Ubiquiti Networks, Inc.
Form 10-K
August 22, 2014
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K

(Mark One)

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

For the fiscal year ended June 30, 2014

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 No. 001-35300

UBIQUITI NETWORKS, INC.
(Exact name of registrant as specified in its charter)

Delaware	32-0097377
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

2580 Orchard Parkway, San Jose, CA 95131
(Address of principal executive offices, Zip Code)
(408) 942-3085
(Registrant's telephone number, including area code)

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

Title of each class	Name of each exchange on which registered
Common stock, $0.001 par value per share	The NASDAQ Stock Market LLC

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

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ¨ No ý

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ¨ No ý

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ý 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 ý No ¨
Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to Form 10-K. ¨
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	x		Accelerated filer	¨
Non-accelerated filer	¨	(Do not check if a smaller reporting company)	Smaller reporting company	¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ¨ No ý
The aggregate market value of the registrant's common stock held by non-affiliates of the registrant was approximately $1,380,368,000 based upon the closing price of $45.96 of such common stock on the NASDAQ Global Select Market on December 31, 2013 (the last business day of the registrant's most recently completed second quarter). Shares of common stock held as of December 31, 2013 by each director and executive officer of the registrant, as well as shares held by each holder of 5% of the common stock known to the registrant, have been excluded for purposes of the foregoing calculation. This determination of affiliate status is not a conclusive determination for other purposes.
As of August 18, 2014, 88,234,896 shares of Common Stock were issued and outstanding.

DOCUMENTS INCORPORATED BY REFERENCE:
Portions of the registrant's Definitive Proxy Statement to be filed with the Securities and Exchange Commission in connection with the registrant's 2014 Annual Meeting of Stockholders are incorporated herein by reference in Part III of this Annual Report on Form 10-K to the extent stated herein.

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UBIQUITI NETWORKS, INC.
PART I
Note About Forward-Looking Statements

When used in this Report, the words “anticipates,” “believes,” “could,” “seeks,” “estimates,” “expects,” “intends,” “may,” “pla “potential,” “predicts,” “projects,” “should,” “will,” “would” or similar expressions and negatives of those terms are intended t identify forward-looking statements. These are statements that relate to future periods and include statements about our future results, sources of revenue, our continued growth, our gross margins, market trends, our product development, technological developments, the features, benefits and performance of our current and future products, the ability of our products to address a variety of markets, the anticipated growth of demand for connectivity worldwide, our growth strategies, future price reductions, our competitive status, our dependence on our senior management and our ability to attract and retain key personnel, dependency on and concentration of our distributors, our employee relations, current and potential litigation, the effects of government regulations, our compliance with laws and regulations, our expected future operating costs and expenses and expenditure levels for research and development, selling, general and administrative expenses, fluctuations in operating results, fluctuations in our stock price, our payment of dividends, our future liquidity and cash needs, our credit facility, future acquisitions of and investments in complimentary businesses and the expected impact of various accounting policies and rules adopted by the Financial Accounting Standards Board. Forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those projected. These risks and uncertainties include, but are not limited to, factors affecting our quarterly results, our ability to manage our growth, our ability to sustain or increase profitability, demand for our products, our ability to compete, our ability to rapidly develop new technology and introduce new products, our ability to safeguard our intellectual property, trends in the networking industry and fluctuations in general economic conditions, and the risks set forth throughout this Report, including under Item 1, “Business” and under Item 1A, “Risk Factors.” These forward-looking statements speak only as of the date hereof. We expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in our expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

This Report also contains estimates and other information concerning our industry, including market size and growth rates, which are based on industry publications, surveys and forecasts, including those generated by Gartner and Cisco Systems, Inc. This information involves a number of assumptions and limitations, and you are cautioned not to give undue weight to these estimates. These industry publications, surveys and forecasts generally indicate that their information has been obtained from sources believed to be reliable. The industry in which we operate is subject to a high degree of uncertainty and risk due to a variety of factors, including those described under Item 1A. "Risk Factors."

The Gartner Report described herein, or the "Gartner Report," represent data, research opinion or viewpoints published, as part of a syndicated subscription service, by Gartner and are not representations of fact. The Gartner Report speaks as of its original publication date (and not as of the date of this Annual Report on Form 10-K) and the opinions expressed in the Gartner Report are subject to change without notice.

Item 1. Business

Business Overview

Ubiquiti Networks develops high performance networking technology for service providers and enterprises. Our technology platforms deliver highly-advanced and easily deployable solutions that appeal to a global customer base, particularly in under-networked markets. Our differentiated business model, combined with our innovative proprietary technologies, enables us to break down traditional barriers such as high product and network deployment costs to offer solutions with disruptive price-performance characteristics. We have become an attractive alternative to traditional high touch, high-cost providers, resulting in the progressive adoption of our technology platforms.

Our technology platforms for service providers enable carrier-class network infrastructure for fixed wireless broadband, wireless backhaul systems and routing. Our technology platforms for enterprises enable wireless local area network (WLAN) infrastructure, video surveillance products, and machine-to-machine communications.

We believe that our products are highly differentiated due to our proprietary software protocol innovation, firmware expertise, and hardware design capabilities. This allows our portfolio to meet the demanding performance requirements of video, voice and data applications at prices that are often a fraction of those offered by our competitors.

As a core part of our strategy, we have developed a model for marketing and selling high product volumes to service providers and enterprises. This model is driven by a large, growing and highly engaged community of service providers, distributors, value added resellers, systems integrators and corporate information technology ("IT") professionals who we refer to as the

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Ubiquiti Community or our Community. The Ubiquiti Community is a critical element of our business strategy as it enables us to drive:

- Rapid customer and community driven product development. We have an active, loyal community built from our customers that we believe is a sustainable competitive advantage. Our solutions benefit from the active engagement between the Ubiquiti Community and our development engineers throughout the product development cycle, which eliminates long and expensive multistep internal processes and results in rapid introduction and adoption of our products. This approach significantly reduces our development costs and time to market.

- Scalable sales and marketing model. We do not currently have, nor do we plan to hire, a direct sales force, but instead utilize the Ubiquiti Community to drive market awareness and demand for our products and solutions. This community-propagated viral marketing enables us to reach underserved and underpenetrated markets far more efficiently and cost-effectively than is possible through traditional sales models. Leveraging the information transparency of the Internet allows customers to research, evaluate and validate our solutions with the Ubiquiti Community and via third party web sites. This allows us to operate a scalable sales and marketing model and effectively create awareness of our brand and products. Word of mouth referrals from the Ubiquiti Community generate high quality leads for our distributors at relatively little cost.

- Self-sustaining product support. The engaged members of the Ubiquiti Community have enabled us to foster a large, cost efficient, highly-scalable and, we believe, self-sustaining mechanism for rapid product support and dissemination of information.

By reducing the cost of development, sales, marketing and support we are able to eliminate traditional business model inefficiencies and offer innovative solutions with disruptive price performance characteristics to our customers.

Our revenues were $572.5 million, $320.8 million and $353.5 million in the fiscal years ended June 30, 2014, 2013 and 2012, respectively. We had net income of $176.9 million, $80.5 million and $102.6 million in the fiscal years ended June 30, 2014, 2013 and 2012, respectively. In this Annual Report on Form 10-K, we refer to the fiscal years ended June 30, 2014, 2013 and 2012 as fiscal 2014, fiscal 2013 and fiscal 2012, respectively.

Industry Overview

Internet traffic worldwide has grown rapidly in recent years, driven by an increase in the number of users, increasing mobility of those users and high bandwidth applications, such as video, audio, cloud-based applications, online gaming and social networking. According to Cisco Visual Networking Index, global Internet protocol, or IP, traffic is expected to increase from 30,734 petabytes, or PB, per month in 2011 to 110,282 PB per month in 2016, representing a 29% compound annual growth rate, or CAGR, over that period. Wired networking solutions have traditionally been used to address increasing consumer and enterprise bandwidth needs. However, the high initial capital requirements and ongoing operating costs and long market lead times associated with building and installing infrastructure for wired networks has severely limited the widespread deployment of these networks in underserved and underpenetrated markets. Wireless networks are emerging as an attractive alternative for addressing both the broadband access needs of underserved and underpenetrated markets in both emerging and developed countries.

Underserved and underpenetrated markets. There exists a significant market opportunity in both emerging and developed economies. In “unconnected” emerging markets, the lack of an established network infrastructure and the high initial deployment costs associated with traditional wired network infrastructure build-outs have encouraged adoption of wireless networking infrastructure. In “under-connected” markets, bandwidth demand exceeds either the available capacity from existing infrastructure or the affordable supply of new infrastructure, resulting in an attractive market opportunity for wireless systems to bolster connectivity. Additionally, we believe there is a large market opportunity in connected markets serving customers that want to deploy reliable, scalable and customizable wireless networks and whose primary buying criterion is based on price-performance characteristics.

Increasing use of the unlicensed spectrum. In the absence of affordable broadband access in the licensed spectrum, the number of users of the unlicensed RF spectrum has increased for communications equipment, as well as consumer devices such as cordless phones, baby monitors and microwave ovens. This increasing use of unlicensed RF spectrum has made providing high quality wireless networking more challenging due to increasing congestion in the unlicensed spectrum.

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Government incentives for broadband access. Governments around the world are increasingly taking both regulatory and financial steps to expand access to broadband networks and increase availability of advanced broadband services to consumers and businesses.

To provide robust wireless networks that meet the price-performance needs of service providers and enterprises, vendors of wireless networking solutions must address the problems facing incumbent solutions:

- Poor performance. To deliver high performance, wireless networking solutions need to satisfy diverse performance requirements for video, voice and data. The challenges of operating in the unlicensed RF spectrum, including spectrum noise and interference resulting from the proliferation of devices, often result in difficulty establishing network connections and unreliable or poor performance. Additionally, the performance and reliability of existing wireless networking solutions decline rapidly as the number of subscribers and range of service delivery increases. Lack of hardware and software integration between products, technologies and vendor devices can diminish network performance significantly and increase the complexity of network management, integration and expansion.

- High cost of ownership. Existing alternative solutions, such as fiber-to-the-premises, cable, digital subscriber line, or DSL, worldwide interoperability for microwave access, or WiMAX, LTE and traditional backhaul, provide high capacity, high performance broadband access; however, these solutions can be extremely costly, and often do not meet the demanding price-performance requirements of underserved markets.

- Complexity. Existing alternative solutions are often difficult to deploy and manage and require skilled employees or high cost consultants to install and operate. In addition, existing enterprise solutions often offer a large variety of features and functionalities that enterprise customers may find overwhelming or unnecessary.

- Lack of product support and customer-driven features. Product support and feedback for alternative suppliers' wireless networking solutions is often costly and ineffective. Existing wireless solutions are not accompanied by dynamic product support to assist customers in efficiently setting up and troubleshooting their networks. Additionally, alternative suppliers generally lack an effective mechanism to communicate with their end-users and incorporate feedback from usage into product roadmaps.

Limitation of existing solutions. Existing service provider wireless networking technologies have been developed to satisfy the increasing demand for broadband access, support mobility and provide the performance and reliability demanded by customers. According to Gartner, aggregate end-user spending on wireless networking equipment for Enterprise WLAN, wireless broadband access and long-term evolution, or LTE, solutions, is expected to grow from $10.4 billion in 2012 to $41.3 billion in 2017, representing a CAGR of 32%. However, these existing solutions based upon wired, satellite or cellular technologies, often fail to meet the price-performance requirements of fixed wireless networking in emerging markets, rural markets, or price-sensitive markets, which in turn has led to low penetration of wireless broadband access and large populations of unaddressed users in these areas. Within the enterprise, existing WLAN deployments are often relatively complex and costly, providing customers with a large number of non-critical features and functionalities at a high cost. Given the growth in Internet connected devices, and the consumer's desire for constant connectivity, there exists growing demand for WLAN solutions that provide critical features at significantly lower cost than existing solutions.

Our Solutions

Our products and solutions enable both service providers and enterprises to deploy the infrastructure for high performance, scalable and reliable wireless networks cost effectively. Our wireless networking solutions offer the following key benefits:

- High performance proprietary technology solutions. Our proprietary products and solutions include high performance radios, antennas, software, communications protocols and management tools that have been designed to deliver carrier and enterprise class wireless broadband access and other services primarily in the unlicensed RF spectrum. Our radios and antennas, which incorporate our innovative proprietary technologies and firmware, are designed and field tested to deliver carrier-class network speeds, throughput, range and coverage, while simultaneously meeting the varying performance requirements of video, voice and data traffic. Our products and solutions overcome significant performance challenges such as dynamic spectrum noise, device interference, outdoor obstacles and unpredictable levels of video, voice and data performance. Importantly, we are able to utilize the Ubiquiti Community to validate the effectiveness of our end user experience and focus our development efforts on those features and functionality that are critical to their requirements.

- Price disruptive offering. Our products and solutions have been designed to enable service providers and enterprises to deliver high performance to their users at highly disruptive price points. The deployment and operation of our solutions

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require a fraction of the capital expenditures, implementation expenses and network maintenance costs of those associated with existing solutions.

- Integrated and easy to deploy and manage. Our integrated products and solutions reduce the complexity associated with the installation, management and expansion of wireless networks. Within each of our product families, products are based on firmware that is built on a common codebase. This allows us to offer common features and functionality and leads to consistent usability across each product family. The integration between our products is designed to enable service providers and enterprises to deliver wireless broadband access and other services that have high performance characteristics without significant management, deployment costs or upgrade complexity.

- Scalable community-led approach. Purchasing our proprietary products and solutions enables immediate access to the Ubiquiti Community, including current and historical troubleshooting and technical information as well as best practices and deployment advice for our end users. Product support from our Community is self-sustaining and scales efficiently, with growth and relevance driven by the size and engagement of our customer base. This scalable community-led approach to customer support contributes to the substantially lower total cost of ownership of our products and solutions relative to incumbent providers. Additionally, our Community provides an effective channel for product feedback from our customer base.

We are growing our intellectual property portfolio to help protect the development of our proprietary software, hardware and complete solutions. We believe that protecting the innovation and technology underlying our comprehensive wireless networking solutions is key to ensuring our continued ability to provide customers with differentiated value.

Our Strategy

Our goal is to disrupt the market for communications technology with innovative solutions that provide leading performance at prices that are a fraction of those of alternative solutions. Key elements of our strategy include the following:

- Continue to deliver high performance characteristics at disruptive price points. We intend to expand the market opportunity for service providers by continuing to provide products and solutions with disruptive price-performance characteristics. We also intend to expand the market and displace high-priced alternative solutions in enterprise markets. We believe that we can sustain our disruptive strategy through our unique business model, focusing on the features and functionalities most critical to customers and avoiding the fringe features, which add both cost and complexity.

- Leverage our technologies and business model in adjacent markets. We intend to continue to leverage our technologies and business model to target other large and growing markets that we believe are ripe for disruption such as video surveillance, machine-to-machine communications, routing and licensed microwave wireless backhaul markets. For the enterprise market, we introduced our enterprise WLAN product, UniFi, in fiscal 2011 and have experienced strong adoption by a largely new customer base. We believe we are well positioned to gain traction in these new addressable markets and will continue to accelerate our innovation in these products. Similarly, we intend to drive adoption of UniFi Video, our IP camera management system, airFiber, our outdoor wireless backhaul radio platform, EdgeMAX, our advanced routing technology and mFi, our machine-to-machine communication platform.

- Maintain and extend our technological leadership. We intend to continue to develop innovative solutions for our target markets. We believe that our continued focus on developing such technologies with customer-driven feedback from the Ubiquiti Community will allow us to deliver products and solutions with disruptive price-performance characteristics that are specifically targeted to our markets. In addition, we believe our continued innovation is key to the value our products and solutions provide, and is a critical component to achieving user lock-in.

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Continue to grow our powerful user community. We believe our differentiated business model, powered by the Ubiquiti Community, provides us with a significant and sustainable competitive advantage over competitors. The Ubiquiti Community facilitates streamlined and efficient product development coupled with a highly efficient sales and distribution model that allows us to avoid the costs associated with expensive direct and channel organizations. The self-sustaining product support aspect of the Ubiquiti Community simplifies the deployment process and provides a highly effective real-time support system for customers.

- Continue to sell to our existing customers. We plan to continue to provide our customers with high performance, reliable, and cost-effective integrated products and solutions. In particular, we believe our use of differentiated proprietary protocols and the scalability of our products positions us to grow with our customers as they build out their networks. Furthermore, we intend to cross-sell complementary solutions to our existing customers. For example, we

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believe customers of our airMAX solutions can benefit significantly from the incremental deployment of our EdgeMAX and airFiber products.

Our Technology and Products

We offer products and solutions based on our proprietary technology with disruptive price-performance characteristics across multiple markets. Utilizing low cost hardware, consumer chipsets and innovative software and firmware, we build price-performance solutions to address both service providers and enterprises. In addition, our technology allows us to design our products for ease of manufacture. Our focus on cost efficiency, robust product design and high performance drives the development of our technology, products and solutions.

Technology Platforms

Our current major service provider and carrier solutions include:

Base Station/Backhaul/Customer Premise Equipment ("CPE")/Bridge—airMAX

We offer end-to-end solutions that incorporate our proprietary RF technology, antenna design and firmware technologies. These technologies simplify the adoption and use of our products and provide our products and solutions with performance characteristics usually found only in the carrier-class wireless networking solutions and solve significant performance, reliability, scalability and ease-of-use challenges in the unlicensed RF spectrum.

In September 2009, we introduced our airMAX platform which includes proprietary protocols developed by us, which contain advanced technologies for minimizing signal noise. These proprietary protocols help our products deliver carrier-class wireless networking performance for video, voice and data applications. airMAX is able to support a wireless network that can scale to hundreds of clients per base station over long distances while maintaining low latency and high throughput. Unlike most systems using 802.11 standard protocols, which are primarily designed for indoor networks, our airMAX systems use a proprietary Time Division Multiple Access, or TDMA, protocol to manage the sending and receiving of data over the network to maximize air time efficiency. airMAX incorporates smart polling, which is a feature that improves the scalability of a wireless network by predicting the voice and data requirements of an application at any given time and allocating the required bandwidth. airMAX also improves scalability by giving priority to active client hardware over idle client hardware to reduce perceived latency on large networks. airMAX provides users with the ability to seamlessly switch operating frequencies in real time to overcome noise and interference due to changes in the operating environment.

A majority of our airMAX products and solutions can leverage multiple input multiple output, or MIMO, technology, which relates to the use of multiple antennas at both the transmitter and receiver to improve performance. Most of our radios employ multiple independent transmitters and receivers to create independent communication channels using the same frequency spectrum. We use advanced array signal processing techniques to combine our radios' communications channels into a single, higher data rate channel. Our approach to MIMO technology effectively doubles the capacity of our radios when compared to traditional radios. Each of our standalone antennas is dual polarized with radiation patterns that are optimized for MIMO performance. Our high performance outdoor antennas are designed to amplify signal power, resulting in stronger signals and better link quality, and to block noise. Our design produces a better signal-to-noise ratio for each channel and simplified signal processing to combine the channels, which in turn effectively doubles the throughput of our antennas, when compared to single input single output devices. Our devices support various encryption protocols including: WEP, WPA, WPA-TKIP, WPA-AES, WPA2, WPA2-TKIP and WPA2-AES.

Network Routing Platform—EdgeMAX

In September 2012, we announced EdgeMAX, a disruptive price-performance software and systems routing platform. We believe the initial product, the EdgeRouter Lite, is the world's first sub-$100 router capable of over 1 million packets-per-second processing performance. EdgeMAX is powered by our full-featured EdgeOS operating system that includes advanced QoS, firewall, dynamic routing and VPN functionality. Since the initial launch we have introduced a full series of routers and switches that address our core markets.

Point-to-point Wireless Backhaul—airFiber

In March 2012, we introduced airFiber, a point-to-point radio system. Components of the airFiber product, including the radio, were designed to provide low latency with high throughput. Our airFiber product uses an integrated split antenna and a global positioning system to simultaneously send data packets from each side of the link. We engineered proprietary communication protocols so that airFiber does not suffer from the traditional packet overhead associated with Wi-Fi based standards. We

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believe airFiber will be considered a compelling alternative to wired backhaul as airFiber is not easily susceptible to vandalism, copper theft, and fiber optic damage because only the endpoints need to be secured. airFiber does not require physical infrastructure such as laying cable or fiber, and by utilizing unlicensed spectrum, customers achieve significantly faster deployment.

Our current major enterprise solutions include:

Enterprise WLAN—UniFi

In January 2011, we released our UniFi Enterprise Wi-Fi System, which is a scalable Wi-Fi solution that includes Wi-Fi certified hardware with a software based management controller, targeting enterprise customers. UniFi hardware utilizes MIMO technology, works with 802.11a/b/g/n and ac standards and uses a single cable for data transmission and power-over-Ethernet. Unlike other enterprise Wi-Fi systems that utilize a costly hardware Wi-Fi switch, UniFi uses a virtual controller that allows for on-site management or remote management through the cloud, allowing customers to deploy UniFi in both indoor and outdoor applications. Each UniFi access point can be managed centrally with the UniFi Controller software, which we provide free of charge. The UniFi Controller enables enterprise WLAN managers to centrally configure and administer a UniFi network and individual access points without any special training and through secure access from any web browser. The UniFi platform provides automatic UniFi access point detection, firmware updates, real-time status, map loading, advanced security options and “zero handoff roaming”, our proprietary innovation for seamless roaming for mobile devices.

Video Surveillance—UniFi Video

In August 2011, we introduced our line of UniFi Video H.264 megapixel IP cameras and our UniFi Video management software controller. The H.264 cameras use a single cable for data transmission and power-over-Ethernet. UniFi Video, our management controller software, can be used to manage multiple UniFi Video H.264 IP cameras as well as manage digital video recorder devices. UniFi Video software is available for download at no cost on our website and only manages Ubiquiti Network camera devices. Similar to our other network management products, UniFi Video can be accessed securely from any web browser, provides detailed statistical reporting and advanced analytics and provides a management console with multiple views, versatile camera settings and customizable event recordings.

Machine-To-Machine Communication—mFi

In June 2012, we announced availability of mFi, which includes hardware sensors, power devices, and management software that allows devices to be monitored and controlled remotely via Wi-Fi. For example, mFi allows users to manage and monitor their building temperature and power consumption. The management controller software is IP based and can be accessed from any browser locally or through the cloud. mFi software allows management to create rules to control numerous devices.

The table below summarizes information about our product platforms:

Name	Target Applications	Bands of Operation (GHz)	MSRP
Service Provider Products			
airMAX	Base station/Backhaul/CPE/Bridge	0.9/ 2/ 3/ 5/10	\$39 - \$399
EdgeMAX	Routing/Switching	N/A	\$99 - \$369
airFiber	Wireless Backhaul	5/24	\$999 - \$1,498(1)
Enterprise Products			
UniFi	WLAN	2/5	\$69 - \$489
UniFi Video	IP Video Surveillance	N/A	\$99 - \$469
mFi	Machine-To-Machine Communication	2/5	\$8 - \$99

(1) MSRP listed is for one airFiber unit only, but is typically sold in pairs.

The Ubiquiti Community

We established the Ubiquiti forum, wiki and newsletter to foster a large, growing and engaged online community of service providers and distributors, customers and employees among others. The Ubiquiti Community powers our business model by facilitating rapid introductions and development of customer-oriented products. The Ubiquiti Community provides best practices, advice, troubleshooting and product feedback. It also acts as a source of product support and drives viral marketing.

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The following describes the key aspects of our sustainable business model that are powered by the Ubiquiti Community:

- Rapid customer and community-driven product development. We seek to identify features and products that are, or are expected to be, needed or desired by the majority of customers for that product. We rely on the Ubiquiti Community as a significant source of requests for features that we translate into new product ideas and designs.

- Scalable sales and marketing model. We rely on the Ubiquiti Community to drive market awareness and demand for our products and solutions. This community-propagated viral marketing enables us to reach underserved and underpenetrated markets far more efficiently and cost effectively than is possible through traditional sales models. For example, there have been many instances where members of the Ubiquiti Community, who happen to be on online forums not affiliated with us, have strongly recommended that users of other wireless networking solutions try our products and solutions. We also hold conferences as an effective way to introduce and promote our products and solutions to the global Ubiquiti Community. For example, in 2012 and 2013, we held our Ubiquiti World Conference at locations in the United States, Brazil, Argentina, Hungary, Russia, China and India.

- Self-sustaining product support. Our service providers and IT professionals, who enthusiastically support each other through the Ubiquiti forum, as well as other blogs and online groups, have fostered a large, scalable and, we believe, self-sustaining mechanism for rapid product support and dissemination of information. The members of the Ubiquiti Community respond to user questions posted on our forum in a rapid manner. These responses are then rated by other members of the Ubiquiti Community to help ensure that the users are receiving the best possible answers. Top answers to common questions are stored in the Ubiquiti Networks Community Knowledge Base. In addition, our internal customer support organization provides feedback on critical product issues, and augments the information in the Ubiquiti Community.

Research and Development

Our research and development organization is responsible for the design, development and testing of our products. Our engineering team has deep expertise and experience in networking and antenna design, and we have a number of personnel with longstanding experience with network architecture and operation. We have developed and intend to continue to develop our technology in part by operating with a relatively flat reporting structure that relies on individual contributors or small development teams to develop, test and obtain feedback for our products. Our products and solutions benefit from the active engagement between the Ubiquiti Community and our research and development personnel throughout the product development cycle, resulting in rapid introduction and adoption of new products. Our research and development personnel evaluate the input from service providers, IT professionals and enterprises and respond to their needs by modifying our products or developing new products based on the input received.

As of June 30, 2014, our research and development team consisted of 216 full time equivalent employees, including contractors, located in the United States, Taiwan, China, Lithuania, Poland, Latvia and elsewhere. Our research and development operations work on product development and new versions of our existing products. Our research and development expenses were $34.0 million, $21.0 million and $16.7 million for fiscal 2014, fiscal 2013 and fiscal 2012, respectively. We expect that the number of our research and development personnel will continue to increase over time and that our research and development expenses will also increase.

Manufacturing and Suppliers

We retain contract manufacturers to manufacture, control the quality of and ship our products. We primarily utilize contract manufacturers located in China. Our relationships with contract manufacturers allow us to conserve working capital, reduce manufacturing costs and minimize delivery lead times while maintaining high product quality and the ability to scale quickly to handle increased order volume. We make substantially all of our purchases from our contract manufacturers on a purchase order basis. Our contract manufacturers are not required to manufacture our products for any specific period or in any specific quantity. We expect that it would take approximately three to six months to transition manufacturing, quality assurance and shipping services to new providers.

Our internal manufacturing organization consists of supply chain managers, logistics employees and contractors who supervise the manufacture of our products at contract manufacturer sites and test engineers. We rely on our contract manufacturers and our internal quality assurance resources to implement quality assurance programs designed to achieve high product quality and reliability. We believe that our low warranty expenses and product return rate to date reflect a high level of product quality. We tightly integrate our research and development efforts with our supplier selection process. Once product manufacturing quality

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reaches a satisfactory level, we move into full scale production at the same contract manufacturer site. We also evaluate and utilize other suppliers for components from time to time.

