
UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

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

For the Quarterly Period Ended September 30, 2013

or

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

For the transition period from to

Commission File Number 000-29472

AMKOR TECHNOLOGY, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation)

23-1722724
*(I.R.S. Employer
Identification Number)*

**1900 South Price Road
Chandler, AZ 85286**
(Address of principal executive offices and zip code)

(480) 821-5000
(Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark 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. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

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

The number of outstanding shares of the registrant's Common Stock as of October 25, 2013 was 217,841,787.

QUARTERLY REPORT ON FORM 10-Q
For the Quarter Ended September 30, 2013

TABLE OF CONTENTS

	<u>Page</u>
<u>PART I. Financial Information</u>	
<u>Item 1. Financial Statements (unaudited)</u>	<u>2</u>
<u>Consolidated Statements of Income - Three and Nine Months Ended September 30, 2013 and 2012</u>	<u>2</u>
<u>Consolidated Statements of Comprehensive Income - Three and Nine Months Ended September 30, 2013 and 2012</u>	<u>3</u>
<u>Consolidated Balance Sheets - September 30, 2013 and December 31, 2012</u>	<u>4</u>
<u>Condensed Consolidated Statements of Cash Flows - Nine Months Ended September 30, 2013 and 2012</u>	<u>5</u>
<u>Notes to Consolidated Financial Statements</u>	<u>6</u>
<u>Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>25</u>
<u>Item 3. Quantitative and Qualitative Disclosures About Market Risk</u>	<u>36</u>
<u>Item 4. Controls and Procedures</u>	<u>38</u>
<u>PART II. Other Information</u>	
<u>Item 1. Legal Proceedings</u>	<u>40</u>
<u>Item 1A. Risk Factors</u>	<u>40</u>
<u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</u>	<u>56</u>
<u>Item 6. Exhibits</u>	<u>56</u>
<u>Signatures</u>	<u>57</u>

This report contains forward-looking statements within the meaning of the federal securities laws, including but not limited to statements regarding: (1) the amount, timing and focus of our expected capital investments in 2013 including expenditures related to our new factory and research and development facility in Korea, (2) our ability to fund our operating activities for the next twelve months, (3) the effect of net sales or capacity utilization on our gross profit and gross margin, (4) the focus of our research and development activities, (5) the expiration of tax holidays in jurisdictions in which we operate and expectations regarding our effective tax rate, (6) the release of valuation allowances related to taxes in the future, (7) our repurchase or repayment of outstanding debt or the conversion of debt in the future, (8) payment of dividends, (9) compliance with our covenants, (10) expected contributions to foreign pension plans, (11) liability for unrecognized tax benefits, (12) the effect of foreign currency exchange rate exposure on our financial results, (13) the volatility of the trading price of our common stock, (14) changes to our internal controls related to integration of acquired operations and implementation of our enterprise resource planning (“ERP”) system and other systems, (15) our estimates regarding the possible amount of, and funding for, any payments due in conjunction with our litigation with Tessera, (16) the anticipated schedule for construction of our new factory and research and development facility in Korea, (17) our expected increase in ownership of J-Devices and consolidation of J-Devices’ results into our consolidated financial statements and (18) other statements that are not historical facts. In some cases, you can identify forward-looking statements by terminology such as “may,” “will,” “should,” “expects,” “plans,” “anticipates,” “believes,” “estimates,” “predicts,” “potential,” “continue,” “intend” or the negative of these terms or other comparable terminology. Because such statements include risks and uncertainties, actual results may differ materially from those anticipated in such forward-looking statements as a result of certain factors, including those set forth in the following discussion as well as in Part II, Item 1A of this Quarterly Report. You should read the following discussion in conjunction with Item 1 in this Quarterly Report as well as other reports we file with the Securities and Exchange Commission.

PART I. FINANCIAL INFORMATION

Item 1. *Financial Statements*

AMKOR TECHNOLOGY, INC.
CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2013	2012	2013	2012
	(In thousands, except per share data)			
Net sales	\$ 767,987	\$ 695,353	\$ 2,201,575	\$ 2,036,890
Cost of sales	626,979	578,566	1,807,235	1,725,802
Gross profit	141,008	116,787	394,340	311,088
Operating expenses:				
Selling, general and administrative	64,347	49,297	189,524	160,041
Research and development	18,647	13,472	47,261	40,764
Total operating expenses	82,994	62,769	236,785	200,805
Operating income	58,014	54,018	157,555	110,283
Other expense (income):				
Interest expense	26,104	19,689	71,921	60,727
Interest expense, related party	1,243	3,493	7,927	10,477
Interest income	(1,605)	(772)	(3,108)	(2,489)
Foreign currency (gain) loss, net	(2,716)	2,394	(1,841)	4,461
Loss on debt retirement, net	—	—	11,619	—
Equity in earnings of unconsolidated affiliate	(3,179)	(2,541)	(4,679)	(5,421)
Other income, net	(7)	(359)	(344)	(1,511)
Total other expense, net	19,840	21,904	81,495	66,244
Income before income taxes	38,174	32,114	76,060	44,039
Income tax expense	12,170	9,538	5,961	9,009
Net income	26,004	22,576	70,099	35,030
Net income attributable to noncontrolling interests	(655)	(259)	(1,641)	(358)
Net income attributable to Amkor	\$ 25,349	\$ 22,317	\$ 68,458	\$ 34,672
Net income attributable to Amkor per common share:				
Basic	\$ 0.12	\$ 0.14	\$ 0.38	\$ 0.21
Diluted	\$ 0.11	\$ 0.11	\$ 0.33	\$ 0.19
Shares used in computing per common share amounts:				
Basic	216,499	154,365	176,839	162,699
Diluted	235,143	237,060	235,119	245,431

The accompanying notes are an integral part of these statements.

AMKOR TECHNOLOGY, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2013	2012	2013	2012
	(In thousands)			
Net income	\$ 26,004	\$ 22,576	\$ 70,099	\$ 35,030
Other comprehensive income (loss), net of tax:				
Adjustments to unrealized components of defined benefit pension plans, net of tax of (\$182), (\$15), (\$135) and (\$58)	4,194	219	4,411	1,602
Cumulative translation adjustment, net of tax of \$0, (\$413), (\$1,087) and (\$84)	(1,661)	1,214	(8,812)	104
Total other comprehensive income (loss)	2,533	1,433	(4,401)	1,706
Comprehensive income	28,537	24,009	65,698	36,736
Comprehensive income attributable to noncontrolling interests	(655)	(259)	(1,641)	(358)
Comprehensive income attributable to Amkor	\$ 27,882	\$ 23,750	\$ 64,057	\$ 36,378

The accompanying notes are an integral part of these statements.

[Table of Contents](#)

AMKOR TECHNOLOGY, INC.
CONSOLIDATED BALANCE SHEETS
(Unaudited)

	September 30, 2013	December 31, 2012
(In thousands, except per share data)		
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 591,310	\$ 413,048
Restricted cash	2,681	2,680
Accounts receivable:		
Trade, net of allowances	429,788	389,699
Other	4,210	13,098
Inventories	222,663	227,439
Other current assets	38,131	45,444
Total current assets	1,288,783	1,091,408
Property, plant and equipment, net	1,947,448	1,819,969
Intangibles, net	4,058	4,766
Investments	105,097	38,690
Restricted cash	2,264	2,308
Other assets	129,268	68,074
Total assets	\$ 3,476,918	\$ 3,025,215
LIABILITIES AND EQUITY		
Current liabilities:		
Short-term borrowings and current portion of long-term debt	\$ 56,350	\$ —
Trade accounts payable	432,490	439,663
Accrued expenses	290,843	212,964
Total current liabilities	779,683	652,627
Long-term debt	1,519,527	1,320,000
Long-term debt, related party	75,000	225,000
Pension and severance obligations	160,550	139,379
Other non-current liabilities	12,801	21,415
Total liabilities	2,547,561	2,358,421
Commitments and contingencies (Note 17)		
Equity:		
Amkor stockholders' equity:		
Preferred stock, \$0.001 par value, 10,000 shares authorized, designated Series A, none issued	—	—
Common stock, \$0.001 par value, 500,000 shares authorized, 261,877 and 197,709 shares issued, and 216,513 and 152,397 shares outstanding, in 2013 and 2012, respectively	262	198
Additional paid-in capital	1,811,178	1,614,143
Accumulated deficit	(688,186)	(756,644)
Accumulated other comprehensive income	6,840	11,241
Treasury stock, at cost, 45,364 and 45,312 shares in 2013 and 2012, respectively	(211,217)	(210,983)
Total Amkor stockholders' equity	918,877	657,955
Noncontrolling interests in subsidiaries	10,480	8,839
Total equity	929,357	666,794
Total liabilities and equity	\$ 3,476,918	\$ 3,025,215

The accompanying notes are an integral part of these statements.

[Table of Contents](#)

AMKOR TECHNOLOGY, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Nine Months Ended September 30,	
	2013	2012
	(In thousands)	
Cash flows from operating activities:		
Net income	\$ 70,099	\$ 35,030
Depreciation and amortization	302,007	272,891
Loss on debt retirement, net	11,619	—
Other operating activities and non-cash items	(12,728)	(724)
Changes in assets and liabilities	4,248	(22,761)
Net cash provided by operating activities	<u>375,245</u>	<u>284,436</u>
Cash flows from investing activities:		
Purchases of property, plant and equipment	(402,004)	(380,344)
Acquisition of business, net of cash acquired	(41,865)	—
Proceeds from the sale of property, plant and equipment	26,505	3,759
Payments from unconsolidated affiliate	8,843	13,684
Investment in unconsolidated affiliate	(67,372)	—
Other investing activities	(1,015)	1,451
Net cash used in investing activities	<u>(476,908)</u>	<u>(361,450)</u>
Cash flows from financing activities:		
Borrowings under revolving credit facilities	5,000	—
Payments under revolving credit facilities	(5,000)	—
Borrowings under short-term debt	—	30,000
Payments of short-term debt	—	(40,000)
Proceeds from issuance of long-term debt	293,000	562,528
Payments of long-term debt, net	—	(272,976)
Payments for debt issuance costs	(3,216)	(6,007)
Payments for the retirement of debt	(11,619)	—
Payments for repurchase of common stock	—	(80,946)
Proceeds from the issuance of stock through share-based compensation plans	—	181
Payments of tax withholding for restricted shares	(234)	(546)
Net cash provided by financing activities	<u>277,931</u>	<u>192,234</u>
Effect of exchange rate fluctuations on cash and cash equivalents	<u>1,994</u>	<u>(766)</u>
Net increase in cash and cash equivalents	178,262	114,454
Cash and cash equivalents, beginning of period	413,048	434,631
Cash and cash equivalents, end of period	<u>\$ 591,310</u>	<u>\$ 549,085</u>
Non cash investing and financing activities:		
Common stock issuance for exchange of 6.0% convertible senior subordinated notes due April 2014, \$150 million related party	\$ 193,650	\$ —

The accompanying notes are an integral part of these statements.

AMKOR TECHNOLOGY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. Interim Financial Statements

Basis of Presentation. The Consolidated Financial Statements and related disclosures as of September 30, 2013 and for the three and nine months ended September 30, 2013 and 2012, are unaudited, pursuant to the rules and regulations of the United States Securities and Exchange Commission ("SEC"). The December 31, 2012, Consolidated Balance Sheet data was derived from audited financial statements, but does not include all disclosures required by accounting principles generally accepted in the United States of America ("U.S."). Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP") have been condensed or omitted pursuant to such rules and regulations. In our opinion, these financial statements include all adjustments (consisting only of normal recurring adjustments) necessary for the fair statement of the results for the interim periods. These financial statements should be read in conjunction with the financial statements included in our Annual Report for the year ended December 31, 2012, filed on Form 10-K with the SEC on March 8, 2013. The results of operations for the three and nine months ended September 30, 2013, are not necessarily indicative of the results to be expected for the full year. Unless the context otherwise requires, all references to "Amkor," "we," "us," "our" or the "company" are to Amkor Technology, Inc. and our subsidiaries.

On July 31, 2013, we completed the purchase of Toshiba Electronics Malaysia Sdn. Bhd. The financial results of the entity have been included in our Consolidated Financial Statements from the date of acquisition (Note 3).

Use of Estimates. The Consolidated Financial Statements have been prepared in conformity with U.S. GAAP, using management's best estimates and judgments where appropriate. These estimates and judgments affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements. The estimates and judgments will also affect the reported amounts for certain revenues and expenses during the reporting period. Actual results could differ materially from these estimates and judgments.

2. New Accounting Standards

Recently Adopted Standards

In February 2013, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2013-02, *Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income (Topic 220)*. ASU 2013-02 requires an entity to provide information about the amounts reclassified out of accumulated other comprehensive income ("AOCI") by component. In addition, an entity is required to present, either on the face of the financial statements or in the notes, significant amounts reclassified out of AOCI by the respective line items of net income, but only if the amount reclassified is required to be reclassified in its entirety in the same reporting period. For amounts that are not required to be reclassified in their entirety to net income, an entity is required to cross-reference to other disclosures that provide additional details about those amounts. ASU 2013-02 does not change the current requirements for reporting net income or other comprehensive income in the financial statements. This ASU is effective for reporting periods beginning after December 15, 2012. ASU 2013-02 was adopted on January 1, 2013 and did not have a significant impact on our financial statements.

Recently Issued Standards

In March 2013, the FASB issued ASU 2013-04, *Obligations Resulting from Joint and Several Liability Arrangements for Which the Total Amount of the Obligation Is Fixed at the Reporting Date (Topic 405)*. ASU 2013-04 provides guidance for the recognition, measurement and disclosure of obligations resulting from joint and several liability arrangements for which the total amount of the obligation is fixed at the reporting date, except for obligations addressed within existing guidance in U.S. GAAP. The guidance requires an entity to measure those obligations as the sum of the amount the reporting entity agreed to pay on the basis of its arrangement among its co-obligors and any additional amount the reporting entity expects to pay on behalf of its co-obligors. The guidance in ASU 2013-04 also requires an entity to disclose the nature and amount of the obligation as well as other information about those obligations. This ASU is effective for reporting periods beginning after December 15, 2013. ASU 2013-04 is not expected to have a significant effect on our financial statements.

AMKOR TECHNOLOGY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Unaudited)

In March 2013, the FASB issued ASU 2013-05, *Parent's Accounting for the Cumulative Translation Adjustment upon Derecognition of Certain Subsidiaries or Groups of Assets within a Foreign Entity or of an Investment in a Foreign Entity (Topic 830)*. ASU 2013-05 provides guidance to resolve the diversity in practice regarding the release into net income of the cumulative translation adjustment when a company sells or ceases to hold a controlling interest in a subsidiary or group of assets within a foreign entity. This ASU is effective for reporting periods beginning after December 15, 2013. ASU 2013-05 may affect our financial statements to the extent we sell or cease to hold a controlling interest in subsidiaries or groups of assets within a foreign entity.

In July 2013, the FASB issued ASU 2013-11, *Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists (Topic 740)*. ASU 2013-11 requires that unrecognized tax benefits be presented in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward, except in certain circumstances. When those circumstances exist, the unrecognized tax benefit should be presented in the financial statements as a liability and should not be combined with deferred tax assets. This ASU is effective for reporting periods beginning after December 15, 2013. ASU 2013-11 is not expected to have a significant impact on our financial statement presentation.

3. Business Acquisitions

On July 31, 2013, we completed the purchase of 100% of the shares of Toshiba Electronics Malaysia Sdn. Bhd., Toshiba's power discrete semiconductor packaging and test operation in Malaysia, and subsequently changed the name of the entity to Amkor Technology Malaysia Sdn. Bhd. The total price for the shares was \$61.9 million, based on the estimated net asset value at closing. The price for the shares is subject to adjustment to the extent the actual net asset value at closing was more or less than the estimate. We paid \$42.4 million in cash at closing and are obligated to pay the remaining \$19.5 million by March 31, 2014. We were also granted a non-exclusive, royalty bearing license by Toshiba to certain intellectual property rights for providing packaging and test services for power discrete and certain other semiconductor products. The license has a royalty cap of ¥1.5 billion (approximately \$15 million). Under the purchase method of accounting, we allocated the purchase price to the assets acquired and liabilities assumed based on their estimated fair values on the date of acquisition. We did not record any goodwill as a result of the acquisition.

4. Share-Based Compensation Plans

The following table presents share-based compensation expense attributable to stock options and restricted shares.

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2013	2012	2013	2012
	(In thousands)			
Stock options	\$ 243	\$ 251	\$ 498	\$ 908
Restricted shares	640	360	1,567	1,140
Total share-based compensation expense	\$ 883	\$ 611	\$ 2,065	\$ 2,048

The following table presents share-based compensation expense as included in the Consolidated Statements of Income:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2013	2012	2013	2012
	(In thousands)			
Selling, general and administrative	\$ 769	\$ 532	1,800	1,783
Research and development	114	79	265	265
Total share-based compensation expense	\$ 883	\$ 611	\$ 2,065	\$ 2,048

There is no corresponding deferred income tax benefit for stock options or restricted shares.

AMKOR TECHNOLOGY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Unaudited)

Stock Options

The following table summarizes our stock option activity for the nine months ended September 30, 2013:

	Number of Shares (In thousands)	Weighted Average Exercise Price Per Share	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value (In thousands)
Outstanding at December 31, 2012	4,893	\$ 9.52		
Granted	2,045	4.37		
Exercised	—	—		
Forfeited or expired	(1,973)	11.73		
Outstanding at September 30, 2013	4,965	\$ 6.51	5.85	\$ 69
Fully vested at September 30, 2013 and expected to vest thereafter	4,922	\$ 6.53	5.82	\$ 69
Exercisable at September 30, 2013	2,820	\$ 8.12	2.91	\$ 52

The following assumptions were used to calculate weighted average fair values of the options granted in the three and nine months ended September 30, 2013 and 2012:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2013	2012	2013	2012
Expected life (in years)	6.1	6.0	6.2	6.0
Risk-free interest rate	2.2%	1.0%	1.7%	1.0%
Volatility	60%	65%	60%	65%
Dividend yield	—	—	—	—
Weighted average grant date fair value per option granted	\$ 2.44	\$ 2.68	\$ 2.48	\$ 2.68

The intrinsic value of options exercised for the three and nine months ended September 30, 2012, was less than \$0.1 million and \$0.1 million, respectively. For the nine months ended September 30, 2012, cash received under all share-based payment arrangements was \$0.2 million. The related cash receipts are included in financing activities in the accompanying Condensed Consolidated Statements of Cash Flows. Total unrecognized compensation expense from stock options, net of a forfeiture estimate, was approximately \$4.9 million as of September 30, 2013, which is expected to be recognized over a weighted-average period of 3.6 years beginning October 1, 2013. To the extent the actual forfeiture rate is different than what we have anticipated, share-based compensation expense related to these options will be different from our expectations.

AMKOR TECHNOLOGY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Unaudited)

Restricted Shares

The following table summarizes our restricted share activity for the nine months ended September 30, 2013:

	Number of Shares (In thousands)	Weighted Average Grant-Date Fair Value (Per share)
Nonvested at December 31, 2012	816	\$ 5.61
Awards granted	750	4.50
Awards vested	(141)	7.13
Awards forfeited	(95)	4.80
Nonvested at September 30, 2013	1,330	\$ 4.88

The fair value of shares vested during the nine months ended September 30, 2013, was \$0.6 million.

Unrecognized compensation cost, net of a forfeiture estimate, was \$5.0 million as of September 30, 2013, which is expected to be recognized over a weighted average period of approximately 3.1 years beginning October 1, 2013. To the extent that the actual forfeiture rate is different than what we have anticipated, the share-based compensation expense related to these awards will be different from our expectations.

5. Income Taxes

Our income tax expense of \$12.2 million for the three months ended September 30, 2013, primarily reflects \$6.6 million of expense related to income taxes at certain of our foreign operations and foreign withholding taxes, \$2.8 million of expense for the revaluation of certain deferred taxes resulting from the approval of a tax incentive in Korea and a \$2.8 million addition to our unrecognized tax benefits related to the characterization of a deduction in a foreign jurisdiction. Our income tax expense also reflects income taxed in foreign jurisdictions where we benefit from tax holidays.

Our income tax expense of \$6.0 million for the nine months ended September 30, 2013, primarily reflects \$16.2 million of expense related to income taxes at certain of our foreign operations and foreign withholding taxes, \$2.8 million of expense for the revaluation of certain deferred taxes resulting from the approval of a tax incentive in Korea and a \$2.8 million addition to our unrecognized tax benefits related to the characterization of a deduction in a foreign jurisdiction. These income tax expense items were partially offset by a \$9.2 million benefit for the reversal of a deferred tax liability associated with the undistributed earnings from our investment in J-Devices Corporation ("J-Devices") and by a \$6.6 million release of a valuation allowance on deferred tax assets at one of our foreign jurisdictions.

At September 30, 2013, we had U.S. net operating loss carryforwards totaling \$341.3 million, which expire at various times through 2033. Additionally, at September 30, 2013, we had \$40.2 million of non-U.S. net operating loss carryforwards, which expire at various times through 2019.

We maintain a valuation allowance on all of our U.S. net deferred tax assets, including our net operating loss carryforwards. We also have valuation allowances on deferred tax assets in certain foreign jurisdictions. Such valuation allowances are released as the related tax benefits are realized or when sufficient net positive evidence exists to conclude that it is more likely than not that the deferred tax assets will be realized.

Our gross unrecognized tax benefits increased from \$8.2 million at December 31, 2012, to \$11.9 million as of September 30, 2013, primarily because of a \$1.6 million addition related to the application of a law change in a foreign jurisdiction, a \$2.8 million addition related to the characterization of a deduction in a foreign jurisdiction and a \$0.8 million addition related to revenue attribution in a foreign jurisdiction. The additions were partially offset by \$1.5 million of net reductions related to the settlement of contested prior year deductions in a foreign jurisdiction. At September 30, 2013, all of our unrecognized tax benefits would reduce our effective tax rate, if recognized. Our unrecognized tax benefits are subject to change as

[Table of Contents](#)

AMKOR TECHNOLOGY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Unaudited)

examinations of tax years are completed. Tax return examinations involve uncertainties, and there can be no assurances that the outcome of examinations will be favorable.

6. Earnings Per Share

Basic earnings per share (“EPS”) is computed by dividing net income attributable to Amkor common shareholders by the weighted average number of common shares outstanding during the period. The weighted average number of common shares outstanding includes restricted shares held by retirement eligible recipients and is reduced for treasury stock. Unvested share-based compensation awards that contain nonforfeitable rights to dividends or dividend equivalents are considered participating securities and are included in the computation of EPS pursuant to the two-class method. We grant restricted shares which entitle recipients to voting and nonforfeitable dividend rights from the date of grant. As a result, we have applied the two-class method to determine EPS.

