UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2009

OR

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

Commission file number: 000-51026

Monolithic Power Systems, Inc.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Delaware	**77-0466789**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification Number)**

6409 Guadalupe Mines Road, San Jose, CA 95120 (408) 826-0600
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES, INCLUDING ZIP CODE AND TELEPHONE NUMBER)

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

Indicate by check mark whether the registrant 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 Exchange Act). Yes ☐ No ☒

There were 33,864,489 shares of the registrant's common stock issued and outstanding as of April 21, 2009.

MONOLITHIC POWER SYSTEMS, INC.

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

MONOLITHIC POWER SYSTEMS, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands, except par value and share amounts)
(Unaudited)

	March 31, 2009	December 31, 2008
ASSETS		
Current assets:		
Cash and cash equivalents	$ 68,094	$ 83,266
Short-term investments	38,002	21,922
Accounts receivable, net of allowances of $8 and $0 in 2009 and 2008, respectively	13,367	9,115
Inventories	18,559	18,887
Deferred income tax assets, net - current	74	75
Prepaid expenses and other current assets	2,791	2,622
Restricted cash	7,350	7,360
Total current assets	148,237	143,247
Property and equipment, net	13,967	14,163
Long-term investments	37,340	37,425
Deferred income tax assets, net - long-term	19	19
Other assets	427	438
Restricted assets	7	7
Total assets	$199,997	$ 195,299
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 8,363	$ 4,674
Accrued compensation and related benefits	3,789	7,848
Accrued liabilities	14,392	13,360
Total current liabilities	26,544	25,882
Non-current income tax liability	4,773	4,762
Other long-term liabilities	9	10
Total liabilities	31,326	30,654
Stockholders' equity:		
Common stock, $0.001 par value, $34 and $34 in 2009 and 2008, respectively; shares authorized: 150,000,000; shares issued and outstanding: 33,863,182 and 33,646,821 in 2009 and 2008, respectively	152,236	147,298
Retained earnings	16,683	17,411
Accumulated other comprehensive income (loss)	(248)	(64)
Total stockholders' equity	168,671	164,645
Total liabilities and stockholders' equity	$199,997	$ 195,299

See accompanying notes to condensed consolidated financial statements.

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MONOLITHIC POWER SYSTEMS, INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share amounts)
(Unaudited)

	Three months ended March 31, 2009	Three months ended March 31, 2008
Revenue	$29,322	$35,409
Cost of revenue	12,431	13,044
Gross profit	16,891	22,365
Operating expenses:		
Research and development	8,117	7,572
Selling, general and administrative	7,808	8,728
Provision for litigation expense	2,046	736
Total operating expenses	17,971	17,036
Income (loss) from operations	(1,080)	5,329
Other income (expense):		
Interest and other income	385	1,434
Interest and other expense	(94)	(6)
Total other income, net	291	1,428
Income (loss) before income taxes	(789)	6,757
Income tax provision (benefit)	(61)	822
Net income (loss)	$ (728)	$ 5,935
Basic net income (loss) per share	$ (0.02)	$ 0.18
Diluted net income (loss) per share	$ (0.02)	$ 0.17
Weighted average common shares outstanding	33,696	33,340
Stock options and restricted stock	—	2,551
Diluted weighted-average common equivalent shares outstanding	33,696	35,891

See accompanying notes to condensed consolidated financial statements.

MONOLITHIC POWER SYSTEMS, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(Unaudited)

	Three months ended March 31, 2009	Three months ended March 31, 2008
Cash flows from operating activities:		
Net income (loss)	$ (728)	$ 5,935
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	1,537	1,331
Loss on disposal of property and equipment	—	1
Accretion of purchase discounts on debt instruments	30	—
Tax benefit from stock option transactions	231	146
Excess tax benefit from stock option transactions	(9)	(49)
Stock-based compensation	3,413	2,787
Changes in operating assets and liabilities:		
Accounts receivable	(4,252)	(3,074)
Inventories	326	1,159
Prepaid expenses and other current assets	(165)	387
Accounts payable	3,198	807
Accrued and long-term liabilities	1,104	(432)
Accrued income taxes payable and noncurrent tax liabilities	(201)	(102)
Accrued compensation and related benefits	(3,998)	(2,934)
Deferred rent	(66)	(64)
Net cash provided by operating activities	420	5,898
Cash flows from investing activities:		
Property and equipment purchases	(859)	(988)
Purchase of short-term investments	(28,015)	(11,775)
Purchase of long-term investments	—	(28,050)
Proceeds from sale of short-term investments	11,834	23,325
Changes in restricted assets	10	—
Net cash used in investing activities	(17,030)	(17,488)
Cash flows from financing activities:		
Proceeds from issuance of common stock	587	1,219
Proceeds from employee stock purchase plan	930	853
Repurchase of common stock	—	(9,492)
Excess tax benefits from stock option transactions	9	49
Net cash provided by (used in) financing activities	1,526	(7,371)
Effect of change in exchange rates on cash	(88)	147
Net decrease in cash and cash equivalents	**(15,172)**	**(18,814)**
Cash and cash equivalents, beginning of period	83,266	83,114
Cash and cash equivalents, end of period	$ 68,094	$ 64,300
Supplemental disclosures for cash flow information:		
Cash paid for taxes	$ 45	$ 172
Supplemental disclosures of non-cash investing and financing activities:		
Liability accrued for equipment purchases	$ 492	$ 690
Impairment of auction-rate securities	$ 35	$ 410

See accompanying notes to condensed consolidated financial statements.

MONOLITHIC POWER SYSTEMS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. *Basis of Presentation* — The accompanying unaudited condensed consolidated financial statements have been prepared by Monolithic Power Systems, Inc. (the "Company" or "MPS") in accordance with the rules and regulations of the Securities and Exchange Commission (the "SEC"). Certain information and disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted in accordance with these rules and regulations. The information in this report should be read in conjunction with the Company's audited consolidated financial statements and notes thereto included in its Form 10-K filed with the SEC on February 27, 2009.

In the opinion of management, the accompanying unaudited condensed consolidated financial statements reflect all adjustments (consisting only of normal recurring adjustments) necessary to present fairly the Company's financial position, results of operations and cash flows for the interim periods presented. The financial statements contained in this Form 10-Q are not necessarily indicative of the results that may be expected for the year ending December 31, 2009 or for any other future period.

Recent Accounting Pronouncements

In May 2008, the FASB issued Statement of Financial Accounting Standards ("SFAS") No. 162, *The Hierarchy of Generally Accepted Accounting Principals.* SFAS 162 identifies the sources of accounting principles and the framework for selecting the principles to be used in the preparation of financial statements of nongovernmental entities that are presented in conformity with generally accepted accounting principles (GAAP) in the United States. This Statement is effective 60 days following the SEC's approval of the Public Company Accounting Oversight Board amendments to AU Section 411, *The Meaning of Present Fairly in Conformity With Generally Accepted Accounting Principles.* The Company is currently evaluating the potential impact, if any, the adoption of SFAS 162 will have on its consolidated financial statements.

In April 2009, the FASB issued FASB Staff Position ("FSP") SFAS No. 107-1 and Accounting Principles Board ("APB") No. 28-1, *Interim Disclosures about Fair Value of Financial Instruments.* This FSP amends FASB Statement No. 107, *Disclosures about Fair Value of Financial Instruments,* to require disclosures about fair value of financial instruments for interim reporting periods of publicly traded companies as well as in annual financial statements. This FSP also amends APB Opinion No. 28, *Interim Financial Reporting,* to require those disclosures in summarized financial information at interim reporting periods. This FSP is effective for interim and annual periods ending after June 15, 2009. The Company is currently evaluating the disclosure requirements of FSP SFAS No. 107-1 and APB No. 28-1.

In April 2009, the FASB issued FSP SFAS No. 115-2 and SFAS No. 124-2, *Recognition and Presentation of Other-Than-Temporary Impairments*. The objective of an other-than-temporary impairment analysis under existing U.S. generally accepted accounting principles (GAAP) is to determine whether the holder of an investment in a debt or equity security for which changes in fair value are not regularly recognized in earnings (such as securities classified as held-to-maturity or available-for-sale) should recognize a loss in earnings when the investment is impaired. An investment is impaired if the fair value of the investment is less than its amortized cost basis. This FSP amends the other-than-temporary impairment guidance in U.S. GAAP for debt securities to make the guidance more operational and to improve the presentation and disclosure of other-than-temporary impairments on debt and equity securities in the financial statements. This FSP does not amend existing recognition and measurement guidance related to other-than-temporary impairments of equity securities. This FSP is effective for interim and annual periods ending after June 15, 2009. In response to this FSP, in April 2009, the SEC published staff accounting bulletin ("SAB") No. 111, which amends Topic 5.M. in the Staff Accounting Bulletin Series entitled *Other Than Temporary Impairment of Certain Investments in Debt and Equity Securities* ("Topic 5.M."). This SAB maintains the staff's previous views related to equity securities. It also amends Topic 5.M. to exclude debt securities from its scope. The Company is currently evaluating the potential impact, if any, the adoption of SAB No. 111 and FSP SFAS No. 115-2 and SFAS No. 124-2 will have on its consolidated financial statements.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Continued) (Unaudited)

In April 2009, FASB issued FSP SFAS No. 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly.* This FSP provides additional guidance for estimating fair value in accordance with FASB Statement No. 157, *Fair Value Measurements*, when the volume and level of activity for the asset or liability have significantly decreased. This FSP also includes guidance on identifying circumstances that indicate a transaction is not orderly. This FSP emphasizes that even if there has been a significant decrease in the volume and level of activity for the asset or liability and regardless of the valuation technique(s) used, the objective of a fair value measurement remains the same. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction (that is, not a forced liquidation or distressed sale) between market participants at the measurement date under current market conditions. This FSP is effective for interim and annual periods ending after June 15, 2009. The Company is currently evaluating the potential impact, if any, the adoption of FSP SFAS No. 157-4 will have on its consolidated financial statements.

In December 2007, the FASB issued SFAS No. 141 (revised 2007), "*Business Combinations" (SFAS 141(R)) and SFAS No. 160, "Noncontrolling Interests in Consolidated Financial Statements — an amendment of ARB No. 51*" (SFAS 160). SFAS 141(R) will significantly change current practices regarding business combinations. Among the more significant changes, SFAS 141(R) expands the definition of a business and a business combination; requires the acquirer to recognize the assets acquired, liabilities assumed and noncontrolling interests (including goodwill), measured at fair value at the acquisition date; requires acquisition-related expenses and restructuring costs to be recognized separately from the business combination; requires assets acquired and liabilities assumed from contractual and non-contractual contingencies to be recognized at their acquisition-date fair values with subsequent changes recognized in earnings; and requires in-process research and development to be capitalized at fair value as an indefinite-lived intangible asset. SFAS 160 will change the accounting and reporting for minority interests, reporting them as equity separate from the parent entity's equity, as well as requiring expanded disclosures. SFAS 141(R) and SFAS 160 are effective for financial statements issued for fiscal years beginning after December 15, 2008. The adoption of SFAS 141(R) and SFAS 160 is not expected to have a significant impact on the Company's consolidated financial statements or financial position, but the nature and magnitude of the specific effects will depend upon the nature, terms and size of the acquisitions, if any, the Company consummates after the effective date.

In March 2008, the FASB issued SFAS No. 161, *Disclosures about Derivative Instruments and Hedging Activities, an amendment of FASB Statement No. 133* ("SFAS 161")*,* which requires additional disclosures about the objectives of using derivative instruments, the method by which the derivative instruments and related hedged items are accounted for under FASB Statement No.133 and its related interpretations, and the effect of derivative instruments and related hedged items on financial position, financial performance, and cash flows. SFAS 161 also requires disclosure of the fair values of derivative instruments and their gains and losses in a tabular format. SFAS 161 is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008, with early adoption encouraged. The Company adopted this standard effective January 1, 2009 and it did not have a material impact on the Company's consolidated financial statements or financial position.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Continued) (Unaudited)

2. ***Stock-Based Compensation*** — The Company has two stock option plans and an employee stock purchase plan—the 1998 Stock Option Plan, the 2004 Equity Incentive Plan and the 2004 Employee Stock Purchase Plan. The Company recognized stock-based compensation expenses for the three months ended March 31, 2009 and 2008, as follows (in thousands):

	Three months ended March 31, 2009	Three months ended March 31, 2008
Non-Employee	$ 14	$ (12)
ESPP	137	135
Restricted Stock	739	657
Stock Options	2,523	2,007
TOTAL	$ 3,413	$ 2,787

Stock Options

1998 Stock Option Plan

Under the Company's 1998 Stock Option Plan (the 1998 Plan), the Company reserved 11,807,024 shares of common stock for issuance to the Company's employees, directors and consultants. Options granted under the 1998 Plan have a maximum term of ten years and generally vest over four years at the rate of 25 percent one year from the date of grant and 1/48th monthly thereafter. On November 19, 2004, the effective date of the Company's initial public offering, the 1998 Plan was terminated for future grants and the remaining 1,392,750 shares available for grant were moved to the Company's 2004 Equity Incentive Plan (the 2004 Plan). In addition, throughout the year, shares underlying options from the 1998 Plan that are cancelled (for example, upon termination of service) are transferred to the 2004 Plan based on the number of cancellations that occur throughout the year.

