IRS presented oral arguments to a three-judge panel of the Appeals Court on March 12, 2008. On May 27, 2009, the Company received a 2-1 adverse judicial ruling from the Appeals Court reversing the Tax Court decision and holding that the Company should include stock option amounts in its cost sharing agreement with Xilinx Ireland. The Company did not agree with the Appeals Court decision and filed a motion for rehearing on August 12, 2009. On January 13, 2010, the Appeals Court issued an order withdrawing both the majority and dissent opinions that were issued on May 27, 2009. On March 22, 2010, the Appeals Court affirmed the August 30, 2005 Tax Court decision in Xilinx's favor.

In a separate matter, on December 8, 2008, the IRS issued a statutory notice of deficiency reflecting proposed audit adjustments for fiscal 2005. The Company began negotiations with the IRS Appeals Division on this matter in the third quarter of fiscal 2010. On March 22, 2010, the Company settled the proposed adjustment related to the acquired

technology with no net change in tax liability. The Company believes it has provided adequate reserves for the remaining issues.

**Table of Contents**

**Patent Litigation**

On November 5, 2009, Agere Systems, Inc. (Agere), a wholly-owned subsidiary of LSI Corporation (LSI), filed an action for patent infringement and breach of contract of a patent license agreement against the Company in the Supreme Court of the State of New York (*Agere Systems Inc. v. Xilinx, Inc.*, Index No. 603382/09, the New York State Action). This action was ultimately removed to U.S. District Court for the Southern District of New York, and consolidated with the Company's related actions against Agere and LSI. On April 2, 2010, Xilinx and LSI reached a resolution on the foregoing matters and all outstanding litigation between Xilinx and LSI and Agere have been dismissed with prejudice. This resolution did not have a material impact on the Company's financial position or results of operations.

On December 28, 2007, a patent infringement lawsuit was filed by PACT XPP Technologies, AG (PACT) against the Company in the U.S. District Court for the Eastern District of Texas, Marshall Division (PACT XPP Technologies, AG. v. Xilinx, Inc. and Avnet, Inc. Case No. 2:07-CV-563). The lawsuit pertains to eleven different patents and PACT seeks injunctive relief, unspecified damages, interest and attorneys' fees. Neither the likelihood, nor the amount of any potential exposure to the Company is estimable at this time.

**Other Matters**

From time to time, we are involved in various disputes and litigation matters that arise in the ordinary course of our business. These include disputes and lawsuits related to intellectual property, mergers and acquisitions, licensing, contract law, tax, regulatory, distribution arrangements, employee relations and other matters. Periodically, we review the status of each matter and assess its potential financial exposure. If the potential loss from any claim or legal proceeding is considered probable and a range of possible losses can be estimated, we accrue a liability for the estimated loss. Legal proceedings are subject to uncertainties, and the outcomes are difficult to predict. Because of such uncertainties, accruals are based only on the best information available at the time. As additional information becomes available, we continue to reassess the potential liability related to pending claims and litigation and may revise estimates.

**ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

No matters were submitted to a vote of security holders during the fourth quarter of the fiscal year covered by this report.

**Table of Contents****PART II****ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

Our common stock trades on the NASDAQ Global Select Market under the symbol XLNX. As of May 6, 2010, there were approximately 744 stockholders of record. Since many holders' shares are listed under their brokerage firms names, the actual number of stockholders is estimated by the Company to be over 96,000.

The following table sets forth the high and low closing sale prices, for the periods indicated, for our common stock as reported by the NASDAQ Global Select Market:

|                | Fiscal 2010 |          | Fiscal 2009 |          |
|----------------|-------------|----------|-------------|----------|
|                | High        | Low      | High        | Low      |
| First Quarter  | \$ 21.85    | \$ 18.38 | \$ 28.16    | \$ 22.96 |
| Second Quarter | 23.83       | 19.15    | 27.55       | 22.48    |
| Third Quarter  | 25.36       | 21.55    | 23.45       | 14.61    |
| Fourth Quarter | 27.32       | 23.28    | 20.38       | 15.47    |

**Dividends Declared Per Common Share**

The following table presents the quarterly dividends declared on our common stock for the periods indicated:

|                | Fiscal<br>2010 | Fiscal<br>2009 |
|----------------|----------------|----------------|
| First Quarter  | \$ 0.14        | \$ 0.14        |
| Second Quarter | 0.14           | 0.14           |
| Third Quarter  | 0.16           | 0.14           |
| Fourth Quarter | 0.16           | 0.14           |

On April 27, 2010, our Board of Directors declared a cash dividend of \$0.16 per common share for the first quarter of fiscal 2011. The dividend is payable on June 9, 2010 to stockholders of record on May 19, 2010.

**Issuer Purchases of Equity Securities**

On February 25, 2008, we announced a repurchase program for up to \$800.0 million of common stock. On November 6, 2008, our Board of Directors approved an amendment of this repurchase program to provide that the funds may also be used to repurchase our outstanding 3.125% junior subordinated convertible debentures (debentures). This repurchase program has no stated expiration date. The Company repurchased 6.2 million shares of its common stock in the open market for \$150.0 million during fiscal 2010. Through April 3, 2010, the Company had used \$424.3 million of the \$800.0 million authorized for the repurchase of its outstanding common stock and debentures, leaving \$375.7 million available for future purchases.

The following table summarizes the Company's repurchase of its common stock during the fourth quarter of fiscal 2010:

|  | Total<br>Number<br>of Shares | Average<br>Price Paid<br>per Share | Total Number<br>of<br>Shares<br>Purchased<br>as Part of<br>Publicly<br>Announced<br>Program | Approximate<br>Dollar Value of<br>Shares that May<br>Yet Be<br>Purchased<br>Under the<br>Program |
|--|------------------------------|------------------------------------|---|--|
| (In thousands, except per share amounts) | Purchased                    |                                    |   |  |
| Period                                   |                              |                                    |   |  |
| January 3, 2010 to February 6, 2010      | 2,707                        | \$ 24.09                           | 2,707   | \$ 435,494   |
| February 7 to March 6, 2010              | 2,392                        | \$ 24.99                           | 2,392   | \$ 375,709   |
| March 7 to April 3, 2010                 |                              | \$                                 |   | \$ 375,709   |

|                       |       |    |       |       |
|-----------------------|-------|----|-------|-------|
| Total for the Quarter | 5,099 | \$ | 24.51 | 5,099 |
|-----------------------|-------|----|-------|-------|

See Note 15. Stockholders' Equity to our consolidated financial statements, included in Item 8. Financial Statements and Supplementary Data for information regarding our stock repurchase plans.

**Table of Contents****Company Stock Price Performance**

The following graph shows a comparison of cumulative total return for the Company's common stock, the Standard & Poor's 500 Stock Index (S&P 500 Index), and the Standard & Poor's 500 Semiconductors Index (S&P 500 Semiconductors Index). The graph covers the period from April 1, 2005, the last trading day before Xilinx's 2006 fiscal year, to April 1, 2010, the last trading day of Xilinx's 2010 fiscal year. The graph and table assume that \$100 was invested on April 1, 2005 in Xilinx, Inc. common stock, the S&P 500 Index and the S&P 500 Semiconductors Index and that all dividends were reinvested.

| Company / Index              | 4/1/05 | 3/31/06 | 3/30/07 | 3/28/08 | 3/27/09 | 4/1/10 |
|------------------------------|--------|---------|---------|---------|---------|--------|
| Xilinx, Inc.                 | 100.00 | 89.40   | 91.67   | 83.87   | 72.76   | 98.57  |
| S&P 500 Index                | 100.00 | 112.46  | 125.76  | 118.70  | 75.57   | 111.49 |
| S&P 500 Semiconductors Index | 100.00 | 109.70  | 101.28  | 94.82   | 70.17   | 107.00 |

*Note:* Stock price performance and indexed returns for our Common Stock are historical and are not indicators of future price performance or future investment returns.



**Table of Contents****ITEM 6. SELECTED FINANCIAL DATA****Consolidated Statement of Income Data****Five years ended April 3, 2010**

(In thousands, except per share amounts)

|  | 2010(1)      | 2009(2)      | 2008(3)      | 2007(4)      | 2006(5)      |
|--|--------------|--------------|--------------|--------------|--------------|
| Net revenues                             | \$ 1,833,554 | \$ 1,825,184 | \$ 1,841,372 | \$ 1,842,739 | \$ 1,726,250 |
| Operating income (6)                     | 432,149      | 429,518      | 424,194      | 347,767      | 412,062      |
| Income before income taxes (6)           |              |              |              |              |              |
| (7)                                      | 421,765      | 458,026      | 469,489      | 431,146      | 456,602      |
| Provision for income taxes (7)           | 64,281       | 96,307       | 100,174      | 80,474       | 102,453      |
| Net income (7)                           | 357,484      | 361,719      | 369,315      | 350,672      | 354,149      |
| Net income per common share :            |              |              |              |              |              |
| Basic                                    | \$ 1.30      | \$ 1.31      | \$ 1.25      | \$ 1.04      | \$ 1.01      |
| Diluted                                  | \$ 1.29      | \$ 1.31      | \$ 1.24      | \$ 1.02      | \$ 1.00      |
| Shares used in per share calculations:   |              |              |              |              |              |
| Basic                                    | 276,012      | 276,113      | 295,050      | 337,920      | 349,026      |
| Diluted                                  | 276,953      | 276,854      | 298,636      | 343,636      | 355,065      |
| Cash dividends declared per common share | \$ 0.60      | \$ 0.56      | \$ 0.48      | \$ 0.36      | \$ 0.28      |

(1) Income before income taxes includes restructuring charges of \$30,064 and impairment loss on investments of \$3,805.

(2) Income before income taxes includes restructuring charges of \$22,023, a gain on early extinguishment of convertible debentures of \$75,035, impairment loss on investments of \$54,129 and a charge of \$3,086 related to an

impairment of a leased facility that we no longer intend to occupy.

(3) Income before income taxes includes a loss on the sale of our remaining UMC investment of \$4,731, an impairment loss on investments of \$2,850 and a charge of \$1,614 related to an impairment of a leased facility that we no longer intend to occupy.

(4) Income before income taxes includes a charge of \$5,934 related to an impairment of a leased facility that we no longer intend to occupy, a charge related to a litigation settlement of \$2,500, stock-based compensation related to prior years of \$2,209, an impairment loss on investments of \$1,950 and a gain of \$7,016 from the sale of

a portion of our  
UMC  
investment.

(5) Income before  
income taxes  
includes a  
charge related to  
litigation  
settlements and  
contingencies of  
\$3,165, a  
write-off of  
acquired  
in-process R&D  
of \$4,500  
related to the  
acquisition of  
AccelChip and  
an impairment  
loss on  
investments of  
\$1,418.

(6) We adopted the  
authoritative  
guidance of  
accounting for  
share-based  
payment in  
fiscal 2007.  
Results for  
fiscal 2006 do  
not include the  
effects of  
stock-based  
compensation  
(see Notes 2 and  
6 to our  
consolidated  
financial  
statements  
included in  
Item 8.  
Financial  
Statements and  
Supplementary  
Data ).

(7) We adopted the  
authoritative

guidance of  
accounting for  
convertible  
debentures  
beginning in  
fiscal 2010.  
Prior results  
have been  
retrospectively  
adjusted in  
accordance with  
such guidance  
(see Notes 2 and  
14 to our  
consolidated  
financial  
statements  
included in  
Item 8.

Financial  
Statements and  
Supplementary  
Data ).

### **Consolidated Balance Sheet Data**

**Five years ended April 3, 2010**

(In thousands)

|                                 | 2010         | 2009         | 2008         | 2007         | 2006         |
|---------------------------------|--------------|--------------|--------------|--------------|--------------|
| Working capital                 | \$ 1,549,905 | \$ 1,519,402 | \$ 1,479,530 | \$ 1,396,733 | \$ 1,303,224 |
| Total assets (1)                | 3,184,318    | 2,811,901    | 3,099,218    | 3,143,855    | 3,173,547    |
| Convertible debentures (1)      | 354,798      | 352,110      | 504,461      | 499,318      |              |
| Other long-term liabilities (1) | 351,889      | 277,965      | 284,892(2)   | 266,302      | 7,485        |
| Stockholders' equity (1)        | 2,120,470    | 1,948,760    | 1,969,197    | 2,074,846    | 2,728,885    |

(1) We adopted the  
authoritative  
guidance of  
accounting for  
convertible  
debentures  
beginning in  
fiscal 2010.  
Prior results  
have been  
retrospectively  
adjusted in  
accordance with  
such guidance  
(see Notes 2 and  
14 to our  
consolidated

financial  
statements  
included in  
Item 8.

Financial  
Statements and  
Supplementary  
Data ).

- (2) Includes  
\$39,122 of  
long-term  
income taxes  
payable  
reclassified  
from current to  
non-current  
liabilities in  
connection with  
the adoption of  
the authoritative  
guidance of  
accounting for  
income taxes.  
See Note 16 to  
our consolidated  
financial  
statements  
included in  
Item 8.

Financial  
Statements and  
Supplementary  
Data.

**Table of Contents**

**ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

This discussion and analysis of financial condition and results of operations should be read in conjunction with the Company's consolidated financial statements and accompanying notes included in Item 8. Financial Statements and Supplementary Data.

**Cautionary Statement**

*The statements in this Management's Discussion and Analysis that are forward looking, within the meaning of the Private Securities Litigation Reform Act of 1995, involve numerous risks and uncertainties and are based on current expectations. The reader should not place undue reliance on these forward-looking statements. Our actual results could differ materially from those anticipated in these forward-looking statements for many reasons, including those risks discussed under Risk Factors and elsewhere in this document. Often, forward-looking statements can be identified by the use of forward-looking words, such as may, will, could, should, expect, believe, anticipate, estimate, continue, plan, intend, project and other similar terminology, or the negative of such terms. We disclaim any responsibility to update or revise any forward-looking statement provided in this Management's Discussion and Analysis for any reason.*

**Nature of Operations**

We design, develop and market programmable platforms, including advanced ICs in the form of PLDs, software design tools and predefined system functions delivered as IP cores. In addition to our programmable platforms, we provide design services, customer training, field engineering and technical support. Our PLDs include FPGAs and CPLDs. These devices are standard products that our customers program to perform desired logic functions. Our products are designed to provide high integration and quick time-to-market for electronic equipment manufacturers in end markets such as wired and wireless communications, industrial, scientific and medical, aerospace and defense, audio, video and broadcast, consumer, automotive and data processing. We sell our products globally through independent domestic and foreign distributors and through direct sales to OEMs by a network of independent sales representative firms and by a direct sales management organization.

**Critical Accounting Policies and Estimates**

The methods, estimates and judgments we use in applying our most critical accounting policies have a significant impact on the results we report in our consolidated financial statements. The SEC has defined critical accounting policies as those that are most important to the portrayal of our financial condition and results of operations and require us to make our most difficult and subjective judgments, often as a result of the need to make estimates of matters that are inherently uncertain. Based on this definition, our critical accounting policies include: valuation of marketable and non-marketable securities, which impacts losses on debt and equity securities when we record impairments; revenue recognition, which impacts the recording of revenues; and valuation of inventories, which impacts cost of revenues and gross margin. Our critical accounting policies also include: the assessment of impairment of long-lived assets, which impacts their valuation; the assessment of the recoverability of goodwill, which impacts goodwill impairment; accounting for income taxes, which impacts the provision or benefit recognized for income taxes, as well as the valuation of deferred tax assets recorded on our consolidated balance sheet; and valuation and recognition of stock-based compensation, which impacts gross margin, research and development (R&D) expenses, and selling, general and administrative (SG&A) expenses. Below, we discuss these policies further, as well as the estimates and judgments involved. We also have other key accounting policies that are not as subjective, and therefore, their application would not require us to make estimates or judgments that are as difficult, but which nevertheless could significantly affect our financial reporting.

*Valuation of Marketable and Non-marketable Securities*

Our short-term and long-term investments include marketable debt securities and non-marketable equity securities. As of April 3, 2010, we had marketable debt securities with a fair value of \$1.74 billion and non-marketable equity securities in private companies of \$17.7 million (adjusted cost).

We determine the fair values for marketable debt and equity securities using industry standard pricing services, data providers and other third-party sources and by internally performing valuation analyses. See Note 3. Fair Value Measurements to our consolidated financial statements, included in Item 8. Financial Statements and Supplementary

Data, for details of the valuation methodologies. In determining if and when a decline in value below adjusted cost of marketable debt and equity securities is other than temporary, we evaluate on an ongoing basis the market conditions, trends of earnings, financial condition, credit ratings, any underlying collateral and other key measures for our investments. We assess other-than-temporary impairment of debt and equity securities in accordance with the latest guidance issued by the Financial Accounting Standards Board (FASB). We recorded an other-than-temporary impairment for marketable debt securities and a marketable equity security in fiscal 2009. We did not record any other-than-temporary impairment for marketable debt or equity securities in fiscal 2010 or 2008.

**Table of Contents**

Our investments in non-marketable securities of private companies are accounted for by using the cost method. These investments are measured at fair value on a non-recurring basis when they are deemed to be other-than-temporarily impaired. In determining whether a decline in value of non-marketable equity investments in private companies has occurred and is other than temporary, an assessment is made by considering available evidence, including the general market conditions in the investee's industry, the investee's product development status and subsequent rounds of financing and the related valuation and/or our participation in such financings. We also assess the investee's ability to meet business milestones and the financial condition and near-term prospects of the individual investee, including the rate at which the investee is using its cash and the investee's need for possible additional funding at a lower valuation. The valuation methodology for determining the fair value of non-marketable equity securities is based on the factors noted above which require management judgment and are Level 3 inputs. See Note 3. Fair Value Measurements to our consolidated financial statements, included in Item 8. Financial Statements and Supplementary Data, for additional information. When a decline in value is deemed to be other than temporary, we recognize an impairment loss in the current period's operating results to the extent of the decline. We recorded other-than-temporary impairments for non-marketable equity securities in fiscal 2010, 2009 and 2008 of \$3.8 million, 3.0 million and \$ 2.9 million, respectively.

*Revenue Recognition*

Sales to distributors are made under agreements providing distributor price adjustments and rights of return under certain circumstances. Revenue and costs relating to distributor sales are deferred until products are sold by the distributors to the distributors' end customers. For fiscal 2010, approximately 69% of our net revenues were from products sold to distributors for subsequent resale to OEMs or their subcontract manufacturers. Revenue recognition depends on notification from the distributor that product has been sold to the distributor's end customer. Also reported by the distributor are product resale price, quantity and end customer shipment information, as well as inventory on hand. Reported distributor inventory on hand is reconciled to deferred revenue balances monthly. We maintain system controls to validate distributor data and to verify that the reported information is accurate. Deferred income on shipments to distributors reflects the effects of distributor price adjustments and the amount of gross margin expected to be realized when distributors sell through product purchased from us. Accounts receivable from distributors are recognized and inventory is relieved when title to inventories transfers, typically upon shipment from Xilinx at which point we have a legally enforceable right to collection under normal payment terms.

As of April 3, 2010, we had \$110.4 million of deferred revenue and \$30.3 million of deferred cost of revenues recognized as a net \$80.1 million of deferred income on shipments to distributors. As of March 28, 2009, we had \$90.4 million of deferred revenue and \$28.0 million of deferred cost of revenues recognized as a net \$62.4 million of deferred income on shipments to distributors. The deferred income on shipments to distributors that will ultimately be recognized in our consolidated statement of income will be different than the amount shown on the consolidated balance sheet due to actual price adjustments issued to the distributors when the product is sold to their end customers. Revenue from sales to our direct customers is recognized upon shipment provided that persuasive evidence of a sales arrangement exists, the price is fixed, title has transferred, collection of resulting receivables is reasonably assured, and there are no customer acceptance requirements and no remaining significant obligations. For each of the periods presented, there were no significant formal acceptance provisions with our direct customers.

Revenue from software licenses is deferred and recognized as revenue over the term of the licenses of one year. Revenue from support services is recognized when the service is performed. Revenue from Support Products, which includes software and services sales, was less than 6% of net revenues for all of the periods presented.

Allowances for end customer sales returns are recorded based on historical experience and for known pending customer returns or allowances.

*Valuation of Inventories*

Inventories are stated at the lower of actual cost (determined using the first-in, first-out method) or market (estimated net realizable value). The valuation of inventory requires us to estimate excess or obsolete inventory as well as inventory that is not of saleable quality. We review and set standard costs quarterly to approximate current actual manufacturing costs. Our manufacturing overhead standards for product costs are calculated assuming full absorption of actual spending over actual volumes, adjusted for excess capacity. Given the cyclicity of the market, the



obsolescence of technology and product lifecycles, we write down inventory based on forecasted demand and technological obsolescence. These factors are impacted by market and economic conditions, technology changes, new product introductions and changes in strategic direction and require estimates that may include uncertain elements. The estimates of future demand that we use in the valuation of inventory are the basis for our published revenue forecasts, which are also consistent with our short-term manufacturing plans. If our demand forecast for specific products is greater than actual demand and we fail to reduce manufacturing output accordingly, we could be required to write down additional inventory, which would have a negative impact on our gross margin.

## **Table of Contents**

### *Impairment of Long-Lived Assets*

Long-lived assets to be held and used are reviewed for impairment if indicators of potential impairment exist. Impairment indicators are reviewed on a quarterly basis. When indicators of impairment exist and assets are held for use, we estimate future undiscounted cash flows attributable to the assets. In the event such cash flows are not expected to be sufficient to recover the recorded value of the assets, the assets are written down to their estimated fair values based on the expected discounted future cash flows attributable to the assets or based on appraisals. Factors affecting impairment of assets held for use include the ability of the specific assets to generate separately identifiable positive cash flows.

When assets are removed from operations and held for sale, we estimate impairment losses as the excess of the carrying value of the assets over their fair value. Factors affecting impairment of assets held for sale include market conditions. Changes in any of these factors could necessitate impairment recognition in future periods for assets held for use or assets held for sale.

Long-lived assets such as goodwill, other intangible assets and property, plant and equipment, are considered non-financial assets, and are only measured at fair value when indicators of impairment exist. The accounting and disclosure guidance for fair value measurements established by the FASB became effective for these assets beginning in the first quarter of fiscal 2010. See Note 3. Fair Value Measurements to our consolidated financial statements, included in Item 8. Financial Statements and Supplementary Data, for additional information.

### *Goodwill*

As required by the authoritative guidance for goodwill established by the FASB, goodwill is not amortized but is subject to impairment tests on an annual basis, or more frequently if indicators of potential impairment exist, and goodwill is written down when it is determined to be impaired. We perform an annual impairment review in the fourth quarter of each fiscal year and compare the fair value of the reporting unit in which the goodwill resides to its carrying value. If the carrying value exceeds the fair value, the goodwill of the reporting unit is potentially impaired. For purposes of impairment testing, Xilinx operates as a single reporting unit. We use the quoted market price method to determine the fair value of the reporting unit. Based on the impairment review performed during the fourth quarter of fiscal 2010, there was no impairment of goodwill in fiscal 2010. Unless there are indicators of impairment, our next impairment review for goodwill will be performed and completed in the fourth quarter of fiscal 2011. To date, no impairment indicators have been identified.

### *Accounting for Income Taxes*

Xilinx is a multinational corporation operating in multiple tax jurisdictions. We must determine the allocation of income to each of these jurisdictions based on estimates and assumptions and apply the appropriate tax rates for these jurisdictions. We undergo routine audits by taxing authorities regarding the timing and amount of deductions and the allocation of income among various tax jurisdictions. Tax audits often require an extended period of time to resolve and may result in income tax adjustments if changes to the allocation are required between jurisdictions with different tax rates.

In determining income for financial statement purposes, we must make certain estimates and judgments. These estimates and judgments occur in the calculation of certain tax liabilities and in the determination of the recoverability of certain deferred tax assets, which arise from temporary differences between the tax and financial statement recognition of revenue and expense. Additionally, we must estimate the amount and likelihood of potential losses arising from audits or deficiency notices issued by taxing authorities. The taxing authorities' positions and our assessment can change over time resulting in a material effect on the provision for income taxes in periods when these changes occur.

We must also assess the likelihood that we will be able to recover our deferred tax assets. If recovery is not likely, we must increase our provision for taxes by recording a reserve in the form of a valuation allowance for the deferred tax assets that we estimate will not ultimately be recoverable.

We perform a two-step approach to recognizing and measuring uncertain tax positions relating to accounting for income taxes. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount that

is more than 50% likely of being ultimately realized. See Note 16. Income Taxes to our consolidated financial statements included in Item 8. Financial Statements and Supplementary Data.

**Table of Contents***Stock-Based Compensation*

Determining the appropriate fair-value model and calculating the fair value of stock-based awards at the date of grant requires judgment. We use the Black-Scholes option-pricing model to estimate the fair value of employee stock options and rights to purchase shares under our Employee Stock Purchase Plan. Option pricing models, including the Black-Scholes model, also require the use of input assumptions, including expected stock price volatility, expected life, expected dividend rate, expected forfeiture rate and expected risk-free rate of return. We use implied volatility based on traded options in the open market as we believe implied volatility is more reflective of market conditions and a better indicator of expected volatility than historical volatility. In determining the appropriateness of implied volatility, we considered: the volume of market activity of traded options, and determined there was sufficient market activity; the ability to reasonably match the input variables of traded options to those of options granted by us, such as date of grant and the exercise price, and determined the input assumptions were comparable; and the length of term of traded options used to derive implied volatility, which is generally one to two years and which was extrapolated to match the expected term of the employee options granted by us, and determined the length of the option term was reasonable. The expected life of options granted is based on the historical exercise activity as well as the expected disposition of all options outstanding. We will continue to review our input assumptions and make changes as deemed appropriate depending on new information that becomes available. Higher volatility and expected lives result in a proportional increase to stock-based compensation determined at the date of grant. The expected dividend rate and expected risk-free rate of return do not have as significant an effect on the calculation of fair value.

In addition, we developed an estimate of the number of stock-based awards which will be forfeited due to employee turnover. Quarterly changes in the estimated forfeiture rate have an effect on reported stock-based compensation, as the effect of adjusting the rate for all expense amortization after April 1, 2006 is recognized in the period the forfeiture estimate is changed. If the actual forfeiture rate is higher than the estimated forfeiture rate, then an adjustment is made to increase the estimated forfeiture rate, which will result in a decrease to the expense recognized in the financial statements. If the actual forfeiture rate is lower than the estimated forfeiture rate, then an adjustment is made to decrease the estimated forfeiture rate, which will result in an increase to the expense recognized in the financial statements. The impact of forfeiture true up and forfeiture rate estimates in fiscal 2010, 2009 and 2008 reduced stock-based compensation expense by \$16.7 million, \$15.8 million and \$8.4 million, respectively. The expense we recognize in future periods could also differ significantly from the current period and/or our forecasts due to adjustments in the assumed forfeiture rates.