We rely on third party components and technology to build and operate our products, and we rely on our contract manufacturers to obtain the components, subassemblies and products necessary for the manufacture of our products. While components and supplies are generally available from a variety of sources, we and our contract manufacturers currently depend on a single or limited number of suppliers for several components for our products. We and our contract manufacturers rely on purchase orders rather than long-term contracts with these suppliers. The majority of our product revenues are dependent upon the sale of products that incorporate components from Qualcomm Atheros, Inc. ("Qualcomm Atheros"). We are party to a non-exclusive license agreement with Qualcomm Atheros whereby we license certain technology that we incorporate into our products. The current term of our amended license agreement with Qualcomm Atheros expires on September 1, 2014. This agreement automatically renews for successive one year periods unless the agreement is terminated by written notice of nonrenewal at least 90 days prior to the end of its then-current term. We depend on this license agreement to modify and replace firmware that Qualcomm Atheros provides with the chipsets with our proprietary firmware. While our agreement with Qualcomm Atheros remains effective, in accordance with the current terms of the agreement, either party may terminate the agreement without cause at the end of the annual contract term.

We do not stockpile sufficient chipsets to cover the time it would take to re-engineer our products to replace the Qualcomm Atheros chipsets which comprise the raw materials for our product offerings. If we need to seek a suitable second source for Qualcomm Atheros in our products, there can be no assurance that we would be able to successfully source our chipsets on suitable terms, if at all. In any event, our use of chipsets from multiple sources may require us to significantly modify our designs and manufacturing processes to accommodate these different chipsets.

Sales and Distribution

Historically, we have not employed a direct sales force, nor do we plan to in the future. We sell our products and solutions globally to service providers and enterprises primarily through our extensive network of distributors, and, to a lesser extent, original equipment manufacturers (“OEMs”) and direct customers. During fiscal 2014, we sold our products to over 100 distributors, OEMs and direct customers (collectively, “customers”) in over 60 countries. In fiscal 2014, fiscal 2013 and fiscal 2012, Flytec Computers Inc. represented 13%, 13% and 16% of our revenues, respectively. In fiscal 2012, Streakwave Wireless Inc. represented 10% of our revenues. We had no other customer or distributor that accounted for more than 10% of our revenues in fiscal 2014, fiscal 2013 and fiscal 2012.

A substantial majority of our sales are made to distributors outside the United States and we anticipate that non-U.S. sales will continue to be a significant portion of our revenues. Sales in South America accounted for 19%, 21% and 25% of our revenues in fiscal 2014, fiscal 2013 and fiscal 2012, respectively. Sales in Europe, the Middle East and Africa accounted for 43%, 40%, and 37% of our revenues in fiscal 2014, fiscal 2013 and fiscal 2012, respectively. We do not have any visibility on the location or extent of purchases of our products by individual network operators and service providers from our distributors. Information regarding financial data by geographic areas is set forth in Item 7 and Item 15 of this Form 10-K. See Note 13 of Notes to Consolidated Financial Statements under Item 15.

Although we publish a manufacturer's suggested retail price, or MSRP, for our products, our distributors have control of pricing to the ultimate purchaser. Historically, we have not provided our distributors with any substantial sales training or marketing materials; however, currently, we are expanding our product education offerings for distributors, as well as increasing marketing support. Our agreements with our distributors do not limit their ability to carry products that compete with ours. Our distribution agreements generally have a one year term, subject to automatic renewal unless cancelled by one of the parties. Our distributors typically provide us with purchase orders for delivery within 60 days, which we use to forecast future demand and estimate desired inventory builds.

We have initiated a training program for our distributors and other interested individuals so that they can educate and train others on the effective deployment and use of our products and solutions. As of June 30, 2014, Ubiquiti had 243 certified trainers across our various product platforms with over 6,700 integrators, resellers and other interested individuals having completed the certification process.

The goal is for those completing the certification process to in turn educate and train service providers and enterprise customers on the effective deployment and use of our products and solutions. We offer the training program to distributors and other interested individuals in different languages throughout the world.

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Backlog

Our sales are primarily made through standard purchase orders for delivery of products. As we allow customers to cancel or change orders with limited advance notice prior to shipment and because some orders remain in backlog due to concerns about the credit worthiness of the customer, we do not consider backlog to be firm and do not believe our backlog information is a reliable indicator of our ability to achieve any particular level of revenue of financial performance.

Competition

The markets for networking solutions for service providers, enterprise WLAN, video surveillance, microwave backhaul and machine-to-machine communications technology are highly competitive and are influenced by the following competitive factors, among others:

- total cost of ownership and return on investment associated with the solutions;
- simplicity of deployment and use of the solutions;
- ability to rapidly develop high performance integrated solutions;
- reliability and scalability of the solutions;
- market awareness of a particular brand;
- ability to provide secure access to wireless networks;
- ability to offer a suite of products and solutions;
- ability to allow centralized management of the solutions; and
- ability to provide quality product support.

We believe we compete favorably with respect to these factors. Although we are a recent entrant in the video surveillance, microwave backhaul, routing and machine-to-machine communication markets, we believe our products compete favorably in these product categories. We have been successful in rapidly developing high performance integrated solutions because we use individual contributors and small, experienced development teams that focus on the key needs of underserved and underpenetrated markets. Our products and solutions are designed to meet the price-performance characteristics demanded by our customers to achieve a strong overall return on their investment. Our products are designed to operate in growing networks without degradation in performance or operational complexity.

In the integrated radio market, our competitors include Cambium Networks, TP-Link and Mikrotîkls. In the embedded radio market, our competitors include Mikrotîkls and Senao Networks. In the backhaul market, our competitors include Cambium Networks, Ceragon Networks, DragonWave and Mikrotîkls. In the CPE market, our competitors include Cambium Networks, Mikrotîkls, Ruckus Wireless and TP-LINK Technologies. In the antenna market, we primarily compete with PCTEL, ARC, ITELITE and Radio Waves. In the enterprise WLAN market, we primarily compete with Aerohive Networks, Aruba Networks, Ruckus Wireless and Cisco. In the video surveillance market, we primarily compete with Axis Communications, Mobotix and Vivotek. In the microwave backhaul market, we primarily compete with Cambium Networks, DragonWave, SAF Tehnika and Trango. In the machine-to-machine communications market, we primarily compete with AlertMe.com, EnergyHub and Motorola. We expect increased competition from other established and emerging companies if our market continues to develop and expand. As we enter new markets, we expect to face competition from incumbent and new market participants.

Intellectual Property

We rely on a combination of patent, copyright, trademark and trade secret laws, as well as confidentiality procedures and contractual restrictions, to establish and protect our proprietary rights. These laws, procedures and restrictions provide only limited protection and the legal standards relating to the validity, enforceability and scope of protection of intellectual property rights are uncertain and still evolving. Furthermore, effective patent, trademark, copyright and trade secret protection may not be available in every country in which our services and products are available. We seek patent protection for certain of our key concepts, components, protocols, processes and other inventions.

As of June 30, 2014, we had 14 issued patents in the United States, six issued patents in foreign countries and over 80 pending U.S. and foreign patent applications. These patent applications relate to various features embedded in certain of our products, including the integration of components in a microwave system and certain performance improvements to radio receivers, and certain technologies in developments. We have filed, and will continue to file, patent applications in the United States and other countries where we believe there to be a strategic technological or business reason to do so. Any patents issued to us now or in the future may be challenged, invalidated or circumvented and may not provide sufficiently broad protection or may not prove to be enforceable in actions against alleged infringers.

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As of June 30, 2014, we owned U.S. trademark registrations in Ubiquiti, Ubiquiti Networks, the beam logo, UBNT, airMAX, airOS, airFiber, airGrid, UniFi, mFi, EdgeMAX, NanoBeam, NanoStation, NanoBridge, and a number of trademark applications and registrations in the United States and other countries.

We endeavor to enter into agreements with our employees and contractors and with parties with whom we do business in order to limit access to and disclosure of our proprietary information. We cannot be certain that the steps we have taken will prevent unauthorized use or reverse engineering of our technology. Moreover, others may independently develop technologies that are competitive with ours or that infringe on our intellectual property. The enforcement of our intellectual property rights also depends on the success of our legal actions against infringers and counterfeiters, but these actions may not be successful, even when our rights have been infringed.

Employees

As of June 30, 2014, we employed 312 full time equivalent employees, which included 216 in research and development, 40 in sales, general and administrative and 56 in operations. We also engage a number of temporary employees and consultants. None of our employees are represented by a labor union or is a party to a collective bargaining agreement. We consider our relations with our employees to be good.

Corporate Information

We incorporated in the State of California in 2003 as Pera Networks, Inc. and we commenced our current operations in 2005 and changed our name to Ubiquiti Networks, Inc. at that time. In June 2010, Ubiquiti Networks, Inc., a California corporation, changed its state of organization to Delaware by merging with and into Ubiquiti Networks, Inc., a Delaware corporation. Our executive offices are located at 2580 Orchard Parkway, San Jose, California 95131, and our telephone number is (408) 942-3085. Our website address is www.ubnt.com. The information on, or that can be accessed through, our website is not part of this Annual Report on Form 10-K.

Unless the context requires otherwise, the words “we,” “us,” “our” and “Ubiquiti” refer to Ubiquiti Networks, Inc. and its subsidiaries as a whole.

Financial Information About Geographic Areas

Refer to Note 13 in our Notes to Consolidated Financial Statements included under Part IV, Item 15 of this report for financial information about our geographic areas.

Available Information

The Company’s Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to reports filed pursuant to Sections 13(a) and 15(d) of the Securities Exchange Act of 1934, as amended (“Exchange Act”), are filed with the U.S. Securities and Exchange Commission (the “SEC”). Such reports and other information filed by the Company with the SEC are available free of charge on the Company’s website at http://ir.ubnt.com/sec.cfm when such reports are available on the SEC website. The public may read and copy any materials filed by the Company with the SEC at the SEC’s Public Reference Room at 100 F Street, NE, Room 1580, Washington, DC 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains an Internet site that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC at www.sec.gov. The contents of these websites are not incorporated into this filing. Further, the Company’s references to the URLs for these websites are intended to be inactive textual references only.

Item 1A. Risk Factors

This Report contains forward-looking statements that are subject to risks and uncertainties that could cause actual results to differ materially from those projected. These risks and uncertainties include, but are not limited to, the risk factors set forth below. These risks and uncertainties are not the only ones we face. If any event related to these known or unknown risks or uncertainties actually occurs, our business prospects, results of operation, and financial condition could be materially adversely affected.

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Risks Related to Our Business and Industry

Fluctuations in our operating results could cause the market price of our common stock to decline.

Our quarterly operating results fluctuate significantly due to a variety of factors, many of which are outside of our control and are difficult or impossible to predict. We expect our operating results will continue to fluctuate. You should not rely on our past results as an indication of our future performance. If our revenues or operating results fall below the expectations of investors or securities analysts, or below any estimates we may provide to the market, the price of our common shares would likely decline substantially, which could have a material adverse impact on investor confidence and employee retention. Our common stock has experienced substantial price volatility since our initial public offering. In addition, the stock market as a whole has experienced major price and volume fluctuations that have affected the stock price of many technology companies in ways that may have been unrelated to these companies' operating performance.

Factors that could cause our operating results and stock price to fluctuate include:

- varying demand for our products due to the financial and operating condition of our distributors and their customers, distributor inventory management practices and general economic conditions;
- shifts in our fulfillment practices including increasing inventory levels as part of efforts to decrease our delivery lead times;
- failure of our contract manufacturers and suppliers to meet our demand;
- success and timing of new product introductions by us, and our competitors;
- increased warranty costs;
- announcements by us or our competitors regarding products, promotions or other transactions;
- costs related to legal proceedings or responding to government inquiries;
- our ability to control and reduce product costs; and
- expenses of our entry into new markets, such as video surveillance, wireless backhaul, and machine-to-machine communications.

In addition, our business may be subject to seasonality, although our recent growth rates and timing of product introductions may have masked seasonal changes in demand.

We have limited visibility into future sales, which makes it difficult to forecast our future operating results.

Because of our limited visibility into end customer demand and channel inventory levels, our ability to accurately forecast our future revenues is limited. We sell our products and solutions globally to network operators, service providers and others, primarily through our network of distributors. We do not employ a direct sales force. Sales to our distributors have accounted for nearly all of our revenues. Our distributors do not make long term purchase commitments to us, and do not typically provide us with information about market demand for our products. We endeavor to obtain information on inventory levels and sales data from our distributors. This information has been generally difficult to obtain in a timely manner, and we cannot always be certain that the information is reliable. If we over forecast demand, we may not be able to decrease our expenses in time to offset any shortfall in revenues. If we under forecast demand, our ability to fulfill sales orders will be compromised and sales to distributors may be deferred or lost altogether.

We are subject to risks associated with our distributors' inventory management practices.

Our distributors purchase and maintain their own inventories of our products, and we do not control their inventory management. Distributors may manage their inventories in a manner that causes significant fluctuations in their purchases from quarter to quarter, and which may not be in alignment with the actual demand of end customers for our products. If some distributors decide to purchase more of our products than are required to satisfy their customers' demand in any particular quarter, because they do not accurately forecast demand or otherwise, they may reduce future orders until their inventory levels realign with their customers' demand. If some distributors decide to purchase less of our products than are required to satisfy their customers' demand in any particular quarter, because they do not accurately forecast demand or otherwise, sales of our products may be deferred or lost altogether.

If our forecasts of future sales are inaccurate, we may manufacture too many or not enough products.

We may over or under forecast our customers' actual demand for our products or the actual mix of our products that they will ultimately demand. If we over-forecast demand, we may build excess inventory which could materially adversely affect our operating results. If we under-forecast demand, we may miss opportunities for sales and may impair our customer relationships, which could materially adversely affect our operating results.

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The lead times that we face for the procurement of components and subsequent manufacturing of our products are usually much longer than the lead time from our customers' orders to the expected delivery date. This increases the risk that we may manufacture too many or not enough products in any given period.

We may decide to increase or maintain higher levels of inventory.

With the use of third party logistics and warehousing providers, we may decide to increase or maintain higher levels of inventory of finished products or components, which may expose us to a greater risk of carrying excess or obsolete inventory. Decisions to increase or maintain higher inventory levels are typically based upon uncertain forecasts or other assumptions. If the assumptions on which we base these decisions turn out to be incorrect, our financial performance could suffer and we could be required to write-off the value of excess products or components inventory.

We rely on a limited number of distributors, and changes in our relationships with our distributors or changes within our distributors may disrupt our sales.

Although we have a large number of distributors in numerous countries who sell our products, a limited number of these distributors represent a significant portion of our sales. One or more of our major distributors may suffer from a decline in their financial condition, decrease in demand from their customers, or a decline in other aspects of their business which could impair their ability to purchase and resell our products. Any distributor may also cease doing business with us at any time with little or no notice. The termination of a relationship with a major distributor, either by us or by the distributor, could result in a temporary or permanent loss of revenues. We may not be successful in finding other suitable distributors on satisfactory terms, or at all, and this could adversely affect our ability to sell in certain geographic markets or to certain network operators and service providers.

We may not be able to enhance our products to keep pace with technological and market developments while offering competitive prices.

The market for our wireless broadband networking equipment is emerging and is characterized by rapid technological change, evolving industry standards, frequent new product introductions and short product life cycles. Our ability to keep pace in this market depends upon our ability to enhance our current products, and continue to develop and introduce new products rapidly and at competitive prices. Our ability to compete successfully will depend in large measure on our ability to maintain a technically skilled development and engineering staff, to successfully innovate, and to adapt to technological changes and advances in the industry. Development and delivery schedules for our products are difficult to predict. We may fail to introduce new versions of our products in a timely fashion. If new releases of our products are delayed, our distributors may curtail their efforts to market and promote our products and our users may switch to competing products.

The markets in which we compete are highly competitive.

The networking, enterprise WLAN, video surveillance, wireless backhaul and machine-to-machine communications markets in which we primarily compete are highly competitive and are influenced by competitive factors including:

- our ability to rapidly develop and introduce new high performance integrated solutions;
- the price and total cost of ownership and return on investment associated with the solutions;
- the simplicity of deployment and use of the solutions;
- the reliability and scalability of the solutions;
- the market awareness of a particular brand;
- our ability to provide secure access to wireless networks;
- our ability to offer a suite of products and solutions;
- our ability to allow centralized management of the solutions; and
- our ability to provide quality product support.

New entrants seeking to gain market share by introducing new technology and new products may also make it more difficult for us to sell our products, and could create increased pricing pressure. In addition, broadband equipment providers or system integrators may also offer wireless broadband infrastructure equipment for free or as part of a bundled offering, which could force us to reduce our prices or change our selling model to remain competitive.

If there is a shift in the market such that network operators and service providers begin to use closed network solutions that only operate with other equipment from the same vendor, we could experience a significant decline in sales because our products would not be interoperable.

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We expect competition to continuously intensify as other established and new companies introduce new products in the same markets that we serve or intend to enter, as these markets consolidate. Our business will suffer if we do not maintain our competitiveness.
A number of our current or potential competitors have longer operating histories, greater brand recognition, larger customer bases and significantly greater resources than we do.
As we move into new markets for different types of equipment, our brand may not be as well-known as incumbents in those markets. Potential customers may prefer to purchase from their existing suppliers rather than a new supplier, regardless of product performance or features. We expect increased competition from other established and emerging companies if our market continues to develop and expand. As we enter new markets, we expect to face competition from incumbent and new market participants.
Many of these companies have significantly greater financial, technical and other resources than we do and are better positioned to acquire and offer complementary products and technologies.
Industry consolidation and other arrangements among competitors may adversely affect our competitiveness because it may be more difficult to compete with entities that have access to their combined resources. These combinations may also affect customers' perceptions regarding the viability of companies our size and, consequently, affect their willingness to purchase our products.
The complexity of our products could result in unforeseen delays or expenses caused by undetected defects or bugs.
Our products may contain defects and bugs when they are introduced, or as new versions are released. We have focused, and intend to focus in the future, on getting our new products to market quickly. Due to our rapid product introductions, defects and bugs that may be contained in our products may not yet have manifested. We have in the past experienced, and may in the future experience, defects and bugs. If any of our products contains material defects or bugs, or has reliability, quality or compatibility problems, we may not be able to promptly or successfully correct these problems. The existence of defects or bugs in our products may damage our reputation and disrupt our sales. If any of these problems are not found until after we have commenced commercial production and distribution of a new product, we may be required to incur additional development costs, repair or replacement costs and claims.
Security vulnerabilities in our products, services and systems could lead to reduced revenues and claims against us.
The quality and performance of some of our products and services may depend upon their ability to withstand cyber attacks. Third parties may develop and deploy viruses, worms and other malicious software programs, some of which may be designed to attack our products, systems, or networks. Some of our products and services also involve the storage and transmission of users' and customers' proprietary information which may be the target of cyber attacks. Hardware and software that we produce or procure from third parties also may contain defects in manufacture or design, including bugs and other problems, which could compromise their ability to withstand cyber attacks.
We may have experienced cyber attacks in the past, and may experience cyber attacks in the future. As a result, unauthorized parties may have obtained, and may in the future obtain, access to our systems, data or our users' or customers' data. Our security measures may also be breached due to employee error, malfeasance, or otherwise. Third parties may also attempt to induce employees, users, or customers to disclose sensitive information in order to gain access to our data or our users' or customers' data. Any such breach or unauthorized access could result in significant legal and financial exposure, damage to our reputation, and a loss of confidence in the security of our products and services. Because the techniques used to obtain unauthorized access, disable or degrade service, or sabotage systems change frequently, and often are not recognized until launched against a target, we may be unable to anticipate these techniques or to implement adequate preventative measures.
The costs to us to eliminate or alleviate security vulnerabilities can be significant, and our efforts to address these problems may not be successful and could result in interruptions, delays, cessation of service and loss of existing or potential customers that may impede our sales, manufacturing, distribution or other critical functions, as well as potential liability to the company. The risk that these types of events could seriously harm our business is likely to increase as we expand the web-based products and services that we offer.
Our business and prospects depend on the strength of our brand.
Maintaining and enhancing our brand is critical to expanding our base of distributors and end customers. Maintaining and enhancing our brand will depend largely on our ability to continue to develop and provide products and solutions

that address the price-performance characteristics sought by end customers and the users of our products and services, particularly in

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developing markets which comprise a significant part of our business. If we fail to promote, maintain and protect our brand successfully, our ability to sustain and expand our business and enter new markets will suffer.

We rely on the Ubiquiti Community to provide our engineers with valuable feedback that is important in our research and development processes.

We rely on the Ubiquiti Community to provide rapid and substantive feedback on the functionality and effectiveness of our products. The insights, problems and suggestions raised by the Ubiquiti Community enable our engineers to quickly resolve issues with our existing products and improve functionality in subsequent product releases. If the members of the Ubiquiti Community were to become less engaged or otherwise ceased providing valuable, timely feedback, our internal research and development costs and our time to market could increase, which could cause us to incur additional expenses or make our products less attractive to customers.

We rely on the Ubiquiti Community to generate awareness of, and demand for, our products.

We believe a significant portion of our growth to date has been driven by the diverse and actively engaged Ubiquiti Community, and our business model is predicated on the assumption that the Ubiquiti Community will continue to provide these benefits. We do not have a direct sales force and we engage in limited marketing expenditures. Although the Ubiquiti Community is central to the success of our business, the interactions within the Ubiquiti Community, and participation levels, are largely outside of our control. Any negative information about us or our products in the Ubiquiti Community, whether or not justified, could quickly and materially decrease the demand for our products.

We rely on the Ubiquiti Community to provide network operators and service providers with support to install, operate and maintain our products.

We rely on the Ubiquiti Community to provide assistance and other information to network operators and service providers for the installation, operation and maintenance of our products. Because we do not generate or control all of the information provided through the Ubiquiti Community, inaccurate information regarding the installation, operation and maintenance of our products could be promulgated through forum postings by members of the Ubiquiti Community.

Although we moderate and review many forum postings to learn of reported problems and assess the accuracy of advice provided by the Ubiquiti Community, we may not devote sufficient time or resources to adequately monitor the quality of Ubiquiti Community information.

Inaccurate information in the Ubiquiti Community could lead to poor customer experiences or dissatisfaction with our products, which could negatively impact our reputation and diminish our sales.

We may fail to effectively manage the challenges associated with our growth.

Over the past several years we have expanded, and continue to expand, our product offerings, the number of customers we sell to, our transaction volumes, the number of our facilities, and the number of contract manufacturers that we utilize to produce our products. Failure to effectively manage the increased complexity associated with this expansion, particularly in light of our lean management structure, would make it difficult to conduct our business, fulfill customer orders, and pursue our strategies. We may also need to increase costs to add personnel, upgrade or replace our existing reporting systems, as well as improve our business processes and controls as a result of these changes. If we fail to effectively manage any of these challenges we could suffer inefficiencies, errors and disruptions in our business, which in turn would adversely affect our operating results.

We rely on a limited number of contract manufacturers to produce our products.

We retain contract manufacturers, located primarily in China, to manufacture our products. Any significant change in our relationship with these manufacturers could have a material adverse effect on our business, operating results and financial condition. Our reliance on contract manufacturers for manufacturing our products can present significant risks to us because, among other things, we do not have direct control over their activities. We significantly depend upon our contract manufacturers to:

- assure the quality of our products;
- manage capacity during periods of volatile demand;
- qualify appropriate component suppliers;
- ensure adequate supplies of components and materials;

- deliver finished products at agreed upon prices and schedules; and
- safeguard materials and finished goods.

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The ability and willingness of our contract manufacturers to perform is largely outside our control.
We believe that our orders may not represent a material portion of our contract manufacturers' total orders and, as a result, fulfilling our orders may not be a priority in the event our contract manufacturers are constrained in their capacity. If any of our contract manufacturers experiences problems in its manufacturing operations, or if we have to change or add additional contract manufacturers, our ability to ship products to our customers would be impaired.
We rely upon a limited number of suppliers, and it can be costly and time consuming to use components from other suppliers.
We purchase components, directly or through our contract manufacturers, from third parties that are necessary for the manufacture of our products. Shortages in the supply of components or other supply disruptions may not be predicted in time to design-in different components or qualify other suppliers. Shortages or supply disruptions may also increase the prices of components due to market conditions. While many components are generally available from a variety of sources, we and our contract manufacturers currently depend on a single or limited number of suppliers for several components for our products. For example, we currently rely upon Qualcomm Atheros as a single-source supplier of certain components for some of our products, and a disruption in the supply of those components would significantly disrupt our business.
We and our contract manufacturers generally rely on short-term purchase orders rather than long-term contracts with the suppliers of components for our products. As a result, even if components are available, we and our contract manufacturers may not be able to procure sufficient components at reasonable prices to build our products in a timely manner. We may, therefore, be unable to meet customer demand for our products, which would have a material adverse effect on our business, operating results and financial condition.
Risks Related to Our International Operations
Our business is susceptible to risks associated with operations outside of the United States.
We have operations in China, Lithuania, Poland, Taiwan, United States and elsewhere. We also sell to distributors in numerous countries throughout the world. Our operations outside of the United States subject us to risks that we generally do not face in the United States. These include:

- the burdens of complying with a wide variety of foreign laws and regulations, and the risks of non-compliance;
- fluctuations in currency exchange rates;
- increasing labor costs, especially in China;
- difficulties in managing the geographically remote personnel;
- the complexities of foreign tax systems and changes in their tax rates and rules;
- limited protection and enforcement regimes for intellectual property rights in some countries;
- increased financial accounting and reporting burdens and complexity; and
- political, social and economic instability in some jurisdictions.

Our third party logistics and warehousing providers in China and elsewhere may fail to safeguard and accurately manage and report our inventory.
We use third party logistics and warehousing providers located in China to fulfill the majority of our worldwide sales. We also rely on our third party logistics and warehousing providers to safeguard, and manage and report on the status of our products at their warehouse and in transit. These service providers may fail to safeguard our products, fail to accurately segregate and report our inventory, or fail to manage and track the delivery of our products, which could have a material adverse effect on our operating results and financial condition.
To the extent that we develop some of our own manufacturing capacity, we will be subject to various risks associated with such activities.
We have begun to invest in developing some of our own manufacturing capacity, for example to support our product development and prototyping. To the extent that we may invest in and expand these manufacturing capabilities, and increasingly rely upon such activities, we will face increased risks associated with:

- bearing the fixed costs of these activities;
- directly procuring components and materials;

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- regulatory and other compliance requirements;
- exposure to casualty loss and other disruptions;
- quality control;
- labor relations; and
- our limited experience in operating manufacturing facilities.

Since these activities would be conducted in China, some of these risks may be more significant due to the less predictable legal and political environment.

Our business may be negatively affected by political events and foreign policy responses.

Geopolitical uncertainties and events could cause damage or disruption to international commerce and the global economy, and thus could have a material adverse effect on us, our suppliers, logistics providers, manufacturing vendors and customers, including our channel partners. The foreign policies of governments may be volatile, and may result in rapid changes to import and export requirements, customs classifications, tariffs, trade sanctions and embargoes that may prevent us from offering products or providing services to particular entities or markets or may create delays and inefficiencies in our supply chain. For example, political unrests and uncertainties in Eastern Europe and Middle East may lead to disruptions in commerce in those regions, which would in turn impact our sales to those regions. Furthermore, if the U.S. government imposes new sanctions against certain countries or entities, such sanctions could sufficiently restrict our ability to market and sell our products and may materially adversely affect our results of operations.

Our ability to introduce new products and support our existing products depends on our ability to manage geographically dispersed research and development teams.

Significant parts of our research and development operations are conducted in geographically dispersed localities. Our success depends on the effectiveness of our research and development activities. We must successfully manage these geographically dispersed teams in order to meet our objectives for new product introduction, product quality and product support. It can be difficult to effectively manage geographically dispersed research and development teams. If we fail to do so, we could incur unexpected costs or delays in product development.

