HOLOGIC INC
Form 10-Q
July 31, 2018

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

FORM 10-Q

(Mark One)
ý QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended June 30, 2018
or
¨ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from to
Commission File Number: 1-36214

Hologic, Inc.
(Exact name of registrant as specified in its charter)

Delaware	04-2902449
(State of incorporation)	(I.R.S. Employer Identification No.)
250 Campus Drive, Marlborough, Massachusetts	01752
(Address of principal executive offices)	(Zip Code)

(508) 263-2900
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ý No ¨
Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted 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 such files). Yes ý No ¨
Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check One):

Large accelerated filer ý	Accelerated filer ¨
Non-accelerated filer ¨ (Do not check if a smaller reporting company)	Smaller reporting company ¨
	Emerging growth company ¨

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ¨

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

As of July 26, 2018, 272,122,768 shares of the registrant's Common Stock, $0.01 par value, were outstanding.

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PART I – FINANCIAL INFORMATION

Item 1. Financial Statements (unaudited)

HOLOGIC, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)
(In millions, except number of shares, which are reflected in thousands, and per share data)

	Three Months Ended		Nine Months Ended	
	June 30, 2018	July 1, 2017	June 30, 2018	July 1, 2017
Revenues:				
Product	$677.9	$674.1	$1,973.7	$1,882.3
Service and other	146.1	132.0	430.8	373.6
	824.0	806.1	2,404.5	2,255.9
Costs of revenues:				
Product	226.1	249.3	656.9	648.1
Amortization of acquired intangible assets	79.4	79.1	239.0	217.9
Service and other	82.5	68.1	232.9	186.8
Gross Profit	436.0	409.6	1,275.7	1,203.1
Operating expenses:				
Research and development	54.4	62.5	166.0	172.3
Selling and marketing	141.1	145.4	411.1	358.8
General and administrative	86.3	65.5	248.0	252.7
Amortization of acquired intangible assets	15.3	15.2	44.4	47.3
Impairment of intangible asset	—	—	46.0	—
Impairment of goodwill	—	—	685.7	—
Gain on sale of business	—	—	—	(899.7)
Restructuring charges	5.8	6.0	11.4	10.8
	302.9	294.6	1,612.6	(57.8)
Income (loss) from operations	133.1	115.0	(336.9)	1,260.9
Interest income	1.5	1.1	4.4	3.3
Interest expense	(34.5)	(39.1)	(114.4)	(117.1)
Debt extinguishment losses	—	(2.6)	(45.9)	(2.6)
Other income, net	5.2	0.1	2.9	13.7
Income (loss) before income taxes	105.3	74.5	(489.9)	1,158.2
Provision (benefit) for income taxes	(7.6)	15.0	(328.1)	485.4
Net income (loss)	$112.9	$59.5	$(161.8)	$672.8
Net income (loss) per common share:				
Basic	$0.41	$0.21	$(0.59)	$2.40
Diluted	$0.41	$0.21	$(0.59)	$2.35
Weighted average number of shares outstanding:				
Basic	273,729	280,824	275,900	279,901
Diluted	275,569	287,638	275,900	285,957

See accompanying notes.

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HOLOGIC, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(Unaudited)
(In millions)

	Three Months Ended		Nine Months Ended	
	June 30, 2018	July 1, 2017	June 30, 2018	July 1, 2017
Net income (loss)	$112.9	$59.5	$(161.8)	$672.8
Changes in foreign currency translation adjustment	(17.9)	11.6	(2.3)	(0.7)
Changes in unrealized holding gains and losses on available-for-sale securities, net of tax of $0.0 and $0.2 for the three and nine months ended June 30, 2018 and $0.1 and $0.1 for the three and nine months ended July 1, 2017:				
Gain recognized in other comprehensive income (loss)	—	—	—	2.4
Loss (gain) reclassified from accumulated other comprehensive loss to the statements of income	—	—	0.4	(2.4)
Changes in pension plans, net of taxes of $0.0 and $0.6 for the three and nine months ended June 30, 2018	—	—	0.6	—
Changes in value of hedged interest rate caps, net of tax of ($0.1) and $(5.3) for the three and nine months ended June 30, 2018 and $0.2 and $0.5 for the three and nine months ended July 1, 2017:				
(Loss) gain recognized in other comprehensive income (loss), net	(0.5)	(0.4)	(4.1)	0.7
Loss reclassified from accumulated other comprehensive loss to the statements of operations	0.4	1.6	3.0	4.9
Other comprehensive income (loss)	(18.0)	12.8	(2.4)	4.9
Comprehensive income (loss)	$94.9	$72.3	$(164.2)	$677.7

See accompanying notes.