2004 Equity Incentive Plan

The Company's Board of Directors adopted the Company's 2004 Equity Incentive Plan in March 2004, and the Company's stockholders approved it in November 2004. Options granted under the 2004 Plan have a maximum term of ten years. New hire grants generally vest over four years at the rate of 25 percent one year from the date of grant and 1/48 th monthly thereafter. Refresh grants generally vest over four years at the rate of 50 percent two years from the date of grant and 1/48th monthly thereafter. There were 800,000 shares initially reserved for issuance under the 2004 Plan. The 2004 Plan provides for annual increases in the number of shares available for issuance beginning on January 1, 2005 equal to the least of: 5% of the outstanding shares of common stock on the first day of the year, 2,400,000 shares, or a number of shares determined by the Board of Directors. The following is a summary of the 2004 Plan, which includes stock options and restricted stock awards and units:

Available for Grant as of December 31, 2008	813,601
2009 Additions to Plan	1,682,341
2009 Grants	(349,000)
2009 Cancellations	90,415
Available for Grant as of March 31, 2009	2,237,357

A summary of the status of the Company's stock option plans at March 31, 2009 and changes during the three months then ended is presented in the table below:

	Stock Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value
Outstanding at December 31, 2008 (7,506,407 options exercisable at a weighted-average exercise price of $12.31 per share)	8,196,637	$ 12.62	5.91	$20,193,958
Options granted (weighted-average fair value of $6.26 per share)	343,000	13.11		
Options exercised	(93,613)	6.28		
Options forfeited and expired	(84,165)	17.22		
Outstanding at March 31, 2009	8,361,859	$ 12.67	5.71	$32,582,659
Options exercisable at March 31, 2009 and expected to become exercisable	7,694,316	$ 12.37	5.69	$31,902,174
Options vested and exercisable at March 31, 2009	3,978,727	$ 8.67	5.33	$28,314,385

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Continued) (Unaudited)

The total fair value of options that vested during the three months ended March 31, 2009 and 2008 was $2.5 million and $2.0 million, respectively. The total intrinsic value of options exercised during the three months ended March 31, 2009 and 2008 was $0.7 million and $2.0 million, respectively. Net cash proceeds from the exercise of stock options was $0.6 million for the three months ended March 31, 2009 and $1.2 million for the three months ended March 31, 2008. At March 31, 2009, unamortized compensation expense related to unvested options was approximately $20.2 million. The weighted average period over which compensation expense related to these options will be recognized is approximately 2.6 years.

The employee stock-based compensation expense recognized under SFAS 123(R) was determined using the Black-Scholes option pricing model. Option pricing models require the input of subjective assumptions and these assumptions can vary over time. The Company used the following weighted-average assumptions to determine the fair values of stock based awards granted during the three months ended March 31, 2009 and 2008:

	Three months ended March 31,	
	2009	2008
Expected term (years)	4.1	4.3
Expected volatility	60.7%	40.3%
Risk-free interest rate	1.5%	2.7%
Dividend yield	—	—

In estimating the expected term, the Company considers its historical stock option exercise experience, post vesting cancellations and remaining contractual term of the options outstanding. In estimating the expected volatility for grants prior to December 31, 2008, the Company used the historical stock prices of MPS and companies similar to MPS, as the Company did not have sufficient historical data as a public company regarding its own volatility. MPS considered companies of similar size, industry and financial structure to devise its estimate. For grants after January 1, 2009, the Company, having a long enough history as a public company, uses its own historical data to determine its estimated expected volatility. The Company uses the U.S. Treasury yield for its risk-free interest rate and a dividend yield of zero as it does not issue dividends. The Company applies a forfeiture rate that is based on options that have been forfeited historically.

Restricted Stock

A portion of the Company’s shares of common stock were issued under restricted stock purchase agreements. Under these agreements, in the event of a termination of an employee, the Company has the right to repurchase the common stock at the original issuance price of $0.001 per share. The repurchase right expires over a 48 month period. A summary of the Company’s restricted stock awards is presented in the table below:

	Restricted Stock Awards	Weighted Average Grant Date Fair Value Per Share	Weighted Average Remaining Recognition Period (Years)
Outstanding at December 31, 2008	70,377	$ 11.55	0.48
Awards granted	—	—	
Awards released	(39,152)	11.03	
Awards forfeited	(6,250)	8.64	
Outstanding at March 31, 2009	24,975	$ 13.11	0.58

The Company also grants restricted stock units, which vest generally over two to four years as determined by the Company’s Compensation Committee, and are issued upon vesting. A summary of the restricted stock units is presented in the table below:

	Restricted Stock Units	Weighted Average Grant Date Fair Value Per Share	Weighted Average Remaining Recognition Period (Years)
Total granted through December 31, 2008	389,643	$ 18.11	2.72
Awards granted	6,000	12.50	
Awards released	(45,572)	15.25	
Awards forfeited	—	—	
Outstanding at March 31, 2009	350,071	$ 17.17	2.49

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Continued) (Unaudited)

The total fair value of restricted stock awards and units that vested $0.7 million for each of the three months ended March 31, 2009 and 2008, respectively. The intrinsic value related to restricted stock awards and units released for the three months ended March 31, 2009 and 2008 was $1.2 million and $0.9 million, respectively. The intrinsic value related to restricted stock awards and units outstanding at March 31, 2009 and 2008 was $5.8 million and $8.0 million, respectively. At March 31, 2009, the unamortized compensation expense related to unvested restricted stock awards and units was approximately $4.4 million with a weighted average remaining recognition period of 2.4 years.

2004 Employee Stock Purchase Plan

Under the 2004 Employee Stock Purchase Plan (the Purchase Plan), eligible employees may purchase common stock through payroll deductions. Participants may not purchase more than 2,000 shares in a six-month offering period or stock having a value greater than $25,000 in any calendar year as measured at the beginning of the offering period in accordance with the Internal Revenue Code and applicable Treasury Regulations. A total of 200,000 shares of common stock were reserved for issuance under the Purchase Plan. The Purchase Plan provides for an automatic annual increase beginning on January 1, 2005 by an amount equal to the least of: 1,000,000 shares, 2% of the outstanding shares of common stock on the first day of the year, or a number of shares as determined by the Board of Directors. For the three months ended March 31, 2009 and 2008, 83,426 shares and 60,090 shares, respectively, were issued under the Purchase Plan. The following is a summary of the Purchase Plan and changes during the three months ended March 31, 2009:

Available Shares as of December 31, 2008	2,041,102
2009 Additions to Plan	672,936
2009 Purchases	(83,426)
Available Shares as of March 31, 2009	2,630,612

The Purchase Plan is considered compensatory under SFAS 123(R) and is accounted for in accordance with FASB Technical Bulletin 97-1 (“FTB 97-1”) *Accounting under Statement 123 for Certain Employee Stock Purchase Plans with a Look-Back Option*. The intrinsic value for stock purchased was $0.2 million for each of the three months ended March 31, 2009 and 2008, respectively. The unamortized expense as of March 31, 2009 was $0.4 million, which will be recognized over 0.4 years. The Black-Scholes option pricing model was used to value the employee stock purchase rights. For the three months ended March 31, 2009 and 2008, the following assumptions were used in the valuation of the stock purchase rights:

	Three months ended March 31,	
	2009	2008
Expected term (years)	0.5	0.5
Expected volatility	88.7%	50.5%
Risk-free interest rate	0.5%	2.1%
Dividend yield	—	—

Cash proceeds from employee stock purchases for the three months ended March 31, 2009 was $0.9 million.

3. *Inventories* — Inventories consist of the following (in thousands):

	March 31, 2009	December 31, 2008
Work in progress	$11,394	$ 10,653
Finished goods	7,165	8,234
Total inventories	$18,559	$ 18,887

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Continued) (Unaudited)

4. ***Accrued Liabilities*** — Accrued liabilities consist of the following (in thousands):

	March 31, 2009	December 31, 2008
Legal expenses and settlement costs	$ 9,988	$ 8,791
Other	2,481	2,898
Deferred revenue	924	841
Warranty	738	764
Professional fees	261	66
Total accrued liabilities	$14,392	$ 13,360

5. ***Comprehensive Income and Net Income (Loss) per Share*** — Basic net income (loss) per share excludes dilution and is computed by dividing net income (loss) by the weighted average number of common shares outstanding for the period. Diluted net income (loss) per share is calculated using the treasury stock method and reflects the potential dilution that would occur if outstanding securities or other contracts to issue common stock were exercised or converted into common stock. For the three months ended March 31, 2009 and 2008, the Company had securities outstanding, which could potentially dilute basic net income per share in the future, but were excluded from the computation of diluted net income (loss) per share in the periods presented, as their effect would have been anti-dilutive. The following table shows the number of shares of common stock issuable upon conversion or exercise of such outstanding securities:

	Three months ended March 31,	
	2009	2008
Stock Options	9,380,801	3,574,706
Restricted Stock	232,142	—
ESPP	47,323	—
Total	9,660,266	3,574,706

For the three months ended March 31, 2009 and 2008, the Company's comprehensive income includes unrealized losses on investments and foreign currency translation adjustments. For the three months ended March 31, 2009, the Company's comprehensive income consists primarily of unrealized losses on available-for-sale investments in the amount of $0.1 million and increased impairment of the Company's holdings in auction-rate securities in the amount of $0.1 million. For the three months ended March 31, 2008, the Company's comprehensive income consisted primarily of impairment of the Company's holdings in auction-rate securities in the amount of $0.4 million, offset by $0.7 million, primarily due to favorable fluctuations of the Chinese Yuan. The following table sets forth the components of other comprehensive income, net of income tax effect (in thousands):

	Three months ended March 31,	
	2009	2008
Net income (loss)	$ (728)	$ 5,935
Other comprehensive income (loss):		
Impairment of auction-rate securities	(85)	(410)
Unrealized loss on available-for-sale investments	(72)	50
Foreign currency translation adjustments	(26)	663
Comprehensive income (loss)	$ (911)	$ 6,238

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Continued) (Unaudited)

6. *Segment Information*

As defined by the requirements of SFAS No. 131, *Disclosures about Segments of an Enterprise and Related Information*, the Company operates in one reportable segment: the design, development, marketing and sale of high-performance, mixed-signal analog semiconductors for the communications, computing, consumer, and industrial and automotive markets. Geographic revenue is based on the location to which customer shipments are delivered. For the three months ended March 31, 2009, the Company derived substantially all of its revenue from sales to customers located outside North America. The following is a list of customers whose sales exceeded 10% of revenue for the three months ended March 31, 2009 and 2008.

	Three months ended March 31,	
Customers	2009	2008
A	15%	19%
B	13%	—
C	10%	—
D	—	11%
E	—	10%

(—) represents less than 10%

The following is a summary of revenue by geographic region based on customer ship-to location (in thousands):

	Three months ended March 31,	
Country	2009	2008
China	$10,469	$14,987
Korea	7,279	5,581
Europe	4,346	2,675
Taiwan	3,230	4,922
Japan	1,841	4,329
USA	1,287	1,004
Other	870	1,911
Total	$29,322	$35,409

During the first quarter of 2009, the Company reclassified certain of its products from DC to DC Converters to Lighting Control Products. The product information for the first quarter of 2008 has been reclassified to conform to the current presentation. The following is a summary of revenue by product family (in thousands):

	Three months ended March 31,	
Product Family	2009	2008
DC to DC Converters	$21,152	$24,180
Lighting Control Products	4,686	8,474
Audio Amplifiers	3,484	2,755
Total	$29,322	$35,409

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Continued) (Unaudited)

The following is a summary of long-lived assets by geographic region, excluding restricted assets (in thousands):

	March 31, 2009	December 31, 2008
China	$10,698	$ 10,470
United States	3,241	3,646
Taiwan	89	103
Japan	28	31
Other	36	41
TOTAL	**$14,092**	**$ 14,291**

7. ***Litigation***

O2Micro, Inc.

Since November 2000, the Company has been engaged in multiple legal proceedings involving patent infringement claims with O2Micro, Inc. and its parent corporation, O2Micro International Limited (referred to hereinafter as "O2Micro"). All of these claims relate to the Company's cold cathode fluorescent lighting (CCFL) backlight inverter products.

In the United States District Court for the Northern District of California, O2Micro alleged that certain of the Company's CCFL products infringe O2Micro's '722 patent. On October 30, 2007, following the jury's verdict, the Court entered judgment that all of the '722 patent claims asserted by O2Micro against the Company are invalid and denied all post-trial motions. Subsequently, O2Micro filed an appeal and the Company filed a cross-appeal, with the Federal Circuit. On March 5, 2009, the United States Court of Appeals for the Federal Circuit affirmed the judgment from the United States District Court of Northern California that all of the claims of O2Micro's '722 patent asserted against MPS and its customers were invalid on the grounds of obviousness.

On September 30, 2008, based on information and belief that O2Micro had alleged to the Company's customer that certain of its inverter controller products infringe O2Micro's patents, the Company filed for declaratory judgment relief in the United States District Court for the Northern District of California against O2Micro that those products do not infringe O2Micro's 6,856,519 ('519) patent family. On February 11, 2009, O2Micro filed a counterclaim against the Company and its customers that certain of the Company's inverter controller products infringe three patents in the '519 patent family and O2Micro's 7,417,382 ('382) patent.

On December 15, 2008, O2Micro filed a complaint with the International Trade Commission alleging the patent infringement of the '519 and '382 patents against certain of the Company's products. This case is still in the early proceedings.