Our contract manufacturers, logistics centers and certain administrative and research and development operations are located in areas likely to be subject to natural disasters.

The manufacturing or shipping of our products at one or more facilities may be disrupted because our manufacturing and logistics contractors are all located in southern China. Our principal executive offices are located in California. The risks of earthquakes, extreme storms and other natural disasters in these geographic areas are significant. Any disruption resulting from these events could cause significant delays in product development or shipments of our products until we are able to shift our development, manufacturing or logistics centers from the affected contractor to another vendor, or shift the affected administrative or research and development activities to another location.

Risks Related to Intellectual Property

We have limited ability to obtain and enforce intellectual property rights, and may fail to most effectively obtain and enforce such rights.

Our success can depend significantly upon our intellectual property rights. We rely on a combination of patent, copyright, trademark, trade secret laws, and contractual rights to establish, maintain and protect these intellectual property rights, all of which afford only limited protection. Our patent rights, and the prospective rights sought in our pending patent applications, may not be meaningful or provide us with any commercial advantage and they could be opposed, contested, circumvented or designed around by our competitors or be declared invalid or unenforceable in legal proceedings. In addition, patents may not be issued from any of our current or future patent applications. Any failure of our patents or other intellectual property rights to adequately protect our technology might make it easier for our competitors to offer similar products or technologies.

Confidentiality agreements with our employees, licensees, independent contractors and others may not effectively prevent disclosure of our trade secrets, and may not provide an adequate remedy in the event of unauthorized use or disclosure of our trade secrets. We may also fail or have failed to obtain such agreements from such persons due to administrative oversights or other reasons.

Monitoring unauthorized use of our intellectual property is difficult and costly. Unauthorized use of our intellectual property, such as the production of counterfeits of our products, and unauthorized registration and use of our trademarks by third parties, is a matter of ongoing concern. The steps we have taken may not prevent unauthorized use of our intellectual property. We may

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fail to detect infringements of, or take appropriate steps to enforce, our intellectual property rights. Our competitors might independently develop similar technology without infringing our intellectual property rights. Our inability or failure to effectively protect our intellectual property could reduce the value of our technology and could impair our ability to compete. Any inability or failure by us to meaningfully protect our intellectual property could result in competitors offering products that incorporate our most technologically advanced features.

We have initiated and may continue to initiate legal proceedings to enforce our intellectual property rights. Litigation, whether we are a plaintiff or a defendant, can be expensive and time-consuming, may place our intellectual property at risk of being invalidated or narrowed in scope, and may divert the efforts of our technical staff and managerial personnel.

Enforcement of our intellectual property rights abroad, particularly in China and South America, is limited.

The intellectual property protection and enforcement regimes in certain countries outside the United States are generally not as comprehensive as in the United States, and may not adequately protect our intellectual property The legal regimes relating to the recognition and enforcement intellectual property rights in China and South America are particularly limited. Legal proceedings to enforce our intellectual property in these jurisdictions may progress slowly, during which time infringement may continue largely unimpeded. Countries that have relatively inefficient intellectual property protection and enforcement regimes represent a significant portion of the demand for our products. These factors may make it more challenging for us to enforce our intellectual property rights against infringement. The infringement of our intellectual property rights, particularly in these jurisdictions, may materially harm our business in these markets and elsewhere by reducing our sales, and diluting our brand or reputation.

Our contract manufacturers may not respect our intellectual property, and may produce products that compete with ours.

Our contract manufacturers operate in China, where the prosecution of intellectual property infringement and trade secret theft is more difficult than in the United States. In the past, our contract manufacturers, their affiliates, their other customers or their suppliers have attempted to participate in efforts to misappropriate our intellectual property and trade secrets to manufacture our products for themselves or others without our knowledge. Even if the agreements with our contract manufacturers, and applicable laws, prohibit them from misusing our intellectual property and trade secrets, we may be unsuccessful in monitoring and enforcing our intellectual property rights against them. We have in the past, and continue to discover, counterfeit goods being sold as our products.

We operate in an industry with extensive intellectual property litigation.

Our commercial success depends in part upon us and our component suppliers not infringing intellectual property rights owned by others, and being able to resolve intellectual property claims without major financial expenditures. Our key component suppliers are often targets of intellectual property claims, and we are subject to claims as well. There are numerous patents and patent applications in the United States and other countries relating to communications technologies. It can be difficult or impossible to conduct meaningful searches for patents relating to our technologies, or to approach third parties to seek a license to their patents. Even extensive searches for patents that may be relevant to our products may not uncover all relevant patents and patent applications. We cannot determine with certainty whether any existing or future third party intellectual property rights would require us to alter our technologies, obtain licenses or cease certain activities.

We have received, and may in the future receive, claims from third parties asserting intellectual property infringement and other related claims. As our revenues grow and our profile increases, the frequency and significance of these claims may increase. Whether or not there is merit to a given claim, it can be time consuming and costly to defend against, and could:

- adversely affect our relationships with our current or future users, customers and suppliers;
- cause delays or stoppages in the shipment of our products;
- cause us to modify or redesign our products;
- divert management’s attention and resources;
- subject us to significant damages or settlements;
- require us to enter into costly licensing agreements; or
- require us to cease offering certain of our products or services.

The production of counterfeit versions of our products may reduce our sales levels and damage our brand.

We have in the past and continue to discover counterfeit versions of our products. Although we have taken steps to combat counterfeiting, it is difficult or impossible to detect or prevent all instances of counterfeiting. Particularly if the quality of

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counterfeit products is poor, damage could be done to our brand. Combating counterfeiting is difficult and expensive, and may not be successful, especially in countries that have a relatively weak legal regime for the protection of intellectual property.

We use open source software in our products that may subject source code to public release or require us to re-engineer our products.

We use open source software in certain of our products, and may use more open source software in the future. There have been claims challenging the ownership of software against companies that use open source software in the development of their products. We could become subject to claims regarding the ownership of what we believe to be our proprietary software.

Usage of open source software can also lead to greater risks than the use of third party commercial software, since open source licensors generally do not provide warranties or controls on origin of the software.

Some open source licenses contain requirements that users make available and license the source code for the modifications or derivative works that they create based upon the open source software. If we combine our proprietary software with open source software we could, in some circumstances, be required to release our proprietary source code publicly or license such source code on unfavorable terms or at no cost. That could significantly diminish the value of some of our products and negatively affect our business.

Risks Related to Our Management and Structure

We may lose the services of our founder and chief executive officer, Robert J. Pera, or other key personnel.

Our success and future growth depend on the skills, working relationships and continued services of our management team, and in particular our founder and chief executive officer, Robert J. Pera. Our future performance may also depend on our ability to retain other key personnel. We do not maintain any significant key person insurance with regard to any of our personnel.

Our business model relies in part on leanly staffed, independent and efficient research and development teams. Our research and development teams are organized around small groups or individual contributors for a given platform, and there is little overlap in knowledge and responsibilities. In the event that we are unable to retain the services of any key contributors, we may be unable to bring our products or product improvements to market in a timely manner, if at all, due to disruption in our development activities.

Our future success also depends on our ability to attract, retain and motivate skilled personnel. All of our employees work for us on an at will basis. Competition for personnel is intense in the networking equipment industry, particularly for persons with specialized experience in areas such as antenna design and radio frequency equipment. If we are unable to attract and retain the necessary personnel our business could be materially adversely affected.

We may fail to manage our growth effectively and develop and implement appropriate control systems.

We have substantially expanded our business and operations in recent periods, including increases in the number of our distributors, contract manufacturers, headcount locations and facilities. This rapid expansion places a significant strain on our managerial, administrative, and operational resources. Our business model reflects our decision to operate with streamlined infrastructure, with lower support and administrative headcount. That may increase the risks associated with managing our growth, and we may not have sufficient internal resources to adapt or respond to unexpected challenges and compliance requirements.

Our profitability may decline as we expand into new product areas.

We receive a substantial majority of our revenues from the sale of outdoor wireless networking equipment. As we expand into other products and services, such as enterprise WLAN, video surveillance equipment, wireless backhaul and machine-to-machine communications, we may not be able to compete effectively with existing market participants and may not be able to realize a positive return on the investment we have made in these products or services. Entering these markets may result in increased product development costs, and our new products may have extended time to market relative to our current products. If our introduction of a new product is not successful, or if we are not able to achieve the revenues or margins we expect, our operating results may be harmed and we may not recover our product development and marketing expenditures.

We may also be required to add a direct sales force and customer support personnel to market and support new or existing products, which would cause us to experience substantially lower product margins or increase our operating expenses. Adding a direct sales force or customer support personnel could reduce our operating income and may not be successful.

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Our operating expenses are increasing as we make expenditures to enhance and expand our operations.

Over the past several years, we have increased our expenditure on infrastructure to support our anticipated growth and as a result of our being a public company. We are continuing to make significant investments in information systems, hiring more administrative personnel, using more professional services and expanding our operations outside the United States. We intend to make additional investments in systems and personnel and continue to expand our operations to support anticipated growth in our business. As a result, we expect our operating expenses to increase.

In addition, we may need in the future to build a direct sales force to market and sell our products or provide additional resources or cooperative funds to our distributors. Such changes to our existing sales model would likely result in higher selling, general and administrative expenses as a percentage of our revenues.

We rely on third party software and services to conduct our enterprise resource planning, financial planning and analysis, and financial reporting.

We currently use NetSuite and other software and services to conduct our order management and financial processes. The availability of this service is essential to the management of our business. As we expand our operations, we expect to utilize additional systems and service providers that may also be essential to managing our business. Although the systems and services that we require are typically available from a number of providers, it is time consuming and costly to qualify and implement these relationships.

Our ability to manage our business would suffer if one or more of our providers suffer an interruption in their business, or experience delays, disruptions or quality control problems in their operations, or we have to change or add additional systems and services. We may not be able to control the quality of the systems and services we receive from third party service providers, which could impair our financial reporting and may negatively impact our operating results and financial condition.

Our debt levels could adversely affect our ability to raise additional capital to fund our operations or limit our ability to react to changes in our industry or the economy.

As of June 30, 2014, our balance outstanding under our existing credit facility was $72.3 million. In the future we may need to raise additional capital to fund our growth and operational goals. If additional financing is not available when required or on acceptable terms, we may not be able to expand our business, develop or enhance our products, take advantage of business opportunities or respond to competitive pressures, which could result in lower revenues and reduce the competitiveness of our products.

In addition, any potential debt level increases could have important consequences, including:

- requiring a substantial portion of cash flows from operations to be dedicated to the payment of principal and interest on our indebtedness, thereby reducing our ability to use our cash flows to fund our operations and capital expenditures, and pursue business opportunities;
- increasing our vulnerability to general industry and economic conditions;
- limiting our ability to make strategic acquisitions or causing us to make non-strategic divestitures;
- limiting our ability to obtain additional financing for working capital, capital expenditures, debt service requirements, acquisitions and general corporate or other purposes; and
- limiting our ability to adjust to changing market conditions and placing us at a competitive disadvantage compared to competitors who are less highly leveraged or have access to more capital.

If we are unable to integrate future acquisitions successfully, our operating results and prospects could be harmed.

We may make acquisitions to improve or expand our product offerings. Our future acquisition strategy will depend on our ability to identify, negotiate, complete and integrate acquisitions. These transactions involve numerous risks, including:

- difficulties in integrating and managing the operations, technologies and products of the companies we acquire, particularly in light of our lean organizational structure;
- diversion of our management's attention from normal daily operation of our business;
- our inability to maintain the key business relationships and the brand equity of the businesses we acquire;
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our inability to retain key personnel of the acquired business, particularly in light of the demands we place on individual contributors;

- uncertainty of entry into markets in which we have limited or no prior experience and in which competitors have stronger market positions;
- our dependence on unfamiliar affiliates and partners of the companies we acquire;
- insufficient revenues to offset our increased expenses associated with acquisitions;
- our responsibility for the liabilities of the businesses we acquire, including those which we may not anticipate; and
- our inability to maintain internal standards, controls, procedures and policies, particularly in light of our lean organizational structure.

We may be unable to secure the equity or debt funding necessary to finance future acquisitions on terms that are acceptable to us. Completing acquisitions could consume significant amounts of cash. If we finance acquisitions by issuing equity or convertible debt securities, our existing stockholders will likely experience dilution, and if we finance future acquisitions with debt funding, we will incur interest expense and may have to comply with covenants and secure that debt obligation with our assets.

Our CEO has control over key decision making as a result of his control of a majority of our voting stock.

Robert Pera, our founder, Chairman, and CEO, is able to exercise voting rights with respect to a majority of the voting power of our outstanding stock and therefore has the ability to control the outcome of matters submitted to our stockholders for approval, including the election of directors and any merger, consolidation, or sale of all or substantially all of our assets. This concentrated control could delay, defer, or prevent a change of control, merger, consolidation, or sale of all or substantially all of our assets that our other stockholders support, or conversely this concentrated control could result in the consummation of such a transaction that our other stockholders do not support. This concentrated control could also discourage certain potential investors from acquiring our common stock and might harm the trading price of our stock. In addition, Mr. Pera has the ability to control the management and major strategic investments of our company as a result of his position as our CEO and his ability to control the election or replacement of our directors. In the event of his death, the shares of our stock that Mr. Pera owns will be transferred to his successors. As a board member and officer, Mr. Pera owes a fiduciary duty to our stockholders and must act in good faith in a manner he reasonably believes to be in the best interests of our stockholders. As a stockholder, even a controlling stockholder, Mr. Pera is entitled to vote his shares in his own interests, which may not always be in the interests of our stockholders generally.

Risks Related to Regulatory, Legal and Tax Matters

We are subject to export control and economic sanctions laws in the United States and elsewhere which could impair our ability to compete in international markets and subject us to liability if we do not comply with applicable laws.

A substantial majority of our sales are into countries outside of the United States. Sales of our products into certain countries are restricted or prohibited under U.S. export control and economic sanctions laws. In addition, certain of our products incorporate encryption components that are subject to export control regulations.

In May 2011, we filed a self-disclosure statement with the U.S. Commerce Department, Bureau of Industry and Security's ("BIS") Office of Export Enforcement ("OEE") relating a review conducted by us regarding certain export transactions from 2008 through March 2011 in which products may have been later sold into Iran by third parties. In June 2011, we also filed a self-disclosure statement with the U.S. Department of the Treasury's Office of Foreign Asset Control ("OFAC") regarding these compliance issues. We resolved the matters described in our self-disclosures with the BIS and OFAC, and have taken significant steps towards ensuring our compliance with export control regulations and embargoes. It is, however, possible that violations may occur in the future. If violations should occur in the future, the response of regulators may be more severe in light of prior compliance concerns.

In addition to U.S. export regulations, various other countries regulate the import of certain encryption technology and products, and these laws could limit our ability to distribute our products or our customers' ability to implement our products in those countries. Changes in our products or changes in export and import regulations may create delays in the introduction of our products in other countries, prevent our customers with international operations from deploying our products or, in some cases, prevent the transfer of our products to certain countries altogether. Any change in export or import regulations or related legislation, shift in approach to the enforcement or scope of existing regulations, or change in the countries, persons or technologies targeted by such regulations, could negatively impact our ability to sell our products to existing customers or the ability of our current and potential distributors, network

operators and service providers outside the United States.
New regulations or changes in existing regulations related to our products may result in unanticipated burdens, costs and liabilities.
Products that involve electromagnetic emissions are subject to regulation in the United States and the other countries in which we do business. In the United States, various federal agencies including the Center for Devices and Radiological Health of the

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Food and Drug Administration, the Federal Communications Commission, the Occupational Safety and Health Administration and various state agencies have promulgated regulations that concern the use of electromagnetic emissions standards. Member countries of the EU and other countries have enacted similar standards concerning electrical safety and electromagnetic compatibility and emissions standards. If any of our products becomes subject to new regulations or if any of our products becomes specifically regulated by additional government entities, compliance with such regulations could become more burdensome, and we may be unable to ship our products or they may cost substantially more to produce, which would reduce our revenues and increase our cost of revenues.

Government regulations designed to protect personal privacy may make it difficult for us to sell our products.

Our products may transmit and store personal information. The handling of such information is increasingly subject to regulations in numerous jurisdictions around the world. These regulations are typically intended to protect the privacy and security of personal information that is collected, stored and transmitted in or from the governing jurisdiction. In addition, because various foreign jurisdictions have different regulations concerning the storage and transmission of personal information, we may face unknown requirements that pose compliance challenges in new geographic markets that we seek to enter. Our efforts to protect the privacy of information may also fail if our encryption and security technology is inadequate or fails to operate as expected. The difficulties in complying with privacy and data protection regulations could subject us to costs, delayed product launches, liabilities or negative publicity that could impair our ability to maintain or expand our operations into some countries and therefore limit our future growth.

Our products rely on the availability of specific unlicensed radio frequency spectrum.

Our products operate in unlicensed radio frequency (“RF”) spectrum, which is used by a wide range of devices such as cordless phones, baby monitors, and microwave ovens, and is becoming increasingly crowded. If such spectrum usage continues to increase through the proliferation of consumer electronics and products competitive with ours, and others, the resultant higher levels of clutter and interference in the bands of operation our products use could decrease. Our business could be further harmed if currently unlicensed RF spectrum becomes subject to licensing in the United States or elsewhere. Network operators and service providers that use our products may be unable to obtain licenses for RF spectrum at reasonable prices or at all. Even if the unlicensed spectrum remains unlicensed, existing and new government regulations may require we make changes in our products. For example, to provide products for network operators and service providers who utilize unlicensed RF spectrum, we may be required to limit their ability to use our products in licensed RF spectrum. The operation of our products by network operators or service providers in the United States or elsewhere in a manner not in compliance with local law could result in fines, operational disruption, or harm to our reputation. In addition, if new spectrums, either licensed or unlicensed, are made available by government regulatory agencies for broadband wireless communication that may disrupt the competitive landscape of our industry and impact our business.

We could be adversely affected by unfavorable results in litigation.

We may be involved, from time to time, in a variety of claims, lawsuits, investigations, and proceedings relating to contractual disputes, intellectual property rights, employment matters, regulatory compliance matters and other litigation matters relating to various claims that arise in the normal course of business and otherwise. It can be difficult or impossible to predict the outcome of legal proceedings with any degree of certainty, particularly given that laws may be ambiguous and factual findings can often be the result of incomplete evidence, opinions, varying standards or proof, and extraneous factors. If one or more of the legal proceedings to which we may be or become a party are resolved against us, our results of operations and financial condition could adversely affected.

We may become subject to warranty claims, product liability and product recalls.

We have received, and may in the future receive, warranty or product liability claims that may require us to make significant expenditures to defend these claims or pay damage awards. In the event of a successful warranty claim, we may also incur costs if we compensate the affected network operator or service provider. Such claims may require a significant amount of time and expense to resolve and defend against, and could also harm our reputation by calling into question the quality of our products. We also may incur costs and expenses relating to a recall of one or more of our products. The process of identifying recalled products that have been widely distributed may be lengthy and require significant resources and we may incur significant replacement costs, contract damage claims and harm to our reputation.

Our customers and the users of our products may expect us to indemnify them against claims for intellectual property infringement, defective products and other losses.

Our customers, users and other parties may expect us to indemnify them for losses incurred in connection with our products, including as a result of intellectual property infringement, defective products, and security vulnerabilities, even if our agreements with them do not require us to provide this indemnification. In some instances we may decide to defend and

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indemnify them, irrespective of whether we believe that we have an obligation to do so. The expenses associated with providing indemnification can be substantial. We may also reject demands for indemnification, which may lead to disputes with a customer or other party and may negatively impact our relationships with them.

If we fail to maintain an effective system of internal controls, we may not be able to accurately report our financial condition or results of operations.

Section 404 of the Sarbanes-Oxley Act requires our management to furnish a report on, and our independent registered public accounting firm to attest to, the effectiveness of our internal control over financial reporting. The applicable rules require us to disclose any material weaknesses in our internal controls over financial reporting. In the event that we disclose a material weakness in our internal controls over financial reporting, investor perceptions of our company may be adversely affected and could cause a decline in the market price of our stock.

Failure to comply with the FCPA and similar laws could subject us to penalties and other adverse consequences.

We face significant risks if we fail to comply with the Foreign Corrupt Practices Act (“FCPA”) of the United States and other laws that prohibit improper payments or offers of payment to foreign governments and their officials and political parties by us and other business entities for the purpose of obtaining or retaining business. In many foreign countries, particularly in countries with developing economies, which represent our principal markets, it may be a local custom that businesses operating in such countries engage in business practices that are prohibited by the FCPA or other laws and regulations. Although we have implemented a company policy requiring our employees and consultants to comply with the FCPA and similar laws, there can be no assurance that all of our employees, and agents, as well as those companies to which we outsource certain of our business operations, will not take actions in violation of our policies, for which we may be ultimately held responsible. Any violation of FCPA or similar laws could result in severe criminal or civil sanctions and suspension or debarment from U.S. government contracting, which could have a material and adverse effect on our reputation, business, operating results and financial condition.

We may suffer from unfavorable tax law changes, an unfavorable government review of our tax returns, or changes in our geographic earnings mix.

We are subject to periodic audits or other reviews by tax authorities in the jurisdictions in which we conduct our activities. Tax authorities could challenge our assertions with respect to how we have conducted our business operations as might result in a claim for larger tax payments from us.

In the ordinary course of our business, there are many instances where the determination of tax implications is uncertain. Our calculations of income taxes may be based on our interpretations of applicable tax laws in the jurisdictions in which we file. The final determination of our income tax liabilities may be materially different than what is reflected in our income tax provisions and accruals.

The legislative bodies in many jurisdictions regularly consider proposed legislation that, if adopted, could affect our tax rate in such jurisdictions, and the carrying value of our deferred tax assets or our tax liabilities.

We conduct operations in multiple jurisdictions, and therefore our effective tax rate is influenced by the amounts of income and expense attributed to each such jurisdiction. If such amounts were to change so as to increase the amounts of our net income subject to taxation in higher tax jurisdictions, or if we were to increase our operations in jurisdictions assessing relatively higher tax rates, our effective tax rate could be adversely affected.

If we are required to bring cash into the United States to meet our future funding requirements, we may have to pay high tax rates or seek other available funds.

We hold the substantial majority of our cash and cash equivalents in accounts of our subsidiaries outside of the United States, as our business is largely outside of the United States. Our expenses in the United States could increase faster than we expect. If our cash held in the United States became insufficient to meet our future funding requirements in the United States, we may transfer cash into the United States. If we decide to transfer earnings from our non-U.S. subsidiaries to the United States, that could give rise to the imposition of potentially significant withholding taxes by the jurisdictions in which such amounts were earned, and we may incur substantial tax liabilities in the United States. In addition, we may not receive the benefit of offsetting tax credits, which also could adversely impact our effective tax rate.

Item 1B. Unresolved Staff Comments

None.

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Item 2. Properties

Our corporate headquarters are located in San Jose, California consisting of approximately 64,512 square feet of space, which we lease through June 30, 2017. Additionally, we lease approximately 93,000 square feet of space in Suzhou, China, which is being leased through June 16, 2016. These facilities would house our proposed manufacturing facility in China.

In addition, we also lease facilities around the world and within the facilities of certain suppliers for use as research and development facilities, business development and support offices, warehouses and logistics centers and test facilities. The size and location of these properties change from time to time based on business requirements. For our research and development and business development and support personnel, we also have leased offices in Taiwan, China, Lithuania, Latvia, Poland, and various locations within the United States of America. We believe that our existing properties are in good condition and suitable for the conduct of our business.

Item 3. Legal Proceedings

Information with respect to this item may be found in Note 8 in the Notes Consolidated Financial Statements included under Part IV, Item 15 of this report.

Item 4. Mine Safety Disclosures

Not applicable.

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PART II

Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Market Information

Our shares of common stock are traded on the NASDAQ Global Select Market under the symbol “UBNT.” The following table shows, for the periods indicated, the high and low intra-day sale prices for our common stock on the NASDAQ Global Select Market.

	Year Ended June 30, 2014	
	High	Low
First Quarter	$37.40	$17.17
Second Quarter	$46.88	$33.61
Third Quarter	$56.85	$37.50
Fourth Quarter	$47.92	$30.50
	Year Ended June 30, 2013	
	High	Low
First Quarter	$15.26	$7.80
Second Quarter	$13.15	$9.97
Third Quarter	$16.66	$11.39
Fourth Quarter	$20.89	$12.81

As of August 18, 2014, the number of record holders of our common stock was 13. Because most of our shares are held by brokers and other institutions on behalf of stockholders, we are unable to estimate the total number of beneficial stockholders represented by these record holders.

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Stock Performance Graph

The following graph compares, for the period between October 14, 2011 (the date of our initial public offering) and June 30, 2014, the cumulative total stockholder return for our common stock, the NASDAQ Composite Index and the NASDAQ Computer Index. The graph assumes that $100 was invested on October 14, 2011 in our common stock, the NASDAQ Composite Index and the NASDAQ Computer Index and assumes reinvestment of any dividends. The stock price performance on the following graph is not necessarily indicative of future stock price performance. This performance graph shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference into any of our filings under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

COMPARISON OF 32 MONTH CUMULATIVE TOTAL RETURN*

Among Ubiquiti Networks, Inc., the NASDAQ Composite Index, and the NASDAQ Computer Index

*$100 invested on 10/14/11in stock or 9/30/11 in index, including reinvestment of dividends.

Fiscal year ending June 30.

Dividends

On December 14, 2012, the Company announced that its Board of Directors had authorized a special cash dividend of $0.18 per share for each share of common stock outstanding on December 24, 2012. The aggregate dividend payment of $15.7 million was paid on December 28, 2012 to stockholders of record on December 24, 2012. Any future determination with respect to the declaration and payment of dividends will be at the discretion of our Board of Directors.

Securities Authorized for Issuance under Equity Compensation Plans

Information regarding the securities authorized for issuance under our equity compensation plans can be found under Item 12 of this Annual Report on Form 10-K.

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Unregistered Securities Sold During fiscal 2014
We did not sell any unregistered securities during fiscal 2014.

Item 6. Selected Financial Data

The selected consolidated statement of operations data for the fiscal years ended June 30, 2014, 2013 and 2012 and the consolidated balance sheet data as of June 30, 2014 and 2013 are derived from our audited consolidated financial statements included elsewhere in this report. The selected consolidated statement of operations and comprehensive income data for the fiscal years ended June 30, 2011 and 2010 and the consolidated balance sheet data as of June 30, 2012, 2011 and 2010 are derived from our audited consolidated financial statements which are not included in this report. Historical results are not necessarily indicative of future results and should be read in conjunction with the section titled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and the consolidated financial statements, related notes, and other financial information included in this report.