**Results of Operations**

The following table sets forth statement of income data as a percentage of net revenues for the fiscal years indicated:

|   | 2010          | 2009(1)       | 2008(1)       |
|---|---------------|---------------|---------------|
| <b>Net Revenues</b>                             | <b>100.0%</b> | <b>100.0%</b> | <b>100.0%</b> |
| Cost of revenues                                | 36.6          | 36.7          | 37.3          |
| <b>Gross Margin</b>                             | <b>63.4</b>   | <b>63.3</b>   | <b>62.7</b>   |
| <b>Operating Expenses:</b>                      |               |               |               |
| Research and development                        | 20.2          | 19.5          | 19.4          |
| Selling, general and administrative             | 17.9          | 18.8          | 19.9          |
| Amortization of acquisition-related intangibles | 0.1           | 0.3           | 0.4           |
| Restructuring charges                           | 1.6           | 1.2           | 0.0           |
| Total operating expenses                        | 39.8          | 39.8          | 39.7          |
| <b>Operating Income</b>                         | <b>23.6</b>   | <b>23.5</b>   | <b>23.0</b>   |

|  |              |              |              |
|--|--------------|--------------|--------------|
| Gain on early extinguishment of convertible debentures | 0.0          | 4.1          | 0.0          |
| Impairment loss on investments                         | (0.2)        | (3.0)        | (0.2)        |
| Interest and other income (expense), net               | (0.4)        | 0.5          | 2.7          |
| <b>Income Before Income Taxes</b>                      | <b>23.0</b>  | <b>25.1</b>  | <b>25.5</b>  |
| Provision for income taxes                             | 3.5          | 5.3          | 5.4          |
| <b>Net Income</b>                                      | <b>19.5%</b> | <b>19.8%</b> | <b>20.1%</b> |

- (1) We adopted the authoritative guidance of accounting for convertible debentures beginning in fiscal 2010. Prior results have been retrospectively adjusted in accordance with such guidance (see Notes 2 and 14 to our consolidated financial statements included in Item 8. Financial Statements and Supplementary Data ).

**Table of Contents****Net Revenues**

| (In millions) | 2010       | Change | 2009       | Change | 2008       |
|---------------|------------|--------|------------|--------|------------|
| Net revenues  | \$ 1,833.6 | 0%     | \$ 1,825.2 | (1)%   | \$ 1,841.4 |

Net revenues in fiscal 2010 were essentially flat with fiscal 2009. Revenues in the last two quarters of fiscal 2010 were substantially higher than revenues in the first two quarters of the year. The first two quarters of fiscal 2010 were adversely impacted by economic conditions, and were also substantially lower than the same periods of the prior fiscal year. New Product revenues increased considerably in fiscal 2010 but were offset by the declines in Mainstream, Base and Support products. The 1% decline in net revenues in fiscal 2009 compared to fiscal 2008 was largely due to the recessionary environment we experienced during the fiscal year which impacted our sales across a broad base of end markets. In fiscal 2010 and fiscal 2009, total unit sales declined and average selling price per unit increased compared to the comparable prior year periods. See *Net Revenues by Product* and *Net Revenues by End Markets* below for more information on our product and end-market categories.

No end customer accounted for more than 10% of net revenues for any of the periods presented.

*Net Revenues by Product*

We sell our products to global manufacturers of electronic products in end markets such as wired and wireless communications, aerospace and defense, industrial, scientific and medical and audio, video and broadcast. The vast majority of our net revenues are generated by sales of our semiconductor products, but we also generate sales from support products. We classify our product offerings into four categories: New, Mainstream, Base and Support Products. The composition of each product category is as follows:

New Products include our most recent product offerings and include the Virtex<sup>®</sup>-6, Virtex-5, Spartan<sup>®</sup>-6, Spartan-3A and Spartan-3E product families.

Mainstream Products include the Virtex-4, Spartan-3, Spartan-II and CoolRunner -II product families.

Base Products consist of our older product families including the Virtex, Virtex-E, Virtex-II, Spartan, XC4000, CoolRunner and XC9500 products.

Support Products include configuration products (PROMs), software, IP cores, customer training, design services and support.

These product categories, except for Support Products, are modified on a periodic basis to better reflect the age of the products and advances in technology. The most recent modification was made on March 29, 2009, which was the beginning of our fiscal 2010. Amounts for the prior periods presented have been reclassified to conform to the new categorization. New Products include our most recent product offerings and are typically designed into our customers latest generation of electronic systems. Mainstream Products are generally several years old and designed into customer programs that are currently shipping in full production. Base Products are older than Mainstream Products with demand generated generally by the oldest customer systems still in production. Support Products are generally products or services sold in conjunction with our semiconductor devices to aid customers in the design process.

Net revenues by product categories for the fiscal years indicated were as follows:

| (In millions)       | 2010       | % of<br>Total | %<br>Change | 2009       | % of<br>Total | %<br>Change | 2008       | % of<br>Total |
|---------------------|------------|---------------|-------------|------------|---------------|-------------|------------|---------------|
| New Products        | \$ 580.0   | 32            | 78          | \$ 325.9   | 18            | 134         | \$ 139.5   | 8             |
| Mainstream Products | 604.6      | 33            | (9)         | 666.1      | 37            | 2           | 653.5      | 35            |
| Base Products       | 559.1      | 30            | (24)        | 735.2      | 40            | (22)        | 938.7      | 51            |
| Support Products    | 89.9       | 5             | (8)         | 98.0       | 5             | (11)        | 109.7      | 6             |
| Total net revenues  | \$ 1,833.6 | 100           | 0           | \$ 1,825.2 | 100           | (1)         | \$ 1,841.4 | 100           |

Net revenues from New Products increased significantly in fiscal 2010 due to continued strong market acceptance of these products, particularly our 65-nm Virtex-5 product family. Sales from Virtex-5 nearly doubled in fiscal 2010. In addition, design win activity is strong for our next generation product families which include our high-end, 40-nm

Virtex-6 field programmable gate arrays (FPGAs) and our high-volume, 45-nm Spartan-6 FPGAs. We expect these New Product families to contribute significantly to the growth in New Product revenues over time. In fiscal 2009, Virtex-5 and Spartan-3E contributed to the majority of the revenue growth versus the comparable prior year period.

Net revenues from Mainstream Products declined in fiscal 2010 due to lower demand associated with the weakened economic conditions during the first half of the fiscal year. Net revenues from Mainstream Products increased in fiscal 2009 primarily due to increased sales of our Virtex-4 product family.

The decline in net revenues from Base Products in fiscal 2010 and 2009 was expected since these products are mature and approaching the end of life.

Net revenues from Support Products decreased in fiscal 2010 from the comparable prior year period due to a decline in revenues from both our PROMs and software products. Net revenues from Support Products decreased in fiscal 2009 from the comparable prior year period primarily due to a decline in sales from our PROM products.

**Table of Contents***Net Revenues by End Markets*

Our end market revenue data is derived from our understanding of our end customers' primary markets. We classify our net revenues by end markets into four categories: Communications, Industrial and Other, Consumer and Automotive, and Data Processing. The percentage change calculation in the table below represents the year-to-year dollar change in each end market.

Net revenues by end markets for the fiscal years indicated were as follows:

| (% of total net revenues) | 2010 | % Change<br>in Dollars | 2009 | % Change<br>in Dollars | 2008 |
|---------------------------|------|------------------------|------|------------------------|------|
| Communications            | 47%  | 7                      | 44%  | 1                      | 43%  |
| Industrial and Other      | 31   | (4)                    | 32   | 1                      | 32   |
| Consumer and Automotive   | 15   | (7)                    | 16   | (6)                    | 17   |
| Data Processing           | 7    | (4)                    | 8    | (9)                    | 8    |
| Total net revenues        | 100% | 0                      | 100% | (1)                    | 100% |

Net revenues from Communications, our largest end market, increased in fiscal 2010 and fiscal 2009 from the comparable prior year periods due to higher sales from wireless communication applications.

In fiscal 2010, the decrease in net revenues from the Industrial and Other end market from the comparable prior year period was primarily driven by weaker sales in industrial, scientific and medical applications as well as test and measurement applications during the first half of the fiscal year. Net revenues from the Industrial and Other end market increased slightly in fiscal 2009 compared with the prior year period due to strong sales growth from aerospace and defense and industrial, scientific and medical applications. However, this growth was offset considerably by weakness in test and measurement applications.

Net revenues from the Consumer and Automotive end market decreased in fiscal 2010 from the comparable prior year period primarily due to decreased sales in audio, video and broadcast and consumer applications. Net revenues from the Consumer and Automotive end market decreased in fiscal 2009 from the comparable prior year period due to weaker sales from audio, video and broadcast and automotive applications, which were partially offset by an increase in sales from consumer applications.

In fiscal 2010 and fiscal 2009, net revenues from the Data Processing end market declined from the comparable prior year periods due to decreases in sales from computing and data processing applications.

*Net Revenues by Geography*

Geographic revenue information reflects the geographic location of the distributors or OEMs who purchased our products. This may differ from the geographic location of the end customers. Net revenues by geography for the fiscal years indicated were as follows:

| (In millions)      | 2010       | % of<br>Total | %<br>Change | 2009       | % of<br>Total | %<br>Change | 2008       | % of<br>Total |
|--------------------|------------|---------------|-------------|------------|---------------|-------------|------------|---------------|
| North America      | \$ 628.5   | 34            | 0           | \$ 627.7   | 34            | (13)        | \$ 717.8   | 39            |
| Asia Pacific       | 649.1      | 35            | 8           | 603.0      | 33            | 15          | 526.3      | 29            |
| Europe             | 395.1      | 22            | (4)         | 411.6      | 23            | 1           | 407.2      | 22            |
| Japan              | 160.9      | 9             | (12)        | 182.9      | 10            | (4)         | 190.1      | 10            |
| Total net revenues | \$ 1,833.6 | 100           | 0           | \$ 1,825.2 | 100           | (1)         | \$ 1,841.4 | 100           |

Net revenues in North America were essentially flat in fiscal 2010 compared with the prior year period. Lower sales from the Consumer and Automotive end market offset strength in each of the other end markets including Communications, Industrial and Other and Data Processing. Net revenues in North America decreased in fiscal 2009 primarily due to lower sales from the Communications end market.



Net revenues in Asia Pacific increased in fiscal 2010 and fiscal 2009. The increases were driven by strength in the Communications end market, primarily from the deployment of next generation wireless applications in China.

Net revenues in Europe decreased in fiscal 2010 due to weaker sales in most end market applications with the exception of wireless communication and automotive applications. Net revenues in Europe increased in fiscal 2009 compared with the prior year period primarily due to strength in wireless communication applications.

Net revenues in Japan decreased in fiscal 2010 due to broad-based weakness across all end market categories. The fiscal 2009 decline was due to broad-based weakness across most end market categories with the exception of the Consumer and Automotive end market.

**Table of Contents****Gross Margin**

| (In millions)              | 2010       | Change | 2009       | Change | 2008       |
|----------------------------|------------|--------|------------|--------|------------|
| Gross margin               | \$ 1,161.8 | 1%     | \$ 1,156.0 | 0%     | \$ 1,154.4 |
| Percentage of net revenues | 63.4%      |        | 63.3%      |        | 62.7%      |

Gross margin percentage in fiscal 2010 was essentially flat from the comparable prior year period as cost savings related to yield improvement and overall restructuring effort were offset by the strength of New Products. New Products generally have lower gross margins than Mainstream and Base Products as they are in the early stage of their product life cycle and have higher unit costs associated with relatively lower volumes and early manufacturing maturity.

The increase in the gross margin percentage in fiscal 2009 from the comparable prior year period was driven primarily by product cost reductions, higher average selling prices per unit and improved operational efficiency.

Gross margin may be affected in the future by product mix shifts, competitive-pricing pressure, manufacturing-yield issues and wafer pricing. We expect to mitigate any adverse impacts from these factors by continuing to improve yields on our New Products and by improving manufacturing efficiencies.

Sales of inventory previously written off were not material during fiscal 2010, 2009 or 2008.

In order to compete effectively, we pass manufacturing cost reductions on to our customers in the form of reduced prices to the extent that we can maintain acceptable margins. Price erosion is common in the semiconductor industry, as advances in both product architecture and manufacturing process technology permit continual reductions in unit cost. We have historically been able to offset much of this revenue decline in our mature products with increased revenues from newer products.

**Research and Development**

| (In millions)            | 2010     | Change | 2009     | Change | 2008     |
|--------------------------|----------|--------|----------|--------|----------|
| Research and development | \$ 369.5 | 4%     | \$ 355.4 | (1)%   | \$ 358.1 |

|                            |     |  |     |  |     |
|----------------------------|-----|--|-----|--|-----|
| Percentage of net revenues | 20% |  | 19% |  | 19% |
|----------------------------|-----|--|-----|--|-----|

R&D spending increased \$14.1 million or 4% during fiscal 2010 compared to the same period last year. The increase was mainly due to increased mask and wafer spending in fiscal 2010 associated with the introduction of the Virtex 6 and Spartan 6 product families.

R&D spending decreased \$2.7 million or 1% during fiscal 2009 compared to fiscal 2008. The decrease was attributable to lower mask and wafer spending and reduced stock-based compensation expense, which was partially offset by increased outside services to support our investments in new product development.

We plan to continue to selectively invest in R&D efforts in areas such as new products and more advanced process development, IP cores and the development of new design and layout software. We will also consider acquisitions to complement our strategy for technology leadership and engineering resources in critical areas.

**Selling, General and Administrative**

| (In millions)                       | 2010     | Change | 2009     | Change | 2008     |
|-------------------------------------|----------|--------|----------|--------|----------|
| Selling, general and administrative | \$ 327.6 | (5)%   | \$ 343.8 | (6)%   | \$ 365.3 |

|                            |     |  |     |  |     |
|----------------------------|-----|--|-----|--|-----|
| Percentage of net revenues | 18% |  | 19% |  | 20% |
|----------------------------|-----|--|-----|--|-----|

SG&A expenses decreased \$16.2 million or 5% during fiscal 2010 compared to the same period last year. The decrease was primarily due to headcount reduction as a result of restructuring measures taken during fiscal 2010, partially offset by higher litigation related expenses (see Note 18 to our consolidated financial statements included in Item 8. Financial Statements and Supplementary Data).

SG&A expenses decreased \$21.5 million or 6% during fiscal 2009 compared to fiscal 2008. The decrease was primarily due to headcount reduction as a result of a functional reorganization announced during fiscal 2009, lower sales commissions and lower stock-based compensation expense, which was partially offset by higher litigation costs.

**Table of Contents****Amortization of Acquisition-Related Intangibles**

| (In millions)   | 2010   | Change | 2009   | Change | 2008   |
|---|--------|--------|--------|--------|--------|
| Amortization of acquisition-related intangibles   | \$ 2.5 | (53)%  | \$ 5.3 | (22)%  | \$ 6.8 |
| Amortization expense was related to the intangible assets acquired from prior acquisitions. Amortization expense for these intangible assets decreased for fiscal 2010 from the same period last year, due to the complete amortization of all intangible assets in fiscal 2010. Amortization expense for these intangible assets decreased for fiscal 2009 from the same period last year, due to the complete amortization of certain intangible assets in fiscal 2009. |        |        |        |        |        |

**Restructuring Charges**

During the first quarter of fiscal 2010, we announced restructuring measures designed to drive structural operating efficiencies across the Company. We completed this restructuring plan by the end of the fourth quarter of fiscal 2010, and reduced our global workforce by approximately 200 positions, or about 6%. These employee terminations impacted various geographies and functions worldwide. We recorded total restructuring charges of \$30.1 million in fiscal 2010, primarily related to severance costs and benefits expenses.

The following table summarizes the restructuring accrual activity for fiscal 2010:

| (In millions)                | Employee<br>severance<br>and benefits | Facility-<br>related and<br>other costs | Total  |
|------------------------------|---------------------------------------|---|--------|
| Balance as of March 28, 2009 | \$                                    | \$ 0.7                                  | \$ 0.7 |
| Restructuring charges        | 28.6                                  | 1.5                                     | 30.1   |
| Cash payments                | (25.7)                                | (2.1)                                   | (27.8) |
| Non-cash settlements         | (1.0)                                 |   | (1.0)  |
| Balance as of April 3, 2010  | \$ 1.9                                | \$ 0.1                                  | \$ 2.0 |

These fiscal 2010 charges above, as well as fiscal 2009 charges included in the table below, have been shown separately as restructuring charges on the consolidated statements of income. The remaining accrual as of April 3, 2010 primarily relates to severance costs and benefits that are expected to be paid during the first quarter of fiscal 2011.

We estimate that severance costs and benefits expenses incurred in the fiscal 2010 restructuring will result in gross annual cash savings relating to employee compensation of approximately \$23.0 million before taxes. We began realizing cash savings associated with the restructuring, primarily within the SG&A and R&D expense categories, beginning in the first quarter of fiscal 2010, but we do not expect to fully realize the cash savings benefit until fiscal 2011. There can be no assurance that these expected future savings will be completely realized as they may be partially offset by increases in other expenses. In addition, we estimate cumulative stock-based compensation expense savings of approximately \$6.6 million through fiscal 2013 as a result of the fiscal 2010 restructuring. The vast majority of the stock-based compensation expense savings already occurred in fiscal 2010. Future stock-based compensation expense may increase depending on other factors, primarily the number of shares to be granted, fair value of the future stock awards under equity incentive plans (which are primarily impacted by our then market price of the common stock and stock price volatility) and the impact of future award forfeitures.

During the first quarter of fiscal 2009, we announced a functional reorganization pursuant to which we eliminated 249 positions, or approximately 7% of our global workforce. These employee terminations occurred across various geographies and functions worldwide. The reorganization plan was completed by the end of the second quarter of fiscal 2009.

We recorded total restructuring charges of \$22.0 million in connection with the reorganization in fiscal 2009. These charges consisted of \$20.5 million of severance costs and benefits expenses and \$1.5 million of facility-related costs.

The following table summarizes the restructuring accrual activity for fiscal 2009:

| (In millions)                | Employee<br>severance and<br>benefits | Facility-<br>related<br>costs | Total  |
|------------------------------|---------------------------------------|-------------------------------|--------|
| Balance as of March 29, 2008 | \$                                    | \$                            | \$     |
| Restructuring charges        | 20.5                                  | 1.5                           | 22.0   |
| Cash payments                | (20.0)                                | (0.6)                         | (20.6) |
| Non-cash settlements         | (0.5)                                 | (0.2)                         | (0.7)  |
| Balance as of March 28, 2009 | \$                                    | \$ 0.7                        | \$ 0.7 |

**Table of Contents****Stock-Based Compensation**

| (In millions)                         | 2010    | Change | 2009    | Change | 2008    |
|---------------------------------------|---------|--------|---------|--------|---------|
| Stock-based compensation included in: |         |        |         |        |         |
| Cost of revenues                      | \$ 5.2  | (11)%  | \$ 5.8  | (24)%  | \$ 7.6  |
| Research and development              | 25.8    | 3%     | 25.0    | (20)%  | 31.4    |
| Selling, general and administrative   | 24.6    | 7%     | 23.1    | (16)%  | 27.4    |
| Restructuring charges                 | 0.9     | 68%    | 0.6     |        |         |
|                                       | \$ 56.5 | 4%     | \$ 54.5 | (18)%  | \$ 66.4 |

The \$2.0 million increase in stock-based compensation expense for fiscal 2010 as compared to the same period last year was due to an increase in the number of shares granted, which was partly offset by declining weighted-average fair values of stock awards vesting and an increase in the number of shares cancelled due to the fiscal 2010 restructuring. The \$11.9 million decrease in stock-based compensation expense for fiscal 2009 as compared to the same period last year was due to a decrease in the number of shares granted, declining weighted-average fair values of stock awards vesting and an increase in the number of shares cancelled due to the fiscal 2009 restructuring.

**Gain on Early Extinguishment of Convertible Debentures**

During fiscal 2009, we paid \$193.2 million in cash to repurchase \$310.4 million (principal amount) of our debentures and recognized a gain on early extinguishment of convertible debentures of \$75.0 million, net of the write-off of the pro rata portions of unamortized debt discount and issuance costs of \$41.5 million and unamortized derivative valuation of \$736 thousand. Accrued interest paid at the time of repurchases totaled \$2.4 million.

Beginning in fiscal 2010, we retrospectively adopted the authoritative guidance for convertible debentures issued by the FASB. The authoritative guidance specifies that issuers of convertible debt instruments should separately account for the liability (debt) and equity (conversion option) components of such instruments in a manner that reflects the borrowing rate for a similar non-convertible debt. See *Adoption of New Accounting Standard for Convertible Debentures* included in *Note 2. Basis of Presentation* to our consolidated financial statements, included in Part 1.

Financial Information, for further information relating to the adoption.

**Impairment Loss on Investments**

| (In millions)                  | 2010   | Change | 2009    | Change | 2008   |
|--------------------------------|--------|--------|---------|--------|--------|
| Impairment loss on investments | \$ 3.8 | (93)%  | \$ 54.1 | 1,799% | \$ 2.9 |

|                            |    |    |    |
|----------------------------|----|----|----|
| Percentage of net revenues | 0% | 3% | 0% |
|----------------------------|----|----|----|

We recorded an impairment loss on investments in non-marketable equity securities of \$3.8 million and \$2.9 million for fiscal 2010 and 2008, respectively, due to the weak financial condition of certain investees. We recognized impairment losses on investments of \$54.1 million during fiscal 2009, which consisted of \$51.1 million impairment losses related to marketable debt and equity securities and \$3.0 million impairment losses in non-marketable equity securities.

Of the \$54.1 million impairment loss recognized during fiscal 2009, \$38.0 million was related to senior class asset-backed securities where the issuer went into receivership. The receiver subsequently sought judicial interpretation of a provision of a legal document governing the issuer's securities. As a result of the outcome of the judicial determination, the receiver immediately liquidated the substantial majority of the issuer's assets, and in accordance with the court order, the proceeds were used to repay short-term liabilities in the order in which they fell due. In December 2008, the receiver reported to the issuer's creditors the outcome of the judicial determination and that the issuer's liabilities substantially exceeded its assets. As a result, the receiver estimated that the issuer would not be able to pay any liabilities falling due after October 2008 regardless of the seniority or status of the securities. Based on these developments, we concluded that it was not likely that we would recover the balance of our investment. This decline in fair value was deemed to be other than temporary and, therefore, we recognized an impairment loss of

\$38.0 million on these securities during fiscal 2009. In October 2009, a higher court reversed the initial judicial interpretation and determined that the proceeds should be used to repay short-term liabilities on a pari passu basis. Given the significant liabilities of the issuer, it is uncertain whether we will recover any of our original investment. We have not recognized any amount that may be due back to us.

We also recognized an additional impairment loss of \$10.0 million on marketable debt securities in our investment portfolio during fiscal 2009, \$9.0 million of which was due to the bankruptcy filing by one of the issuers of the marketable debt securities.

In addition to the aforementioned amounts, we recorded \$3.1 million of impairment loss in marketable equity securities investment during fiscal 2009 as a result of the continued decline in its market value, which led us to believe that the decline in the market value was other than temporary. Furthermore, during the same period, we recorded \$3.0 million of write down of our investment in non-marketable equity securities in private companies, which was recorded due primarily to the weak financial condition of certain investees.

**Table of Contents****Interest and Other Income (Expense), Net**

| (In millions)                            | 2010     | Change | 2009*  | Change | 2008*   |
|--|----------|--------|--------|--------|---------|
| Interest and other income (expense), net | \$ (6.6) | (187)% | \$ 7.6 | (84)%  | \$ 48.1 |
| Percentage of net revenues               | (0)%     |        | 0%     |        | 3%      |

\* As adjusted for the retrospective adoption of the accounting standard for convertible debentures in the first quarter of fiscal 2010 (see Notes 2 and 14 to our consolidated financial statements included in Item 8. Financial Statements and Supplementary Data ).

The decrease in interest and other income (expense), net in fiscal 2010 over the prior year was due primarily to a decrease in interest rates earned on the investment portfolio. The average interest rate yield on our investments decreased by over 2.5 percentage points year-over-year. The decrease in interest and other income (expense), net in fiscal 2009 over the prior year was due primarily to a decrease in interest rates and a smaller investment portfolio. The average interest rate yield on our investments decreased by approximately 2.0 percentage points year-over-year. Interest expense also decreased in fiscal 2009 and further in 2010 due to the fact that we repurchased our debentures in the third and fourth quarter of fiscal 2009. See Note 12. Interest and Other Income (Expense), Net to our consolidated financial statements, included in Item 8. Financial Statements and Supplementary Data.

**Provision for Income Taxes**

| (In millions)              | 2010    | Change | 2009*   | Change | 2008*    |
|----------------------------|---------|--------|---------|--------|----------|
| Provision for income taxes | \$ 64.3 | (33)%  | \$ 96.3 | (4)%   | \$ 100.2 |
| Percentage of net revenues | 4%      |        | 5%      |        | 5%       |
| Effective tax rate         | 15%     |        | 21%     |        | 21%      |

\* As adjusted for the retrospective adoption of the



accounting  
standard for  
convertible  
debentures in  
the first quarter  
of fiscal 2010  
(see Notes 2 and  
14 to our  
consolidated  
financial  
statements  
included in  
Item 8.

Financial  
Statements and  
Supplementary  
Data ).

The effective tax rates in all years reflected the favorable impact of foreign income at statutory rates less than the U.S. rate and tax credits earned.

The decrease in the effective tax rate in fiscal 2010, when compared with fiscal 2009, was due to an increase in the amount permanently reinvested outside the U. S. in fiscal 2010 for which no U.S. taxes have been provided, thereby reducing the rates for the period, compounded by an increase in the fiscal 2009 rate for the gain on early extinguishment of debentures taxable at U.S. tax rates. The effective tax rate in fiscal 2009 was flat when compared with fiscal 2008, as the recognized gain on the early extinguishment of debentures was offset by the benefit of retroactive extension of the research credit in fiscal 2009.

The IRS examined our tax returns for fiscal 1996 through 2001. Except to the extent there is a further appeal by the IRS, all issues have been settled with the IRS in this matter as described below.

On August 30, 2005, the Tax Court issued its opinion concerning whether the value of stock options must be included in the cost sharing agreement with Xilinx Ireland. The Tax Court agreed with us that no amount for stock options was to be included in the cost sharing agreement. Accordingly, there were no additional taxes, penalties or interest due for this issue. The Tax Court entered its decision on May 31, 2006. On August 25, 2006, the IRS appealed the decision to the Appeals Court. On May 27, 2009, we received a 2-1 adverse judicial ruling from the Appeals Court reversing the Tax Court decision and holding that we should include stock option amounts in our cost sharing agreement with Xilinx Ireland. On January 13, 2010, the Appeals Court issued an order withdrawing both the majority and dissent opinions that were issued on May 27, 2009. On March 22, 2010, the Appeals Court, in a 2-1 majority opinion, affirmed the Tax Court decision in Xilinx's favor.

In a separate matter, on December 8, 2008, the IRS issued a statutory notice of deficiency reflecting proposed audit adjustments for fiscal 2005. We began negotiations with the IRS Appeals Division on this matter in the third quarter of fiscal 2010. On March 22, 2010, we settled the proposed adjustment related to acquired technology with no net change in tax liability. See Item 3. Legal Proceedings included in Part I and Note 16. Income Taxes and Note 18. Litigation Settlements and Contingencies to our consolidated financial statements, included in Item 8. Financial Statements and Supplementary Data.

#### **Financial Condition, Liquidity and Capital Resources**

We have historically used a combination of cash flows from operations and equity and debt financing to support ongoing business activities, acquire or invest in critical or complementary technologies, purchase facilities and capital equipment, repurchase our common stock and debentures under our repurchase program, pay dividends and finance working capital. Additionally, our investments in debt securities are available for future sale.

**Table of Contents****Fiscal 2010 Compared to Fiscal 2009***Cash, Cash Equivalents and Short-term and Long-term Investments*

The combination of cash, cash equivalents and short-term and long-term investments as of April 3, 2010 and March 28, 2009 totaled \$1.97 billion and \$1.67 billion, respectively. As of April 3, 2010, we had cash, cash equivalents and short-term investments of \$1.39 billion and working capital of \$1.55 billion. Cash provided by operations of \$554.3 million for fiscal 2010 was \$111.8 million higher than the \$442.5 million generated during fiscal 2009. Cash provided by operations during fiscal 2010 resulted primarily from net income as adjusted for non-cash related items, increases in accrued liabilities, accounts payable and deferred income on shipment to distributors, which were partially offset by increases in accounts receivable, other assets, inventories and prepaid and other current assets as well as a decrease in income taxes payable.