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HOLOGIC, INC.

CONSOLIDATED BALANCE SHEETS
(Unaudited)
(In millions, except number of shares, which are reflected in thousands, and par value)

	June 30, 2018	September 30, 2017
ASSETS		
Current assets:		
Cash and cash equivalents	$575.4	$ 540.6
Accounts receivable, less reserves of $13.0 and $9.8, respectively	551.7	533.5
Inventories	370.5	331.6
Prepaid income taxes	44.2	22.4
Prepaid expenses and other current assets	53.6	50.5
Total current assets	1,595.4	1,478.6
Property, plant and equipment, net	461.5	472.8
Intangible assets, net	2,449.0	2,772.3
Goodwill	2,493.4	3,171.2
Other assets	92.1	84.7
Total assets	$7,091.4	$ 7,979.6
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Current portion of long-term debt	$525.2	$ 1,150.8
Accounts payable	167.3	166.6
Accrued expenses	364.9	375.3
Deferred revenue	176.1	171.2
Current portion of capital lease obligations	1.7	1.6
Total current liabilities	1,235.2	1,865.5
Long-term debt, net of current portion	2,721.9	2,172.1
Capital lease obligations, net of current portion	21.4	22.7
Deferred income tax liabilities	494.9	973.6
Deferred revenue	18.9	20.8
Other long-term liabilities	149.6	140.2
Commitments and contingencies (Note 7)		
Stockholders' equity:		
Preferred stock, $0.01 par value – 1,623 shares authorized; 0 shares issued	—	—
Common stock, $0.01 par value – 750,000 shares authorized; 289,405 and 287,853 shares issued, respectively	2.9	2.9
Additional paid-in-capital	5,647.1	5,630.8
Accumulated deficit	(2,544.5)	(2,382.7)
Treasury stock, at cost – 17,537 and 12,560 shares, respectively	(637.4)	(450.1)
Accumulated other comprehensive loss	(18.6)	(16.2)
Total stockholders' equity	2,449.5	2,784.7
Total liabilities and stockholders' equity	$7,091.4	$ 7,979.6

See accompanying notes.

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HOLOGIC, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(In millions)

	Nine Months Ended	
	June 30, 2018	July 1, 2017
OPERATING ACTIVITIES		
Net (loss) income	$(161.8)	$672.8
Adjustments to reconcile net (loss) income to net cash provided by operating activities:		
Depreciation	77.8	63.5
Amortization of acquired intangibles	283.4	265.2
Non-cash interest expense	13.1	38.9
Stock-based compensation expense	53.1	53.4
Deferred income taxes	(470.3)	(304.6)
Goodwill impairment charge	685.7	—
Intangible asset impairment charge	46.0	—
Debt extinguishment losses	45.9	2.6
Gain on sale of business	—	(899.7)
Fair value write-up of acquired inventory sold	—	22.3
Net gains on sale of marketable securities	—	(3.6)
Other adjustments and non-cash items	6.8	1.8
Changes in operating assets and liabilities, excluding the effect of acquisitions:		
Accounts receivable	(13.8)	(29.7)
Inventories	(39.3)	(20.2)
Prepaid income taxes	(21.9)	(4.5)
Prepaid expenses and other assets	0.3	(4.4)
Accounts payable	0.4	(28.3)
Accrued expenses and other liabilities	(8.6)	15.4
Deferred revenue	3.7	0.8
Net cash provided by (used in) operating activities	500.5	(158.3)
INVESTING ACTIVITIES		
Acquisition of businesses, net of cash acquired	(4.4)	(1,478.9)
Proceeds from sale of business	—	1,865.0
Capital expenditures	(37.9)	(35.8)
Increase in equipment under customer usage agreements	(35.6)	(38.2)
Proceeds from sale of available-for-sale marketable securities	0.1	87.1
Purchase of cost-method investment	(6.0)	—
Other activity	(3.9)	(5.6)
Net cash (used in) provided by investing activities	(87.7)	393.6
FINANCING ACTIVITIES		
Proceeds from long-term debt	1,500.0	—
Repayment of long-term debt	(1,350.0)	(56.3)
Proceeds from senior notes	1,350.0	—
Repayment of senior notes	(1,037.7)	—
Payments to extinguish convertible notes	(546.2)	(290.1)
Proceeds from amounts borrowed under revolving credit line	960.0	125.0
Repayments of amounts borrowed under revolving credit line	(1,065.0)	—