In addition to the U.S. litigation described above, O2Micro has brought various legal proceedings against the Company in Taiwan based upon a Taiwan patent. The Company previously posted cash bonds of approximately $7.9 million with the Taiwan Courts in support of its counter-injunctions and to prevent O2Micro from seizing the Company's assets. In July 2008, the parties agreed to cease all provisional remedial disputes against each other and allow the parties to retrieve the bonds posted. As a result of the agreement, the Company retrieved the bonds, totaling approximately $7.9 million, in the second half of 2008.

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Taiwan Sumida Electronics

On July 30, 2007, the Company settled its litigation with Taiwan Sumida Electronics ("TSE"), a customer, concerning the Indemnification Agreement and held $7.4 million in escrow for which the Company could be liable subject to the outcome of the appeal by TSE against O2Micro regarding a judgment in the Eastern District Court of Texas. On March 5, 2009, the United States Court of Appeals for the Federal Circuit dismissed O2Micro's action and overturned the judgment against TSE on the basis that O2 cannot assert the same invalid claims. The escrow can be released to the Company after the ruling is final.

Linear Technology Corporation

On July 1, 2008, the United States District Court for the District of Delaware issued a judgment as a matter of law that the Company did not breach its October 1, 2005 Settlement and License Agreement with Linear. The Company plans to seek recovery of its attorney fees and costs from Linear, pursuant to a prevailing party attorneys fees provision in the Settlement and License Agreement. However, there can be no assurance that the Company can be successful in obtaining such recovery.

The court also found as a matter of law that the Company did not willfully infringe the patent claims of U.S. Patent Numbers 5,481,178 and 6,580,258 asserted by Linear against MPS' accused MP1543 product, which has been discontinued. However, the jury returned a verdict that an evaluation board containing the previously discontinued MP1543 product had directly infringed the asserted patent claims and that Linear's patents mentioned above are valid. The parties had stipulated to a total of ten dollars in nominal patent infringement damages in the event that Linear prevailed in that dispute. The court has not issued a final judgment concerning the patent infringement and validity claims.

Chip Advanced Technology Inc.

On December 12, 2007, the Company filed a patent infringement lawsuit in the U.S. District Court for the Central District of California against Chip Advanced Technology Inc. ("CAT"), asserting that CAT willfully infringed a MPS patent that enables efficient low voltage, low current power conversions, such as DC-DC step down converters. In the complaint, MPS seeks unspecified damages and a court-ordered injunction against future infringement by CAT. Through this lawsuit, MPS intends to vigorously protect and enforce its intellectual property. On September 16, 2008, the Company amended its complaint to add trade secret misappropriation claims against CAT. As the case is in its early stages, the Company is not able to determine the outcome of the litigation.

8. *Fair Value Measurements*

The Company adopted the provisions of SFAS No. 157, *Fair Value Measurements,* effective January 1, 2008 for financial assets and liabilities and effective January 1, 2009 for non-financial assets and liabilities. This Statement defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles in the United States of America, and requires that assets and liabilities carried at fair value be classified and disclosed in one of the three categories noted below. The following table details the fair value measurements as of March 31, 2009 within the fair value hierarchy of the financial assets that are required to be recorded at fair value (in thousands):

	Fair Value Measurements at March 31, 2009 Using			
	Total	Quoted Prices in Active Markets for Identical Assets Level 1	Significant Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3
Cash and cash equivalents	$ 68,094	$ 68,094	$ —	$ —
Fixed income available-for-sale securities	38,002	38,002	—	—
Auction-rate securities	36,140	—	—	36,140
Put Right	1,200	—	—	1,200
	$143,436	$ 106,096	$ —	$ 37,340

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Continued) (Unaudited)

Fixed income available-for-sale securities includes government agencies and treasuries and commercial paper, $38.0 million of which are classified as short-term investments and the remainder of which is classified as cash and cash equivalents on the Condensed Consolidated Balance Sheet. At March 31, 2009, the Company had $39.2 million invested in money market funds, $33.3 million of which is guaranteed by the Government-sponsored Temporary Liquidity Guarantee Program. At March 31, 2009, there was an immaterial amount of unrealized gross gains and losses from these investments.

The following table provides a reconciliation of the beginning and ending balances for the assets measured at fair value using significant unobservable inputs (Level 3) (in thousands):

	Auction-Rate Securities	Put Right	Total
Beginning balances as of January 1, 2009	$ 36,175	$ 1,250	$37,425
Unrealized loss	$ (35)	$ —	$ (35)
Unrealized loss resulting from the valuation of the UBS put right	$ —	$ (50)	$ (50)
Ending balances as of March 31, 2009	$ 36,140	$ 1,200	$37,340

The Company's Level 3 assets consist of government-backed student loan auction-rate securities and the UBS put right described below. The market for auction-rate securities, with interest rates that reset through a Dutch auction every 7 to 35 days became illiquid in 2008. As of March 31, 2009, the Company's investment portfolio included $36.1 million, net of impairment charges of $2.7 million, in government-backed student loan auction-rate securities, which the Company has classified as long-term investments. The portfolio also included a UBS auction-rate put right, which was valued at $1.2 million in accordance with the fair value measurement provisions of SFAS No. 159. As of March 31, 2009, $38.8 million, the face value of the Company's auction-rate security investments, have failed to reset through successful auctions and it is unclear as to when these investments will regain their liquidity. The underlying maturity of these auction-rate securities is up to 39 years and the underlying credit quality of these instruments in which the Company has invested remain generally AAA rated, with a few issuances having been downgraded by Moody's to A3/Baa3 during the quarter ended March 31, 2009.

The Company used the guidelines set forth in FASB Statement No. 115, *Accounting for Certain Investments in Debt and Equity Securities* to determine whether the impairment is temporary or other-than temporary. Temporary impairment charges are recorded in accumulated other comprehensive income (loss) within equity and have no impact on net income. Other-than-temporary impairment charges are recorded in other income (expenses) in the Consolidated Statement of Operations.

In October 2008, the Company accepted an offer to participate in an auction-rate security rights offering from UBS to sell up to $18.2 million in the face amount of eligible auction-rate securities commencing in June 2010. The offer gives the Company the right but not the obligation to sell these securities at par to UBS and allows the Company to borrow up to $18.2 million beginning October 7, 2008. In accepting the offer, the Company also entered into a release of claims in favor of UBS.

Since the Company accepted this put right from UBS in October 2008, the Company intends to sell these securities at par to UBS commencing in June 2010 and therefore does not possess the intent to hold these securities for a period of time sufficient to allow for any anticipated recovery in fair value. The cumulative impairment related to these securities of $1.2 million was therefore considered to be other-than-temporary and has been charged to operations.

Having accepted UBS' rights offering and elected the fair value option under SFAS No. 159, the Company valued the resulting put right at fair value which was estimated to be equal to the par value of the auction-rate securities less their fair value as determined by management. The value of the put right was $1.2 million, the effect of which has been recorded by the Company in other income in the Consolidated Statement of Operations.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Continued) (Unaudited)

For the remaining auction-rate securities for which the put right (described above) does not apply, and which have a face value of $20.6 million, management concluded that as of March 31, 2009, the cumulative impairment of $1.5 million was temporary based on the following analysis:

- The decline in the fair value of the security is not largely attributable to adverse conditions specifically related to the security or to specific conditions in an industry or in a geographic area;
- Management possesses both the intent and the ability to hold the security for a period of time sufficient to allow for any anticipated recovery in fair value;
- The securities remain generally AAA rated, with only a few issuances having been downgraded by Moody's to A3/Baa3 during the quarter ended March 31, 2009;
- The financial condition of the issuer has not deteriorated; and
- All scheduled interest payments have been made pursuant to the reset terms and conditions.

Unless another rights offering or other similar offers are made to and accepted by the Company on terms that the Company deems favorable, the Company intends to hold the balance of these investments through successful auctions at par, which the Company believes could take approximately 2.0 years.

The valuation of the auction-rate securities is subject to fluctuations in the future, which will depend on many factors, including the collateral quality, potential to be called or restructured, underlying final maturity, insurance guaranty, liquidity and market conditions, among others. To determine the fair value of the auction-rate securities at March 31, 2009, the Company used a discounted cash flow model, for which there are three valuation parameters, including time-to-liquidity, discount rate and expected return. The following are the values used in the discounted cash flow model:

	December 31, 2008	March 31, 2009
Time-to-Liquidity	18 months	24 months
Expected Return (Based on the 2-year treasury rate, plus a contractual penalty rate)	2.3%	1.6%
Discount Rate (Based on the 2-year LIBOR, the cost of debt and a liquidity risk premium)	6.8%	5.5% - 8.5%, depending on the credit-rating of the security

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Continued) (Unaudited)

The gross accumulated impairment charge was $2.7 million as of March 31, 2009, of which $1.5 million was recorded as temporary and the remaining $1.2 million was recorded as other-than-temporary.

If the auctions continue to fail, the liquidity of the Company's investment portfolio may be negatively impacted and the value of its investment portfolio could decline.

9. *Income Taxes*

The income tax benefit for the three months ended March 31, 2009 was $0.1 million or 7.7% of our pretax loss and the income tax provision for the three months ended March 31, 2008 was $0.8 million or 12.2% pretax income. Taxes as a percent of the pretax income (loss) differ from the statutory rate of 34% because our foreign income is taxed at lower rates.

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

This quarterly report on Form 10-Q contains forward-looking statements that involve many risks and uncertainties. These statements relate to future events and our future performance and are based on current expectations, estimates, forecasts and projections about the industries in which we operate and the beliefs and assumptions of our management. These include statements concerning, among others:

- *the above-average industry growth of product and market areas that we have targeted,*
- *our plan to introduce additional new products within our existing product families as well as in new product categories,*
- *the impact of our outstanding litigation and environmental issues on the revenue we derive from our CCFL product line,*
- *the effect of auction-rate securities on our liquidity and capital resources,*
- *the application of our products in the computer, consumer electronics, and communications markets continuing to account for a majority of our revenue,*
- *estimates of our future liquidity requirements,*
- *the cyclical nature of the semiconductor industry,*
- *protection of our proprietary technology,*
- *near term business outlook for 2009,*
- *the factors that we believe will impact our ability to achieve revenue growth,*
- *the percentage of our total revenue from various market segments;*
- *our facility in China for testing our ICs,*
- *anticipated demand for our products and anticipated global demand for electronic, and*
- *our anticipated needs for additional facilities for our operations.*

You can identify forward-looking statements by terms such as "would," "could," "may," "will," "should," "expect," "intend," "plan," "anticipate," "believe," "estimate," "predict," "potential," "targets," "seek," or "continue," the negative of these terms or other variations of such terms. These statements are only predictions based upon assumptions that we believe to be reasonable at the time made, and are subject to risks and uncertainties. Therefore, actual events or results may differ materially and adversely from those expressed in any forward-looking statement. In evaluating these statements, you should specifically consider the risks described below in the section entitled "Risk Factors." These factors may cause our actual results to differ materially from any forward-looking statements. Except as required by law, we undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Overview

We are a fabless semiconductor company that designs, develops, and markets proprietary, advanced analog and mixed-signal semiconductors. We currently offer products that serve multiple markets, including notebook computers, flat panel televisions, wireless communications, telecommunications equipment, general consumer products, cellular handsets, and set top boxes, among others. We believe that we differentiate ourselves by offering solutions that are more highly integrated, smaller in size, more energy efficient, more accurate with respect to performance specifications and, consequently, more cost-effective than many competing solutions. We plan to continue to introduce additional new products within our existing product families, as well as in new product categories.

We operate in the cyclical semiconductor industry where there is seasonal demand for certain of our products. We are not and will not be immune from current and future industry downturns, but we have targeted product and market areas that we believe have the ability to offer above average industry performance over the long term.

We work with third parties to manufacture and assemble our integrated circuits ("ICs"). This has enabled us to limit our capital expenditures and fixed costs, while focusing our engineering and design resources on our core strengths.

Following the introduction of a product, our sales cycle generally takes six to twelve months to achieve revenue. Volume production is usually achieved in three to six months after we receive an initial customer order for a new product. Typical lead times for orders are fewer than 90 days. These factors, combined with the fact that orders in the semiconductor industry can typically be cancelled or rescheduled without significant penalty to the customer, make the forecasting of our orders and revenue difficult.

We derive most of our revenue from sales through distribution arrangements or direct sales to customers in Asia, where the components we produce are incorporated into an end-user product. 80% of our revenue for the three months ended March 31, 2009 and 89% of our revenue for the three months ended March 31, 2008 was attributable to direct or indirect sales to customers in Asia. We derive a majority of our revenue from the sales of our DC to DC converter product family which services the computing, consumer electronics and communications markets. We believe our ability to achieve revenue growth will depend, in part, on our ability to develop new products, enter new market segments, gain market share, manage litigation risk, diversify our customer base and successfully secure manufacturing capacity.

Critical Accounting Policies and Estimates

Our discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with generally accepted accounting principles in the U.S. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amount of assets, liabilities, revenue and expenses, and related disclosure of contingent assets and liabilities. We evaluate our estimates on an on-going basis, including those related to revenue recognition, stock-based compensation, long-term investments, inventories, income taxes, warranty obligations and contingencies. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making the judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Estimates and judgments used in the preparation of our financial statements are, by their nature, uncertain and unpredictable, and depend upon, among other things, many factors outside of our control, such as demand for our products and economic conditions. Accordingly, our estimates and judgments may prove to be incorrect and actual results may differ, perhaps significantly, from these estimates under different estimates, assumptions or conditions.