Diluted EPS is computed on the basis of the weighted average number of shares of common stock plus the effect of dilutive potential common shares outstanding during the period. Dilutive potential common shares include outstanding stock options, unvested restricted shares and convertible debt. The following table summarizes the computation of basic and diluted EPS:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2013	2012	2013	2012
	(In thousands, except per share data)			
Net income attributable to Amkor	\$ 25,349	\$ 22,317	\$ 68,458	\$ 34,672
Income allocated to participating securities	(155)	(55)	(511)	(81)
Net income available to Amkor common stockholders	25,194	22,262	67,947	34,591
Adjustment for dilutive securities on net income:				
Net income reallocated to participating securities	7	55	78	81
Interest on 6.0% convertible notes due 2014, net of tax	907	4,026	8,533	12,077
Net income attributable to Amkor — diluted	\$ 26,108	\$ 26,343	\$ 76,558	\$ 46,749
Weighted average shares outstanding — basic	216,499	154,365	176,839	162,699
Effect of dilutive securities:				
Stock options and restricted share awards	12	37	13	74
6.0% convertible notes due 2014	18,632	82,658	58,267	82,658
Weighted average shares outstanding — diluted	235,143	237,060	235,119	245,431
Net income attributable to Amkor per common share:				
Basic	\$ 0.12	\$ 0.14	\$ 0.38	\$ 0.21
Diluted	0.11	0.11	0.33	0.19

The following table summarizes the potential shares of common stock that were excluded from diluted EPS, because the effect of including these potential shares was antidilutive:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2013	2012	2013	2012
	(In thousands)			
Stock options and restricted share awards	4,951	4,856	5,152	4,597

AMKOR TECHNOLOGY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Unaudited)

7. Equity and Accumulated Other Comprehensive Income

The following table reflects the changes in equity attributable to both Amkor and the noncontrolling interests:

	Attributable to Amkor	Attributable to Noncontrolling Interests	Total
(In thousands)			
Equity at December 31, 2012	\$ 657,955	\$ 8,839	\$ 666,794
Net income	68,458	1,641	70,099
Other comprehensive loss	(4,401)	—	(4,401)
Treasury stock acquired through surrender of shares for tax withholding	(234)	—	(234)
Share-based compensation expense	2,065	—	2,065
Exchange of debt for common stock	195,034	—	195,034
Equity at September 30, 2013	<u>\$ 918,877</u>	<u>\$ 10,480</u>	<u>\$ 929,357</u>

	Attributable to Amkor	Attributable to Noncontrolling Interests	Total
(In thousands)			
Equity at December 31, 2011	\$ 693,266	\$ 7,955	\$ 701,221
Net income	34,672	358	35,030
Other comprehensive income	1,706	—	1,706
Issuance of stock through employee share-based compensation plans	181	—	181
Treasury stock acquired through surrender of shares for tax withholding	(546)	—	(546)
Share-based compensation expense	2,048	—	2,048
Repurchase of common stock	(79,814)	—	(79,814)
Equity at September 30, 2012	<u>\$ 651,513</u>	<u>\$ 8,313</u>	<u>\$ 659,826</u>

The following table reflects the changes in accumulated other comprehensive income, net of tax:

	Defined Benefit Pension	Foreign Currency	Total
(In thousands)			
Accumulated other comprehensive (loss) income at December 31, 2012	\$ (5,373)	\$ 16,614	\$ 11,241
Other comprehensive income (loss) before reclassifications	4,120	(8,812)	(4,692)
Amounts reclassified from accumulated other comprehensive (loss) income	291	—	291
Other comprehensive income (loss)	4,411	(8,812)	(4,401)
Accumulated other comprehensive (loss) income at September 30, 2013	<u>\$ (962)</u>	<u>\$ 7,802</u>	<u>\$ 6,840</u>

[Table of Contents](#)

AMKOR TECHNOLOGY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Unaudited)

	Defined Benefit		Total
	Pension	Foreign Currency	
(In thousands)			
Accumulated other comprehensive (loss) income at December 31, 2011	\$ (10,510)	\$ 21,359	\$ 10,849
Other comprehensive income before reclassifications	1,294	104	1,398
Amounts reclassified from accumulated other comprehensive (loss) income	308	—	308
Other comprehensive income	1,602	104	1,706
Accumulated other comprehensive (loss) income at September 30, 2012	\$ (8,908)	\$ 21,463	\$ 12,555

Amounts reclassified out of accumulated other comprehensive income are included as a component of net periodic pension cost (Note 14).

8. Inventories

Inventories consist of the following:

	September 30, 2013	December 31, 2012
	(In thousands)	
Raw materials and purchased components	\$ 162,545	\$ 166,691
Work-in-process	60,118	60,748
Total inventories	\$ 222,663	\$ 227,439

9. Property, Plant and Equipment

Property, plant and equipment consist of the following:

	September 30, 2013	December 31, 2012
	(In thousands)	
Land	\$ 103,992	\$ 106,338
Land use rights	26,845	19,945
Buildings and improvements	897,495	904,919
Machinery and equipment	3,590,226	3,332,855
Software and computer equipment	194,535	191,132
Furniture, fixtures and other equipment	17,459	19,194
Construction in progress	34,901	24,670
	4,865,453	4,599,053
Less accumulated depreciation and amortization	(2,918,005)	(2,779,084)
Total property, plant and equipment, net	\$ 1,947,448	\$ 1,819,969

In January 2013, we sold office space and land located in Chandler, Arizona for \$22.8 million, net of selling costs of \$1.2 million.

[Table of Contents](#)

AMKOR TECHNOLOGY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Unaudited)

The following table presents depreciation expense as included in the Consolidated Statements of Income:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2013	2012	2013	2012
	(In thousands)			
Cost of sales	\$ 97,648	\$ 85,172	\$ 277,621	\$ 247,160
Selling, general and administrative	3,672	4,670	11,667	15,066
Research and development	3,914	2,889	10,023	7,666
Total depreciation expense	<u>\$ 105,234</u>	<u>\$ 92,731</u>	<u>\$ 299,311</u>	<u>\$ 269,892</u>

The following table reconciles our activity related to property, plant and equipment additions as presented on the Consolidated Balance Sheets to purchases of property, plant and equipment as presented on the Condensed Consolidated Statements of Cash Flows:

	For the Nine Months Ended September 30,	
	2013	2012
	(In thousands)	
Property, plant and equipment additions	\$ 380,179	\$ 446,767
Net change in related accounts payable and deposits	21,825	(66,423)
Purchases of property, plant and equipment	<u>\$ 402,004</u>	<u>\$ 380,344</u>

In February 2013, we entered into an agreement for the purchase of land for a factory and research and development center in Korea. The agreement to purchase the land for the facility is subject to our compliance with various construction, investment, hiring, regulatory and other requirements. We made a non-refundable deposit of ₩10.9 billion (\$10 million) at signing, a deposit of ₩43.4 billion (\$39 million) in the three months ended September 30, 2013 and have one remaining payment of ₩54.2 billion (approximately \$51 million) due during the three months ending December 31, 2013. As of September 30, 2013, the deposits are recorded in other assets on our Consolidated Balance Sheets.

10. Intangible Assets

Intangibles as of September 30, 2013, consist of the following:

	Gross	Accumulated Amortization	Net
	(In thousands)		
Patents and technology rights	\$ 22,361	\$ (18,861)	\$ 3,500
Customer relationships	8,000	(7,442)	558
Total intangibles	<u>\$ 30,361</u>	<u>\$ (26,303)</u>	<u>\$ 4,058</u>

Intangibles as of December 31, 2012, consist of the following:

	Gross	Accumulated Amortization	Net
	(In thousands)		
Patents and technology rights	\$ 22,169	\$ (19,636)	\$ 2,533
Customer relationships	8,000	(5,767)	2,233
Total intangibles	<u>\$ 30,169</u>	<u>\$ (25,403)</u>	<u>\$ 4,766</u>

[Table of Contents](#)

AMKOR TECHNOLOGY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Unaudited)

Amortization of identifiable intangible assets for the three and nine months ended September 30, 2013, was \$1.0 million and \$2.7 million, respectively. Amortization of identifiable intangible assets for the three and nine months ended September 30, 2012, was \$1.0 million and \$3.0 million, respectively. Based on the amortizing assets recognized in our balance sheet at September 30, 2013, amortization for each of the next five years is estimated as follows:

	Amortization (In thousands)
2013 remaining	\$ 928
2014	1,022
2015	731
2016	513
2017	477
Thereafter	387
Total amortization	<u>\$ 4,058</u>

11. Investments

Investments consist of the following:

	September 30, 2013		December 31, 2012	
	Carrying Value (In thousands)	Ownership Percentage	Carrying Value (In thousands)	Ownership Percentage
Investment in unconsolidated affiliate	<u>\$ 105,097</u>	<u>60.0%</u>	<u>\$ 38,690</u>	<u>30.0%</u>

J-Devices Corporation

In October 2009, Amkor and Toshiba Corporation (“Toshiba”) invested in Nakaya Microdevices Corporation (“NMD”) and formed a joint venture to provide semiconductor packaging and test services in Japan. As a result of the transaction, NMD changed its name to J-Devices Corporation. In April 2013, we completed the exercise of our option to increase our ownership interest in J-Devices from 30% to 60% for an aggregate purchase price of ¥6.7 billion (\$67.4 million). J-Devices is now owned 60% by Amkor, 34% by the former shareholders of NMD and 6% by Toshiba.

At September 30, 2013, our investment includes our 60% equity interest and options to acquire additional equity interests. The options are exercisable at our discretion and permit us to increase our ownership interest in J-Devices up to 66% in 2014 by purchasing shares owned by Toshiba and up to 80% in 2015 and thereafter by purchasing shares owned by the other shareholders. In 2014 and beyond, Toshiba has the option, at its discretion, to sell shares it owns to us. If we decline Toshiba's offer to sell their shares to us, then J-Devices shall have the obligation to purchase the shares. If J-Devices is unable to fulfill its obligation to purchase the shares offered by Toshiba, then we will be obligated to purchase the shares offered by Toshiba. The options in 2014 and 2015 become exercisable in the fourth quarter of such year, and if exercised, we would expect closing to occur in the first half of the following year, subject to regulatory approval. After we own 80% or more shares, the original shareholders of NMD have a put option which allows them to sell their shares to us. The exercise price for all options is payable in cash and is determined using a formula based upon the net book value and a multiple of earnings before interest, taxes, depreciation and amortization of J-Devices.

The governance provisions currently applicable to J-Devices restrict our ability, even with our majority ownership, to cause J-Devices to take certain actions without the consent of the other investors. Accordingly, we account for our investment in J-Devices using the equity method of accounting. Under the equity method of accounting, we recognize our proportionate share of J-Devices' net income or loss, which is after J-Devices' income taxes in Japan, during each accounting period as a change in our investment in unconsolidated affiliate. In addition, we record equity method adjustments as a change in our investment in unconsolidated affiliate. Because our incremental proportionate share of J-Devices' equity exceeded the cost

[Table of Contents](#)

AMKOR TECHNOLOGY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Unaudited)

of our additional investment, these adjustments include the amortization of a \$5.1 million basis difference. For the three and nine months ended September 30, 2013, our equity in earnings in J-Devices, net of J-Devices' income taxes in Japan, was \$3.2 million and \$4.7 million, respectively. For the three and nine months ended September 30, 2012, our equity in earnings in J-Devices, net of J-Devices' income taxes in Japan, was \$2.5 million and \$5.4 million, respectively.

In conjunction with entering into the joint venture, one of our subsidiaries in Japan purchased packaging and test equipment from Toshiba and leased the equipment to J-Devices under an agreement which was accounted for as a direct financing lease. At the end of the lease in October 2012, J-Devices exercised an option to purchase the remaining packaging and test equipment for ¥761.4 million. In January 2013, we received payment of ¥761.4 million (\$8.8 million) for the purchased equipment.

12. Accrued Expenses

Accrued expenses consist of the following:

	September 30, 2013	December 31, 2012
	(In thousands)	
Payroll and benefits	\$ 79,570	\$ 56,651
Deferred revenue and customer advances	52,968	52,773
Accrued interest	44,275	19,048
Accrued royalties (Note 17)	43,324	33,324
Acquisition payable (Note 3)	19,459	—
Accrued severance plan obligations (Note 14)	10,411	9,516
Income taxes payable	8,549	8,341
Other accrued expenses	32,287	33,311
Total accrued expenses	\$ 290,843	\$ 212,964

Accrued royalties relate to our estimate of royalties due as a result of our pending patent license arbitration (Note 17).

AMKOR TECHNOLOGY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Unaudited)

13. Debt

Following is a summary of short-term borrowings and long-term debt:

	September 30, 2013	December 31, 2012
(In thousands)		
Debt of Amkor Technology, Inc.:		
Senior secured credit facilities:		
\$150 million revolving credit facility, LIBOR plus 1.5%-2.25%, due June 2017	\$ —	\$ —
Senior notes:		
7.375% Senior notes, due May 2018	345,000	345,000
6.625% Senior notes, due June 2021, \$75 million related party	400,000	400,000
6.375% Senior notes, due October 2022 (1)	525,000	300,000
Senior subordinated notes:		
6.0% Convertible senior subordinated notes (2)	56,350	250,000
Debt of subsidiaries:		
Amkor Technology Korea, Inc.:		
\$41 million revolving credit facility, foreign currency funding-linked base rate plus 2.00%, due June 2016 (3)	—	—
Term loan, foreign currency funding-linked base rate plus 2.30%, due March 2015	100,000	100,000
Term loan, LIBOR plus 3.80%, due June 2016 (4)	10,000	—
Term loan, LIBOR plus 3.90% or 3.94%, due July 2017	150,000	137,000
Term loan, foreign currency funding-linked base rate plus 1.75%, due September 2017 (5)	10,000	—
Term loan, LIBOR plus 3.70%, due December 2019 (6)	48,000	13,000
Other:		
Revolving credit facility, TAIFX plus a bank-determined spread, due April 2015 (Taiwan) (7)	—	—
	1,644,350	1,545,000
Add: Unamortized premium (1)	6,527	—
Less: Short-term borrowings and current portion of long-term debt	(56,350)	—
Long-term debt (including related party)	\$ 1,594,527	\$ 1,545,000

(1) In September 2012, ATI issued \$300.0 million of 6.375% Senior Notes due October 2022 (the “2022 Notes”). The 2022 Notes were issued at par and are senior unsecured obligations. Interest is payable semi-annually on April 1 and October 1 of each year, and commenced April 1, 2013. In May 2013, we issued an additional \$225.0 million of 6.375% Senior Notes due October 2022 (the “Additional 2022 Notes”) under the same terms as the 2022 Notes. The Additional 2022 Notes were issued at a premium of 103% or \$6.8 million. The net proceeds from the issuance of the Additional 2022 Notes were designated for general corporate purposes. We incurred \$3.4 million of debt issuance costs associated with the Additional 2022 Notes.

(2) In April 2009, we issued \$250 million of our 6.0% Convertible Senior Subordinated Notes due April 2014 (the “2014 Notes”). The 2014 Notes are convertible at any time prior to the maturity date into our common stock at a price of approximately \$3.02 per share, subject to adjustment. The 2014 Notes are subordinated to the prior payment in full of all of our senior debt. The 2014 Notes were purchased by certain qualified institutional buyers and an entity controlled by Mr. James J. Kim, our Executive Chairman of the Board of Directors. Mr. Kim's affiliate

AMKOR TECHNOLOGY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Unaudited)

purchased \$150.0 million of the 2014 Notes. In June 2013, we completed a tender offer for the 2014 Notes and exchanged \$193.7 million of the 2014 Notes, including the \$150.0 million held by Mr. Kim's affiliate, for an aggregate 64.0 million shares of our common stock and a cash payment of \$11.6 million. The cash payment was equivalent to the remaining coupons for the tendered notes and was recorded as a charge in our Consolidated Statements of Income for the nine months ended September 30, 2013.

- (3) In June 2012, Amkor Technology Korea, Inc., a Korean subsidiary ("ATK") entered into a \$41.0 million revolving credit facility with a Korean Bank with a term of 12 months. Principal is payable upon maturity and interest is paid monthly. The loan is collateralized with substantially all the land, factories and equipment at our ATK facilities. In June 2013, the facility was amended by extending the term by three years to June 2016. The facility now bears interest at the foreign currency funding-linked base rate plus 2.00% (4.13% as of September 30, 2013). As of September 30, 2013, \$41.0 million was available to be borrowed for general working capital purposes.
- (4) In April 2013, ATK entered into a loan agreement with a Korean bank pursuant to which ATK may borrow up to \$150.0 million for a term of three years. The loan is collateralized by substantially all the land, factories and equipment located at our ATK facilities. Principal is payable at maturity. Interest is due quarterly beginning three months after the first draw down date. Interest is payable at a rate of LIBOR plus 3.80% (4.07% as of September 30, 2013). As of September 30, 2013, \$140.0 million was available to be borrowed for general working capital purposes and the repayment of inter-company debt.
- (5) In March 2013, ATK entered into a loan agreement with a Korean bank pursuant to which ATK may borrow up to \$150.0 million for a term of four and a half years. The loan is collateralized by substantially all the land, factories and equipment located at our ATK facilities. Principal is payable in quarterly installments of \$5.0 million starting in December 2014, with the remaining balance due at maturity. Interest is paid quarterly, at a foreign currency funding-linked base rate plus 1.75% (3.96% as of September 30, 2013). As of September 30, 2013, \$140.0 million was available to be borrowed for capital expenditures.
- (6) In November 2012, ATK entered into a loan agreement with a Korean Bank pursuant to which ATK may borrow up to \$100.0 million by November 2013 for a term of seven years. The loan is collateralized by substantially all the land, factories and equipment located at our ATK facilities. Principal is payable upon maturity. Interest is payable quarterly in arrears, at LIBOR plus 3.70% (3.97% as of September 30, 2013). As of September 30, 2013, \$52.0 million was available to be borrowed for capital expenditures.
- (7) In September 2012, Amkor Technology Taiwan Ltd, a subsidiary in Taiwan, entered into a revolving credit facility. The credit facility bears interest at the Taipei Foreign Exchange ("TAIFX") six month U.S. dollar rate plus a bank-determined spread. Availability under the revolving credit facility was originally \$44.0 million and subsequent availability steps down \$5.0 million every six months from the original available balance. Principal is payable at maturity. As of September 30, 2013, \$34.0 million was available to be drawn for general corporate purposes and capital expenditures.

The debt of Amkor Technology, Inc. is structurally subordinated in right of payment to all existing and future debt and other liabilities of our subsidiaries. Our collateralized bank debt agreements and the indentures governing our senior and senior subordinated notes contain a number of affirmative and negative covenants which could restrict our operations. We were in compliance with all of our covenants as of September 30, 2013.

AMKOR TECHNOLOGY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Unaudited)

14. Pension and Severance Plans

Foreign Defined Benefit Pension Plans

Our subsidiaries in Japan, Malaysia, the Philippines and Taiwan sponsor defined benefit pension plans that cover substantially all of their respective employees who are not covered by statutory plans. Charges to expense are based upon actuarial analyses. The components of net periodic pension cost for these defined benefit plans are as follows:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2013	2012	2013	2012
(In thousands)				
Components of net periodic pension cost and total pension expense:				
Service cost	\$ 1,500	\$ 1,561	\$ 4,373	\$ 4,789
Interest cost	842	817	2,363	2,439
Expected return on plan assets	(852)	(800)	(2,646)	(2,370)
Amortization of transition obligation	3	2	7	6
Amortization of prior service cost	50	54	148	179
Recognized actuarial loss	33	51	99	154
Net periodic pension cost	1,576	1,685	4,344	5,197
Curtailement (gain) loss	(148)	—	(148)	1,089
Settlement gain	(209)	—	(209)	(100)
Total pension expense	<u>\$ 1,219</u>	<u>\$ 1,685</u>	<u>\$ 3,987</u>	<u>\$ 6,186</u>

During the nine months ended September 30, 2012, we recognized net curtailment and settlement losses of \$1.0 million, resulting from the remeasurement of our defined benefit plan in Japan due to reductions in workforce (Note 19).

For the three and nine months ended September 30, 2013, we contributed \$0.1 million and \$0.3 million to the defined benefit pension plans, respectively. We expect to contribute approximately \$2.5 million to the pension plans during the remainder of 2013. For the three and nine months ended September 30, 2012, we contributed \$0.1 million and \$0.3 million to the defined benefit pension plans, respectively.

Korean Severance Plan

Our subsidiary in Korea participates in an accrued severance plan that covers employees with at least one year of service. To the extent eligible employees are terminated, our subsidiary in Korea would be required to make lump-sum severance payments on behalf of these eligible employees based on their length of service, seniority and rate of pay at the time of termination. Accrued severance benefits are estimated assuming all eligible employees were to terminate their employment at the balance sheet date. Our contributions to the National Pension Plan of the Republic of Korea are deducted from accrued severance benefit liabilities.

[Table of Contents](#)

AMKOR TECHNOLOGY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Unaudited)

The provision recorded for severance benefits for the three and nine months ended September 30, 2013, was \$6.9 million and \$19.8 million, respectively. The provision recorded for severance benefits for the three and nine months ended September 30, 2012, was \$7.0 million and \$14.6 million, respectively. The balance of our Korean severance obligation consists of the following:

	September 30, 2013	December 31, 2012
	(In thousands)	
Current (Accrued expenses)	\$ 10,411	\$ 9,516
Non-current (Pension and severance obligations)	127,590	116,997
Total Korean severance obligation	\$ 138,001	\$ 126,513

15. Treasury Stock

Stock Repurchase Program

Our Board of Directors previously authorized the repurchase of up to \$300.0 million of our common stock, exclusive of any fees, commissions or other expenses. The purchase of stock under the program may be made in the open market or through privately negotiated transactions. Since inception of the program, we have purchased a total of 45.0 million shares at an aggregate purchase price of \$208.4 million, net of \$0.9 million of commissions. The timing, manner, price and amount of any repurchases will be determined by us at our discretion and will depend upon a variety of factors including economic and market conditions, the cash needs and investment opportunities for the business, price, applicable legal requirements and other factors. Our stock repurchase program has been and is expected to be funded with available cash and may be suspended or discontinued at any time.

During the three and nine months ended September 30, 2013, we made no purchases under the stock repurchase program. During the three and nine months ended September 30, 2012, we purchased 8.4 million and 16.5 million shares of common stock for an aggregate purchase price of \$41.8 million and \$79.5 million, respectively, net of \$0.2 million and \$0.3 million of commissions, respectively, for an average price of \$4.99 and \$4.83, respectively. At September 30, 2013, there were no unsettled shares, and there was approximately \$91.6 million available to repurchase common stock pursuant to the stock repurchase program.

16. Fair Value Measurements

The accounting framework for determining fair value includes a hierarchy for ranking the quality and reliability of the information used to measure fair value, which enables the reader of the financial statements to assess the inputs used to develop those measurements. The fair value hierarchy consists of three tiers as follows: Level 1, defined as quoted market prices in active markets for identical assets or liabilities; Level 2, defined as inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, model-based valuation techniques for which all significant assumptions are observable in the market or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities and Level 3, defined as unobservable inputs that are not corroborated by market data.

Our assets and liabilities recorded at fair value on a recurring basis include cash equivalent money market funds, restricted cash money market funds and foreign currency forward contracts. Cash equivalent money market funds and restricted cash money market funds are invested in U.S. money market funds and various U.S. and foreign bank operating and time deposit accounts, which are due on demand or carry a maturity date of less than three months when purchased. No restrictions have been imposed on us regarding withdrawal of balances with respect to our cash equivalents as a result of liquidity or other credit market issues affecting the money market funds we invest in or the counterparty financial institutions holding our deposits. Money market funds are valued using quoted market prices in active markets for identical assets.

[Table of Contents](#)

AMKOR TECHNOLOGY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Unaudited)

Our forward contracts are not traded on an exchange and are therefore valued using conventional calculations or models that are primarily based on observable inputs such as foreign currency exchange rates. During the nine months ended September 30, 2013, we entered into foreign currency forward contracts to serve as an economic hedge for the payments related to the agreement to purchase land in Korea (see Note 9). The forward contracts are not designated as hedges for accounting purposes and changes in the fair value of these forward contracts are recorded immediately in earnings in foreign currency (gain) loss, net in our Consolidated Statements of Income. In August 2013, we settled one forward contract, with a notional amount of \$39.5 million. The total notional value for the remaining forward contracts was \$49.2 million. The fair value of the forward contracts at September 30, 2013, was recorded as an asset of \$1.2 million in other current assets in our Consolidated Balance Sheets.