Net cash used in investing activities was \$336.7 million during fiscal 2010, as compared to net cash provided by investing activities of \$274.5 million in fiscal 2009. Net cash used in investing activities during fiscal 2010 consisted of \$306.3 million of net purchases of available-for-sale securities and \$28.2 million for purchases of property, plant and equipment (see further discussion below) and \$2.3 million of other investing activities.

Net cash used in financing activities was \$252.1 million in fiscal 2010, as compared to \$518.1 million in fiscal 2009. Net cash used in financing activities during fiscal 2010 consisted of \$150.0 million for the repurchase of common stock, \$165.6 million for dividend payments to stockholders and \$1.3 million for reduction of tax benefits from stock-based compensation. These items were partially offset by \$64.9 million of proceeds from the issuance of common stock under employee stock plans.

*Accounts Receivable*

Accounts receivable, net of allowances for doubtful accounts, customer returns and distributor pricing adjustments increased by 21% from \$216.4 million at the end of fiscal 2009 to \$262.7 million at the end of fiscal 2010. Days sales outstanding increased to 53 days as of April 3, 2010 from 43 days as of March 28, 2009. The increases were primarily attributable to increase in net shipments at the end of the fourth quarter of fiscal 2010 compared to the end of the fourth quarter of fiscal 2009.

*Inventories*

Inventories increased from \$119.8 million as of March 28, 2009 to \$130.6 million as of April 3, 2010. The combined inventory days at Xilinx and the distribution channel increased to 89 days as of April 3, 2010, compared to 80 days as of March 28, 2009. The increases were primarily due to higher inventory at Xilinx and in the distributor channel as a result of the higher anticipated demand.

We attempt to maintain sufficient levels of inventory in various product, package and speed configurations in order to keep lead times short and to meet forecasted customer demand. Conversely, we also attempt to minimize the handling costs associated with maintaining higher inventory levels and to fully realize the opportunities for cost reductions associated with architecture and manufacturing process advancements. We continually strive to balance these two objectives to provide excellent customer response at a competitive cost.

*Property, Plant and Equipment*

During fiscal 2010, we invested \$28.2 million in property, plant and equipment compared to \$39.1 million in fiscal 2009. Primary investments in fiscal 2010 were for software, testers, handlers, computer and other equipment. Property, plant and equipment expenditures could increase in the near future due to investment in infrastructure and manufacturing related equipment.

*Current Liabilities*

Current liabilities increased from \$233.1 million at the end of fiscal 2009 to \$357.2 million at the end of fiscal 2010. The increase was primarily due to the increase in trade payables and accrued liabilities from variable spending driven by higher revenues in the fourth quarter of fiscal 2010 compared to the same prior year period, and an increase in deferred income on shipments to distributors. The increase in deferred income on shipments to distributors was due to an increase in distributor inventories as of April 3, 2010 compared to the prior year.

*Stockholders' Equity*

Stockholders' equity increased \$171.7 million during fiscal 2010, from \$1.95 billion in fiscal 2009 to \$2.12 billion in fiscal 2010. The increase in stockholders' equity was attributable to total comprehensive income of \$375.1 million

(which included net income of \$357.5 million) for fiscal 2010, the issuance of common stock under employee stock plans of \$60.1 million and stock-based compensation related amounts totaling \$52.1 million (net of the related tax benefits associated with stock option exercises). The increases were partially offset by the payment of dividends to stockholders of \$165.6 million and the repurchase of common stock of \$150.0 million.

**Table of Contents****Fiscal 2009 Compared to Fiscal 2008***Cash, Cash Equivalents and Short-term and Long-term Investments*

The combination of cash, cash equivalents and short-term and long-term investments as of March 28, 2009 and March 29, 2008 totaled \$1.67 billion and \$1.86 billion, respectively. As of March 28, 2009, we had cash, cash equivalents and short-term investments of \$1.32 billion and working capital of \$1.52 billion. Cash provided by operations of \$442.5 million for fiscal 2009 was \$138.5 million lower than the \$581.0 million generated during fiscal 2008. Cash provided by operations during fiscal 2009 resulted primarily from net income as adjusted for non-cash related items, an increase in deferred income taxes and a decrease in accounts receivable, which were partially offset by decreases in accrued liabilities and deferred income on shipments to distributors.

Net cash provided by investing activities was \$274.5 million during fiscal 2009, as compared to \$192.0 million in fiscal 2008. Net cash provided by investing activities during fiscal 2009 consisted of \$314.4 million of net proceeds from the sale and maturity of available-for-sale securities. These items were partially offset by \$39.1 million for purchases of property, plant and equipment (see further discussion below) and \$793 thousand of other investing activities.

Net cash used in financing activities was \$518.1 million in fiscal 2009, as compared to \$541.9 million in fiscal 2008. Net cash used in financing activities during fiscal 2009 consisted of \$193.2 million for the repurchase of debentures, \$275.0 million for the repurchase of common stock and \$154.5 million for dividend payments to stockholders. These items were partially offset by \$99.8 million of proceeds from the issuance of common stock under employee stock plans and \$4.8 million for excess tax benefits from stock-based compensation.

*Accounts Receivable*

Accounts receivable, net of allowances for doubtful accounts, customer returns and distributor pricing adjustments decreased 13% from \$249.1 million at the end of fiscal 2008 to \$216.4 million at the end of fiscal 2009. Days sales outstanding decreased to 43 days as of March 28, 2009 from 49 days as of March 29, 2008. The decreases were primarily attributable to a decrease in net shipments and weaker linearity of shipments at the end of the fourth quarter of fiscal 2009 compared to the end of the fourth quarter of fiscal 2008.

*Inventories*

Inventories decreased from \$130.3 million as of March 29, 2008 to \$119.8 million as of March 28, 2009. The combined inventory days at Xilinx and the distribution channel decreased to 80 days as of March 28, 2009, compared to 94 days as of March 29, 2008. The decreases were primarily due to lower inventory at Xilinx and in the distributor channel as a result of declining revenues due to lower anticipated demand and more effective inventory management processes.

*Property, Plant and Equipment*

During fiscal 2009, we invested \$39.1 million in property, plant and equipment compared to \$45.6 million in fiscal 2008. Primary investments in fiscal 2009 were for building improvements, test equipment, computer equipment and software.

*Current Liabilities*

Current liabilities decreased from \$340.7 million at the end of fiscal 2008 to \$233.1 million at the end of fiscal 2009. The decrease was primarily due to the decreases in income taxes payable and deferred income on shipments to distributors. The decrease in deferred income on shipments to distributors was due to a decrease in distributor inventories as of March 28, 2009 compared to the prior year.

*Stockholders' Equity*

Stockholders' equity decreased \$20.4 million during fiscal 2009, from \$1.97 billion in fiscal 2008 to \$1.95 billion in fiscal 2009. The decrease in stockholders' equity was attributable to the repurchase of common stock of \$275.0 million, the payment of dividends to stockholders of \$154.5 million, an early extinguishment of convertible debentures of \$72.6 million, an adjustment to the cumulative effect of adopting FASB authoritative guidance for measuring uncertain tax positions of \$10.1 million, unrealized losses on available-for-sale securities, net of deferred tax benefits, of \$14.9 million, cumulative translation adjustment of \$7.7 million and unrealized hedging transaction losses totaling \$2.0 million. The decreases were partially offset by net income of \$361.7 million for fiscal 2009, the issuance of common stock under employee stock plans of \$96.4 million, stock-based compensation related amounts

totaling \$54.1 million and the related tax benefits associated with stock option exercises and the Employee Stock Purchase Plan of \$4.2 million.

**Table of Contents****Liquidity and Capital Resources**

Cash generated from operations is used as our primary source of liquidity and capital resources. Our investment portfolio is also available for future cash requirements as is our \$250.0 million revolving credit facility entered into in April 2007. We are not aware of any lack of access to the revolving credit facility; however, we can provide no assurance that access to the credit facility will not be impacted by adverse conditions in the financial markets. Our credit facility is not reliant upon a single bank. There have been no borrowings to date under our existing revolving credit facility. We also have a shelf registration on file with the SEC pursuant to which we may offer an indeterminate amount of debt, equity and other securities in the future to augment our liquidity and capital resources.

We used \$150.0 million of cash to repurchase 6.2 million shares of our common stock in fiscal 2010 compared with \$275.0 million used to repurchase 10.8 million shares in fiscal 2009. In addition, during fiscal 2009, we paid \$193.2 million of cash to repurchase \$310.4 million (principal amount) of our debentures resulting in a net gain on early extinguishment of debentures of \$75.0 million. During fiscal 2010, we paid \$165.6 million in cash dividends to stockholders, representing an aggregate amount of \$0.60 per common share. During fiscal 2009, we paid \$154.5 million in cash dividends to stockholders, representing an aggregate amount of \$0.56 per common share. In addition, on April 27, 2010, our Board of Directors declared a cash dividend of \$0.16 per common share for the first quarter of fiscal 2011. The dividend is payable on June 9, 2010 to stockholders of record on May 19, 2010. Our common stock and debentures repurchase program and dividend policy could be impacted by, among other items, our views on potential future capital requirements relating to R&D, investments and acquisitions, legal risks, principal and interest payments on our debentures and other strategic investments.

The global credit crisis has imposed exceptional levels of volatility and disruption in the capital markets, severely diminished liquidity and credit availability, and increased counterparty risk. Nevertheless, we anticipate that existing sources of liquidity and cash flows from operations will be sufficient to satisfy our cash needs for the foreseeable future. We will continue to evaluate opportunities for investments to obtain additional wafer capacity, procurement of additional capital equipment and facilities, development of new products, and potential acquisitions of technologies or businesses that could complement our business. However, the risk factors discussed in Item 1A included in Part I and below could affect our cash positions adversely. In addition, certain types of investments such as auction rate securities may present risks arising from liquidity and/or credit concerns. In the event that our investments in auction rate securities become illiquid, we do not expect this will materially affect our liquidity and capital resources or results of operations.

As of April 3, 2010, marketable securities measured at fair value using Level 3 inputs were comprised of \$61.6 million of student loan auction rate securities. The amount of assets and liabilities measured using significant unobservable inputs (Level 3) as a percentage of the total assets and liabilities measured at fair value was less than 4% as of April 3, 2010. See Note 3. Fair Value Measurements to our consolidated financial statements, included in Item 8.

Financial Statements and Supplementary Data, for additional information.

During fiscal 2010, we sold \$20.0 million notional value of senior class asset-backed securities and realized a \$1.0 million loss. Additionally, during fiscal 2010, \$20.0 million notional value of senior class asset-backed securities that were measured at fair value using Level 3 inputs matured at par value.

**Contractual Obligations**

The following table summarizes our significant contractual obligations as of April 3, 2010 and the effect such obligations are expected to have on our liquidity and cash flows in future periods. This table excludes amounts already recorded on our consolidated balance sheet as current liabilities as of April 3, 2010.

| (In millions)                                | Total   | Payments Due by Period |           |           |                      |
|--|---------|------------------------|-----------|-----------|----------------------|
|  |         | Less than<br>1 year    | 1-3 years | 3-5 years | More than<br>5 years |
| Operating lease obligations (1)              | \$ 18.0 | \$ 7.9                 | \$ 5.7    | \$ 2.8    | \$ 1.6               |
| Inventory and other purchase obligations (2) | 129.5   | 129.5                  |           |           |                      |
|  | 10.0    | 10.0                   |           |           |                      |

|  |            |          |         |         |    |         |
|--|------------|----------|---------|---------|----|---------|
| Electronic design automation software licenses (3)       |            |          |         |         |    |         |
| Intellectual property license rights obligations (4)     | 5.0        |          |         |         |    | 5.0     |
| 3.125% convertible debentures principal and interest (5) | 1,271.5    | 21.6     | 43.1    | 43.1    |    | 1,163.7 |
| Total  | \$ 1,434.0 | \$ 169.0 | \$ 48.8 | \$ 45.9 | \$ | 1,170.3 |

(1) We lease some of our facilities, office buildings and land under non-cancelable operating leases that expire at various dates through November 2035. Rent expense, net of rental income, under all operating leases was approximately \$5.3 million for fiscal 2010. See Note 10. Commitments to our consolidated financial statements, included in Item 8. Financial Statements and Supplementary Data, for additional information about operating leases.

**Table of Contents**

(2) Due to the nature of our business, we depend entirely upon subcontractors to manufacture our silicon wafers and provide assembly and some test services. The lengthy subcontractor lead times require us to order the materials and services in advance, and we are obligated to pay for the materials and services when completed. We expect to receive and pay for these materials and services in the next three to six months, as the products meet delivery and quality specifications.

(3) As of April 3, 2010, we had \$10.0 million of non-cancelable license obligations to providers of electronic design automation software and hardware/software maintenance expiring at various dates through September 2011.

(4)



We committed up to \$5.0 million to acquire, in the future, rights to intellectual property until July 2023. License payments will be amortized over the useful life of the intellectual property acquired.

- (5) In March 2007, the Company issued \$1.00 billion principal amount of debentures due March 15, 2037. As a result of the repurchases in fiscal 2009, the remaining outstanding principal amount of the debentures as of April 3, 2010 was \$689.6 million. The debentures require payment of interest at an annual rate of 3.125% payable semiannually on March 15 and September 15 of each year, beginning September 15, 2007. For purposes of this table we have assumed the principal of our debentures will be paid on March 15, 2037. See Note 14. Convertible Debentures and Revolving Credit Facility to our

consolidated  
financial  
statements,  
included in Item 8.  
Financial  
Statements and  
Supplementary  
Data, for  
additional  
information about  
our debentures.

As of April 3, 2010, \$56.2 million of liabilities for uncertain tax positions and related interest and penalties were classified as long-term income taxes payable in the consolidated balance sheet. Due to the inherent uncertainty with respect to the timing of future cash outflows associated with our liabilities for uncertain tax positions as of April 3, 2010, we are unable to reliably estimate the timing of cash settlement with the respective taxing authority. Therefore, liabilities for uncertain tax positions have been excluded from the contractual obligations table above.

#### **Off-Balance-Sheet Arrangements**

As of April 3, 2010, we did not have any significant off-balance-sheet arrangements, as defined in Item 303(a)(4)(ii) of SEC Regulation S-K.

#### **Recent Accounting Pronouncements**

See Note 2. Summary of Significant Accounting Policies and Concentrations of Risk to our consolidated financial statements, included in Item 8. Financial Statements and Supplementary Data, for information about recent accounting pronouncements, including the expected dates of adoption and estimated effects, if any, on our consolidated financial statements.

### **ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

#### **Interest Rate Risk**

Our exposure to interest rate risk relates primarily to our investment portfolio, which consists of fixed income securities with a fair value of approximately \$1.74 billion as of April 3, 2010. Our primary aim with our investment portfolio is to invest available cash while preserving principal and meeting liquidity needs. Our investment portfolio includes municipal bonds, floating rate notes, mortgage-backed securities, bank certificates of deposit, commercial paper, corporate bonds, student loan auction rate securities and U.S. and foreign government and agency securities. In accordance with our investment policy, we place investments with high credit quality issuers and limit the amount of credit exposure to any one issuer based upon the issuer's credit rating. These securities are subject to interest rate risk and will decrease in value if market interest rates increase. A hypothetical 100 basis-point (one percentage point) increase or decrease in interest rates compared to rates at April 3, 2010 and March 28, 2009 would have affected the fair value of our investment portfolio by less than \$10.0 million and \$6.0 million, respectively.

#### **Credit Market Risk**

Since September 2007, the global credit markets have experienced adverse conditions that have negatively impacted the values of various types of investment and non-investment grade securities. During this time, the global credit and capital markets experienced significant volatility and disruption due to instability in the global financial system, uncertainty related to global economic conditions and concerns regarding sovereign financial stability. While general conditions in the global credit markets have improved, there is a risk that we may incur additional other-than-temporary impairment charges for certain types of investments should credit market conditions deteriorate. See Note 4. Financial Instruments to our consolidated financial statements, included in Item 8. Financial Statements and Supplementary Data, for additional information about our investments.

**Table of Contents****Foreign Currency Exchange Risk**

Sales to all direct OEMs and distributors are denominated in U.S. dollars.

Gains and losses on foreign currency forward contracts that are designated as hedges of anticipated transactions, for which a firm commitment has been attained and the hedged relationship has been effective, are deferred and included in income or expenses in the same period that the underlying transaction is settled. Gains and losses on any instruments not meeting the above criteria are recognized in income or expenses in the consolidated statements of income as they are incurred.

We enter into forward currency exchange contracts to hedge our overseas operating expenses and other liabilities when deemed appropriate. As of April 3, 2010 and March 28, 2009, we had the following outstanding forward currency exchange contracts:

| (In thousands and U.S. dollars) | April 3,<br>2010 | March 28,<br>2009 |
|---------------------------------|------------------|-------------------|
| Euro                            | \$ 21,190        | \$ 51,072         |
| Singapore dollar                | 58,420           | 30,123            |
| Japanese Yen                    | 12,268           | 12,563            |
| British Pound                   | 4,889            | 6,408             |
|                                 | \$ 96,767        | \$ 100,166        |

As part of our strategy to reduce volatility of operating expenses due to foreign exchange rate fluctuations, we employ a hedging program with a five-quarter forward outlook for major foreign-currency-denominated operating expenses. The outstanding forward currency exchange contracts expire at various dates between April 2010 and April 2011. The net unrealized gain or loss, which approximates the fair market value of the above contracts, was immaterial as of April 3, 2010 and March 28, 2009.

Our investments in several of our wholly-owned subsidiaries are recorded in currencies other than the U.S. dollar. As the financial statements of these subsidiaries are translated at each quarter end during consolidation, fluctuations of exchange rates between the foreign currency and the U.S. dollar increase or decrease the value of those investments. These fluctuations are recorded within stockholders' equity as a component of accumulated other comprehensive income (loss). Other monetary foreign-denominated assets and liabilities are revalued on a monthly basis with gains and losses on revaluation reflected in net income. A hypothetical 10% favorable or unfavorable change in foreign currency exchange rates at April 3, 2010 and March 28, 2009 would have affected the annualized foreign-currency-denominated operating expenses of our foreign subsidiaries by less than \$8.0 million for each year. In addition, a hypothetical 10% favorable or unfavorable change in foreign currency exchange rates compared to rates at April 3, 2010 and March 28, 2009 would have affected the value of foreign-currency-denominated cash and investments by less than \$6.0 million as of each date.

**Table of Contents****ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA****XILINX, INC.****CONSOLIDATED STATEMENTS OF INCOME**

|  | April 3,<br>2010 | Years Ended<br>March 28,<br>2009 * | March 29,<br>2008 * |
|--|------------------|------------------------------------|---------------------|
| (In thousands, except per share amounts)               |                  |                                    |                     |
| Net revenues   | \$ 1,833,554     | \$ 1,825,184                       | \$ 1,841,372        |
| Cost of revenues                                       | 671,803          | 669,151                            | 686,988             |
| Gross margin   | 1,161,751        | 1,156,033                          | 1,154,384           |
| Operating expenses:                                    |                  |                                    |                     |
| Research and development                               | 369,485          | 355,392                            | 358,063             |
| Selling, general and administrative                    | 327,560          | 343,768                            | 365,325             |
| Amortization of acquisition-related intangibles        | 2,493            | 5,332                              | 6,802               |
| Restructuring charges                                  | 30,064           | 22,023                             |                     |
| Total operating expenses                               | 729,602          | 726,515                            | 730,190             |
| Operating income                                       | 432,149          | 429,518                            | 424,194             |
| Gain on early extinguishment of convertible debentures |                  | 75,035                             |                     |
| Impairment loss on investments                         | (3,805)          | (54,129)                           | (2,850)             |
| Interest and other income (expense), net               | (6,579)          | 7,602                              | 48,145              |
| Income before income taxes                             | 421,765          | 458,026                            | 469,489             |
| Provision for income taxes                             | 64,281           | 96,307                             | 100,174             |
| Net income   | \$ 357,484       | \$ 361,719                         | \$ 369,315          |
| Net income per common share:                           |                  |                                    |                     |
| Basic  | \$ 1.30          | \$ 1.31                            | \$ 1.25             |
| Diluted  | \$ 1.29          | \$ 1.31                            | \$ 1.24             |
| Shares used in per share calculations:                 |                  |                                    |                     |
| Basic  | 276,012          | 276,113                            | 295,050             |
| Diluted  | 276,953          | 276,854                            | 298,636             |

\*

As adjusted for  
the retrospective  
adoption of the  
accounting  
standard for  
convertible  
debentures in  
the first quarter  
of fiscal 2010  
(see Note 2)

See notes to consolidated financial statements.

**Table of Contents**

**XILINX, INC.**  
**Consolidated Balance Sheets**

| (In thousands, except par value amounts)  | April 3,<br>2010    | March 28,<br>2009 * |
|---|---------------------|---------------------|
| <b>ASSETS</b>   |                     |                     |
| <i><b>Current assets:</b></i>   |                     |                     |
| Cash and cash equivalents   | \$ 1,031,457        | \$ 1,065,987        |
| Short-term investments  | 355,148             | 258,946             |
| Accounts receivable, net of allowances for doubtful accounts and customer returns of \$3,628 and \$3,629 in 2010 and 2009, respectively | 262,735             | 216,390             |
| Inventories   | 130,628             | 119,832             |
| Deferred tax assets   | 101,126             | 63,709              |
| Prepaid expenses and other current assets   | 25,972              | 27,604              |
| <b>Total current assets</b>   | <b>1,907,066</b>    | <b>1,752,468</b>    |
| Property, plant and equipment, at cost:   |                     |                     |
| Land  | 94,260              | 94,194              |
| Buildings   | 300,393             | 298,543             |
| Machinery and equipment   | 271,955             | 335,264             |
| Furniture and fixtures  | 48,297              | 48,807              |
|   | 714,905             | 776,808             |
| Accumulated depreciation and amortization   | (349,027)           | (388,901)           |
| Net property, plant and equipment   | 365,878             | 387,907             |
| Long-term investments   | 582,202             | 347,787             |
| Goodwill  | 117,955             | 117,955             |
| Acquisition-related intangibles, net  |                     | 2,493               |
| Other assets  | 211,217             | 203,291             |
| <b>Total Assets</b>   | <b>\$ 3,184,318</b> | <b>\$ 2,811,901</b> |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>   |                     |                     |
| <i><b>Current liabilities:</b></i>  |                     |                     |
| Accounts payable  | \$ 96,169           | \$ 48,201           |
| Accrued payroll and related liabilities   | 114,663             | 89,918              |
| Income taxes payable  | 14,452              | 10,171              |
| Deferred income on shipments to distributors  | 80,132              | 62,364              |
| Other accrued liabilities   | 51,745              | 22,412              |
| <b>Total current liabilities</b>  | <b>357,161</b>      | <b>233,066</b>      |
| Convertible debentures  | 354,798             | 352,110             |

|                                |         |         |
|--------------------------------|---------|---------|
| Deferred tax liabilities       | 294,149 | 196,189 |
| Long-term income taxes payable | 56,248  | 80,699  |
| Other long-term liabilities    | 1,492   | 1,077   |

## Commitments and contingencies

**Stockholders' equity:**

Preferred stock, \$.01 par value; 2,000 shares authorized; none issued and outstanding

Common stock, \$.01 par value; 2,000,000 shares authorized; 273,487 and 275,507 shares issued and outstanding in 2010 and 2009, respectively

|                                      |           |           |
|--------------------------------------|-----------|-----------|
|                                      | 2,735     | 2,755     |
| Additional paid-in capital           | 1,102,411 | 1,085,745 |
| Retained earnings                    | 1,016,545 | 879,118   |
| Accumulated other comprehensive loss | (1,221)   | (18,858)  |

|                            |           |           |
|----------------------------|-----------|-----------|
| Total stockholders' equity | 2,120,470 | 1,948,760 |
|----------------------------|-----------|-----------|

|   |                     |                     |
|---|---------------------|---------------------|
| <b>Total Liabilities and Stockholders' Equity</b> | <b>\$ 3,184,318</b> | <b>\$ 2,811,901</b> |
|---|---------------------|---------------------|

\* As adjusted for the retrospective adoption of the accounting standard for convertible debentures in the first quarter of fiscal 2010 (see Note 2)

See notes to consolidated financial statements.

**Table of Contents**

**XILINX, INC.**  
**Consolidated Statements of Cash Flows**

| (In thousands)  | April 3,<br>2010 | Years Ended<br>March 28,<br>2009* | March 29,<br>2008* |
|---|------------------|-----------------------------------|--------------------|
| <b><i>Cash flows from operating activities:</i></b>                               |                  |                                   |                    |
| Net income  | \$ 357,484       | \$ 361,719                        | \$ 369,315         |
| Adjustments to reconcile net income to net cash provided by operating activities: |                  |                                   |                    |
| Depreciation  | 50,180           | 55,632                            | 54,199             |
| Amortization  | 14,982           | 15,682                            | 17,472             |
| Stock-based compensation  | 56,481           | 54,509                            | 66,427             |
| Gain on early extinguishment of convertible debentures                            |                  | (75,035)                          |                    |
| Impairment loss on investments  | 3,805            | 54,129                            | 2,850              |
| Net (gain) loss on sale of available-for-sale securities                          | (351)            | (2,706)                           | 5,139              |
| Amortization of debt discount on convertible debentures                           | 3,892            | 4,789                             | 4,889              |
| Convertible debt derivatives revaluation and amortization                         | (1,204)          | (97)                              | 254                |
| Provision for deferred income taxes   | 58,030           | 47,831                            | 796                |
| Tax benefit (expense) from exercise of stock options                              | (4,352)          | 4,244                             | 15,794             |
| (Excess) reduction of tax benefit from stock-based compensation                   | 1,315            | (4,779)                           | (22,459)           |
| Changes in assets and liabilities:  |                  |                                   |                    |
| Accounts receivable, net  | (46,345)         | 32,757                            | (66,853)           |
| Inventories   | (10,779)         | 10,022                            | 43,647             |
| Deferred income taxes   |                  | (9,637)                           | (891)              |
| Prepaid expenses and other current assets   | (9,174)          | 10,309                            | 35,160             |
| Other assets  | (15,341)         | (17,426)                          | 4,404              |
| Accounts payable  | 47,967           | (11,201)                          | (19,509)           |
| Accrued liabilities (including restructuring activities)                          | 50,103           | (24,353)                          | 19,276             |
| Income taxes payable  | (20,170)         | (14,545)                          | 28,464             |
| Deferred income on shipments to distributors                                      | 17,768           | (49,314)                          | 22,626             |
| Net cash provided by operating activities   | 554,291          | 442,530                           | 581,000            |
| <b><i>Cash flows from investing activities:</i></b>                               |                  |                                   |                    |
| Purchases of available-for-sale securities  | (1,669,148)      | (945,069)                         | (2,147,828)        |
| Proceeds from sale and maturity of available-for-sale securities                  | 1,362,838        | 1,259,511                         | 2,380,055          |
| Purchases of property, plant and equipment  | (28,152)         | (39,109)                          | (45,593)           |
| Distribution from United Microelectronics Corporation                             |                  |                                   | 10,693             |
| Other investing activities  | (2,270)          | (793)                             | (5,308)            |
| Net cash provided by (used in) investing activities                               | (336,732)        | 274,540                           | 192,019            |
| <b><i>Cash flows from financing activities:</i></b>                               |                  |                                   |                    |
| Repurchases of convertible debentures   |                  | (193,182)                         |                    |
| Repurchases of common stock   | (149,997)        | (275,000)                         | (550,000)          |
|   | 64,871           | 99,859                            | 125,612            |



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|  |              |              |            |
|--|--------------|--------------|------------|
| Proceeds from issuance of common stock through various stock plans |              |              |            |
| Payment of dividends to stockholders                               | (165,648)    | (154,534)    | (139,974)  |
| Excess (reduction of) tax benefit from stock-based compensation    | (1,315)      | 4,779        | 22,459     |
| Net cash used in financing activities                              | (252,089)    | (518,078)    | (541,903)  |
| Net increase (decrease) in cash and cash equivalents               | (34,530)     | 198,992      | 231,116    |
| Cash and cash equivalents at beginning of year                     | 1,065,987    | 866,995      | 635,879    |
| Cash and cash equivalents at end of year                           | \$ 1,031,457 | \$ 1,065,987 | \$ 866,995 |

**Supplemental disclosure of cash flow information:**

|                                   |           |           |           |
|-----------------------------------|-----------|-----------|-----------|
| Interest paid                     | \$ 21,551 | \$ 28,828 | \$ 32,118 |
| Income taxes paid, net of refunds | \$ 31,869 | \$ 75,375 | \$ 56,012 |

\* As adjusted for the retrospective adoption of the accounting standard for convertible debentures in the first quarter of fiscal 2010 (see Note 2)

See notes to consolidated financial statements.