	Years Ended June 30,				
In thousands, except per share data	2014	2013	2012	2011	2010
Consolidated Statements of Operations and Comprehensive Income Data:					
Revenues	$572,464	$320,823	$353,517	$197,874	$136,952
Cost of revenues[1]	318,997	185,489	202,514	117,062	82,404
Gross profit	253,467	135,334	151,003	80,812	54,548
Operating expenses:					
Research and development[1]	33,962	20,955	16,699	11,374	31,704
Sales, general and administrative[1][2][3]	23,560	21,775	9,012	7,358	18,162
Total operating expenses	57,522	42,730	25,711	18,732	49,866
Income from operations	195,945	92,604	125,292	62,080	4,682
Interest income (expense) and other, net	(1,334)	(851)	(1,269)	79	581
Income before provision for income taxes	194,611	91,753	124,023	62,159	5,263
Provision for income taxes	17,674	11,263	21,434	12,432	10,719
Net income and comprehensive income (loss)	176,937	80,490	102,589	49,727	(5,456)
Preferred stock cumulative dividend and accretion of cost of preferred stock	—	—	(112,431)	(42,068)	(1,436)
Less allocation of net income to participating preferred stockholders	—	—	—	(2,784)	—
Net income (loss) attributable to common stockholders—basic	176,937	80,490	(9,842)	4,875	(6,892)
Undistributed earnings re-allocated to common stockholders	—	—	—	103	—
Net income (loss) attributable to common stockholders—diluted	$176,937	$80,490	$(9,842)	$4,978	$(6,892)
Net income (loss) per share of common stock:					
Basic	$2.02	$0.91	$(0.12)	$0.08	$(0.08)
Diluted	$1.97	$0.89	$(0.12)	$0.07	$(0.08)
Weighted average shares used in computing net income (loss) per share of common stock:					
Basic	87,772	88,314	83,460	63,092	88,972

Diluted	89,715	90,259	83,460	66,907	88,972
Cash dividends declared per common share	$—	$0.18	$—	$—	$—
(1) Includes stock-based compensation as follows:					
Cost of revenues	$590	$446	$117	$30	$124
Research and development	2,423	1,433	542	285	26,221
Sales, general and administrative	1,893	1,497	834	637	9,814
Total stock-based compensation	$4,906	$3,376	$1,493	$952	$36,159
(2) Includes a charge for (gain on reversal of charge for) an export compliance matter as follows:	$(1,121)	$—	$—	$—	$1,625
(3) Includes gain from a trademark coexistence agreement as follows:	$—	$—	$(1,500)	$—	$—

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In thousands	June 30, 2014	2013	2012	2011	2010
Consolidated Balance Sheet Data:					
Cash and cash equivalents	$347,097	$227,826	$122,060	$76,361	$28,415
Working capital	413,409	224,053	155,462	90,301	55,003
Total assets	476,151	292,340	213,736	131,678	82,090
Debt – long-term	72,254	71,116	22,623	—	—
Redeemable convertible preferred stock	—	—	—	145,847	106,781
Common stock and additional paid-in capital	145,960	135,069	129,073	608	2,057
Treasury stock	(123,864)	(123,864)	(69,515)	(69,515)	(62,268)
Total stockholders' equity (deficit)	335,264	147,436	130,951	(53,872)	(52,835)

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

Overview

Ubiquiti Networks develops high performance networking technology for service providers and enterprises. Our technology platforms focus on delivering highly-advanced and easily deployable solutions that appeal to a global customer base in underserved and underpenetrated markets. Our differentiated business model has enabled us to break down traditional barriers such as high product and network deployment costs and offer solutions with disruptive price-performance characteristics. This differentiated business model, combined with our innovative proprietary technologies, has resulted in an attractive alternative to traditional high touch, high-cost providers, allowing us to advance the market adoption of our platforms for ubiquitous connectivity.

We offer a broad and expanding portfolio of networking products and solutions for service providers and enterprises. Our service provider product platforms provide carrier-class network infrastructure for fixed wireless broadband, wireless backhaul systems and routing. Our enterprise product platforms provide wireless LAN infrastructure, video surveillance products, and machine-to-machine communication components. We believe that our products are highly differentiated due to our proprietary software protocol innovation, firmware expertise, and hardware design capabilities. This differentiation allows our portfolio to meet the demanding performance requirements of video, voice and data applications at prices that are a fraction of those offered by our competitors.

As a core part of our strategy, we have developed a differentiated business model for marketing and selling high volumes of carrier and enterprise-class communications platforms. Our business model is driven by a large, growing and highly engaged community of service providers, distributors, value added resellers, systems integrators and corporate IT professionals, which we refer to as the Ubiquiti Community. The Ubiquiti Community is a critical element of our business strategy as it enables us to drive:

- Rapid customer and community driven product development. We have an active, loyal community built from our customers that we believe is a sustainable competitive advantage. Our solutions benefit from the active engagement between the Ubiquiti Community and our development engineers throughout the product development cycle, which eliminates long and expensive multistep internal processes and results in rapid introduction and adoption of our products. This approach significantly reduces our development costs and time to market.

- Scalable sales and marketing model. We do not currently have, nor do we plan to hire, a direct sales force, but instead utilize the Ubiquiti Community to drive market awareness and demand for our products and solutions. This community-propagated viral marketing enables us to reach underserved and underpenetrated markets far more efficiently and cost-effectively than is possible through traditional sales models. Leveraging the information transparency of the Internet allows customers to research, evaluate and validate our solutions with the Ubiquiti Community and via third party web sites. This allows us to operate a scalable sales and marketing model and effectively create awareness of our brand and products. Word of mouth referrals from the Ubiquiti Community generate high quality leads for our distributors at relatively little cost.

- Self-sustaining product support. The engaged members of the Ubiquiti Community have enabled us to foster a large, cost efficient, highly-scalable and, we believe, self-sustaining mechanism for rapid product support and dissemination of information.

By reducing the cost of development, sales, marketing and support we are able to eliminate traditional business model inefficiencies and offer innovative solutions with disruptive price performance characteristics to our customers.

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For the years ended June 30, 2014, 2013 and 2012, our revenue was $572.5 million, $320.8 million and $353.5 million, respectively. In the same periods, we generated a net income of $176.9 million, $80.5 million and $102.6 million, respectively. In this Annual Report on Form 10-K we refer to the fiscal years ended June 30, 2014, 2013 and 2012 as fiscal 2014, fiscal 2013 and fiscal 2012, respectively.

Key Components of Our Results of Operations and Financial Condition

Revenues

Our revenues are derived principally from the sale of networking hardware and management tools. In addition, while we do not sell maintenance and support separately, because we have historically included it free of charge in many of our arrangements, we attribute a portion of our systems revenues to this implied post-contract customer support (“PCS”).

We classify our revenues into two primary product categories, Service Provider Technology and Enterprise Technology.

- Service Provider Technology includes our airMAX, EdgeMAX and airFiber platforms, as well as embedded radio products and other 802.11 standard products including base stations, radios, backhaul equipment and Customer Premise Equipment (“CPE”). Additionally, Service Provider Technology includes antennas and other products in the 2.0 to 6.0GHz spectrum and miscellaneous products such as mounting brackets, cables and power over Ethernet adapters.

- Enterprise Technology includes the Company's UniFi, mFi and UniFi Video platforms.

We sell our products and solutions globally to service providers and enterprises primarily through our extensive network of distributors, and, to a lesser extent, original equipment manufacturers, or OEMs, and direct customers. Sales to distributors accounted for 99%, 98% and 98% of our revenues in the years ended June 30, 2014, 2013 and 2012, respectively. Other channel partners, such as resellers and OEMs, largely accounted for the balance of our revenues. We sell our products without any right of return.

Cost of Revenues

Our cost of revenues is comprised primarily of the costs of procuring finished goods from our contract manufacturers and chipsets that we consign to certain of our contract manufacturers. In addition, cost of revenues includes tooling, labor and other costs associated with engineering, testing and quality assurance, warranty costs, stock-based compensation, logistics related fees and excess and obsolete inventory.

In addition to utilizing contract manufacturers, we outsource our logistics warehousing and order fulfillment functions, which are located primarily in China, and to a lesser extent, Taiwan. We also evaluate and utilize other vendors for various portions of our supply chain from time to time. Our operations organization consists of employees and consultants engaged in the management of our contract manufacturers, new product introduction activities, logistical support and engineering.

Gross Profit

Our gross profit has been, and may in the future be, influenced by several factors including changes in product mix, target end markets for our products, pricing due to competitive pressure, production costs, foreign exchange rates and global demand for electronic components. Although we procure and sell our products in U.S. dollars, our contract manufacturers incur many costs, including labor costs, in other currencies. To the extent that the exchange rates move unfavorably for our contract manufacturers, they may try to pass these additional costs on to us, which could have a material impact on our future average selling prices and unit costs.

Operating Expenses

We classify our operating expenses as research and development and sales, general and administrative expenses.

- Research and development expenses consist primarily of salary and benefit expenses, including stock-based compensation, for employees and costs for contractors engaged in research, design and development activities, as well as costs for prototypes, facilities and travel. Over time, we expect our research and development costs to increase as we continue making significant investments in developing new products and developing new versions of our existing products.

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- Sales, general and administrative expenses include salary and benefit expenses, including stock-based compensation, for employees and costs for contractors engaged in sales, marketing and general and administrative activities, as well as the costs of legal expenses, trade shows, marketing programs, promotional materials, bad debt expense, professional services, facilities, general liability insurance and travel. As our product portfolio and targeted markets expand, we may need to employ different sales models, such as building a direct sales force. These sales models would likely increase our costs. Over time, we expect our sales, general and administrative expenses to increase in absolute dollars due to continued growth in headcount, expansion of our efforts to register and defend trademarks and patents and to support our business and operations.

Deferred Revenues and Costs

In the event that collectability of a receivable from products we have shipped is not probable, we classify those amounts as deferred revenues on our balance sheet until such time as we receive payment of the accounts receivable. We classify the cost of products associated with these deferred revenues as deferred costs of revenues. As of June 30, 2014 and 2013, $2.1 million and $2.2 million of revenue was deferred for transactions where we lacked evidence that collectability of the receivables recorded was reasonably assured, respectively. The related deferred cost of revenues balance was $1.3 million and $1.2 million as of June 30, 2014 and 2013, respectively.

Also included in our deferred revenues is a portion related to PCS obligations that we estimate we will perform in the future. As of June 30, 2014 and 2013, we had deferred revenues of $2.8 million and $1.0 million, respectively, related to these obligations.

Critical Accounting Policies

We prepare our consolidated financial statements in accordance with accounting principles generally accepted in the United States of America (“GAAP”). In many cases, the accounting treatment of a particular transaction is specifically dictated by GAAP and does not require management’s judgment in its application. In other cases, management’s judgment is required in selecting among available alternative accounting standards that provide for different accounting treatment for similar transactions. The preparation of consolidated financial statements also requires us to make estimates and assumptions that affect the amounts we report as assets, liabilities, revenues, costs and expenses and affect the related disclosures. We base our estimates on historical experience and other assumptions that we believe are reasonable under the circumstances. In many instances, we could reasonably use different accounting estimates, and in some instances changes in the accounting estimates are reasonably likely to occur from period to period. Accordingly, our actual results could differ significantly from the estimates made by our management. To the extent that there are differences between our estimates and actual results, our future financial statement presentation, financial condition, results of operations and cash flows will be affected. We believe that the accounting policies discussed below are critical to understanding our historical and future performance, as these policies relate to the more significant areas involving management’s judgments and estimates.

Recognition of Revenues

Revenues consist primarily of revenues from the sale of hardware and management tools, as well as the related implied PCS. We recognize revenues when persuasive evidence of an arrangement exists, delivery has occurred, the sales price is fixed or determinable and the collectability of the resulting receivable is reasonably assured. In cases where we lack evidence that collectability of the resulting receivable is reasonably assured, we defer recognition of revenue until the receipt of cash.

For our sales, evidence of the arrangement consists of an order from a customer. We consider delivery to have occurred once our products have been shipped and title and risk of loss have been transferred. For our sales, these criteria are met at the time the products are transferred to the customer's shipping agent. Our arrangements with customers do not include provisions for cancellation, returns, inventory swaps or refunds that would significantly impact recognized revenues.

We record amounts billed to distributors for shipping and handling costs as revenues. We classify shipping and handling costs incurred by us as cost of revenues. Deposit payments received from distributors in advance of recognition of revenues are included in current liabilities on our balance sheet and are recognized as revenues when all the criteria for recognition of revenues are met.

Our multi-element arrangements generally include two deliverables. The first deliverable is the hardware and software essential to the functionality of the hardware device delivered at the time of sale. The second deliverable is the implied right to PCS included with the purchase of certain products. PCS is the right to receive, on a when and if available basis, future unspecified software upgrades and features relating to the product's essential software as well as bug fixes, email and telephone support.

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We use a hierarchy to determine the allocation of revenues to the deliverables. The hierarchy is as follows: (i) vendor-specific objective evidence of fair value (“VSOE”), (ii) third-party evidence of selling price (“TPE”), and (iii) best estimate of the selling price (“BESP”).

(i) VSOE generally exists only when a company sells the deliverable separately and is the price actually charged by the company for that deliverable. Generally we do not sell the deliverables separately and, as such, do not have VSOE.

(ii) TPE can be substantiated by determining the price that other parties sell similar or substantially similar offerings. We do not believe that there is accessible TPE evidence for similar deliverables.

(iii) BESP reflects our best estimates of what the selling prices of elements would be if they were sold regularly on a stand-alone basis. We believe that BESP is the most appropriate methodology for determining the allocation of revenues among the multiple elements.

We have allocated revenues between these two deliverables using the relative selling price method which is based on the BESP for all deliverables. Revenues allocated to the delivered hardware and the related essential software are recognized at the time of sale provided the other conditions for recognition of revenues have been met. Revenues allocated to the PCS are deferred and recognized on a straight-line basis over the estimated life of each of these devices which currently is two years. All costs of revenues, including estimated warranty costs, are recognized at the time of sale. Costs for research and development and sales and marketing are expensed as incurred. If the estimated life of the hardware product should change, the future rate of amortization of the revenues allocated to PCS would also change.

Our process for determining BESP for deliverables involves multiple factors that may vary depending upon the unique facts and circumstances related to each deliverable. For PCS, we believe our network operators and service providers would be reluctant to pay for such services separately. This view is primarily based on the fact that unspecified upgrade rights do not obligate us to provide upgrades at a particular time or at all, and do not specify to network operators and service providers which upgrades or features will be delivered. We believe that the relatively low prices of our products and our network operators, and service providers’ price sensitivity would add to their reluctance to pay for PCS. Therefore, we have concluded that if we were to sell PCS on a stand-alone basis, the selling price would be relatively low.

Key factors considered by us in developing the BESP for PCS include reviewing the activities of specific employees engaged in support and software development to determine the amount of time that is allocated to the development of the undelivered elements, determining the cost of this development effort, and then adding an appropriate level of gross profit to these costs.

Inventory and Inventory Valuation

Our inventories are primarily finished goods and, to a lesser extent, raw materials, which we have consigned to our contract manufacturers. Our inventories are stated at the lower of actual cost (computed on a first-in, first-out basis), or market value. Market value is based upon an estimated average selling price reduced by the estimated costs of disposal. The determination of market value involves numerous judgments including estimating average selling prices based upon recent sales, industry trends, existing customer orders, and seasonal factors. Should actual market conditions differ from our estimates, our future results of operations could be materially affected. We reduce the value of our inventory for estimated obsolescence or lack of marketability by the difference between the cost of the affected inventory and the estimated market value. Write-downs are not reversed until the related inventory has been subsequently sold or scrapped.

The valuation of inventory also requires us to estimate excess and obsolete inventory. The determination of excess or obsolete inventory is estimated based on a comparison of the quantity and cost of inventory on hand to our forecast of customer demand. Customer demand is dependent on many factors and requires us to use significant judgment in our forecasting process. We also make assumptions regarding the rate at which new products will be accepted in the marketplace and at which customers will transition from older products to newer products. If actual market conditions are less favorable than those projected by management, additional inventory write-downs may be required, which would have a negative impact on our gross margin. If we ultimately sell inventory that we have previously written down, our gross margins in future periods will be positively impacted.

Product Warranties

We offer warranties on certain products and record a liability for the estimated future costs associated with potential warranty claims. These warranty costs are reflected in our consolidated statement of operations and comprehensive income within cost of revenues. Our warranties are in effect for 12 months from the distributors' purchase date of the product. Our estimates of future warranty costs are largely based on historical experience of product failure rates, material usage and service delivery costs

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incurred in correcting product failures. Our operating results could be materially and adversely affected if future warranty claims exceed historical experiences and we are not able to recover costs from our contract manufacturers.

Allowance for Doubtful Accounts

We record an allowance for doubtful accounts for estimated probable losses on uncollectible accounts receivable. In estimating the allowance, management considers, among other factors, the aging of the accounts receivable, our historical write offs, the credit worthiness of each distributor based on payment history and general economic conditions.

Income Taxes

We account for income taxes by recognizing deferred tax assets and liabilities for the expected future tax consequences of events that have been included in our financial statements or tax returns. Deferred tax assets and liabilities are determined based on the temporary difference between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. We establish valuation allowances when necessary to reduce deferred tax assets to the amount we expect to realize. The assessment of whether or not a valuation allowance is required often requires significant judgment including current operating results, the forecast of future taxable income and ongoing prudent and feasible tax planning initiatives.

In addition, our calculation of our tax liabilities involves dealing with uncertainties in the application of complex tax regulations. We may be subject to income tax audits in each of the jurisdictions in which we operate and, as a result, must also assess exposures to any potential issues arising from current or future audits of current and prior years' tax returns. Accordingly, we must assess such potential exposures and, where necessary, provide a reserve to cover any expected loss. To the extent that we establish a reserve, our provision for income taxes would be increased. We review our potential liabilities periodically and, if necessary, record an additional charge in our provision for taxes in the period in which we determine that tax liability is greater than our original estimate. If we ultimately determine that payment of these amounts is unnecessary, we reverse the liability and recognize a tax benefit during the period in which we determine that the liability is no longer necessary.

Stock-based Compensation

We record stock-based awards at fair value as of the grant date and recognize expense, net of forfeitures, ratably on a straight-line basis over the requisite service period, which is generally the vesting term of the awards. We estimate the fair value of stock option awards on the grant date using the Black-Scholes option pricing model. The determination of the fair value of a stock-based award on the date of grant using the Black-Scholes option-pricing model is affected by our stock price on the date of grant as well as assumptions regarding a number of complex and subjective variables. These variables include our expected stock price volatility over the expected term of the award, actual and projected employee stock option exercise behaviors, the risk-free interest rate for the expected term of the award and expected dividends. Restricted stock units are valued based on the fair value of our common stock on the date of grant. Since our initial public offering on October 14, 2011, the fair value of our common stock is determined using the closing market price of our common stock as of the date of grant.

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Results of Operations

Comparison of Years Ended June 30, 2014 and 2013

	Years Ended June 30,				
	2014			2013	
	(In thousands, except percentages)				
Revenues	$572,464	100 %		$320,823	100 %
Cost of revenues[1]	318,997	56 %		185,489	58 %
Gross profit	253,467	44 %		135,334	42 %
Operating expenses:					
Research and development[1]	33,962	6 %		20,955	6 %
Sales, general and administrative[1][2]	23,560	4 %		21,775	7 %
Total operating expenses	57,522	10 %		42,730	13 %
Income from operations	195,945	34 %		92,604	29 %
Interest expense and other, net	(1,334)	*		(851)	*
Income before provision for income taxes	194,611	34 %		91,753	29 %
Provision for income taxes	17,674	3 %		11,263	4 %
Net income and comprehensive income	$176,937	31 %		$80,490	25 %

* Less than 1%

(1) Includes stock-based compensation as follows:

	2014	2013
Cost of revenues	$590	$446
Research and development	2,423	1,433
Sales, general and administrative	1,893	1,497
Total stock-based compensation	$4,906	$3,376
(2) Includes gain on reversal of charge for an export compliance matter	$(1,121)	$—

Revenues

Revenues increased $251.6 million, or 78%, from $320.8 million in fiscal 2013 to $572.5 million in fiscal 2014. We believe the overall increase in revenues in fiscal 2014 was primarily driven by increased adoption of our service provider and enterprise technologies. Additionally, during fiscal 2013 we believe we experienced lost sales due to the proliferation of counterfeit versions of our products, which also created customer uncertainty regarding the authenticity of their potential purchases. We believe these factors contributed to a buildup in channel inventory with our distributors, further impacting our revenues during our fiscal 2013.

In both fiscal 2014 and fiscal 2013, Flytec Computers Inc. represented 13% of our revenues. No other distributor or customer represented more than 10% of our revenues in fiscal 2014 or fiscal 2013.

Revenues by Product Type

	Years Ended June 30,			
	2014		2013	
	(in thousands, except percentages)			
Service provider technology	$450,663	79 %	$285,390	89 %
Enterprise technology	121,801	21 %	35,433	11 %
Total revenues	$572,464	100 %	$320,823	100 %

Service Provider Technology revenues increased $165.3 million, or 58%, primarily due to continued expansion of core infrastructure build-outs in our wireless markets. Additionally, we believe we experienced significant lost sales during fiscal 2013 due to the proliferation of counterfeit versions of our products as discussed above, which also created customer uncertainty regarding the authenticity of their potential purchases.

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Enterprise Technology revenues increased $86.4 million, primarily due to product expansion and further adoption of our UniFi technology platform.

Revenues by Geography

We have determined the geographical distribution of our product revenues based on our customers' ship-to destinations. A majority of our sales are to distributors who in turn sell to resellers or directly to end customers, which may be different countries than the initial ship-to destination. Additionally, during fiscal 2013, we believe we experienced lost sales due to the proliferation of counterfeit versions of our products, which also created customer uncertainty regarding the authenticity of their potential purchases. The following are our revenues by geography for fiscal 2014 and fiscal 2013 (in thousands, except percentages):

	Years Ended June 30,					
	2014			2013		
North America(1)	$142,438	25	%	$84,820	26	%
South America	109,584	19	%	65,764	21	%
Europe, the Middle East and Africa	247,009	43	%	127,860	40	%
Asia Pacific	73,433	13	%	42,379	13	%
Total revenues	$572,464	100	%	$320,823	100	%

(1) Revenue for the United States was $136.6 million and $80.6 million in fiscal 2014 and fiscal 2013, respectively.

Cost of Revenues and Gross Profit

Cost of revenues increased $133.5 million, or 72%, from $185.5 million in fiscal 2013 to $319.0 million in fiscal 2014. The increase in cost of revenues in fiscal 2014 was primarily due to increased revenues and to a lesser extent, changes in product mix.

Gross profit as a percentage of revenue increased to 44% in fiscal 2014 compared to 42% in fiscal 2013, reflecting increasing economies of scale, a one-time benefit from a rebate program with one of our vendors, and changes in product mix, partially offset by an increase in our provision for inventory obsolescence.

Operating Expenses

Research and Development

Research and development expenses increased $13.0 million, or 62%, from $21.0 million in fiscal 2013 to $34.0 million in fiscal 2014. As a percentage of revenues, research and development expenses remained flat at 6% in both fiscal 2014 and 2013. The increase in research and development expenses in absolute dollars was primarily due to increases in headcount as we broadened our research and development activities to introduce new products and new versions of existing products. Over time, we expect our research and development costs to increase in absolute dollars as we continue making significant investments in developing new products and developing new versions of our existing products.

Sales, General and Administrative

Sales, general and administrative expenses increased $1.8 million, or 8%, from $21.8 million in fiscal 2013 to $23.6 million in fiscal 2014. As a percentage of revenues, sales, general and administrative expenses decreased from 7% in fiscal 2013 to 4% in fiscal 2014. Sales, general and administrative expenses increased in fiscal 2014 compared to fiscal 2013 primarily due to increased marketing activity, increased professional fees, primarily related to the ancillary support of certain management functions, and overall increases in headcount to further expand our marketing and administrative functions to support our revenue growth, partially offset by decreases in legal fees from reduced spending on anti-counterfeiting efforts, decreases to our allowance for doubtful accounts and the partial reversal of our accrual relating to the settlement agreement with OFAC in March 2014. As a percentage of revenues, sales, general and administrative expenses decreased primarily due to our overall revenue increase. Over time, we expect our sales, general and administrative expenses to increase in absolute dollars due to continued efforts to protect our intellectual property and growth in headcount to support the growth in business and operations.

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Interest Expense and Other, Net

Interest expense and other, net was $1.3 million for fiscal 2014, representing an increase of $483,000 from $851,000 for fiscal 2013. The increase in fiscal 2014 as compared to fiscal 2013 was primarily due a loss on extinguishment of debt of $458,000 associated with the retirement of our debt with East West Bank.

Provision for Income Taxes

Our provision for income taxes increased $6.4 million, or 57%, from $11.3 million for fiscal 2013 to $17.7 million for fiscal 2014. Our effective tax rate decreased to 9% for fiscal 2014 as compared to 12% fiscal 2013. The lower effective tax rate in fiscal 2014 was primarily due to a larger percentage of our overall profitability occurring in foreign jurisdictions with lower income tax rates.

Comparison of Years Ended June 30, 2013 and 2012

	Years Ended June 30,					
	2013			2012		
	(In thousands, except percentages)					
Revenues	$320,823	100	%	$353,517	100	%
Cost of revenues[1]	185,489	58	%	202,514	57	%
Gross profit	135,334	42	%	151,003	43	%
Operating expenses:						
Research and development[1]	20,955	6	%	16,699	5	%
Sales, general and administrative[1][2]	21,775	7	%	9,012	3	%
Total operating expenses	42,730	13	%	25,711	8	%
Income from operations	92,604	29	%	125,292	35	%
Interest expense and other, net	(851	)	*	(1,269	)	*
Income before provision for income taxes	91,753	29	%	124,023	35	%
Provision for income taxes	11,263	4	%	21,434	6	%
Net income and comprehensive income	$80,490	25	%	$102,589	29	%

* Less than 1%

(1) Includes stock-based compensation as follows:

	2013	2012
Cost of revenues	$446	$117
Research and development	1,433	542
Sales, general and administrative	1,497	834
Total stock-based compensation	$3,376	$1,493
(2) Includes a gain from a trademark coexistence agreement as follows:	$—	$(1,500)

Revenues

Revenues decreased $32.7 million, or 9%, from $353.5 million in fiscal 2012 to $320.8 million in fiscal 2013. We believe the overall decrease in revenues in fiscal 2013 was primarily driven by lost sales, predominantly during the first nine months of fiscal 2013 due to the proliferation of counterfeit versions of our products, which also created customer uncertainty regarding the authenticity of their potential purchases. We believe these factors contributed to a buildup in channel inventory with our distributors, further impacting our revenues during the first nine months of fiscal 2013. This has had the most significant impact on our airMAX platform which decreased $21.1 million in fiscal 2013 compared to fiscal 2012.

In fiscal 2013, revenues from Flytec represented 13% of our revenues. In fiscal 2012, revenues from Flytec and Streakwave represented 16% and 10% of our revenues, respectively. No other distributor or customer represented more than 10% of our revenues in fiscal 2013 or fiscal 2012.

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Revenues by Product Type

	Years Ended June 30,					
	2013			2012		
	(in thousands, except percentages)					
Service provider technology	$285,390	89	%	$321,648	91	%
Enterprise technology	35,433	11	%	31,869	9	%
Total revenues	$320,823	100	%	$353,517	100	%

Service Provider Technology revenues decreased $36.3 million, or 11%, from $321.6 million in fiscal 2012 to $285.4 million in fiscal 2013. We believe we experienced significant lost sales during fiscal 2013 due to the proliferation of counterfeit versions of our products as discussed above, which also created customer uncertainty regarding the authenticity of their potential purchases.

Enterprise Technology revenues increased $3.6 million, or 11%, from $31.9 million in fiscal 2012 to $35.4 million in fiscal 2013. The increase in Enterprise Technology revenues in fiscal 2013 was primarily due to further adoption of our UniFi technology platform.