We also measure certain assets and liabilities, including property, plant and equipment, intangible assets and J-Devices, at fair value on a nonrecurring basis. For the three and nine months ended September 30, 2013 and 2012, such measurements included the consideration of third party valuation reports based on a combination of market and cost approach valuation techniques. The valuation reports contained various inputs including semiconductor industry data, replacement costs, price lists and general information regarding the assets being evaluated. Nonrecurring fair value measurements related to property, plant and equipment impairments reflect the fair value of the assets at the dates the impairments were taken during the period. Our fair value measurements consist of the following:

	September 30, 2013		December 31, 2012	
	(In thousands)			
Recurring fair value measurements:				
Assets:				
Cash equivalent money market funds (Level 1)	\$	322,866	\$	151,066
Restricted cash money market funds (Level 1)		2,681		2,680
Foreign currency forward contracts (Level 2)		1,167		—
Nonrecurring fair value measurements:				
Long-lived assets held for use or disposal (Level 3)	\$	1,055	\$	868
	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2013	2012	2013	2012
	(In thousands)			
Nonrecurring fair value measurements:				
Losses on long-lived assets held for use or disposal (Level 3)	\$	578	\$	250
	\$	1,446	\$	586

For the three and nine months ended September 30, 2013, impairment losses on property, plant and equipment of \$0.5 million and \$0.8 million, respectively, were recorded in research and development with the remainder recorded in cost of sales. For the three and nine months ended September 30, 2012, all impairment losses on property, plant and equipment were recorded as cost of sales.

We measure the fair value of our debt on a quarterly basis for disclosure purposes. The following table presents the fair value of financial instruments that are not recorded at fair value on a recurring basis:

AMKOR TECHNOLOGY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Unaudited)

	September 30, 2013		December 31, 2012	
	Fair Value	Carrying Value	Fair Value	Carrying Value
	(In thousands)			
Senior notes (Level 1)	\$ 1,262,938	\$ 1,276,527	\$ 1,061,945	\$ 1,045,000
Convertible senior subordinated notes (Level 1)	83,325	56,350	371,975	250,000
Term loans (Level 2)	302,698	318,000	269,200	250,000
Total debt	\$ 1,648,961	\$ 1,650,877	\$ 1,703,120	\$ 1,545,000

The estimated fair value of the debt is based primarily on quoted market prices reported on or near the respective balance sheet dates for our senior and senior subordinated notes. The estimated fair value for the debt of our subsidiaries was calculated using a discounted cash flow analysis, which utilized market based assumptions including bond and credit default swap indices and was adjusted for credit risk.

17. Commitments and Contingencies

We have a letter of credit sub-facility of \$25.0 million under our \$150.0 million senior secured revolving credit facility that matures in June 2017. As of September 30, 2013, we had \$0.3 million of standby letters of credit outstanding and had an additional \$24.7 million available for letters of credit. Such standby letters of credit are used in the ordinary course of our business and are collateralized by our cash balances.

We generally warrant that our services will be performed in a professional and workmanlike manner and in compliance with our customers' specifications. We accrue costs for known warranty issues. Historically, our warranty costs have been immaterial.

Legal Proceedings

We are involved in claims and legal proceedings and may become involved in other legal matters arising in the ordinary course of our business. We evaluate these claims and legal matters on a case-by-case basis to make a determination as to the impact, if any, on our business, liquidity, results of operations, financial condition or cash flows. Except as indicated below, we believe that the ultimate outcome of these claims and proceedings, individually and in the aggregate, will not have a material adverse impact to us. Our evaluation of the potential impact of these claims and legal proceedings on our business, liquidity, results of operations, financial condition or cash flows could change in the future.

In accordance with the accounting guidance for loss contingencies, including legal proceedings, lawsuits, pending claims and other legal matters, we accrue for a loss contingency when we conclude that the likelihood of a loss is probable and the amount of the loss can be reasonably estimated. When the reasonable estimate of the loss is within a range of amounts, and no amount in the range constitutes a better estimate than any other amount, we accrue for the amount at the low end of the range. We adjust our accruals from time to time as we receive additional information, but the loss we incur may be significantly greater than or less than the amount we have accrued. We disclose loss contingencies if there is at least a reasonable possibility that a loss has been incurred. Attorney fees related to legal matters are expensed as incurred.

Proceedings with Tessera, Inc.

Since March 2006, we have been involved in several proceedings with Tessera, Inc. ("Tessera") related to a license agreement (the "License Agreement") entered into in 1996 between Tessera and our predecessor. The proceedings generally involve disputes about whether or not Amkor owes Tessera royalties under the License Agreement with respect to certain packages and the termination of the License Agreement. The main proceeding that is pending is with the International Court of Arbitration of the International Chamber of Commerce (the "ICC") captioned Amkor Technology, Inc. v. Tessera, Inc. (the "2009 Tessera Arbitration"), which we initiated in August 2009. In that proceeding, the ICC arbitration panel issued partial awards and interim orders finding that royalties are due to Tessera with respect to certain asserted patents and packages and

[Table of Contents](#)

AMKOR TECHNOLOGY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Unaudited)

that the License Agreement was terminated by Tessera as of February 17, 2011. The arbitration panel reserved for later decision the issues of the amount of royalties and pre-judgment interest due, and the allocation of costs.

In July 2012, Tessera filed a complaint in the U.S. District Court for the District of Delaware. The complaint seeks injunctive relief and damages with respect to Amkor's alleged infringement of one of the U.S. patents that the arbitration panel found to be royalty bearing in the 2009 Tessera Arbitration. We strongly dispute Tessera's claims and intend to vigorously defend against them. However, the outcome of this matter is uncertain, and an adverse decision could have a material adverse effect on our results of operations, financial condition and cash flows.

In February 2013, Tessera publicly announced its intention to seek an amount in excess of \$150 million in the 2009 Tessera Arbitration. That same month, we filed a petition in the Superior Court for San Francisco County to vacate or correct a portion of the arbitration panel's interim order relating to the panel's authority to award royalties for the period after the termination of the License Agreement. The Superior Court has denied our request and we have appealed that decision to the California First District Court of Appeal.

In October 2013, the arbitration panel issued another interim order which included, among other things, some substantive findings concerning the calculation of royalties under the License Agreement.

We recorded a charge to cost of goods sold in 2012 of \$50.0 million representing our estimate of the low end of the range of possible royalties owed to Tessera and a charge of \$6.0 million for related interest due to date in respect of the 2009 Tessera Arbitration. As a result of the latest interim order, we estimate the possible range of royalties due to Tessera to be from \$60 million to \$115 million (excluding interest). Because we believe that no amount in the range constitutes a better estimate than any other amount within that range, we recorded a charge to cost of goods sold of \$10.0 million during the three months ended September 30, 2013, to increase our accrual for royalties to the low end of the range. Of the \$60.0 million of charges we have recognized for royalties, we paid \$16.7 million to Tessera in August 2012, plus related interest.

As of September 30, 2013, our accrual for royalties was \$43.3 million, and our estimate of the possible range of royalties due to Tessera (net of the royalties paid in August 2012) is from \$43.3 million to \$98.3 million. The ultimate amount of damages and interest is subject to determination by the arbitration panel based on a number of complex factors, including the panel's determination of which package families the patents apply to, whether those packages meet criteria previously laid out by the panel, overlaps among the packages, the final date through which royalties are applicable and other factors. The final award could be more than the amounts paid or recognized. We may record additional charges as information develops or upon the issuance of the final award. We expect to record our estimate of interest accruing with the passage of time.

Amkor Technology, Inc. v. Carsem (M) Sdn Bhd, Carsem Semiconductor Sdn Bhd, and Carsem Inc.

Since November 2003, we have been involved in several proceedings against Carsem (M) Sdn Bhd, Carsem Semiconductor Sdn Bhd, and Carsem Inc. (collectively "Carsem") in which we allege that with its Carsem Dual and Quad Flat No-Lead Packages, Carsem has infringed on one or more of our *MicroLeadFrame* packaging technology patent claims. We initiated the action with the U.S. International Trade Commission (the "ITC") in Washington, D.C. seeking, under Section 337 of the Tariff Act of 1930, an exclusion order barring the importation by Carsem of infringing products. We also filed a complaint against Carsem in the U.S. District Court for the Northern District of California, alleging patent infringement and seeking an injunction, damages and costs. This District Court action has been stayed pending resolution of the ITC case.

The ITC determined that certain Carsem Dual and Quad Flat No-Lead Packages infringe some patent claims of Amkor's U.S. Patent No. 6,433,277 (the "277 Patent") but that these infringed claims are invalid and, as a result, there is no violation of the Tariff Act. We appealed the ITC's ruling of invalidity for the claims of the 277 Patent to the U.S. Court of Appeals for the Federal Circuit (the "Federal Circuit").

In 2012, the Federal Circuit reversed the ITC's determination of invalidity on the 277 Patent, denied Carsem's petition for a rehearing and remanded the matter to the ITC for further proceedings consistent with its ruling.

AMKOR TECHNOLOGY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Unaudited)

On January 10, 2013, in response to Carsem, Inc.'s requests for reexamination of the 277 Patent, the United States Patent and Trademark Office issued an Office Action rejecting all of the 277 Patent claims as invalid. Amkor believes that all of the 277 Patent claims are valid and filed a response to the Office Action in March 2013 contesting this finding.

18. Business Segments

We have two reportable segments, packaging and test. Packaging and test are integral steps in the process of manufacturing semiconductor devices, and our customers may engage with us for both packaging and test services, or for packaging or test services individually. We have concluded that our packaging and test services constitute a group of similar services within each reportable segment.

The accounting policies for segment reporting are the same as those for our Consolidated Financial Statements as a whole. We evaluate our operating segments based on gross profit and gross property, plant and equipment. We do not specifically identify and allocate total assets by operating segment. Summarized financial information concerning reportable segments is shown in the following table. The "other" column includes corporate adjustments, gross property, plant and equipment of our corporate and sales offices and capital additions that do not directly support manufacturing operations, such as research and development and infrastructure projects.

	Packaging	Test	Other	Total
	(In thousands)			
Three months ended September 30, 2013				
Net sales	\$ 655,294	\$ 112,693	\$ —	\$ 767,987
Depreciation expense	67,357	30,291	—	97,648
Gross profit	105,366	35,642	—	141,008
Capital additions	39,927	37,370	19,758	97,055
Three months ended September 30, 2012				
Net sales	\$ 615,933	\$ 79,420	\$ —	\$ 695,353
Depreciation expense	60,493	24,679	—	85,172
Gross profit	96,550	20,237	—	116,787
Capital additions	63,982	92,737	16,698	173,417
Nine months ended September 30, 2013				
Net sales	\$ 1,895,462	\$ 306,113	\$ —	\$ 2,201,575
Depreciation expense	191,720	85,901	—	277,621
Gross profit	296,074	98,266	—	394,340
Capital additions	209,833	117,217	53,129	380,179
Nine months ended September 30, 2012				
Net sales	\$ 1,808,111	\$ 228,779	\$ —	\$ 2,036,890
Depreciation expense	177,294	69,866	—	247,160
Gross profit	251,851	59,237	—	311,088
Capital additions	184,836	176,966	84,965	446,767
Gross property, plant and equipment				
September 30, 2013	\$ 3,559,727	\$ 1,187,768	\$ 117,958	\$ 4,865,453
December 31, 2012	3,372,071	1,076,513	150,469	4,599,053

AMKOR TECHNOLOGY, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Unaudited)

19. Exit Activities and Reductions in Force

As part of our ongoing efforts to improve our manufacturing operations and manage costs, we regularly evaluate our staffing levels and facility requirements compared to business needs. The following table summarizes our exit activities and reduction in force initiatives associated with these efforts. “Charges” represents the initial charge related to the exit activity. “Cash Payments” consists of the utilization of “Charges.” “Non-cash Amounts” consists of asset impairments, pension plan curtailments and settlements and foreign currency adjustments.

	Employee Separation Costs
	(In thousands)
Accrual at December 31, 2012	\$ 1,607
Charges, net	8,083
Cash Payments	(10,061)
Non-cash Amounts	371
Accrual at September 30, 2013	\$ —

	Employee Separation Costs
	(In thousands)
Accrual at December 31, 2011	\$ —
Charges, net	7,160
Cash Payments	(6,209)
Non-cash Amounts	(951)
Accrual at September 30, 2012	\$ —

Reductions in Force

During the three and nine months ended September 30, 2013, we reduced our workforce through voluntary retirement and other workforce reduction programs. During the three months ended September 30, 2013, we recorded \$2.1 million in net charges for termination benefits, of which \$1.7 million and \$0.4 million were charged to cost of sales and selling, general and administrative expenses, respectively. During the nine months ended September 30, 2013, we recorded \$8.1 million in net charges for termination benefits, of which \$6.8 million, \$1.0 million and \$0.3 million were charged to cost of sales; selling, general and administrative expenses and research and development expenses, respectively. All amounts were paid as of September 30, 2013.

During the nine months ended September 30, 2012, we reduced our workforce at one of our manufacturing operations. We recorded \$7.2 million in charges for termination benefits including \$1.0 million in net curtailment and settlement charges, of which \$5.5 million, \$1.6 million and \$0.1 million were charged to cost of sales; selling, general and administrative expenses and research and development expenses, respectively. All amounts were paid as of December 31, 2012.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

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

Amkor is one of the world's leading providers of outsourced semiconductor packaging and test services. Packaging and test are integral steps in the process of manufacturing semiconductor devices. The semiconductor manufacturing process begins with the fabrication of individual transistors, or multiple transistors and other electronic elements combined into an integrated circuit (generally known as a "chip" or "die"), onto semiconductor material such as a silicon wafer. Each chip on the wafer is probe tested. The good chips are identified and the wafer is then separated into individual die. Each good die is then assembled into a package that typically encapsulates the die for protection and creates the electrical connections used to connect the package to a printed circuit board, module or other part of the electronic device. In some packages, chips are attached to a substrate or leadframe carrier through wirebonding or flip chip interconnects and then encased in a protective material. Or, for a wafer-level package, the electrical interconnections are created directly on the surface of the die (while the wafer is still intact) so that the chip may be attached directly to other parts of an electronic device without a substrate or leadframe. The packages are then tested using sophisticated equipment to ensure that each packaged chip meets its design and performance specifications. The test services we offer include probe testing and final testing.

Our packaging services are designed to meet application and chip specific requirements including the type of interconnect technology employed; size; thickness and electrical, mechanical and thermal performance. We are able to provide turnkey packaging and test services including semiconductor wafer bump, wafer probe, wafer backgrind, package design, packaging, test and drop shipment services.

Our business is impacted by market conditions in the semiconductor industry, which is cyclical by nature and impacted by broad economic factors, such as world-wide gross domestic product and consumer spending. Historical trends indicate there has been a strong correlation between world-wide gross domestic product levels, consumer spending and semiconductor industry cycles. The semiconductor industry has experienced significant and sometimes prolonged cyclical downturns in the past. We cannot predict the timing, strength or duration of any economic slowdown or subsequent economic recovery.

Our net sales, gross profit, operating income, cash flows, liquidity and capital resources have historically fluctuated significantly from quarter to quarter as a result of many factors, including the seasonality of our business, the cyclical nature of the semiconductor industry and other factors discussed in Part II, Item 1A of this Quarterly Report.

On July 31, 2013, we completed the purchase of 100% of the shares of Toshiba Electronics Malaysia Sdn. Bhd., Toshiba's power discrete semiconductor packaging and test operation in Malaysia. The financial results of the entity have been included in our Consolidated Financial Statements from the date of acquisition.

Our net sales increased \$72.6 million or 10.4% to \$768.0 million for the three months ended September 30, 2013, from \$695.4 million for the three months ended September 30, 2012. The increase was driven by a \$39.4 million or 6.4% increase in packaging net sales as well as a \$33.3 million or 41.9% increase in test net sales. The increases in packaging and test net sales were driven by strong demand for NAND memory, test and wafer-level processing services supporting mobile communications, as well as incremental business from our newly acquired power discrete business in Malaysia. These increases were partially offset by a decrease in net sales of packaging services related to products in the consumer end market.

Gross margin for the three months ended September 30, 2013, increased to 18.4% from 16.8% for the three months ended September 30, 2012. The increase was primarily driven by higher net sales of wafer-level processing, NAND memory and test services supporting mobile communications. Our gross margin for the three months ended September 30, 2013, was negatively impacted by a \$10.0 million charge to cost of sales relating to our pending patent license arbitration.

We operate in a capital intensive industry and have a significant level of debt. Servicing our current and future customers requires that we incur significant operating expenses and continue to make significant capital expenditures, which are generally made in advance of the related revenues and without any firm customer commitments. We fund our operations, including capital expenditures and debt service requirements, with cash flows from operations, existing cash and cash equivalents, borrowings under available credit facilities and proceeds from any additional financing. Maintaining an

[Table of Contents](#)

appropriate level of liquidity is important to our business and depends on, among other things, the performance of our business, our capital expenditure levels and our ability to repay debt out of our operating cash flows or proceeds from debt or equity financings.

Driven by continued customer demand for services supporting mobile communications products, our capital additions totaled \$380.2 million or 17.3% of net sales for the nine months ended September 30, 2013, compared to \$446.8 million or 21.9% of net sales for the nine months ended September 30, 2012. During the nine months ended September 30, 2013, 55.2% of our capital additions were made in packaging, 30.8% in test and 14.0% in research and development and infrastructure projects. During the nine months ended September 30, 2012, 41.4% of our capital additions were made in packaging, 39.6% in test and 19.0% in research and development and infrastructure projects.

Net cash provided by operating activities was \$375.2 million for the nine months ended September 30, 2013, compared to \$284.4 million for the nine months ended September 30, 2012. For the nine months ended September 30, 2013, we experienced negative free cash flow of \$26.8 million, primarily due to our capital purchases to support anticipated customer demand for packaging and test services related to mobile communications. We define free cash flow as net cash provided by operating activities less purchases of property, plant and equipment. Free cash flow is not defined by U.S. generally accepted accounting principles ("U.S. GAAP"), and a reconciliation of free cash flow to net cash provided by operating activities is set forth under the caption "Cash Flows" below.

[Table of Contents](#)

Results of Operations

The following table sets forth certain operating data as a percentage of net sales for the periods indicated:

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2013	2012	2013	2012
Net sales	100.0%	100.0%	100.0%	100.0%
Materials	39.0%	42.8%	41.0%	43.6%
Labor	14.1%	14.8%	14.3%	14.4%
Other manufacturing costs	28.5%	25.6%	26.8%	26.7%
Gross margin	18.4%	16.8%	17.9%	15.3%
Depreciation and amortization	13.8%	13.5%	13.7%	13.4%
Operating income	7.6%	7.8%	7.2%	5.4%
Income before income taxes	5.0%	4.6%	3.5%	2.2%
Net income attributable to Amkor	3.3%	3.2%	3.1%	1.7%

Net Sales

	For the Three Months Ended September 30,				For the Nine Months Ended September 30,			
	2013	2012	Change		2013	2012	Change	
(In thousands, except percentages)								
Net sales	\$ 767,987	\$ 695,353	\$ 72,634	10.4%	\$ 2,201,575	\$ 2,036,890	\$ 164,685	8.1%
Packaging net sales	655,294	615,933	39,361	6.4%	1,895,462	1,808,111	87,351	4.8%
Test net sales	112,693	79,420	33,273	41.9%	306,113	228,779	77,334	33.8%

Net Sales. Net sales in the three and nine months ended September 30, 2013, increased compared to the three and nine months ended September 30, 2012, as a result of higher net sales of our packaging and test services.

Packaging Net Sales. The increase in packaging net sales for the three and nine months ended September 30, 2013 was primarily driven by strong demand for NAND memory and wafer-level processing services supporting mobile communications along with incremental business from our newly acquired power discrete business in Malaysia. Our investments supporting mobile communications have continued to drive our growth in this end market. The increase in packaging net sales for the nine months ended September 30, 2013, was also attributable to high demand for our flip chip packaging services. These increases in net sales were partially offset by weakness in demand for products in the consumer end market, including gaming and home electronics. For the nine months ended September 30, 2013, our packaging net sales were also impacted by weakness in the computing end market as net sales in the prior year benefitted from incremental demand from customers whose supply chains were disrupted by the flooding in Thailand.

Packaging unit volume increased to 3.8 billion units during the three months ended September 30, 2013, compared to 2.2 billion units during the three months ended September 30, 2012. Packaging unit volume increased to 8.8 billion units during the nine months ended September 30, 2013, compared to 6.2 billion units during the nine months ended September 30, 2012. The increase for the three and nine months ended September 30, 2013, was primarily due to an increase in packaging services for discrete products from our newly acquired business in Malaysia, leadframe products and wafer-level processing services for mobile communications products.

Test Net Sales. The increase in test net sales in the three and nine months ended September 30, 2013 was primarily attributable to higher demand for test services for mobile communications and our continued investments in support of this end market as many of our mobile communications customers require turnkey packaging and test solutions.

[Table of Contents](#)

Cost of Sales

	For the Three Months Ended September 30,			For the Nine Months Ended September 30,				
	2013	2012	Change	2013	2012	Change		
(In thousands, except percentages)								
Cost of sales	\$ 626,979	\$ 578,566	\$ 48,413	8.4%	\$ 1,807,235	\$ 1,725,802	\$ 81,433	4.7%

Our cost of sales consists principally of materials, labor, depreciation and manufacturing overhead. Since a substantial portion of the costs at our factories is fixed, relatively modest increases or decreases in capacity utilization rates can have a significant effect on our gross margin.

Material costs as a percentage of net sales decreased to 39.0% and 41.0% for the three and nine months ended September 30, 2013, respectively, from 42.8% and 43.6% for the three and nine months ended September 30, 2012, respectively. The decrease was primarily due to a change in mix to packaging and test services with lower material content.

Labor costs as a percentage of net sales decreased to 14.1% and 14.3% for the three and nine months ended September 30, 2013, respectively, from 14.8% and 14.4% for the three and nine months ended September 30, 2012, respectively. The decrease was primarily due to higher net sales of packaging and test services while our labor costs remained consistent. Increases in our employee compensation costs were offset by net savings from restructuring activities at our manufacturing operations.

Other manufacturing costs as a percentage of net sales increased to 28.5% for the three months ended September 30, 2013, from 25.6% for the three months ended September 30, 2012. Our other manufacturing costs for the three months ended September 30, 2013, included a charge of \$10.0 million relating to our pending patent license arbitration. Other manufacturing costs as a percentage of net sales also increased as a result of higher depreciation expense due to our continued investments in property, plant and equipment to service the demand of our customers, primarily in support of mobile communications.

Other manufacturing costs as a percentage of net sales of 26.8% for the nine months ended September 30, 2013, remained consistent with other manufacturing costs as a percentage of sales of 26.7% for the nine months ended September 30, 2012. Our other manufacturing costs for the nine months ended September 30, 2013, included higher depreciation expense and a \$10.0 million charge from our pending patent license arbitration. Our results for the nine months ended September 30, 2012, included a \$30.0 million charge for the same arbitration.