Table of Contents

**XILINX, INC.**  
**Consolidated Statements of Stockholders Equity**

|  | Common Stock<br>Outstanding |          | Additional<br>Paid-in | Retained   | Accumulated<br>Other<br>Comprehensive<br>Income | Total<br>Stockholders<br>Equity |
|--|-----------------------------|----------|-----------------------|------------|---|---------------------------------|
| (In thousands, except per share amounts)   | Shares                      | Amount   | Capital               | Earnings   | (Loss)  | Equity                          |
| <b>Balance as of March 31, 2007*</b>   | 295,902                     | \$ 2,959 | \$ 1,151,994          | \$ 916,292 | \$ 3,601  | \$ 2,074,846                    |
| Components of comprehensive income:  |                             |          |                       |            |   |                                 |
| Net income   |                             |          |                       | 369,315    |   | 369,315                         |
| Change in net unrealized loss on<br>available-for- sale securities, net of tax<br>benefit of \$1,168 |                             |          |                       |            | (1,863)   | (1,863)                         |
| Change in net unrealized gain on hedging<br>transactions, net of taxes                               |                             |          |                       |            | 1,014   | 1,014                           |
| Cumulative translation adjustment  |                             |          |                       |            | 3,052   | 3,052                           |
| Total comprehensive income   |                             |          |                       |            |   | 371,518                         |
| Issuance of common shares under<br>employee stock plans  | 8,125                       | 80       | 124,660               |            |   | 124,740                         |
| Repurchase and retirement of common<br>stock   | (23,508)                    | (234)    | (198,946)             | (350,820)  |   | (550,000)                       |
| Stock-based compensation expense   |                             |          | 66,427                |            |   | 66,427                          |
| Stock-based compensation capitalized in<br>inventory   |                             |          | (675)                 |            |   | (675)                           |
| Adoption effect of accounting for<br>uncertain tax position  |                             |          | 1,024                 | 5,497      |   | 6,521                           |
| Cash dividends declared (\$0.48 per<br>common share)   |                             |          |                       | (139,974)  |   | (139,974)                       |
| Tax benefit from exercise of stock options   |                             |          | 15,794                |            |   | 15,794                          |
| <b>Balance as of March 29, 2008*</b>   | 280,519                     | 2,805    | 1,160,278             | 800,310    | 5,804   | 1,969,197                       |
| Components of comprehensive income:  |                             |          |                       |            |   |                                 |
| Net income   |                             |          |                       | 361,719    |   | 361,719                         |
| Change in net unrealized loss on<br>available-for- sale securities, net of tax<br>benefit of \$9,272 |                             |          |                       |            | (14,888)  | (14,888)                        |
| Change in net unrealized loss on hedging<br>transactions, net of taxes                               |                             |          |                       |            | (2,039)   | (2,039)                         |
| Cumulative translation adjustment  |                             |          |                       |            | (7,735)   | (7,735)                         |
| Total comprehensive income   |                             |          |                       |            |   | 337,057                         |
| Issuance of common shares under<br>employee stock plans  | 5,811                       | 58       | 96,338                |            |   | 96,396                          |
| Repurchase and retirement of common<br>stock   | (10,823)                    | (108)    | (156,635)             | (118,257)  |   | (275,000)                       |

|   |         |          |              |              |            |              |
|---|---------|----------|--------------|--------------|------------|--------------|
| Early extinguishment of convertible debentures  |         |          |              | (72,593)     |            | (72,593)     |
| Stock-based compensation expense  |         |          |              | 54,509       |            | 54,509       |
| Stock-based compensation capitalized in inventory   |         |          |              | (396)        |            | (396)        |
| Adjustment to accounting for uncertain tax position adoption entry                            |         |          |              |              | (10,120)   | (10,120)     |
| Cash dividends declared (\$0.56 per common share)   |         |          |              |              | (154,534)  | (154,534)    |
| Tax benefit from exercise of stock options  |         |          |              | 4,244        |            | 4,244        |
| <b>Balance as of March 28, 2009*</b>  | 275,507 | 2,755    | 1,085,745    | 879,118      | (18,858)   | 1,948,760    |
| Components of comprehensive income:   |         |          |              |              |            |              |
| Net income  |         |          |              | 357,484      |            | 357,484      |
| Change in net unrealized loss on available-for-sale securities, net of tax benefit of \$9,115 |         |          |              |              | 14,756     | 14,756       |
| Change in net unrealized loss on hedging transactions, net of taxes                           |         |          |              |              | (541)      | (541)        |
| Cumulative translation adjustment   |         |          |              |              | 3,422      | 3,422        |
| Total comprehensive income  |         |          |              |              |            | 375,121      |
| Issuance of common shares under employee stock plans  | 4,183   | 42       | 60,046       |              |            | 60,088       |
| Repurchase and retirement of common stock   | (6,203) | (62)     | (95,526)     | (54,409)     |            | (149,997)    |
| Stock-based compensation expense  |         |          | 56,481       |              |            | 56,481       |
| Stock-based compensation capitalized in inventory   |         |          | 17           |              |            | 17           |
| Cash dividends declared (\$0.60 per common share)   |         |          |              | (165,648)    |            | (165,648)    |
| Reduction of tax benefit from exercise of stock options                                       |         |          | (4,352)      |              |            | (4,352)      |
| <b>Balance as of April 3, 2010</b>  | 273,487 | \$ 2,735 | \$ 1,102,411 | \$ 1,016,545 | \$ (1,221) | \$ 2,120,470 |

\* As adjusted for the retrospective adoption of the accounting standard for convertible debentures in the first quarter of fiscal 2010 (see Note 2)

See notes to consolidated financial statements.



Table of Contents**XILINX, INC.****Notes to Consolidated Financial Statements****Note 1. Nature of Operations**

Xilinx, Inc. (Xilinx or the Company) designs, develops and markets programmable platforms, including advanced integrated circuits, software design tools and predefined system functions delivered as intellectual property cores. In addition to its programmable platforms, the Company provides design services, customer training, field engineering and technical support. The wafers used to manufacture its products are obtained primarily from independent wafer manufacturers located in Taiwan and Japan. The Company is dependent on these foundries to produce and deliver silicon wafers on a timely basis. The Company is also dependent on subcontractors, primarily located in the Asia Pacific region, to provide semiconductor assembly, test and shipment services. Xilinx is a global company with sales offices throughout the world. The Company derives over one-half of its revenues from international sales, primarily in the Asia Pacific region, Europe and Japan.

**Note 2. Summary of Significant Accounting Policies and Concentrations of Risk***Basis of Presentation*

The accompanying consolidated financial statements include the accounts of Xilinx and its wholly-owned subsidiaries after elimination of all intercompany transactions. The Company uses a 52- to 53-week fiscal year ending on the Saturday nearest March 31. Fiscal 2010 was a 53-week year ended on April 3, 2010. Each of fiscal 2009 and 2008 was a 52-week year, ended on March 28, 2009 and March 29, 2008, respectively. Fiscal 2011 will be a 52-week year ending on April 2, 2011.

*Adoption of New Accounting Standard for Convertible Debentures*

Beginning in fiscal 2010, the Company retrospectively adopted the authoritative guidance for convertible debentures issued by the Financial Accounting Standards Board (FASB), which affected the Company's 3.125% junior subordinated convertible debentures (debentures). The guidance specifies that issuers of convertible debt instruments should separately account for the liability (debt) and equity (conversion option) components of such instruments in a manner that reflects the borrowing rate for a similar non-convertible debt. The liability component is recognized at fair value, based on the fair value of a similar instrument that does not have a conversion feature at issuance. The equity component is based on the excess of the principal amount of the debentures over the fair value of the liability component, after adjusting for an allocation of debt issuance costs and the deferred tax impact. Such excess represents the estimated fair value of the conversion feature and is recorded as additional paid-in capital. The Company's debentures were issued at a coupon rate of 3.125%, which was below the rate of a similar instrument that did not have a conversion feature at that time (7.20%). Therefore, the valuation of the debt component resulted in a discounted carrying value of the debentures compared to the principal. This debt discount is amortized as additional non-cash interest expense over the expected life of the debt, which is also the stated life of the debt. The consolidated financial statements have been retrospectively adjusted for all periods presented in accordance with the authoritative guidance for convertible debentures. See Note 10. Convertible Debentures and Revolving Credit Facility for further information.

The effect of the retrospective adoption on individual line items on the Company's consolidated balance sheet was as follows:

|                            | March 28, 2009 |                |            |
|----------------------------|----------------|----------------|------------|
|                            | As             |                | As         |
|                            | Previously     | Adjustments    |            |
| (In thousands)             | Reported       | (1)            | Adjusted   |
| Other assets               | \$ 216,905     | \$ (13,614)(2) | \$ 203,291 |
| Convertible debentures     | 690,125        | (338,015)      | 352,110    |
| Deferred tax liabilities   | 82,648         | 113,541        | 196,189    |
| Additional paid-in capital | 856,232        | 229,513        | 1,085,745  |
| Retained earnings          | 897,771        | (18,653)       | 879,118    |

- (1) The amounts represent the net effect of the adoption of the accounting standard for convertible debentures in the first quarter of fiscal 2010 and the repurchase of a portion of the debentures.
- (2) Other assets as of March 28, 2009 decreased by \$13.6 million due to a decrease to long-term deferred tax assets of \$7.0 million and a retroactive adjustment of debt issuance costs from other assets to additional paid-in capital of \$6.6 million upon the adoption of the accounting standard for convertible debentures. The reclassification resulted in a cumulative decrease in amortization of debt issuance costs of \$488 thousand as of March 28, 2009.



**Table of Contents**

The effect of the retrospective adoption on individual line items on the Company's consolidated statements of income for the periods indicated was as follows:

|  | Year Ended<br>March 28, 2009 |                |           | Year Ended<br>March 29, 2008 |             |         |
|--|------------------------------|----------------|-----------|------------------------------|-------------|---------|
|  | As                           |                | As        | As                           |             | As      |
|  | Previously<br>Reported       | Adjustments    |           | Previously<br>Reported       | Adjustments |         |
| (In thousands, except per share amounts)               |                              |                |           |                              |             |         |
| Gain on early extinguishment of convertible debentures | \$ 110,606                   | \$ (35,571)(1) | \$ 75,035 | \$                           | \$          | \$      |
| Interest and other income, net                         | 12,189                       | (4,587)(2)     | 7,602     | 52,750                       | (4,605)(2)  | 48,145  |
| Provision for income taxes                             | 122,544                      | (26,237)       | 96,307    | 100,047                      | 127         | 100,174 |
| Net income   | 375,640                      | (13,921)       | 361,719   | 374,047                      | (4,732)     | 369,315 |
| Net income per common share basic                      | \$ 1.36                      | \$ (0.05)      | \$ 1.31   | \$ 1.27                      | \$ (0.02)   | \$ 1.25 |
| Net income per common share diluted                    | \$ 1.36                      | \$ (0.05)      | \$ 1.31   | \$ 1.25                      | \$ (0.01)   | \$ 1.24 |

(1) Gain on early extinguishment of convertible debentures decreased due to the allocation of the original gain to additional paid-in capital.

(2) Interest and other income (expense), net decreased due to additional interest expense recorded retroactively, partially offset by a reduction of amortization of debt issuance costs.

For fiscal 2010, the retrospective adoption increased interest expense by \$3.7 million and decreased provision for income taxes by \$1.4 million, and thereby reducing net income by \$2.3 million (or \$0.01 of net income per basic and diluted common share).

The retrospective adoption does not change the Company's net cash provided by (used in) operating, investing or financing activities for any periods.

*Use of Estimates*

The preparation of financial statements in conformity with accounting principles generally accepted in the United States (U.S.) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the reported amounts of net revenues and expenses during the reporting period. Such estimates relate to, among others, the useful lives of assets,



assessment of recoverability of property, plant and equipment, intangible assets and goodwill, inventory write-downs, allowances for doubtful accounts and customer returns, stock-based compensation, potential reserves relating to litigation and tax matters, valuation of certain investments and derivative financial instruments as well as other accruals or reserves. Actual results may differ from those estimates and such differences may be material to the financial statements.

*Cash Equivalents and Investments*

Cash equivalents consist of highly liquid investments with original maturities from the date of purchase of three months or less. These investments consist of commercial paper, bank certificates of deposit, money market funds and time deposits. Short-term investments consist of municipal bonds, corporate bonds, commercial paper, U.S. and foreign government and agency securities, floating rate notes, mortgage-backed securities and bank certificates of deposit with original maturities greater than three months and remaining maturities less than one year from the balance sheet date. Long-term investments consist of U.S. and foreign government and agency securities, corporate bonds, mortgage-backed securities, floating rate notes and municipal bonds with remaining maturities greater than one year, unless the investments are specifically identified to fund current operations, in which case they are classified as short-term investments. As of April 3, 2010 and March 28, 2009, long-term investments also included approximately \$61.6 million and \$58.4 million, respectively, of auction rate securities that experienced failed auctions in the fourth quarter of fiscal 2008. These auction rate securities are secured primarily by pools of student loans originated under Federal Family Education Loan Program (FFELP) that are substantially guaranteed by the U. S. Department of Education. Equity investments are also classified as long-term investments since they are not intended to fund current operations.

The Company maintains its cash balances with various banks with high quality ratings, and investment banking and asset management institutions. The Company manages its liquidity risk by investing in a variety of money market funds, high-grade commercial paper, corporate bonds, municipal bonds and U.S. and foreign government and agency securities. This diversification of investments is consistent with its policy to maintain liquidity and ensure the ability to collect principal. The Company maintains an offshore investment portfolio denominated in U.S. dollars. All investments are made pursuant to corporate investment policy guidelines. Investments include Euro commercial paper, Euro dollar bonds, Euro dollar floating rate notes, offshore time deposits, U.S. and foreign government and agency securities, and mortgage-backed securities issued by U.S. government-sponsored enterprises and agencies.

**Table of Contents**

Management classifies investments as available-for-sale or held-to-maturity at the time of purchase and re-evaluates such designation at each balance sheet date, although classification is not generally changed. Securities are classified as held-to-maturity when the Company has the positive intent and the ability to hold the securities until maturity. Held-to-maturity securities are carried at cost adjusted for amortization of premiums and accretion of discounts to maturity. Such amortization, as well as any interest on the securities, is included in interest income. No investments were classified as held-to-maturity as of April 3, 2010 or March 28, 2009. Available-for-sale securities are carried at fair value with the unrealized gains or losses, net of tax, included as a component of accumulated other comprehensive income (loss) in stockholders' equity. See Note 3. Fair Value Measurements for information relating to the determination of fair value. Realized gains and losses on available-for-sale securities are included in interest and other income (expense), net, and declines in value judged to be other than temporary are included in impairment loss on investments. The cost of securities matured or sold is based on the specific identification method.

In determining whether a decline in value of non-marketable equity investments in private companies is other than temporary, the assessment is made by considering available evidence including the general market conditions in the investee's industry, the investee's product development status, the investee's ability to meet business milestones and the financial condition and near-term prospects of the individual investee, including the rate at which the investee is using its cash and the investee's need for possible additional funding at a lower valuation. When a decline in value is deemed to be other than temporary, the Company recognizes an impairment loss in the current period's operating results to the extent of the decline.

*Accounts Receivable*

The allowance for doubtful accounts reflects the Company's best estimate of probable losses inherent in the accounts receivable balance. The Company determines the allowance based on the aging of Xilinx's accounts receivable, historical experience, known troubled accounts, management judgment and other currently available evidence. Xilinx writes off accounts receivable against the allowance when Xilinx determines a balance is uncollectible and no longer actively pursues collection of the receivable. The amounts of accounts receivable written off were insignificant for all periods presented.

*Inventories*

Inventories are stated at the lower of actual cost (determined using the first-in, first-out method), or market (estimated net realizable value) and are comprised of the following:

| (In thousands)  | April 3,<br>2010 | March 28,<br>2009 |
|-----------------|------------------|-------------------|
| Raw materials   | \$ 13,257        | \$ 10,024         |
| Work-in-process | 85,990           | 79,426            |
| Finished goods  | 31,381           | 30,382            |
|                 | \$ 130,628       | \$ 119,832        |

The Company reviews and sets standard costs quarterly to approximate current actual manufacturing costs. The Company's manufacturing overhead standards for product costs are calculated assuming full absorption of actual spending over actual volumes, adjusted for excess capacity. Given the cyclical nature of the market, the obsolescence of technology and product lifecycles, the Company writes down inventory based on forecasted demand and technological obsolescence. These factors are impacted by market and economic conditions, technology changes, new product introductions and changes in strategic direction and require estimates that may include uncertain elements. Actual demand may differ from forecasted demand and such differences may have a material effect on recorded inventory values.

*Property, Plant and Equipment*

Property, plant and equipment are recorded at cost, net of accumulated depreciation. Depreciation for financial reporting purposes is computed using the straight-line method over the estimated useful lives of the assets of three to five years for machinery, equipment, furniture and fixtures and 15 to 30 years for buildings. Depreciation expense

totaled \$50.2 million, \$55.6 million and \$54.2 million for fiscal 2010, 2009 and 2008, respectively.

*Impairment of Long-Lived Assets*

The Company evaluates the carrying value of long-lived assets to be held and used for impairment if indicators of potential impairment exist. Impairment indicators are reviewed on a quarterly basis. When indicators of impairment exist and assets are held for use, the Company estimates future undiscounted cash flows attributable to the assets. In the event such cash flows are not expected to be sufficient to recover the recorded value of the assets, the assets are written down to their estimated fair values based on the expected discounted future cash flows attributable to the assets or based on appraisals. When assets are removed from operations and held for sale, Xilinx estimates impairment losses as the excess of the carrying value of the assets over their fair value.

**Table of Contents***Goodwill*

Goodwill is not amortized but is subject to impairment tests on an annual basis, or more frequently if indicators of potential impairment exist, using a fair-value-based approach. All other intangible assets are amortized over their estimated useful lives and assessed for impairment. Based on the impairment review performed during the fourth quarter of fiscal 2010, there was no impairment of goodwill in fiscal 2010. Unless there are indicators of impairment, the Company's next impairment review for goodwill will be performed and completed in the fourth quarter of fiscal 2011. To date, no impairment indicators have been identified.

*Revenue Recognition*

Sales to distributors are made under agreements providing distributor price adjustments and rights of return under certain circumstances. Revenue and costs relating to distributor sales are deferred until products are sold by the distributors to the distributors' end customers. For fiscal 2010, approximately 69% of the Company's net revenues were from products sold to distributors for subsequent resale to original equipment manufacturers (OEMs) or their subcontract manufacturers. Revenue recognition depends on notification from the distributor that product has been sold to the distributor's end customer. Also reported by the distributor are product resale price, quantity and end customer shipment information, as well as inventory on hand. Reported distributor inventory on hand is reconciled to deferred revenue balances monthly. The Company maintains system controls to validate distributor data and to verify that the reported information is accurate. Deferred income on shipments to distributors reflects the effects of distributor price adjustments and the amount of gross margin expected to be realized when distributors sell through product purchased from the Company. Accounts receivable from distributors are recognized and inventory is relieved when title to inventories transfers, typically upon shipment from Xilinx at which point the Company has a legally enforceable right to collection under normal payment terms.

As of April 3, 2010, the Company had \$110.4 million of deferred revenue and \$30.3 million of deferred cost of revenues recognized as a net \$80.1 million of deferred income on shipments to distributors. As of March 28, 2009, the Company had \$90.4 million of deferred revenue and \$28.0 million of deferred cost of revenues recognized as a net \$62.4 million of deferred income on shipments to distributors. The deferred income on shipments to distributors that will ultimately be recognized in the Company's consolidated statement of income will be different than the amount shown on the consolidated balance sheet due to actual price adjustments issued to the distributors when the product is sold to their end customers.

Revenue from sales to the Company's direct customers is recognized upon shipment provided that persuasive evidence of a sales arrangement exists, the price is fixed, title has transferred, collection of resulting receivables is reasonably assured, and there are no customer acceptance requirements and no remaining significant obligations. For each of the periods presented, there were no significant formal acceptance provisions with the Company's direct customers.

Revenue from software licenses is deferred and recognized as revenue over the term of the licenses of one year. Revenue from support services is recognized when the service is performed. Revenue from Support Products, which includes software and services sales, was less than 6% of net revenues for all of the periods presented.

Allowances for end customer sales returns are recorded based on historical experience and for known pending customer returns or allowances.

*Foreign Currency Translation*

The U.S. dollar is the functional currency for the Company's Ireland and Singapore subsidiaries. Assets and liabilities that are not denominated in the functional currency are remeasured into U.S. dollars, and the resulting gains or losses are included in the consolidated statements of income under interest and other income (expense), net. The remeasurement gains or losses were immaterial for all fiscal periods presented.

The local currency is the functional currency for each of the Company's other wholly-owned foreign subsidiaries. Assets and liabilities are translated from foreign currencies into U.S. dollars at month-end exchange rates and statements of income are translated at the average monthly exchange rates. Exchange gains or losses arising from translation of foreign currency denominated assets and liabilities (i.e., cumulative translation adjustment) are included as a component of accumulated other comprehensive income (loss) in stockholders' equity.

*Derivative Financial Instruments*

To reduce financial risk, the Company periodically enters into financial arrangements as part of the Company's ongoing asset and liability management activities. Xilinx uses derivative financial instruments to hedge fair values of underlying assets and liabilities or future cash flows which are exposed to foreign currency fluctuations. The Company does not enter into derivative financial instruments for trading or speculative purposes. See Note 5. Derivative Financial Instruments for detailed information about the Company's derivative financial instruments.

## **Table of Contents**

### *Research and Development Expenses*

Research and development costs are current period expenses and charged to expense as incurred.

### *Stock-Based Compensation*

The Company has equity incentive plans that are more fully discussed in Note 6. Stock-Based Compensation Plans. The authoritative guidance of accounting for share-based payment requires the Company to measure the cost of all employee equity awards that are expected to be exercised based on the grant-date fair value of those awards and to record that cost as compensation expense over the period during which the employee is required to perform service in exchange for the award (over the vesting period of the award). In addition, the Company is required to record compensation expense (as previous awards continue to vest) for the unvested portion of previously granted awards that remain outstanding at the date of adoption. The authoritative guidance of accounting for share-based payment requires cash flows resulting from excess tax benefits to be classified as a part of cash flows from financing activities. Excess tax benefits are realized tax benefits from tax deductions for exercised options in excess of the deferred tax asset attributable to stock compensation costs for such options. The exercise price of employee stock options is equal to the market price of Xilinx common stock (defined as the closing trading price reported by The NASDAQ Global Select Market) on the date of grant. Additionally, Xilinx's employee stock purchase plan is deemed a compensatory plan under the authoritative guidance of accounting for share-based payment. Accordingly, the employee stock purchase plan is included in the computation of stock-based compensation expense.

The Company uses the straight-line attribution method to recognize stock-based compensation costs over the requisite service period of the award for stock-based awards granted after April 1, 2006. For stock-based awards granted prior to April 2, 2006, the Company continues to use the accelerated amortization method consistent with the amounts previously disclosed in the pro forma disclosure. Upon exercise, cancellation or expiration of stock options, deferred tax assets for options with multiple vesting dates are eliminated for each vesting period on a first-in, first-out basis as if each award had a separate vesting period. To calculate the excess tax benefits available for use in offsetting future tax shortfalls as of the date of implementation, the Company followed the alternative transition method.

### *Income Taxes*

All income tax amounts reflect the use of the liability method under the accounting for income taxes, as interpreted by FASB authoritative guidance for measuring uncertain tax positions. Under this method, deferred tax assets and liabilities are determined based on the expected future tax consequences of temporary differences between the carrying amounts of assets and liabilities for financial and income tax reporting purposes.

### *Product Warranty and Indemnification*

The Company generally sells products with a limited warranty for product quality. The Company provides an accrual for known product issues if a loss is probable and can be reasonably estimated. As of the end of both fiscal 2010 and 2009, the accrual balance of the product warranty liability was immaterial.

The Company offers, subject to certain terms and conditions, to indemnify certain customers and distributors for costs and damages awarded against these parties in the event the Company's hardware products are found to infringe third-party intellectual property rights, including patents, copyrights or trademarks, and to compensate certain customers for limited specified costs they actually incur in the event our hardware products experience epidemic failure. To a lesser extent, the Company may from time-to-time offer limited indemnification with respect to its software products. The terms and conditions of these indemnity obligations are limited by contract, which obligations are typically perpetual from the effective date of the agreement. The Company has historically received only a limited number of requests for indemnification under these provisions and has not made any significant payments pursuant to these provisions. The Company cannot estimate the maximum amount of potential future payments, if any, that the Company may be required to make as a result of these obligations due to the limited history of indemnification claims and the unique facts and circumstances that are likely to be involved in each particular claim and indemnification provision. However, there can be no assurances that the Company will not incur any financial liabilities in the future as a result of these obligations.

### *Concentrations of Credit Risk*

Avnet, one of the Company's distributors, distributes the substantial majority of the Company's products worldwide. As of April 3, 2010 and March 28, 2009, Avnet accounted for 83% and 81% of the Company's total accounts receivable,

respectively. Resale of product through Avnet accounted for 49%, 55% and 61% of the Company's worldwide net revenues in fiscal 2010, 2009 and 2008, respectively. The percentage of accounts receivable due from Avnet and the percentage of worldwide net revenues from Avnet are consistent with historical patterns.

**Table of Contents**

Xilinx is subject to concentrations of credit risk primarily in its trade accounts receivable and investments in debt securities to the extent of the amounts recorded on the consolidated balance sheet. The Company attempts to mitigate the concentration of credit risk in its trade receivables through its credit evaluation process, collection terms, distributor sales to diverse end customers and through geographical dispersion of sales. Xilinx generally does not require collateral for receivables from its end customers or from distributors.

No end customer accounted for more than 10% of net revenues for any of the periods presented.

The Company mitigates concentrations of credit risk in its investments in debt securities by currently investing approximately 93% of its portfolio in AA or higher grade securities as rated by Standard & Poor's or Moody's Investors Service. The Company's methods to arrive at investment decisions are not solely based on the rating agencies' credit ratings. Xilinx also performs additional credit due diligence and conducts regular portfolio credit reviews, including a review of counterparty credit risk related to the Company's forward currency exchange contracts. Additionally, Xilinx limits its investments in the debt securities of a single issuer based upon the issuer's credit rating and attempts to further mitigate credit risk by diversifying risk across geographies and type of issuer. As of April 3, 2010, 49% and 51% of its investments in debt securities were domestic and foreign issuers, respectively. See Note 4. Financial Instruments for detailed information about the Company's investment portfolio.