Revenues by Geography

We generally forward products directly from our manufacturers to our customers via logistics distribution hubs in Asia. Beginning in the quarter ended December 31, 2012, our products were predominantly routed through a third party logistics provider in China and prior to the quarter ended December 31, 2012, our products were predominantly delivered to our customers through distribution hubs in Hong Kong. Our logistics provider, in turn, ships to other locations throughout the world. We have determined the geographical distribution of our product revenues based on our customers' ship-to destinations. A majority of our sales are to distributors who in turn sell to resellers or directly to end customers. We believe the decline in revenues in all regions, and most significantly in South America, during the fiscal year ended June 30, 2013 as compared to June 30, 2012 was primarily driven by the proliferation of counterfeit versions of our products, which has also created customer uncertainty regarding the authenticity of their potential purchases. The following are our revenues by geography for fiscal 2013 and fiscal 2012 (in thousands, except percentages):

	Years Ended June 30,					
	2013			2012		
North America(1)	$84,820	26	%	$88,309	25	%
South America	65,764	21	%	88,325	25	%
Europe, the Middle East and Africa	127,860	40	%	130,494	37	%
Asia Pacific	42,379	13	%	46,389	13	%
Total revenues	$320,823	100	%	$353,517	100	%

(1) Revenue for the United States was $80.6 million and $84.3 million in fiscal 2013 and fiscal 2012, respectively.

Cost of Revenues and Gross Profit

Cost of revenues decreased $17.0 million, or 8%, from $202.5 million in fiscal 2012 to $185.5 million in fiscal 2013. The decreases in cost of revenues in fiscal 2013 was primarily due to decreased revenues and to a lesser extent, changes in product mix.

Gross profit as a percentage of revenue decreased to 42% in fiscal 2013 compared to 43% in fiscal 2012. The decrease in gross profit percentage in the fiscal 2013 reflects increases in variable operating costs and changes in product mix.

Operating Expenses

Research and Development

Research and development expenses increased $4.3 million, or 25%, from $16.7 million in fiscal 2012 to $21.0 million in fiscal 2013. As a percentage of revenues, research and development expenses increased from 5% in fiscal 2012 to 6% in fiscal 2013. The increase in research and development expenses in absolute dollars was largely due to increases in headcount and facilities

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related costs as we broadened our research and development activities to new product areas. As a percentage of revenues, research and development expenses increased in both periods primarily due to our overall decrease in revenues.

Sales, General and Administrative

Sales, general and administrative expenses increased $12.8 million, or 142%, from $9.0 million in fiscal 2012 to $21.8 million in fiscal 2013. As a percentage of revenues, sales, general and administrative expenses increased from 3% in fiscal 2012 to 7% in fiscal 2013. Sales, general and administrative expenses increased in absolute dollars and as a percentage of revenue due largely to increased legal expenses of $4.3 million, primarily associated with our anti-counterfeiting litigation, increased professional fees of $2.0 million, primarily related to the ancillary support of certain management functions, increases in headcount and related salaries of $1.0 million. Additionally, in fiscal 2012 we recorded a gain of $1.5 million from a trademark coexistence agreement within sales, general and administrative expenses.

Interest Expense and Other, Net

Interest expense and other, net was $851,000 for fiscal 2013, representing a decrease of $418,000 from $1.3 million for fiscal 2012. The decrease in fiscal 2013 as compared to fiscal 2012 was primarily due to the additional interest coupon on our convertible subordinated promissory notes issued as part of the repurchase of Series A convertible preferred stock from entities affiliated with Summit Partners, L.P. in July 2011. The convertible subordinated promissory notes were repaid in full in October 2011. Interest expense during fiscal 2013 consisted primarily of interest related to our term loan and credit facility borrowings with East West Bank.

Provision for Income Taxes

Our provision for income taxes decreased $10.2 million, or 47%, from $21.4 million for fiscal 2012 to $11.3 million for fiscal 2013. Our effective tax rate decreased to 12% for fiscal 2013 as compared to 17% fiscal 2012. The decrease in our effective tax rate was primarily due to a larger percentage of our overall profitability occurring in foreign jurisdictions with lower income tax rates. Additionally, on January 2, 2013, the American Taxpayer Relief Act of 2012 ("the Act") was signed into law. One of the provisions of the Act provides a retroactive extension of the research and experimentation tax credit ("R&D credit") through December 31, 2013, which had expired on December 31, 2011. We recognized a tax benefit of $539,000 during the third quarter of fiscal 2013 as a result of the retroactive extension of the R&D credit.

Liquidity and Capital Resources

Sources and Uses of Cash

Since inception, our operations primarily have been funded through cash generated by operations. We had cash and cash equivalents of $347.1 million, $227.8 million and $122.1 million at June 30, 2014, 2013 and 2012, respectively.

Consolidated Cash Flow Data

The following table sets forth the major components of our consolidated statements of cash flows data for the periods presented:

	Years Ended June 30,		
	2014	2013	2012
	(In thousands)		
Net cash provided by operating activities	$121,327	$131,891	$81,788
Net cash used in investing activities	(4,045)	(5,363)	(3,310)
Net cash provided by (used in) financing activities	1,989	(20,762)	(32,779)
Net increase in cash and cash equivalents	$119,271	$105,766	$45,699

Cash Flows from Operating Activities

Net cash provided by operating activities in the fiscal 2014 consisted primarily of net income of $176.9 million partially offset by net changes in operating assets and liabilities that resulted in net cash outflows of $62.9 million. These changes consisted primarily of a $33.8 million increase in inventory due to our efforts to build warehouse stock levels and ultimately decrease lead times, an $18.3 million increase in accounts receivable due to our overall increase in revenue, a $9.6 million increase in prepaid expenses and other current assets due to timing of deposit payments with our suppliers, a $6.9 million decrease in accounts payable and accrued liabilities due to the timing of payments with our vendors, a $3.9 million net increase in taxes payable and prepaid income taxes due the timing of federal tax payments, and a $1.9 million increase in deferred revenues and related costs. Additionally, our net income included non-cash adjustments due to stock-based compensation, depreciation and amortization, increases to our provision for doubtful accounts and write-downs for inventory obsolescence and an excess tax benefit from stock-based awards. The net of these non-cash adjustments resulted in an increase of our net cash provided by operating activities of $7.3 million.

Net cash provided by operating activities in the fiscal 2013 consisted primarily of net income of $80.5 million and net changes in operating assets and liabilities that resulted in net cash inflows of $45.9 million. These changes consisted primarily of a $38.7 million decrease in accounts receivable due to improved cash collections, a $10.2 million increase in accounts payable and accrued liabilities due to the timing of payments with our vendors, a $9.0 million increase in inventory due to increased inventory on hand as a result of a transition to a third-party logistics provider during December 2012, a $6.6 million increase in taxes payable due the timing of federal tax payments, a $1.9 million increase in prepaid expenses and other current assets due to an increase in overall business activity and a $1.2 million increase in deferred revenues and related costs. Additionally, our net income included non-cash adjustments due to stock-based compensation, depreciation and amortization, increases to our provision for doubtful accounts and write-downs for inventory obsolescence and an excess tax benefit from stock-based awards. The net of these non-cash adjustments resulted in an increase of our net cash provided by operating activities of $5.5 million.

Net cash provided by operating activities in fiscal 2012 consisted primarily of net income of $102.6 million offset by changes in operating assets and liabilities. These changes consisted primarily of a $36.6 million increase in accounts receivable due to our overall revenue growth and slower payment patterns from our customers, a $16.5 million increase in accounts payable and accrued liabilities due to increased overall business activity, a $9.5 million increase in taxes payable due to our higher profitability, a $3.7 million decrease in prepaid expenses and other current assets due primarily to decreased deposits with our vendors and a $2.3 million increase in inventories related to increases in our overall business activity. Additionally, our net income included non-cash adjustments due to stock-based compensation, depreciation and amortization, adjustments to our provisions for doubtful accounts and inventory obsolescence and an excess tax benefit from stock-based awards. The net of these non-cash adjustments resulted in a reduction of our net cash provided by operating activities of $11.6 million.

Cash Flows from Investing Activities

Our investing activities consist solely of capital expenditures and purchases of intangible assets. Capital expenditures for fiscal 2014, fiscal 2013 and fiscal 2012 were $3.8 million, $4.1 million and $3.3 million, respectively. Additionally, we had cash outflows related to intangible assets of $219,000 and $1.2 million during fiscal 2014 and fiscal 2013, respectively, consisting primarily of legal costs associated with the trademark applications.

Cash Flows from Financing Activities

We had $2.0 million of cash provided by financing activities during fiscal 2014. On May 5, 2014, we entered into a credit agreement, or the Credit Agreement, with Wells Fargo Bank, National Association, or Wells Fargo, the financial institutions named as lenders therein, and Wells Fargo as administrative agent for the lenders, that provides for a $150 million senior secured revolving credit facility, with an option to request an increase in the amount of the credit facility by up to an additional $50 million (any such increase to be in each lender’s sole discretion). We initially borrowed $72.3 million under the Credit Agreement, which was used to repay obligations under our Loan Agreement with East West Bank and to pay transaction fees and costs.

On May 29, 2014, we announced that our Board of Directors had authorized us to repurchase up to $75 million of our common stock. The share repurchase program commenced on June 2, 2014. To date no shares have been repurchased under the program.

We used $20.8 million of cash in financing activities during fiscal 2013. On August 7, 2012, we entered into a Loan and Security Agreement, or Loan Agreement, with U.S. Bank, as syndication agent, and East West Bank, as administrative agent for the lenders party to the Loan Agreement. The Loan Agreement replaced the EWB Loan Agreement discussed below. The Loan Agreement provided for (i) a $50.0 million revolving credit facility, with a $5.0 million sublimit for the issuance of letters of credit and a $5.0 million sublimit for the making of swingline loan advances, or the Revolving Credit Facility, and (ii) a $50.0 million term loan facility, or the Term Loan Facility. We borrowed $20.8 million of term loans under the Term Loan Facility, bringing the total borrowed to $50.0 million, to partially fund our common stock repurchase program. No borrowings remain available under the Term Loan Facility. On November 21, 2012, we borrowed $10.0 million under the Revolving Credit Facility. On December 20, 2012, we borrowed an additional $20.0 million under the Revolving Credit Facility to fund our special cash dividend.

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On August 9, 2012, we announced that our Board of Directors authorized us to repurchase up to $100.0 million of our common stock. The share repurchase program commenced August 13, 2012 and expired one year later. During fiscal 2013 we repurchased 5,159,050 shares for a total cost of $54.4 million.

On December 14, 2012, we announced that our Board of Directors had authorized a special cash dividend of $0.18 per share for each share of common stock outstanding on December 24, 2012. The aggregate dividend payment of $15.7 million was paid on December 28, 2012 to stockholders of record on December 24, 2012. We do not anticipate paying any cash dividends in the foreseeable future.

We used $32.8 million of cash in financing activities during fiscal 2012. In July 2011, we repurchased an aggregate of 12,041,700 shares of our Series A preferred stock from entities affiliated with Summit Partners, L.P., one of our major stockholders, at a price of $8.97 per share for an aggregate consideration of $108.0 million. Of the aggregate purchase price, $40.0 million was paid in cash at the time of closing and the balance of the shares were paid for through the issuance of convertible subordinated promissory notes in the aggregate principal amount of $68.0 million. On September 15, 2011, $34.0 million was paid against the notes reducing the aggregate principal amount outstanding to $34.0 million.

On September 15, 2011, we entered into a Loan and Security Agreement with East West Bank, or the EWB Loan Agreement. The EWB Loan Agreement consisted of a $35.0 million term loan facility and a $5.0 million revolving line of credit facility. The term loan was scheduled to mature on September 15, 2016 with principal and interest to be repaid in 60 monthly installments. During the three months ended September 30, 2011, we used $34.0 million of the term loan to repay a portion of our outstanding convertible subordinated promissory notes held by entities affiliated with Summit Partners, L.P. The EWB Agreement was replaced by the Loan Agreement on August 7, 2012 as discussed above.

Liquidity

We believe our existing cash and cash equivalents, cash provided by operations and the availability of additional funds under our loan agreements will be sufficient to meet our working capital and capital expenditure needs for at least the next twelve months. However, this estimate is based on a number of assumptions that may prove to be wrong and we could exhaust our available cash and cash equivalents earlier than presently anticipated. Our future capital requirements may vary materially from those currently planned and will depend on many factors, including our rate of revenue growth, the timing and extent of spending to support development efforts, the timing of new product introductions, market acceptance of our products and overall economic conditions. As of June 30, 2014, we held $307.6 million of our $347.1 million of cash and cash equivalents in accounts of our subsidiaries outside of the United States and we will incur significant tax liabilities if we decide to repatriate those amounts.

On June 18, 2013, we completed a secondary offering of 7,031,464 shares of common stock at an offering price of $16.00 per share, which included 531,464 shares sold in connection with the partial exercise of the option to purchase additional shares granted to the underwriters. All of the shares sold in the offering were sold by our existing stockholders, including entities affiliated with Summit Partners, L.P., and our chief executive officer, Robert J. Pera. We did not sell any shares in the offering, and as such, we did not receive any proceeds from the offering.

We believe that the combination of our existing United States cash and cash equivalent balances and future United States operating cash flows are sufficient to meet our ongoing United States operating expenses and debt repayment obligations for at least the next twelve months.

We earn a significant amount of our operating income outside the United States, which is deemed to be indefinitely reinvested in foreign jurisdictions. As a result, a significant portion of our cash and short-term investments are held by foreign subsidiaries. We currently do not intend nor foresee a need to repatriate these funds. We expect existing domestic cash and short-term investments and cash flows from operations to continue to be sufficient to fund our domestic operating activities and cash commitments for investing and financing activities, such as regular quarterly dividends, debt repayment, and capital expenditures, for at least the next 12 months and thereafter for the foreseeable future.

If we should require more capital in the United States than is generated by our domestic operations, for example to fund significant discretionary activities such as business acquisitions and share repurchases, we could elect to repatriate future earnings from foreign jurisdictions or raise capital in the United States through debt or equity issuances. These alternatives could result in higher effective tax rates, increased interest expense, or dilution of our earnings. We have borrowed funds domestically and continue to believe we have the ability to do so at reasonable interest rates.

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Contractual Obligations and Off-Balance Sheet Arrangements

The following table summarizes our contractual obligations as of June 30, 2014:

	Payments Due by Period				
	Less Than 1 Year	1-3 Years	4-5 years	Over 5 years	Total
	(In thousands)				
Operating leases	$2,947	$4,561	$395	$—	$7,903
Debt payment obligations	—	—	72,254	—	72,254
Interest payments on debt payment obligations	1,012	2,025	1,869	—	4,906
Total	$3,959	$6,586	$74,518	$—	$85,063

We lease our headquarters in San Jose, California and other locations worldwide under non-cancelable operating leases that expire at various dates through fiscal 2019.

On May 5, 2014, we entered into a credit agreement ("the Credit Agreement") with Wells Fargo Bank, National Association, or Wells Fargo, the financial institutions named as lenders therein, and Wells Fargo as administrative agent for the lenders, that provides for a $150 million senior secured revolving credit facility, with an option to request an increase in the amount of the credit facility by up to an additional $50 million (any such increase to be in each lender’s sole discretion). We initially borrowed $72.3 million under the Credit Agreement, which was used to repay obligations under our Loan Agreement with East West Bank and to pay transaction fees and costs.

We subcontract with other companies to manufacture our products. During the normal course of business, our contract manufacturers procure components based upon orders placed by us. If we cancel all or part of the orders, we may still be liable to the contract manufacturers for the cost of the components purchased by the subcontractors to manufacture our products. We periodically review the potential liability and to date no significant liabilities for cancellations have been recorded. Our consolidated financial position and results of operations could be negatively impacted if we were required to compensate the contract manufacturers for any unrecorded liabilities incurred. We had $20.9 million in non-cancelable purchase commitments as of June 30, 2014, the related expenses of which are expected to be incurred in future periods.

As of June 30, 2014, we had gross unrecognized tax benefits of $14.5 million and an additional $695,000 for gross interest classified as noncurrent liabilities. At this time, we are unable to make a reasonably reliable estimate of the timing of payments in individual years in connection with these tax liabilities; therefore, such amounts are not included in the above contractual obligation table.

Commitments and Contingencies

In May 2011, we filed a self-disclosure statement with the U.S. Commerce Department, Bureau of Industry and Security’s (“BIS”) Office of Export Enforcement (“OEE”) relating a review conducted by us regarding certain export transactions from 2008 through March 2011 in which products may have been later resold into Iran by third parties. In June 2011, we also filed a self-disclosure statement with the U.S. Department of the Treasury’s Office of Foreign Asset Control (“OFAC”) regarding these compliance issues. In August 2011, we received a warning letter from OEE stating that OEE had not referred the findings of our review for criminal or administrative prosecution and closed the investigation of us without penalty. Based upon its review of the matter, OFAC identified certain apparent violations (“Apparent Violations”) of the Iranian Transactions and Sanctions Regulations by us during the period of in or about March 2008 through in or about February 2011. On March 4, 2014, we entered into a settlement agreement with OFAC resolving this administrative matter. Pursuant to the terms of the settlement agreement, we agreed to make a one-time payment to the U.S. Department of the Treasury in the amount of $504,000 in consideration of OFAC agreeing to release and forever discharge us from any and all civil liability in connection with the Apparent Violations. We previously accrued a reserve of $1.6 million relating to this matter in fiscal 2010 and, accordingly, reversed the excess of the accrual of $1.1 million as of the effective date of the settlement agreement.

Warranties and Indemnifications

Our products are generally accompanied by a 12 month warranty, which covers both parts and labor. Generally the distributor is responsible for the freight costs associated with warranty returns, and we absorb the freight costs of replacing items under warranty. In accordance with the Financial Accounting Standards Board's ("FASB's"), Accounting Standards Codification ("ASC"), 450-30, Loss Contingencies, we record an accrual when we believe it is estimable and probable based upon historical experience. We record a provision for estimated future warranty work in cost of goods sold upon recognition of revenues and we review the resulting accrual regularly and periodically adjust it to reflect changes in warranty estimates.

We may in the future enter into standard indemnification agreements with many of our distributors and OEMs, as well as certain other business partners in the ordinary course of business. These agreements may include provisions for indemnifying the distributor, OEM or other business partner against any claim brought by a third party to the extent any such claim alleges that a Ubiquiti product infringes a patent, copyright or trademark or violates any other proprietary rights of that third party. The maximum amount of potential future indemnification is unlimited. The maximum potential amount of future payments we could be required to make under these indemnification agreements is not estimable.

We have agreed to indemnify our directors, officers and certain other employees for certain events or occurrences, subject to certain limits, while such persons are or were serving at our request in such capacity. We may terminate the indemnification agreements with these persons upon the termination of their services with us but termination will not affect claims for indemnification related to events occurring prior to the effective date of termination. The maximum amount of potential future indemnification is unlimited. We have a Directors and Officers insurance policy that limits our potential exposure. We believe the fair value of these indemnification agreements is minimal. We had not recorded any liabilities for these agreements as of June 30, 2014 or 2013.

Based upon our historical experience and information known as of the date of this report, we do not believe it is likely that we will have significant liability for the above indemnities at June 30, 2014.

Off-Balance Sheet Arrangements

As of June 30, 2014 and 2013, we had no off-balance sheet arrangements other than those indemnification agreements described above.

Recent Accounting Pronouncements

In June 2014, the Financial Accounting Standards Board, or FASB, issued a new accounting standard update on revenue from contracts with customers. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. To achieve that core principle, an entity should apply the following steps:

Step 1: Identify the contract(s) with a customer.
Step 2: Identify the performance obligations in the contract.
Step 3: Determine the transaction price.
Step 4: Allocate the transaction price to the performance obligations in the contract.
Step 5: Recognize revenue when (or as) the entity satisfies a performance obligation.

An entity should disclose sufficient information to enable users of financial statements to understand the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. Qualitative and quantitative information is required about contracts with customers, significant judgments and any assets recognized from the costs to obtain or fulfill a contract. The guidance will be effective for us beginning July 1, 2017. We are currently assessing the impact of this new guidance.

In July 2013, the FASB issued a new accounting standard update on the financial statement presentation of unrecognized tax benefits. The new guidance provides that a liability related to an unrecognized tax benefit would be presented as a reduction of a deferred tax asset for a new operating loss carryforward, a similar tax loss or a tax credit carryforward if such settlement is required or expected in the event the uncertain tax position is disallowed. The new guidance will became effective for us on July 1, 2014 and it should be applied prospectively to unrecognized tax benefits that exist as of the effective date with retrospective application permitted. We have assessed the impact of this new guidance, however we do not expect adoption to have a significant impact on our consolidated financial statements.

Non-GAAP Financial Measures

Regulation G, conditions for use of Non-Generally Accepted Accounting Principles ("Non-GAAP") financial measures, and other SEC regulations define and prescribe the conditions for use of certain Non-GAAP financial information. To supplement our consolidated financial results presented in accordance with GAAP, we use Non-GAAP financial measures which are adjusted from the most directly comparable GAAP financial measures to exclude certain items, as described below. Management believes that these Non-GAAP financial measures reflect an additional and useful way of viewing aspects of our operations that, when viewed in conjunction with our GAAP results, provide a more comprehensive understanding of the various factors and trends affecting our business and operations. Non-GAAP financial measures used by us include net income or loss and diluted net income or loss per share.

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Our Non-GAAP measures primarily exclude stock-based compensation, net of taxes and other special charges and credits. Additionally, in fiscal 2014 we had a gain on the reversal of a charge for an export compliance matter and in fiscal 2012 we had a gain of $1.5 million from a trademark coexistence agreement. Management believes these Non-GAAP financial measures provide meaningful supplemental information regarding our strategic and business decision making, internal budgeting, forecasting and resource allocation processes. In addition, these Non-GAAP financial measures facilitate management's internal comparisons to our historical operating results and comparisons to competitors' operating results.

We use each of these Non-GAAP financial measures for internal managerial purposes, when providing our financial results and business outlook to the public and to facilitate period-to-period comparisons. Management believes that these Non-GAAP measures provide meaningful supplemental information regarding our operational and financial performance of current and historical results. Management uses these Non-GAAP measures for strategic and business decision making, internal budgeting, forecasting and resource allocation processes. In addition, these Non-GAAP financial measures facilitate management's internal comparisons to our historical operating results and comparisons to competitors' operating results.

The following table shows our Non-GAAP financial measures:

	Years Ended June 30,		
	2014	2013	2012
	(In thousands, except per share amounts)		
Non-GAAP net income and comprehensive income	$179,208	$82,515	$102,585
Non-GAAP diluted net income per share of common stock	$2.00	$0.91	$1.09

We believe that providing these Non-GAAP financial measures, in addition to the GAAP financial results, are useful to investors because they allow investors to see our results "through the eyes" of management as these Non-GAAP financial measures reflect our internal measurement processes. Management believes that these Non-GAAP financial measures enable investors to better assess changes in each key element of our operating results across different reporting periods on a consistent basis and provides investors with another method for assessing our operating results in a manner that is focused on the performance of our ongoing operations.

The following table shows a reconciliation of GAAP net income and comprehensive income to non-GAAP net income and comprehensive income:

	Years Ended June 30,		
	2014	2013	2012
	(In thousands, except per share amounts)		
Net income and comprehensive income	$176,937	$80,490	$102,589
Stock-based compensation:			
Cost of revenues	590	446	117
Research and development	2,423	1,433	542
Sales, general and administrative	1,893	1,497	834
Gain from a trademark coexistence agreement	—	—	(1,500)
Gain on reversal of charge for an export compliance matter	(1,121)	—	—
Tax effect of non-GAAP adjustments	(1,514)	(1,351)	3
Non-GAAP net income and comprehensive income	$179,208	$82,515	$102,585
Non-GAAP diluted net income per share of common stock (1)	$2.00	$0.91	$1.09
Weighted-average shares used in computing non-GAAP diluted net income per share of common stock (1)	89,715	90,259	93,762

(1) Non-GAAP diluted net income per share of common stock is calculated using non-GAAP net income and comprehensive income excluding stock-based compensation and a gain from a trademark coexistence agreement,

net of taxes and weighted-average shares outstanding as if Series A preferred stock is treated as common stock for the periods presented.

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The following table shows a reconciliation of weighted-average shares used in computing net income (loss) per share of common stock-diluted to weighted-average shares used in computing non-GAAP diluted net income per share of common stock:

	Years Ended June 30,		
	2014	2013	2012
	(In thousands)		
Weighted average shares used in computing net loss per share of common stock- diluted	89,715	90,259	83,460
Weighted average dilutive effect of stock options and restricted stock units	—	—	2,695
Weighted average shares of Series A preferred stock outstanding	—	—	7,607
Weighted-average shares used in computing non-GAAP diluted income per share of common stock	89,715	90,259	93,762

Item 7A. Quantitative and Qualitative Disclosures about Market Risk

Interest Rate Sensitivity

We have interest rate risk from the LIBOR index that is used to determine the interest rates on our Credit Agreement with Wells Fargo. Revolving loans bear interest, at our option, at either (i) a floating rate per annum equal to the base rate plus a margin of between 0.250% and 1.000%, depending on our leverage ratio as of the most recently ended fiscal quarter or (ii) a per annum rate equal to the applicable LIBOR rate for a specified period, plus a margin of between 1.250% and 2.000%, depending on our leverage ratio as of the most recently ended fiscal quarter. Swingline loans will bear interest at a floating rate per annum equal to the base rate plus a margin of between 0.250% and 1.000%, depending on our leverage ratio as of the most recently ended fiscal quarter. Base rate is defined as the greatest of (A) Wells Fargo’s prime rate, (B) the federal funds rate plus 0.500% or (C) a per annum rate equal to the rate at which dollar deposits are offered in the London interbank market for a period of one month plus 1.000%. A default interest rate shall apply on all obligations during a payment event of default under the Credit Agreement at a rate per annum equal to 2.000% above the applicable interest rate. Based on a sensitivity analysis, as of June 30, 2014, an instantaneous and sustained 200-basis-point increase in interest rates affecting our floating rate debt obligations, and assuming that we take no counteractive measures, would result in a charge to our income before income taxes of approximately $1.4 million over the next 12 months.

We had cash and cash equivalents of $347.1 million and $227.8 million as of June 30, 2014 and 2013, respectively. These amounts were held primarily in cash deposit accounts. The fair value of our cash equivalents would not be significantly affected by either a 10% increase or decrease in interest rates due mainly to the short-term nature of these instruments.

Foreign Currency Risk

Most of our sales are denominated in U.S. dollars, and therefore, our revenues are not currently subject to significant foreign currency risk. Our operating expenses are denominated in the currencies of the countries in which our operations are located, and may be subject to fluctuations due to changes in foreign currency exchange rates, particularly changes in the Chinese Yuan, Lithuanian Lita and Taiwan Dollar. Cash balances are primarily held in U.S. Dollars, and therefore are not subject to significant currency risk. During the fiscal year ended June 30, 2014, a 10% appreciation or depreciation in the value of the U.S. dollar relative to the other currencies in which our expenses are denominated would not have had a material impact on our financial position or results of operations.

Item 8. Financial Statements and Supplementary Data

The response to this Item is submitted as a separate section of this Form 10-K. See Item 15.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and our Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of June 30, 2014. The term "disclosure controls and procedures," as

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defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company’s management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on the evaluation of our disclosure controls and procedures as of June 30, 2014, our Chief Executive Officer and Chief Financial Officer concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

Management’s Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Management, with the participation of our principal executive officer and principal financial officer, has conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework set forth in Internal Control—Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our evaluation under the framework set forth in Internal Control—Integrated Framework, our management concluded that our internal control over financial reporting was effective as of June 30, 2014.