Gross Profit

	For the Three Months Ended September 30,			For the Nine Months Ended September 30,		
	2013	2012	Change	2013	2012	Change
(In thousands, except percentages)						
Gross profit	\$ 141,008	\$ 116,787	\$ 24,221	\$ 394,340	\$ 311,088	\$ 83,252
Gross margin	18.4%	16.8%	1.6%	17.9%	15.3%	2.6%

Gross profit and gross margin for the three and nine months ended September 30, 2013, increased compared to the three and nine months ended September 30, 2012. The increase in gross profit and gross margin was primarily driven by higher net sales of wafer-level processing, NAND memory and test services. Gross profit and gross margin for the three months ended September 30, 2013, were negatively impacted by a \$10.0 million charge to cost of sales for our pending patent license arbitration, which related entirely to the packaging segment. Our results for the nine months ended September 30, 2012, included a \$30.0 million charge for the same arbitration.

[Table of Contents](#)

	For the Three Months Ended September 30,			For the Nine Months Ended September 30,		
	2013	2012	Change	2013	2012	Change
	(In thousands, except percentages)					
Packaging gross profit	\$ 105,366	\$ 96,550	\$ 8,816	\$ 296,074	\$ 251,851	\$ 44,223
Packaging gross margin	16.1%	15.7%	0.4%	15.6%	13.9%	1.7%

Packaging Gross Profit. Gross profit and gross margin for packaging net sales for the three and nine months ended September 30, 2013, increased compared to the three and nine months ended September 30, 2012. The increase in gross profit and gross margin was primarily driven by higher net sales of wafer-level processing and NAND memory services. Gross profit and gross margin for packaging services for the three months ended September 30, 2013, were negatively impacted by a \$10.0 million charge to cost of sales for our pending patent license arbitration, which related entirely to the packaging segment. Our results for the nine months ended September 30, 2013, included a \$30.0 million charge for the same arbitration.

	For the Three Months Ended September 30,			For the Nine Months Ended September 30,		
	2013	2012	Change	2013	2012	Change
	(In thousands, except percentages)					
Test gross profit	\$ 35,642	\$ 20,237	\$ 15,405	\$ 98,266	\$ 59,237	\$ 39,029
Test gross margin	31.6%	25.5%	6.1%	32.1%	25.9%	6.2%

Test Gross Profit. Gross profit and gross margin for test net sales for the three and nine months ended September 30, 2013, increased compared to the three and nine months ended September 30, 2012. The increase in gross profit and margin was driven by higher test net sales in support of mobile communications. Costs of sales for test services are primarily fixed in nature and have relatively low material content. Accordingly, increases in net sales or utilization generally result in increased gross profit and gross margin due to the high degree of operating leverage for these services.

Selling, General and Administrative Expenses

	For the Three Months Ended September 30,			For the Nine Months Ended September 30,				
	2013	2012	Change	2013	2012	Change		
	(In thousands, except percentages)							
Selling, general and administrative	\$ 64,347	\$ 49,297	\$ 15,050	30.5%	\$ 189,524	\$ 160,041	\$ 29,483	18.4%

Selling, general and administrative expenses for the three and nine months ended September 30, 2013, increased compared to the three and nine months ended September 30, 2012. The increase for the three and nine months ended September 30, 2013, was attributable to higher employee compensation costs as well as professional fees associated with acquisitions and pending litigation.

Research and Development

	For the Three Months Ended September 30,			For the Nine Months Ended September 30,				
	2013	2012	Change	2013	2012	Change		
	(In thousands, except percentages)							
Research and development	\$ 18,647	\$ 13,472	\$ 5,175	38.4%	\$ 47,261	\$ 40,764	\$ 6,497	15.9%

Research and development activities are focused on developing new packaging interconnect and test services and improving the efficiency and capabilities of our existing production processes. Areas of focus include 3D packaging (including embedded die) silicon interposers and through silicon via technologies, fine pitch copper pillar packaging, wafer-level processing in support of advanced wafer nodes. The increase in research and development expenses for the three and nine months ended September 30, 2013, compared to the three and nine months ended September 30, 2012, was primarily

[Table of Contents](#)

attributable to increased employee compensation costs along with higher depreciation as a result of our continued investments in research and development initiatives.

Other Expense, Net

	For the Three Months Ended September 30,				For the Nine Months Ended September 30,			
	2013	2012	Change		2013	2012	Change	
(In thousands, except percentages)								
Interest expense, net	\$ 25,742	\$ 22,410	\$ 3,332	14.9 %	\$ 76,740	\$ 68,715	\$ 8,025	11.7 %
Foreign currency (gain) loss, net	(2,716)	2,394	(5,110)	213.5 %	(1,841)	4,461	(6,302)	141.3 %
Loss on debt retirement, net	—	—	—	— %	11,619	—	11,619	100.0 %
Equity in earnings of unconsolidated affiliate	(3,179)	(2,541)	(638)	25.1 %	(4,679)	(5,421)	742	(13.7)%
Other income, net	(7)	(359)	352	(98.1)%	(344)	(1,511)	1,167	(77.2)%
Total other expense, net	\$ 19,840	\$ 21,904	\$ (2,064)	(9.4)%	\$ 81,495	\$ 66,244	\$ 15,251	23.0 %

Interest expense for the three and nine months ended September 30, 2013, increased due to higher levels of long-term debt in 2013. In June 2013, we completed a tender offer for our Convertible Senior Subordinated Notes due 2014 and exchanged \$193.7 million of these notes for shares of our common stock. As a result of this transaction, we recorded a debt retirement charge of \$11.6 million related to the cash payment we made to holders of the notes.

Our foreign currency gains and losses are primarily the result of fluctuations of certain Asian based currencies and our net monetary exposure to those currencies at our foreign subsidiaries. During the three months ended September 30, 2013, we recorded a foreign currency gain of \$2.7 million primarily due to the appreciation of the Korean won relative to the U.S. dollar and the associated impact on our forward contracts. During the nine months ended September 30, 2013, we recorded a foreign currency gain of \$1.8 million, which was mainly driven by the depreciation of the Japanese yen relative to the U.S. dollar and the associated impact on our U.S. dollar denominated net monetary assets.

During the nine months ended September 30, 2013, we increased our ownership interest in J-Devices Corporation ("J-Devices") from 30% to 60%, and J-Devices completed its acquisition of three packaging and test factories from Renesas. Revenues for J-Devices have increased substantially during the three and nine months ended September 30, 2013, over the prior year periods as a result of acquisitions. However, J-Devices' profitability for such periods has been constrained due primarily to increased costs related to acquisitions and ongoing integration efforts, as well as lower overall utilization of fixed assets. The constrained profitability at J-Devices had a corresponding impact on our equity in earnings of J-Devices.

Income Tax Expense

	For the Three Months Ended September 30,				For the Nine Months Ended September 30,			
	2013	2012	Change		2013	2012	Change	
(In thousands, except percentages)								
Income tax expense	\$ 12,170	\$ 9,538	\$ 2,632	27.6%	\$ 5,961	\$ 9,009	\$ (3,048)	(33.8)%

Generally, our effective tax rate is below the U.S. federal tax rate of 35% because we have experienced taxable losses in the U.S. and our income is taxed in foreign jurisdictions where we benefit from tax holidays or tax rates lower than the U.S. statutory rate. Our income tax expense for the three and nine months ended September 30, 2013 and 2012, was attributable to income tax on profits earned in certain foreign jurisdictions and foreign withholding taxes, partially offset by discrete income tax benefits. During the nine months ended September 30, 2013, we recorded a discrete income tax benefit of \$9.2 million for the reversal of a deferred tax liability associated with the undistributed earnings from our investment in J-Devices and a discrete income tax benefit of \$6.6 million for the release of a valuation allowance on deferred tax assets at one of our foreign jurisdictions. During the three months ended September 30, 2013, we also recorded \$2.8 million of income tax expense for the revaluation of certain deferred taxes resulting from the approval of a tax incentive in Korea and \$2.8 million of income tax expense for an addition to our unrecognized tax benefits related to the characterization of a deduction in a

[Table of Contents](#)

foreign jurisdiction. During the three months ended September 30, 2012, we recorded \$3.1 million of income tax expense as a result of an addition to our unrecognized tax benefits related to the interpretation of a tax law change in a foreign jurisdiction.

During 2013, our subsidiaries in Korea, Malaysia, the Philippines and Taiwan have operated under tax holidays which will continue to expire in whole or in part at various dates through 2022. We expect our effective tax rate to increase as the tax holidays expire as income earned in these jurisdictions will be subject to higher statutory income tax rates.

At September 30, 2013, we had U.S. net operating loss carryforwards totaling \$341.3 million, which expire at various times through 2033. Additionally, at September 30, 2013, we had \$40.2 million of non-U.S. net operating loss carryforwards, which expire at various times through 2019. We maintain a valuation allowance on all of our U.S. net deferred tax assets, including our net operating loss carryforwards, and on deferred tax assets in certain foreign jurisdictions. We will release such valuation allowances as the related tax benefits are realized or when sufficient net positive evidence exists to conclude that it is more likely than not that the deferred tax assets will be realized.

Liquidity and Capital Resources

We assess our liquidity based on our current expectations regarding sales, operating expenses, capital spending and debt service requirements. Based on this assessment, we believe that our cash flow from operating activities, together with existing cash and cash equivalents and availability under our revolving credit facilities, will be sufficient to fund our working capital, capital expenditure and debt service requirements for at least the next twelve months. Thereafter, our liquidity will continue to be affected by, among other things, volatility in the global economy and credit markets, the performance of our business, our capital expenditure levels, other uses of our cash including the final amount of payments due in our disputes with Tessera, any purchases of stock under our stock repurchase program, any investments in joint ventures or acquisitions and our ability to either repay debt out of operating cash flow or refinance at or prior to maturity with the proceeds of debt or equity offerings. There can be no assurance that we will generate the necessary net income or operating cash flows to meet the funding needs of our business beyond the next twelve months due to a variety of factors, including the cyclical nature of the semiconductor industry and other factors discussed in Part II, Item 1A of this Quarterly Report.

Our primary source of cash and the source of funds for our operations are cash flows from operations, current cash and cash equivalents, borrowings under available debt facilities and proceeds from any additional debt or equity financings. As of September 30, 2013, we had cash and cash equivalents of \$591.3 million, \$1,650.9 million of debt and availability of \$149.7 million under our \$150.0 million first lien senior secured revolving credit facility. Additionally, our foreign subsidiaries had \$75.0 million available to be drawn under secured revolving credit facilities for general corporate purposes, general working capital purposes and capital expenditures and \$332.0 million available to be borrowed under secured term loan credit facilities for general working capital purposes, capital expenditures and the repayment of inter-company debt.

Included in our cash balance as of September 30, 2013, is \$237.2 million held offshore by our foreign subsidiaries. If we were to distribute this offshore cash to the U.S. as repatriated earnings of our foreign subsidiaries, we would incur foreign withholding taxes; however, we would not incur a significant amount of U.S. federal income taxes, due to the availability of tax loss carryovers and foreign tax credits.

We sponsor an accrued severance plan for our subsidiary in Korea, which under existing tax laws in Korea, limits our ability to currently deduct related severance expenses accrued under that plan. The purpose of these limitations is to encourage companies to migrate to a defined contribution or defined benefit plan. If we retain our existing severance plan, the deduction for severance expenses will be limited to severance payments made to retired employees, which results in a larger current income tax liability in Korea. If we decide to adopt a new plan, we would be required to fund a significant portion of the existing liability, which would provide a current tax deduction upon funding. Our Korean severance liability was \$138.0 million as of September 30, 2013.

We refer you to Note 17 to our Consolidated Financial Statements in Part I, Item 1 of this Quarterly Report for a discussion of the pending arbitration relating to Amkor's license agreement with Tessera. We expect to use cash on hand, proceeds from borrowings under our existing lines of credit or other sources to make any payments due in connection with our litigation with Tessera.

We operate in a capital intensive industry. Servicing our current and future customers may require that we incur significant operating expenses and make significant investments in equipment and facilities, which are generally made in advance of the related revenues and without any firm customer commitments. Additionally, in April 2013 we completed the exercise of our option to increase our ownership interest of J-Devices, and in July 2013, we acquired Toshiba Electronics Malaysia Sdn. Bhd. We refer you to "Investments" below for further discussion.

In January 2013, we sold office space and land located in Chandler, Arizona for \$22.8 million, net of selling costs of \$1.2 million.

In May 2013, we issued an additional \$225.0 million of 6.375% Senior Notes due October 2022 (the "Additional 2022 Notes") under the same terms as the original \$300.0 million of 6.375% Senior Notes due October 2022. The Additional 2022 Notes were issued at a premium of 103% or \$6.8 million. The net proceeds from the issuance of the Additional 2022 Notes were designated for general corporate purposes.

[Table of Contents](#)

In June 2013, we completed a tender offer for the 6.0% Convertible Senior Subordinated Notes due April 2014 (the “2014 Notes”) and exchanged \$193.7 million of the 2014 Notes, including the \$150.0 million held by Mr. Kim's affiliate, for an aggregate 64.0 million shares of our common stock and a cash payment of \$11.6 million. The cash payment was equivalent to the remaining coupons for the tendered notes.

Our scheduled principal repayments on debt include \$61.4 million due in 2014, \$105.0 million due in 2015, \$10.0 million due in 2016, \$150.0 million due in 2017 and \$1,318.0 million due thereafter. We were in compliance with all of our debt covenants at September 30, 2013, and expect to remain in compliance with these covenants for at least the next twelve months.

In order to reduce leverage and future cash interest payments, we may from time to time repurchase our outstanding notes for cash or exchange shares of our common stock for our outstanding notes. Any such transaction may be made in the open market, through privately negotiated transactions or otherwise and is subject to the terms of our indentures and other debt agreements, market conditions and other factors.

Certain debt agreements have restrictions on dividend payments and the repurchase of stock and subordinated securities, including our convertible notes. These restrictions are determined by calculations based upon cumulative net income. We have never paid a dividend to our stockholders, and we do not have any present plans for doing so. Amkor Technology, Inc. also guarantees certain debt of our subsidiaries.

Our Board of Directors previously authorized the repurchase of up to \$300.0 million of our common stock, exclusive of any fees, commissions or other expenses. We did not purchase any stock under the plan for the three months ended September 30, 2013. Since inception of the program, we have purchased a total of 45.0 million shares at an aggregate purchase price of \$208.4 million, net of \$0.9 million of commissions. At September 30, 2013, approximately \$91.6 million was available to repurchase common stock pursuant to the stock repurchase program. The purchase of stock may be made in the open market or through privately negotiated transactions. The timing, manner, price and amount of any repurchases will be determined by us at our discretion and will depend upon a variety of factors including economic and market conditions, the cash needs and investment opportunities for the business, price, applicable legal requirements and other factors. Our stock repurchase program may be suspended or discontinued at any time.

Investments

We expect that our 2013 capital additions will be approximately \$450 million, in addition to \$100 million of spending for the acquisition of land relating to our new factory and research and development center in Korea. We refer you below for further discussion. Our expected capital additions for 2013 primarily support customer demand for packaging and test services related to mobile communications. During the nine months ended September 30, 2013, our capital additions were \$380.2 million. Of this total, approximately 55.2% of our capital additions were made in packaging, 30.8% in test and 14.0% in research and development and infrastructure projects. Ultimately, the amount of our 2013 capital additions will depend on several factors including, among others, the timing and implementation of any capital projects under review, the performance of our business, economic and market conditions, the cash needs and investment opportunities for the business, the need for additional capacity to service anticipated customer demand and the availability of cash flows from operations or financing.

In February 2013, we entered into an agreement for the purchase of land for a factory and research and development center in Korea. The land purchase price was ₩108.5 billion (approximately \$100 million), payable in installments over ten months. We made a nonrefundable deposit of ₩10.9 billion (\$10 million) at signing, a deposit of ₩43.4 billion (\$39 million) in the three months ended September 30, 2013, and have one remaining payment of ₩54.2 billion (approximately \$51 million) due during the three months ending December 31, 2013. The agreement to purchase the land for the facility is subject to our compliance with various construction, investment, hiring, regulatory and other requirements. We anticipate beginning construction of our new factory and research and development center in late 2014. Construction work will continue through 2015 and into early 2016. There can be no assurance that the new facility project will proceed at all, or that the actual scope, costs, timeline or benefits of the project will be consistent with our current expectations.

We are subject to risks associated with our capital additions, including those discussed in Part II, Item 1A of this Quarterly Report. The following table reconciles our activity related to property, plant and equipment additions as presented on the

[Table of Contents](#)

Consolidated Balance Sheets to purchases of property, plant and equipment as presented on the Condensed Consolidated Statements of Cash Flows:

	For the Nine Months Ended September 30,	
	2013	2012
(In thousands)		
Property, plant and equipment additions	\$ 380,179	\$ 446,767
Net change in related accounts payable and deposits	21,825	(66,423)
Purchases of property, plant and equipment	<u>\$ 402,004</u>	<u>\$ 380,344</u>

In April 2013, we completed the exercise of our option to increase our ownership interest of J-Devices, a joint venture to provide semiconductor packaging and test services in Japan, from 30% to 60% for an aggregate purchase price of ¥6.7 billion (\$67.4 million). J-Devices is now owned 60% by Amkor, 34% by the former shareholders of NMD and 6% by Toshiba. We also have options to acquire additional equity interests in J-Devices. The options are exercisable at our discretion and permit us to increase our ownership interest in J-Devices up to 66% in 2014 and up to 80% in 2015 and thereafter. We expect to exercise our options and increase our ownership interest to 80% at which time certain governance restrictions will lapse and we will begin consolidating J-Devices' results. The exercise price for all options is payable in cash and is determined using a formula based upon the net book value and a multiple of earnings before interest, taxes, depreciation and amortization of J-Devices.

On July 31, 2013, we completed the purchase of 100% of the shares of Toshiba Electronics Malaysia Sdn. Bhd., Toshiba's power discrete semiconductor packaging and test operation in Malaysia. The total price for the shares was \$61.9 million, based on the estimated net asset value at closing. The price for the shares is subject to adjustment to the extent the actual net asset value at closing was more or less than the estimate. We paid \$42.4 million in cash at closing and are obligated to pay the remaining \$19.5 million by March 31, 2014.

Contractual Obligations

The following table summarizes our contractual obligations at September 30, 2013, and the effect such obligations are expected to have on our liquidity and cash flow in future periods:

	Payments Due for Year Ending December 31,						
	Total	2013 - Remaining	2014	2015	2016	2017	Thereafter
		(In thousands)					
Total debt	\$ 1,644,350	\$ —	\$ 61,350	\$ 105,000	\$ 10,000	\$ 150,000	\$ 1,318,000
Scheduled interest payment obligations (1)	704,185	47,756	100,522	95,043	93,819	90,468	276,577
Purchase obligations (2)	76,935	59,733	3,079	2,159	1,857	1,857	8,250
Operating lease obligations	69,095	5,464	19,444	13,517	11,367	11,250	8,053
Severance obligations (3)	138,001	10,411	9,589	8,873	8,201	7,593	93,334
Total contractual obligations	<u>\$ 2,632,566</u>	<u>\$ 123,364</u>	<u>\$ 193,984</u>	<u>\$ 224,592</u>	<u>\$ 125,244</u>	<u>\$ 261,168</u>	<u>\$ 1,704,214</u>

- (1) Scheduled interest payment obligations were calculated using stated coupon rates for fixed rate debt and interest rates applicable at September 30, 2013, for variable rate debt.
- (2) Represents capital-related purchase obligations and long-term supply contracts outstanding at September 30, 2013.
- (3) Represents estimated benefit payments for our Korean subsidiary severance plan.

In addition to the obligations identified in the table above, other non-current liabilities recorded in our Consolidated Balance Sheets at September 30, 2013, include:

- \$31.4 million of net foreign pension plan obligations for which the timing and actual amount of funding required is uncertain. We expect to contribute approximately \$2.5 million to the defined benefit pension plans during the remainder of 2013.

[Table of Contents](#)

- \$2.3 million net liability associated with unrecognized tax benefits. Due to the uncertainty regarding the amount and the timing of any future cash outflows associated with our unrecognized tax benefits, we are unable to reasonably estimate the amount and period of ultimate settlement, if any, with the various taxing authorities.

Off-Balance Sheet Arrangements

As of September 30, 2013, we had no off-balance sheet guarantees or other off-balance sheet arrangements as defined in Item 303(a)(4)(ii) of SEC Regulation S-K, other than our operating lease obligations described above in “Contractual Obligations.”

Contingencies, Indemnifications and Guarantees

We refer you to Note 17 to our Consolidated Financial Statements in Part I, Item 1 of this Quarterly Report for a discussion of our contingencies related to litigation and other legal matters. If an unfavorable ruling were to occur in these matters, there exists the possibility of a material adverse impact on our business, liquidity, results of operations, financial position and cash flows in the period in which the ruling occurs. The potential impact from legal proceedings on our business, liquidity, results of operations, financial position and cash flows could change in the future.

Critical Accounting Policies

Our critical accounting policies are disclosed in our Annual Report on Form 10-K for the year ended December 31, 2012. During the three months ended September 30, 2013, there have been no significant changes in our critical accounting policies as reported in our 2012 Annual Report on Form 10-K.

New Accounting Pronouncements

For information regarding recent accounting pronouncements, we refer you to Note 2 to our Consolidated Financial Statements in Part I, Item 1 of this Quarterly Report.

Cash Flows

Net cash provided by (used in) operating, investing and financing activities for the nine months ended September 30, 2013 and 2012, were as follows:

	For the Nine Months Ended September 30,	
	2013	2012
	(In thousands)	
Operating activities	\$ 375,245	\$ 284,436
Investing activities	(476,908)	(361,450)
Financing activities	277,931	192,234

Operating activities: Our cash flow provided by operating activities for the nine months ended September 30, 2013, increased by \$90.8 million compared to the nine months ended September 30, 2012. Operating income for the nine months ended September 30, 2013, adjusted for depreciation and amortization, other operating activities and non-cash items, increased by \$64.4 million compared to the nine months ended September 30, 2012. The increase is primarily attributable to increased gross profit and the related increase in operating income.

Changes in assets and liabilities increased operating cash flow by \$4.2 million for the nine months ended September 30, 2013, primarily as a result of an increase in accrued expenses offset by an increase in accounts receivable. For the nine months ended September 30, 2012, changes in assets and liabilities decreased operating cash flows by \$22.8 million as a result of an increase in accounts receivable due to increased demand, offset by an increase in accounts payable and accrued expenses.

[Table of Contents](#)

Investing activities: Our cash flows used in investing activities for the nine months ended September 30, 2013, increased by \$115.5 million compared to the nine months ended September 30, 2012. The increase in the nine months ended September 30, 2013, was primarily due to payments for an investment in J-Devices of \$67.4 million and for our newly acquired power discrete business in Malaysia of \$42.4 million.

Financing activities: Our cash flows provided by financing activities for the nine months ended September 30, 2013, increased by \$85.7 million compared to the nine months ended September 30, 2012. The net cash provided by financing activities for the nine months ended September 30, 2013 resulted from the issuance of the Additional 2022 Notes for \$225.0 million and borrowings of \$68.0 million in accordance with the loan agreements at our subsidiary in Korea.

The net cash provided by financing activities for the nine months ended September 30, 2012, primarily resulted from the issuance of \$300.0 million of our 6.375% Senior Notes due 2022 (the "2022 Notes") and foreign borrowings of \$292.5 million offset by foreign debt repayments of \$313.0 million, the repurchase of \$80.9 million of common stock under our authorized stock repurchase program and payment of \$6.0 million in debt issuance costs associated with the amendment and restatement of our first lien senior secured revolving credit facility and the issuance of the 2022 Notes.