As of April 3, 2010, less than 4% of the Company's \$1.87 billion investment portfolio consisted of student loan auction rate securities and all of these securities are rated AAA with the exception of \$8.3 million that were downgraded to an A rating during fiscal 2009. More than 98% of the underlying assets that secure these securities are pools of student loans originated under the FFELP that are substantially guaranteed by the U.S. Department of Education. These securities experienced failed auctions in the fourth quarter of fiscal 2008 due to liquidity issues in the global credit markets. In a failed auction, the interest rates are reset to a maximum rate defined by the contractual terms for each security. The Company has collected and expects to collect all interest payable on these securities when due. During fiscal 2010 and 2009, \$1.3 million and \$1.4 million, respectively, of these student loan auction rate securities were redeemed for cash by the issuers at par value. Because there can be no assurance of a successful auction in the future, beginning with the quarter ended March 29, 2008, the student loan auction rate securities were reclassified from short-term to long-term investments on the consolidated balance sheets. The maturity dates range from March 2023 to November 2047.

As of April 3, 2010, approximately 24% of the portfolio consisted of mortgage-backed securities. All of the mortgage-backed securities in the investment portfolio are AAA rated and were issued by U.S. government-sponsored enterprises and agencies.

Since September 2007, the global credit markets have experienced adverse conditions that have negatively impacted the values of various types of investment and non-investment grade securities. During this time the global credit and capital markets experienced volatility and disruption due to instability in the global financial system, uncertainty related to global economic conditions and concerns regarding sovereign financial stability. While general conditions in the global credit markets have improved, there is a risk that the Company may incur additional other-than-temporary impairment charges for certain types of investments should credit market conditions deteriorate or the underlying assets fail to perform as anticipated. See Note 4. Financial Instruments for a table of the Company's available-for-sale securities.

***Dependence on Independent Manufacturers and Subcontractors***

The Company does not directly manufacture the finished silicon wafers used to manufacture its products. Xilinx receives a substantial majority of its finished wafers from one independent wafer manufacturer located in Taiwan. The Company is also dependent on a limited number of subcontractors, primarily located in the Asia Pacific region, to provide semiconductor assembly, test and shipment services.

***Recent Accounting Pronouncements***

In June 2009, the FASB issued the authoritative guidance to eliminate the historical GAAP hierarchy and establish only two levels of U.S. GAAP, authoritative and nonauthoritative. When launched on July 1, 2009, the FASB Accounting Standards Codification (ASC) became the single source of authoritative, nongovernmental GAAP, except for rules and interpretive releases of the SEC, which are sources of authoritative GAAP for SEC registrants. All other non-grandfathered, non-SEC accounting literature not included in the ASC became nonauthoritative. The subsequent



issuances of new standards will be in the form of Accounting Standards Updates that will be included in the ASC. This authoritative guidance was effective for financial statements for interim or annual reporting periods ended after September 15, 2009. The Company adopted the new codification in the second quarter of fiscal 2010. As the codification was not intended to change or alter existing GAAP, it did not have any impact on the Company's consolidated financial statements.

In August 2009, the FASB issued the authoritative guidance to provide additional guidance (including illustrative examples) clarifying the measurement of liabilities at fair value. Among other things, the guidance clarifies how the price of a traded debt security (i.e., an asset value) should be considered in estimating the fair value of the issuer's liability. This authoritative guidance was effective for the first reporting period (including interim periods) beginning after its issuance, which for the Company was its third quarter of fiscal 2010, and it did not have a significant impact on the Company's consolidated financial statements.

**Table of Contents**

In October 2009, the FASB issued the authoritative guidance to update the accounting and reporting requirements for revenue arrangements with multiple deliverables. This guidance established a selling price hierarchy, which allows the use of an estimated selling price to determine the selling price of a deliverable in cases where neither vendor-specific objective evidence nor third-party evidence is available. This guidance is to be applied prospectively for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010, which for the Company is its fiscal 2012. Early adoption is permitted, and if this update is adopted early in other than the first quarter of an entity's fiscal year, then it must be applied retrospectively to the beginning of that fiscal year. The Company is currently assessing the impact of the adoption on its consolidated financial statements.

In October 2009, the FASB issued the authoritative guidance that clarifies which revenue allocation and measurement guidance should be used for arrangements that contain both tangible products and software, in cases where the software is more than incidental to the tangible product as a whole. More specifically, if the software sold with or embedded within the tangible product is essential to the functionality of the tangible product, then this software as well as undelivered software elements that relate to this software are excluded from the scope of existing software revenue guidance. This guidance is to be applied prospectively for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010, which for the Company is its fiscal 2012. Early adoption is permitted, and if this update is adopted early in other than the first quarter of an entity's fiscal year, then it must be applied retrospectively to the beginning of that fiscal year. The Company is currently assessing the impact of the adoption on its consolidated financial statements.

In January 2010, the FASB issued amended standards that require additional disclosures about inputs and valuation techniques used to measure fair value as well as disclosures about significant transfers, beginning in the Company's fourth quarter of fiscal 2010. Additionally, these amended standards require presentation of disaggregated activity within the reconciliation for fair value measurements using significant unobservable inputs (Level 3), beginning in the Company's first quarter of fiscal 2012. The Company does not expect these new standards to have significant impacts on the Company's consolidated financial statements.

In February 2010, the FASB issued the authoritative guidance to amend the subsequent event disclosure requirement for public companies. Under this amended guidance, public companies are no longer required to disclose the date through which subsequent events have been evaluated in originally issued and revised financial statements. This guidance was effective immediately and the Company adopted this new guidance in the quarter ended April 3, 2010. See Note 21. Subsequent Event for further information.

In April 2010, the FASB issued the authoritative guidance on milestone method of revenue recognition. Under the new guidance, an entity can recognize revenue from consideration that is contingent upon achievement of a milestone in the period in which the milestone is achieved only if the milestone meets all criteria to be considered substantive. This guidance is to be applied prospectively for milestones achieved in fiscal years, and interim period within those years, beginning on or after June 15, 2010, which for the Company is its fiscal 2012. Early adoption is permitted, and if this update is adopted early in other than the first quarter of an entity's fiscal year, then it must be applied retrospectively to the beginning of that fiscal year. The Company is currently assessing the impact of the adoption on its consolidated financial statements.

**Note 3. Fair Value Measurements**

The guidance for fair value measurements established by the FASB defines fair value as the exchange price that would be received from selling an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required or permitted to be recorded at fair value, the Company considers the principal or most advantageous market in which Xilinx would transact and also considers assumptions that market participants would use when pricing the asset or liability, such as inherent risk, transfer restrictions and risk of nonperformance.

The Company determines the fair value for marketable debt securities using industry standard pricing services, data providers and other third-party sources and by internally performing valuation analyses. The Company primarily uses a consensus price or weighted average price for its fair value assessment. The Company determines the consensus price using market prices from a variety of industry standard pricing services, data providers, security master files from large financial institutions and other third party sources and uses those multiple prices as inputs into a

distribution-curve-based algorithm to determine the daily market value. The pricing services use multiple inputs to determine market prices, including reportable trades, benchmark yield curves, credit spreads and broker/dealer quotes as well as other industry and economic events. For certain securities with short maturities, such as discount commercial paper and certificates of deposit, the security is accreted from purchase price to face value at maturity. If a subsequent transaction on the same security is observed in the marketplace, the price on the subsequent transaction is used as the current daily market price and the security will be accreted to face value based on the revised price. For certain other securities, such as student loan auction rate securities, the Company performs its own valuation analysis using a discounted cash flow pricing model.

**Table of Contents**

The Company validates the consensus prices by taking random samples from each asset type and corroborating those prices using reported trade activity, benchmark yield curves, binding broker/dealer quotes or other relevant price information. There have not been any changes to the Company's fair value methodology during fiscal 2010 and the Company did not adjust or override any fair value measurements as of April 3, 2010.

*Fair Value Hierarchy*

The measurements of fair value were established based on a fair value hierarchy that prioritizes the utilized inputs. This hierarchy requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The fair value framework requires the categorization of assets and liabilities into three levels based upon the assumptions (inputs) used to price the assets or liabilities. The guidance for fair value measurements requires that assets and liabilities carried at fair value be classified and disclosed in one of the following categories:

Level 1 Quoted (unadjusted) prices in active markets for identical assets or liabilities.

The Company's Level 1 assets consist of U.S. Treasury securities and money market funds.

Level 2 Observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the asset or liability.

The Company's Level 2 assets consist of bank certificates of deposit, commercial paper, corporate bonds, municipal bonds, U.S. agency securities, foreign government and agency securities, floating-rate notes and mortgage-backed securities. The Company's Level 2 assets and liabilities include foreign currency forward contracts.

Level 3 Unobservable inputs to the valuation methodology that are supported by little or no market activity and that are significant to the measurement of the fair value of the assets or liabilities. Level 3 assets and liabilities include those whose fair value measurements are determined using pricing models, discounted cash flow methodologies or similar valuation techniques, as well as significant management judgment or estimation.

The Company's Level 3 assets and liabilities include student loan auction rate securities and the embedded derivative related to the Company's debentures.

*Assets and Liabilities Measured at Fair Value on a Recurring Basis*

In instances where the inputs used to measure fair value fall into different levels of the fair value hierarchy, the fair value measurement has been determined based on the lowest level input that is significant to the fair value measurement in its entirety. The Company's assessment of the significance of a particular item to the fair value measurement in its entirety requires judgment, including the consideration of inputs specific to the asset or liability. The following tables present information about the Company's assets and liabilities measured at fair value on a recurring basis as of April 3, 2010 and March 28, 2009:

|                              | April 3, 2010   |   |  |                     |
|------------------------------|---|---|--|---------------------|
| (In thousands)               | Quoted<br>Prices<br>in Active<br>Markets for<br>Identical<br>Instruments<br>(Level 1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) | Total Fair<br>Value |
| Assets:                      |   |   |  |                     |
| Money market funds           | \$ 138,738  | \$  | \$   | \$ 138,738          |
| Bank certificates of deposit |   | 59,996  |  | 59,996              |
| Commercial paper             |   | 437,790   |  | 437,790             |
| Corporate bonds              |   | 538   |  | 538                 |
| Auction rate securities      |   |   | 61,644   | 61,644              |
| Municipal bonds              |   | 9,703   |  | 9,703               |

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|  |            |              |           |              |
|--|------------|--------------|-----------|--------------|
| U.S. government and agency securities      | 49,995     | 71,961       |           | 121,956      |
| Foreign government and agency securities   |            | 488,845      |           | 488,845      |
| Floating rate notes                        |            | 112,430      |           | 112,430      |
| Mortgage-backed securities                 |            | 442,199      |           | 442,199      |
| Total assets measured at fair value        | \$ 188,733 | \$ 1,623,462 | \$ 61,644 | \$ 1,873,839 |
| Liabilities:                               |            |              |           |              |
| Foreign currency forward contracts (net)   | \$         | \$ 1,477     | \$        | \$ 1,477     |
| Convertible debentures embedded derivative |            |              | 848       | 848          |
| Total liabilities measured at fair value   | \$         | \$ 1,477     | \$ 848    | \$ 2,325     |
| Net assets measured at fair value          | \$ 188,733 | \$ 1,621,985 | \$ 60,796 | \$ 1,871,514 |

**Table of Contents**

|  | March 28, 2009  |   |  |                     |
|--|---|---|--|---------------------|
| (In thousands)                             | Quoted<br>Prices<br>in Active<br>Markets for<br>Identical<br>Instruments<br>(Level 1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) | Total Fair<br>Value |
| Assets:                                    |   |   |  |                     |
| Money market funds                         | \$ 343,750  | \$  | \$   | \$ 343,750          |
| Bank certificates of deposit               |   | 20,001  |  | 20,001              |
| Commercial paper                           |   | 229,869   |  | 229,869             |
| Corporate bonds                            |   | 11,485  |  | 11,485              |
| Auction rate securities                    |   |   | 58,354   | 58,354              |
| Municipal bonds                            |   | 14,520  |  | 14,520              |
| U.S. government and agency securities      | 2,972   | 6,952   |  | 9,924               |
| Foreign government and agency securities   |   | 453,664   |  | 453,664             |
| Floating rate notes                        |   | 230,575   |  | 230,575             |
| Asset-backed securities                    |   | 5,894   | 36,492   | 42,386              |
| Mortgage-backed securities                 |   | 169,201   |  | 169,201             |
| Total assets measured at fair value        | \$ 346,722  | \$ 1,142,161  | \$ 94,846  | \$ 1,583,729        |
| Liabilities:                               |   |   |  |                     |
| Foreign currency forward contracts (net)   | \$  | \$ 1,082  | \$   | \$ 1,082            |
| Convertible debentures embedded derivative |   |   | 2,110  | 2,110               |
| Total liabilities measured at fair value   | \$  | \$ 1,082  | \$ 2,110   | \$ 3,192            |
| Net assets measured at fair value          | \$ 346,722  | \$ 1,141,079  | \$ 92,736  | \$ 1,580,537        |

*Changes in Level 3 Instruments Measured at Fair Value on a Recurring Basis*

The following table is a reconciliation of all assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3):

| (In thousands)                                       | Year Ended<br>April 3,<br>2010 | Year Ended<br>March 28,<br>2009 |
|--|--------------------------------|---------------------------------|
| Balance as of beginning of period                    | \$ 92,736                      | \$ 145,388                      |
| Total realized and unrealized gains (losses):        |                                |                                 |
| Included in interest and other income (expense), net | 262                            | 170                             |
| Included in other comprehensive income (loss)        | 8,048                          | (13,416)                        |
| Included in impairment loss on investments           |                                | (38,006)                        |
| Sales and settlements, net (1)                       | (40,250)                       | (1,400)                         |
| Balance as of end of period                          | \$ 60,796                      | \$ 92,736                       |

- (1) During fiscal 2010, we sold \$20.0 million notional value of senior class asset-backed securities and realized a \$1.0 million loss. Additionally, during fiscal 2010 \$20.0 million notional value of senior class asset-backed securities that were measured at fair value using Level 3 inputs matured at par value.

The amount of total gains or (losses) included in net income attributable to the change in unrealized gains or losses relating to assets and liabilities still held as of the end of the period:

| (In thousands)                           | April 3,<br>2010 | March 28,<br>2009 | March 29,<br>2008 |
|--|------------------|-------------------|-------------------|
| Interest and other income (expense), net | \$ 1,262         | \$ 170            | \$ (170)          |
| Impairment loss on investments           | (4,507)          | (38,006)          | (2,850)           |

**Table of Contents**

As of April 3, 2010, marketable securities measured at fair value using Level 3 inputs were comprised of \$61.6 million of student loan auction rate securities. Auction failures during the fourth quarter of fiscal 2008 and the lack of market activity and liquidity required that the Company's student loan auction rate securities be measured using observable market data and Level 3 inputs. The fair values of the Company's student loan auction rate securities were based on the Company's assessment of the underlying collateral and the creditworthiness of the issuers of the securities. More than 98% of the underlying assets that secure the student loan auction rate securities are pools of student loans originated under FFELP that are substantially guaranteed by the U.S. Department of Education. The fair values of the Company's student loan auction rate securities were determined using a discounted cash flow pricing model that incorporated financial inputs such as projected cash flows, discount rates, expected interest rates to be paid to investors and an estimated liquidity discount. The weighted-average life over which cash flows were projected was determined to be approximately nine years, given the collateral composition of the securities. The discount rates that were applied to the pricing model were based on market data and information for comparable- or similar-term student loan asset-backed securities. During fiscal 2010, the discount rate decreased by approximately 1.4 to 1.5 percentage points. The expected interest rate to be paid to investors in a failed auction was determined by the contractual terms for each security. The liquidity discount represents an estimate of the additional return an investor would require to compensate for the lack of liquidity of the student loan auction rate securities. The Company does not intend to sell, nor does it believe it is more likely than not that it would be required to sell, the student loan auction rate securities before anticipated recovery, which could be at final maturity that ranges from March 2023 to November 2047. Because there can be no assurance of a successful auction in the future, all of the Company's student loan auction rate securities are recorded in long-term investments on its consolidated balance sheets. All of the Company's student loan auction rate securities are rated AAA with the exception of \$8.3 million that were downgraded to an A rating during the fourth quarter of fiscal 2009.

In March 2007, the Company issued \$1.00 billion principal amount of debentures to an initial purchaser in a private offering. As a result of the repurchases in fiscal 2009, the remaining principal amount of the debentures as of April 3, 2010 was \$689.6 million. The fair value of the debentures as of April 3, 2010 was approximately \$640.8 million, based on the last trading price of the debentures. The debentures included embedded features that qualify as an embedded derivative under authoritative guidance issued by the FASB. The embedded derivative was separately accounted for as a discount on the debentures and its fair value was established at the inception of the debentures. Each quarter, the change in the fair value of the embedded derivative, if any, is recorded in the consolidated statements of income. The Company uses a derivative valuation model to derive the value of the embedded derivative. Key inputs into this valuation model are the Company's current stock price, risk-free interest rates, the stock dividend yield, the stock volatility and the debenture's credit spread over London Interbank Offered Rate (LIBOR). The first three inputs are based on observable market data while the last two inputs require management judgment and are Level 3 inputs.

*Assets and Liabilities Measured at Fair Value on a Non-Recurring Basis*

As of April 3, 2010, the Company had non-marketable equity securities in private companies of \$17.7 million (adjusted cost). The Company's investments in non-marketable securities of private companies are accounted for by using the cost method. The fair value of the Company's cost method investments is not estimated if there are no identified events or changes in circumstances that may have a significant adverse effect on the fair value of these investments. These investments are measured at fair value on a non-recurring basis when they are deemed to be other-than-temporarily impaired. In determining whether a decline in value of non-marketable equity investments in private companies has occurred and is other than temporary, an assessment is made by considering available evidence, including the general market conditions in the investee's industry, the investee's product development status and subsequent rounds of financing and the related valuation and/or Xilinx's participation in such financings. The Company also assesses the investee's ability to meet business milestones and the financial condition and near-term prospects of the individual investee, including the rate at which the investee is using its cash and the investee's need for possible additional funding at a lower valuation. The valuation methodology for determining the fair value of non-marketable equity securities is based on the factors noted above which require management judgment and are Level 3 inputs. The Company recognized impairment losses on non-marketable equity investments of \$3.8 million,



\$3.0 million and \$2.9 million during fiscal 2010, 2009 and 2008, respectively, due to the weak financial condition of certain investees. The entire amount of each of the impaired non-marketable equity investments was written off.

**Table of Contents****Note 4. Financial Instruments**

The following is a summary of available-for-sale securities:

| (In thousands)                           | April 3, 2010  |                        |                         |                      | March 28, 2009 |                        |                         |                      |
|--|----------------|------------------------|-------------------------|----------------------|----------------|------------------------|-------------------------|----------------------|
|  | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Estimated Fair Value | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Estimated Fair Value |
| Money market funds                       | \$ 138,738     | \$                     | \$                      | \$ 138,738           | \$ 343,750     | \$                     | \$                      | \$ 343,750           |
| Bank certificates of deposit             | 59,996         |                        |                         | 59,996               | 20,001         |                        |                         | 20,001               |
| Commercial paper                         | 437,790        |                        |                         | 437,790              | 229,869        |                        |                         | 229,869              |
| Corporate bonds                          | 523            | 15                     |                         | 538                  | 11,579         | 207                    | (301)                   | 11,485               |
| Auction rate securities                  | 69,200         |                        | (7,556)                 | 61,644               | 70,450         |                        | (12,096)                | 58,354               |
| Municipal bonds                          | 9,688          | 75                     | (60)                    | 9,703                | 14,868         | 74                     | (422)                   | 14,520               |
| U.S. government and agency securities    | 121,991        | 5                      | (40)                    | 121,956              | 9,789          | 137                    | (2)                     | 9,924                |
| Foreign government and agency securities | 488,845        |                        |                         | 488,845              | 453,505        | 159                    |                         | 453,664              |
| Floating rate notes                      | 112,852        | 142                    | (564)                   | 112,430              | 244,222        | 303                    | (13,950)                | 230,575              |
| Asset-backed securities                  |                |                        |                         |                      | 46,275         | 13                     | (3,902)                 | 42,386               |
| Mortgage-backed securities               | 435,375        | 8,643                  | (1,819)                 | 442,199              | 164,533        | 5,004                  | (336)                   | 169,201              |
|  | \$ 1,874,998   | \$ 8,880               | \$ (10,039)             | \$ 1,873,839         | \$ 1,608,841   | \$ 5,897               | \$ (31,009)             | \$ 1,583,729         |

## Included in:

|                           |              |              |
|---------------------------|--------------|--------------|
| Cash and cash equivalents | \$ 936,489   | \$ 976,996   |
| Short-term investments    | 355,148      | 258,946      |
| Long-term investments     | 582,202      | 347,787      |
|                           | \$ 1,873,839 | \$ 1,583,729 |

The following table shows the fair values and gross unrealized losses of the Company's investments, aggregated by investment category, for individual securities that have been in a continuous unrealized loss position for the length of time specified, as of April 3, 2010 and March 28, 2009:

| April 3, 2010       |                      |                  |                  | Total |            |
|---------------------|----------------------|------------------|------------------|-------|------------|
| Less Than 12 Months | 12 Months or Greater |                  |                  | Fair  | Gross      |
| Fair                | Fair                 | Gross Unrealized | Gross Unrealized |       | Unrealized |

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| (In thousands)                        | Value      | Losses     | Value      | Losses     | Value      | Losses      |
|---------------------------------------|------------|------------|------------|------------|------------|-------------|
| Auction rate securities               | \$ 623     | \$ (1)     | \$ 61,644  | \$ (7,556) | \$ 61,644  | \$ (7,556)  |
| Municipal bonds                       |            |            | 1,727      | (59)       | 2,350      | (60)        |
| U.S. government and agency securities | 109,451    | (40)       |            |            | 109,451    | (40)        |
| Floating rate notes                   |            |            | 67,145     | (564)      | 67,145     | (564)       |
| Mortgage-backed securities            | 191,255    | (1,819)    |            |            | 191,255    | (1,819)     |
|                                       | \$ 301,329 | \$ (1,860) | \$ 130,516 | \$ (8,179) | \$ 431,845 | \$ (10,039) |

| (In thousands)                        | Less Than 12 Months |                   | March 28, 2009<br>12 Months or Greater |                   | Total      |                   |
|---------------------------------------|---------------------|-------------------|--|-------------------|------------|-------------------|
|                                       | Gross               |                   | Gross                                  |                   | Gross      |                   |
|                                       | Fair Value          | Unrealized Losses | Fair Value                             | Unrealized Losses | Fair Value | Unrealized Losses |
| Corporate bonds                       | \$ 1,729            | \$ (49)           | \$ 471                                 | \$ (252)          | \$ 2,200   | \$ (301)          |
| Auction rate securities               | 58,354              | (12,096)          |  |                   | 58,354     | (12,096)          |
| Municipal bonds                       | 4,103               | (274)             | 2,302                                  | (148)             | 6,405      | (422)             |
| U.S. government and agency securities | 717                 | (2)               |  |                   | 717        | (2)               |
| Floating rate notes                   | 95,746              | (5,762)           | 116,586                                | (8,188)           | 212,332    | (13,950)          |
| Asset-backed securities               | 5,267               | (393)             | 36,492                                 | (3,509)           | 41,759     | (3,902)           |
| Mortgage-backed securities            | 23,421              | (294)             | 306                                    | (42)              | 23,727     | (336)             |
|                                       | \$ 189,337          | \$ (18,870)       | \$ 156,157                             | \$ (12,139)       | \$ 345,494 | \$ (31,009)       |

The gross unrealized losses on these investments were primarily due to adverse conditions in the global credit markets in fiscal 2010 and 2009. The Company reviewed the investment portfolio and determined that the gross unrealized losses on these investments as of April 3, 2010 and March 28, 2009 were temporary in nature. The aggregate of individual unrealized losses that had been outstanding for 12 months or more were not significant as of April 3, 2010 and March 28, 2009. The Company neither intends to sell these investments nor concludes that it is more-likely-than-not that it will have to sell them until recovery of their carrying values. The Company also believes that it will be able to collect both principal and interest amounts due to the Company at maturity, given the high credit quality of these investments and any related underlying collateral.

**Table of Contents**

The amortized cost and estimated fair value of marketable debt securities (bank certificates of deposit, commercial paper, corporate bonds, auction rate securities, municipal bonds, U.S. and foreign government and agency securities, floating rate notes and mortgage-backed securities) as of April 3, 2010, by contractual maturity, are shown below. Actual maturities may differ from contractual maturities because issuers may have the right to call or prepay obligations without call or prepayment penalties.

| (In thousands)                         | Amortized<br>Cost | Estimated<br>Fair Value |
|--|-------------------|-------------------------|
| Due in one year or less                | \$ 1,152,767      | \$ 1,152,899            |
| Due after one year through five years  | 83,674            | 83,294                  |
| Due after five years through ten years | 162,948           | 165,091                 |
| Due after ten years                    | 336,871           | 333,817                 |
|  | \$ 1,736,260      | \$ 1,735,101            |

Certain information related to available-for-sale securities is as follows:

| (In thousands)   | 2010       | 2009       | 2008       |
|--|------------|------------|------------|
| Gross realized gains on sale of available-for-sale securities        | \$ 2,947   | \$ 4,544   | \$ 1,437   |
| Gross realized losses on sale of available-for-sale securities       | (2,596)    | (1,838)    | (6,576)    |
| Net realized gains (losses) on sale of available-for-sale securities | \$ 351     | \$ 2,706   | \$ (5,139) |
| Amortization of premiums on available-for-sale securities            | \$ (4,797) | \$ (7,197) | \$ (8,229) |

**Note 5. Derivative Financial Instruments**

As of April 3, 2010 and March 28, 2009, the Company had the following outstanding forward currency exchange contracts which are derivative financial instruments:

| (In thousands and U.S. dollars) | April 3,<br>2010 | March 28,<br>2009 |
|---------------------------------|------------------|-------------------|
| Euro                            | \$ 21,190        | \$ 51,072         |
| Singapore dollar                | 58,420           | 30,123            |
| Japanese Yen                    | 12,268           | 12,563            |
| British Pound                   | 4,889            | 6,408             |
|                                 | \$ 96,767        | \$ 100,166        |

As part of the Company's strategy to reduce volatility of operating expenses due to foreign exchange rate fluctuations, the Company employs a hedging program with a five-quarter forward outlook for major foreign-currency-denominated operating expenses. The outstanding forward currency exchange contracts expire at various dates between April 2010 and April 2011. The net unrealized gain or loss, which approximates the fair market value of the above contracts, is expected to be realized and reclassified into net income within the next 12 months.

As of April 3, 2010, all the forward foreign currency exchange contracts were designated and qualified as cash flow hedges and the effective portion of the gain or loss on the forward contract was reported as a component of other comprehensive income and reclassified into net income in the same period during which the hedged transaction

affects earnings. The ineffective portion of the gain or loss on the forward contract was immaterial and included in the net income for all periods presented.

The Company may enter into forward foreign currency exchange contracts to hedge firm commitments such as the acquisition of capital expenditures. Gains and losses on foreign currency forward contracts that are designated as hedges of anticipated transactions, for which a firm commitment has been attained and the hedged relationship has been effective, are deferred and included in income or expenses in the same period that the underlying transaction is settled. Gains and losses on any instruments not meeting the above criteria are recognized in income or expenses in the consolidated statements of income as they are incurred.