The effectiveness of our internal control over financial reporting as of June 30, 2014 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which appears herein.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during the quarter ended June 30, 2014 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Limitations on the Effectiveness of Controls

Control systems, no matter how well conceived and operated, are designed to provide a reasonable, but not an absolute, level of assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. Because of the inherent limitations in any control system, misstatements due to error or fraud may occur and not be detected.

Item 9B. Other Information

Not applicable.

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PART III

Item 10. Directors and Executive Officers and Corporate Governance

The information required by this Item 10 is incorporated by reference to our Proxy Statement for the 2014 Annual Meeting of Stockholders (to be filed with the Securities and Exchange Commission within 120 days of our June 30, 2014 fiscal year end) under the headings “Election of Directors – Executive Officers and Directors,” “Corporate Governance,” and “Section 16(a) Beneficial Ownership Reporting Compliance.”

Item 11. Executive Compensation

The information required by this Item 11 is incorporated by reference to our Proxy Statement for the 2014 Annual Meeting of Stockholders (to be filed with the Securities and Exchange Commission within 120 days of our June 30, 2014 fiscal year end) under the headings “Executive Compensation,” “Election of Directors—Directors’ Compensation” and “Election of Directors—Compensation Committee Interlocks and Insider Participation.”

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required by this Item 12 with respect to security ownership of certain beneficial owners and management is incorporated by reference to our Proxy Statement for the 2014 Annual Meeting of Stockholders (to be filed with the Securities and Exchange Commission within 120 days of our June 30, 2014 fiscal year end) under the headings “Security Ownership of Certain Beneficial Owners and Management Related Stockholder Matters.”

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

The information required by this Item 13 is incorporated by reference to our Proxy Statement for the 2014 Annual Meeting of Stockholders (to be filed with the Securities and Exchange Commission within 120 days of our June 30, 2014 fiscal year end) under the headings “Certain Relationships and Related Party Transactions” and “Election of Directors—Committees of the Board of Directors.”

Item 14. Principal Accounting Fees and Services

The information required by this Item 14 is incorporated by reference to our Proxy Statement for the 2014 Annual Meeting of Stockholders (to be filed with the Securities and Exchange Commission within 120 days of our June 30, 2014 fiscal year end) under the headings “Ratification of the Appointment of Independent Registered Public Accounting Firm—Audit and Non-Audit Fees” and “—Audit Committee Pre-Approval Policies.”

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PART IV

Item 15. Exhibits, Financial Statement Schedules
(a) 1. Financial Statements
The financial statements filed as part of this report are identified in the Index to Consolidated Financial Statements on page 52 of this Form 10-K.
2. Financial Statement Schedules
See Item 15(c) below.
3. Exhibits
See Item 15(b) below.

(b) Exhibits
The following exhibits are filed herewith or are incorporated by reference to exhibits previously filed with the Securities and Exchange Commission. Ubiquiti Networks, Inc. (the "Registrant") shall furnish copies of exhibits for a reasonable fee (covering the expense of furnishing copies) upon request.

Exhibit Number	Description	Incorporated by Reference from Form	Incorporated by Reference from Exhibit Number	Date Filed
3.1	Form of Third Amended and Restated Certificate of Incorporation of Ubiquiti Networks, Inc.	S-1	3.2	June 17, 2011
3.2	Form of Amended and Restated Bylaws of Ubiquiti Networks, Inc.	S-1	3.4	June 17, 2011
4.1	Specimen Common Stock Certificate of Ubiquiti Networks, Inc.	S-1	4.1	October 3, 2011
4.2	Registration Agreement, dated March 2, 2010, between Ubiquiti Networks, Inc. and certain holders of Ubiquiti Networks, Inc.'s capital stock named therein.	S-1	4.2	June 17, 2011
4.3	Investor Rights Agreement, dated as of March 2, 2010, between Ubiquiti Networks, Inc. and certain holders of Ubiquiti Networks, Inc.'s capital stock named therein.	S-1	4.3	June 17, 2011
10.1	Form of Indemnification Agreement between Ubiquiti Networks, Inc. and its directors and officers.	S-1	10.1	October 3, 2011
10.2#	Amended and Restated 2005 Equity Incentive Plan and forms of agreement thereunder.	S-1	10.2	June 17, 2011
10.3#	Amended and Restated 2010 Equity Incentive Plan and forms of agreement thereunder.	S-1	10.3	June 17, 2011

10.4#	Employment Agreement, dated as of February 10, 2011, between Ubiquiti Networks, Inc. and Benjamin Moore.	S-1	10.5	June 17, 2011
10.5#	Executive Employment Agreement between the Company and Craig Foster, effective March 4, 2013.	8-K	10.1	March 8, 2013
10.6#	Employment Agreement, dated as of May 1, 2010, between Ubiquiti Networks, Inc. and John Sanford.	S-1	10.7	June 17, 2011

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Exhibit Number	Description	Incorporated by Reference from Form	Incorporated by Reference from Exhibit Number	Date Filed
10.7#	Employment Agreement, dated as of March 19, 2012, between Ubiquiti Networks, Inc. and Jessica Zhou.	10-K	10.8	September 28, 2012
10.8	Non-Residential Property Lease Agreement, dated as of May 28, 2009, between UAB “Devint” and Tomas Grébliúnas, Tomas Skučas, and Vygante Skučiené.	S-1	10.9	June 17, 2011
10.9	Jinyong Ji Investment Taiwan Lease, dated as of March 16, 2010, between Ubiquiti Networks, Inc. and Jinyong Ji Investment Co., Ltd.	S-1	10.10	June 17, 2011
10.10	Lease, dated as of July 9, 2010, between Ubiquiti Networks, Inc. and The Welsh Office Center LLC.	S-1	10.11	June 17, 2011
10.11†	Amended Technology License Agreement, dated as of September 1, 2010, between Ubiquiti Networks, Inc. and Atheros Communications, Inc.	S-1	10.12	June 17, 2011
10.12	Loan and Security Agreement, dated as of September 15, 2011, between Ubiquiti Networks, Inc. and East West Bank.	S-1	10.14	September 16, 2011
10.13	Taiwan Lease, dated as of July 20, 2011, between Jin Yeoung Ji Co., Ltd. and Ubiquiti Networks International Limited, Taiwan Branch.	10-Q	10.15	November 14, 2011
10.14	Office Lease, dated as of December 8, 2011 and executed on December 22, 2011, by and between Ubiquiti Networks, Inc. and Carr NP Properties, L.L.C.	10-Q/A	10.16	March 20, 2012
10.15	Loan and Security Agreement, dated as of August 7, 2012, by and among Ubiquiti Networks, Inc., the lenders from time to time party thereto, U.S. Bank, as Syndication Agent, and East West Bank, as Administrative Agent	8-K	10.1	August 13, 2012

10.16	Credit Agreement, dated as of May 3, 2014, by and among Ubiquiti Networks, Inc. and Ubiquiti International Holding Company Limited, as Borrowers, the Lenders referred to therein, as Lenders and Wells Fargo Bank, National Associate, as Administration Agent	10-Q	10.1	May 9, 2014
10.17	Aircraft Lease Agreement between Ubiquiti Networks, Inc. and RJP Manageco LLP, dated November 13, 2013	10-Q	10.1	February 7, 2014
10.18	Release of Claims Agreement between Ubiquiti Networks, Inc. and Jessica Zhou	8-K	10.1	October 18, 2013
10.19	Offer Letter between Ubiquiti Networks, Inc., and David Hsieh	10-Q	10.2	November 8, 2013
21.1	List of subsidiaries of Ubiquiti Networks, Inc.			
23.1	Consent of independent registered public accounting firm			
24.1	Power of Attorney (contained in the signature page to this Form 10-K)			

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Exhibit Number	Description	Incorporated by Reference from Form	Incorporated by Reference from Exhibit Number	Date Filed
31.1	Certification of Principal Executive Officer Required Under Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as amended.			
31.2	Certification of Principal Financial Officer Required Under Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as amended.			
32.1~	Certification of Principal Executive Officer and Principal Financial Officer Required Under Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended, and 18 U.S.C. §1350.			
101.INS(*)	XBRL Instance Document			
101.SCH(*)	XBRL Taxonomy Schema Linkbase Document			
101.CAL(*)	XBRL Taxonomy Calculation Linkbase Document			
101.DEF(*)	XBRL Taxonomy Extension Definition Linkbase Document			
101.LAB(*)	XBRL Taxonomy Labels Linkbase Document			
101.PRE(*)	XBRL Taxonomy Presentation Linkbase Document			

#	Management contracts or compensation plans or arrangements in which directors or executive officers are eligible to participate.
†	Portions of the exhibit have been omitted pursuant to an order granted by the Securities and Exchange Commission for confidential treatment.
~	In accordance with Item 601(b)(32)(ii) of Regulation S-K and SEC Release No. 33-8238 and 34-47986, Final Rule: Management's Reports on Internal Control Over Financial Reporting and Certification of Disclosure in Exchange Act Periodic Reports, the certifications furnished in Exhibit 32.1 hereto are deemed to accompany this Form 10-K and will not be deemed "filed" for purposes of Section 18 of the Exchange Act. Such certifications will not be deemed to be incorporated by reference into any filings under the Securities Act or the Exchange Act, except to the extent that the registrant specifically incorporates it by reference.
(*)	XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not otherwise subject to liability under these Sections.

(c) Financial Statement Schedules.

Schedules not listed above have been omitted because they are not applicable or required, or the information required to be set forth therein is included in the Consolidated Financial Statements or Notes thereto.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: August 22, 2014

Ubiquiti Networks, Inc.

/s/ Robert J. Pera
Robert J. Pera
Chief Executive Officer and Director
(Principal Executive Officer)

/s/ Craig L. Foster
Craig L. Foster
Chief Financial Officer and Director
(Principal Financial and Accounting Officer)

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert J. Pera and Craig L. Foster and each of them, his true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments to this Annual Report on Form 10-K, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Robert J. Pera Robert J. Pera	Chief Executive Officer and Director (Principal Executive Officer)	August 22, 2014
/s/ Craig L. Foster Craig L. Foster	Chief Financial Officer and Director (Principal Financial and Accounting Officer)	August 22, 2014
/s/ Steven R. Altman Steven R. Altman	Director	August 22, 2014
/s/ Ronald A. Sege Ronald A. Sege	Director	August 22, 2014
/s/ Rafael Torres	Director	August 22, 2014

Rafael Torres

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UBIQUITI NETWORKS, INC.
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

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Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of
Ubiquiti Networks, Inc.

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of operations and comprehensive income, stockholders’ equity (deficit) and cash flows present fairly, in all material respects, the financial position of Ubiquiti Networks, Inc. and its subsidiaries at June 30, 2014 and June 30, 2013, and the results of their operations and their cash flows for each of the three years in the period ended June 30, 2014 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of June 30, 2014, based on criteria established in Internal Control - Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on these financial statements and on the Company's internal control over financial reporting based on our audits (which were integrated audits in 2014 and 2013). We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

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

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

/s/ PricewaterhouseCoopers LLP

San Jose, California
August 22, 2014

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UBIQUITI NETWORKS, INC.
Consolidated Balance Sheets
(In thousands, except share data)

	June 30, 2014	2013
Assets		
Current assets:		
Cash and cash equivalents	$347,097	$227,826
Accounts receivable, net of allowance for doubtful accounts of $1,395 and $2,200, respectively	54,871	35,884
Inventories	46,349	15,880
Current deferred tax assets	884	733
Prepaid income taxes	3,256	—
Prepaid expenses and other current assets	13,267	3,151
Total current assets	465,724	283,474
Property and equipment, net	7,260	5,976
Long-term deferred tax assets	1,255	4
Other long–term assets	1,912	2,886
Total assets	$476,151	$292,340
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	$33,933	$36,187
Customer deposits	1,835	5,123
Deferred revenues - short-term	4,218	691
Income taxes payable	2,499	1,257
Debt - short-term	—	5,013
Other current liabilities	9,830	11,150
Total current liabilities	52,315	59,421
Long-term taxes payable	15,346	11,857
Debt - long-term	72,254	71,116
Deferred revenues - long-term	972	2,510
Total liabilities	140,887	144,904
Commitments and contingencies (Note 8)		
Stockholders' equity:		
Preferred stock—$0.001 par value; 50,000,000 shares authorized; none issued	—	—
Common stock—$0.001 par value; 500,000,000 shares authorized:		
88,179,448 and 87,213,803 outstanding at June 30, 2014 and June 30, 2013, respectively	88	87
Additional paid–in capital	145,872	134,982
Treasury stock—44,238,960 shares held in treasury at June 30, 2014 and June 30, 2013	(123,864)	(123,864)
Retained earnings	313,168	136,231
Total stockholders' equity	335,264	147,436
Total liabilities and stockholders' equity	$476,151	$292,340

See notes to consolidated financial statements.

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UBIQUITI NETWORKS, INC.
Consolidated Statements of Operations and Comprehensive Income
(In thousands, except per share amounts)

	Years Ended June 30,		
	2014	2013	2012
Revenues	$572,464	$320,823	$353,517
Cost of revenues	318,997	185,489	202,514
Gross profit	253,467	135,334	151,003
Operating expenses:			
Research and development	33,962	20,955	16,699
Sales, general and administrative	23,560	21,775	9,012
Total operating expenses	57,522	42,730	25,711
Income from operations	195,945	92,604	125,292
Interest expense and other, net	(1,334)	(851)	(1,269)
Income before provision for income taxes	194,611	91,753	124,023
Provision for income taxes	17,674	11,263	21,434
Net income and comprehensive income	$176,937	$80,490	$102,589
Preferred stock cumulative dividend and accretion of cost of preferred stock	—	—	(112,431)
Net income (loss) attributable to common stockholders	$176,937	$80,490	$(9,842)
Net income (loss) per share of common stock:			
Basic	$2.02	$0.91	$(0.12)
Diluted	$1.97	$0.89	$(0.12)
Weighted average shares used in computing net income (loss) per share of common stock:			
Basic	87,772	88,314	83,460
Diluted	89,715	90,259	83,460
Cash dividends declared per common share	$—	$0.18	$—

See notes to consolidated financial statements.

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UBIQUITI NETWORKS, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)
In thousands, except share data

	Convertible Preferred Stock		Common Stock		Additional Paid-In Capital	Treasury Stock		Retained Earnings	Total Stockholders' Equity (Deficit)
	Shares	Amount	Shares	Amount	Amount	Shares	Amount		
Balances at June 30, 2011	36,034,630	145,847	62,685,955	63	545	(39,079,910)	(69,515)	15,035	(53,872)
Net income and comprehensive income	—	—	—	—	—	—	—	102,589	102,589
Accretion of costs of Series A convertible preferred stock	—	111,535	—	—	(65,632)	—	—	(45,903)	(111,535)
Repurchase of Series A convertible preferred stock	(12,041,701)	(108,000)	—	—	—	—	—	—	—
Preferred stock cumulative dividend	—	896	—	—	(568)	—	—	(328)	(896)
Conversion of preferred stock into common stock in conjunction with initial public offering	(23,992,929)	(150,278)	23,992,929	24	150,254	—	—	—	150,278
Issuance of common stock pursuant to initial public offering, net of offering expenses	—	—	2,395,328	2	30,450	—	—	—	30,452
Stock options exercised	—	—	2,885,470	3	808	—	—	—	811
Restricted stock units issued, net of tax withholdings	—	—	90,296	—	(1,390)	—	—	—	(1,390)
Stock-based compensation expense	—	—	—	—	1,493	—	—	—	1,493
Tax impact of employee stock transactions	—	—	—	—	13,021	—	—	—	13,021
Balances at June 30, 2012	—	—	92,049,978	92	128,981	(39,079,910)	(69,515)	71,393	130,951
Net income and comprehensive income	—	—	—	—	—	—	—	80,490	80,490
Stock options exercised	—	—	266,558	—	635	—	—	—	635
Restricted stock units issued, net of tax withholdings	—	—	56,317	—	(214)	—	—	—	(214)
Common stock repurchased	—	—	(5,159,050)	(5)	—	(5,159,050)	(54,349)	—	(54,354)
Dividends paid on common stock	—	—	—	—	—	—	—	(15,652)	(15,652)
Stock-based compensation expense	—	—	—	—	3,376	—	—	—	3,376
Tax impact of employee stock transactions	—	—	—	—	2,204	—	—	—	2,204

Balances at June 30, 2013	—	—	87,213,803	87	134,982	(44,238,960)	(123,864)	136,231	147,436
Net income and comprehensive income	—	—	—	—	—	—	—	176,937	176,937
Stock options exercised	—	—	849,635	1	2,089	—	—	—	2,090
Restricted stock units issued, net of tax withholdings	—	—	116,010	—	(2,013)	—	—	—	(2,013)
Stock-based compensation expense	—	—	—	—	4,906	—	—	—	4,906
Tax impact of employee stock transactions	—	—	—	—	5,908	—	—	—	5,908
Balances at June 30, 2014	—	$—	88,179,448	$88	$145,872	(44,238,960)	$(123,864)	$313,168	$335,264

See notes to consolidated financial statements.

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UBIQUITI NETWORKS, INC.
Consolidated Statements of Cash Flows
(In thousands)

	Years Ended June 30,		
	2014	2013	2012
Cash Flows from Operating Activities:			
Net income and comprehensive income	$176,937	$80,490	$102,589
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	2,819	1,963	602
Provision for inventory obsolescence	3,295	850	195
Deferred taxes	2,087	377	(897)
Excess tax benefit from employee stock-based awards	(5,908)	(2,323)	(13,794)
Stock-based compensation	4,906	3,376	1,493
Loss on disposal of fixed assets	45	150	—
Write-off of intangible assets	229	—	—
Loss on extinguishment of debt	458		
Provision for doubtful accounts	(658)	1,096	815
Changes in operating assets and liabilities:			
Accounts receivable	(18,329)	38,664	(36,648)
Inventories	(33,764)	(8,996)	(2,266)
Deferred cost of revenues	(94)	(1,185)	881
Prepaid income taxes	(3,256)	—	—
Prepaid expenses and other assets	(9,644)	(1,858)	3,660
Accounts payable	(2,326)	9,725	11,692
Taxes payable	7,150	6,645	9,539
Deferred revenues	1,989	2,396	(929)
Accrued liabilities and other	(4,609)	521	4,856
Net cash provided by operating activities	121,327	131,891	81,788
Cash Flows from Investing Activities:			
Purchase of property and equipment and other long-term assets	(4,045)	(5,363)	(3,310)
Net cash used in investing activities	(4,045)	(5,363)	(3,310)
Cash Flows from Financing Activities:			
Proceeds from borrowings under credit agreement	72,254	—	—
Proceeds from term loan, net	—	20,833	34,813
Repayments on term loan balance	(46,250)	(4,333)	(5,250)
Repayments on credit facility balance	(30,000)	—	—
Proceeds from credit facility	—	30,000	—
Repurchases of common stock and outstanding awards	—	(54,354)	—
Payment of special common stock dividend	—	(15,652)	—
Repurchase of Series A convertible preferred stock	—	—	(108,000)
Issuance of convertible subordinated promissory notes	—	—	68,000
Payment of convertible subordinated promissory notes	—	—	(68,000)
Proceeds from shares issued in initial public offering, net of offering costs	—	—	32,443
Proceeds from exercise of stock options	2,090	635	811
Excess tax benefit from employee stock-based awards	5,908	2,323	13,794
Tax withholdings related to net share settlements of restricted stock units	(2,013)	(214)	(1,390)
Net cash provided by (used in) financing activities	1,989	(20,762)	(32,779)
Net increase in cash and cash equivalents	119,271	105,766	45,699
Cash and cash equivalents at beginning of year	227,826	122,060	76,361

Cash and cash equivalents at end of year	$347,097	$227,826	$122,060
Supplemental Disclosure of Cash Flow Information:			
Income Taxes paid	$14,007	$4,095	$6,211
Interest paid	$1,650	$1,699	$689
Conversion of preferred stock into common stock in conjunction with initial public offering	$—	$—	$150,278

See notes to consolidated financial statements.

UBIQUITI NETWORKS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
NOTE 1—BUSINESS AND BASIS OF PRESENTATION

Business— Ubiquiti Networks, Inc. was incorporated in the State of California in 2003 as Pera Networks, Inc. In 2005 the Company changed its name to Ubiquiti Networks, Inc. and commenced its current operations. In June 2010, the Company was re-incorporated in Delaware.

Ubiquiti Networks, Inc. and its wholly owned subsidiaries (collectively, “Ubiquiti” or the “Company”) is a product driven company that leverages innovative proprietary technologies to deliver networking solutions to both startup and established network operators and service providers.

On October 13, 2011, the Company entered into an underwriting agreement for its initial public offering of common stock at $15.00 per share. The Company's initial public offering closed on October 19, 2011. Immediately prior to the closing of the initial public offering, all outstanding shares of the Company’s preferred stock converted to common stock on a one for one basis.

On June 18, 2013, the Company completed a secondary offering of 7,031,464 shares of common stock at an offering price of $16.00 per share, which included 531,464 shares sold in connection with the partial exercise of the option to purchase additional shares granted to the underwriters. All of the shares sold in the offering were sold by existing stockholders of the Company, including entities affiliated with Summit Partners, L.P., and the Company's chief executive officer, Robert J. Pera. No shares were sold by the Company in the offering, and as such, the Company did not receive any proceeds from the offering.

The Company operates on a fiscal year ending June 30. In these notes, Ubiquiti refers to the fiscal years ended June 30, 2014, 2013 and 2012 as fiscal 2014, fiscal 2013 and fiscal 2012, respectively.

Basis of Presentation— The Company’s consolidated financial statements and accompanying notes are prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) and include the accounts of Ubiquiti and its wholly owned subsidiaries. The Company has wholly owned subsidiaries in Lithuania, Hong Kong, China and Poland. The Company’s Hong Kong subsidiary also operates a branch office in Taiwan. All intercompany transactions and balances have been eliminated.

NOTE 2—SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of Accounting Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and judgments that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. On an ongoing basis, the Company evaluates these estimates, including those related to allowance for doubtful accounts, inventory valuation, warranty costs, stock-based compensation and income taxes, among others. The Company bases estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances. Actual results may differ materially from these estimates.

Segments

Management has determined that it operates as one reportable and operating segment as it only reports financial information on an aggregate and consolidated basis to its chief executive officer, who is the Company’s chief operating decision maker. See Note 13.

Recognition of Revenues

Revenues consist primarily of revenues from the sale of hardware and management tools, as well as the related implied post contract customer support (“PCS”). The Company recognizes revenues when persuasive evidence of an arrangement exists, delivery has occurred, the sales price is fixed or determinable and the collectability of the resulting receivable is reasonably assured. In cases where the Company lacks evidence that collectability of the resulting receivable is reasonably assured, it defers recognition of revenue until the receipt of cash.

For the Company’s sales, evidence of the arrangement consists of an order from a customer. The Company considers delivery to have occurred once its products have been shipped and title and risk of loss have been transferred. For the Company’s sales, these criteria are met at the time the products are transferred to the customer. The Company’s arrangements with customers do

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not, in most cases, include provisions for cancellation, returns, inventory swaps or refunds that would significantly impact recognized revenues.

The Company records amounts billed to distributors for shipping and handling costs as revenues. The Company classifies shipping and handling costs incurred by it as cost of revenues.

Deposit payments received from distributors in advance of recognition of revenues are included in current liabilities on the Company's balance sheet and are recognized as revenues when all the criteria for recognition of revenues are met.

The Company's multi-element arrangements generally include two deliverables. The first deliverable is the hardware and software essential to the functionality of the hardware device delivered at the time of sale. The second deliverable is the implied right to PCS included with the purchase of certain products. PCS is this right to receive, on a when and if available basis, future unspecified software upgrades and features relating to the product's essential software as well as bug fixes, email and telephone support.

The Company uses a hierarchy to determine the allocation of revenues to the deliverables. The hierarchy is as follows: (i) vendor-specific objective evidence of fair value ("VSOE"), (ii) third-party evidence of selling price ("TPE"), and (iii) best estimate of the selling price ("BESP").

(i) VSOE generally exists only when a company sells the deliverable separately and is the price actually charged by the company for that deliverable. Generally the Company does not sell the deliverables separately and, as such, does not have VSOE.

(ii) TPE can be substantiated by determining the price that other parties sell similar or substantially similar offerings. The Company does not believe that there is accessible TPE evidence for similar deliverables.

(iii) BESP reflects the Company's best estimates of what the selling prices of elements would be if they were sold regularly on a stand-alone basis. The Company believes that BESP is the most appropriate methodology for determining the allocation of revenue among the multiple elements.

The Company allocates revenues between these two deliverables using the relative selling price method which is based on the estimated selling price for all deliverables. Revenues allocated to the delivered hardware and the related essential software are recognized at the time of sale provided the other conditions for recognition of revenues have been met. Revenues allocated to the PCS are deferred and recognized on a straight-line basis over the estimated life of each of these devices, which currently is two years. All cost of revenues, including estimated warranty costs, are recognized at the time of sale. Costs for research and development and sales and marketing are expensed as incurred. If the estimated life of the hardware product should change, the future rate of amortization of the revenues allocated to PCS would also change.

The Company's process for determining BESP for deliverables involves multiple factors that may vary depending upon the unique facts and circumstances related to each deliverable. For PCS, the Company believes its network operators and service providers would be reluctant to pay for such services separately. This view is primarily based on the fact that unspecified upgrade rights do not obligate the Company to provide upgrades at a particular time or at all, and do not specify to network operators and service providers which upgrades or features will be delivered. The Company believes that the relatively low prices of its products and its network operators' and service providers' price sensitivity would add to their reluctance to pay for PCS. Therefore, the Company has concluded that if it were to sell PCS on a standalone basis, the selling price would be relatively low.

Key factors considered by the Company in developing the BESP for PCS include reviewing the activities of specific employees engaged in support and software development to determine the amount of time that is allocated to the development of the undelivered elements, determining the cost of this development effort, and then adding an appropriate level of gross profit to these costs.

Cash and Cash Equivalents

The Company considers investments purchased with a maturity period of three months or less at the date of purchase to be cash equivalents. Cash and cash equivalents are stated at cost which approximates fair value. The Company deposits cash and cash equivalents with financial institutions that management believes are of high credit quality. The Company's cash and cash equivalents consist primarily of cash deposited in U.S. dollar denominated interest-bearing deposit accounts.

Concentration of Risk
Financial instruments that potentially subject the Company to concentrations of credit risk consist of cash and cash equivalents and accounts receivable. The Company limits its exposure by primarily placing its cash in interest-bearing deposit accounts with high credit quality financial institutions.

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The Company derives its accounts receivable from revenues earned from customers located worldwide. The Company bases credit decisions primarily upon a customer's past credit history. The Company's standard credit terms are net 30 to 60 days.

The Company subcontracts with other companies to manufacture most of its products. The Company relies on the ability of these contract manufacturers to produce the products sold to its distributors and original equipment manufacturers ("OEMs"). A significant portion of the Company's products are manufactured by a few contract manufacturers.

Inventory and Inventory Valuation

The Company's inventories are primarily finished goods and, to a lesser extent, raw materials, which have been consigned to the Company's contract manufacturers. Inventories are stated at the lower of actual cost (computed on a first-in, first-out basis), or market value. Market value is based upon an estimated average selling price reduced by the estimated costs of disposal. The determination of market value involves numerous judgments including estimating average selling prices based up recent sales, industry trends, existing customer orders, and seasonal factors. Should actual market conditions differ from the Company's estimates, future results of operations could be materially affected. The Company reduces the value of its inventory for estimated obsolescence or lack of marketability by the difference between the cost of the affected inventory and the estimated market value. Write-downs are not reversed until the related inventory has been subsequently sold or scrapped.