We provide the following supplemental data to assist our investors and analysts in understanding our liquidity and capital resources. We define free cash flow as net cash provided by operating activities less purchases of property, plant and equipment. Free cash flow is not defined by U.S. GAAP. We believe free cash flow to be relevant and useful information to our investors because it provides them with additional information in assessing our liquidity, capital resources and financial operating results. Our management uses free cash flow in evaluating our liquidity, our ability to service debt and our ability to fund capital additions. However, free cash flow has certain limitations, including that it does not represent the residual cash flow available for discretionary expenditures since other, non-discretionary expenditures, such as mandatory debt service, are not deducted from the measure. The amount of mandatory versus discretionary expenditures can vary significantly between periods. This measure should be considered in addition to, and not as a substitute for, or superior to, other measures of liquidity or financial performance prepared in accordance with U.S. GAAP, such as net cash provided by operating activities. Furthermore, our definition of free cash flow may not be comparable to similarly titled measures reported by other companies. We experienced negative free cash flow of \$26.8 million for the nine months ended September 30, 2013, primarily due to our capital purchases to support customer demand for packaging and test services related to mobile communications.

	For the Nine Months Ended September 30,	
	2013	2012
	(In thousands)	
Net cash provided by operating activities	\$ 375,245	\$ 284,436
Purchases of property, plant and equipment	(402,004)	(380,344)
Free cash flow	\$ (26,759)	\$ (95,908)

Item 3. *Quantitative and Qualitative Disclosures about Market Risk*

Market Risk Sensitivity

We are exposed to market risks, primarily related to foreign currency and interest rate fluctuations. In the normal course of business, we employ established policies and procedures to manage the exposure to fluctuations in foreign currency values and changes in interest rates. Our use of derivative instruments, including forward exchange contracts, has been historically insignificant; however, we continue to evaluate the use of hedging instruments to manage currency and other risks.

[Table of Contents](#)

Foreign Currency Risk

In order to reduce our exposure to foreign currency gains and losses, we generally use natural hedging techniques to reduce foreign currency rate risk.

The U.S. dollar is our reporting currency and the functional currency for the majority of our foreign subsidiaries including our largest subsidiaries in Korea and the Philippines and also our subsidiaries in China, Malaysia, Singapore and Taiwan. For our subsidiaries and J-Devices in Japan, the local currency is the functional currency.

We have foreign currency exchange rate risk associated with the remeasurement of monetary assets and liabilities on our Consolidated Balance Sheets that are denominated in currencies other than the functional currency. We performed a sensitivity analysis of our foreign currency exposure as of September 30, 2013, to assess the potential impact of fluctuations in exchange rates for all foreign denominated assets and liabilities. Assuming a 10% adverse movement for all currencies against the U.S. dollar as of September 30, 2013, our income before income taxes would have been approximately \$18 million lower.

In addition, we have foreign currency exchange rate exposure on our results of operations. For the nine months ended September 30, 2013, approximately 93% of our net sales were denominated in U.S. dollars. Our remaining net sales were principally denominated in Japanese yen and Korean won for local country sales. For the nine months ended September 30, 2013, approximately 62% of our cost of sales and operating expenses were denominated in U.S. dollars and were largely for raw materials and factory supplies. The remaining portion of our cost of sales and operating expenses was principally denominated in the Asian currency where our production facilities are located and largely consisted of labor and utilities. To the extent that the U.S. dollar weakens against these Asian-based currencies, similar foreign currency denominated transactions in the future will result in higher sales, higher cost of sales and operating expenses, with cost of sales and operating expenses having the greater impact on our financial results. Similarly, our sales, cost of sales and operating expenses will decrease if the U.S. dollar strengthens against these foreign currencies. We performed a sensitivity analysis of our foreign currency exposure as of September 30, 2013, to assess the potential impact of fluctuations in exchange rates for all foreign denominated sales and expenses. Assuming a 10% adverse movement from the nine months ended September 30, 2013, exchange rates of the U.S. dollar compared to all of these Asian-based currencies as of September 30, 2013, our operating income would have been approximately \$67 million lower.

There are inherent limitations in the sensitivity analysis presented, primarily due to the assumption that foreign exchange rate movements across multiple jurisdictions are similar and would be linear and instantaneous. As a result, the analysis is unable to reflect the potential effects of more complex market or other changes that could arise which may positively or negatively affect our results of operations.

We have foreign currency exchange rate exposure on our stockholders' equity as a result of the translation of our subsidiaries and J-Devices in Japan where the local currency is the functional currency. To the extent the U.S. dollar strengthens against the local currency, the translation of these foreign currency denominated balances will result in reduced sales, operating expenses, assets and liabilities. Similarly, our sales, operating expenses, assets and liabilities will increase if the U.S. dollar weakens against the local currencies. The effect of foreign exchange rate translation on our Consolidated Balance Sheets for the nine months ended September 30, 2013 and 2012, was a net foreign translation loss of \$8.8 million and a gain of \$0.1 million, respectively, and was recognized as an adjustment to equity through other comprehensive (loss) income.

During the nine months ended September 30, 2013, we entered into foreign currency forward contracts to serve as an economic hedge for the payments related to the agreement to purchase land in Korea (Note 9 and Note 16). We performed a sensitivity analysis of our foreign currency forward contracts to assess the potential impact of fluctuations in exchange rates. Assuming a 10% adverse movement in the exchange rates as of September 30, 2013, our income before income taxes would have been approximately \$5 million lower.

Interest Rate Risk

We have interest rate risk with respect to our long-term debt. As of September 30, 2013, we had a total of \$1,644.4 million of debt of which 80.7% was fixed rate debt and 19.3% was variable rate debt. The fixed rate debt consists of senior notes and senior subordinated notes. Our variable rate debt principally relates to our foreign borrowings and revolving lines of

[Table of Contents](#)

credit and any amounts outstanding under our \$150.0 million senior secured revolving credit facility, of which no amounts were drawn as of September 30, 2013. As of December 31, 2012, we had a total of \$1,545.0 million of debt of which 83.8% was fixed rate debt and 16.2% was variable rate debt. Changes in interest rates have different impacts on the fixed and variable rate portions of our debt portfolio. A change in interest rates on the fixed portion of the debt portfolio impacts the fair value of the debt instrument but has no impact on interest expense or cash flows. A change in interest rates on the variable portion of the debt portfolio impacts the interest incurred and cash flows but does not generally impact the fair value of the instrument. The fair value of the senior subordinated notes is also impacted by changes in the market price of our common stock.

The table below presents the interest rates, maturities and fair value of our fixed and variable rate debt as of September 30, 2013:

	2013 - Remaining	2014	2015	2016	2017	Thereafter	Total	Fair Value
Long term debt:								
Fixed rate debt (In thousands)	\$ —	\$ 56,350	\$ —	\$ —	\$ —	\$ 1,270,000	\$ 1,326,350	\$ 1,346,263
Average interest rate	—%	6.0%	—%	—%	—%	6.7%	6.7%	
Variable rate debt (In thousands)	\$ —	\$ 5,000	\$ 105,000	\$ 10,000	\$ 150,000	\$ 48,000	\$ 318,000	\$ 302,698
Average interest rate	—%	4.0%	4.4%	4.1%	4.2%	4.0%	4.2%	

For information regarding the fair value of our long-term debt, see Note 16 to our Consolidated Financial Statements in Part I, Item 1 of this Quarterly Report.

Equity Price Risk

We have convertible notes that are convertible into our common stock. If investors were to decide to convert their notes to common stock, our future earnings would benefit from a reduction in interest expense and our common stock outstanding would be increased. If we paid a premium to induce such conversion, our earnings could include an additional charge.

Further, the trading price of our common stock has been and is likely to continue to be highly volatile and could be subject to wide fluctuations. Such fluctuations could impact our decision or ability to utilize the equity markets as a potential source of our funding needs in the future.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our periodic reports to the SEC is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and our Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure, based on the definition of "disclosure controls and procedures" in Rule 13a-15(e) and Rule 15d-15(e) under the Securities Exchange Act of 1934, as amended. In designing and evaluating the disclosure controls and procedures, management recognizes that any disclosure controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily is required to apply its judgment in evaluating the cost-benefit relationship of possible disclosure controls and procedures.

We carried out an evaluation, under the supervision and with the participation of management, including our Chief Executive Officer and our Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of September 30, 2013 and concluded those disclosure controls and procedures were effective as of that date.

Changes in Internal Control Over Financial Reporting

On July 31, 2013, we completed our acquisition of Toshiba Electronics Malaysia Sdn. Bhd. We have extended our oversight and monitoring processes that support internal control over financial reporting to include the acquired operations. We are continuing to integrate the acquired operations into our overall internal control over financial reporting. There have been

[Table of Contents](#)

no other changes in our internal control over financial reporting during the three months ended September 30, 2013, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

As previously reported, we continue to implement an enterprise resource planning system over a multi-year program on a company-wide basis. In addition, we are also implementing a new shop floor system in certain of our factories.

PART II. OTHER INFORMATION

Item 1. *Legal Proceedings*

Information about legal proceedings is set forth in Note 17 to our Consolidated Financial Statements in Part I, Item 1 of this Quarterly Report.

Item 1A. *Risk Factors*

The factors discussed below are cautionary statements that identify important factors and risks that could cause actual results to differ materially from those anticipated by the forward-looking statements contained in this report. For more information regarding the forward-looking statements contained in this report, see the introductory paragraph to Part I, Item 2 of this Quarterly Report. You should carefully consider the risks and uncertainties described below, together with all of the other information included in this report, in considering our business and prospects. The risks and uncertainties described below are not the only ones facing Amkor. Additional risks and uncertainties not presently known to us may also impair our business operations. The occurrence of any of the following risks could affect our business, liquidity, results of operations, financial condition or cash flows.

Dependence on the Highly Cyclical Semiconductor and Electronic Products Industries - We Operate in Volatile Industries and Industry Downturns and Declines in Global Economic and Financial Conditions Could Harm Our Performance.

Our business is impacted by market conditions in the semiconductor industry, which is cyclical by nature and impacted by broad economic factors, such as world-wide gross domestic product and consumer spending. The semiconductor industry has experienced significant and sometimes prolonged downturns in the past. For example, the financial crisis and global recession in 2008 and 2009 resulted in a downturn in the semiconductor industry that adversely affected our business and results of operations during those periods. Although the world economy recovered somewhat in 2010, economic growth slowed in 2011 and 2012 in the U.S. and internationally. In view of this slow growth and the current economic uncertainty worldwide, consumer demand in the U.S. and globally may be adversely impacted which may harm the semiconductor industry and our business.

Since our business is, and will continue to be, dependent on the requirements of semiconductor companies for outsourced packaging and test services, any downturn in the semiconductor industry or any other industry that uses a significant number of semiconductor devices, such as consumer electronic products, telecommunication devices or computing devices, could have a material adverse effect on our business and operating results. It is difficult to predict the timing, strength or duration of any economic slowdown or subsequent economic recovery, which, in turn, makes it more challenging for us to forecast our operating results, make business decisions and identify risks that may affect our business, sources and uses of cash, financial condition and results of operations. Additionally, if industry conditions deteriorate, we could suffer significant losses, as we have in the past, which could materially impact our business, liquidity, results of operations, financial condition and cash flows.

Fluctuations in Operating Results and Cash Flows - Our Operating Results and Cash Flows Have Varied and May Vary Significantly as a Result of Factors That We Cannot Control.

Many factors, including the impact of adverse economic conditions, could have a material adverse effect on our net sales, gross profit, operating results and cash flows, or lead to significant variability of quarterly or annual operating results. Our profitability and ability to generate cash from operations is principally dependent upon demand for semiconductors, the utilization of our capacity, semiconductor package mix, the average selling price of our services, our ability to manage our capital expenditures in response to market conditions and our ability to control our costs including labor, material, overhead and financing costs. The downturn in demand for semiconductors in late 2008 and in 2009 resulted in significant declines in our operating results and cash flows as capacity utilization declined. Although the world economy recovered somewhat in 2010, the recent slow rate of economic growth in the U.S. and elsewhere and economic uncertainty worldwide, or the negative impact on economic growth resulting from the action or inaction of the U.S. government relating to federal income tax increases, the federal debt ceiling, the federal deficit and government spending restrictions or shutdowns, could adversely affect consumer demand in the U.S. and globally, which may negatively impact our operating results.

Table of Contents

Our net sales, gross profit, operating income and cash flows have historically fluctuated significantly from quarter to quarter as a result of many of the following factors, over which we have little or no control and which we expect to continue to impact our business:

- fluctuation in demand for semiconductors and conditions in the semiconductor industry, such as inventory corrections by our customers impacting demand in key market segments;
- changes in our capacity utilization rates;
- changes in average selling prices;
- changes in the mix of semiconductor packages;
- evolving packaging and test technology;
- absence of backlog and the short-term nature of our customers' commitments and the impact of these factors on the timing and volume of orders relative to our production capacity;
- changes in costs, availability and delivery times of raw materials and components;
- changes in labor costs to perform our services;
- wage and commodity price inflation, including precious metals;
- the timing of expenditures in anticipation of future orders;
- changes in effective tax rates;
- the availability and cost of financing;
- intellectual property transactions and disputes;
- high leverage and restrictive covenants;
- warranty and product liability claims and the impact of quality excursions and customer disputes and returns;
- costs associated with litigation judgments, indemnification claims and settlements;
- international events, political instability, civil disturbances or environmental or natural events, such as earthquakes, that impact our operations;
- pandemic illnesses that may impact our labor force and our ability to travel;
- difficulties integrating acquisitions and the failure of our joint ventures to operate in accordance with business plans;
- our ability to attract and retain qualified employees to support our global operations;
- loss of key personnel or the shortage of available skilled workers;
- fluctuations in foreign exchange rates and the cost of materials used in our packaging services such as gold and copper;
- delay, rescheduling and cancellation of large orders;
- fluctuations in our manufacturing yields and
- dependence on key customers or concentration of customers in certain market segments, such as mobile communications.

[Table of Contents](#)

It is often difficult to predict the impact of these factors upon our results for a particular period. The downturn in the global economy and the semiconductor industry increased the risks associated with the foregoing factors as customer forecasts became more volatile, and there was less visibility regarding future demand and significantly increased uncertainty regarding the economy, credit markets and consumer demand. Although the world economy recovered somewhat in 2010, the recent slow rate of economic growth in the U.S. and elsewhere and economic uncertainty worldwide could continue to cause volatility in customer forecasts and reduce our visibility regarding future demand in the semiconductor industry. These factors may have a material and adverse effect on our business, liquidity, results of operations, financial condition and cash flows or lead to significant variability of quarterly or annual operating results. In addition, these factors may adversely affect our credit ratings which could make it more difficult and expensive for us to raise capital and could adversely affect the price of our securities.

High Fixed Costs - Due to Our High Percentage of Fixed Costs, We Will Be Unable to Maintain Our Gross Margin at Past Levels if We Are Unable to Achieve Relatively High Capacity Utilization Rates.

Our operations are characterized by relatively high fixed costs. Our profitability depends in part not only on pricing levels for our packaging and test services, but also on the efficient utilization of our human resources and packaging and test equipment. In particular, increases or decreases in our capacity utilization can significantly affect gross margins since the unit cost of packaging and test services generally decreases as fixed costs are allocated over a larger number of units. In periods of low demand, we experience relatively low capacity utilization in our operations, which leads to reduced margins during that period. For example, we experienced lower than optimum utilization in late 2008 and in 2009 due to a decline in world-wide demand for our packaging and test services which impacted our gross margin. Transitions between different packaging technologies, such as the transition from gold wirebond to flip chip and copper wirebond packages, can also impact our capacity utilization if we do not efficiently redeploy our equipment assets. For example, in 2011 the migration of some customer demand from wirebond to flip chip packages resulted in under-utilized wirebond assets which negatively impacted our capacity utilization and gross margin. We cannot assure you that we will be able to achieve consistently high capacity utilization, and if we fail to do so, our gross margins may decrease. If our gross margins decrease, our business, liquidity, results of operations, financial condition and cash flows could be materially adversely affected.

In addition, our fixed operating costs have increased in recent years in part as a result of our efforts to expand our capacity through significant capital additions. Forecasted customer demand for which we have made capital investments may not materialize, especially if industry conditions deteriorate. As a result, our sales may not adequately cover fixed costs resulting in reduced profit levels or causing significant losses, both of which may adversely impact our business, liquidity, results of operations, financial condition and cash flows.

Guidance - Our Failure to Meet Our Guidance or Analyst Projections Could Adversely Impact the Trading Prices of Our Securities.

We periodically provide guidance to investors with respect to certain financial information for future periods. Securities analysts also periodically publish their own projections with respect to our future operating results. As discussed above under “Fluctuations in Operating Results and Cash Flows - Our Operating Results and Cash Flows Have Varied and May Vary Significantly as a Result of Factors That We Cannot Control,” our operating results and cash flows vary significantly and are difficult to accurately predict. Volatility in customer forecasts and reduced visibility caused by economic uncertainty and fluctuations in global consumer demand make it particularly difficult to predict future results. To the extent we fail to meet or exceed our own guidance or the analyst projections for any reason, the trading prices of our securities may be adversely impacted. Moreover, even if we do meet or exceed that guidance or those projections, if analysts and investors do not react favorably, or if analysts were to discontinue providing coverage of our company, the trading prices of our securities may be adversely impacted.

Declining Average Selling Prices - The Semiconductor Industry Places Downward Pressure on the Prices of Our Packaging and Test Services.

Prices for packaging and test services have generally declined over time. Historically, we have been able to partially offset the effect of price declines by successfully developing and marketing new packages with higher margins, by negotiating lower prices with our material vendors, recovering material cost increases from our customers and by driving engineering and technological changes in our packaging and test processes, which resulted in reduced manufacturing costs. We expect

[Table of Contents](#)

downward pressure on average selling prices for our packaging and test services to continue in the future. If we are unable to offset a decline in average selling prices by developing and marketing new packages with higher prices, reducing our purchasing costs, recovering more of our material cost increases from our customers and reducing our manufacturing costs, our business, liquidity, results of operations, financial condition and cash flows could be materially adversely affected.

Decisions by Our Integrated Device Manufacturer Customers to Curtail Outsourcing May Adversely Affect Our Business.

Historically, we have been dependent on the trend in outsourcing of packaging and test services by integrated device manufacturers ("IDM"). Our IDM customers continually evaluate the need for outsourced services against their own in-house packaging and test services. As a result, at any time and for a variety of reasons, IDMs may decide to shift some or all of their outsourced packaging and test services to internally sourced capacity.

The reasons IDMs may shift their outsourced business to internal capacity include:

- their desire to realize higher utilization of their existing packaging and test capacity, especially during downturns in the semiconductor industry;
- their unwillingness to disclose proprietary technology;
- their possession of more advanced packaging and test technologies and
- the guaranteed availability of their own packaging and test capacity.

In addition, to the extent we limit capacity commitments for certain customers, these customers may increase their level of in-house packaging and test capabilities, which could make it more difficult for us to regain their business when we have available capacity.

In a downturn in the semiconductor industry, IDMs could respond by shifting some or all outsourced packaging and test services to internally serviced capacity on a short term basis. Also, the IDMs could curtail or reverse the trend of outsourcing packaging and test services. If we experience a significant loss of IDM business, it could have a material adverse effect on our business, liquidity, results of operations, financial condition and cash flows, especially during a prolonged industry downturn.

Our Substantial Indebtedness Could Adversely Affect Our Financial Condition and Prevent Us from Fulfilling Our Obligations.

We have a significant amount of indebtedness. As of September 30, 2013, our total debt balance was \$1,650.9 million, of which \$56.4 million was classified as a current liability. As of September 30, 2013, we had availability of \$149.7 million under our \$150.0 million first lien senior secured revolving credit facility. Additionally, our foreign subsidiaries had \$75.0 million available to be drawn under revolving credit facilities for general corporate purposes, general working capital purposes and capital expenditures and \$332.0 million available to be borrowed under term loans maturing between June 2016 and December 2019 for general working capital purposes, capital expenditures and the repayment of inter-company debt. Despite current debt levels, the terms of the agreements governing our indebtedness allow us and our subsidiaries to incur more debt, subject to certain limitations. We may consider investments in joint ventures, acquisitions or increased capital additions, which may increase our indebtedness. If new debt is added to our consolidated debt level, the related risks that we face could intensify.

Our substantial indebtedness could:

- make it more difficult for us to satisfy our obligations with respect to our indebtedness, including our obligations under our indentures to purchase notes tendered as a result of a change in control of Amkor;
- increase our vulnerability to general adverse economic and industry conditions;
- limit our ability to fund future working capital, capital expenditures, research and development and other business opportunities;
- require us to dedicate a substantial portion of our cash flow from operations to service payments on our debt;

Table of Contents

- increase the volatility of the price of our common stock;
- limit our flexibility to react to changes in our business and the industry in which we operate;
- place us at a competitive disadvantage to any of our competitors that have less debt and
- limit, along with the financial and other restrictive covenants in our indebtedness, among other things, our ability to borrow additional funds.

We May Have Difficulty Funding Liquidity Needs.

We assess our liquidity based on our current expectations regarding sales, operating expenses, capital spending and debt service requirements. Our liquidity is affected by, among other things, the performance of our business, our capital expenditure levels and our ability to repay debt out of our operating cash flows or with the proceeds of debt or equity financings.

We operate in a capital intensive industry. Servicing our current and future customers requires that we incur significant operating expenses and continue to make significant capital expenditures, which are generally made in advance of the related revenues and without any firm customer commitments. During the nine months ended September 30, 2013, we had capital additions of \$380.2 million. In 2013, we expect to make capital additions of approximately \$450 million and are also planning an additional \$100 million of spending for the acquisition of land related to our previously announced new factory and research and development center in Korea. Ultimately the actual amount of our capital additions for 2013 and thereafter may vary materially and will depend on several factors. These factors include, among others, the amount, timing and implementation of our capital projects, including those under review and not yet planned, the performance of our business, economic and market conditions, the cash needs and investment opportunities for the business, the need for additional capacity and facilities and the availability of cash flows from operations or financing.

In addition, we have a significant level of debt, with \$1,644.4 million outstanding, excluding an unamortized premium at September 30, 2013, \$56.4 million of which is current. The terms of such debt require significant scheduled principal payments in the coming years, including \$61.4 million due in 2014, \$105.0 million due in 2015, \$10.0 million due in 2016, \$150.0 million due in 2017 and \$1,318.0 million due thereafter. The interest payments required on our debt are also substantial. For example, in 2012, we paid \$86.1 million of interest. The sources funding our operations, including making capital expenditures and servicing principal and interest obligations with respect to our debt, are cash flows from our operations, existing cash and cash equivalents, borrowings under available debt facilities or proceeds from any additional debt or equity financing. As of September 30, 2013, we had cash and cash equivalents of \$591.3 million and availability of \$149.7 million under our \$150.0 million senior secured revolving credit facility which matures in June 2017. Our foreign subsidiaries had \$75.0 million available to be drawn under revolving credit facilities for general corporate purposes, general working capital purposes and capital expenditures and \$332.0 million available to be borrowed in accordance with the loan agreements at our subsidiary in Korea, maturing between June 2016 and December 2019 for general working capital purposes, capital expenditures and the repayment of inter-company debt.

The health of the worldwide banking system and financial markets affects the liquidity in the global economic environment. Volatility in fixed income, credit and equity markets could make it difficult for us to maintain our existing credit facilities or refinance our debt.

In addition, there is a risk that we could fail to generate the necessary net income or operating cash flows to meet the funding needs of our business due to a variety of factors, including the cyclical nature of the semiconductor industry and the other factors discussed in this “Risk Factors” section. If we fail to generate the necessary cash flows or we are unable to access the capital markets when needed, our liquidity may be adversely impacted.