Repayment of amounts borrowed under accounts receivable securitization program	(9.0)	(48.0)
Proceeds from accounts receivable securitization program	28.8	48.0
Payment of debt issuance costs	(23.5)	—
Purchase of interest rate caps	(3.7)	—
Repurchase of common stock	(187.3)	—
Proceeds from issuance of common stock pursuant to employee stock plans	24.1	42.5
Payments under capital lease obligations	(1.3)	(0.4)
Payment of minimum tax withholdings on net share settlements of equity awards	(16.1)	(19.3)
Net cash used in financing activities	(376.9)	(198.6)
Effect of exchange rate changes on cash and cash equivalents	(1.1)	3.3
Net increase in cash and cash equivalents	34.8	40.0
Cash and cash equivalents, beginning of period	540.6	548.4
Cash and cash equivalents, end of period	$575.4	$588.4

See accompanying notes.

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HOLOGIC, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)
(all tabular amounts in millions, except number of shares, which are reflected in thousands, and per share data)

(1) Basis of Presentation

The consolidated financial statements of Hologic, Inc. (“Hologic” or the “Company”) presented herein have been prepared pursuant to the rules of the Securities and Exchange Commission (“SEC”) for quarterly reports on Form 10-Q and do not include all of the information and disclosures required by U.S. generally accepted accounting principles (“GAAP”) for annual financial statements. These financial statements should be read in conjunction with the consolidated financial statements and related notes for the year ended September 30, 2017 included in the Company’s Form 10-K filed with the SEC on November 21, 2017. In the opinion of management, the financial statements and notes contain all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation of the Company’s financial position, results of operations and cash flows for the periods presented.

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany transactions and balances have been eliminated in consolidation.

The preparation of financial statements in conformity with U.S. GAAP requires management to make significant estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from management’s estimates if past experience or other assumptions do not turn out to be substantially accurate. Operating results for the three and nine months ended June 30, 2018 are not necessarily indicative of the results to be expected for any other interim period or the entire fiscal year ending September 29, 2018.

On March 22, 2017, the Company completed the acquisition of Cynosure, Inc. ("Cynosure"), which resulted in the Company expanding into the medical aesthetics market. Cynosure develops, manufactures and markets aesthetic treatment systems that enable medical practitioners to perform non-invasive and minimally invasive procedures. Cynosure's results of operations are reported within the Company's Medical Aesthetics reportable segment. The Company's acquisition of Cynosure is more fully described in Note 3.

Recently Adopted Accounting Pronouncements

In January 2017, the FASB issued Accounting Standards Update No. 2017-04, Intangibles-Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment (ASU 2017-04). This guidance simplifies how companies calculate goodwill impairments by eliminating Step 2 of the impairment test. The guidance requires companies to compare the fair value of a reporting unit to its carrying amount and recognize an impairment charge for the amount by which the carrying amount exceeds the reporting unit's fair value. This ASU is effective for annual periods beginning after December 15, 2019, and is applicable to the Company in fiscal 2021. Early adoption is allowed, and the Company adopted ASU 2017-04 in the second quarter of fiscal 2018. The Company applied this standard to the interim goodwill impairment test it performed on its Medical Aesthetics reporting unit in the second quarter of fiscal 2018. The interim goodwill impairment test is more fully described in Note 14.

In December 2016, the FASB issued Accounting Standard Update No. 2016-19, Technical Corrections and Improvements (ASU 2016-19). This guidance changes how companies classify internal-use software from classification within property, plant, and equipment to intangible assets. The amendments in the update are effective for annual periods beginning after December 15, 2016, and were applicable to the Company in fiscal 2018. The Company adopted ASU 2016-19 in the first quarter of fiscal 2018 and reclassified $18.4 million of internal-use software from property, plant, and equipment to intangible assets as of September 30, 2017. Additionally, the Company reclassified $12.3 million of capitalized software embedded in its products from other assets to intangible assets as of September 30, 2017.