The valuation of inventory also requires the Company to estimate excess and obsolete inventory. The determination of excess or obsolete inventory is estimated based on a comparison of the quantity and cost of inventory on hand to the Company's forecast of customer demand. Customer demand is dependent on many factors and requires the Company to use significant judgment in our forecasting process. The Company also makes assumptions regarding the rate at which new products will be accepted in the marketplace and at which customers will transition from older products to newer products. If actual market conditions are less favorable than those projected by management, additional inventory write-downs may be required, which would have a negative impact on the Company's gross margin. If the Company ultimately sells inventory that has been previously written down, the Company's gross margins in future periods will be positively impacted.

Deferred Cost of Revenues

Deferred cost of revenues consist of the cost of product shipped to distributors for which the rights and obligations of ownership have passed to the distributor but revenues have not yet been recognized primarily because the collectability criterion for revenue recognition has not been fulfilled. The Company classifies these amounts as deferred cost of revenues. All deferred costs of revenues are stated at cost. The Company periodically assesses the recoverability of deferred cost of revenues and writes down the deferred cost of revenues balances to establish a new cost basis when recovery of deferred cost of revenues is not reasonably assured. The Company evaluates recoverability based on various factors including the length of time the product has been held at the distributor's site and the financial viability of the distributor.

Product Warranties

The Company offers warranties on certain products, generally for a period of one year, and records a liability for the estimated future costs associated with potential warranty claims. The warranty costs are reflected in the Company's consolidated statement of operations and comprehensive income within cost of revenues. The warranties are typically in effect for 12 months from the distributor's purchase date of the product. The Company's estimate of future warranty costs is largely based on historical experience factors including product failure rates, material usage, and service delivery cost incurred in correcting product failures. In certain circumstances, the Company may have recourse from its contract manufacturers for replacement cost of defective products, which it also factors into its warranty liability assessment.

Allowance for Doubtful Accounts

The Company records an allowance for doubtful accounts for estimated probable losses on uncollectible accounts receivable. In estimating the allowance, management considers, among other factors, (i) the aging of the accounts receivable, (ii) the Company's historical write offs, (iii) the credit worthiness of each distributor based on payment history and (iv) general economic conditions. In cases where the Company is aware of circumstances that may impair a specific distributor’s ability to meet its obligations to the Company, the Company records a specific allowance against amounts due from the distributor, and thereby reduces the net recognized receivable to the amounts it reasonably believes will be collected.

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The allowance for doubtful accounts activity was as follows (in thousands):

	Years Ended June 30,		
	2014	2013	2012
Beginning balance	$2,200	$1,266	$596
Charged to (released from) expenses	(658)	1,096	815
Bad debt write-offs	(147)	(162)	(145)
Ending Balance	$1,395	$2,200	$1,266

Fair Value of Financial Instruments

The carrying value of the Company’s cash equivalents, accounts receivable, accounts payable and other current liabilities approximate fair value due to their short maturities. The fair value of the Company's cash equivalents and debt are disclosed in Note 3.

Long Lived Assets

The Company evaluates its long lived assets including property and equipment for impairment whenever events or changes in circumstances indicate that the carrying value of these assets may not be recoverable. An impairment loss is recognized when the net book value of such assets exceeds the estimated future undiscounted cash flows attributable to the assets or asset group. If impairment is indicated, the asset is written down to its estimated fair value. The Company did not recognize any impairment losses for fiscal 2014, 2013 and 2012.

Property and Equipment

Furniture, fixtures and equipment are recorded at cost. The Company computes depreciation or amortization using the straight line method over estimated useful lives, as follows:

	Estimated Useful Life
Testing equipment	3 to 5 years
Computer and other equipment	3 to 5 years
Furniture and fixtures	3 years
Leasehold improvements	shorter of lease term or useful life

Upon retirement or disposition, the asset cost and related accumulated depreciation are removed with any gain or loss recognized in the statement of operations. Expenditures for maintenance and repairs are charged to operations as incurred.

Intangible Assets

The Company’s intangible assets consist primarily of legal costs associated with application for and registration of the Company’s trademarks. The Company amortizes all acquisition-related intangible assets that are subject to amortization over the estimated useful life based on economic benefit, which is generally 5 years.

Leases

The Company leases its facilities under cancelable and noncancelable operating leases. For leases that contain rent escalation or rent concessions provisions, the Company records the total rent expense during the lease term on a straight line basis over the term of the lease. The Company records the difference between the rent paid and the straight line rent as a deferred rent liability in the accompanying consolidated balance sheets.

Advertising Costs

The Company expenses all advertising costs as incurred.

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Income Taxes

The Company accounts for income taxes in accordance with accounting guidance which requires recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in its financial statements or tax returns. Deferred tax assets and liabilities are determined based on the temporary difference between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The Company establishes valuation allowances when necessary to reduce deferred tax assets to the amount it expects to realize. The assessment of whether or not a valuation allowance is required often requires significant judgment including current operating results, the forecast of future taxable income and ongoing prudent and feasible tax planning initiatives. In addition, the Company’s calculation of its tax liabilities involves dealing with uncertainties in the application of complex tax regulations. The Company may be subject to income tax audits in all of the jurisdictions in which it operates and, as a result, must also assess exposures to any potential issues arising from current or future audits of current and prior years’ tax returns. Accordingly, the Company must assess such potential exposures and, where necessary, provide a reserve to cover any expected loss. To the extent that the Company establishes a reserve, its provision for income taxes would be increased. If the Company ultimately determines that payment of these amounts is unnecessary, it reverses the liability and recognizes a tax benefit during the period in which it determines that the liability is no longer necessary. The Company records an additional charge in its provision for taxes in the period in which it determines that tax liability is greater than its original estimate.

Stock-based Compensation

The Company records stock-based awards at fair value as of the grant date and recognize expense, net of forfeitures, ratably on a straight-line basis over the requisite service period, which is generally the vesting term of the awards. The Company estimates the fair value of stock option awards on the grant date using the Black-Scholes option pricing model. The determination of the fair value of a stock-based award on the date of grant using the Black-Scholes option-pricing model is affected by the Company's stock price on the date of grant as well as assumptions regarding a number of complex and subjective variables. These variables include the Company's expected stock price volatility over the expected term of the award, actual and projected employee stock option exercise behaviors, the risk-free interest rate for the expected term of the award and expected dividends. Restricted stock units are valued based on the fair value of the Company's common stock on the date of grant. Since the Company's initial public offering on October 14, 2011, the fair value of our common stock is determined using the closing market price of the Company's common stock as of the date of grant.

Commitments and Contingencies

The Company periodically evaluates all pending or threatened contingencies and any commitments, if any, that are reasonably likely to have a material adverse effect on its results of operations, financial position or cash flows. The Company assesses the probability of an adverse outcome and determines if it is remote, reasonably possible or probable. If information available prior to the issuance of the Company’s financial statements indicates that it is probable that an asset had been impaired or a liability had been incurred at the date of the Company’s financial statements, and the amount of the loss, or the range of probable loss can be reasonably estimated, then such loss is accrued and charged to operating expenses. If no accrual is made for a loss contingency because one or both of the conditions pursuant to the accounting guidance are not met, but the probability of an adverse outcome is at least reasonably possible, the Company discloses the nature of the contingency and provides an estimate of the possible loss or range of loss, or states that such an estimate cannot be made.

Foreign Currency Translation

The functional currency of the Company and its subsidiaries is the U.S. dollar. For foreign operations, local currency denominated assets and liabilities are remeasured at the period end exchange rates, and revenues, costs and expenses are remeasured at the average exchange rates during the fiscal year. Foreign exchange gains and losses have been immaterial to the Company’s results of operations to date.

Deferred Offering Costs

Deferred offering costs, consisting of legal, accounting and other fees and costs relating to the Company's initial public offering were capitalized. Deferred offering costs of $3.1 million were offset against initial public offering proceeds upon the closing of the offering in October 2011.

Research and Development Costs and Capitalized Software Development Costs

Research and development expenses are expensed as incurred. Research and development expenses associated with software development are expensed as incurred as our software is typically released to end customers immediately after technological feasibility has been established.

Earnings Per Share

The Company applies the two-class method for calculating and presenting earnings per share ("EPS"). Under the two-class method, net income is allocated between shares of common stock and other participating securities based on their participating rights. Participating securities are defined as securities that participate in dividends with common stock according to a pre-determined formula or a contractual obligation to share in the income of the entity. Basic EPS is computed by dividing net income available to common stockholders by the weighted average number of shares of common stock outstanding during the period. Diluted EPS is computed by dividing the amount of net income available to common stockholders outstanding plus income allocable to participating securities, to the extent they are dilutive, by the weighted average number of shares of common stock and potential dilutive shares outstanding during the period if the effect is dilutive. The Company's potentially dilutive common securities include outstanding stock options, restricted stock units and preferred stock.

Recent Accounting Pronouncements

In June 2014, the Financial Accounting Standards Board, or FASB, issued a new accounting standard update on revenue from contracts with customers. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. To achieve that core principle, an entity should apply the following steps:

Step 1: Identify the contract(s) with a customer.
Step 2: Identify the performance obligations in the contract.
Step 3: Determine the transaction price.
Step 4: Allocate the transaction price to the performance obligations in the contract.
Step 5: Recognize revenue when (or as) the entity satisfies a performance obligation.

An entity should disclose sufficient information to enable users of financial statements to understand the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. Qualitative and quantitative information is required about contracts with customers, significant judgments and any assets recognized from the costs to obtain or fulfill a contract. The guidance will be effective for the Company beginning July 1, 2017. The Company is currently assessing the impact of this new guidance.

In July 2013, the FASB issued a new accounting standard update on the financial statement presentation of unrecognized tax benefits. The new guidance provides that a liability related to an unrecognized tax benefit would be presented as a reduction of a deferred tax asset for a new operating loss carryforward, a similar tax loss or a tax credit carryforward if such settlement is required or expected in the event the uncertain tax position is disallowed. The new guidance will become effective for the Company on July 1, 2014 and it should be applied prospectively to unrecognized tax benefits that exist as of the effective date with retrospective application permitted. The Company has assessed the impact of this new guidance, however the Company does not expect adoption to have a significant impact on its consolidated financial statements.

NOTE 3—FAIR VALUE OF FINANCIAL INSTRUMENTS

Pursuant to the accounting guidance for fair value measurements and its subsequent updates, fair value is defined as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. The accounting guidance establishes a three-tier fair value hierarchy that requires the Company to use observable market data, when available, and to minimize the use of unobservable inputs when determining fair value. The fair value hierarchy prioritizes the inputs into three levels that may be used in measuring fair value as follows:

Level 1—observable inputs which include quoted prices in active markets for identical assets of liabilities.
Level 2—inputs which include observable inputs other than Level 1, such as quoted prices for similar assets or liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the asset or liability.
Level 3—inputs which include unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the underlying asset or liability. Level 3 assets and liabilities include those whose fair value measurements are

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determined using pricing models, discounted cash flow methodologies or similar valuation techniques, as well as significant management judgment or estimation.

For certain of the Company's financial instruments, including cash, accounts receivable and accounts payable, the carrying amounts approximate fair value due to their short maturities, and are therefore excluded from the fair value tables below. Additionally, as of June 30, 2014, we held $307.6 million of our $347.1 million of cash and cash equivalents in accounts of our subsidiaries outside of the United States and we will incur significant tax liabilities if we were to repatriate those amounts.

At June 30, 2014 and 2013 the Company had debt associated with its Loan and Security Agreements with Wells Fargo Bank and East West Bank, respectively (See Note 7). The fair value of the Company's debt was estimated based on the current rates offered to the Company for debt with similar terms and remaining maturities and was Level 2 measurement.

As of June 30, 2014 and 2013, the fair value hierarchy for the Company's financial liabilities was as follows (in thousands):

	June 30, 2014				June 30, 2013			
	Fair Value	Level 1	Level 2	Level 3	Fair Value	Level 1	Level 2	Level 3
Liabilities:								
Debt[(1)]	$72,254	$—	$72,254	$—	$76,129	$—	$76,129	$—

(1) Debt is carried at historical cost on the Company's consolidated balance sheet.

NOTE 4—EARNINGS PER SHARE

The following table sets forth the computation of basic and diluted earnings per share for the periods indicated (in thousands, except per share data):

	Years Ended June 30,		
	2014	2013	2012
Numerator:			
Net income (loss) attributable to common stockholders	$176,937	$80,490	$(9,842)
Denominator:			
Weighted-average shares used in computing basic net income (loss) per share	87,772	88,314	83,460
Add—dilutive potential common shares:			
Stock options	1,696	1,803	—
Restricted stock units	247	142	—
Weighted-average shares used in computing diluted net income (loss) per share	89,715	90,259	83,460
Net income (loss) per share of common stock:			
Basic	$2.02	$0.91	$(0.12)
Diluted	$1.97	$0.89	$(0.12)

The following table summarizes the total potential shares of common stock that were excluded from the diluted per share calculation, because to include them would have been anti-dilutive for the period (in thousands):

	Years Ended June 30,		
	2014	2013	2012
Stock options	—	658	3,348
Restricted stock units	36	364	454
	36	1,022	3,802

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NOTE 5—BALANCE SHEET COMPONENTS

Inventories

Inventories consisted of the following (in thousands):

	June 30, 2014	2013
Finished goods	$45,881	$15,618
Raw materials	468	262
	$46,349	$15,880

Prepaid Expenses and Other Current Assets

Prepaid expenses and other current assets consisted of the following (in thousands):

	June 30, 2014	2013
Vendor deposits	$8,043	$—
Non-trade receivables	292	2,203
Other current assets	4,932	948
	$13,267	$3,151

Property and Equipment, Net

Property and equipment, net consisted of the following (in thousands):

	June 30, 2014	2013
Testing equipment	$3,785	$3,309
Computer and other equipment	1,019	841
Tooling equipment	2,898	1,737
Furniture and fixtures	973	652
Leasehold improvements	3,173	1,858
Software	521	245
	12,369	8,642
Less: Accumulated depreciation and amortization	(5,109)	(2,666)
	$7,260	$5,976

Depreciation expense was $2.6 million and $1.8 million in fiscal 2014 and 2013, respectively.

Other Long-term Assets

Other long-term assets consisted of the following (in thousands):

	June 30, 2014	2013
Intangible assets, net	$799	$1,029
Long-term deferred cost of revenues	—	1,185
Other long-term assets	1,113	672
	$1,912	$2,886

The Company's intangible assets consist primarily of legal costs associated with the application for and registration of the Company’s trademarks. The Company recorded $270,000 and $200,000 of amortization of intangible assets during fiscal 2014 and 2013, respectively. During fiscal 2014, the Company wrote off $229,000 of intangible assets. The balance of accumulated amortization was $450,000 and $200,000 at June 30, 2014 and 2013, respectively. Estimated future amortization related to

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trademark registration fees is $237,000, $251,000, $229,000, $68,000 and $14,000 for fiscal years 2015, 2016, 2017, 2018, and thereafter, respectively.

Other Current Liabilities

Accrued liabilities consisted of the following (in thousands):

	June 30, 2014	2013
Accrued compensation and benefits	$3,432	$2,712
Accrued accounts payable	10	323
Accrual for an export compliance matter	—	1,625
Warranty accrual	2,850	2,913
Other accruals	3,538	3,577
	$9,830	$11,150

NOTE 6—ACCRUED WARRANTY

Warranty obligations, included in other current liabilities, were as follows (in thousands):

Balance at June 30, 2012	$1,381
Accruals for warranties issued during the period	4,079
Settlements made during the period	(2,547)
Balance at June 30, 2013	2,913
Accruals for warranties issued during the period	4,157
Settlements made during the period	(4,220)
Balance at June 30, 2014	$2,850

NOTE 7—DEBT

In July 2011, the Company repurchased an aggregate of 12,041,700 shares of the Company’s Series A convertible preferred stock from entities affiliated with Summit Partners, L.P., one of the Company’s major stockholders, at a price of $8.97 per share for an aggregate consideration of $108.0 million. Of the aggregate purchase price, $40.0 million was paid in cash at the time of closing and the balance of the shares were paid for through the issuance of convertible subordinated promissory notes in the aggregate principal amount of $68.0 million. On September 15, 2011, $34.0 million was paid against the notes and was financed through the Company's EWB Loan Agreement (as further described below) reducing the aggregate principal amount outstanding to $34.0 million. The remainder of the notes were retired in October 2011 with the proceeds of the Company’s initial public offering and existing cash balances. The interest rate on the notes started at 5% per annum and increased by two percentage points every three months until it would have reached 9% in January 2012. The notes were prepayable without penalty prior to April 21, 2012, and were required to be paid in the event of the Company’s initial public offering or third party financing prior to April 21, 2012. The notes mature on July 21, 2021. The unpaid principal on the notes was convertible into shares of Series A preferred stock at $8.97 per share at any point after July 21, 2012. The difference between the repurchase price and the carrying value of the repurchased preferred stock on June 30, 2011 was $59.0 million. The difference was debited to available retained earnings with the remaining amount debited to additional paid-in capital and reduced the net income attributable to common stock shareholders resulting in a reduction of basic and diluted net income per share.

On September 15, 2011, the Company entered into a Loan and Security Agreement with East West Bank, (the “EWB Loan Agreement”), which was replaced by the Loan Agreement as discussed below. The credit facilities available under the EWB Loan Agreement consisted of a $35.0 million term loan facility and a $5.0 million revolving line of credit facility. The term loan would have matured on September 15, 2016 with principal and interest to be repaid in 60 monthly installments. The Company used $34.0 million of the term loan to repay a portion of the outstanding convertible subordinated promissory notes held by entities affiliated with Summit Partners, L.P leaving $1.0 million available for borrowing under the term loan facility.

On August 7, 2012, the Company entered into a Loan and Security Agreement (the “Loan Agreement”) with U.S. Bank, as syndication agent, and East West Bank, as administrative agent for the lenders party to the Loan Agreement. The Loan Agreement replaced the EWB Loan Agreement discussed above. The Loan Agreement provided for (i) a $50.0 million revolving credit facility, with a $5.0 million sublimit for the issuance of letters of credit and a $5.0 million sublimit for the making of swingline loan advances (the “Revolving Credit Facility”), and (ii) a $50.0 million term loan facility (the “Term

Loan Facility"). The Company could request borrowings under the Revolving Credit Facility until August 7, 2015. On August 7, 2012, the Company borrowed $20.8 million under the Term Loan Facility, and no borrowings remained available for borrowing thereunder. On November 21, 2012, the Company borrowed $10.0 million under the Revolving Credit Facility. On December 20, 2012, the Company borrowed an additional $20.0 million under the Revolving Credit Facility, and $20.0 million remained available for borrowing thereunder.

On May 5, 2014, the Company and certain of its subsidiaries entered into a credit agreement (the "Credit Agreement") with Wells Fargo Bank, National Association ("Wells Fargo"), the financial institutions named as lenders therein, and Wells Fargo as administrative agent for the lenders, that provides for a $150 million senior secured revolving credit facility, with an option to request an increase in the amount of the credit facility by up to an additional $50 million (any such increase to be in each lender's sole discretion). The Company may borrow up to $110 million of the facility as a U.S. sublimit. The entire amount of the facility is available to Ubiquiti International Holding Company Limited, a wholly-owned subsidiary of the Company organized under the laws of the Cayman Islands. The credit facility includes a sub-limit of $5 million for letters of credit and a sub-limit of $15 million for swingline loans. In connection with the execution of the Credit Agreement, the Company terminated the $50 million line of credit facility under the Loan Agreement with East West Bank described above. Under the Credit Agreement, revolving loans and swingline loans may be borrowed, repaid and reborrowed until May 5, 2019, at which time all amounts borrowed must be repaid. Additionally, $72.3 million is currently outstanding under the Credit Agreement, which was borrowed by the Company to repay obligations under the Loan Agreement and to pay transaction fees and costs. Revolving loans bear interest, at the Company's option, at either (i) a floating rate per annum equal to the base rate plus a margin of between 0.250% and 1.000%, depending on the Company's leverage ratio as of the most recently ended fiscal quarter or (ii) a per annum rate equal to the applicable LIBOR rate for a specified period, plus a margin of between 1.250% and 2.000%, depending on the Company's leverage ratio as of the most recently ended fiscal quarter. Swingline loans will bear interest at a floating rate per annum equal to the base rate plus a margin of between 0.250% and 1.000%, depending on the Company's leverage ratio as of the most recently ended fiscal quarter. Base rate is defined as the greatest of (A) Wells Fargo's prime rate, (B) the federal funds rate plus 0.500% or (C) a per annum rate equal to the rate at which dollar deposits are offered in the London interbank market for a period of one month plus 1.000%. A default interest rate shall apply on all obligations during a payment event of default under the Credit Agreement at a rate per annum equal to 2.000% above the applicable interest rate. The Company will pay to each lender a facility fee on a quarterly basis based on the unused amount of each lender's commitment to make loans, of between 0.200% and 0.350%, depending on the Company's leverage ratio as of the most recently ended fiscal quarter. Revolving loans and swingline loans may be prepaid at any time without penalty. The Company is also obligated to pay Wells Fargo, as agent, fees customary for a credit facility of this size and type.

The Credit Agreement requires the Company to maintain a maximum leverage ratio and a minimum interest coverage ratio during the term of the credit facility. In addition, the Credit Agreement contains customary affirmative and negative covenants, including covenants that limit or restrict the ability of the Company and its subsidiaries to, among other things, grant liens or enter into agreements restricting their ability to grant liens on property, enter into mergers, dispose of assets, change their accounting or reporting policies, change their business and incur subsidiary indebtedness, in each case subject to customary exceptions for a credit facility of this size and type. The Credit Agreement includes customary events of default that, include among other things, non-payment of principal, interest or fees, inaccuracy of representations and warranties, violation of covenants, cross default to certain other indebtedness, bankruptcy and insolvency events, material judgments, change of control and certain ERISA events. The occurrence of an event of default could result in the acceleration of the obligations under the Credit Agreement. The credit facility under the Credit Agreement expires May 5, 2019.

The obligations of the Company and its subsidiaries under the Credit Agreement are collateralized by substantially all assets (excluding intellectual property) of the Company and its subsidiaries.

Wells Fargo and the lenders party to the Credit Agreement, and certain of their respective affiliates, have provided, and in the future may provide, financial, banking and related services to the Company. These parties have received, and in the future may receive, compensation from the Company for these services.

During the fiscal years 2014 and 2013, the Company made aggregate payments of $5.0 million and $4.3 million, respectively, against the Loan Agreement. At the time the Loan Agreement was retired in May 2014, the Company paid the remaining principal balance of $71.3 million. No payments were made for borrowings under the Credit Agreement with Wells Fargo in fiscal 2014. As of June 30, 2014, the Company has classified $72.3 million as long-term debt on its consolidated balance sheet related to the Credit Agreement.

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The following table summarizes our estimated debt and interest payment obligations as of June 30, 2014 (in thousands):

	2015	2016	2017	2018	2019	Thereafter	Total
Debt payment obligations	$—	$—	$—	$—	$72,254	$—	$72,254
Interest payments on debt payment obligations	1,012	1,013	1,012	1,012	857	—	4,906
Total	$1,012	$1,013	$1,012	$1,012	$73,111	$—	$77,160

NOTE 8—COMMITMENTS AND CONTINGENCIES

Operating Leases

The Company leases its headquarters in San Jose, California and other locations worldwide under non-cancelable operating leases that expire at various dates through 2019.

At June 30, 2014, future minimum annual payments under operating leases are as follows (in thousands):

	2015	2016	2017	2018	2019	Thereafter	Total
Operating leases	$2,947	$2,950	$1,611	$342	$53	$—	$7,903

Rent expense under operating leases was $2.3 million, $1.7 million and $1.6 million for fiscal 2014, fiscal 2013 and fiscal 2012, respectively.

Purchase Commitments

The Company subcontracts with other companies to manufacture its products. During the normal course of business, the Company's contract manufacturers procure components based upon orders placed by the Company. If the Company cancels all or part of the orders, it may still be liable to the contract manufacturers for the cost of the components purchased by them to manufacture the Company's products. The Company periodically reviews the potential liability and to date no significant accruals have been recorded. The Company had $20.9 million in non-cancelable purchase commitments as of June 30, 2014, the related expenses of which are expected to be incurred in future periods.

Indemnification Obligations

The Company enters into standard indemnification agreements with many of its business partners in the ordinary course of business. These agreements include provisions for indemnifying the business partner against any claim brought by a third party to the extent any such claim alleges that a Company product infringes a patent, copyright or trademark, or violates any other proprietary rights of that third party. The maximum potential amount of future payments the Company could be required to make under these indemnification agreements is not estimable and the Company has not incurred any material costs to defend lawsuits or settle claims related to these indemnification agreements to date.

Legal Matters

The Company may be involved, from time to time, in a variety of claims, lawsuits, investigations, and proceedings relating to contractual disputes, intellectual property rights, employment matters, regulatory compliance matters and other litigation matters relating to various claims that arise in the normal course of business. The Company determines whether an estimated loss from a contingency should be accrued by assessing whether a loss is deemed probable and can be reasonably estimated. The Company assesses its potential liability by analyzing specific litigation and regulatory matters using available information. The Company develops its views on estimated losses in consultation with inside and outside counsel, which involves a subjective analysis of potential results and outcomes, assuming various combinations of appropriate litigation and settlement strategies. Taking all of the above factors into account, the Company records an amount where it is probable that the Company will incur a loss and where that loss can be reasonably estimated. However, the Company's estimates may be incorrect and the Company could ultimately incur more or less than the amounts initially recorded. The Company may also incur significant legal fees, which are expensed as incurred, in defending against these claims.

Export Compliance Matters

In May 2011, the Company filed a self-disclosure statement with the U.S. Commerce Department, Bureau of Industry and Security's ("BIS") Office of Export Enforcement ("OEE") relating to a review conducted by the Company regarding certain export transactions from 2008 through March 2011 in which products may have been later resold into Iran by third parties. In

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June 2011, the Company also filed a self-disclosure statement with the U.S. Department of the Treasury's Office of Foreign Asset Control ("OFAC") regarding these compliance issues. In August 2011, the Company received a warning letter from OEE stating that OEE had not referred the findings of the Company's review for criminal or administrative prosecution and closed the investigation of the Company without penalty. Based upon its review of the matter, OFAC identified certain apparent violations ("Apparent Violations") of the Iranian Transactions and Sanctions Regulations by the Company during the period of in or about March 2008 through in or about February 2011. On March 4, 2014, the Company entered into a settlement agreement with OFAC resolving this administrative matter. Pursuant to the terms of the settlement agreement, the Company agreed to make a one-time payment to the U.S. Department of the Treasury in the amount of $504,000 in consideration of OFAC agreeing to release and forever discharge the Company from any and all civil liability in connection with the Apparent Violations. The Company previously accrued a reserve of $1.6 million relating to this matter in fiscal 2010 and, accordingly, reversed the excess of the accrual of $1.1 million as of the effective date of the settlement agreement.