Our Ability To Draw On Our Current Loan Facilities May Be Adversely Affected by Conditions in the U.S. and International Capital Markets.

If financial institutions that have extended credit commitments to us are adversely affected by the conditions of the U.S. and international capital and credit markets, they may be unable to fund borrowings under their credit commitments to us. For example, we have a \$150.0 million senior secured revolving credit facility with three banks in the U.S., in addition to

[Table of Contents](#)

availability under facilities with banks in other countries. If any of these banks are adversely affected by capital and credit market conditions and are unable to make loans to us when requested, there could be a corresponding adverse impact on our financial condition and our ability to borrow additional funds, if needed, for working capital, capital expenditures, acquisitions, research and development and other corporate purposes.

Restrictive Covenants in the Indentures and Agreements Governing Our Current and Future Indebtedness Could Restrict Our Operating Flexibility.

The indentures and agreements governing our existing debt, and debt we may incur in the future, contain, or may contain, affirmative and negative covenants that materially limit our ability to take certain actions, including our ability to incur debt, pay dividends and repurchase stock, make certain investments and other payments, enter into certain mergers and consolidations, engage in sale leaseback transactions and encumber and dispose of assets. In addition, our future debt agreements may contain financial covenants and ratios.

The breach of any of these covenants by us or the failure by us to meet any of the financial ratios or conditions could result in a default under any or all of such indebtedness. If a default occurs under any such indebtedness, all of the outstanding obligations thereunder could become immediately due and payable, which could result in a default under our other outstanding debt and could lead to an acceleration of obligations related to other outstanding debt. The existence of such a default or event of default could also preclude us from borrowing funds under our revolving credit facilities. Our ability to comply with the provisions of the indentures, credit facilities and other agreements governing our outstanding debt and indebtedness we may incur in the future can be affected by events beyond our control and a default under any debt instrument, if not cured or waived, could have a material adverse effect on us.

We Have Significant Severance Plan Obligations Associated With Our Manufacturing Operations in Korea Which Could Reduce Our Cash Flow and Negatively Impact Our Financial Condition.

We sponsor an accrued severance plan for our Korean subsidiary, under which we have an accrued liability of \$138.0 million as of September 30, 2013. Existing tax laws in Korea limit our ability to deduct severance expenses associated with the current plan. These limitations are designed to encourage companies to migrate to a defined contribution or defined benefit plan. If we adopt a new plan, we may fund a significant portion of the existing liability, which could have a material adverse effect on our liquidity, financial condition and cash flows. If we do not adopt a new plan, our ability to deduct accrued severance will continue to be limited, and as a result we will have to pay higher taxes, which could adversely affect our liquidity, financial condition and cash flows.

Under the existing Korean plan, to the extent eligible employees are terminated, our Korean subsidiary would be required to make lump-sum severance payments on behalf of these eligible employees based on their length of service, seniority and rate of pay at the time of termination. Since our severance plan obligation is significant, in the event of a significant layoff or other reduction in our labor force in Korea, payments under the plan could have a material adverse effect on our liquidity, financial condition and cash flows. See Note 14 to our Consolidated Financial Statements in Part I, Item 1 to this Quarterly Report on Form 10-Q.

If We Fail to Maintain an Effective System of Internal Controls, We May Not be Able to Accurately Report Financial Results or Prevent Fraud.

Effective internal controls are necessary to provide reliable financial reports and to assist in the effective prevention of fraud. Any inability to provide reliable financial reports or prevent fraud could harm our business. We must annually evaluate our internal procedures to satisfy the requirements of Section 404 of the Sarbanes-Oxley Act of 2002, which requires management and our independent registered public accounting firm to assess the effectiveness of internal control over financial reporting.

[Table of Contents](#)

As previously reported, we are implementing a new enterprise resource planning (“ERP”) system in a multi-year program on a world-wide basis. We have recently implemented several significant ERP modules and expect to implement additional ERP modules in the future. In addition, we are implementing a new shop floor system in certain of our factories. The implementation of the ERP and shop floor systems represents a change in our internal control over financial reporting. Although we continue to monitor and assess our internal controls in the new ERP system environment and the shop floor system as changes are made and new modules are implemented, there is a risk that deficiencies may occur that could constitute significant deficiencies or in the aggregate a material weakness.

In addition, on July 31, 2013, we completed our acquisition of Toshiba Electronics Malaysia Sdn. Bhd. We are continuing to integrate the acquired operations into our overall internal control over financial reporting. Although we have extended our oversight and monitoring processes that support internal control over financial reporting to include the acquired operations, there is a risk that deficiencies may occur that could constitute significant deficiencies or in the aggregate a material weakness.

If we fail to remedy any deficiencies or maintain the adequacy of our internal controls, we could be subject to regulatory scrutiny, civil or criminal penalties or shareholder litigation. In addition, failure to maintain adequate internal controls could result in financial statements that do not accurately reflect our operating results or financial condition.

We Face Warranty Claims, Product Return and Liability Risks, the Risk of Economic Damage Claims and the Risk of Negative Publicity if Our Packages Fail.

Our packages are incorporated into a number of end products, and our business is exposed to warranty claims, product return and liability risks, the risk of economic damage claims and the risk of negative publicity if our packages fail.

We receive warranty claims from our customers which occur from time to time in the ordinary course of our business. If we were to experience an unusually high incidence of warranty claims, we could incur significant costs and our business could be adversely affected. In addition, we are exposed to the product and economic liability risks and the risk of negative publicity affecting our customers. Our sales may decline if any of our customers are sued on a product liability claim. We also may suffer a decline in sales from the negative publicity associated with such a lawsuit or with adverse public perceptions in general regarding our customers' products. Further, if our packages are delivered with impurities or defects, we could incur additional development, repair or replacement costs or suffer other economic losses, and our credibility and the market's acceptance of our packages could be harmed.

Absence of Backlog - The Lack of Contractually Committed Customer Demand May Adversely Affect Our Sales.

Our packaging and test business does not typically operate with any material backlog. Our quarterly net sales from packaging and test services are substantially dependent upon our customers' demand in that quarter. None of our customers have committed to purchase any significant amount of packaging or test services or to provide us with binding forecasts of demand for packaging and test services for any future period, in any material amount. In addition, our customers often reduce, cancel or delay their purchases of packaging and test services for a variety of reasons including industry-wide, customer-specific and Amkor-specific reasons. Since a large portion of our costs is fixed and our expense levels are based in part on our expectations of future revenues, we may not be able to adjust costs in a timely manner to compensate for any sales shortfall. If we are unable to adjust costs in a timely manner, our margins, operating results, financial condition and cash flows would be adversely affected.

Risks Associated With International Operations - We Depend on Our Factories and Operations in China, Japan, Korea, Malaysia, the Philippines and Taiwan. Many of Our Customers' and Vendors' Operations Are Also Located Outside of the U.S.

We provide packaging and test services through our factories and other operations located in China, Japan, Korea, Malaysia, the Philippines and Taiwan. Substantially all of our property, plant and equipment is located outside of the United States. Moreover, many of our customers' and vendors' operations are located outside the U.S. The following are some of the risks we face in doing business internationally:

- changes in consumer demand resulting from deteriorating conditions in local economies;

Table of Contents

- regulations imposed by foreign governments, including limitations or taxes imposed on the payment of dividends and other payments by non-U.S. subsidiaries;
- fluctuations in currency exchange rates;
- political, military, civil unrest and terrorist risks, particularly an increase in tensions between North Korea and South Korea;
- disruptions or delays in shipments caused by customs brokers or government agencies;
- changes in regulatory requirements, tariffs, customs, duties and other restrictive trade barriers or policies;
- difficulties in staffing, retention and employee turnover and managing foreign operations, including foreign labor disruptions;
- difficulty in enforcing contractual rights and protecting our intellectual property rights;
- potentially adverse tax consequences resulting from changes in tax laws in the foreign jurisdictions in which we operate;
- local business and cultural factors that differ from or normal standards and practices, including business practices that we are prohibited from engaging in by the Foreign Corrupt Practices Act (FCPA) and other anti-corruption laws and regulations and
- compliance with antitrust, anti-competition and similar laws in the U.S. and in foreign jurisdictions.

Changes in the U.S. Tax Law Regarding Earnings of Our Subsidiaries Located Outside the U.S. Could Materially Affect Our Future Results.

There have been proposals to change U.S. tax laws that would significantly impact how U.S. corporations are taxed on foreign earnings. We earn a substantial portion of our income in foreign countries. Although we cannot predict whether or in what form any of these proposals might be enacted into law, if adopted they could have a material adverse impact on our liquidity, results of operations, financial condition and cash flows.

We Face Risks in Connection with the Continuing Development and Implementation of Changes to, and Maintenance and Security of, Our Management Information Systems.

We depend on our management information systems for many aspects of our business. Some of our key software has been developed by our own programmers, and this software may not be easily integrated with other software and systems. Our systems may be susceptible to damage, disruptions or shutdowns due to failures during the process of upgrading, replacing or maintaining software, databases or components thereof, power outages, hardware failures, computer viruses, attacks by computer hackers, telecommunication failures, user errors, malfeasance or catastrophic events. In addition, security breaches could result in unauthorized disclosure of confidential information. We have made and continue to make significant investments to implement and evolve our management information systems. In addition, we are implementing a new shop floor system in certain of our factories. In July 2013, we acquired a factory in Malaysia, and have begun to integrate its management information systems into our existing systems and processes. We face risks in connection with current and future projects to install or integrate new management information systems or upgrade our existing systems. These risks include:

- we may face delays in the design and implementation of the system;
- the cost of the systems may exceed our plans and expectations and
- disruptions resulting from the implementation or integration of the systems may impact our ability to process transactions and delay shipments to customers, impact our results of operations or financial condition or harm our control environment.

Our business could be materially and adversely affected if our management information systems are disrupted or if we are unable to successfully install new systems or improve, upgrade, integrate or expand upon our existing systems.

[Table of Contents](#)

We Face Risks Trying to Attract and Retain Qualified Employees to Support Our Operations.

Our success depends to a significant extent upon the continued service of our key senior management, sales and technical personnel, any of whom may be difficult to replace. Competition for qualified employees is intense, and our business could be adversely affected by the loss of the services of any of our existing key personnel, including senior management, as a result of competition or for any other reason. We do not have employment agreements with our key employees, including senior management or other contracts that would prevent our key employees from working for our competitors in the event they cease working for us. We cannot assure you that we will be successful in our efforts to retain key employees or in hiring and properly training sufficient numbers of qualified personnel and in effectively managing our growth. Our inability to attract, retain, motivate and train qualified new personnel could have a material adverse effect on our business.

Difficulties Consolidating and Integrating Our Operations - We Face Challenges as We Integrate Diverse Operations.

We have experienced, and expect to continue to experience, change in the scope and complexity of our operations resulting primarily from existing and future facility consolidations, strategic acquisitions, joint ventures and other partnering arrangements. Some of the risks from these activities include those associated with the following:

- increasing the scope, geographic diversity and complexity of our operations;
- conforming an acquired company's standards, practices, systems and controls with our operations;
- increasing complexity from combining recent acquisitions of an acquired business;
- unexpected losses of key employees or customers of an acquired business; other difficulties in the assimilation of acquired operations, technologies or products and
- diversion of management and other resources from other parts of our operations and adverse effects on existing business relationships with customers.

In connection with these activities, we may;

- use a significant portion of our available cash;
- issue equity securities, which may dilute the ownership of current stockholders;
- incur substantial debt;
- incur or assume known or unknown contingent liabilities and
- incur large, immediate accounting write offs and face antitrust or other regulatory inquiries or actions.

For example, the businesses we have acquired had, at the time of acquisition, multiple systems for managing their own production, sales, inventory and other operations. Migrating these businesses to our systems typically is a slow, expensive process requiring us to divert significant resources from other parts of our operations. We may continue to face these challenges in the future. For example, on July 31, 2013, we completed the purchase of 100% of the shares of Toshiba Electronics Malaysia Sdn. Bhd. We have also exercised our option to increase our ownership interest in J-Devices from 30% to 60%, which we completed in April 2013, and we have additional options to increase our ownership over time to as much as 80%. We have begun integration of the recently acquired operation in Malaysia, and we anticipate that in the future we will need to integrate J-Devices with our existing operations. In addition, J-Devices will need to integrate with its operations the acquisitions it has recently completed. Furthermore, the governance provisions applicable to J-Devices restrict our ability to cause J-Devices to take certain actions without the consent of the other investors. As a result of the risks discussed above, the anticipated benefits of the increase in our investment in J-Devices or other future acquisitions, consolidations and partnering arrangements may not be fully realized, if at all, and these activities could have a material adverse effect on our business, financial condition and results of operations.

[Table of Contents](#)

Dependence on Materials and Equipment Suppliers - Our Business May Suffer If the Cost, Quality or Supply of Materials or Equipment Changes Adversely.

We obtain from various vendors the materials and equipment required for the packaging and test services performed by our factories. We source most of our materials, including critical materials such as leadframes, laminate substrates and gold wire, from a limited group of suppliers. A disruption to the operations of one or more of our suppliers could have a negative impact on our business. For example, the severe earthquake and tsunami in Japan in 2011 had a significant adverse effect on the electronic industry supply chain impacting the supply of specialty chemicals, substrates, silicon wafers, equipment and other supplies to the electronics industry. In addition, we purchase the majority of our materials on a purchase order basis. Our business may be harmed if we cannot obtain materials and other supplies from our vendors in a timely manner, in sufficient quantities, at acceptable quality or at competitive prices. Some of our customers are also dependent on a limited number of suppliers for certain materials and silicon wafers. Shortages or disruptions in our customers' supply channels could have a material adverse effect on our business, financial condition, results of operations and cash flows. For example, the shortage in the supply of 28 nanometer wafers to some of our customers in 2012 delayed or otherwise adversely impacted the demand for certain of our advanced packaging and test services.

Rules adopted by the Securities and Exchange Commission implementing the Dodd-Frank Wall Street Reform and Consumer Protection Act impose diligence and disclosure requirements regarding the use of certain minerals originating from the conflict zones of the Democratic Republic of Congo and adjoining countries in our products. Industry associations and some of our customers are also implementing initiatives to improve transparency and accountability concerning the supply of these materials and, in some cases, requiring us to certify that the covered materials we use in our packages do not come from the conflict areas. We may incur additional costs associated with complying with the new requirements and customer initiatives. These new requirements and customer initiatives could affect the sourcing and availability of metals used in the manufacture of semiconductor devices, and we cannot assure you that we will be able to obtain conflict-free materials in sufficient quantities and at competitive prices or that we will be able to verify the origin of all of the metals we use in our manufacturing process. If we are unable to certify that the metals we use in our packages are conflict-free, it could adversely affect our business as some customers may move their business to other suppliers. Our reputation could also be adversely affected.

We purchase new packaging and test equipment to maintain and expand our operations. From time to time, increased demand for new equipment may cause lead times to extend beyond those normally required by equipment vendors. For example, in the past, increased demand for equipment caused some equipment suppliers to only partially satisfy our equipment orders in the normal time frame or to increase prices during market upturns for the semiconductor industry. The unavailability of equipment or failures to deliver equipment on a timely basis could delay or impair our ability to meet customer orders. If we are unable to meet customer orders, we could lose potential and existing customers. Generally, we acquire our equipment on a purchase order basis and do not enter into long-term equipment agreements. As a result, we could experience adverse changes in pricing, currency risk and potential shortages in equipment in a strong market, which could have a material adverse effect on our results of operations.

We are a large buyer of gold and other commodity materials including substrates and copper. The prices of gold and other commodities used in our business fluctuate. Historically, we have been able to partially offset the effect of commodity price increases through price adjustments to some customers and changes in our product designs that reduce the material content and cost, such as the use of shorter, thinner, gold wire and migration to copper wire. However, we typically do not have long-term contracts that permit us to impose price adjustments, and market conditions may limit our ability to do so. Significant price increases may adversely impact our gross margin in future periods to the extent we are unable to pass along past or future commodity price increases to our customers.

Loss of Customers - The Loss of Certain Customers or Reduced Orders from Existing Customers May Have a Significant Adverse Effect on Our Operations and Financial Results.

The loss of a significant customer, a reduction in orders from a significant customer or disruption in any of our significant strategic partnerships or other commercial arrangements may result in a decline in our sales and profitability. Although we have approximately 200 customers, we have derived and expect to continue to derive a large portion of our revenues from a small group of customers during any particular period due in part to the concentration of market share in the semiconductor industry. Our ten largest customers together accounted for approximately 63.0%, 62.2% and 61.0% of our net sales in the

Table of Contents

nine months ended September 30, 2013, and the years ended December 31, 2012 and 2011, respectively. One customer accounted for more than 10% of our consolidated net sales during the nine months ended September 30, 2013. One customer accounted for more than 10% of our consolidated net sales in 2012, and two customers each accounted for more than 10% of our consolidated net sales in 2011.

The demand for our services from each customer is directly dependent upon that customer's level of business activity, the quality and price of our services, our cycle time and delivery performance, the customer's qualification of additional competitors on products we package or test and a number of other factors. Each of these factors could vary significantly from year to year resulting in the loss or reduction of customer orders. Our business is likely to remain subject to this variability in order levels, and we cannot assure you that our key customers or any other customers will continue to place orders with us in the future at the same levels as in past periods.

From time to time we may acquire or build new facilities, such as our new factory and research and development center in Korea or migrate existing business among our facilities. In connection with these facility changes, our customers require us to re-qualify the new facilities even though we have already qualified to perform the services at our other facilities. We cannot assure that we will successfully re-qualify or that our customers will not qualify our competitors and move the business for such services.

The loss of one or more of our significant customers, or reduced orders by any one of them, and our inability to replace these customers or make up for such orders could reduce our sales and profitability. During the nine months ended September 30, 2013, one customer accounted for 24.4% of our consolidated net sales, representing approximately 23.0% of our packaging net sales and 32.7% of our test net sales. If we were to lose our largest customer, or if it significantly reduced its level of business with us, the loss could have a material adverse effect on our business, liquidity, results of operations, financial condition and cash flows.

Capital Additions - We Make Substantial Investments in Equipment and Facilities To Support the Demand Of Our Customers, Which May Adversely Affect Our Business If the Demand Of Our Customers Does Not Develop As We Expect or Is Adversely Affected.

We make significant investments in equipment and facilities in order to service the demand of our customers. For example, we expect that our 2013 capital additions will be approximately \$450 million, in addition to \$100 million of spending for the acquisition of land relating to our new factory and research and development center in Korea. The amount of our capital additions depends on several factors, including the performance of our business, our assessment of future industry and customer demand, our capacity utilization levels and availability, our liquidity position and the availability of financing. Our ongoing capital addition requirements may strain our cash and short-term asset balances, and, in periods when we are expanding our capital base, we expect that depreciation expense and factory operating expenses associated with our capital additions to increase production capacity will put downward pressure on our gross margin, at least over the near term. From time to time, we also make significant capital additions based on specific business opportunities with one or a few key customers, and the additional equipment purchased may not be readily usable to support other customers. If demand is insufficient to fill our capacity, or we are unable to efficiently redeploy such equipment, our capacity utilization and gross margin could be negatively impacted. Our capital additions may increase as we transition to new packaging and test technologies because, among other things, new equipment used for these technologies is generally more expensive and often our existing equipment cannot be redeployed in whole or part for these technologies.

Furthermore, if we cannot generate or raise additional funds to pay for capital additions, particularly in some of the advanced packaging and bumping areas, as well as research and development activities, our growth and future profitability may be adversely affected. Our ability to obtain external financing in the future is subject to a variety of uncertainties, including:

- our future financial condition, results of operations and cash flows;
- general market conditions for financing;
- volatility in fixed income, credit and equity markets and
- economic, political and other global conditions.

[Table of Contents](#)

The lead time needed to order, install and put into service various capital additions is often significant, and, as a result, we often need to commit to capital additions in advance of our receipt of firm orders or advance deposits based on our view of anticipated future demand with only very limited visibility. Although we seek to limit our exposure in this regard, in the past we have from time to time expended significant capital for additional equipment or facilities for which the anticipated demand did not materialize for a variety of reasons, many of which were outside of our control. To the extent this occurs in the future, our business, liquidity, results of operations, financial condition and cash flows could be materially adversely affected.

In addition, during periods where customer demand exceeds our capacity, customers may transfer some or all of their business to other suppliers who are able to support their needs. To the extent this occurs, our business, liquidity, results of operations, financial condition and cash flows could be materially adversely affected.

Impairment Charges - Any Impairment Charges Required Under U.S. GAAP May Have a Material Adverse Effect on Our Net Income.

Under U.S. GAAP, we review our long-lived assets including property, plant and equipment, intellectual property and other intangibles for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. Factors we consider include significant under-performance relative to expected historical or projected future operating results, significant negative industry or economic trends and our market capitalization relative to net book value. We may be required in the future to record a significant charge to earnings in our financial statements during the period in which any impairment of our long-lived assets is determined. Such charges have had and could have a significant adverse impact on our results of operations and our operating flexibility under our debt covenants.

Litigation Incident to Our Business Could Adversely Affect Us.

We have been a party to various legal proceedings, including those described in Note 17 to our Consolidated Financial Statements in Part I, Item 1 of this Quarterly Report, and may be a party to litigation in the future. If an unfavorable ruling or outcome were to occur in these legal proceedings or future litigation, there could be a material adverse impact on our business, liquidity, results of operations, financial condition, cash flows and the trading price of our securities.

For example, the final award pending in the arbitration with Tessera could be more than the amount accrued, and we expect to record our estimate of interest accruing with the passage of time and may record additional charges as information develops or upon the issuance of the final award. Tessera publicly announced its intention to seek an amount in excess of \$150 million. In addition, Tessera recently filed a complaint against Amkor in the U.S. District Court for the District of Delaware. There can be no assurance that the termination of the Tessera license agreement will not have a material impact on our ongoing business and customer relationships, including any supply arrangements with customers formerly benefiting from our rights under the terminated license agreement; that the U.S. District Court complaint filed by Tessera will not result in an unfavorable outcome for our company, including an injunction and significant damage award or that there will not be any further disputes with Tessera or others involving our company's technology or business.

We Could Suffer Adverse Tax and Other Financial Consequences if Taxing Authorities Do Not Agree with Our Interpretation of Applicable Tax Laws, Including Whether We Continue to Qualify for Our Tax Holidays.

Our corporate structure and operations are based, in part, on interpretations of various tax laws, including withholding tax, compliance with tax holiday requirements, application of changes in tax law to our operations and other relevant laws of applicable taxing jurisdictions. From time to time, the taxing authorities of the relevant jurisdictions may conduct examinations of our income tax returns and other regulatory filings. We cannot assure you that the taxing authorities will agree with our interpretations, including whether we continue to qualify for our tax holidays. To the extent they do not agree, we may seek to enter into settlements with the taxing authorities which require significant payments or otherwise adversely affect our results of operations or financial condition. We may also appeal the taxing authorities' determinations to the appropriate governmental authorities, but we cannot be sure we will prevail. If we do not prevail, we may have to make significant payments or otherwise record charges (or reduce tax assets) that adversely affect our results of operations, financial condition and cash flows. Additionally, certain of our subsidiaries operate under tax holidays, which will expire in whole or in part at various dates in the future. As those tax holidays expire, our tax expenses will increase as income from those jurisdictions become subject to higher statutory income tax rates, thereby reducing our liquidity and cash flow.