Subsequent Events Consideration

The Company considers events or transactions that occur after the balance sheet date but prior to the issuance of the financial statements to provide additional evidence for certain estimates or to identify matters that may require additional disclosure. Subsequent events have been evaluated as required. There were no material recognized or

unrecognized subsequent events recorded in the unaudited consolidated financial statements as of and for the three and nine months ended June 30, 2018. On July 31, 2018, the Company completed the acquisition of Bioptics, Inc. and its subsidiary, Faxitron Bioptics, LLC (together, "Faxitron"). Please see Note 3 for further discussion of this transaction.

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(2) Fair Value Measurements

Assets/Liabilities Measured and Recorded at Fair Value on a Recurring Basis

The Company has investments in derivative instruments consisting of interest rate caps and forward foreign currency contracts, which are valued using analyses obtained from independent third party valuation specialists based on market observable inputs, representing Level 2 assets. The fair values of the Company's interest rate caps and forward foreign currency contracts represent the estimated amounts the Company would receive or pay to terminate the contracts. Refer to Note 6 for further discussion and information on the interest rate caps and forward foreign currency contracts.

The Company has a payment obligation to the participants under its Nonqualified Deferred Compensation Plan ("DCP"). This liability is recorded at fair value based on the underlying value of certain hypothetical investments under the DCP as designated by each participant for their benefit. Since the value of the DCP obligation is based on quoted market prices, the liability is classified within Level 1.

Assets and liabilities measured and recorded at fair value on a recurring basis consisted of the following at June 30, 2018:

		Fair Value at Reporting Date Using		
	Balance as of June 30, 2018	Quoted Prices in Active Market for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Interest rate cap - derivative	9.4	—	9.4	—
Forward foreign currency contracts	0.8	—	0.8	—
Total	$ 10.2	$ —	$ 10.2	$ —
Liabilities:				
Deferred compensation liabilities	$ 49.5	$ 49.5	$ —	$ —
Total	$ 49.5	$ 49.5	$ —	$ —

Assets Measured and Recorded at Fair Value on a Nonrecurring Basis

The Company remeasures the fair value of certain assets and liabilities upon the occurrence of certain events. Such assets consist of cost-method equity investments and long-lived assets, including property, plant and equipment, intangible assets and goodwill. There were no such remeasurements to cost-method equity investments and property, plant and equipment for the three and nine months ended June 30, 2018 and July 1, 2017. During the second quarter of fiscal 2018, the Company recorded impairment charges of $46.0 million and $685.7 million to write-off an in-process research and development intangible asset and goodwill, respectively, related to its Medical Aesthetic reportable segment. As a result of these charges, the remaining carrying value of each asset is zero. The goodwill impairment charge is a Level 3 measurements. See Note 3 and 14 for additional information.

Disclosure of Fair Value of Financial Instruments

The Company's financial instruments mainly consist of cash and cash equivalents, accounts receivable, cost-method equity investments, interest rate caps, forward foreign currency contracts, insurance contracts, DCP liability, accounts payable and debt obligations. The carrying amounts of the Company's cash equivalents, accounts receivable and accounts payable approximate their fair value due to the short-term nature of these instruments. The Company's interest rate caps and forward foreign currency contracts are recorded at fair value. The carrying amount of the insurance contracts are recorded at the cash surrender value, as required by U.S. GAAP, which approximates fair value, and the related DCP liability is recorded at fair value. The Company believes the carrying amounts of its cost-method equity investments approximate fair value.

Amounts outstanding under the Company's Amended and Restated Credit Agreement and Securitization Program of $1.7 billion and $219.8 million aggregate principal, respectively, as of June 30, 2018 are subject to variable interest rates, which are based on current market rates, and as such, the Company believes the carrying amount of these obligations approximates fair value. The Company's 2025 Senior Notes and 2028 Senior Notes had fair values of

$907.8 million and $377.3 million, respectively, as of June 30, 2018 based on their trading prices, representing Level 1 measurements. Refer to Note 5 for the carrying amounts of the various components of the Company’s debt.