The debentures include provisions which qualify as an embedded derivative. See Note 14. Convertible Debentures and Revolving Credit Facility for detailed discussion about the embedded derivative. The embedded derivative was separated from the debentures and its fair value was established at the inception of the debentures. Any subsequent change in fair value of the embedded derivative would be recorded in the Company's consolidated statement of income. The fair value of the embedded derivative at inception of the debentures was \$2.5 million and it changed to \$848 thousand and \$2.1 million as of April 3, 2010 and March 28, 2009, respectively. The changes in the fair value of the embedded derivative of \$1.3 million and \$170 thousand during fiscal 2010 and 2009, respectively, were recorded to interest and other income (expense), net on the Company's consolidated statement of income.

**Table of Contents**

The following table summarizes the fair value and presentation in the consolidated balance sheets for derivative instruments designated as hedging instruments as of April 3, 2010 and March 28, 2009, utilized for risk management purposes detailed above:

| (In thousands) | Asset Derivatives<br>Balance Sheet        |            | Foreign Exchange Contracts |  | Liability Derivatives<br>Balance Sheet |            |
|----------------|---|------------|----------------------------|--|--|------------|
|                | Location                                  | Fair Value |                            |  | Location                               | Fair Value |
| April 3, 2010  | Prepaid expenses and other current assets | \$ 700     |                            |  | Other accrued liabilities              | \$ 2,177   |
| March 28, 2009 | Prepaid expenses and other current assets | \$ 2,307   |                            |  | Other accrued liabilities              | \$ 3,389   |

The following table summarizes the effect of derivative instruments on the consolidated statements of income for the fiscal 2010 and 2009:

| (In thousands)                                 | Amount of Gain (Loss) Recognized         |  | Amount of Gain (Loss) Reclassified from Accumulated OCI into Income (Effective portion) |  | Amount of Gain (Loss) Recorded |
|--|--|--|---|--|--------------------------------|
| Derivatives in Cash Flow Hedging Relationships | in OCI on Derivative (Effective portion) | Statement of Income Location             |   | Statement of Income Location             | (Ineffective portion)          |
| Fiscal 2010                                    |  |  |   |  |                                |
| Foreign exchange contracts                     | \$ (541)                                 | Interest and other income (expense), net | \$ 4,404  | Interest and other income (expense), net | \$ 1                           |
| Fiscal 2009                                    |  |  |   |  |                                |
| Foreign exchange contracts                     | \$ (2,039)                               | Interest and other income (expense), net | \$ (3,697)  | Interest and other income (expense), net | \$ 144                         |

**Note 6. Stock-Based Compensation Plans**

The Company's equity incentive plans are broad-based, long-term retention programs that cover employees, consultants and non-employee directors of the Company. These plans are intended to attract and retain talented employees, consultants and non-employee directors and to provide such persons with a proprietary interest in the Company.

*Stock-Based Compensation*

The following table summarizes stock-based compensation expense related to stock awards granted under the Company's equity incentive plans and rights to acquire stock granted under the Company's Employee Stock Purchase Plan:

| (In thousands)   | 2010      | 2009      | 2008      |
|--|-----------|-----------|-----------|
| Stock-based compensation included in:                  |           |           |           |
| Cost of revenues                                       | \$ 5,180  | \$ 5,791  | \$ 7,605  |
| Research and development                               | 25,766    | 25,075    | 31,433    |
| Selling, general and administrative                    | 24,590    | 23,079    | 27,389    |
| Restructuring charges                                  | 945       | 564       |           |
| Stock-based compensation effect on income before taxes | 56,481    | 54,509    | 66,427    |
| Income tax effect                                      | (17,105)  | (13,323)  | (19,651)  |
| Net stock-based compensation effect on net income      | \$ 39,376 | \$ 41,186 | \$ 46,776 |

In accordance with the authoritative guidance of accounting for share-based payment, the Company adjusts stock-based compensation on a quarterly basis for changes to the estimate of expected equity award forfeitures based on actual forfeiture experience. The effect of adjusting the forfeiture rate for all expense amortization is recognized in the period the forfeiture estimate is changed. The actual forfeiture true up and estimate adjustments in fiscal 2010, 2009 and 2008 were \$16.7 million, \$15.8 million and \$8.4 million, respectively.

**Table of Contents**

As of both April 3, 2010 and March 28, 2009, the ending inventory balances included \$1.1 million of capitalized stock-based compensation. The net stock-based compensation capitalized to or released from inventory during fiscal 2010 and 2009 were immaterial. During fiscal 2010, 2009 and 2008, the tax benefit realized for the tax deduction from option exercises and other awards, including amounts credited to additional paid-in capital, totaled \$9.3 million, \$11.4 million and \$25.3 million.

The fair values of stock options and stock purchase plan rights under the Company's equity incentive plans and Employee Stock Purchase Plan were estimated as of the grant date using the Black-Scholes option pricing model. The Company's expected stock price volatility assumption for stock options is estimated using implied volatility of the Company's traded options. The expected life of options granted is based on the historical exercise activity as well as the expected disposition of all options outstanding. The expected life of options granted also considers the actual contractual term. The per-share weighted-average fair values of stock options granted during fiscal 2010, 2009 and 2008 were \$5.68, \$7.28 and \$7.23, respectively. The per share weighted-average fair values of stock purchase rights granted under the Employee Stock Purchase Plan during fiscal 2010, 2009 and 2008 were \$6.29, \$6.45 and \$7.20, respectively. The fair values of stock options and stock purchase plan rights granted in fiscal 2010, 2009 and 2008 were estimated at the date of grant using the following weighted-average assumptions:

|                                  | Stock Options |              |              | Employee Stock Purchase Plan |              |              |
|----------------------------------|---------------|--------------|--------------|------------------------------|--------------|--------------|
|                                  | 2010          | 2009         | 2008         | 2010                         | 2009         | 2008         |
| Expected life of options (years) | 5.1 to 5.3    | 5.2 to 5.4   | 5.3 to 5.4   | 0.5 to 2.0                   | 0.5 to 2.0   | 0.5 to 2.0   |
| Expected stock price volatility  | 0.30 to 0.43  | 0.33 to 0.53 | 0.30 to 0.38 | 0.31 to 0.34                 | 0.36 to 0.50 | 0.32 to 0.36 |
| Risk-free interest rate          | 1.8% to 2.9%  | 1.5% to 3.5% | 2.4% to 5.1% | 0.2% to 1.2%                 | 0.4% to 2.5% | 2.1% to 5.0% |
| Dividend yield                   | 2.4% to 3.0%  | 2.1% to 3.5% | 1.6% to 2.8% | 2.5% to 2.7%                 | 2.3% to 3.3% | 2.1% to 2.4% |

The Company began granting restricted stock units (RSUs) in the first quarter of fiscal 2008. The estimated fair values of RSU awards were calculated based on the market price of Xilinx common stock on the date of grant, reduced by the present value of dividends expected to be paid on Xilinx common stock prior to vesting. The per share weighted-average fair values of RSUs granted during fiscal 2010, 2009 and 2008 were \$20.38, \$21.89 and \$24.46, respectively. The weighted-average fair values of RSUs granted in fiscal 2010, 2009 and 2008 were calculated based on estimates at the date of grant as follows:

|                         | 2010         | 2009         | 2008         |
|-------------------------|--------------|--------------|--------------|
| Risk-free interest rate | 1.3% to 2.0% | 1.1% to 3.2% | 1.7% to 5.0% |
| Dividend yield          | 2.4% to 3.0% | 2.1% to 3.5% | 1.6% to 2.8% |

Options outstanding that have vested and are expected to vest in future periods as of April 3, 2010 are as follows:

|   | Weighted-Average |                |  | Weighted-Average Remaining Contractual |                           |
|---|------------------|----------------|--|--|---------------------------|
|   | Number           | Exercise Price |  | Term                                   | Aggregate Intrinsic Value |
| (Shares and intrinsic value in thousands) | of Shares        | Per Share      |  | (Years)                                | (1)                       |
| Vested (i.e., exercisable)                | 26,585           | \$ 31.84       |  | 3.83                                   | \$ 25,205                 |
| Expected to vest                          | 4,032            | \$ 22.39       |  | 2.50                                   | 13,869                    |



|                                   |        |    |       |      |    |        |
|-----------------------------------|--------|----|-------|------|----|--------|
| Total vested and expected to vest | 30,617 | \$ | 30.60 | 3.65 | \$ | 39,074 |
| Total outstanding                 | 31,026 | \$ | 30.51 | 4.10 | \$ | 39,757 |

(1) These amounts represent the difference between the exercise price and \$25.68, the closing price per share of Xilinx's stock on April 1, 2010, for all in-the-money options outstanding.

Options outstanding that are expected to vest are net of estimated future option forfeitures in accordance with the authoritative guidance of accounting for share-based payment, which are estimated when compensation costs are recognized. Options with a fair value of \$28.3 million completed vesting during fiscal 2010. As of April 3, 2010, total unrecognized stock-based compensation costs related to stock options and Employee Stock Purchase Plan was \$30.7 million and \$10.1 million, respectively. The total unrecognized stock-based compensation cost for stock options and Employee Stock Purchase Plan is expected to be recognized over a weighted-average period of 2.2 years and 0.7 years, respectively.

**Table of Contents***Employee Stock Option Plans*

Under the Company's stock option plans (Option Plans), options reserved for future issuance of common shares to employees and directors of the Company total 43.3 million shares as of April 3, 2010, including 12.3 million shares available for future grants under the 2007 Equity Incentive Plan (2007 Equity Plan). Options to purchase shares of the Company's common stock under the Option Plans are granted at 100% of the fair market value of the stock on the date of grant. The contractual term for stock awards granted under the 2007 Equity Plan is seven years from the grant date. Prior to April 1, 2007, stock options granted by the Company generally expire ten years from the grant date. Stock awards granted to existing and newly hired employees generally vest over a four-year period from the date of grant. A summary of shares available for grant under the 2007 Equity Plan is as follows:

|                            | Shares<br>Available for<br>Grant |
|----------------------------|----------------------------------|
| (Shares in thousands)      |                                  |
| <b>March 31, 2007</b>      | 10,000                           |
| Additional shares reserved | 5,000                            |
| Stock options granted      | (3,367)                          |
| Stock options cancelled    | 166                              |
| RSUs granted               | (2,301)                          |
| RSUs cancelled             | 132                              |
| <b>March 29, 2008</b>      | 9,630                            |
| Additional shares reserved | 4,000                            |
| Stock options granted      | (1,895)                          |
| Stock options cancelled    | 627                              |
| RSUs granted               | (1,634)                          |
| RSUs cancelled             | 324                              |
| <b>March 28, 2009</b>      | 11,052                           |
| Additional shares reserved | 5,000                            |
| Stock options granted      | (2,461)                          |
| Stock options cancelled    | 314                              |
| RSUs granted               | (1,885)                          |
| RSUs cancelled             | 302                              |
| <b>April 3, 2010</b>       | 12,322                           |

A summary of the Company's Option Plans activity and related information is as follows:

|                             | Options Outstanding |   |
|-----------------------------|---------------------|---|
|                             | Number of<br>Shares | Weighted-<br>Average<br>Exercise Price<br>Per Share |
| (Shares in thousands)       |                     |   |
| <b>March 31, 2007</b>       | 55,942              | \$ 31.13  |
| Granted                     | 3,367               | \$ 24.54  |
| Exercised                   | (5,990)             | \$ 14.72  |
| Forfeited/cancelled/expired | (4,030)             | \$ 35.17  |
| <b>March 29, 2008</b>       | 49,289              | \$ 32.34  |

|                             |          |    |       |
|-----------------------------|----------|----|-------|
| Granted                     | 1,895    | \$ | 24.32 |
| Exercised                   | (3,234)  | \$ | 20.08 |
| Forfeited/cancelled/expired | (6,929)  | \$ | 34.93 |
| <b>March 28, 2009</b>       | 41,021   | \$ | 32.51 |
| Granted                     | 2,461    | \$ | 21.19 |
| Exercised                   | (1,600)  | \$ | 22.95 |
| Forfeited/cancelled/expired | (10,856) | \$ | 37.04 |
| <b>April 3, 2010</b>        | 31,026   | \$ | 30.51 |

The 2007 Equity Plan, which became effective on January 1, 2007, replaced both the Company's 1997 Stock Plan (which expired on May 8, 2007) and the Supplemental Stock Option Plan and all available but unissued shares under these prior plans were cancelled as of April 1, 2007. The 2007 Equity Plan is now Xilinx's only plan for providing stock-based awards to eligible employees and non-employee directors. The types of awards allowed under the 2007 Equity Plan include incentive stock options, non-qualified stock options, RSUs, restricted stock and stock appreciation rights. To date, the Company has issued a mix of non-qualified stock options and RSUs under the 2007 Equity Plan. The mix of stock options and RSU awards will change depending upon the grade level of the employees. Employees at the lower grade levels will receive mostly RSUs and may also receive stock options, whereas employees at the higher grade levels, including the Company's executive officers, will receive mostly stock options and may also receive RSUs.

**Table of Contents**

The total pre-tax intrinsic value of options exercised during fiscal 2010 and 2009 was \$3.0 million and \$18.1 million, respectively. This intrinsic value represents the difference between the exercise price and the fair market value of the Company's common stock on the date of exercise.

Since the Company adopted the policy of retiring all repurchased shares of its common stock, new shares are issued upon employees' exercise of their stock options.

The following information relates to options outstanding and exercisable under the Option Plans as of April 3, 2010:

| (Shares in thousands)<br>Range of<br>Exercise Prices | Options Outstanding    |  |  | Options Exercisable    |  |
|--|------------------------|--|--|------------------------|--|
|  | Options<br>Outstanding | Weighted-<br>Average<br>Remaining<br>Contractual<br>Life (Years) | Weighted-<br>Average<br>Exercise<br>Price Per<br>Share | Options<br>Exercisable | Weighted-<br>Average<br>Exercise<br>Price Per<br>Share |
| \$15.95 - \$19.98                                    | 621                    | 4.34   | \$ 18.34   | 439                    | \$ 18.52   |
| \$20.14 - \$29.95                                    | 19,118                 | 5.14   | \$ 24.26   | 14,860                 | \$ 24.69   |
| \$30.04 - \$39.05                                    | 4,864                  | 2.07   | \$ 35.03   | 4,864                  | \$ 35.03   |
| \$40.11 - \$48.44                                    | 5,407                  | 2.92   | \$ 41.06   | 5,406                  | \$ 41.06   |
| \$54.00 - \$96.63                                    | 1,016                  | 0.39   | \$ 77.77   | 1,016                  | \$ 77.77   |
| <br>\$15.95 - \$96.63                                | <br>31,026             | <br>4.10   | <br>\$ 30.51   | <br>26,585             | <br>\$ 31.84   |

As of March 28, 2009, 35.1 million options were exercisable at an average price of \$33.95.

*Restricted Stock Unit Awards*

A summary of the Company's RSU activity and related information is as follows:

| (Shares and intrinsic value in thousands) | Number of<br>Shares | RSUs Outstanding  |   | Aggregate<br>Intrinsic<br>Value (1) |
|---|---------------------|---|---|-------------------------------------|
|   |                     | Weighted-<br>Average<br>Grant-Date<br>Fair Value<br>Per Share | Weighted-<br>Average<br>Remaining<br>Contractual<br>Term<br>(Years) |                                     |
| <b>March 31, 2007</b>                     |                     | \$  |   |                                     |
| Granted                                   | 2,301               | \$ 24.46  |   |                                     |
| Vested (2)                                |                     | \$  |   |                                     |
| Cancelled                                 | (132)               | \$ 25.62  |   |                                     |
| <b>March 29, 2008</b>                     | 2,169               | \$ 24.39  |   |                                     |
| Granted                                   | 1,634               | \$ 21.89  |   |                                     |
| Vested (2)                                | (509)               | \$ 24.46  |   |                                     |
| Cancelled                                 | (324)               | \$ 24.25  |   |                                     |
| <b>March 28, 2009</b>                     | 2,970               | \$ 22.99  |   |                                     |
| Granted                                   | 1,885               | \$ 20.38  |   |                                     |
| Vested (2)                                | (901)               | \$ 22.16  |   |                                     |
| Cancelled                                 | (302)               | \$ 22.56  |   |                                     |
| <b>April 3, 2010</b>                      | 3,652               | \$ 21.70  | 2.68  | \$ 93,795                           |

|   |       |    |       |      |    |        |
|---|-------|----|-------|------|----|--------|
| <b>Expected to vest as of April 3, 2010</b> | 3,287 | \$ | 21.63 | 2.65 | \$ | 84,422 |
|---|-------|----|-------|------|----|--------|

(1) Aggregate intrinsic value for RSUs represents the closing price per share of Xilinx's stock on April 1, 2010 of \$25.68, multiplied by the number of RSUs outstanding or expected to vest as of April 3, 2010.

(2) The number of RSUs vested includes shares that the Company withheld on behalf of employees to satisfy the statutory tax withholding requirements.

RSUs with a fair value of \$20.0 million were vested during fiscal 2010. As of April 3, 2010, total unrecognized stock-based compensation costs related to non-vested RSUs was \$63.5 million. The total unrecognized stock-based compensation cost for RSUs is expected to be recognized over a weighted-average period of 2.6 years.

**Table of Contents***Employee Qualified Stock Purchase Plan*

Under the Employee Stock Purchase Plan, qualified employees can obtain a 24-month purchase right to purchase the Company's common stock at the end of each six-month exercise period. Participation is limited to 15% of the employee's annual earnings up to a maximum of \$21 thousand in a calendar year. Approximately 80% of all eligible employees participate in the Employee Stock Purchase Plan. The purchase price of the stock is 85% of the lower of the fair market value at the beginning of the 24-month offering period or at the end of each six-month exercise period. Employees purchased 2.0 million shares for \$28.0 million in fiscal 2010, 2.2 million shares for \$34.5 million in fiscal 2009, and 2.1 million shares for \$36.6 million in fiscal 2008. As of April 3, 2010, 7.7 million shares were available for future issuance out of the 42.5 million shares authorized.

**Note 7. Balance Sheet Information**

The following tables disclose those long-term other assets and current liabilities that individually exceed 5% of the respective consolidated balance sheet amounts at each fiscal year. Individual balances that are less than 5% of the respective consolidated balance sheet amounts are aggregated and disclosed as other.

| (In thousands)                                    | April 3,<br>2010 | March 28,<br>2009* |
|---|------------------|--------------------|
| Other assets:                                     |                  |                    |
| Deferred tax assets                               | \$ 63,691        | \$ 70,373          |
| Affordable housing credit investments             | 17,447           | 22,245             |
| Deferred compensation plan                        | 32,046           | 21,283             |
| Investments in intellectual property and licenses | 18,130           | 20,034             |
| Investments in non-marketable equity securities   | 17,679           | 20,519             |
| Income tax refunds receivable                     | 34,542           | 32,953             |
| Other   | 27,682           | 15,884             |
|   | \$ 211,217       | \$ 203,291         |
| Accrued payroll and related liabilities:          |                  |                    |
| Accrued compensation                              | \$ 71,505        | \$ 57,053          |
| Deferred compensation plan liability              | 37,031           | 26,339             |
| Other   | 6,127            | 6,526              |
|   | \$ 114,663       | \$ 89,918          |

\* As adjusted for the retrospective adoption of the accounting standard for convertible debentures in the first quarter of fiscal 2010 (see Note 2)

No individual amounts within other accrued liabilities exceed 5% of total current liabilities as of April 3, 2010 or March 28, 2009.

**Note 8. Restructuring Charges**

During the first quarter of fiscal 2010, the Company announced restructuring measures designed to drive structural operating efficiencies across the company. The Company completed this restructuring plan by the end of the fourth quarter of fiscal 2010, and reduced its global workforce by approximately 200 positions, or about 6%. These employee terminations impact various geographies and functions worldwide. The Company recorded total restructuring charges of \$30.1 million in fiscal 2010, primarily related to severance costs and benefits expenses.

The following table summarizes the restructuring accrual activity for fiscal 2010:

| (In thousands)               | Employee<br>severance<br>and benefits | Facility-<br>related and<br>other costs | Total    |
|------------------------------|---------------------------------------|---|----------|
| Balance as of March 28, 2009 | \$                                    | \$ 682                                  | \$ 682   |
| Restructuring charges        | 28,531                                | 1,533                                   | 30,064   |
| Cash payments                | (25,633)                              | (2,155)                                 | (27,788) |
| Non-cash settlements         | (945)                                 |   | (945)    |
| Balance as of April 3, 2010  | \$ 1,953                              | \$ 60                                   | \$ 2,013 |

These fiscal 2010 charges above, as well as fiscal 2009 charges included in the table below, have been shown separately as restructuring charges on the consolidated statements of income. The remaining accrual as of April 3, 2010 primarily relates to severance costs and benefits that are expected to be paid during the first quarter of fiscal 2011.

During the first quarter of fiscal 2009, the Company announced a functional reorganization pursuant to which it eliminated 249 positions, or approximately 7% of its global workforce. These employee terminations occurred across various geographies and functions worldwide. The reorganization plan was completed by the end of the second quarter of fiscal 2009.

**Table of Contents**

The Company recorded total restructuring charges of \$22.0 million in connection with the reorganization in fiscal 2009. These charges consisted of \$20.5 million of severance costs and benefits expenses and \$1.5 million of facility-related costs.

The following table summarizes the restructuring accrual activity for fiscal 2009:

| (In thousands)               | Employee<br>severance and<br>benefits | Facility-related<br>costs | Total    |
|------------------------------|---------------------------------------|---------------------------|----------|
| Balance as of March 29, 2008 | \$                                    | \$                        | \$       |
| Restructuring charges        | 20,539                                | 1,484                     | 22,023   |
| Cash payments                | (19,975)                              | (671)                     | (20,646) |
| Non-cash settlements         | (564)                                 | (131)                     | (695)    |
| Balance as of March 28, 2009 | \$                                    | \$ 682                    | \$ 682   |

**Note 9. Impairment Loss on Investments**

The Company recorded an impairment loss on investments in non-marketable equity securities of \$3.8 million and \$2.9 million for fiscal 2010 and 2008, respectively, due to the weak financial condition of certain investees. The Company recognized impairment losses on investments of \$54.1 million during fiscal 2009, which consisted of \$51.1 million impairment losses related to marketable debt and equity securities and \$3.0 million impairment losses in non-marketable equity securities.

Of the \$54.1 million impairment loss recognized during fiscal 2009, \$38.0 million was related to senior class asset-backed securities where the issuer went into receivership. The receiver subsequently sought judicial interpretation of a provision of a legal document governing the issuer's securities. As a result of the outcome of the judicial determination, the receiver immediately liquidated the substantial majority of the issuer's assets, and in accordance with the court order, the proceeds were used to repay short-term liabilities in the order in which they fell due. In December 2008, the receiver reported to the issuer's creditors the outcome of the judicial determination and that the issuer's liabilities substantially exceeded its assets. As a result, the receiver estimated that the issuer would not be able to pay any liabilities falling due after October 2008 regardless of the seniority or status of the securities. Based on these developments, the Company concluded that it was not likely that we would recover the balance of its investment. This decline in fair value was deemed to be other than temporary and, therefore, the Company recognized an impairment loss of \$38.0 million on these securities during fiscal 2009. In October 2009, a higher court reversed the initial judicial interpretation and determined that the proceeds should be used to repay short-term liabilities on a pari passu basis. Given the significant liabilities of the issuer, it is uncertain whether the Company will recover any of its original investment. The Company has not recognized any amount that may be due back to the Company.

The Company also recognized an additional impairment loss of \$10.0 million on marketable debt securities in its investment portfolio during fiscal 2009, \$9.0 million of which was due to the bankruptcy filing by one of the issuers of the marketable debt securities.

In addition to the aforementioned amounts, the Company recorded \$3.1 million of impairment losses in marketable equity securities investment during fiscal 2009 as a result of the continued decline in its market value, which led the Company to believe that the decline in the market value was other than temporary. Furthermore, during the same period the Company recorded \$3.0 million of write down of its investment in non-marketable equity securities in private companies, which was recorded due primarily to the weak financial condition of certain investees.

**Note 10. Commitments**

Xilinx leases some of its facilities and office buildings under non-cancelable operating leases that expire at various dates through October 2018. Additionally, Xilinx entered into a land lease in conjunction with the Company's building in Singapore, which will expire in November 2035 and the lease cost was settled in an up-front payment in June 2006. Some of the operating leases for facilities and office buildings require payment of operating costs, including property taxes, repairs, maintenance and insurance. Most of the Company's leases contain renewal options for varying terms.



Approximate future minimum lease payments under non-cancelable operating leases are as follows:

| Fiscal Year | (In thousands) |
|-------------|----------------|
| 2011        | \$ 7,852       |
| 2012        | 3,117          |
| 2013        | 2,542          |
| 2014        | 1,495          |
| 2015        | 1,335          |
| Thereafter  | 1,633          |
|             | \$ 17,974      |

**Table of Contents**

Aggregate future rental income to be received, which includes rents from both owned and leased property, totaled \$9.0 million as of April 3, 2010. Rent expense, net of rental income, under all operating leases was \$5.3 million for fiscal 2010, \$9.2 million for fiscal 2009, and \$8.2 million for fiscal 2008. Rental income, which includes rents received from both owned and leased property, was not material for fiscal 2010, 2009 or 2008.

Other commitments as of April 3, 2010 totaled \$129.5 million and consisted of purchases of inventory and other non-cancelable purchase obligations related to subcontractors that manufacture silicon wafers and provide assembly and some test services. The Company expects to receive and pay for these materials and services in the next three to six months, as the products meet delivery and quality specifications. As of April 3, 2010, the Company also had \$10.0 million of non-cancelable license obligations to providers of electronic design automation software and hardware/software maintenance expiring at various dates through September 2011.

The Company committed up to \$5.0 million to acquire, in the future, rights to intellectual property until July 2023. License payments will be amortized over the useful life of the intellectual property acquired.

**Note 11. Net Income Per Common Share**

The computation of basic net income per common share for all periods presented is derived from the information on the consolidated statements of income, and there are no reconciling items in the numerator used to compute diluted net income per common share. The total shares used in the denominator of the diluted net income per common share calculation includes 941 thousand, 741 thousand, and 3.6 million potentially dilutive common equivalent shares outstanding for fiscal 2010, 2009 and 2008, respectively, that are not included in basic net income per common share. Potentially dilutive common equivalent shares are determined by applying the treasury stock method to the assumed exercise of outstanding stock options, the assumed vesting of outstanding RSUs and the assumed issuance of common stock under the Employee Stock Purchase Plan.

Outstanding stock options and RSUs to purchase approximately 44.0 million, 44.1 million and 39.9 million shares, for fiscal 2010, 2009 and 2008, respectively, under the Company's stock award plans were excluded from diluted net income per common share, applying the treasury stock method, as their inclusion would have been antidilutive. These options and RSUs could be dilutive in the future if the Company's average share price increases and is greater than the combined exercise prices and the unamortized fair values of these options and RSUs.

Diluted net income per common share does not include any incremental shares issuable upon the exchange of the debentures (see Note 14. Convertible Debentures and Revolving Credit Facility). The debentures will have no impact on diluted net income per common share until the price of the Company's common stock exceeds the conversion price of \$30.48 per share, because the principal amount of the debentures will be settled in cash upon conversion. Prior to conversion, the Company will include, in the diluted net income per common share calculation, the effect of the additional shares that may be issued when the Company's common stock price exceeds \$30.48 per share, using the treasury stock method. The conversion price of \$30.48 per share represents the adjusted conversion price due to the accumulation of cash dividends distributed to the common stockholders through fiscal 2010.