Shareholder Class Action Lawsuits

Beginning on September 7, 2012, two class action lawsuits were filed in the United States District Court for the Northern District of California against Ubiquiti Networks, Inc. (the "Company"), certain of its officers and directors, and the underwriters of its initial public offering, alleging claims under U.S. securities laws. On January 30, 2013, the plaintiffs filed an amended consolidated complaint. The Company filed a motion to dismiss the complaint, and on March 26, 2014, the court issued an order granting the motion to dismiss with leave to amend the complaint. Following the plaintiffs' decision not to file an amended complaint, on April 16, 2014 the court ordered the dismissal of the shareholder class action lawsuit with prejudice, and entered judgment in favor of the Company and the other defendants, and against the plaintiffs. On May 15, 2014, the plaintiffs filed a notice of appeal from the judgment of the court. There can be no assurance that the Company will prevail in the appeal proceeding. The Company cannot currently estimate the possible loss it may experience in connection with this litigation.

NOTE 9—PREFERRED STOCK

In July 2011, the Company repurchased an aggregate of 12,041,700 shares of the Company's Series A convertible preferred stock from entities affiliated with Summit Partners, L.P., one of the Company's major stockholders, at a price of $8.97 per share for an aggregate consideration of $108.0 million. Of the aggregate purchase price, $40.0 million was paid in cash at the time of closing and the balance of the shares were paid for through the issuance of convertible subordinated promissory notes in the aggregate principal amount of $68.0 million. The $68.0 million was paid down primarily using proceeds from the EWB Loan Agreement and the remaining balance was subsequently paid down by funds raised upon the completion of the Company's initial public offering on October 19, 2011 and the Company's existing cash balances as discussed in Note 7.

NOTE 10—COMMON STOCK AND TREASURY STOCK

As of June 30, 2014 and 2013, the authorized capital of the Company included 500,000,000 shares of common stock. As of June 30, 2014, 132,418,408 shares of common stock were issued and 88,179,448 were outstanding. As of June 30, 2013, 131,452,763 shares of common stock were issued and 87,213,803 were outstanding.

Common Stock Repurchases

On August 9, 2012, the Board of Directors authorized the Company to repurchase up to $100 million of its common stock. The share repurchase program commenced on August 13, 2012 and expired on August 12, 2013. The share repurchase program was been funded from proceeds from the Loan Agreement as discussed in Note 7 and from existing cash on hand. The Company repurchased 5,159,050 shares at an average share price of $10.52 per share under this plan. All repurchased shares are recorded as treasury stock at cost.

On May 29, 2014, the Board of Directors authorized the Company to repurchase up to an additional $75 million of its common stock. The share repurchase program commenced on June 2, 2014 and will expire on May 10, 2015. The share repurchase program was been funded from proceeds from the Credit Agreement as discussed in Note 8 and from existing cash on hand. As of June 30, 2014 the Company has not repurchased any of its common stock under this plan.

Special Dividend

On December 14, 2012, the Board of Directors authorized a special cash dividend of $0.18 per share for each share of common stock outstanding on December 24, 2012. The aggregate dividend payment of $15.7 million was paid on December 28, 2012 to

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stockholders of record on December 24, 2012. The dividend payment was funded using proceeds from the Loan Agreement as discussed in Note 8.

Common Stock Offering

On June 18, 2013, the Company completed a secondary offering of 7,031,464 shares of common stock at an offering price of $16.00 per share, which included 531,464 shares sold in connection with the partial exercise of the option to purchase additional shares granted to the underwriters. All of the shares sold in the offering were sold by existing stockholders of the Company, including entities affiliated with Summit Partners, L.P., and the Company's chief executive officer, Robert J. Pera. No shares were sold by the Company in the offering, and as such, the Company did not receive any proceeds from the offering.

NOTE 11—STOCK BASED COMPENSATION

Stock-Based Compensation Plans

2010 Equity Incentive Plan

In March 2010, the Company’s board of directors and stockholders approved the 2010 Equity Incentive Plan (the “2010 Plan”). The 2010 Plan replaced the 2005 Equity Incentive Plan (the “2005 Plan”), and no further awards will be granted pursuant to the 2005 Plan. Under the terms of the 2010 Plan, nonstatutory stock options, stock appreciation rights, restricted stock, and restricted stock units (“RSUs”) may be granted to employees or non-employee service providers. Incentive stock options may be granted only to employees.

The maximum aggregate number of shares that may be awarded under the 2010 Plan as of June 30, 2014 was 8,000,000 shares, plus any shares subject to stock options or similar awards granted under the 2005 Plan that expire or otherwise terminate without having been exercised in full and shares issued pursuant to awards granted under the 2005 Plan that are forfeited to (but not repurchased by) the Company.

The 2010 Plan is administered by the board of directors or a committee of the Company’s board of directors. Subject to the terms and conditions of the 2010 Plan, the administrator has the authority to select the persons to whom awards are to be made, to determine the number of shares to be subject to awards and the terms and conditions of awards, and to make all other determinations and to take all other actions necessary or advisable for the administration of the 2010 Plan. The administrator is also authorized to adopt, amend or rescind rules relating to administration of the 2010 Plan. Options and RSUs generally vest over a four year period from the date of grant and generally expire five to ten years from the date of grant. The terms of the 2010 Plan provide that an option price shall not be less than 100% of fair market value on the date of grant.

2005 Equity Incentive Plan

With the adoption of the 2010 Plan, no additional awards may be granted under the 2005 Plan. In February 2005, the Company’s board of directors and the stockholders approved the 2005 Plan, which was amended and restated in March 2006. The 2005 Plan provided for the issuance of stock options, restricted stock and stock bonuses to employees, consultants, advisors, directors and officers of the Company. The terms of the options granted under the 2005 Plan were determined at the time of grant. The Company made use of different vesting schedules through fiscal 2009, but subsequent new grants generally vested as to 25% on the first anniversary of the date of grant and monthly thereafter over the next three years and generally have a term of 10 years from the date of grant.

As of June 30, 2014, the Company had 9,918,184 authorized shares available for future issuance under all of its stock incentive plans.

Stock-based Compensation

The following table shows total stock-based compensation expense included in the Consolidated Statements of Operations and Comprehensive Income for fiscal 2014, 2013 and 2012 (in thousands):

	Years Ended Years Ended June 30,		
	2014	2013	2012
Cost of sales	$590	$446	$117
Research and development	2,423	1,433	542
Sales, general and administrative	1,893	1,497	834

	$4,906	$3,376	$1,493

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Stock Options

The following is a summary of option activity for the Company's stock incentive plans for fiscal 2014, 2013 and 2012:

	Common Stock Options Outstanding			
	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value (In thousands)
Balance, June 30, 2011	6,171,707	$0.72	6.44	$43,135
Granted	161,000	10.44		
Exercised	(2,885,470)	0.28		
Forfeitures and cancellations	(99,792)	4.71		
Balance, June 30, 2012	3,347,445	$1.45	6.62	$42,920
Granted	683,500	11.29		
Exercised	(266,558)	2.39		
Forfeitures and cancellations	(150,125)	5.68		
Balance, June 30, 2013	3,614,262	$3.07	6.17	$52,330
Exercised	(849,635)	2.46		
Forfeitures and cancellations	(107,485)	10.55		
Balance, June 30, 2014	2,657,142	$2.96	5.11	$112,215
Vested and expected to vest as of June 30, 2014	2,635,599	$2.89	5.09	$111,482
Vested and exercisable as of June 30, 2014	2,233,533	$1.60	4.56	$97,363

Additional information regarding options outstanding as of June 30, 2014 is as follows (in thousands, except weighted average exercise price amounts and contractual life):

	Options Outstanding			Options Exercisable	
Range of Exercise Prices	Number of Options	Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
$0.01 - $0.04	75,270	3.17	$0.01	75,270	$0.01
$0.05 - $0.39	1,594,890	3.78	0.05	1,594,890	0.05
$0.40 - $5.11	370,220	6.28	3.07	319,027	2.99
$5.12 - $10.76	124,817	6.98	6.95	74,886	7.00
$10.77 - $11.74	321,500	8.37	10.77	107,537	10.77
$11.75 - $18.48	163,267	8.41	13.30	58,105	13.36
$18.49 - $18.70	2,907	7.51	18.49	1,406	18.49
$18.71 - $19.98	1,000	7.36	18.71	645	18.71
$19.99 - $26.28	3,271	7.48	21.43	1,767	21.17
$0.01 – $26.28	2,657,142	5.11	$2.96	2,233,533	$1.60

During fiscal 2014 and 2013 and 2012, the aggregate intrinsic value of options exercised under the Company's stock incentive plans was $30.5 million, $3.4 million, and $48.6 million, respectively, as determined as of the date of option exercise.

As of June 30, 2014, the Company had unrecognized compensation cost of $2.0 million related to stock options which the Company expects to recognize over a weighted-average period of 2.2 years. Future option grants will increase the amount of compensation expense to be recorded in these periods.

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The Company estimates the fair value of employee stock options using the Black-Scholes option pricing model. The fair value of employee stock options is being amortized on a straight-line basis over the requisite service period of the awards. The Company did not grant any stock options during fiscal 2014. For fiscal 2013 and 2012 the fair value of employee stock options was estimated using the following weighted average assumptions:

	Years Ended June 30, 2013		Years Ended 2012	
Expected term	6.1 years		6.1 years	
Expected volatility	52	%	49	%
Risk-free interest rate	0.9	%	1.6	%
Expected dividend yield	—		—	
Weighted average grant date fair value	$5.57		$5.05	

Expected term. Expected term represents the period that the Company’s stock-based awards are expected to be outstanding. As the Company has limited historical option exercise data, the expected term of the stock options granted to employees was calculated based on the simplified method. Under the simplified method, the expected term is equal to the average of an option’s weighted-average vesting period and its contractual term. The Company is permitted to continue using the simplified method until sufficient information regarding exercise behavior, such as historical exercise data or exercise information from external sources, becomes available.

Expected volatility. The expected volatility was based on the historical stock volatilities of a group of publicly listed comparable companies over a period equal to the expected terms of the options, as the Company does not have any trading history to use the volatility of its common stock.

Expected dividend yield. Although the Company paid a special cash dividend during fiscal 2013, the Company does not currently plan to pay dividends on its common stock.

Risk-free interest rate. The risk-free interest rate is based on the U.S. Treasury yield curve in effect at the time of grant for zero coupon U.S. Treasury notes with maturities approximately equal to the option’s expected term.

Fair value of common stock. The Company’s common stock began trading on the NASDAQ Global Select Market on October 14, 2011, upon its initial public offering. The fair value of the Company’s common stock is determined using the market price of the Company’s common stock as of the date of grant. Prior to October 14, 2011, the fair value of the shares of common stock underlying the stock options has historically been the responsibility of and determined by the Company’s board of directors. Because there had been no public market for the Company’s common stock, its board of directors has determined fair value of the common stock at the time of grant of the option by considering a number of objective and subjective factors including independent third-party valuations of its common stock, operating and financial performance, the lack of liquidity of capital stock and general and industry specific economic outlook, amongst other factors.

Forfeiture rate. The Company estimates its forfeiture rate based on an analysis of its actual forfeitures and will continue to evaluate the adequacy of the forfeiture rate based on actual forfeiture experience, analysis of employee turnover behavior and other factors. The impact from a forfeiture rate adjustment will be recognized in full in the period of adjustment, and if the actual number of future forfeitures differs from that estimated, the Company may be required to record adjustments to stock-based compensation expense in future periods.

Cash received from stock option exercises during the fiscal 2014, 2013 and 2012 was $2.1 million, $635,000 and $811,000, respectively.

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Restricted Stock Units (“RSUs”)
The following table summarizes the activity of the RSUs made by the Company:

	Number of Shares	Weighted Average Grant Date Fair Value
Non-vested RSUs, June 30, 2011	488,385	$2.66
RSUs granted	169,710	22.33
RSUs vested	(146,475)	2.37
RSUs canceled	(58,000)	8.04
Non-vested RSUs, June 30, 2012	453,620	$9.42
RSUs granted	656,500	14.11
RSUs vested	(70,512)	14.14
RSUs canceled	(294,702)	5.29
Non-vested RSUs, June 30, 2013	744,906	$14.74
RSUs granted	209,032	37.87
RSUs vested	(170,197)	15.59
RSUs canceled	(234,039)	16.18
Non-vested RSUs, June 30, 2014	549,702	$22.65

The intrinsic value of RSUs vested in fiscal 2014, 2013 and 2012 was $6.1 million, $1.0 million and $3.5 million, respectively. The total intrinsic value of all outstanding RSUs was $24.8 million as of June 30, 2014.
As of June 30, 2014, there was unrecognized compensation costs related to RSUs of $9.6 million which the Company expects to recognize over a weighted average period of 3.2 years.

NOTE 12—INCOME TAXES

For financial reporting purposes, the components of income before provision for income taxes were as follows (in thousands):

	Years Ended June 30,		
	2014	2013	2012
Domestic	$44,551	$17,860	$41,490
Foreign	150,060	73,893	82,533
	$194,611	$91,753	$124,023

The components of the Company’s provision for income taxes consisted of the following (in thousands):

	Years Ended June 30,		
	2014	2013	2012
Current			
Foreign	$2,451	$1,790	$2,040
Federal	16,516	8,515	17,437
State	109	581	2,854
Current tax expense	19,076	10,886	22,331
Deferred			
Foreign	—	—	—
Federal	(1,507)	(130)	(217)
State	105	507	(680)
Deferred tax expense	(1,402)	377	(897)
Provision for income taxes	$17,674	$11,263	$21,434

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Significant components of the Company's deferred tax assets and liabilities consisted of the following (in thousands):

	June 30, 2014	2013
Deferred tax assets		
Allowance for doubtful accounts	$200	$337
Stock-based compensation	1,038	833
Accrued expenses	455	191
Research and development credits	345	—
State tax	570	—
Other	353	323
Total deferred tax assets	2,961	1,684
Deferred tax liabilities		
Basis difference for fixed assets	(477)	(829)
Other	—	(118)
Total deferred tax liabilities	(477)	(947)
Valuation allowance	(345)	—
Net deferred tax assets	$2,139	$737

As of June 30, 2014, the Company had California research tax credit carry-forwards, net of ASC 740-10 unrecognized tax benefits, of approximately $1.1 million. The California research credits can be carried forward indefinitely.

Management assesses the available positive and negative evidence to estimate if sufficient future taxable income will be generated to use the existing deferred tax assets. In the fourth quarter of fiscal 2014, the Company determined that it is more likely than not that our deferred tax asset for California research credits will not be realized as for the foreseeable future the Company is expecting to generate credits in excess of its ability to use such attributes. As a result, the Company established a valuation allowance of $345,000 for the amount of California deferred tax assets that may not be realized as of June 30, 2014.

As a result of certain realization requirements of ASC 718, Compensation - Stock Compensation, the table of deferred tax assets and liabilities shown above does not include certain deferred tax assets as of June 30, 2014, that arose directly from (or the use of which was postponed by) tax deductions related to equity compensation that are greater than the compensation recognized for financial reporting. Equity will be increased by approximately $541,000 if and when such deferred tax assets are ultimately realized. The Company uses ASC 740 ordering when determining when excess tax benefits have been realized.

The effective tax rate differs from the applicable U.S. statutory federal income tax rate as follows:

	Years Ended June 30, 2014	2013	2012
Statutory rate	35.0 %	35.0 %	35.0 %
Stock-based compensation	0.4	0.8	—
State tax expense	—	0.7	1.0
Tax rate differential, foreign income	(25.3)	(24.2)	(23.0)
Federal research and development credits	(0.3)	(0.4)	—
Other permanent items	(0.7)	0.4	4.3
Effective tax rate	9.1 %	12.3 %	17.3 %

The Company had increased foreign operations in fiscal 2014 as compared to fiscal 2013 and in fiscal 2013 as compared to fiscal 2012, which resulted in the generation more income on a comparative year over year basis in foreign jurisdictions that have lower tax rates than the U.S.

It is the practice and intention of the Company to reinvest the earnings of its non-U.S. subsidiaries in those operations. As of June 30, 2014, the Company has not made a provision for U.S. or additional foreign withholding taxes on approximately $347.0 million of the excess of the amount for financial reporting over the tax basis of investments in foreign subsidiaries that are essentially permanent in duration. Generally, such amounts become subject to U.S. taxation upon the remittance of

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dividends and under certain other circumstances. It is not practicable to estimate the amount of deferred tax liability related to investments in these foreign subsidiaries.

While management believes that the Company has adequately provided for all tax positions, amounts asserted by tax authorities could be greater or less than the recorded position. Accordingly, the Company's provisions on federal, state and foreign tax-related matters to be recorded in the future may change as revised estimates are made or the underlying matters are settled or otherwise resolved.

A reconciliation of the beginning and ending balances of the unrecognized tax benefits during the years ended June 30, 2014 2013 and 2012 consists of the following (in thousands):

	Years Ended June 30,		
	2014	2013	2012
	(In thousands)		
Unrecognized benefit—beginning of period	$11,455	$7,825	$2,020
Gross increases—current year tax positions	3,871	3,806	4,697
Gross increases (decreases)—prior year tax positions	(213)	(176)	1,108
Gross Decreases - prior year tax positions due to statue lapse	$(199)		
Unrecognized benefit—end of period	$14,914	$11,455	$7,825

Included in the gross unrecognized tax benefits balance as of June 30, 2014 are $14.5 million of tax positions which would affect income tax expense if recognized. The Company recognizes interest and penalties related to unrecognized tax benefits within the income tax expense line in the accompanying Consolidated Statement of Operations and Comprehensive Income. Accrued interest and penalties are included within the related tax liability line in the Consolidated Balance Sheet. As of June 30, 2014, the Company had $695,000 accrued interest related to uncertain tax matters. The Company does not expect its unrecognized tax benefits as of June 30, 2014 will materially change within the next 12 months. The Company files income tax returns in the United States, various states and certain foreign jurisdictions. Tax years 2011 through 2014 are subject to examination by the U.S. federal tax authorities. Tax years 2010 through 2014 are subject to examination by the state tax authorities. Tax year 2014 is subject to examination by the foreign tax authorities. There are no income tax examinations currently in process.

NOTE 13—SEGMENT INFORMATION, REVENUES BY GEOGRAPHY AND SIGNIFICANT CUSTOMERS

Management has determined that the Company operates as one reportable and operating segment as it only reports financial information on an aggregate and consolidated basis to its chief executive officer, who is the Company’s chief operating decision maker.

Revenue

Revenues by product type were as follows (in thousands, except percentages):

	Years Ended June 30,					
	2014		2013		2012	
Service provider technology	$450,663	79 %	$285,390	89 %	$321,648	91 %
Enterprise technology	121,801	21 %	35,433	11 %	31,869	9 %
Total revenues	$572,464	100 %	$320,823	100 %	$353,517	100 %

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Revenues by geography based on customer's ship-to destinations were as follows (in thousands, except percentages):

	Years Ended June 30,								
	2014			2013			2012		
North America(1)	$142,438	25	%	$84,820	26	%	$88,309	25	%
South America	109,584	19	%	65,764	21	%	88,325	25	%
Europe, the Middle East and Africa	247,009	43	%	127,860	40	%	130,494	37	%
Asia Pacific	73,433	13	%	42,379	13	%	46,389	13	%
Total revenues	$572,464	100	%	$320,823	100	%	$353,517	100	%

(1) Revenue for the United States was $136.6 million, $80.6 million and $84.3 million for fiscal 2014, 2013 and 2012, respectively.

Customers with an accounts receivable balance of 10% or greater of total accounts receivable and customers with net revenues of 10% or greater of total revenues are presented below for the periods indicated:

	Percentage of Revenues						Percentage of Accounts Receivable			
	Years Ended June 30,						June 30,			
	2014		2013		2012		2014		2013	
Flytec Computers, Inc.	13	%	13	%	16	%	13	%	12	%
Streakwave Wireless, Inc.	*		*		10	%	12	%	15	%
P.W. Batna Magdalena Mucha	*		*		*		12	%	11	%

* denotes less than 10%

NOTE 14—SUPPLEMENTARY DATA (UNAUDITED)

The following table presents the Company's unaudited consolidated statements of operations data for each of the eight quarters during fiscal 2014 and 2013. In management's opinion, this information has been presented on the same basis as the audited consolidated financial statements included in a separate section of this report, and all necessary adjustments, consisting only of normal recurring adjustments, have been included in the amounts below to state fairly the unaudited quarterly results when read in conjunction with the audited consolidated financial statements and related notes. The operating results for any quarter should not be relied upon as necessarily indicative of results for any future period.

In thousands, except per share data	Fiscal 2014 First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Net revenue	$129,687	$138,439	$148,331	$156,007
Gross profit	58,023	60,971	65,612	68,861
Income from operations	45,896	47,120	50,135	52,794
Net income and comprehensive income	40,528	41,792	45,199	49,418
Net income per share of common stock:				
Basic	$0.46	$0.48	$0.51	$0.56
Diluted	$0.45	$0.47	$0.50	$0.55
	Fiscal 2013			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Net revenue	$61,535	$74,901	$83,155	$101,232
Gross profit	25,020	30,485	35,465	44,364
Income from operations	15,775	20,119	23,503	33,207
Net income and comprehensive income	13,179	17,803	20,667	28,841
Net income per share of common stock:				
Basic	$0.14	$0.20	$0.24	$0.33

Diluted	$0.14	$0.20	$0.23	$0.32

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Exhibit Index

The following exhibits are filed herewith or are incorporated by reference to exhibits previously filed with the Securities and Exchange Commission. Ubiquiti Networks, Inc. (the “Registrant”) shall furnish copies of exhibits for a reasonable fee (covering the expense of furnishing copies) upon request.

Exhibit Number	Description	Incorporated by Reference from Form	Incorporated by Reference from Exhibit Number	Date Filed
3.1	Form of Third Amended and Restated Certificate of Incorporation of Ubiquiti Networks, Inc.	S-1	3.2	June 17, 2011
3.2	Form of Amended and Restated Bylaws of Ubiquiti Networks, Inc.	S-1	3.4	June 17, 2011
4.1	Specimen Common Stock Certificate of Ubiquiti Networks, Inc.	S-1	4.1	October 3, 2011
4.2	Registration Agreement, dated March 2, 2010, between Ubiquiti Networks, Inc. and certain holders of Ubiquiti Networks, Inc.’s capital stock named therein.	S-1	4.2	June 17, 2011
4.3	Investor Rights Agreement, dated as of March 2, 2010, between Ubiquiti Networks, Inc. and certain holders of Ubiquiti Networks, Inc.’s capital stock named therein.	S-1	4.3	June 17, 2011
10.1	Form of Indemnification Agreement between Ubiquiti Networks, Inc. and its directors and officers.	S-1	10.1	October 3, 2011
10.2#	Amended and Restated 2005 Equity Incentive Plan and forms of agreement thereunder.	S-1	10.2	June 17, 2011
10.3#	Amended and Restated 2010 Equity Incentive Plan and forms of agreement thereunder.	S-1	10.3	June 17, 2011
10.4#	Employment Agreement, dated as of February 10, 2011, between Ubiquiti Networks, Inc. and Benjamin Moore.	S-1	10.5	June 17, 2011
10.5#	Executive Employment Agreement between the Company and Craig Foster, effective March 4, 2013.	8-K	10.1	March 8, 2013
10.6#	Employment Agreement, dated as of May 1, 2010, between Ubiquiti Networks, Inc. and	S-1	10.7	June 17, 2011

	John Sanford.			
10.7#	Employment Agreement, dated as of March 19, 2012, between Ubiquiti Networks, Inc. and Jessica Zhou.	10-K	10.8	September 28, 2012
10.8	Non-Residential Property Lease Agreement, dated as of May 28, 2009, between UAB “Devint” and Tomas Grébliúnas, Tomas Skučas, and Vygante Skučiené.	S-1	10.9	June 17, 2011
10.9	Jinyong Ji Investment Taiwan Lease, dated as of March 16, 2010, between Ubiquiti Networks, Inc. and Jinyong Ji Investment Co., Ltd.	S-1	10.10	June 17, 2011
10.10	Lease, dated as of July 9, 2010, between Ubiquiti Networks, Inc. and The Welsh Office Center LLC.	S-1	10.11	June 17, 2011
10.11†	Amended Technology License Agreement, dated as of September 1, 2010, between Ubiquiti Networks, Inc. and Atheros Communications, Inc.	S-1	10.12	June 17, 2011

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Exhibit Number	Description	Incorporated by Reference from Form	Incorporated by Reference from Exhibit Number	Date Filed
10.12	Loan and Security Agreement, dated as of September 15, 2011, between Ubiquiti Networks, Inc. and East West Bank.	S-1	10.14	September 16, 2011
10.13	Taiwan Lease, dated as of July 20, 2011, between Jin Yeoung Ji Co., Ltd. and Ubiquiti Networks International Limited, Taiwan Branch.	10-Q	10.15	November 14, 2011
10.14	Office Lease, dated as of December 8, 2011 and executed on December 22, 2011, by and between Ubiquiti Networks, Inc. and Carr NP Properties, L.L.C.	10-Q/A	10.16	March 20, 2012
10.15	Loan and Security Agreement, dated as of August 7, 2012, by and among Ubiquiti Networks, Inc., the lenders from time to time party thereto, U.S. Bank, as Syndication Agent, and East West Bank, as Administrative Agent	8-K	10.1	August 13, 2012
10.16	Credit Agreement, dated as of May 3, 2014, by and among Ubiquiti Networks, Inc. and Ubiquiti International Holding Company Limited, as Borrowers, the Lenders referred to therein, as Lenders and Wells Fargo Bank, National Associate, as Administration Agent	10-Q	10.1	May 9, 2014
10.17	Aircraft Lease Agreement between Ubiquiti Networks, Inc. and RJP Manageco LLP, dated November 13, 2013	10-Q	10.1	February 7, 2014
10.18	Release of Claims Agreement between Ubiquiti Networks, Inc. and Jessica Zhou	8-K	10.1	October 18, 2013
10.19	Offer Letter between Ubiquiti Networks, Inc., and David Hsieh	10-Q	10.2	November 8, 2013
21.1	List of subsidiaries of Ubiquiti Networks, Inc.			
23.1	Consent of independent registered public accounting firm			
24.1	Power of Attorney (contained in the signature page to this Form 10-K)			

31.1	Certification of Principal Executive Officer Required Under Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as amended.
31.2	Certification of Principal Financial Officer Required Under Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as amended.
32.1~	Certification of Principal Executive Officer and Principal Financial Officer Required Under Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended, and 18 U.S.C. §1350.
101.INS(*)	XBRL Instance Document
101.SCH(*)	XBRL Taxonomy Schema Linkbase Document
101.CAL(*)	XBRL Taxonomy Calculation Linkbase Document
101.DEF(*)	XBRL Taxonomy Extension Definition Linkbase Document

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Exhibit Number	Description	Incorporated by Reference from Form	Incorporated by Reference from Exhibit Number	Date Filed
101.LAB(*)	XBRL Taxonomy Labels Linkbase Document			
101.PRE(*)	XBRL Taxonomy Presentation Linkbase Document			

#	Management contracts or compensation plans or arrangements in which directors or executive officers are eligible to participate.
†	Portions of the exhibit have been omitted pursuant to an order granted by the Securities and Exchange Commission for confidential treatment.
~	In accordance with Item 601(b)(32)(ii) of Regulation S-K and SEC Release No. 33-8238 and 34-47986, Final Rule: Management's Reports on Internal Control Over Financial Reporting and Certification of Disclosure in Exchange Act Periodic Reports, the certifications furnished in Exhibit 32.1 hereto are deemed to accompany this Form 10-K and will not be deemed "filed" for purposes of Section 18 of the Exchange Act. Such certifications will not be deemed to be incorporated by reference into any filings under the Securities Act or the Exchange Act, except to the extent that the registrant specifically incorporates it by reference.
(*)	XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not otherwise subject to liability under these Sections.