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(3) Business Combinations

Cynosure, Inc.

On March 22, 2017, the Company completed the acquisition of Cynosure. Each share of common stock of Cynosure outstanding immediately prior to the effective time of the acquisition was canceled and converted into the right to receive $66.00 in cash. In addition, all outstanding restricted stock units, performance stock units, and stock options were canceled and converted into the right to receive $66.00 per share in cash less any applicable exercise price. The acquisition was funded through available cash, and the total purchase price was $1.66 billion. The Company incurred $18.8 million of transaction costs, which were recorded within general and administrative expenses.

Cynosure, headquartered in Westford, Massachusetts, develops, manufactures, and markets aesthetic treatment systems that enable plastic surgeons, dermatologists and other medical practitioners to perform non-invasive and minimally invasive procedures to remove hair, treat vascular and benign pigmented lesions, remove multi-colored tattoos, revitalize the skin, reduce fat through laser lipolysis, reduce cellulite, clear nails infected by toe fungus, ablate sweat glands and improve women’s health. Cynosure also markets radiofrequency (RF) energy-sourced medical devices for precision surgical applications such as facial plastic and general surgery, gynecology, ear, nose, and throat procedures, ophthalmology, oral and maxillofacial surgery, podiatry and proctology. Cynosure's results of operations are reported in the Company's Medical Aesthetics reportable segment from the date of acquisition.

The total purchase price was allocated to Cynosure’s tangible and identifiable intangible assets and liabilities based on the estimated fair values of those assets as of March 22, 2017, as set forth below. The purchase price allocation is as follows:

Cash	$107.2
Marketable securities	82.9
Accounts receivable	40.2
Inventory	120.0
Property, plant and equipment	44.1
Other assets and liabilities, net	11.9
Accounts payable and accrued expenses	(76.6)
Deferred revenue	(11.2)
Capital lease obligation	(25.2)
Identifiable intangible assets:	
Developed technology	736.0
In-process research and development	107.0
Distribution agreement	42.0
Customer relationships	35.0
Trade names	74.0
Deferred income taxes, net	(315.2)
Goodwill	685.7
Purchase Price	$1,657.8

In performing the purchase price allocation, the Company considered, among other factors, the intended future use of acquired assets, analysis of historical financial performance and estimates of future performance of Cynosure’s business.

As part of the purchase price allocation, the Company determined the identifiable intangible assets were developed technology, in-process research and development ("IPR&D"), a distribution agreement, customer relationships and trade names. The fair value of the intangible assets was estimated using the income approach, and the cash flow projections were discounted using rates ranging from 11% to 12%, except for the IPR&D assets for which the Company used a range of 14% to 22%. The cash flows were based on estimates used to price the transaction, and the discount rates applied were benchmarked with reference to the implied rate of return from the transaction model and the weighted average cost of capital.

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The developed technology assets are comprised of know-how, patents and technologies embedded in Cynosure's products and relate to currently marketed products. The developed technology assets primarily comprise the significant product families of Cynosure, primarily SculpSure, Icon, and PicoSure.

IPR&D projects related to in-process projects that had not reached technological feasibility as of the acquisition date and had no alternative future use. The primary basis for determining technological feasibility of these projects is obtaining regulatory approval to market the underlying project or expected commercial release depending on the project. The Company recorded $107.0 million of IPR&D assets related to three projects, which were expected to be completed during fiscal 2018 and 2019 with a cost to complete of approximately $18.0 million. All of the IPR&D assets were valued using the multiple-period excess earnings method approach.

During the fourth quarter of fiscal 2017, the Company obtained regulatory approval for two projects with an aggregate fair value of $61.0 million and these assets were reclassified to developed technology. The remaining project, which had an initial fair value of $46.0 million, was abandoned in the second quarter of fiscal 2018 due to unsuccessful clinical results. As a result, the Company recorded a $46.0 million impairment charge in the second quarter of fiscal 2018.

The distribution agreement intangible asset relates to Cynosure's exclusive distribution rights for the MonaLisa Touch device in certain geographic regions. The customer relationships intangible asset pertains to Cynosure's relationships with its end customers and related service arrangements and distributors throughout the world. Trade names relate to the Cynosure corporate name and primary product names, and the Company used the Relief-from-Royalty Method to estimate the fair value of this asset.