**Note 12. Interest and Other Income (Expense), Net**

The components of interest and other income (expense), net are as follows:

| (In thousands)                     | 2010       | 2009*     | 2008*     |
|------------------------------------|------------|-----------|-----------|
| Interest income                    | \$ 18,782  | \$ 47,556 | \$ 94,022 |
| Interest expense                   | (25,989)   | (33,534)  | (36,606)  |
| Loss on sale of the UMC investment |            |           | (4,731)   |
| Other income (expense), net        | 628        | (6,420)   | (4,540)   |
|                                    | \$ (6,579) | \$ 7,602  | \$ 48,145 |

\* As adjusted for the retrospective adoption of the

accounting  
standard for  
convertible  
debentures in  
the first quarter  
of fiscal 2010  
(see Note 2)

**Table of Contents****Note 13. Comprehensive Income**

Comprehensive income is defined as the change in equity of a company during a period from transactions and other events and circumstances from nonowner sources. The difference between net income and comprehensive income for the Company results from unrealized gains (losses) on its available-for-sale securities, net of taxes, foreign currency translation adjustments and hedging transactions.

The components of comprehensive income are as follows:

| (In thousands)  | 2010       | 2009*      | 2008*      |
|---|------------|------------|------------|
| Net income  | \$ 357,484 | \$ 361,719 | \$ 369,315 |
| Net change in unrealized loss on available-for-sale securities, net of tax  | 14,996     | (13,268)   | (2,512)    |
| Reclassification adjustment for (gains) losses on available-for-sale securities, net of tax, included in net income | (240)      | (1,620)    | 649        |
| Net change in unrealized gain (loss) on hedging transactions, net of tax  | (541)      | (2,039)    | 1,014      |
| Net change in cumulative translation adjustment   | 3,422      | (7,735)    | 3,052      |
| Comprehensive income  | \$ 375,121 | \$ 337,057 | \$ 371,518 |

\* As adjusted for the retrospective adoption of the accounting standard for convertible debentures in the first quarter of fiscal 2010 (see Note 2)

The components of accumulated other comprehensive income (loss) as of fiscal year-ends are as follows:

| (In thousands)   | April 3,<br>2010 | March 28,<br>2009 |
|--|------------------|-------------------|
| Accumulated unrealized loss on available-for-sale securities, net of tax | \$ (718)         | \$ (15,474)       |
| Accumulated unrealized loss on hedging transactions, net of tax          | (1,553)          | (1,012)           |
| Accumulated cumulative translation adjustment                            | 1,050            | (2,372)           |
| Accumulated other comprehensive loss                                     | \$ (1,221)       | \$ (18,858)       |

**Note 14. Convertible Debentures and Revolving Credit Facility*****3.125% Junior Subordinated Convertible Debentures***

In March 2007, the Company issued \$1.00 billion principal amount of 3.125% junior convertible debentures due March 15, 2037, to an initial purchaser in a private offering. The debentures are subordinated in right of payment to the Company's existing and future senior debt and to the other liabilities of the Company's subsidiaries. The debentures were initially convertible, subject to certain conditions, into shares of Xilinx common stock at a conversion rate of 32.0760 shares of common stock per \$1 thousand principal amount of debentures, representing an initial effective conversion price of approximately \$31.18 per share of common stock. The conversion rate is subject to adjustment for certain events as outlined in the indenture governing the debentures but will not be adjusted for accrued interest. Due

to the accumulation of cash dividend distributions to common stockholders, the conversion rate for the debentures was adjusted to 32.8092 shares of common stock per \$1 thousand principal amount of debentures, representing an adjusted conversion price of \$30.48 per share at the end of fiscal 2010.

The Company received net proceeds from issuance of the debentures of \$980.0 million after deduction of issuance costs of \$20.0 million. During fiscal 2009, the Company paid \$193.2 million in cash to repurchase \$310.4 million (principal amount) of its debentures, resulting in approximately \$689.6 million of principal amount of debt outstanding as of April 3, 2010. The debt issuance costs, as adjusted for the retrospective adoption of the authoritative guidance for convertible debentures issued by the FASB, are recorded in long-term other assets and are being amortized to interest expense over 30 years. Cash interest of 3.125% (per annum) is payable semiannually in arrears on March 15 and September 15, beginning on September 15, 2007. However, the Company recognizes an effective interest rate of 7.20% on the carrying value of the debentures. The effective rate is based on the interest rate for a similar instrument that does not have a conversion feature. The debentures also have a contingent interest component that may require the Company to pay interest based on certain thresholds beginning with the semi-annual interest period commencing on March 15, 2014 (the maximum amount of contingent interest that will accrue is 0.50% per year) and upon the occurrence of certain events, as outlined in the indenture governing the debentures.

Beginning in fiscal 2010, the Company retrospectively adopted the authoritative guidance for convertible debentures issued by the FASB. The authoritative guidance specifies that issuers of convertible debt instruments should separately account for the liability (debt) and equity (conversion option) components of such instruments in a manner that reflects the borrowing rate for a similar non-convertible debt. See *Adoption of New Accounting Standard for Convertible Debentures* included in *Note 1. Basis of Presentation* for further information relating to the adoption.

**Table of Contents**

The carrying values of the liability and equity components of the debentures, after the retrospective adoption, are reflected in the Company's consolidated balance sheets as follows:

| (In thousands)  | April 3,<br>2010 | Mar 28,<br>2009 |
|---|------------------|-----------------|
| Liability component:  |                  |                 |
| Principal amount of convertible debentures                        | \$ 689,635       | \$ 689,635      |
| Unamortized discount of liability component                       | (334,123)        | (338,015)       |
| Unamortized discount of embedded derivative from date of issuance | (1,562)          | (1,620)         |
| Carrying value of liability component                             | 353,950          | 350,000         |
| Carrying value of embedded derivative component                   | 848              | 2,110           |
| Convertible debentures net carrying value                         | \$ 354,798       | \$ 352,110      |
| Equity component net carrying value                               | \$ 229,513       | \$ 229,513      |

The remaining debt discount is being amortized as additional non-cash interest expense over the expected remaining life of the debentures using the effective interest rate of 7.20%. As of April 3, 2010, the remaining term of the debentures is 27 years. Interest expense related to the debentures was included in interest and other income (expense), net on the consolidated statements of income and was recognized as follows:

| (In thousands)                                   | 2010      | 2009*     | 2008*     |
|--|-----------|-----------|-----------|
| Contractual coupon interest                      | \$ 21,816 | \$ 28,293 | \$ 31,250 |
| Amortization of debt issuance costs              | 223       | 379       | 383       |
| Amortization of embedded derivative              | 58        | 73        | 84        |
| Amortization of debt discount                    | 3,892     | 4,789     | 4,889     |
| Total interest expense related to the debentures | \$ 25,989 | \$ 33,534 | \$ 36,606 |

\* As adjusted for the retrospective adoption of the accounting standard for convertible debentures in the first quarter of fiscal 2010 (see Note 2)

On or after March 15, 2014, the Company may redeem all or part of the remaining debentures outstanding for the principal amount plus any accrued and unpaid interest if the closing price of the Company's common stock has been at least 130% of the conversion price then in effect for at least 20 trading days during any 30 consecutive trading-day period prior to the date on which the Company provides notice of redemption. Upon conversion, the Company would pay the holder the cash value of the applicable number of shares of Xilinx common stock, up to the principal amount of the debentures. If the conversion value exceeds \$1 thousand, the Company may also deliver, at its option, cash or

common stock or a combination of cash and common stock for the conversion value in excess of \$1 thousand (conversion spread). There would be no adjustment to the numerator in the net income per common share computation for the cash settled portion of the debentures as that portion of the debt instrument will always be settled in cash. The conversion spread will be included in the denominator for the computation of diluted net income per common share, using the treasury stock method.

Holders of the debentures may convert their debentures only upon the occurrence of certain events in the future, as outlined in the indenture. In addition, holders of the debentures who convert their debentures in connection with a fundamental change, as defined in the indenture, may be entitled to a make-whole premium in the form of an increase in the conversion rate. Additionally, in the event of a fundamental change, the holders of the debentures may require Xilinx to purchase all or a portion of their debentures at a purchase price equal to 100% of the principal amount of debentures, plus accrued and unpaid interest, if any. As of April 3, 2010, none of the conditions allowing holders of the debentures to convert had been met.

The Company concluded that the embedded features related to the contingent interest payments and the Company making specific types of distributions (e.g., extraordinary dividends) qualify as derivatives and should be bundled as a compound embedded derivative. The fair value of the derivative at the date of issuance of the debentures was \$2.5 million and is accounted for as a discount on the debentures. Due to the repurchase of a portion of the debentures in fiscal 2009, the carrying value of the derivative was reduced to \$1.6 million and will continue to be amortized to interest expense over the remaining term of the debentures. The fair value of the derivative as of April 3, 2010 and March 28, 2009 was \$848 thousand and \$2.1 million, respectively. Any change in fair value of this embedded derivative will be included in interest and other income (expense), net on the Company's consolidated statements of income. The Company also concluded that the debentures are not conventional convertible debt instruments and that the embedded stock conversion option qualifies as a derivative. In addition, the Company has concluded that the embedded conversion option would be classified in stockholders' equity if it were a freestanding instrument. Accordingly, the embedded conversion option is not required to be accounted for separately.

#### *Revolving Credit Facility*

In April 2007, Xilinx entered into a five-year \$250.0 million senior unsecured revolving credit facility with a syndicate of banks. Borrowings under the credit facility will bear interest at a benchmark rate plus an applicable margin based upon the Company's credit rating. In connection with the credit facility, the Company is required to maintain certain financial and non-financial covenants. As of April 3, 2010, the Company had made no borrowings under this credit facility and was not in violation of any of the covenants.

**Table of Contents****Note 15. Stockholders Equity***Preferred Stock*

The Company's Certificate of Incorporation authorized 2.0 million shares of undesignated preferred stock. The preferred stock may be issued in one or more series. The Board of Directors is authorized to determine or alter the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued series of preferred stock. As of April 3, 2010 and March 28, 2009, no preferred shares were issued or outstanding.

*Common Stock and Debentures Repurchase Programs*

The Board of Directors has approved stock repurchase programs enabling the Company to repurchase its common stock in the open market or through negotiated transactions with independent financial institutions. In February 2007, the Board authorized a \$1.50 billion repurchase program (2007 Repurchase Program). In February 2008, the Board authorized the repurchase of up to \$800.0 million of common stock (2008 Repurchase Program). In November 2008, the Board of Directors approved an amendment to the Company's 2008 Repurchase Program to provide that the funds may also be used to repurchase outstanding debentures. The 2008 Repurchase Program has no stated expiration date. Through April 3, 2010, the Company had used the entire amount authorized under the 2007 Repurchase program and \$424.3 million out of the \$800.0 million authorized under the 2008 Repurchase Program. Out of the \$424.3 million used under the 2008 Repurchase Program, \$231.1 million was used to repurchase 9.4 million shares of its outstanding common stock and \$193.2 million was used to repurchase \$310.4 million (principal amount) of its debentures. See

Note 14. Convertible Debentures and Revolving Credit Facility for additional information about the debentures. The Company's current policy is to retire all repurchased shares and debentures, and consequently, no treasury shares or debentures were held as of April 3, 2010 or March 28, 2009.

During fiscal 2009, the Company entered into stock repurchase agreements with independent financial institutions to repurchase shares under both the 2007 Repurchase Program and 2008 Repurchase Program. Under these agreements, Xilinx provided these financial institutions with up-front payments totaling \$275.0 million for fiscal 2009. These financial institutions agreed to deliver to Xilinx a certain number of shares based upon the volume weighted-average price, during an averaging period, less a specified discount. Under these arrangements, the Company repurchased 10.8 million shares of common stock for \$275.0 million during fiscal 2009, of which \$81.1 million was purchased under the 2008 Repurchase Program while the remaining balance of \$193.9 million was purchased under the 2007 Repurchase Program. There were no such arrangements in fiscal 2010. During fiscal 2010, the Company repurchased 6.2 million shares of common stock in the open market for a total of \$150.0 million under the 2008 Repurchase Program. As of April 3, 2010, no amounts remained outstanding under any stock repurchase agreements and all related shares had been delivered to the Company.

**Note 16. Income Taxes**

The provision for income taxes consists of the following:

| (In thousands) |          | 2010       | 2009*     | 2008*     |
|----------------|----------|------------|-----------|-----------|
| Federal:       | Current  | \$ (8,732) | \$ 44,008 | \$ 81,147 |
|                | Deferred | 56,085     | 49,347    | 1,866     |
|                |          | 47,353     | 93,355    | 83,013    |
| State:         | Current  | 6,174      | 3,507     | (3,359)   |
|                | Deferred | 243        | (14,760)  | (740)     |
|                |          | 6,417      | (11,253)  | (4,099)   |
| Foreign:       | Current  | 8,809      | 14,538    | 21,590    |
|                | Deferred | 1,702      | (333)     | (330)     |



|       |           |           |            |
|-------|-----------|-----------|------------|
|       | 10,511    | 14,205    | 21,260     |
| Total | \$ 64,281 | \$ 96,307 | \$ 100,174 |

\* As adjusted for the retrospective adoption of the accounting standard for convertible debentures in the first quarter of fiscal 2010 (see Note 2)

The domestic and foreign components of income before income taxes were as follows:

|                            |            |            |            |
|----------------------------|------------|------------|------------|
|                            | 2010       | 2009*      | 2008*      |
| Domestic                   | \$ 59,473  | \$ 110,492 | \$ 45,350  |
| Foreign                    | 362,292    | 347,534    | 424,139    |
| Income before income taxes | \$ 421,765 | \$ 458,026 | \$ 469,489 |

\* As adjusted for the retrospective adoption of the accounting standard for convertible debentures in the first quarter of fiscal 2010 (see Note 2)

**Table of Contents**

The tax benefits (expenses) associated with stock option exercises and the employee stock purchase plan recorded in additional paid-in capital were \$(4.4) million, \$4.2 million and \$15.8 million, for fiscal 2010, 2009 and 2008, respectively.

As of April 3, 2010, the Company had federal and state net operating loss carryforwards of approximately \$17.5 million. If unused, these carryforwards will expire in 2013 through 2026. The Company had federal and state R&D tax credit carryforwards of approximately \$91.2 million, federal affordable housing tax credit carryforwards of approximately \$5.6 million and no other state credit carryforwards. If unused, \$8.7 million of the tax credit carryforwards will expire in 2023 through 2030. The remainder of the credits has no expiration date.

Unremitted foreign earnings that are considered to be permanently invested outside the U. S. and on which no U.S. taxes have been provided, are approximately \$945.6 million as of April 3, 2010. The residual U.S. tax liability, if such amounts were remitted, would be approximately \$296.3 million.

The provision for income taxes reconciles to the amount derived by applying the Federal statutory income tax rate to income before provision for taxes as follows:

| (In thousands)                          | 2010       | 2009*      | 2008*      |
|---|------------|------------|------------|
| Income before provision for taxes       | \$ 421,765 | \$ 458,026 | \$ 469,489 |
| Federal statutory tax rate              | 35%        | 35%        | 35%        |
| Computed expected tax                   | 147,618    | 160,309    | 164,321    |
| State taxes, net of federal benefit     | 4,527      | (7,292)    | (4,970)    |
| Non-deductible stock-based compensation | 1,813      | 2,550      | 2,676      |
| Tax exempt interest                     | (396)      | (567)      | (721)      |
| Foreign earnings at lower tax rates     | (67,651)   | (49,446)   | (55,949)   |
| Tax credits                             | (16,491)   | (13,936)   | (5,054)    |
| Deferred compensation                   | (2,994)    | 3,510      | 606        |
| Other                                   | (2,145)    | 1,179      | (735)      |
| Provision for income taxes              | \$ 64,281  | \$ 96,307  | \$ 100,174 |

\* As adjusted for the retrospective adoption of the accounting standard for convertible debentures in the first quarter of fiscal 2010 (see Note 2)

The Company has manufacturing operations in Singapore where the Company has been granted Pioneer Status that is effective through fiscal 2021. The Pioneer Status reduces the Company's tax on the majority of Singapore income from 17% to zero. The benefit of Pioneer Status in Singapore for fiscal 2010 is approximately \$18.7 million (\$0.07 per common share) on income considered permanently reinvested outside the U.S. The tax effect of operations in low tax jurisdictions on the Company's overall tax rate is reflected in the table above.

The major components of deferred tax assets and liabilities consisted of the following as of April 3, 2010 and March 28, 2009:

|                |      |       |
|----------------|------|-------|
| (In thousands) | 2010 | 2009* |
|----------------|------|-------|

|  |              |             |
|--|--------------|-------------|
| Deferred tax assets:                               |              |             |
| Inventory valuation differences                    | \$ 2,050     | \$ 5,116    |
| Stock-based compensation                           | 32,504       | 43,316      |
| Deferred income on shipments to distributors       | 20,166       | 13,567      |
| Accrued expenses                                   | 55,513       | 36,016      |
| Tax loss carryforwards                             | 11,931       | 8,204       |
| Tax credit carryforwards                           | 74,705       | 94,718      |
| Intangible and fixed assets                        | 21,939       | 18,782      |
| Strategic and equity investments                   | 18,210       | 22,432      |
| Deferred compensation plan                         | 15,081       | 10,453      |
| Unrealized losses on available-for-sale securities | 441          | 9,638       |
| Other  | 3,136        | 2,859       |
|  | 255,676      | 265,101     |
| Valuation allowance                                |              |             |
| Total deferred tax assets                          | 255,676      | 265,101     |
| Deferred tax liabilities:                          |              |             |
| Unremitted foreign earnings                        | (189,117)    | (148,433)   |
| State income taxes                                 | (21,821)     | (24,770)    |
| Convertible debt                                   | (167,985)    | (147,856)   |
| Other  | (6,086)      | (6,148)     |
| Total deferred tax liabilities                     | (385,009)    | (327,207)   |
| Total net deferred tax liabilities                 | \$ (129,333) | \$ (62,106) |

\* As adjusted for the retrospective adoption of the accounting standard for convertible debentures in the first quarter of fiscal 2010 (see Note 2)

**Table of Contents**

Long-term deferred tax assets of \$63.7 million and \$70.4 million as of April 3, 2010 and March 28, 2009, respectively, are included in other assets on the consolidated balance sheet (see Note 7. Balance Sheet Information ). The aggregate changes in the balance of gross unrecognized tax benefits for fiscal 2010 and 2009 were as follows:

| (in thousands)  | 2010       | 2009       |
|---|------------|------------|
| Balance as of beginning of fiscal year                                | \$ 115,637 | \$ 105,079 |
| Adjustment to adoption entry of accounting for uncertain tax position |            | 10,032     |
| Increases in tax positions for prior years                            | 14,677     | 1,088      |
| Decreases in tax positions for prior years                            | (29,103)   | (12,581)   |
| Increases in tax positions for current year                           | 12,607     | 12,676     |
| Settlements   |            |            |
| Lapse in statute of limitations                                       | (17,549)   | (657)      |
| Balance as of end of fiscal year                                      | \$ 96,269  | \$ 115,637 |

The Company adjusted the cumulative effect of adopting FASB authoritative guidance for measuring uncertain tax positions in the second quarter of fiscal 2009 in connection with a change in estimate related to the application of certain historical tax elections. As a result, retained earnings and deferred tax liabilities decreased by \$10.1 million and \$18.2 million, respectively, and long-term income taxes payable increased by \$28.3 million.

If the remaining balance of \$96.3 million and \$115.6 million of unrecognized tax benefits as of April 3, 2010 and March 28, 2009, respectively, were realized in a future period, it would result in a tax benefit of \$66.5 million and \$58.5 million, respectively, thereby reducing the effective tax rate.

The Company's policy is to include interest and penalties related to income tax liabilities within the provision for income taxes on the consolidated statements of income. The balance of accrued interest and penalties was \$3.1 million and \$4.0 million as of April 3, 2010 and March 28, 2009, respectively. Interest and penalties included in (released from) the Company's provision for income taxes totaled \$(900) thousand and \$1.1 million for fiscal 2010 and 2009, respectively.

The Company is no longer subject to U.S. federal and state audits by taxing authorities for years through fiscal 2004. The U.S. federal statute of limitations on fiscal 2006 has also expired. The Company is no longer subject to tax audits in Ireland for years through fiscal 2004.

On December 8, 2008, the IRS issued a statutory notice of deficiency reflecting proposed audit adjustments for fiscal 2005. The Company filed a petition with the Tax Court on March 2, 2009, in response to this notice of deficiency. The Company began negotiations with the IRS Appeals Division on this matter in the third quarter of fiscal 2010. On March 22, 2010, the Company settled the proposed adjustment related to acquired technology with no net change in tax liability. The Company believes it has provided adequate reserves for the other proposed adjustments to fiscal 2005. It is impractical to determine the amount of uncertain tax benefits that will significantly increase or decrease within the next 12 months prior to settlement of the remaining issues.

The IRS audited and issued proposed adjustments to the Company's tax returns for fiscal 1996 through 2001. The Company filed petitions with the Tax Court in response to assertions by the IRS relating to fiscal 1996 through 2000. Except to the extent there is a further appeal by the IRS, all issues have been settled with the IRS in this matter as described below.

On August 30, 2005, the Tax Court issued its opinion concerning whether the value of stock options must be included in the cost sharing agreement with Xilinx Ireland. The Tax Court agreed with the Company that no amount for stock options was to be included in the cost sharing agreement, and thus, the Company had no tax, interest, or penalties due for this issue. The Tax Court entered its decision on May 31, 2006. On August 25, 2006, the IRS appealed the decision to the U.S. Court of Appeals for the Ninth Circuit (Appeals Court). The Company and the IRS presented oral arguments to a three-judge panel of the Appeals Court on March 12, 2008. On May 27, 2009, the Company received a 2-1 adverse judicial ruling from the Appeals Court reversing the Tax Court decision and holding that the Company

should include stock option amounts in its cost sharing agreement with Xilinx Ireland. As a result, the Company recorded expense of \$8.6 million in the first quarter of fiscal 2010 in order to reverse the interest income it accrued through March 28, 2009 on the earlier prepayment it made to the IRS. As a result of the May 27, 2009 decision, the Company increased its accrual for penalties and interest in the first quarter from \$4.0 million to \$21.9 million. The Company did not agree with the Appeals Court decision and filed a motion for rehearing on August 12, 2009. On January 13, 2010, the Appeals Court issued an order withdrawing both the majority and dissent opinions that were issued on May 27, 2009. On March 22, 2010 the Appeals Court in a 2-1 majority opinion affirmed the Tax Court decision in Xilinx's favor. As a result of the March 2010 decision, the Company expects to receive a refund from the IRS of approximately \$25.2 million and interest of approximately \$9.4 million. The accrual for penalties and interest decreased from \$21.5 million in the third quarter to \$3.1 million in the fourth quarter of fiscal 2010, primarily as a result of the March 2010 decision.

**Table of Contents****Note 17. Segment Information**

Xilinx designs, develops, and markets programmable logic semiconductor devices and the related software design tools. The Company operates and tracks its results in one operating segment. Xilinx sells its products to OEMs and to electronic components distributors who resell these products to OEMs or subcontract manufacturers.

Geographic revenue information for fiscal 2010, 2009 and 2008 reflects the geographic location of the distributors or OEMs who purchased the Company's products. This may differ from the geographic location of the end customers. Long-lived assets include property, plant and equipment, which were based on the physical location of the asset as of the end of each fiscal year.

Net revenues by geographic region were as follows:

| (In thousands)      | 2010         | 2009         | 2008         |
|---------------------|--------------|--------------|--------------|
| North America:      |              |              |              |
| United States       | \$ 578,254   | \$ 576,916   | \$ 696,367   |
| Other               | 50,219       | 50,744       | 21,430       |
| Total North America | 628,473      | 627,660      | 717,797      |
| Asia Pacific:       |              |              |              |
| China               | 327,325      | 261,669      | 205,184      |
| Other               | 321,778      | 341,347      | 321,106      |
| Total Asia Pacific  | 649,103      | 603,016      | 526,290      |
| Europe              | 395,121      | 411,649      | 407,186      |
| Japan               | 160,857      | 182,859      | 190,099      |
| Worldwide total     | \$ 1,833,554 | \$ 1,825,184 | \$ 1,841,372 |

Net long-lived assets by country at fiscal year-ends were as follows:

| (In thousands)  | April 3,<br>2010 | March 28,<br>2009 | March 29,<br>2008 |
|-----------------|------------------|-------------------|-------------------|
| United States   | \$ 245,698       | \$ 263,242        | \$ 267,714        |
| Foreign:        |                  |                   |                   |
| Ireland         | 57,369           | 67,497            | 72,947            |
| Singapore       | 56,869           | 48,289            | 51,756            |
| Other           | 5,942            | 8,879             | 12,013            |
| Total foreign   | 120,180          | 124,665           | 136,716           |
| Worldwide total | \$ 365,878       | \$ 387,907        | \$ 404,430        |

**Note 18. Litigation Settlements and Contingencies***Internal Revenue Service*

The IRS audited and issued proposed adjustments to the Company's tax returns for fiscal 1996 through 2001. The Company filed petitions with the Tax Court in response to assertions by the IRS relating to fiscal 1996 through 2000. Except to the extent there is a further appeal by the IRS, all issues have been settled with the IRS in this matter as described below.

On August 30, 2005, the Tax Court issued its opinion concerning whether the value of stock options must be included in the cost sharing agreement with Xilinx Ireland. The Tax Court agreed with the Company that no amount for stock options was to be included in the cost sharing agreement, and thus, the Company had no tax, interest, or penalties due for this issue. The Tax Court entered its decision on May 31, 2006. On August 25, 2006, the IRS appealed the decision to the Appeals Court. The Company and the IRS presented oral arguments to a three-judge panel of the Appeals Court on March 12, 2008. On May 27, 2009, the Company received a 2-1 adverse judicial ruling from the Appeals Court reversing the Tax Court decision and holding that the Company should include stock option amounts in its cost sharing agreement with Xilinx Ireland. The Company did not agree with the Appeals Court decision and filed a motion for rehearing on August 12, 2009. On January 13, 2010, the Appeals Court issued an order withdrawing both the majority and dissent opinions that were issued on May 27, 2009. On March 22, 2010 the Appeals Court in a 2-1 majority opinion affirmed the Tax Court decision in Xilinx's favor.

In a separate matter, on December 8, 2008, the IRS issued a statutory notice of deficiency reflecting proposed audit adjustments for fiscal 2005. The Company began negotiations with the IRS Appeals Division on this matter in the third quarter of fiscal 2010. On March 22, 2010, the Company settled the proposed adjustment related to acquired technology with no net change in tax liability. The Company believes it has adequate reserves for the remaining issues.

**Table of Contents***Patent Litigation*

On November 5, 2009, Agere Systems, Inc. (Agere), a wholly-owned subsidiary of LSI Corporation (LSI), filed an action for patent infringement and breach of contract of a patent license agreement against the Company in the Supreme Court of the State of New York (*Agere Systems Inc. v. Xilinx, Inc.*, Index No. 603382/09, the New York State Action). This action was ultimately removed to U.S. District Court for the Southern District of New York, and consolidated with the Company's related actions against Agere and LSI. On April 2, 2010, Xilinx and LSI reached a resolution on the foregoing matters and all outstanding litigation between Xilinx and LSI and Agere have been dismissed with prejudice. This resolution did not have a material impact on the Company's financial position or results of operations.