We believe the following critical accounting policies affect our more significant judgments used in the preparation of our consolidated financial statements.

Revenue Recognition. We recognize revenue in accordance with Staff Accounting Bulletin No. 104, *Revenue Recognition* ("SAB 104") issued by the Staff of the SEC. SAB 104 requires that four basic criteria must be met before revenue can be recognized: (1) persuasive evidence of an arrangement exists; (2) delivery has occurred or services have been rendered; (3) the fee is fixed and determinable; and (4) collectibility is reasonably assured. Determination of criteria (3) and (4) are based on management's judgment regarding the fixed nature of the fee charged for products delivered and the collectibility of those fees. The application of these criteria has resulted in our generally recognizing revenue upon shipment (when title passes) to customers. Should changes in conditions cause management to determine these criteria are not met for certain future transactions, revenue recognized for any reporting period could be adversely impacted.

Approximately 90% of our distributor sales are made through distribution arrangements with third parties. These arrangements do not include any special payment terms (our normal payment terms are 30-45 days), price protection or exchange rights. Returns are limited to our standard product warranty. Certain of our large distributors have contracts that include limited stock rotation rights that permit the return of a small percentage of the previous six months' purchases in return for a compensating new order of equal or greater dollar value.

We maintain a sales reserve for stock rotation rights, which is based on historical experience of actual stock rotation returns on a per distributor basis and information related to products in the distribution channel. This reserve is recorded at the time of sale. In the future, if we are unable to estimate our stock rotation returns accurately, we may not be able to recognize revenue from sales to our distributors based on when we sell inventory to our distributors rather than when the distributor sells through such inventory to an end-customer.

We generally recognize revenue upon shipment of products to the distributor for the following reasons (based on paragraph 6 of SFAS 48, *Revenue Recognition When Right of Return Exists*):

(1) Our price is fixed and determinable at the date of sale. We do not offer special payment terms, price protection or price adjustments to distributors where we recognize revenue upon shipment

(2) Our distributors are obligated to pay us and this obligation is not contingent on resale of the our products

(3) The distributor's obligation is unchanged in the event of theft or physical destruction or damage to the products

(4) Our distributors have stand-alone economic substance apart from our relationship

(5) We do not have any obligations for future performance to directly bring about the resale of the our products by the distributor

(6) The amount of future returns can be reasonably estimated. We have the ability and the information necessary to track inventory sold to and held at our distributors. We maintain a history of returns and have the ability to estimate the stock rotation returns on a quarterly basis.

If we enter into arrangements that have rights of return that are not estimable, we recognize revenue under such arrangements only after the distributor has sold our products to an end customer.

Approximately 10% of our distributor sales are made through small distributors based on purchase orders rather than formal distribution arrangements. These distributors do not receive any stock rotation rights and, as such, hold very little inventory, if any. We do not have a history of accepting returns from these distributors.

The terms in a majority of our distribution agreements include the non-exclusive right to sell, and the agreement to use best efforts to promote and develop a market for, our products in certain regions of the world and the ability to terminate the distribution agreement by either party with up to three months notice. We provide a one year warranty against defects in materials and workmanship. Under this warranty, we will repair the goods, provide replacements at no charge, or, under certain circumstances, provide a refund to the customer for defective products. Estimated warranty returns and warranty costs are based on historical experience and are recorded at the time product revenue is recognized.

In 2006, we signed a distribution agreement with a U.S. distributor. Revenue from this distributor is recognized upon sale by the distributor to the end customer because the distributor has certain rights of return which management believes are not estimable. The deferred revenue balance from this distributor as of March 31, 2009 and December 31, 2008 was $0.5 million and $0.5 million, respectively.

Warranty Reserves. We currently provide a 12-month warranty against defects in materials and workmanship and will either repair the goods or provide replacement products at no charge to the customer for defective products. We record estimated warranty costs by product, which are based on historical experience over the preceding 12 months by product, at the time we recognize product revenue. Reserve requirements are recorded in the period of sale and are based on an assessment of the products sold with warranty and historical warranty costs incurred. As the complexity of our products increases, we could experience higher warranty claims relative to sales than we have previously experienced, and we may need to increase these estimated warranty reserves.

Inventory Valuation. We value our inventory at the lower of the standard cost (which approximates actual cost on a first-in, first-out basis) or its current estimated market value. We write down inventory for obsolescence or lack of demand, based on assumptions about future demand and market conditions. If actual market conditions are less favorable than those projected by management, additional inventory write-downs may be required.

Accounting for Income Taxes. FASB Interpretation No. 48 ("FIN 48"), *Accounting for Uncertainty in Income Taxes – an interpretation of FASB Statement No. 109, Accounting for Income Taxes* prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. This interpretation also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. We adopted the provisions of this interpretation on January 1, 2007. In accordance with SFAS No. 109, we recognize federal, state and foreign current tax liabilities or assets based on our estimate of taxes payable or refundable in the current fiscal year by tax jurisdiction. We also recognize federal, state and foreign deferred tax assets or liabilities for our estimate of future tax effects attributable to temporary differences and carryforwards. We record a valuation allowance to reduce any deferred tax assets by the amount of any tax benefits that, based on available evidence and judgment, are not expected to be realized.

Our calculation of current and deferred tax assets and liabilities is based on certain estimates and judgments and involves dealing with uncertainties in the application of complex tax laws. Our estimates of current and deferred tax assets and liabilities may change based, in part, on added certainty or finality or uncertainty to an anticipated outcome, changes in accounting or tax laws in the U.S., or foreign jurisdictions where we operate, or changes in other facts or circumstances. In addition, we recognize liabilities for potential U.S. and foreign income tax for uncertain income tax positions taken on our tax returns if it has less than a 50% likelihood of being sustained. If we determine that payment of these amounts is unnecessary or if the recorded tax liability is less than our current assessment, we may be required to recognize an income tax benefit or additional income tax expense in our financial statements in the period such determination is made. Due to the adoption of FIN 48 effective January 1, 2007, we calculated our uncertain tax positions which were attributable to certain estimates and judgments primarily related to transfer pricing, cost sharing and our international tax structure exposure.

As of March 31, 2009 and December 31, 2008, we had a valuation allowance of $14.3 million and $14.4 million, respectively, attributable to management's determination that none of the deferred tax assets will be realized, except for certain deferred tax assets related to uncertain income tax positions. Should it be determined that all or part of the net deferred tax asset will not be realized in the future, an adjustment to increase the deferred tax asset valuation allowance will be charged to income in the period such determination is made. Likewise, in the event we were to determine that we would be able to realize our deferred tax assets in the future in excess of our net recorded amount, an adjustment to the allowance for the deferred tax asset would increase income in the period such determination was made.

Contingencies. We are engaged in legal proceedings resulting from several patent infringement actions against us. In addition, from time to time, we become aware that we are subject to other contingent liabilities. When this occurs, we will evaluate the appropriate accounting for the potential contingent liabilities using SFAS No. 5, "*Accounting for Contingencies*," to determine whether a contingent liability should be recorded. In making this determination, management may, depending on the nature of the matter, consult with internal and external legal counsel and technical experts. Based on the facts and circumstances in each matter, we use our judgment to determine whether it is probable that a contingent loss has occurred and whether the amount of such loss can be estimated. If we determine a loss is probable and estimable, we record a contingent loss in accordance with SFAS 5. In determining the amount of a contingent loss, we take into account advice received from experts for each specific matter regarding the status of legal proceedings, settlement negotiations (which may be ongoing), prior case history and other factors. Should the judgments and estimates made by management need to be adjusted as additional information becomes available, we may need to record additional contingent losses that could materially and adversely impact our results of operations. Alternatively, if the judgments and estimates made by management are adjusted, for example, if a particular contingent loss does not occur, the contingent loss recorded would be reversed which could result in a favorable impact on our results of operations.

Accounting for Stock-Based Compensation. Effective January 1, 2006, we adopted the provisions of SFAS No. 123R, *Share-Based Payment*, under the modified prospective method. SFAS 123R eliminates the alternative of applying the intrinsic value measurement provisions of Accounting Principles Board ("APB") Opinion 25 to stock compensation awards issued to employees. Rather, the standard requires us to measure the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award. That cost will be recognized over the period during which an employee is required to provide services in exchange for the award, known as the requisite service period (usually the vesting period). We currently use the Black-Scholes option-pricing model to estimate the fair value of our share-based payments. The Black-Scholes option-pricing model is based on a number of assumptions, including historical volatility, expected life, risk-free interest rate and expected dividends. If these assumptions change, stock-based compensation may differ significantly from what we have recorded in the past. The amount of stock-based compensation that we recognize is also based on an expected forfeiture rate. If there is a difference between the forfeiture assumptions used in determining stock-based compensation costs and the actual forfeitures which become known over time, we may change the forfeiture rate, which could have a significant impact on our stock-based compensation expense.

Fair Value Instruments. We adopted the provisions of SFAS No. 157, *Fair Value Measurements,* effective January 1, 2008. This Statement defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles in the United States of America, and requires that assets and liabilities carried at fair value be classified and disclosed in one of the three categories, as follows:

a. Level 1: Quoted prices in active markets for identical assets;

b. Level 2: Significant other observable inputs; and

c. Level 3: Significant unobservable inputs.

Our financial instruments include cash and cash equivalents and short-term and long-term investments. Cash equivalents are stated at cost, which approximates fair market value based on quoted market prices. Short-term and long-term investments are stated at their fair market value.

The face value of the Company's holdings in auction rate securities is $38.8 million, of which $20.6 million is currently classified as long-term available-for-sale investments and $18.2 million is classified as long-term trading investments. These investments are accounted for in accordance SFAS No. 115, *Accounting for Certain Investments in Debt and Equity Securities.* Investments in available-for-sale securities are recorded at fair value, and unrealized gains or losses (that are deemed to be temporary) are recognized through shareholders' equity, as a component of accumulated other comprehensive income in our consolidated balance sheet. The Company records an impairment charge to earnings when an available-for-sale investment has experienced a decline in value that is deemed to be other-than-temporary. Investments in trading securities are recorded at fair value and unrealized gains and losses are recognized in other income (expense) in our Consolidated Statement of Operations. The UBS put right is accounted for in accordance with SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities – Including an Amendment of FASB Statement No. 115.* We value the UBS put right at fair value, which is estimated to be equal to the par value of the auction-rate securities less their fair value as determined by management. Please refer to Note 8, Fair Value Measurements, for further information.

Results of Operations.

The table below sets forth the data from our statement of operations as a percentage of revenue for the periods indicated:

	Three months ended March 31, 2009	Three months ended March 31, 2008
Revenue	100.0%	100.0%
Cost of revenue	42.4%	36.8%
Gross profit	57.6%	63.2%
Operating expenses:		
Research and development	27.7%	21.4%
Selling, general and administrative	26.6%	24.6%
Provision for litigation expense	7.0%	2.1%
Total operating expenses	61.3%	48.1%
Income (loss) from operations	(3.7%)	15.1%
Other income (expense):		
Interest and other income	1.3%	4.0%
Interest and other expense	(0.3%)	0.0%
Total other income, net	1.0%	4.0%
Income (loss) before income taxes	(2.7%)	19.1%
Income tax provision	(0.2%)	2.3%
Net income (loss)	(2.5%)	16.8%

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Revenue.

	For the three months ended March 31, 2009	2008	Change
	(in thousands)		
Revenue	$ 29,322	$ 35,409	-17.2%

Revenue for the three months ended March 31, 2009 was $29.3 million, a decrease of $6.1 million, or 17.2%, from $35.4 million for the three months ended March 31, 2008. The decrease in revenue between the two periods resulted primarily from the deterioration in the general demand for electronic products as a result of worldwide financial crises and associated macro-economic slowdowns, specifically in the DC to DC and lighting control products.

The following table illustrates changes in our revenue by product family:

	For the three months ended March 31, 2009		2008		
	(in thousands) Amount	% of Revenue	(in thousands) Amount	% of Revenue	Change
DC to DC Converters	$ 21,152	72.1%	$ 24,180	68.3%	-12.5%
Lighting Control Products	4,686	16.0%	8,474	23.9%	-44.7%
Audio Amplifiers	3,484	11.9%	2,755	7.8%	26.5%
	$ 29,322	100.0%	$ 35,409	100.0%	-17.2%

Gross Profit. Gross profit as a percentage of revenue, or gross margin, was 57.6% for the three months ended March 31, 2009 and 63.2% for the three months ended March 31, 2008. For the three months ended March 31, 2009 and 2008, gross margin declined year-over-year as a result of a decrease in the average selling price of certain of our products, an increase in inventory reserves resulting from a decrease in the general demand of our products and relatively fixed manufacturing costs on a lower revenue base.

Research and Development.

	For the three months ended March 31, 2009	2008	Change
	(in thousands)		
Revenue	$ 29,322	$ 35,409	-17.2%
Research and development (“R&D”) (including stock-based compensation of $1,560 and $1,207 for the three months ended March 31, 2009 and 2008, respectively)	8,117	7,572	7.2%
R&D as a percentage of revenue	27.7%	21.4%	

R&D expenses were $8.1 million, or 27.7% of revenue, for the three months ended March 31, 2009 and $7.6 million, or 21.4% of revenue, for the three months ended March 31, 2008. The year-over-year increase in the amount of $0.5 million, or 7.2% was primarily due to an increase in stock-based compensation expenses and new product development activities.

Selling, General and Administrative.