[Table of Contents](#)

Intellectual Property - Our Business Will Suffer if We Are Not Able to Develop New Proprietary Technology, Protect Our Proprietary Technology and Operate Without Infringing the Proprietary Rights of Others.

The complexity and breadth of semiconductor packaging and test services are rapidly increasing. As a result, we expect that we will need to develop, acquire and implement new manufacturing processes and packaging design technologies and tools in order to respond to competitive industry conditions and customer requirements. Technological advances also typically lead to rapid and significant price erosion and may make our existing packages less competitive or our existing inventories obsolete. If we cannot achieve advances in packaging design or obtain access to advanced packaging designs developed by others, our business could suffer.

The need to develop and maintain advanced packaging capabilities and equipment could require significant research and development, capital expenditures and acquisitions in future years. In addition, converting to new packaging designs or process methodologies could result in delays in producing new package types, which could adversely affect our ability to meet customer orders and adversely impact our business.

The process of seeking patent protection takes a long time and is expensive. There can be no assurance that patents will issue from pending or future applications or that, if patents are issued, the rights granted under the patents will provide us with meaningful protection or any commercial advantage. Any patents we do obtain will eventually expire, may be challenged, invalidated or circumvented and may not provide meaningful protection or other commercial advantage to us.

Some of our technologies are not covered by any patent or patent application. The confidentiality agreements on which we rely to protect these technologies may be breached and may not be adequate to protect our proprietary technologies. There can be no assurance that other countries in which we market our services will protect our intellectual property rights to the same extent as the U.S.

Our competitors may develop, patent or gain access to know-how and technology similar to our own. In addition, many of our patents are subject to cross licenses, several of which are with our competitors. The semiconductor industry is characterized by frequent claims regarding the infringement of patent and other intellectual property rights. If any third party makes an enforceable infringement claim against us or our customers, we could be required to:

- discontinue the use of certain processes;
- cease to provide the services at issue;
- pay substantial damages;
- develop non-infringing technologies or
- acquire licenses to such technology.

We may need to enforce our patents or other intellectual property rights, including our rights under patent and intellectual property licenses with third parties, or defend ourselves against claimed infringement of the rights of others through litigation, which could result in substantial cost and diversion of our resources. Furthermore, if we fail to obtain necessary licenses, our business could suffer. We have been involved in legal proceedings involving the acquisition and license of intellectual property rights, the enforcement of our existing intellectual property rights or the enforcement of the intellectual property rights of others, including the legal proceeding filed by and against Tessera, Inc. and the complaint filed and ongoing proceeding against Carsem (M) Sdn Bhd, Carsem Semiconductor Sdn Bhd, and Carsem Inc., or collectively "Carsem", which are described in more detail in Note 17 to our Consolidated Financial Statements in Part I, Item 1 of this Quarterly Report. Unfavorable outcomes in any legal proceedings involving intellectual property could result in significant liabilities and could have a material adverse effect on our business, liquidity, results of operations, financial condition and cash flows. The potential impact from the legal proceedings referred to in this Quarterly Report on our results of operations, financial condition and cash flows could change in the future.

[Table of Contents](#)

Packaging and Test - Packaging and Test Processes Are Complex and Our Production Yields and Customer Relationships May Suffer from Defects in the Services We Provide.

Semiconductor packaging and test services are complex processes that require significant technological and process expertise. Defective packages primarily result from:

- contaminants in the manufacturing environment;
- human error;
- equipment malfunction;
- changing processes to address environmental requirements;
- defective raw materials or
- defective plating services.

Test is also complex and involves sophisticated equipment and software. Similar to many software programs, these software programs are complex and may contain programming errors or “bugs.” The test equipment is also subject to malfunction. In addition, the test process is subject to operator error.

These and other factors have, from time to time, contributed to lower production yields. They may also do so in the future, particularly as we adjust our capacity or change our processing steps. In addition, we must continue to expand our offering of packages to be competitive. Our production yields on new packages typically are significantly lower than our production yields on our more established packages.

Our failure to maintain high standards or acceptable production yields, if significant and prolonged, could result in loss of customers, increased costs of production, delays, substantial amounts of returned goods and claims by customers relating thereto. Any of these problems could have a material adverse effect on our business, liquidity, results of operations, financial condition and cash flows.

In addition, in line with industry practice, new customers usually require us to pass a lengthy and rigorous qualification process that may take several months. If we fail to qualify packages with potential customers or existing customers, such failure could have a material adverse effect on our business, results of operations, financial condition and cash flows.

Competition - We Compete Against Established Competitors in the Packaging and Test Business as Well as Internal Customer Capabilities and May Face Competition from New Competitors.

The outsourced semiconductor packaging and test market is very competitive. We face substantial competition from established packaging and test service providers primarily located in Asia, including companies with significant processing capacity, financial resources, research and development operations, marketing and other capabilities. These companies also have established relationships with many large semiconductor companies that are our current or potential customers. We also face competition from the internal capabilities and capacity of many of our current and potential IDM customers. In addition, we compete with companies (including semiconductor foundries) that provide wafer bumping and other advanced packaging solutions that compete with our packaging and test services. For example, one of the major semiconductor foundries, which is substantially larger and has greater financial resources than we do, has expanded, and may continue to expand its operations to include packaging and test services.

We cannot assure you that we will be able to compete successfully in the future against our existing or potential competitors or that our customers will not rely on internal sources for packaging and test services, or that our business, liquidity, results of operations, financial condition and cash flows will not be adversely affected by such increased competition.

[Table of Contents](#)

Environmental Regulations - Future Environmental Regulations Could Place Additional Burdens on Our Manufacturing Operations.

The semiconductor packaging process uses liquid chemicals, gases and materials. These processes generate by-products that are subject to extensive governmental regulations. For example, at our foreign facilities we produce liquid waste when semiconductor wafers are diced into chips with the aid of diamond saws, then cooled with running water. In addition, semiconductor packages have historically utilized metallic alloys containing lead (Pb) within the interconnect terminals typically referred to as leads, pins or balls. Federal, state and local laws and regulations in the U.S., as well as environmental laws and regulations in foreign jurisdictions, impose various controls on the storage, handling, discharge and disposal of chemicals used in our production processes and on the factories we occupy and are increasingly imposing restrictions on the materials contained in semiconductor products. We may become liable under environmental laws for the cost of cleanup of any disposal or release of hazardous materials arising out of our former or current operations, or otherwise as a result of the existence of hazardous materials on our properties. In such an event, we could be held liable for damages, including fines, penalties and the cost of investigations and remedial actions, and could also be subject to revocation of permits negatively affecting our operations.

Public attention has focused on the environmental impact of semiconductor operations and the risk to neighbors of chemical releases from such operations and to the materials contained in semiconductor products. For example, the European Union's Restriction of Use of Certain Hazardous Substances in Electrical and Electronic Equipment Directive imposes strict restrictions on the use of lead and other hazardous substances in electrical and electronic equipment. In response to this directive, and similar laws and developing legislation in countries like China, Japan and Korea, we have implemented changes in a number of our manufacturing processes in an effort to achieve compliance across all of our package types. Complying with existing and possible future environmental laws and regulations, including laws and regulations relating to climate change, may impose upon us the need for additional capital equipment or other process requirements, restrict our ability to expand our operations, disrupt our operations, increase costs, subject us to liability or cause us to curtail our operations.

Our Business and Financial Condition Could be Adversely Affected by Natural Disasters.

We have significant packaging and test and other operations in locations which are subject to natural disasters such as earthquakes, tsunamis, typhoons, floods and other severe weather and geological events that could disrupt our operations. In addition, our suppliers and customers also have significant operations in such locations. A natural disaster that results in a prolonged disruption to our operations, or the operations of our customers or suppliers, could have a material adverse effect on our business, financial condition, results of operations and cash flows. For example, Japan experienced a severe earthquake and tsunami in 2011 that resulted in significant disruption in the electronics industry supply chain and adversely affected Japan's economy and consumer spending. In addition, in October 2011, Thailand experienced substantial flooding which affected the facilities and operations of customers and suppliers in our industry. As a result, our business, financial condition, results of operations and cash flows could be adversely affected by events such as those in Japan, Thailand or future natural disasters of a similar nature.

Fire, Flood or Other Calamity - With Our Operations Conducted in a Limited Number of Facilities, a Fire, Flood or Other Calamity at one of Our Facilities Could Adversely Affect Us.

We conduct our packaging and test operations at a limited number of facilities. Significant damage or other impediments to any of these facilities, whether as a result of fire, flood, weather, the outbreak of infectious diseases (such as SARs or flu), civil strife, industrial strikes, breakdowns of equipment, difficulties or delays in obtaining materials and equipment, natural disasters, terrorist incidents, industrial accidents or other causes could temporarily disrupt or even shut down our operations, which would have a material adverse effect on our business, financial condition and results of operations. In the event of such a disruption or shutdown, we may be unable to reallocate production to other facilities in a timely or cost-effective manner (if at all) and we may not have sufficient capacity to service customer demands in our other facilities. For example, our operations in Asia are vulnerable to regional typhoons that can bring with them destructive winds and torrential rains, which could in turn cause plant closures and transportation interruptions. In addition, some of the processes that we utilize in our operations place us at risk of fire and other damage. For example, highly flammable gases are used in the preparation of wafers holding semiconductor devices for flip chip packaging. While we maintain insurance policies for

Table of Contents

various types of property, casualty and other risks, we do not carry insurance for all the above referred risks and with regard to the insurance we do maintain, we cannot assure you that it would be sufficient to cover all of our potential losses.

Continued Control By Existing Stockholders - Mr. James J. Kim and Members of His Family Can Effectively Determine or Substantially Influence The Outcome of All Matters Requiring Stockholder Approval.

As of September 30, 2013, Mr. James J. Kim, our Executive Chairman of the Board of Directors, members of Mr. Kim's immediate family and affiliates owned approximately 137.5 million shares, or approximately 63%, of our outstanding common stock. The Kim family also has options to acquire approximately 0.5 million shares. Pursuant to the 2014 Notes exchange offer, the Kim family exchanged their 2014 Notes into approximately 49.6 million shares of common stock (the "2014 Convert Shares"). If the options are exercised, the Kim family's total ownership would be an aggregate of approximately 138.0 million shares of our outstanding common stock or approximately 63% of our outstanding common stock.

The 2014 Convert Shares and the approximately 13.4 million shares issued upon conversion of the \$100.0 million of our 6.25% Convertible Subordinated Notes due 2013 (the "2013 Convert Shares") are each subject to separate voting agreements. The agreements require the Kim family to vote these respective shares in a "neutral manner" on all matters submitted to our stockholders for a vote, so that such 2013 Convert Shares and 2014 Convert Shares are voted in the same proportion as all of the other outstanding securities (excluding the other shares owned by the Kim family) that are actually voted on a proposal submitted to Amkor's stockholders for approval. The Kim family is not required to vote in a "neutral manner" any 2013 Convert Shares or 2014 Convert Shares that, when aggregated with all other voting shares held by the Kim family, represent 41.6% or less of the total then-outstanding voting shares of our common stock. The voting agreement for the 2013 Convert Shares terminates upon the earliest of (i) December 1, 2013, (ii) at such time as no principal amount of the 2013 Notes or any 2013 Convert Shares remain outstanding, (iii) a change of control transaction (as defined in the voting agreement) or (iv) the mutual agreement of the Kim family and Amkor. The voting agreement for the 2014 Convert Shares terminates upon the earliest of (i) such time as no principal amount of the 2014 Notes remains outstanding and the Kim family no longer beneficially owns any of the 2014 Convert Shares, (ii) consummation of a change of control (as defined in the voting agreement) or (iii) the mutual agreement of the Kim family and Amkor.

Mr. James J. Kim and his family and affiliates, acting together, have the ability to effectively determine or substantially influence matters submitted for approval by our stockholders by voting their shares or otherwise acting by written consent, including the election of our Board of Directors. There is also the potential, through the election of members of our Board of Directors, that the Kim family could substantially influence matters decided upon by our Board of Directors. This concentration of ownership may also have the effect of impeding a merger, consolidation, takeover or other business consolidation involving us, or discouraging a potential acquirer from making a tender offer for our shares, and could also negatively affect our stock's market price or decrease any premium over market price that an acquirer might otherwise pay. Concentration of ownership also reduces the public float of our common stock. There may be less liquidity and higher price volatility for the stock of companies with a smaller public float compared to companies with broader public ownership.

[Table of Contents](#)

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Issuer Repurchase of Equity Securities

The following table provides information regarding repurchases of our common stock during the three months ended September 30, 2013. We refer you to Note 15 to our Consolidated Financial Statements in Part I, Item 1 of this Quarterly Report for further discussion.

Period	Total Number of Shares Purchased (a)	Average Price Paid Per Share (\$)	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (b)	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (\$)(b)
July 1 - July 31	1,674	\$ 4.29	—	\$ 91,586,032
August 1 - August 31	10,905	4.25	—	91,586,032
September 1 - September 30	2,152	4.13	—	91,586,032
Total	14,731	\$ 4.23	—	

- (a) Represents shares of common stock surrendered to us to satisfy tax withholding obligations associated with the vesting of restricted shares issued to employees.
- (b) Our Board of Directors previously authorized the repurchase of up to \$300.0 million of our common stock, \$150.0 million in August 2011 and \$150.0 million in February 2012, exclusive of any fees, commissions or other expenses. For the three months ended September 30, 2013, no common stock purchases were made and there is approximately \$91.6 million available pursuant to the stock repurchase program.

Item 6. Exhibits

The exhibits required by Item 601 of Regulation S-K which are filed with this report are set forth in the Exhibit Index.

[Table of Contents](#)

SIGNATURES

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

AMKOR TECHNOLOGY, INC.

By: /s/ Joanne Solomon
Joanne Solomon
Executive Vice President and
Chief Financial Officer, Chief
Accounting Officer and Duly
Authorized Officer

Date: November 1, 2013

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
3.1	Restated Bylaws of Amkor Technology, Inc., as amended on August 21, 2013.
31.1	Certification of Stephen D. Kelley, President and Chief Executive Officer of Amkor Technology, Inc., pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Joanne Solomon, Executive Vice President and Chief Financial Officer of Amkor Technology, Inc., pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32	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.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document

RESTATED BYLAWS

OF

AMKOR TECHNOLOGY, INC.

(as of August 21, 2013)

TABLE OF CONTENTS

	Page
ARTICLE I STOCKHOLDERS	1
1.1 ANNUAL MEETINGS	1
1.2 SPECIAL MEETINGS	1
1.3 NOTICE OF MEETINGS	1
1.4 NOMINATIONS	2
1.5 NOTICE OF STOCKHOLDER BUSINESS	3
1.6 ADJOURNMENTS	4
1.7 QUORUM	5
1.8 ORGANIZATION	5
1.9 VOTING; PROXIES	6
1.10 REMOTE COMMUNICATION	6
1.11 FIXING DATE FOR DETERMINATION OF STOCKHOLDERS OF RECORD	7
1.12 LIST OF STOCKHOLDERS ENTITLED TO VOTE	7
1.13 STOCKHOLDER ACTION BY WRITTEN CONSENT WITHOUT A MEETING	8
ARTICLE II BOARD OF DIRECTORS	8
2.1 POWERS; NUMBER; QUALIFICATIONS	8
2.2 ELECTION; RESIGNATION; REMOVAL; VACANCIES	9
2.3 REGULAR MEETINGS	9
2.4 SPECIAL MEETINGS	9
2.5 TELEPHONIC MEETINGS PERMITTED	9
2.6 QUORUM; VOTE REQUIRED FOR ACTION	9
2.7 ORGANIZATION	10
2.8 BOARD ACTION BY WRITTEN CONSENT WITHOUT A MEETING	10
ARTICLE III COMMITTEES	11
3.1 COMMITTEES	11
3.2 COMMITTEE RULES	12
ARTICLE IV OFFICERS	12
4.1 EXECUTIVE OFFICERS; ELECTION; QUALIFICATIONS; TERM OF OFFICE; RESIGNATION; REMOVAL; VACANCIES	12
ARTICLE V STOCK	13
5.1 CERTIFICATES	13
5.2 LOST, STOLEN OR DESTROYED STOCK CERTIFICATES; ISSUANCE OF NEW CERTIFICATES	13

ARTICLE VI INDEMNIFICATION	13
6.1 THIRD PARTY ACTIONS	13
6.2 ACTIONS BY OR IN THE RIGHT OF THE CORPORATION	14
6.3 SUCCESSFUL DEFENSE	14
6.4 DETERMINATION OF CONDUCT	14
6.5 PAYMENT OF EXPENSES IN ADVANCE	14
6.6 INDEMNITY NOT EXCLUSIVE	15
6.7 INSURANCE INDEMNIFICATION	15
6.8 THE CORPORATION	15
6.9 EMPLOYEE BENEFIT PLANS	15
6.10 INDEMNITY FUND	16
6.11 INDEMNIFICATION OF OTHER PERSONS	16
6.12 SAVINGS CLAUSE	16
6.13 CONTINUATION OF INDEMNIFICATION AND ADVANCEMENT OF EXPENSES	16
ARTICLE VII MISCELLANEOUS	16
7.1 FISCAL YEAR	16
7.2 SEAL	17
7.3 WAIVER OF NOTICE OF MEETINGS OF STOCKHOLDERS, DIRECTORS AND COMMITTEES	17
7.4 INTERESTED DIRECTORS; QUORUM	17
7.5 FORM OF RECORDS	17
7.6 AMENDMENT OF BYLAWS	18

RESTATED BYLAWS
OF
AMKOR TECHNOLOGY, INC.

ARTICLE I

STOCKHOLDERS

1.1 ANNUAL MEETINGS

An annual meeting of stockholders shall be held for the election of directors at such date, time and place, either within or without the state of Delaware, as may be designated by resolution of the Board of Directors from time to time. Any other proper business may be transacted at the annual meeting. In lieu of holding an annual meeting of stockholders at a designated place, the Board of Directors may, in its sole discretion, determine that any annual meeting of stockholders may be held solely by means of remote communication.

1.2 SPECIAL MEETINGS

Special meetings of stockholders for any purpose or purposes may be called at any time by the Board of Directors, or by a committee of the Board of Directors which has been duly designated by the Board of Directors and whose powers and authority, as expressly provided in a resolution of the Board of Directors, include the power to call such meetings. In lieu of holding a special meeting of stockholders at a designated place, the Board of Directors may, in its sole discretion, determine that any special meeting of stockholders may be held solely by means of remote communication.

1.3 NOTICE OF MEETINGS

Whenever stockholders are required or permitted to take any action at a meeting, a written notice of the meeting shall be given which shall state the place, date and hour of the meeting, the means of remote communications, if any, by which stockholders and proxy holders may be deemed to be present and in person and vote at such meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Unless otherwise provided by law, the Certificate of Incorporation or these Bylaws, the written notice of any meeting shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting to each stockholder entitled to vote at such meeting. Notice to stockholders may be given by personal delivery, mail, or, with the consent of the stockholder entitled to receive notice, by facsimile or other means of electronic transmission. If mailed, such notice shall be deemed to be given when deposited in the mail, postage prepaid, directed to the stockholder at his address as it appears on the records of the corporation. Notice given by electronic transmission pursuant to this subsection shall be deemed given: (1) if by facsimile telecommunication, when directed to a facsimile telecommunication number at which the stockholder has consented to receive notice; (2) if by electronic mail, when

directed to an electronic mail address at which the stockholder has consented to receive notice; (3) if by posting on an electronic network together with separate notice to the stockholder of such specific posting, upon the later of (A) such posting and (B) the giving of such separate notice; and (4) if by any other form of electronic transmission, when directed to the stockholder. An affidavit of the Secretary or an Assistant Secretary, the transfer agent or other agent of the corporation that the notice has been given by personal delivery, by mail, or by a form of electronic transmission shall, in the absence of fraud, be prima facie evidence of the facts stated therein.

1.4 NOMINATIONS

Only persons who are nominated in accordance with the procedures set forth in these Bylaws shall be eligible to serve as directors of the corporation. Nominations of persons for election to the Board of Directors of the corporation may be made at a meeting of stockholders at which directors are to be elected (i) by or at the direction of the Board of Directors or (ii) by any stockholder of the corporation who is a stockholder of record at the time of giving of notice provided for in this Section 1.4, who shall be entitled to vote for the election of directors at the meeting and who complies with the notice procedures set forth in this Section 1.4.

Nominations by stockholders shall be made pursuant to timely notice in writing to the Secretary of the corporation. To be timely, a stockholder's notice shall be delivered to or mailed and received at the principal executive offices of the corporation (a) in the case of an annual meeting, not later than the close of business on the ninetieth (90th) calendar day, nor earlier than the close of business on the one hundred and twentieth (120th) calendar day, prior to the first anniversary of the preceding year's annual meeting; provided, however, that if the date of the annual meeting is advanced more than thirty (30) calendar days prior to, or delayed by more than sixty (60) calendar days after, the anniversary of the preceding year's annual meeting, notice by the stockholder to be timely must be received not later than the close of business on the tenth (10th) calendar day following the earlier of the day on which notice of the date of the meeting was first mailed or public disclosure of the date of the meeting was first made, and (b) in respect of nominations to be brought before a special meeting, where permitted, notice by the stockholder to be timely must be so delivered not later than the close of business on the tenth (10th) calendar day following the earlier of the day on which notice of the date of the meeting was first mailed or public disclosure of the date of the meeting was first made. Such stockholder's notice shall set forth (i) (A) the name, age, business address and residence address of each proposed nominee, (B) the principal occupation of each proposed nominee, (C) a representation that the notifying stockholder intends to appear in person or by proxy at the meeting to nominate the person or persons specified in the notice, (D) if known, the class and total number of shares of the corporation that are beneficially owned by the proposed nominee, (E) the total number of shares of the corporation that will be voted by the notifying stockholder for each proposed nominee, (F) a description of all arrangements or understandings between the notifying stockholder and each nominee and any other person or persons (naming such person or persons) pursuant to which the nomination or nominations are to be made by the notifying stockholder, and (G) as to each proposed nominee all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors, or is otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended,

applicable listing standards and other applicable law (including such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected and including information as to the purpose of such nomination); and (ii) as to the stockholder giving the notice and the beneficial owner, if any, on whose behalf the nomination is made (A) the name and address of such stockholder, as they appear on the corporation's books, and of such beneficial owner, (B) the class and number of shares of the corporation which are owned beneficially and of record by such stockholder and such beneficial owner and (C) a representation whether the stockholder or the beneficial owner, if any, intends or is part of a group which intends (x) to deliver a proxy statement and/or form of proxy to holders of at least the percentage of the corporation's outstanding capital stock required to elect the nominee and/or (y) otherwise to solicit proxies from stockholders in support of such nomination. At the request of the Board of Directors, any person nominated by a stockholder for election as a director shall furnish to the Secretary of the corporation that information required to be set forth in a stockholder's notice of nomination which pertains to the nominee. The corporation may request any proposed nominee to furnish such other information as may reasonably be required by the corporation to determine the qualifications of the proposed nominee to serve as a director of the corporation.

No person shall be eligible to serve as a director of the corporation unless nominated in accordance with the procedures set forth in this Section 1.4. The Chairman of the meeting shall, if the facts warrant, determine and declare to the meeting that a nomination was not made in accordance with the procedures prescribed by this Section 1.4, and if the Chairman of the meeting should so determine, shall so declare to the meeting and the defective nomination shall be disregarded. Any such decision by the Chairman of the meeting shall be final, binding and conclusive upon all parties in interest. In addition to the foregoing provisions of this Section 1.4, a stockholder shall also comply with and shall be subject to all applicable requirements and provisions of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder, applicable listing standards and other applicable law, with respect to the matters set forth in this Section 1.4.