On December 28, 2007, a patent infringement lawsuit was filed by PACT XPP Technologies, AG (PACT) against the Company in the U.S. District Court for the Eastern District of Texas, Marshall Division (PACT XPP Technologies, AG. v. Xilinx, Inc. and Avnet, Inc. Case No. 2:07-CV-563). The lawsuit pertains to 11 different patents and PACT seeks injunctive relief, unspecified damages, interest and attorneys' fees. Neither the likelihood, nor the amount of any potential exposure to the Company is estimable at this time.

*Other Matters*

Except as stated above, there are no pending legal proceedings of a material nature to which the Company is a party or of which any of its property is the subject.

**Note 19. Goodwill and Acquisition-Related Intangibles**

As of April 3, 2010 and March 28, 2009, the gross and net amounts of goodwill and of acquisition-related intangibles for all acquisitions were as follows:

(In thousands)

|   | 2010       | 2009       | Amortization Life |
|---|------------|------------|-------------------|
| Goodwill                                    | \$ 117,955 | \$ 117,955 |                   |
| Patents-gross                               | \$ 22,752  | \$ 22,752  | 5 to 7 years      |
| Less accumulated amortization               | 22,752     | 22,738     |                   |
| Patents-net                                 |            | 14         |                   |
| Miscellaneous intangibles-gross             | 58,958     | 58,958     | 2 to 5 years      |
| Less accumulated amortization               | 58,958     | 56,479     |                   |
| Miscellaneous intangibles-net               |            | 2,479      |                   |
| Total acquisition-related intangibles-gross | 81,710     | 81,710     |                   |
| Less accumulated amortization               | 81,710     | 79,217     |                   |
| Total acquisition-related intangibles-net   | \$         | \$ 2,493   |                   |

Amortization expense for all intangible assets for fiscal 2010, 2009 and 2008 was \$2.5 million, \$5.3 million and \$6.8 million, respectively. All acquisition-related intangibles were fully amortized as of the end of the Company's first quarter of fiscal 2010. Acquisition-related intangible assets were amortized on a straight-line basis.





**Table of Contents**

**Note 20. Employee Benefit Plans**

Xilinx offers various retirement benefit plans for U.S. and non-U.S. employees. Total contributions to these plans were \$9.3 million, \$9.9 million and \$8.1 million in fiscal 2010, 2009 and 2008, respectively. For employees in the U.S., effective July 1, 2008, Xilinx instituted a Company matching program pursuant to which the Company will match contributions to Xilinx's 401(k) Plan (the 401(k) Plan) based on the amount of salary deferral contributions the participant makes to the 401(k) Plan. Xilinx will match up to 50% of the first 8% of an employee's compensation that the employee contributed to their 401(k) account. Because the program was introduced mid-year, the maximum Company match for calendar year 2008 was \$2,250 per employee. For calendar year 2009 and beyond, the maximum Company contribution per year is \$4,500 per employee. Prior to July 1, 2008, the Company made discretionary contributions to employee 401(k) accounts when performance targets were met. As permitted under Section 401(k) of the Internal Revenue Code, the 401(k) Plan allows tax deferred salary deductions for eligible employees. The Compensation Committee of the Board of Directors administers the 401(k) Plan. Participants in the 401(k) Plan may make salary deferrals of up to 25% of the eligible annual salary, limited by the maximum dollar amount allowed by the Internal Revenue Code. Effective January 1, 2003, participants who have reached the age of 50 before the close of the plan year may be eligible to make catch-up salary deferral contributions, up to 25% of eligible annual salary, limited by the maximum dollar amount allowed by the Internal Revenue Code.

The Company allows its U.S.-based officers, director-level employees, and its board members to defer a portion of their compensation under the Deferred Compensation Plan (the Plan). The Compensation Committee administers the Plan. As of April 3, 2010, there were approximately 135 participants in the Plan who self-direct their contributions into investment options offered by the Plan. The Plan does not allow Plan participants to invest directly in Xilinx's stock. In the event Xilinx becomes insolvent, Plan assets are subject to the claims of the Company's general creditors. There are no Plan provisions that provide for any guarantees or minimum return on investments. As of April 3, 2010, Plan assets were \$32.0 million and obligations were \$37.0 million. As of March 28, 2009, Plan assets were \$21.3 million and obligations were \$26.3 million.

**Note 21. Subsequent Events**

On April 27, 2010, the Company's Board of Directors declared a cash dividend of \$0.16 per common share for the first quarter of fiscal 2011. The dividend is payable on June 9, 2010 to stockholders of record on May 19, 2010.

**Table of Contents**

**REPORT OF ERNST & YOUNG LLP,  
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Board of Directors and Stockholders

Xilinx, Inc.

We have audited the accompanying consolidated balance sheets of Xilinx, Inc. as of April 3, 2010 and March 28, 2009, and the related consolidated statements of income, stockholders' equity, and cash flows for each of the three years in the period ended April 3, 2010. Our audits also included the financial statement schedule listed in the Index at Part IV, Item 15(a)(2). These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Xilinx, Inc. at April 3, 2010 and March 28, 2009, and the consolidated results of its operations and its cash flows for each of the three years in the period ended April 3, 2010, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

As discussed in Note 2 to the consolidated financial statements, Xilinx, Inc. changed its method of accounting for convertible debt instruments with cash settlement features during 2010.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Xilinx, Inc.'s internal control over financial reporting as of April 3, 2010, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated June 1, 2010 expressed an unqualified opinion thereon.

/s/ ERNST & YOUNG LLP

San Jose, California

June 1, 2010

**Table of Contents**

**REPORT OF ERNST & YOUNG LLP,  
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Board of Directors and Stockholders

Xilinx, Inc.

We have audited Xilinx, Inc.'s internal control over financial reporting as of April 3, 2010, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Xilinx, Inc.'s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

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

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

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

In our opinion, Xilinx, Inc. maintained, in all material respects, effective internal control over financial reporting as of April 3, 2010, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Xilinx, Inc. as of April 3, 2010 and March 28, 2009, and the related consolidated statements of income, stockholders' equity, and cash flows for each of the three years in the period ended April 3, 2010 of Xilinx, Inc. and our report dated June 1, 2010 expressed an unqualified opinion thereon.

/s/ ERNST & YOUNG LLP

San Jose, California

June 1, 2010

**Table of Contents**

**XILINX, INC.**  
**SCHEDULE II**  
**VALUATION AND QUALIFYING ACCOUNTS**

(In thousands)

| Description                        | Beginning<br>of Year | Charged<br>(Credited) to<br>Income | Deductions<br>(a) | Balance at<br>End of Year |
|------------------------------------|----------------------|------------------------------------|-------------------|---------------------------|
| For the year ended March 29, 2008: |                      |                                    |                   |                           |
| Allowance for doubtful accounts    | \$ 3,655             | \$                                 | \$ 21             | \$ 3,634                  |
| Allowance for customer returns     | \$ 82                | \$ (3)                             | \$ 79             | \$                        |
| For the year ended March 28, 2009: |                      |                                    |                   |                           |
| Allowance for doubtful accounts    | \$ 3,634             | \$                                 | \$ 5              | \$ 3,629                  |
| Allowance for customer returns     | \$                   | \$                                 | \$                | \$                        |
| For the year ended April 3, 2010:  |                      |                                    |                   |                           |
| Allowance for doubtful accounts    | \$ 3,629             | \$                                 | \$ 1              | \$ 3,628                  |
| Allowance for customer returns     | \$                   | \$                                 | \$                | \$                        |

(a) Represents  
amounts written  
off against the  
allowances or  
customer  
returns.

**Supplementary Financial Data**  
**Quarterly Data (Unaudited)**

| (In thousands, except per share amounts)<br>Year ended April 3, 2010 (1) | First<br>Quarter | Second<br>Quarter | Third<br>Quarter | Fourth<br>Quarter |
|--|------------------|-------------------|------------------|-------------------|
| Net revenues   | \$ 376,235       | \$ 414,950        | \$ 513,349       | \$ 529,020        |
| Gross margin   | 232,413          | 256,773           | 329,029          | 343,536           |
| Income before income taxes   | 46,450(2)        | 80,310(3)         | 133,011(4)       | 161,994(5)        |
| Net income   | 38,006           | 64,038            | 106,908          | 148,532           |
| Net income per common share: (6)   |                  |                   |                  |                   |
| Basic  | \$ 0.14          | \$ 0.23           | \$ 0.39          | \$ 0.54           |
| Diluted  | \$ 0.14          | \$ 0.23           | \$ 0.38          | \$ 0.54           |
| Shares used in per share calculations:                                   |                  |                   |                  |                   |
| Basic  | 275,523          | 276,353           | 276,832          | 274,686           |
| Diluted  | 276,258          | 276,988           | 278,566          | 277,290           |
| Cash dividends declared per common share                                 | \$ 0.14          | \$ 0.14           | \$ 0.16          | \$ 0.16           |

(1) Xilinx uses a  
52- to 53-week  
fiscal year  
ending on the

Saturday nearest  
March 31.

Fiscal 2010 was  
a 53-week year  
and each quarter  
was a 13-week  
quarter except  
the third quarter,  
which was a  
14-week  
quarter.

(2) Income before  
income taxes  
includes  
restructuring  
charges of  
\$15,771 and the  
additional  
interest expense  
of \$888 as a  
result of the  
adoption of the  
accounting  
standard for the  
debentures.

(3) Income before  
income taxes  
includes  
restructuring  
charges of  
\$5,915 and the  
additional  
interest expense  
of \$905 as a  
result of the  
adoption of the  
accounting  
standard for the  
debentures.

(4) Income before  
income taxes  
includes  
restructuring  
charge of  
\$5,531 and an  
impairment loss  
on investments  
of \$3,041 and

the additional interest expense of \$922 as a result of the adoption of the accounting standard for the debentures.

(5) Income before income taxes includes restructuring charge of \$2,847 and an impairment loss on investments of \$764 and the additional interest expense of \$940 as a result of the adoption of the accounting standard for the debentures.

(6) Net income per common share is computed independently for each of the quarters presented. Therefore, the sum of the quarterly per common share information may not equal the annual net income per common share.

**Table of Contents**

| (In thousands, except per share amounts)<br>Year ended March 28, 2009 (1) | First<br>Quarter | Second<br>Quarter | Third<br>Quarter | Fourth<br>Quarter |
|---|------------------|-------------------|------------------|-------------------|
| Net revenues  | \$ 488,246       | \$ 483,537        | \$ 458,387       | \$ 395,014        |
| Gross margin  | 311,740          | 306,130           | 293,056          | 245,107           |
| Income before income taxes  | 106,898(2)       | 102,875(3)        | 156,589(4)       | 91,664(5)         |
| Net income  | 83,178           | 81,060            | 119,444          | 78,037            |
| Net income per common share: (6)  |                  |                   |                  |                   |
| Basic   | \$ 0.30          | \$ 0.29           | \$ 0.44          | \$ 0.28           |
| Diluted   | \$ 0.30          | \$ 0.29           | \$ 0.44          | \$ 0.28           |
| Shares used in per share calculations:                                    |                  |                   |                  |                   |
| Basic   | 278,165          | 276,169           | 273,997          | 274,689           |
| Diluted   | 280,881          | 277,714           | 274,223          | 274,881           |
| Cash dividends declared per common share                                  | \$ 0.14          | \$ 0.14           | \$ 0.14          | \$ 0.14           |

(1) Xilinx uses a 52- to 53-week fiscal year ending on the Saturday nearest March 31. Fiscal 2009 was a 52-week year and each quarter was a 13-week quarter. Additionally, fiscal 2009 results were adjusted for the retrospective adoption of the accounting standard for convertible debentures in the first quarter of fiscal 2010 (see Notes 2 and 14 to our consolidated financial statements included in Item 8. Financial Statements and Supplementary



Data ).

- (2) Income before income taxes includes restructuring charges of \$19,536, an impairment loss on investments of \$4,621 and a charge of \$3,086 related to an impairment of a leased facility that the Company no longer intends to occupy.
- (3) Income before income taxes includes restructuring charges of \$2,487 and an impairment loss on investments of \$29,001.
- (4) Income before income taxes includes a gain on early extinguishment of debentures of \$58,290 and an impairment loss on investments of \$19,540.
- (5) Income before income taxes includes a gain on early extinguishment of debentures of \$16,745 and an impairment loss on investments

of \$967.

- (6) Net income per common share is computed independently for each of the quarters presented. Therefore, the sum of the quarterly per common share information may not equal the annual net income per common share.

**Table of Contents**

**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

Not applicable.

**ITEM 9A. CONTROLS AND PROCEDURES**

**Evaluation of Disclosure Controls and Procedures**

An evaluation was carried out, under the supervision of and with the participation of Xilinx, Inc.'s management, including our CEO and CFO, of the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this report. Based upon the controls evaluation, our CEO and CFO have concluded that, as of the end of the period covered by this Form 10-K, the Company's disclosure controls and procedures are effective to provide reasonable assurance that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms, and is accumulated and communicated to our management, including our CEO and CFO, as appropriate to allow timely decisions regarding required disclosure.

**Changes in Internal Control Over Financial Reporting**

There were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the fiscal quarter ended April 3, 2010 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**Management's Report on Internal Control Over Financial Reporting**

Management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles. This system of internal control is designed to provide reasonable assurance that assets are safeguarded and transactions are properly recorded and executed in accordance with management's authorization. The design, monitoring and revision of the system of internal control over financial reporting involve, among other things, management's judgments with respect to the relative cost and expected benefits of specific control measures. The effectiveness of the system of internal control over financial reporting is supported by the selection, retention and training of qualified personnel and an organizational structure that provides an appropriate division of responsibility and formalized procedures. The system of internal control is periodically reviewed and modified in response to changing conditions.

Because of its inherent limitations, no matter how well designed, a system of internal control over financial reporting can provide only reasonable assurance and may not prevent or detect all misstatements or all fraud. Further, because of changes in conditions, the effectiveness of internal control over financial reporting may vary over time. Our system contains self-monitoring mechanisms, and actions are taken to correct deficiencies as they are identified.

Management has used the criteria established in the Report *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) to evaluate the effectiveness of our internal control over financial reporting. Based on this evaluation, management has concluded that the Company's internal control over financial reporting was effective as of April 3, 2010.

The effectiveness of the Company's internal control over financial reporting as of April 3, 2010 has been audited by Ernst & Young LLP, an independent registered public accounting firm, as stated in their report which is included in Part II, Item 8. of this Form 10-K.

**ITEM 9B. OTHER INFORMATION**

None.

**Table of Contents**

**PART III**

Certain information required by Part III is omitted from this Report in that the Registrant will file a definitive proxy statement pursuant to Regulation 14A under the Exchange Act (the Proxy Statement) not later than 120 days after the end of the fiscal year covered by this Report, and certain information included therein is incorporated herein by reference. Only those sections of the Proxy Statement that specifically address the items set forth herein are incorporated by reference. Such incorporation does not include the Compensation Committee Report included in the Proxy Statement.

**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

The information required by this item concerning the Company's executive officers is incorporated herein by reference to Item 1. Business Executive Officers of the Registrant within this Form 10-K.

The information required by this item concerning the Company's directors, the code of ethics and corporate governance matters is incorporated herein by reference to the sections entitled Proposal One-Election of Directors, Corporate Governance Principles, and Board Matters in our Proxy Statement.

The information required by this item regarding delinquent filers pursuant to Item 405 of Regulation S-K is incorporated herein by reference to the section entitled Section 16(a) Beneficial Ownership Reporting Compliance in our Proxy Statement.

Our codes of conduct and ethics and significant corporate governance principles are available on the investor relations page of our website at [www.investor.xilinx.com](http://www.investor.xilinx.com). Our code of conduct applies to our directors and employees, including our CEO, CFO and principal accounting personnel. In addition, our Board of Directors has adopted a code of ethics that pertains specifically to the Board of Directors. Printed copies of these documents are also available to stockholders without charge upon written request directed to Corporate Secretary, Xilinx, Inc., 2100 Logic Drive, San Jose CA 95124.

**ITEM 11. EXECUTIVE COMPENSATION**

The information required by this item concerning executive compensation is incorporated herein by reference to the sections entitled Compensation of Directors and Executive Compensation in our Proxy Statement.

The information required by this item pursuant to Item 407(e)(4) of Regulation S-K is incorporated herein by reference to the section entitled Compensation Committee Interlocks and Insider Participation in our Proxy Statement.

The information required by this item pursuant to Item 407(e)(5) of Regulation S-K is incorporated herein by reference to the section entitled Report of the Compensation Committee of the Board of Directors in our Proxy Statement.

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The information required by this item pursuant to Item 403 of Regulation S-K is incorporated herein by reference to the section entitled Security Ownership of Certain Beneficial Owners and Management in our Proxy Statement. The information required by Item 201(d) of Regulation S-K is set forth below.

**Table of Contents****Equity Compensation Plan Information**

The table below sets forth certain information as of fiscal year ended April 3, 2010 about the Company's common stock that may be issued upon the exercise of options, RSUs, warrants and rights under all of our existing equity compensation plans including the ESPP:

| (Shares in thousands)  | A   | B   | C   |
|--|---|---|---|
|  | Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights | Weighted-average Exercise Price of Outstanding Options, Warrants and Rights | Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (excluding securities reflected in Column A) |
| <b>Plan Category</b>   | <b>Equity Compensation Plans Approved by Security Holders</b>                               |   |   |
| 1997 Stock Plan  | 24,417  | \$ 32.55  | (1)   |
| 2007 Equity Plan   | 10,246(2)   | \$ 22.96(3)   | 12,322(4)   |
| Employee Stock Purchase Plan   | N/A   | N/A   | 7,671   |
| Total-Approved Plans   | 34,663  | \$ 30.51  | 19,993  |
| <b>Equity Compensation Plans <u>NOT</u> Approved by Security Holders (5)</b> |   |   |   |
| Supplemental Stock Option Plan (6)   | 12  | \$ 32.04  |   |
| Total-All Plans  | 34,675  | \$ 30.51  | 19,993  |

(1) The Company ceased issuing options under the 1997 Stock Plan as of April 1, 2007. The 1997 Stock Plan expired on May 8, 2007 and all available but unissued shares under this plan were cancelled.

(2) Includes approximately 3.6 million shares issuable upon

vesting of RSUs that the Company granted under the 2007 Equity Plan.

(3) The weighted-average exercise price does not take into account shares issuable upon vesting of outstanding RSUs, which have no exercise price.

(4) On July 26, 2006, the stockholders approved the adoption of the 2007 Equity Plan and authorized 10.0 million shares to be reserved for issuance thereunder. The 2007 Equity Plan, which became effective on January 1, 2007, replaced both the Company's 1997 Stock Plan (which expired on May 8, 2007) and the Supplemental Stock Option Plan. On August 9, 2007, August 14, 2008 and August 12, 2009 our stockholders authorized the reserve of an additional 5.0 million shares, 4.0 million shares and 5.0 million shares

respectively. All of the shares reserved for issuance under the 2007 Equity Plan may be granted as stock options, stock appreciation rights, restricted stock or RSUs.

- (5) In November 2000, the Company acquired RocketChips. Under the terms of the merger, the Company assumed all of the stock options previously issued to RocketChips employees pursuant to four different stock option plans. A total of approximately 807 thousand option shares were assumed by the Company. Of this amount, a total of 3 thousand option shares, with an average weighted exercise price of \$18.71, remained outstanding as of April 3, 2010. These option shares are excluded from the above table. All of the options assumed by the Company remain subject to the terms of the

RocketChips  
stock option plan  
under which they  
were issued.  
Subsequent to  
acquiring  
RocketChips, the  
Company has not  
made any grants  
or awards under  
any of the  
RocketChips  
stock option plans  
and the Company  
has no intention to  
do so in the  
future.

- (6) Under the  
Supplemental  
Stock Option  
Plan, options were  
granted to  
employees and  
consultants of the  
Company,  
however neither  
officers nor  
members of our  
Board were  
eligible for grants  
under the  
Supplemental  
Stock Option  
Plan. Only  
non-qualified  
stock options  
were granted  
under the  
Supplemental  
Stock Option Plan  
(that is, options  
that do not entitle  
the optionee to  
special U.S.  
income tax  
treatment) and  
such options  
generally expire  
not later than  
12 months after



the optionee ceases to be an employee or consultant. Upon a merger of the Company with or into another company, or the sale of substantially all of the Company's assets, each option granted under the Supplemental Stock Option Plan may be assumed or substituted with a similar option by the acquiring company, or the outstanding options will become exercisable in connection with the merger or sale.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

The information required by this item concerning related party transactions pursuant to Item 404 of Regulation S-K is incorporated herein by reference to the section entitled "Related Transactions" in our Proxy Statement.

The information required by this item concerning director independence pursuant to Item 407(a) of Regulation S-K is incorporated herein by reference to the section entitled "Board Matters" in our Proxy Statement.

**ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The information required by this Item is incorporated herein by reference to the sections entitled "Ratification of Appointment of External Auditors" and "Fees Paid to Ernst & Young LLP" in our Proxy Statement.

**Table of Contents****PART IV****ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

(a) (1) The financial statements required by Item 15(a) are included in Item 8 of this Annual Report on Form 10-K.

(2) The financial statement schedule required by Item 15(a) (Schedule II, Valuation and Qualifying Accounts) is included in Item 8 of this Annual Report on Form 10-K.

Schedules not filed have been omitted because they are not applicable, are not required or the information required to be set forth therein is included in the financial statements or notes thereto.

(3) The exhibits listed below in (b) are filed or incorporated by reference as part of this Annual Report on Form 10-K.

(b) Exhibits

**EXHIBIT LIST**

| <b>Exhibit<br/>No</b> | <b>Exhibit Title</b>  | <b>Incorporated by Reference</b> |                 |                | <b>Filing<br/>Date</b> | <b>Filed<br/>Herewith</b> |
|-----------------------|---|----------------------------------|-----------------|----------------|------------------------|---------------------------|
|                       |   | <b>Form</b>                      | <b>File No.</b> | <b>Exhibit</b> |                        |                           |
| 3.1                   | Restated Certificate of Incorporation, as amended to date   | 10-K                             | 000-18548       | 3.1            | 05/30/07               |                           |
| 3.2                   | Bylaws of the Company, as amended and restated as of November 11, 2009  | 10-K                             | 000-18548       | 3.2            | 11/16/09               |                           |
| 4.1                   | Indenture dated March 5, 2007 between the Company as Issuer and the Bank of New York Trust Company, N.A. as Trustee | 10-K                             | 000-18548       | 4.1            | 05/30/07               |                           |
| 10.1*                 | 1988 Stock Option Plan, as amended  | S-1                              | 333-34568       | 10.15          | 06/07/90               |                           |
| 10.2*                 | 1990 Employee Qualified Stock Purchase Plan   | S-8                              | 333-127318      | 4.1            | 08/09/05               |                           |
| 10.3*                 | 1997 Stock Plan and Form of Stock Option Agreement  | S-8                              | 333-127318      | 4.2            | 08/09/05               |                           |
| 10.4*                 | Form of Indemnification Agreement between the Company and its officers and directors                                | S-1                              | 333-34568       | 10.17          | 04/27/90               |                           |
| 10.5*                 | Supplemental Stock Option Plan  | 10-K                             | 000-18548       | 10.16          | 06/17/02               |                           |
| 10.6                  | Xilinx, Inc. Master Distribution Agreement with   | 10-Q                             | 000-18548       | 10.1           | 11/04/05               |                           |

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|        |  |        |           |       |          |
|--------|--|--------|-----------|-------|----------|
| 10.7*  | Letter Agreement dated June 2, 2005 between the Company and Jon A. Olson                   | 10-Q/A | 000-18548 | 10.1  | 08/12/05 |
| 10.8*  | 2007 Equity Incentive Plan   | 10-K   | 000-18548 | 10.23 | 05/30/07 |
| 10.9*  | Form of Stock Option Agreement under 2007 Equity Incentive Plan                            | 10-K   | 000-18548 | 10.24 | 05/30/07 |
| 10.10* | Form of Restricted Stock Unit Agreement under 2007 Equity Incentive Plan                   | 10-K   | 000-18548 | 10.25 | 05/30/07 |
| 10.11* | Form of Performance-Based Restricted Stock Unit Agreement under 2007 Equity Incentive Plan | 8-K    | 000-18548 | 99.1  | 07/05/07 |
| 10.12* | Letter Agreement dated January 4, 2008 between the Company and Moshe N. Gavrielov          | 8-K    | 000-18548 | 99.2  | 01/07/08 |

**Table of Contents**

| <b>Exhibit<br/>No</b> | <b>Exhibit Title</b>   | <b>Incorporated by Reference</b> |                 |                | <b>Filing<br/>Date</b> | <b>Filed<br/>Herewith</b> |
|-----------------------|--|----------------------------------|-----------------|----------------|------------------------|---------------------------|
|                       |  | <b>Form</b>                      | <b>File No.</b> | <b>Exhibit</b> |                        |                           |
| 10.13*                | Amendment of Employment Agreement dated February 14, 2008 between the Company and Jon A. Olson     | 8-K                              | 000-18548       | 99.1           | 02/20/08               |                           |
| 10.14*                | Summary of Fiscal 2010 Executive Incentive Plan  | 8-K                              | 000-18548       | N/A            | 05/04/09               |                           |
| 21.1                  | Subsidiaries of the Company  |                                  |                 |                |                        | X                         |
| 23.1                  | Consent of Independent Registered Public Accounting Firm   |                                  |                 |                |                        | X                         |
| 24.1                  | Power of Attorney (included in the signature page)   |                                  |                 |                |                        | X                         |
| 31.1                  | Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |                                  |                 |                |                        | X                         |
| 31.2                  | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |                                  |                 |                |                        | X                         |
| 32.1                  | Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |                                  |                 |                |                        | X                         |
| 32.2                  | Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |                                  |                 |                |                        | X                         |
| *                     | Management contract or compensatory plan or arrangement required to be filed as an                 |                                  |                 |                |                        |                           |

exhibit to the  
Company's  
Annual Report  
on Form 10-K  
pursuant to Item  
15(b) herein

**Table of Contents****SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Annual Report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Jose, State of California, on the 1st day of June 2010.

XILINX, INC.

By: /s/ Moshe N. Gavrielov  
Moshe N. Gavrielov,  
President and Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Moshe N. Gavrielov and Jon A. Olson, jointly and severally, his/her attorneys-in-fact, each with the power of substitution, for him/her in any and all capacities, to sign any amendments to this Annual Report on Form 10-K, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his/her substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934 this Annual Report on Form 10-K has been signed below by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

| Signature  | Title   | Date         |
|--|---|--------------|
| /s/ Moshe N. Gavrielov<br>(Moshe N. Gavrielov)         | President and Chief Executive Officer<br>(Principal Executive Officer) and Director                           | June 1, 2010 |
| /s/ Jon A. Olson<br>(Jon A. Olson)                     | Senior Vice President, Finance and Chief<br>Financial Officer (Principal Accounting and<br>Financial Officer) | June 1, 2010 |
| /s/ PHILIP T. GIANOS<br>(Philip T. Gianos)             | Chairman of the Board of Directors  | June 1, 2010 |
| /s/ John L. Doyle<br>(John L. Doyle)                   | Director  | June 1, 2010 |
| /s/ Jerald G. Fishman<br>(Jerald G. Fishman)           | Director  | June 1, 2010 |
| /s/ William G. Howard, Jr.<br>(William G. Howard, Jr.) | Director  | June 1, 2010 |
| /s/ J. Michael Patterson                               | Director  | June 1, 2010 |

(J. Michael Patterson)

/s/ Marshall C. turner

Director

June 1, 2010

(Marshall C. Turner)

/s/ Elizabeth W. Vanderslice

Director

June 1, 2010

(Elizabeth W. Vanderslice)