	For the three months ended March 31, 2009	2008	Change
	(in thousands)		
Revenue	$ 29,322	$ 35,409	-17.2%
Selling, general and administrative ("SG&A") (including stock-based compensation of $1,772 and $1,535 for the three months ended March 31, 2009 and 2008, respectively)	7,808	8,728	-10.5%
SG&A as a percentage of revenue	26.6%	24.6%	

SG&A expenses were $7.8 million, or 26.6% of revenue, for the three months ended March 31, 2009 and $8.7 million, or 24.6% of revenue, for the three months ended March 31, 2008. SG&A expenses declined due to scaling efficiencies and a decrease in sales and sales-related expenses. SG&A decreased despite a $0.2 million increase in stock-based compensation expenses.

Provision for Litigation Expense.

	For the three months ended March 31, 2009	2008	Change
	(in thousands)		
Revenue	$ 29,322	$ 35,409	-17.2%
Provision for litigation expense	2,046	736	178.0%
Provision for litigation as a percentage of revenue	7.0%	2.1%	

Provision for litigation expenses were $2.0 million, or 7.0% of revenue, for the three months ended March 31, 2009 as compared to $0.7 million, or 2.1% of revenue, for the three months ended March 31, 2008. The year-over-year increase in provision for litigation expenses was primarily due to preparation for our case against O2Micro.

Income Tax Provision. The income tax benefit for the three months ended March 31, 2009 was $0.1 million or 7.7% of our income before income taxes. The income tax provision for the three months ended March 31, 2008 was $0.8 million or 12.2% of the pre-tax income. These differ from the federal statutory rate of 34% primarily because our foreign income is taxed at lower rates.

Liquidity and Capital Resources.

As of March 31, 2009, we had working capital of $121.7 million, including cash and cash equivalents of $68.1 million and short-term investments of $38.0 million compared to working capital of $117.4 million, including cash and cash equivalents of $83.3 million and short-term investments of $21.9 million as of December 31, 2008. We have financed our growth primarily with proceeds from cash generated from operating activities, the issuance of common stock and the exercise of stock options.

For the three months ended March 31, 2009, net cash provided by operating activities was $0.4 million. Accounts receivable increased due to increased sales at the end of the quarter and accrued compensation decreased due to having paid bonuses in 2009 for the performance in the second half of 2008. These were partially offset by an increase in accounts payable. Net cash provided by operating activities was $5.9 million for the three months ended March 31, 2008 due to relatively strong sales during the quarter.

For the three months ended March 31, 2009, net cash used in investing activities was $17.0 million, primarily related to the purchase of short-term investments. For the three months ended March 31, 2008, net cash used by investing activities was $17.5 million, primarily due to the purchase of auction-rate securities, which we were not able to sell during the period due to the freezing up of the capital markets.

We use professional investment management firms to manage the majority of our invested cash. Our fixed income portfolio is primarily invested in municipal bonds, government securities, auction-rate securities and highly rated corporate notes. The balance of the fixed income portfolio is managed internally and invested primarily in money market funds for working capital purposes.

The market for government-backed student loan auction-rate securities with interest rates that reset through a Dutch auction every 7 to 35 days, became illiquid in 2008. As of March 31, 2009, our investment portfolio included $36.1 million, net of impairment charges of $2.7 million, in government-backed student loan auction-rate securities, which we classified as long-term investments. The portfolio also included a UBS auction-rate put right, which was valued at $1.2 million in accordance with the fair value measurement provisions of SFAS 159. As of March 31, 2009, $38.8 million, the face value of our auction-rate security investments, have failed to reset through successful auctions and it is unclear as to when these investments will regain their liquidity. The underlying maturity of these auction-rate securities is up to 39 years and the underlying credit quality of these instruments in which we have invested remain generally AAA rated, with a few issuances having been downgraded by Moody's during the quarter ended March 31, 2009.

We used the guidelines set forth in SFAS No. 115, *Accounting for Certain Investments in Debt and Equity Securities* to determine whether the impairment is temporary or other-than temporary. Temporary impairment charges are recorded in accumulated other comprehensive income (loss) within equity and have no impact on net income. Other-than-temporary impairment charges are recorded in other income (expenses) in the Consolidated Statement of Operations.

In October 2008, we accepted an offer to participate in an auction-rate security rights offering from UBS to sell up to $18.2 million in the face value amount of eligible auction-rate securities commencing in June 2010. The offer gives us the right but not the obligation to sell these securities at par to UBS and allows us to borrow up to $18.2 million beginning October 7, 2008. In accepting the offer, we also entered into a release of claims in favor of UBS.

Since we accepted this put right from UBS, we intend to sell these securities at par to UBS commencing in June 2010 and therefore do not possess the intent to hold these securities for a period of time sufficient to allow for any anticipated recovery in fair value. The cumulative impairment related to these securities of $1.2 million was therefore considered to be other-than-temporary and has been charged to operations.

Having accepted UBS' rights offering, we valued the put right at fair value, which was estimated to be equal to the par value of the auction-rate securities less their fair value as determined by management. The value of the put right was $1.2 million, the effect of which has been recorded by the Company in other income in the Consolidated Statement of Operations. The UBS rights offering is being accounted for as a fair-value instrument under SFAS No. 159 and as such, all future changes in the fair value of these instruments will be recognized in other income (expense) in the Consolidated Statement of Operations.

For the remaining auction-rate securities for which the rights offering (described above) does not apply, and which have a face value of $20.6 million, management concluded that as of March 31, 2009, the cumulative impairment was temporary based on the following analysis:

1. The decline in the fair value of the security is not attributable to adverse conditions specifically related to the security or to specific conditions in an industry or in a geographic area;
2. Management possesses both the intent and the ability to hold the security for a period of time sufficient to allow for any anticipated recovery in fair value;

3. The securities remain generally AAA rated, with only a few issuances having been downgraded by Moody's to A3/Baa3 during the quarter ended March 31, 2009;
4. The financial condition of the issuer has not deteriorated; and
5. All scheduled interest payments have been made pursuant to the reset terms and conditions.

Unless another rights offering or other similar offers are made to and accepted by us on terms that we deem favorable, we intend to hold the balance of these investments through successful auctions at par, which we believe could take approximately 2.0 years.

The valuation of the auction-rate securities is subject to fluctuations in the future, which will depend on many factors, including the collateral quality, potential to be called or restructured, underlying final maturity, insurance guaranty, liquidity and market conditions, among others. To determine the fair value of the auction-rate securities at March 31, 2009 and December 31, 2008, we used a discounted cash flow model, for which there are three valuation parameters, including time-to-liquidity, discount rate and expected return. The following are the values used in the discounted cash flow model:

	December 31, 2008	March 31, 2009
Time-to-Liquidity	18 months	24 months
Expected Return (Based on the 2-year treasury rate, plus a contractual penalty rate)	2.3%	1.6%
Discount Rate (Based on the 2-year LIBOR, the cost of debt and a liquidity risk premium)	6.8%	5.5% - 8.5%, depending on the credit-rating of the security

From the fourth quarter of 2008 to the first quarter of 2009, we increased the time-to-liquidity from 1.5 years to 2.0 years, as we do not believe that liquidity will return to the market until then. We also experienced a downgrade in certain of our auction-rate securities by Moody's. These changes increased the impairment of these securities. However, there was a decrease in the FFELPS-guaranteed student-loan credit default swap spread from 325 basis points at the end of the fourth quarter of 2008 to 150 basis points at the end of the first quarter of 2009, which significantly reduced the impairment of these securities. As a result of offsetting charges, the total cumulative impairment charge of $2.7 million did not change from December 31, 2008. However, the temporary impairment charge increased from $1.4 million at the end of 2008 to $1.5 million at the end of the first quarter of 2009. Other-than-temporary impairment charges decreased from $1.3 million at the end of 2008 to $1.2 million at the end of the first quarter of 2009.

Net cash provided by financing activities for the three months ended March 31, 2009 was $1.5 million, primarily from the issuance of common stock in the amount of $1.5 million. Net cash used by financing activities for the three months ended March 31, 2008 was $7.4 million, primarily from the repurchase of $9.5 million of our common stock, partially offset by the issuance of common stock in the amount of $2.1 million.

Although cash requirements will fluctuate based on the timing and extent of many factors such as those discussed above, we believe that cash generated from operations, together with the liquidity provided by existing cash and cash equivalents and short-term investments, will be sufficient to satisfy our liquidity requirements for the next 12 months. For further details regarding our operating, investing and financing activities, see our Condensed Consolidated Statements of Cash Flows.

Contractual Obligations and Off Balance Sheet Arrangements.

We lease our headquarters and sales offices in San Jose, California under a non-cancelable operating lease which expires in October 2016. Certain of our facility leases provide for periodic rent increases. In addition, we have a five-year lease arrangement which we entered into in September 2004 for our manufacturing facility located in Chengdu, China. We also lease our sales offices in Japan, China, Taiwan and Korea.

Our contractual obligations have not changed significantly from that disclosed in our annual report on Form 10-K filed with the SEC on February 27, 2009.

As of March 31, 2009, our total outstanding purchase commitments were $15.8 million, which includes wafer purchases from our two foundries and the purchase of assembly services primarily from multiple contractors in Asia. This compares to purchase commitments of $10.3 million as of December 31, 2008.

As of March 31, 2009, we had no off-balance sheet arrangements as defined in Item 303(a)(4) of the Securities and Exchange Commission's Regulation S-K.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

For a discussion of market risks at December 31, 2008, refer to Item 7A, "Quantitative and Qualitative Disclosures about Market Risk" in our annual report on Form 10-K for the fiscal year ended December 31, 2008 filed with the SEC on February 27, 2009. During the three months ended March 31, 2009, there were no material changes or developments that would materially alter the market risk assessment performed as of December 31, 2008.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of disclosure controls and procedures.

Our management, with the participation of our chief executive officer and chief financial officer, evaluated the effectiveness of our disclosure controls and procedures pursuant to Rule 13a-15 under the Securities Exchange Act of 1934 as of the end of the period covered by this quarterly report on Form 10-Q. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Based on our evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures are designed at a reasonable assurance level and are effective to provide reasonable assurance that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms, and that such information is accumulated and communicated to our management, including our chief executive officer and chief financial officer, 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 that occurred during the period covered by this quarterly report on Form 10-Q that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

O2Micro, Inc.

Since November 2000, we have been engaged in multiple legal proceedings involving patent infringement claims with O2Micro, Inc. and its parent corporation, O2Micro International Limited (referred to hereinafter as "O2Micro"). All of these claims relate to our CCFL backlight inverter products. For further information regarding the history of these legal proceedings, refer to our previous filings on Forms 10-K and related amendments, 10-Q and 8-K.

In the United States District Court for the Northern District of California, Q2Micro alleged that certain of our CCFL products infringe O2Micro's '722 patent. On October 30, 2007, following the jury's verdict, the Court entered judgment that all of the '722 patent claims asserted by O2Micro against us are invalid and denied all post-trial motions. Subsequently, O2Micro filed an appeal, and we filed a cross-appeal with the Federal Circuit. On March 5, 2009, the United States Court of Appeals for the Federal Circuit affirmed the judgment from the United States District Court of Northern California that all of the claims of O2Micro's '722 patent asserted against us and our customers were invalid on the grounds of obviousness.

On September 30, 2008, based on information and belief that O2Micro had alleged to a customer that certain of our inverter controller products infringe O2Micro's patents, we filed for declaratory judgment relief in the United States District Court for the Northern District of California against O2Micro that those products do not infringe O2Micro's 6,856,519 ('519) patent family. On February 11, 2009, O2Micro filed a counterclaim against us and our customers that certain of our inverter controller products infringe three patents in the '519 patent family and O2Micro's 7,417,382 ('382) patent.

On December 15, 2008, O2Micro filed a complaint with the International Trade Commission alleging the patent infringement of the '519 and '382 patents against certain of our products. This case is still in the early proceedings.

In addition to the U.S. litigation described above, O2Micro has brought various legal proceedings against us in Taiwan based upon a Taiwan patent. We previously posted cash bonds of approximately $7.9 million with the Taiwan Courts in support of our counter-injunctions and to prevent O2 from seizing our assets. In July 2008, the parties agreed to cease all provisional remedial disputes against each other and allow the parties to retrieve the bonds posted. As a result of the agreement, we retrieved the bonds, totaling approximately $7.9 million, in the second half of 2008.

Taiwan Sumida Electronics

On July 30, 2007, we settled our litigation with Taiwan Sumida Electronics ("TSE"), a customer, concerning the Indemnification Agreement and held $7.4 million in escrow for which we could be liable subject to the outcome of the appeal by TSE against O2Micro regarding a judgment in the Eastern District Court of Texas. On March 5, 2009, the United States Court of Appeals for the Federal Circuit dismissed O2Micro's action and overturned the judgment against TSE on the basis that O2 cannot assert the same invalid claims. The escrow can be released to us after the ruling is final.

Linear Technology Corporation

On July 1, 2008, the United States District Court for the District of Delaware issued a judgment as a matter of law that we did not breach its October 1, 2005 Settlement and License Agreement with Linear. We plan to seek recovery of our attorney fees and costs from Linear, pursuant to a prevailing party attorneys' fees provision in the Settlement and License Agreement. However, there can be no assurance that we can be successful in obtaining such recovery.