1.5 NOTICE OF STOCKHOLDER BUSINESS

At an annual or special meeting of the stockholders, only such business shall be conducted as shall have been brought before the meeting (i) pursuant to the corporation's notice of meeting, (ii) by or at the direction of the Board of Directors or (iii) as to an annual meeting, by any stockholder of the corporation who is a stockholder of record at the time of giving of the notice provided for in this Section 1.5, who shall be entitled to vote at such meeting and who complies with the notice procedures set forth in this Section 1.5.

For business to be properly brought before an annual meeting by a stockholder pursuant to clause (iii) of the immediately preceding paragraph of this Section 1.5, the stockholder must have given timely notice thereof in writing to the Secretary of the corporation, and any such proposed business must constitute a proper matter for stockholder action. To be timely, a stockholder's notice shall be delivered to or mailed and received at the principal executive offices of the corporation not later than the close of business on the ninetieth (90th) calendar day, nor earlier than the close of business on the one hundred and twentieth (120th) calendar day, prior to the first anniversary of the

preceding year's annual meeting; provided, however, that if the date of the annual meeting is advanced more than thirty (30) calendar days prior to, or delayed by more than sixty (60) calendar days after, the first anniversary of the preceding year's annual meeting, notice by the stockholder to be timely must be so delivered not later than the close of business on the tenth (10th) calendar day following the earlier of the day on which notice of the date of the meeting was first mailed or public disclosure of the date of the meeting was first made. A stockholder's notice to the Secretary shall set forth as to each matter the stockholder proposes to bring before the meeting (i) a brief description of the business desired to be brought before the meeting and the reasons for conducting such business at the meeting, and if a specific action is to be proposed, the text of the resolution or resolutions which the stockholder proposes that the corporation adopt, (ii) the name and address, as they appear on the corporation's books, of the stockholder proposing such business, and the name and address of the beneficial owner, if any, on whose behalf the proposal is made, (iii) the class and number of shares of the corporation which are owned beneficially and of record by such stockholder of record and by the beneficial owner, if any, on whose behalf the proposal is made, (iv) any material interest of such stockholder of record and the beneficial owner, if any, on whose behalf the proposal is made in such business, (v) a representation that the stockholder intends to appear in person or by proxy at the meeting to bring before the meeting the business specified in the notice, (vi) the total number of shares of the corporation that will be voted by the notifying stockholder for such proposal, and (vii) a representation whether the stockholder or the beneficial owner, if any, intends or is part of a group which intends (x) to deliver a proxy statement and/or form of proxy to holders of at least the percentage of the corporation's outstanding capital stock required to approve or adopt the proposal and/or (y) otherwise to solicit proxies from stockholders in support of such proposal.

Notwithstanding anything in these Bylaws to the contrary, no business shall be conducted at an annual or special meeting except in accordance with the procedures set forth in Section 1.5. The Chairman of the meeting shall, if the facts warrant, determine and declare to the meeting that business was not properly brought before the meeting and in accordance with the procedures prescribed by this Section 1.5, and if the Chairman of the meeting should so determine, shall so declare to the meeting and any such business not properly brought before the meeting shall not be transacted. Any such decision by the Chairman shall be final, binding and conclusive upon all parties in interest. In addition to the foregoing provisions of this Section 1.5, a stockholder shall also comply with and be subject to all applicable requirements and provisions of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder, applicable listing standards and other applicable law, with respect to the matters set forth in this Section 1.5.

1.6 ADJOURNMENTS

Any meeting of stockholders, annual or special, may adjourn from time to time to reconvene at the same or some other place, and notice need not be given of any such adjourned meeting if the date, time and place if any, thereof and the means of remote communication, if any, by which stockholders and proxyholders may be deemed to be present in person and vote at such adjourned meeting, are announced at the meeting at which the adjournment is taken. At the adjourned meeting the corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is

fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting. The Chairman of the meeting shall have the power to adjourn any meeting of stockholders for any reason and the stockholders shall have the power to adjourn any meeting of stockholders by a majority vote of the shares present at such meeting in accordance with this Section 1.6.

1.7 QUORUM

Except as otherwise provided by law, the Certificate of Incorporation or these Bylaws, at each meeting of stockholders the presence in person or by proxy of the holders of shares of stock having a majority of the votes which could be cast by the holders of all outstanding shares of stock entitled to vote at the meeting shall be necessary and sufficient to constitute a quorum. In the absence of a quorum, the stockholders so present may, by majority vote of shares present, adjourn the meeting from time to time in the manner provided in Section 1.6 of these Bylaws until a quorum shall attend. Shares of its own stock belonging to the corporation or to another corporation, if a majority of the shares entitled to vote in the election of directors of such other corporation is held, directly or indirectly, by the corporation, shall neither be entitled to vote nor be counted for quorum purposes; provided, however, that the foregoing shall not limit the right of the corporation to vote stock, including but not limited to its own stock, held by it in a fiduciary capacity.

1.8 ORGANIZATION

Meetings of stockholders shall be presided over by (a) the Chairman of the Board of Directors or, in the absence thereof, (b) any director or officer of the corporation designated by the Board of Directors. In the absence of the Secretary of the corporation, the secretary of the meeting shall be such person as the Chairman of the meeting appoints.

The Board of Directors shall, in advance of any meeting of stockholders, appoint one (1) or more inspector(s), who may include individual(s) who serve the corporation in other capacities, including without limitation as officers, employees or agents, to act at the meeting of stockholders and make a written report thereof. The Board may designate one (1) or more persons as alternate inspector(s) to replace any inspector, who fails to act. If no inspector or alternate has been appointed or is able to act at a meeting of stockholders, the Chairman of the meeting shall appoint one (1) or more inspector(s) to act at the meeting. Each inspector, before discharging his or her duties, shall take and sign an oath to faithfully execute the duties of inspector with strict impartiality and according to the best of his or her ability. The inspector(s) or alternate(s) shall have the duties prescribed pursuant to Section 231 of the Delaware General Corporation Law or other applicable law.

The Board of Directors shall be entitled to make such rules or regulations for the conduct of meetings of stockholders as it shall deem necessary, appropriate or convenient. Subject to such rules and regulations, if any, the Chairman of the meeting shall have the right and authority to prescribe such rules, regulations and procedures and to do all acts as, in the judgment of such Chairman of the meeting, are necessary, appropriate or convenient for the proper conduct of the meeting, including without limitation establishing an agenda of business of the meeting, rules or regulations to maintain

order, restrictions on entry to the meeting after the time fixed for commencement thereof and the fixing of the date and time of the opening and closing of the polls for each matter upon which the stockholders will vote at a meeting (and shall announce such at the meeting).

1.9 VOTING; PROXIES

Except as otherwise provided by the Certificate of Incorporation or by law, each stockholder entitled to vote at any meeting of stockholders shall be entitled to one vote for each share of stock held by such stockholder which has voting power upon the matter in question. Each stockholder entitled to vote at a meeting of stockholders may authorize another person or persons to act for such stockholder by proxy, but no such proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period. A duly executed proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A stockholder may revoke any proxy which is not irrevocable by attending the meeting and voting in person or by filing an instrument in writing revoking the proxy or another duly executed proxy bearing a later date with the Secretary of the corporation. Voting at meetings of stockholders need not be by written ballot and need not be conducted by inspectors of election unless so determined by the holders of shares of stock having a majority of the votes which could be cast by the holders of all outstanding shares of stock entitled to vote thereon which are present in person or by proxy at such meeting.

At a stockholders' meeting at which directors are to be elected, a stockholder shall not be entitled to cumulate votes (i.e., cast for any candidate a number of votes greater than the number of votes which such stockholder normally is entitled to cast). The candidates receiving the highest number of affirmative votes, up to the number of directors to be elected, shall be elected; votes against any candidate and votes withheld shall have no legal effect.

1.10 REMOTE COMMUNICATION

For the purposes of these Bylaws, if authorized by the Board of Directors in its sole discretion, and subject to such guidelines and procedures as the Board of Directors may adopt, stockholders and proxyholders may, by means of remote communication:

(A) participate in a meeting of stockholders; and

(B) be deemed present in person and vote at a meeting of stockholders whether such meeting is to be held at a designated place or solely by means of remote communication, provided that (i) the corporation shall implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a stockholder or proxyholder, (ii) the corporation shall implement reasonable measures to provide such stockholders and proxyholders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the stockholders, including an opportunity to read or hear the proceedings of the meeting substantially

concurrently with such proceedings, and (iii) if any stockholder or proxyholder votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the corporation.

1.11 FIXING DATE FOR DETERMINATION OF STOCKHOLDERS OF RECORD

In order that the corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors and which record date: (1) in the case of determination of stockholders entitled to vote at any meeting of stockholders or adjournment thereof, shall, unless otherwise required by law, not be more than sixty (60) nor less than ten (10) days before the date of such meeting; (2) in the case of determination of stockholders entitled to express consent to corporate action in writing without a meeting, shall not be more than ten (10) days from the date upon which the resolution fixing the record date is adopted by the Board of Directors; and (3) in the case of any other action, shall not be more than sixty (60) days prior to such other action. If no record date is fixed: (1) the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held; (2) the record date for determining stockholders entitled to express consent to corporate action in writing without a meeting, when no prior action of the Board of Directors is required by law, shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the Corporation in accordance with applicable law, or, if prior action by the Board of Directors is required by law, shall be at the close of business on the day on which the Board of Directors adopts the resolution taking such prior action; and (3) the record date for determining stockholders for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

1.12 LIST OF STOCKHOLDERS ENTITLED TO VOTE

The Secretary shall prepare and make, at least ten (10) days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten (10) days prior to the meeting, either (a) on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of the meeting, or (b) during ordinary business hours, at the principal place of business of the corporation. In the event that the corporation determines to make the list available on an electronic network, the corporation

may take reasonable steps to ensure that such information is available only to stockholders of the corporation. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof and may be inspected by any stockholder who is present. If the meeting is to be held solely by means of remote communication, then the list shall also be open to the examination of any stockholder during the whole time of the meeting on a reasonably accessible electronic network, and the information required to access such list shall be provided with the notice of the meeting. The stock ledger shall be the only evidence as to who are the stockholders entitled to examine the stock ledger, the list of stockholders or the books of the corporation, or to vote in person or by proxy at any meeting of stockholders.

1.13 STOCKHOLDER ACTION BY WRITTEN CONSENT WITHOUT A MEETING

Unless otherwise provided in the certificate of incorporation, any action required by this chapter to be taken at any annual or special meeting of stockholders of a corporation, or any action that may be taken at any annual or special meeting of such stockholders, may be taken without a meeting, without prior notice, and without a vote if a consent in writing, setting forth the action so taken, is signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing. If the action which is consented to is such as would have required the filing of a certificate under any section of the Delaware General Corporation Law if such action had been voted on by stockholders at a meeting thereof, then the certificate filed under such section shall state, in lieu of any statement required by such section concerning any vote of stockholders, that written notice and written consent have been given as provided in Section 228 of the Delaware General Corporation Law.

ARTICLE II

BOARD OF DIRECTORS

2.1 POWERS; NUMBER; QUALIFICATIONS

The business and affairs of the corporation shall be managed by or under the direction of the Board of Directors. In addition to the power and authorities these Bylaws expressly confer upon them, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not required by statute, the Certificate of Incorporation or these Bylaws to be exercised or done by the stockholders. The Board of Directors shall consist of one or more members, the number thereof to be determined from time to time by resolution of the Board of Directors. Directors need not be stockholders.

2.2 ELECTION; RESIGNATION; VACANCIES

The Board of Directors shall initially consist of the persons named as directors in the Certificate of Incorporation, and each director so elected shall hold office until the first annual meeting of stockholders or until his successor is elected and qualified. At the first annual meeting of stockholders and at each annual meeting thereafter, the stockholders shall elect directors each of whom shall hold office until his successor is elected and qualified or until such director's earlier resignation or removal. Any director may resign at any time upon written notice to the corporation. Any newly created directorship or any vacancy occurring in the Board of Directors for any cause may be filled by a majority of the remaining members of the Board of Directors, although such majority is less than a quorum, or by a sole remaining director, or by a plurality of the votes cast at a meeting of stockholders, and each director so elected shall hold office until the expiration of the term of office of the director whom he has replaced or until his successor is elected and qualified.

2.3 REGULAR MEETINGS

Regular meetings of the Board of Directors may be held at such places within or without the State of Delaware and at such times as the Board of Directors may from time to time determine, and if so determined notices thereof need not be given.

2.4 SPECIAL MEETINGS

Special meetings of the Board of Directors may be held at any time or place within or without the State of Delaware whenever called by the Chief Executive Officer, President, Chief Financial Officer, or by any member of the Board of Directors. Notice of a special meeting of the Board of Directors shall be given by the person or persons calling the meeting at least twenty-four hours before the special meeting.

2.5 TELEPHONIC MEETINGS PERMITTED

Members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting thereof by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Bylaw shall constitute presence in person at such meeting.

2.6 QUORUM; VOTE REQUIRED FOR ACTION

At all meetings of the Board of Directors a majority of the whole Board of Directors shall constitute a quorum for the transaction of business. Except in cases in which the Certificate of Incorporation or these Bylaws otherwise provide, the vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

2.7 ORGANIZATION

The Chairman of the Board shall, if present, preside at each meeting of the stockholders and of the Board and shall perform such other duties and responsibilities set forth in these Bylaws or as may be determined by the Board of Directors from time to time.

The Vice Chairman of the Board, if any, shall assist the Chairman of the Board and have such other duties and responsibilities set forth in these Bylaws or as may be determined by the Board of Directors or the Chairman of the Board from time to time.

If at any time the Chairman of the Board is not independent as that term is defined under the then applicable rules and regulations of each national securities exchange upon which shares of the common stock of the corporation are listed for trading and of the Securities and Exchange Commission, the independent directors shall annually designate from among them a "Lead Independent Director" having the duties and responsibilities set forth in the corporation's Corporate Governance Guidelines and as otherwise determined by the Board of Directors from time to time.

Meetings of the Board of Directors shall be presided over by the Chairman of the Board, if any, or in his absence by the Vice Chairman of the Board, if any, or in their absence by the Lead Independent Director, if any, or in the case of absence by all such persons, a chairman chosen at the meeting. The Secretary shall act as secretary of the meeting, but in his absence the chairman of the meeting may appoint any person to act as secretary of the meeting.

The corporation may have, at the discretion of the Board of Directors, an Executive Chairman of the Board. The Executive Chairman shall, if one is designated by the Board of Directors and if present, preside at all meetings of the stockholders and of the Board of Directors, assist the directors and the senior officers of the corporation in the formulation of the strategy and policies of the corporation, shall be available to the officers for consultation and advice, and exercise and perform such other powers and duties as may be from time to time assigned by the Board of Directors. The Executive Chairman, if so designated by the Board of Directors, shall not be considered an officer of the corporation.

2.8 BOARD ACTION BY WRITTEN CONSENT WITHOUT A MEETING

Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all members of the Board of Directors or such committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors or such committee.

ARTICLE III

COMMITTEES

3.1 COMMITTEES

The Board of Directors may, by resolution passed by a majority of the whole Board of Directors, designate one or more committees, each committee to consist of one or more of the directors of the corporation. The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of the committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in place of any such absent or disqualified member. Any such committee, to the extent permitted by law and to the extent provided in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it.

3.2 COMMITTEE RULES

Unless the Board of Directors otherwise provides, each committee designated by the Board of Directors may make, alter and repeal rules for the conduct of its business.

ARTICLE IV

OFFICERS

4.1 EXECUTIVE OFFICERS; ELECTION; QUALIFICATIONS; TERM OF OFFICE; RESIGNATION; REMOVAL; VACANCIES

(a) Unless otherwise determined by the Board of Directors, the officers of the corporation shall consist of a chief executive officer, a president, a chief financial officer, one or more vice presidents, a secretary, one or more assistant secretaries, a treasurer or one or more assistant treasurers as are elected by the Board of Directors and such other officers as the Board of Directors may determine, who will be elected in such manner and hold their offices for such terms as the Board of Directors may prescribe. Each such officer shall hold office until the first meeting of the Board of Directors after the annual meeting of stockholders next succeeding his election, and until his successor is elected and qualified or until his earlier resignation or removal. Any officer may resign at any time upon written notice to the corporation. The Board of Directors may remove any officer with or without cause at any time, but such removal shall be without prejudice to the contractual rights of such officer, if any, with the corporation. Any number of offices may be held by the same person. Any vacancy occurring in any office of the corporation by death, resignation, removal or otherwise may be filled for the unexpired portion of the term by the Board of Directors at any regular or special meeting.

(b) In addition to officers elected by the Board of Directors, the corporation may have one or more appointed vice presidents. Such appointed vice presidents may be appointed by the Board of Directors, the chairman of the Board of Directors or the chief executive officer and will have such duties as may be established by the Board of Directors, the chairman of the Board of Directors or the chief executive officer.

ARTICLE V

STOCK

5.1 CERTIFICATES

Shares of stock of the corporation may be certificated or uncertificated as provided by the Delaware General Corporation Law. Every holder of stock, upon written request, shall be entitled to have a certificate signed by or in the name of the corporation by the Chairman or Vice Chairman of the Board of Directors, if any, or the President or Vice President, and by the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary, of the corporation, certifying the number of shares owned by him in the corporation. Any of or all the signatures on the certificate may be a facsimile. In case any officer, transfer agent, or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent, or registrar before such certificate is issued, it may be issued by the corporation with the same effect as if he were such officer, transfer agent, or registrar at the date of issue.

5.2 LOST, STOLEN OR DESTROYED STOCK CERTIFICATES; ISSUANCE OF NEW CERTIFICATES

The corporation may issue a new certificate of stock in the place of any certificate theretofore issued by it, alleged to have been lost, stolen or destroyed, and the corporation may require the owner of the lost, stolen or destroyed certificate, or his legal representative, to give the corporation a bond sufficient to indemnify it against any claim that may be made against it on account of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate.

ARTICLE VI

INDEMNIFICATION

6.1 THIRD PARTY ACTIONS

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director or officer of the corporation, or that such director or officer is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (collectively "Agent"), against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement (if such settlement is approved in advance by the Company, which approval shall not be unreasonably withheld) actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no

reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

6.2 ACTIONS BY OR IN THE RIGHT OF THE CORPORATION

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was an Agent (as defined in Section 6.1) against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Delaware Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Delaware Court of Chancery or such other court shall deem proper.

6.3 SUCCESSFUL DEFENSE

To the extent that an Agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 6.1 and 6.2, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

6.4 DETERMINATION OF CONDUCT

Any indemnification under Sections 6.1 and 6.2 (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that the indemnification of the Agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Sections 6.1 and 6.2. Such determination shall be made (1) by the Board of Directors or an executive committee by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such quorum is not obtainable or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the stockholders.

6.5 PAYMENT OF EXPENSES IN ADVANCE

Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if it

shall ultimately be determined that he is not entitled to be indemnified by the corporation as authorized in this Article VI.

6.6 INDEMNITY NOT EXCLUSIVE

The indemnification and advancement of expenses provided or granted pursuant to the other subsections of this section shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office.

6.7 INSURANCE INDEMNIFICATION

The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was an Agent of the corporation, or is or was serving at the request of the corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article VI.

6.8 THE CORPORATION

For purposes of this Article VI, references to "the corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors and officers, so that any person who is or was a director or Agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under and subject to the provisions of this Article VI (including, without limitation, the provisions of Section 6.4) with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.

6.9 EMPLOYEE BENEFIT PLANS

For purposes of this Article VI, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the corporation" shall include any service as a director, officer, employee or agent of the corporation which imposes duties on, or involves services by, such director, officer, employee or agent with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the corporation" as referred to in this Article VI.

6.10 INDEMNITY FUND

Upon resolution passed by the Board of Directors, the corporation may establish a trust or other designated account, grant a security interest or use other means (including, without limitation, a letter of credit), to ensure the payment of certain of its obligations arising under this Article VI and/or agreements which may be entered into between the corporation and its officers and directors from time to time.

6.11 INDEMNIFICATION OF OTHER PERSONS

The provisions of this Article VI shall not be deemed to preclude the indemnification of any person who is not an Agent (as defined in Section 6.1), but whom the corporation has the power or obligation to indemnify under the provisions of the Delaware General Corporation Law or otherwise. The corporation may, in its sole discretion, indemnify an employee, trustee or other agent as permitted by the Delaware General Corporation Law. The corporation shall indemnify an employee, trustee or other agent where required by law.

6.12 SAVINGS CLAUSE

If this Article or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the corporation shall nevertheless indemnify each Agent against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement with respect to any action, suit, proceeding or investigation, whether civil, criminal or administrative, and whether internal or external, including a grand jury proceeding and an action or suit brought by or in the right of the corporation, to the full extent permitted by any applicable portion of this Article that shall not have been invalidated, or by any other applicable law.

6.13 CONTINUATION OF INDEMNIFICATION AND ADVANCEMENT OF EXPENSES

The indemnification and advancement of expenses provided by, or granted pursuant to, this Article VI shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE VII

MISCELLANEOUS

7.1 FISCAL YEAR

The fiscal year of the corporation shall be determined by resolution of the Board of Directors.

7.2 SEAL

The corporate seal shall have the name of the corporation inscribed thereon and shall be in such form as may be approved from time to time by the Board of Directors.

7.3 WAIVER OF NOTICE OF MEETINGS OF STOCKHOLDERS, DIRECTORS AND COMMITTEES

Any written waiver of notice, signed by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the stockholders, directors, or members of a committee of directors need be specified in any written waiver of notice. If such a waiver is given by electronic transmission, the electronic transmission must either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the stockholder.

7.4 INTERESTED DIRECTORS; QUORUM

No contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if: (1) the material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors, even though the disinterested directors be less than a quorum; or (2) the material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or (3) the contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof, or the stockholders. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

7.5 FORM OF RECORDS

Any records maintained by the corporation in the regular course of its business, including its stock ledger, books of account, and minute books, may be kept on, or be in the form of, punch cards, magnetic tape, photographs, microphotographs or any other information storage device, provided that the records so kept can be converted into clearly legible form within a reasonable time. The

corporation shall so convert any records so kept upon the request of any person entitled to inspect the same.

7.6 AMENDMENT OF BYLAWS

These Bylaws may be amended, altered or repealed, and new Bylaws adopted, by (i) the Board of Directors or (ii) the stockholders upon the affirmative vote of a majority of the voting power of the shares of capital stock entitled to vote thereon.

SECTION 302 CERTIFICATION

I, Stephen D. Kelley, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Amkor Technology, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

/s/ Stephen D. Kelley

Stephen D. Kelley

President and Chief Executive Officer

November 1, 2013

SECTION 302 CERTIFICATION

I, Joanne Solomon, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Amkor Technology, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

/s/ Joanne Solomon

Joanne Solomon

Executive Vice President and

Chief Financial Officer

November 1, 2013

**CERTIFICATIONS 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 of Amkor Technology, Inc. (the "Company") on Form 10-Q for the period ended September 30, 2013, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Stephen D. Kelley, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) 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 the Company.

/s/ Stephen D. Kelley

Stephen D. Kelley

President and Chief Executive Officer

November 1, 2013

In connection with the Quarterly Report of Amkor Technology, Inc. (the "Company") on Form 10-Q for the period ended September 30, 2013, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Joanne Solomon, Executive Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) 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 the Company.

/s/ Joanne Solomon

Joanne Solomon

Executive Vice President and

Chief Financial Officer

November 1, 2013