The court also found as a matter of law that we did not willfully infringe the patent claims of U.S. Patent Numbers 5,481,178 and 6,580,258 asserted by Linear against MPS' accused MP1543 product, which has been discontinued. However, the jury returned a verdict that an evaluation board containing the previously discontinued MP1543 product had directly infringed the asserted patent claims and that Linear's patents mentioned above are valid. The parties had stipulated to a total of ten dollars in nominal patent infringement damages in the event that Linear prevailed in that dispute. The court has not issued a final judgment concerning the patent infringement and validity claims.

Chip Advanced Technology Inc.

On December 12, 2007, we filed a patent infringement lawsuit in the U.S. District Court for the Central District of California against Chip Advanced Technology Inc. ("CAT"), asserting that CAT willfully infringed a MPS patent that enables efficient low voltage, low current power conversions, such as DC-DC step down converters. In the complaint, MPS seeks unspecified damages and a court-ordered injunction against future infringement by CAT. On September 16, 2008, we amended our complaint to add trade secret misappropriation claims against CAT. Through this lawsuit, MPS intends to vigorously protect and enforce its intellectual property. As the case is in its early stages, we are not able to determine the outcome of the litigation.

ITEM 1A. RISK FACTORS

Our business involves risks and uncertainties. You should carefully consider the risks described below, together with all of the other information in this Form 10-Q and other filings with the Securities and Exchange Commission in evaluating our business. If any of the following risks actually occur, our business, financial condition, operating results and growth prospects would likely be adversely affected. In such an event, the trading price of our common stock could decline, and you could lose all or part of your investment in our common stock. Our past financial performance should not be considered to be a reliable indicator of future performance, and investors should not use historical trends to anticipate results or trends in future periods. These risks involve forward-looking statements and our actual results may differ substantially from those discussed in these forward-looking statements.

If we are unsuccessful in any of the legal proceedings involving us and O2Micro, we could be prevented from selling many of our products and/or be required to pay substantial damages. An unfavorable outcome or an additional award of damages, attorneys' fees or an injunction could cause our revenue to decline significantly and could severely harm our business and operating results.

We are engaged in legal proceedings with O2Micro. These proceedings involve various claims and counterclaims in the United States and Taiwan alleging, among other things, patent infringement. O2Micro has also taken legal action against certain of our customers, which we are indemnifying. Other new or existing customers may request similar indemnity from us because of continued legal actions between us and O2Micro. We are also involved in litigation with CAT. See the section entitled "Part II Item 1. Legal Proceedings" of this quarterly report on Form 10-Q for more information.

If we or our customer are not ultimately successful in any of these proceedings or other litigation that could be brought against us, or if any of the decisions in our favor are reversed on appeal, we could be ordered to pay monetary fines and/or damages. If we are found liable for willful patent infringement, damages could be doubled or tripled. We and/or our customers could also be prevented from selling some or all of our products, either into Taiwan or in the U.S. Moreover, our customers and end-users could decide not to use our products or our products or our customers' accounts payable to us could be seized in Taiwan. Finally, interim developments in these proceedings could increase the volatility in our stock price as the market assesses the impact of such developments on the likelihood that we will or will not ultimately prevail in these proceedings.

In July 2007, we settled our litigation with Taiwan Sumida Electronics, Inc. ("TSE") concerning our December 25, 2002 Indemnification Agreement with TSE. If certain conditions are met under the Settlement Agreement, we could be liable for additional potential payments up to a total sum of $7.4 million, which is currently held in escrow, subject to the outcome of certain legal activities.

Given our inability to control the timing and nature of significant events in our legal proceedings, our legal expenses are difficult to forecast and may vary substantially from our publicly-disclosed forecasts with respect to any given quarter, which could contribute to increased volatility in our stock price and business.

Until our legal proceedings with O2Micro, Linear and CAT are resolved, we will continue to incur significant legal expenses that vary with the level of activity in each of these proceedings. This level of activity is not entirely within our control as we may need to respond to legal actions by the opposing parties or scheduling decisions by the judges. Consequently, it is difficult for us to forecast our legal expenses for any given quarter, which adversely affects our ability to forecast our expected results of operations in general. If we fail to meet the expectations of securities or industry analysts as a result of unexpected changes in our legal expenses, our stock price could be impacted.

Our ongoing legal proceedings and the potential for additional legal proceedings have diverted, and may continue to divert, financial and management resources.

The semiconductor industry is characterized by frequent claims of infringement and litigation regarding patent and other intellectual property rights, such as our litigation matters with O2Micro, Linear and CAT. Patent infringement is an ongoing risk, in part because other companies in our industry could have patent rights that may not be identifiable when we initiate development efforts. Litigation may be necessary to enforce our intellectual property rights, and we may have to defend ourselves against additional infringement claims. Such litigation is very costly. In the event any third party makes a new infringement claim against us or our customers, we could incur additional ongoing legal expenses. Our management team may also be required to devote a great deal of time, effort and energy to these legal proceedings, which could adversely affect our business.

We expect our operating results to fluctuate from quarter to quarter and year to year, which may make it difficult to predict our future performance and could cause our stock price to decline.

Our revenue, expenses, and results of operations are difficult to predict, have varied significantly in the past and will continue to fluctuate significantly in the future due to a number of factors, many of which are beyond our control. We expect fluctuations to continue for a number of reasons, including:

- a deterioration in general demand for electronic products as a result of worldwide financial crises and associated macro-economic slowdowns;
- a deterioration in business conditions at our distributors and/or end-customers;
- adverse general economic conditions in the countries where our products are sold or used;
- the timing of developments and related expenses in our litigation matters with O2Micro, TSE, Linear and CAT and any future litigation;
- the possibility of additional lost business as a result of customer and prospective customer concerns about adverse outcomes in our litigations or about being litigation targets;
- continued dependence on our turns business (orders received and shipped within the same fiscal quarter);
- increases in assembly costs due to commodity price increases;
- the timing of new product introductions by us and our competitors;
- the acceptance of our new products in the marketplace;
- our ability to develop new process technologies and achieve volume production;
- the scheduling, rescheduling, or cancellation of orders by our customers;
- the cyclical nature of demand for our customers' products;
- inventory levels and product obsolescence;
- seasonality and variability in the computer, consumer electronics, and communications markets;
- the availability of adequate manufacturing capacity from our outside suppliers;
- changes in manufacturing yields; and
- movements in exchange rates, interest rates or tax rates.

Due to the factors noted above and other risks described in this section, many of which are beyond our control, you should not rely on quarter-to-quarter or year-over-year comparisons to predict our future financial performance. Unfavorable changes in any of the above factors may seriously harm our business and cause our stock price to decline.

The market for government-backed student loan auction-rate securities has recently suffered a decline in liquidity which may impact the liquidity and potential value of our investment portfolio.

The market for government-backed student loan auction-rate securities with interest rates that reset through a Dutch auction every 7 to 35 days, became illiquid in 2008. As of March 31, 2009, the Company's investment portfolio included $36.1 million, net of impairment charges of $2.7 million, in government-backed student loan auction-rate securities, which the Company has classified as long-term investments. As of that date, $38.8 million, the face value of our auction-rate security investments, have failed to reset through successful auctions and it is unclear as to when these investments will regain their liquidity. The underlying maturity of these auction-rate securities is up to 39 years and the underlying credit quality of these instruments in which we have invested remain generally AAA rated.

Based on certain assumptions described in Note 8 to our consolidated financial statements and the Liquidity and Capital Resources section of Part I, Item 2 of this quarterly report on Form 10-Q, we recorded impairment charges on these investments in 2008. The valuation is subject to fluctuations in the future, which will depend on many factors, including the collateral quality, potential to be called or restructured, underlying final maturity, insurance guaranty, liquidity and market conditions, among others. We experienced our first failed auction in mid-February 2008. Although we accepted an offer to participate in an auction-rate securities rights offering from UBS in October 2008 to sell up to $18.2 million in eligible auction-rate securities at par to UBS commencing in June 2010, if UBS does not follow through on its commitment to purchase the auction-rate securities at par or the auctions continue to fail, the liquidity of our investment portfolio may be negatively impacted and the value of our investment portfolio could decline.

Should there be further deterioration in the market for auction-rate securities or if the accounting rules for these securities change, the value of our portfolio may decline, which may have an adverse impact on our cash position and our earnings.

We may be unsuccessful in developing and selling new products or in penetrating new markets required to maintain or expand our business.

Our competitiveness and future success depend on our ability to design, develop, manufacture, assemble, test, market, and support new products and enhancements on a timely and cost-effective basis. A fundamental shift in technologies in any of our product markets could have a material adverse effect on our competitive position within these markets. Our failure to timely develop new technologies or to react quickly to changes in existing technologies could materially delay our development of new products, which could result in product obsolescence, decreased revenue, and/or a loss of market share to competitors.

As we develop new product lines, we must adapt to market conditions that are unfamiliar to us, such as competitors and distribution channels that are different from those we have known in the past. Some of our new product lines require us to re-equip our labs to test parameters we have not tested in the past. If we are unable to adapt rapidly to these new and additional conditions, we may not be able to successfully penetrate new markets.

The success of a new product depends on accurate forecasts of long-term market demand and future technological developments, as well as on a variety of specific implementation factors, including:

- timely and efficient completion of process design and device structure improvements;
- timely and efficient implementation of manufacturing, assembly, and test processes;
- the ability to secure and effectively utilize fabrication capacity in different geometries;
- product performance;
- the quality and reliability of the product; and
- effective marketing, sales and service.

To the extent that we fail to timely introduce new products or to quickly penetrate new markets, our revenue and financial condition could be materially adversely affected.

If demand for our products declines in the major end markets that we serve, our revenue will decrease.

We believe that the application of our products in the computer, consumer electronics and communications markets will continue to account for the majority of our revenue. If the demand for our products declines in the major end markets that we serve, our revenue will decrease. In the fourth quarter of 2008 and continuing into 2009, the semiconductor industry as a whole saw and continues to see dramatic declines in overall demand, which affects MPS. In addition, as technology evolves, the ability to integrate the functionalities of various components, including our discrete semiconductor products, onto a single chip and/or onto other components of systems containing our products increases. Should our customers require integrated solutions that we do not offer, demand for our products could decrease, and our business and results of operations could be adversely affected.

Certain of our products contain mercury, which is the subject of environmental concerns.

Our CCFL tubes contain mercury, which is the subject of environmental concerns, particularly in Europe. Should environmental issues impair the widespread use of our CCFL-based products, and should we be unable to produce replacement products based on LED lighting fast enough to compensate for the loss of our CCFL-related business, our business and results of operations could be adversely affected.

We may not experience growth rates comparable to past years.

In the past, our revenues increased significantly in certain years due to increased sales of certain of our products. Due to increased competition, reduced global electronics demand, end-customer market downturn, market acceptance and penetration of our current and future products and ongoing litigation, we may not experience growth rates comparable to past periods, which could affect our stock price and results of operations.

We may not be profitable on a quarterly or annual basis.

Our profitability is dependent on many factors, including:

- our sales, which because of our turns business, is difficult to accurately forecast;
- consumer electronic sales, which is currently experiencing a downturn as a result of the worldwide economic crisis;
- our competition, which could adversely impact our selling prices and our potential sales;
- our manufacturing costs, including our ability to negotiate with our vendors and our ability to efficiently run our test facility in China; and
- our operating expenses, including general and administrative expenses, selling and marketing expenses, stock-based compensation expenses, litigation expenses, which we expect to be significant due to the litigation in which we are involved, and research and development expenses relating to products that will not be introduced and will not generate revenue until later periods, if at all.

We may not achieve profitability on a quarterly or annual basis in the future. Unfavorable changes in any of the factors noted above may have a material adverse effect on our quarterly or annual profitability.

The future trading price of our common stock could be subject to wide fluctuations in response to a variety of factors.

The future trading price of our common stock is likely to be highly volatile and could be subject to wide fluctuations in price in response to various factors, many of which are beyond our control, including:

- our results of operations and financial performance;
- general economic, industry and global market conditions;
- the depth and liquidity of the market for our common stock;
- developments generally affecting the semiconductor industry;
- commencement of or developments relating to our involvement in litigation, including the O2Micro, TSE, Linear and CAT litigation matters;
- investor perceptions of us and our business;
- changes in securities analysts' expectations or our failure to meet those expectations;
- actions by institutional or other large stockholders;
- terrorist acts or acts of war;
- actual or anticipated fluctuations in our results of operations;
- developments with respect to intellectual property rights;
- announcements of technological innovations or significant contracts by us or our competitors;
- introduction of new products by us or our competitors;
- our sale of common stock or other securities in the future;
- conditions and trends in technology industries;
- changes in market valuation or earnings of our competitors; and
- changes in the estimation of the future size and growth rate of our markets.

In addition, the stock market in general often experiences substantial volatility that is seemingly unrelated to the operating performance of particular companies. These broad market fluctuations may adversely affect the trading price of our common stock.

The highly cyclical nature of the semiconductor industry, which has produced significant and sometimes prolonged downturns, could materially adversely affect our operating results, financial condition and cash flows.

Historically, the semiconductor industry has been highly cyclical and, at various times, has experienced significant downturns and wide fluctuations in supply and demand. These conditions have caused significant variances in product demand and production capacity, as well as rapid erosion of average selling prices. The industry may experience severe or prolonged downturns in the future, which could result in downward pressure on the price of our products as well as lower demand for our products. Because significant portions of our expenses are fixed in the short term or incurred in advance of anticipated sales, we may not be able to decrease our expenses in a timely manner to offset any sales shortfall. These conditions could have a material adverse effect on our operating results, financial condition and cash flows.

The complexity of calculating our tax provision may result in errors that could result in further restatements of our financial statements.

Due to the complexity associated with the calculation of our tax provision, we have hired independent tax advisors to assist us in the calculation. If we or our independent tax advisors fail to resolve or fully understand certain issues, we could be subject to errors, which would result in us having to restate our financial statements. Restatements are generally costly and could adversely impact our results of operations and/or have a negative impact on the trading price of our common stock.

We face risks in connection with our internal control over financial reporting related to income taxes.

Because of the complexity of our tax structure, we have had errors in our financial statements in the calculation of our tax provision that resulted in restatements of our prior year financial results. Although we believe that we have implemented appropriate internal control over financial reporting related to the computation of our income tax provision, we cannot be certain that any measures we have taken or may take in the future will ensure that we implement and maintain adequate internal control over financial reporting and that we will avoid any material weakness in the future. In addition, we cannot assure you that we will not in the future identify further material weaknesses in our internal control over financial reporting related to the calculation of our income tax provision that we have not discovered to date, which may impact the reliability of our financial reporting and financial statements.

Changes in effective tax rates or adverse outcomes resulting from examination of our income tax returns could adversely affect our results

Our future effective tax rates could be adversely affected by earnings being lower than anticipated in countries where we have lower statutory rates and higher than anticipated in countries where we have higher statutory rates, by changes in the valuation of our deferred tax assets and liabilities, or by changes in tax laws, regulations, accounting principles or interpretations thereof. In addition, we are subject to the continuous examination of our income tax returns by the Internal Revenue Service and other tax authorities. We regularly assess the likelihood of adverse outcomes resulting from these examinations to determine the adequacy of our provision for income taxes. There can be no assurance that the outcomes from these continuous examinations will not have an adverse effect on our operating results and financial condition.

We receive a significant portion of our revenue from our distribution channel, and the loss of any one of these distributors or failure to collect a receivable from them could adversely affect our operations and financial position.

We market our products through distribution arrangements and through our direct sales and applications support organization to customers that include OEMs, ODMs and electronic manufacturing service providers. Receivables from our customers are generally not secured by any type of collateral and are subject to the risk of being uncollectible. For the three months ended March 31, 2009, sales to our three largest distributors and/or customers accounted for approximately 38% of our total revenue. Significant deterioration in the liquidity or financial condition of any of our major customers or any group of our customers could have a material adverse impact on the collectibility of our accounts receivable and our future operating results. We primarily conduct our sales on a purchase order basis, and we do not have any long-term supply contracts.

Moreover, we believe a high percentage of our products are eventually sold to a number of OEMs. Although we communicate with OEMs in an attempt to achieve "design wins," which are decisions by OEMs and/or ODMs to incorporate our products, we do not have purchase commitments from these end users. Therefore, there can be no assurance that the OEMs and/or ODMs will continue to incorporate our integrated circuits, or ICs, into their products. OEM technical specifications and requirements can change rapidly, and we may not have products that fit new specifications from an end-customer for whom we have had previous design wins. We cannot be certain that we will continue to achieve design wins from large OEMs, that our direct customers will continue to be successful in selling to the OEMs, or that the OEMs will be successful in selling products which incorporate our ICs. The loss of any significant customer, any material reduction in orders by any of our significant customers or by their OEM customers, the cancellation of a significant customer order, or the cancellation or delay of a customer's or OEM's significant program or product could reduce our revenue and adversely affect our operations and financial condition.

Failure to protect our proprietary technologies or maintain the right to certain technologies may negatively affect our ability to compete.

We rely heavily on our proprietary technologies. Our future success and competitive position depend in part upon our ability to obtain and maintain protection of certain proprietary technologies used in our products. We pursue patents for some of our new products and unique technologies, and we also rely on a combination of nondisclosure agreements and other contractual provisions, as well as our employees' commitment to confidentiality and loyalty, to protect our technology, know-how, and processes. Despite the precautions we take, it may be possible for unauthorized third parties to copy aspects of our current or future technology or products or to obtain and use information that we regard as proprietary. We intend to continue to protect our proprietary technology, including through patents. However, there can be no assurance that the steps we take will be adequate to protect our proprietary rights, that our patent applications will lead to issued patents, that others will not develop or patent similar or superior products or technologies, or that our patents will not be challenged, invalidated, or circumvented by others. Furthermore, the laws of the countries in which our products are or may be developed, manufactured, or sold may not protect our products and intellectual property rights to the same extent as laws in the United States. Our failure to adequately protect our proprietary technologies could harm our business.

Our products must meet exacting specifications, and undetected defects and failures may occur, which may cause customers to return or stop buying our products and may expose us to product liability risk.

Our customers generally establish demanding specifications for quality, performance, and reliability that our products must meet. Integrated circuits as complex as ours often encounter development delays and may contain undetected defects or failures when first introduced or after commencement of commercial shipments, which might require product replacement or recall. Further, our third-party manufacturing processes or changes thereof, or raw material used in the manufacturing processes may cause our products to fail. We have from time to time in the past experienced product quality, performance or reliability problems. Our standard warranty period is one year, which exposes the company to significant risks of claims for defects and failures. If defects and failures occur in our products, we could experience lost revenue, increased costs, including warranty expense and costs associated with customer support, delays in, cancellations or rescheduling of orders or shipments, and product returns or discounts, any of which would harm our operating results.

In addition, product liability claims may be asserted with respect to our technology or products. Although we currently have insurance, there can be no assurance that we have obtained a sufficient amount of insurance coverage, that asserted claims will be within the scope of coverage of the insurance, or that we will have sufficient resources to satisfy any asserted claims.

We currently depend on third-party suppliers to provide us with wafers for our products. If any of our wafer suppliers become insolvent and are unable and/or fail to provide us sufficient wafers at acceptable yields and at anticipated costs, our revenue and gross margin may decline or we may not be able to fulfill our customer orders.

We have a supply arrangement with two suppliers for the production of wafers. Should any of our suppliers become insolvent, we many not be able to fulfill our customer orders, which would likely cause a decline in our revenue. Currently, the majority of wafer foundries in the semiconductor industry are operating well below normal capacity, including the two suppliers to MPS, and consequently our suppliers' ability to meet their financial obligations may become impaired.

While certain aspects of our relationship with these suppliers are contractual, many important aspects of this relationship depend on our suppliers' continued cooperation and our management relationships. In addition, the fabrication of ICs is a highly complex and precise process. Problems in the fabrication process can cause a substantial percentage of wafers to be rejected or numerous ICs on each wafer to be non-functional. This could potentially reduce yields. The failure of our suppliers to supply us wafers at acceptable yields could prevent us from fulfilling our customer orders for our products and would likely cause a decline in our revenue.

Although we provide our suppliers with rolling forecasts of our production requirements, their ability to provide wafers to us is limited by the available capacity, particularly capacity in the geometries we require, at the facilities in which they manufacture wafers for us. An increased need for capacity to meet internal demands or demands of other customers could cause our suppliers to reduce capacity available to us. Our suppliers may also require us to pay amounts in excess of contracted or anticipated amounts for wafer deliveries or require us to make other concessions in order to acquire the wafer supply necessary to meet our customer requirements. If our suppliers extend lead times, limit supplies or the types of capacity we require, or increase prices due to capacity constraints or other factors, our revenue and gross margin may decline.

Further, as is common in the semiconductor industry, our customers may reschedule or cancel orders on relatively short notice. Under our agreement with our suppliers, we have an option to order wafers based on a committed forecast that can cover a period of one to six months. If our customers cancel orders after we submit a committed forecast to our suppliers for the corresponding wafers, we may be required to purchase wafers that we may not be able to resell, which would adversely affect our operating results, financial condition, and cash flows.

We might not be able to deliver our products on a timely basis if our relationships with our assembly and test subcontractors are disrupted or terminated.

All of our products are assembled by third-party subcontractors and a portion of our testing is currently performed by third-party subcontractors. We do not have any long-term agreements with these subcontractors. As a result, we may not have direct control over product delivery schedules or product quality. Also, due to the amount of time typically required to qualify assembly and test subcontractors, we could experience delays in the shipment of our products if we were forced to find alternate third parties to assemble or test our products. In addition, the current global economic crisis may materially impact our assembly supplier's ability to operate. Any future product delivery delays or disruptions in our relationships with our subcontractors could have a material adverse effect on our operating results, financial condition, and cash flows.

We derive most of our revenue from direct or indirect sales to customers in Asia and have significant operations in Asia, which may expose us to political, cultural, regulatory, economic, foreign exchange, and operational risks.

We derive most of our revenue from customers located in Asia through direct or indirect sales through distribution arrangements with parties located in Asia. As a result, we are subject to increased risks due to this geographic concentration of business and operations. For the three months ended March 31, 2009, approximately 80% of our revenue was from customers in Asia. There are risks inherent in doing business internationally, including:

- changes in, or impositions of, legislative or regulatory requirements, including tax laws in the United States and in the countries in which we manufacture or sell our products;
- trade restrictions, including restrictions imposed by the United States government on trading with parties in foreign countries;
- currency exchange rate fluctuations impacting intra-company transactions;
- transportation delays;
- recent changes in tax regulations in China may impact our tax status in Chengdu;
- multi-tiered distribution channels that lack visibility to end customer pricing and purchase patterns;
- international political relationships and threats of war;
- terrorism and threats of terrorism;
- epidemics and illnesses;
- work stoppages and infrastructure problems due to adverse weather conditions or natural disasters;
- economic and political instability;
- changes in import/export regulations, tariffs, and freight rates;
- longer accounts receivable collection cycles and difficulties in collecting accounts receivables;
- enforcing contracts generally; and
- less effective protection of intellectual property and contractual arrangements.

The price and availability of commodities (e.g., gold, platinum, copper and silicon) may adversely impact our ability to deliver our products in a timely and cost-effective manner and may affect our business and results of operations.

Our products incorporate commodities such as gold, platinum, copper and silicon. The price and availability of these commodities and other like commodities that we use could negatively impact our business and results of operations.

Devaluation of the U.S. Dollar relative to other foreign currencies, including the Chinese Yuan, may adversely affect results of operations.

Our manufacturing and packaging suppliers are and will continue to be primarily located in China for the foreseeable future. Should the value of the Chinese Yuan continue to rise against the U.S. Dollar, there could be an increase in our manufacturing costs relative to competitors who have manufacturing facilities located in the U.S., which could adversely affect our operations. In addition, because we collect payments from all customers in U.S. dollars, fluctuations in the value of foreign currencies could have an adverse impact on our customers' business, which could negatively impact our business and results of operations.

We and our manufacturing partners are or will be subject to extensive Chinese government regulation, and the benefit of various incentives from Chinese governments that we and our manufacturing partners receive may be reduced or eliminated, which could increase our costs or limit our ability to sell products and conduct activities in China.

Most of our manufacturing partners are located in China. In addition, we have established a facility in China, initially for the testing of our ICs. The Chinese government has broad discretion and authority to regulate the technology industry in China. China's government has implemented policies from time to time to regulate economic expansion in China. It also exercises significant control over China's economic growth through the allocation of resources, controlling payment of foreign currency-denominated obligations, setting monetary policy and providing preferential treatment to particular industries or companies. New regulations or the readjustment of previously implemented regulations could require us and our manufacturing partners to change our business plans, increase our costs, or limit our ability to sell products and conduct activities in China, which could adversely affect our business and operating results.

In addition, the Chinese government and provincial and local governments have provided, and continue to provide, various incentives to encourage the development of the semiconductor industry in China. Such incentives include tax rebates, reduced tax rates, favorable lending policies, and other measures, some or all of which may be available to our manufacturing partners and to us with respect to our facility in China. Any of these incentives could be reduced or eliminated by governmental authorities at any time. Any such reduction or elimination of incentives currently provided to our manufacturing partners could adversely affect our business and operating results.

There are inherent risks associated with the operation of our testing facility in China, which could increase product costs or cause a delay in product shipments.

We have a testing facility in China that began operations in 2006. In addition to the risks discussed elsewhere in this quarterly report, we face the following risks, among others:

- inability to maintain appropriate and acceptable manufacturing controls; and
- higher than anticipated overhead and other costs of operation.

If we are unable to continue a fully operational status with appropriate controls, we may incur higher costs than our current expense levels, which would affect our gross margins. In addition, if capacity restraints result in significant delays in product shipments, our business and results of operations would be adversely affected.

Due to the nature of our business as a component supplier, we may have difficulty both in accurately predicting our future revenue and appropriately budgeting our expenses.

Because we provide components for end products and systems, demand for our products is influenced by our customers' end product demand. As a result, we may have difficulty in accurately forecasting our revenue and expenses. Our revenue depends on the timing, size, and speed of commercial introductions of end products and systems that incorporate our products, all of which are inherently difficult to forecast, as well as the ongoing demand for previously introduced end products and systems. In addition, demand for our products is influenced by our customers' ability to manage their inventory. Our sales to distributors are subject to higher volatility because they service demand from multiple levels of the supply chain which, in itself, is inherently difficult to forecast. If our customers, including distributors, do not manage their inventory correctly or misjudge their customers' demand, our shipments to and orders from our customers may vary significantly on a quarterly basis.

The average selling prices of products in our markets have historically decreased over time and will likely do so in the future, which could harm our revenues and gross profits.

Average selling prices of semiconductor products in the markets we serve have historically decreased over time. Our gross profits and financial results will suffer if we are unable to offset any reductions in our average selling prices by reducing our costs, developing new or enhanced products on a timely basis with higher selling prices or gross profits, or increasing our sales volumes. Additionally, because we do not operate our own manufacturing or assembly facilities, we may not be able to reduce our costs as rapidly as companies that operate their own facilities, and our costs may even increase, which could also reduce our margins.

We purchase inventory in advance based on expected demand for our products, and if demand is not as expected, we may have insufficient or excess inventory, which could adversely impact our financial position.

As a fabless semiconductor company, we purchase our inventory from a third party manufacturer in advance of selling our product. We place orders with our manufacturer based on existing and expected orders from our customers for particular products. While our contracts with our customers and distributors include lead time requirements and cancellation penalties that are designed to protect us from misalignment between customer orders and inventory levels, we must nonetheless make some predictions when we place orders with our manufacturer. In the event that our predictions are inaccurate due to unexpected increases in orders or unavailability of product within the time frame that is required, we may have insufficient inventory to meet our customer demands. In the event that we order products that we are unable to sell due to a decrease in orders, unexpected order cancellations, injunctions due to patent litigations, or product returns, we may have excess inventory which, if not sold, may need to be disposed of. If any of these situations were to arise, it could have a material impact on our business and financial position.

Because of the lengthy sales cycles for our products and the fixed nature of a significant portion of our expenses, we may incur substantial expenses before we earn associated revenue and may not ultimately achieve our forecasted sales for our products.

The introduction of new products presents significant business challenges because product development plans and expenditures must be made up to two years or more in advance of any sales. It takes us up to 12 months or more to design and manufacture a new product prototype. Only after we have a prototype do we introduce the product to the market and begin selling efforts in an attempt to achieve design wins. This sales process, which averages six to twelve months, requires us to expend significant sales and marketing resources without any assurance of success. Volume production of products that use our ICs, if any, may not be achieved for an additional three to six months after an initial sale. Sales cycles for our products are lengthy for a number of reasons:

- our customers usually complete an in-depth technical evaluation of our products before they place a purchase order;
- the commercial adoption of our products by OEMs and ODMs is typically limited during the initial release of their product to evaluate product performance and consumer demand;
- our products must be designed into a customer's product or system; and
- the development and commercial introduction of our customers' products incorporating new technologies frequently are delayed.

As a result of our lengthy sales cycles, we may incur substantial expenses before we earn associated revenue because a significant portion of our operating expenses is relatively fixed and based on expected revenue. The lengthy sales cycles of our products also make forecasting the volume and timing of orders difficult. In addition, the delays inherent in lengthy sales cycles raise additional risks that customers may cancel or change their orders. Our sales are made by purchase orders. Because industry practice allows customers to reschedule or cancel orders on relatively short notice, backlog is not always a good indicator of our future sales. If customer cancellations or product changes occur, we could lose anticipated sales and not have sufficient time to reduce our inventory and operating expenses.

The loss of any of our key personnel or the failure to attract or retain specialized technical and management personnel could impair our ability to grow our business.

Our future success depends upon our ability to attract and retain highly qualified technical and managerial personnel. We are particularly dependent on the continued services of our key executives, including Michael Hsing, our President and Chief Executive Officer, who founded our company and developed our proprietary process technology. In addition, personnel with highly skilled analog and mixed-signal design engineering expertise are scarce and competition for personnel with these skills is intense. There can be no assurance that we will be able to retain existing key employees or that we will be successful in attracting, integrating or retaining other highly qualified personnel with critical capabilities in the future. If we are unable to retain the services of existing key employees or are unsuccessful in attracting new highly qualified employees quickly enough to meet the demands or our business, including design cycles, our business could be harmed.

If we fail to retain key employees in sales, applications, finance and legal or to make continued improvements to our internal systems, particularly in the accounting and finance area, our business may suffer.

Since 2006, we significantly increased the quantity and quality of our sales, applications, financial and legal staff. However, if we fail to continue to adequately staff these areas, maintain or upgrade our business systems and maintain internal controls that meet the demands of our business, our ability to operate effectively will suffer. The operation of our business also depends upon our ability to retain these employees, as these employees hold a significant amount of institutional knowledge about us and our products, and, if they were to terminate their employment, our sales and internal control over financial reporting could be adversely affected.

We intend to continue to expand our operations, which may strain our resources and increase our operating expenses.

We plan to continue to expand our domestic and foreign operations through internal growth, strategic relationships, and/or acquisitions. We expect that any such expansion will strain our systems and operational and financial controls. In addition, we are likely to incur significantly higher operating costs. To manage our growth effectively, we must continue to improve and expand our systems and controls, as well as hire experienced administrative and financial personnel. If we fail to do so, our growth will be limited. If we fail to effectively manage our planned expansion of operations, our business and operating results may be harmed.

We may engage in future acquisitions that dilute the ownership interests of our stockholders and cause us to incur debt or to assume contingent liabilities, and we may be unable to successfully integrate these companies into our operations, which would adversely affect our business.

As a part of our business strategy, from time to time we review acquisition prospects that would complement our current product offerings, enhance our design capability or offer other competitive opportunities. In the event of future acquisitions, we could use a significant portion of our available cash, cash equivalents and short-term investments, issue equity securities which would dilute current stockholders' percentage ownership, and/or incur substantial debt or contingent liabilities. Such actions by us could impact our operating results and/or the price of our common stock. In addition, if we are unsuccessful in integrating any acquired company into our operations or if integration is more difficult than anticipated, we may experience disruptions that could harm our business.

We compete against many companies with substantially greater financing and other resources, and our market share may be reduced if we are unable to respond to our competitors effectively.

The analog and mixed-signal semiconductor industry is highly competitive, and we expect competitive pressures to continue. Our ability to compete effectively and to expand our business will depend on our ability to continue to recruit applications and design talent, our ability to introduce new products, and our ability to maintain the rate at which we introduce these new products. We compete with domestic and non-domestic semiconductor companies, many of which have substantially greater financial and other resources with which to pursue engineering, manufacturing, marketing, and distribution of their products. We are in direct and active competition, with respect to one or more of our product lines, with at least 10 manufacturers of such products, of varying size and financial strength. The number of our competitors has grown due to the expansion of the market segments in which we participate. We consider our competitors to include, but not be limited to: Analog Devices, Fairchild Semiconductor, Intersil, Linear, Maxim Integrated Products, Micrel, Microsemi, National Semiconductor, O2Micro, RichTech, Semtech, STMicroelectronic and Texas Instruments. We expect continued competition from existing competitors as well as competition from new entrants in the semiconductor market.

We cannot assure you that our products will continue to compete favorably or that we will be successful in the face of increasing competition from new products and enhancements introduced by existing competitors or new companies entering this market, which would materially and adversely affect our results of operations and our financial condition.

If securities or industry analysts downgrade our stock or do not continue to publish research or reports about our business, our stock price and trading volume could decline.

The trading market for our common stock will depend on the research and reports that industry or securities analysts publish about us or our business. We do not have any control over these analysts. If one or more of the analysts who cover us downgrade our stock, our stock price would likely decline. If one or more of these analysts cease coverage of us or fail to regularly publish reports on us, we could lose visibility in the financial markets, which in turn could cause our stock price or trading volume to decline.

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Because of their significant stock ownership, our officers and directors will be able to exert significant influence over our future direction.

Executive officers, directors, and affiliated entities beneficially owned in aggregate, approximately 16% of our outstanding common stock as of March 31, 2009. These stockholders, if acting together, would be able to significantly influence all matters requiring approval by our stockholders, including the election of directors and the approval of mergers or other business combination transactions.

Major earthquakes or other natural disasters and resulting systems outages may cause us significant losses.

Our corporate headquarters, the production facilities of our third-party wafer supplier, our IC testing facility, a portion of our assembly and research and development activities, and certain other critical business operations are located in or near seismically active regions and are subject to periodic earthquakes. We do not maintain earthquake insurance and could be materially and adversely affected in the event of a major earthquake. Much of our revenue, as well as our manufacturers and assemblers, are concentrated in Asia. Such concentration increases the risk that other natural disasters, labor strikes, terrorism, war, political unrest, epidemics, and/or health advisories could disrupt our operations. In addition, we rely heavily on our internal information and communications systems and on systems or support services from third parties to manage our operations efficiently and effectively. Any of these are subject to failure due to a natural disaster or other disruption. System-wide or local failures that affect our information processing could have material adverse effects on our business, financial condition, operating results, and cash flows.

Our facilities in Chengdu, China are located in a seismically active area, as evidenced by the May 2008 earthquake that was centered in the Sichuan Province of China. Although there was no damage to our facilities as a result of that earthquake, should there be additional earthquakes or aftershocks in the area, we may incur losses and our business, financial condition and/or operating results may suffer.

ITEM 5. OTHER INFORMATION

On February 3, 2009, the Compensation Committee of the Board of Directors of Monolithic Power Systems, Inc. approved the following 2008 actual cash performance bonus disbursements to our named executive officers set forth below based on meeting certain revenue and non-GAAP financial targets and achieving certain corporate and individual goals:

	Cash Bonuses Paid for the First Half of 2008	Cash Bonuses Paid for the Second Half of 2008
Michael Hsing	$ 335,000	$ 210,100
C. Richard Neely, Jr.	$ 155,500	$ 91,000
Deming Xiao	$ 155,500	$ 121,000
Maurice Sciammas	$ 155,500	$ 121,000
Adriana Chiocchi	$ 154,950	$ 91,000

During the first quarter of 2009, the Company reclassified certain of its products from DC to DC Converters to Lighting Control Products. The historical segment information previously reported for the quarters in 2007 and 2008 and for the years ended December 31, 2006, 2007 and 2008 have been reclassified, as follows:

	Three months ended			
Product Family	March 31, 2007	June 30, 2007	September 30, 2007	December 31, 2007
DC to DC Converters	$15,540	$17,946	$ 23,464	$ 23,299
Lighting Control Products	7,274	10,149	13,066	11,676
Audio Amplifiers	1,682	2,738	3,658	3,512
Total	$24,496	$30,833	$ 40,188	$ 38,487

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Product Family	Three months ended March 31, 2008	June 30, 2008	September 30, 2008	December 31, 2008
DC to DC Converters	$24,180	$26,752	$ 31,705	$ 25,988
Lighting Control Products	8,474	11,305	12,761	6,516
Audio Amplifiers	2,755	3,445	4,425	2,205
Total	$35,409	$41,502	$ 48,891	$ 34,709

Product Family	Years ended December 31, 2006	2007	2008
DC to DC Converters	$ 62,145	$ 80,249	$108,625
Lighting Control Products	38,771	42,165	39,056
Audio Amplifiers	4,099	11,590	12,830
Total	$105,015	$134,004	$160,511

ITEM 6. EXHIBITS

3.1(1) Amended and Restated Certificate of Incorporation

3.2(2) Amended and Restated Bylaws

31.1 Certification of Chief Executive Officer pursuant to Securities Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 Certification of Chief Financial Officer pursuant to Securities Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1* Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

* This exhibit shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference in any filings under the Securities Act of 1933 or the Securities Exchange Act of 1934, whether made before or after the date hereof and irrespective of any general incorporation language in any filings.

(1) Incorporated by reference to Exhibit 3.2 of the Registrant’s Form S-1 Registration Statement (Registration No. 333-117327), declared effective by the Securities and Exchange Commission on November 18, 2004.

(2) Incorporated by reference to Exhibit 3.4 of the Registrant’s Form S-1 Registration Statement (Registration No. 333-117327), declared effective by the Securities and Exchange Commission on November 18, 2004.

MONOLITHIC POWER SYSTEMS, INC

SIGNATURE

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

MONOLITHIC POWER SYSTEMS, INC.

Dated: April 28, 2009

/s/ C. RICHARD NEELY, JR.
C. Richard Neely, Jr.
Chief Financial Officer
(Principal Financial and Accounting Officer)

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EXHIBIT INDEX

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Exhibit 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO SECURITIES EXCHANGE ACT RULES 13a-14(a) and 15d-14(a), AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Michael R. Hsing, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Monolithic Power Systems, Inc.;

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

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

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

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

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

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 28, 2009

/s/ MICHAEL R. HSING
Michael R. Hsing
Chief Executive Officer

Exhibit 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO SECURITIES EXCHANGE ACT RULES 13a-14(a) and 15d-14(a), AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, C. Richard Neely, Jr., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Monolithic Power Systems, Inc.;

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

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

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

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

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

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 28, 2009

/s/ C. RICHARD NEELY, JR.
C. Richard Neely, Jr.
Chief Financial Officer

Exhibit 32.1

The following certification shall not be deemed "filed" for purposes of section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, whether made before or after the date hereof and irrespective of any general incorporation language in any filings.

CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report on Form 10-Q of Monolithic Power Systems, Inc., a Delaware corporation, for the period ended March 31, 2009, as filed with the Securities and Exchange Commission, each of the undersigned officers of Monolithic Power Systems, Inc. certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) the accompanying report on Form 10-Q of the Company for the period ended March 31, 2009, as filed with the Securities and Exchange Commission (the "Report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Monolithic Power Systems, Inc. for the periods presented therein.

Date: April 28, 2009

/s/ MICHAEL R. HSING
Michael R. Hsing
Chief Executive Officer

Date: April 28, 2009

/s/ C. RICHARD NEELY, JR.
C. Richard Neely, Jr.
Chief Financial Officer

A signed original of the above certification has been provided to Monolithic Power Systems, Inc. and will be retained by Monolithic Power Systems, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.