Developed technology, distribution agreement, customer relationships and trade names are being amortized on a straight-line basis over a weighted average period of 11.8 years, 8 years, 7.7 years and 8.9 years, respectively.

The calculation of the excess of the purchase price over the estimated fair value of the tangible net assets and intangible assets acquired was recorded to goodwill. The factors contributing to the recognition of goodwill were based on several strategic and synergistic benefits that were expected to be realized from the Cynosure acquisition. These benefits included the expectation that the Company's entry into the aesthetics market would significantly broaden the Company's offering in women's health. The combined company was expected to benefit from a broader global presence, synergistic utilization of Hologic's direct sales force, primarily its GYN Surgical sales force, with certain Cynosure products, and the Company's entry into an adjacent cash-pay segment. During the second quarter of fiscal 2018, the Company identified indicators of impairment and performed an interim goodwill impairment analysis. This analysis resulted in the Company recording a goodwill impairment charge of $685.7 million in the second quarter of fiscal 2018. See Note 14 for additional information.

In fiscal 2017 from the date of acquisition through July 1, 2017, Cynosure's revenue and pre-tax loss were $126.0 million and $51.4 million, respectively, which excludes acquisition expenses incurred by the Company. The pre-tax loss includes amortization expense, the impact of the step-up in inventory, retention and integration expenses including legal and consulting fees, and restructuring charges. The following unaudited pro forma information presents the combined financial results for the Company and Cynosure as if the acquisition of Cynosure had been completed at the beginning of the prior fiscal year, September 27, 2015 (the first day of fiscal 2016):

	Nine Months Ended July 1, 2017

	(unaudited)
Revenue	$ 2,438.5
Net income	$ 671.4
Basic earnings per common share	$ 2.40
Diluted earnings per common share	$ 2.35

The unaudited pro forma information for the nine months ended July 1, 2017 was calculated after applying the Company's accounting policies and the impact of acquisition date fair value adjustments. Fiscal 2017 unaudited pro forma net income was adjusted to exclude acquisition-related transaction costs and restructuring costs solely related to the consolidation of the Medical Aesthetics business, which would have been included in fiscal 2016 unaudited pro forma net income. In addition, the fiscal 2017 unaudited pro forma net income was adjusted to exclude expenses related to the fair value adjustments associated with the acquisition of Cynosure that were recorded by the Company. The pro forma condensed consolidated financial results

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have been prepared for comparative purposes only and include certain adjustments to reflect pro forma results of operations as if the acquisition occurred on September 27, 2015 (the beginning of fiscal 2016), such as increased amortization for the fair value of acquired intangible assets. The pro forma information does not reflect the effect of costs or synergies that would have been expected to result from the integration of the acquisition. The pro forma information does not purport to be indicative of the results of operations that actually would have resulted had the combination occurred at the beginning of the period presented, or of future results of the consolidated entities.

Medicor Medical Supply

On April 7, 2017, the Company completed the acquisition of MMS Medicor Medical Supplies GmbH ("Medicor") for a purchase price of $19.0 million, which includes a working capital adjustment of $2.0 million that was paid in the fourth quarter of fiscal 2017, and a hold-back of $1.9 million that is payable two years from the date of acquisition. Medicor was a long-standing distributor of the Company's Breast and Skeletal Health products in Germany, Austria and Switzerland. Based on the Company's valuation, it has allocated $5.4 million of the purchase price to intangible assets, which have a weighted average life of 7.7 years, and $8.9 million to goodwill. The remaining $4.7 million of purchase price was allocated to the acquired tangible assets and liabilities.

Emsor, S.A.

On December 11, 2017, the Company completed the acquisition of Emsor S.A. ("Emsor") for a purchase price of $16.3 million, which includes a hold-back of $0.5 million that is payable eighteen months from the date of acquisition, and contingent consideration which the Company has estimated at $4.9 million. The contingent consideration is payable upon Emsor achieving predefined amounts of cumulative revenue over a two year period from the date of acquisition. Emsor was a distributor of the Company's Breast and Skeletal Health products in Spain and Portugal. Based on the Company's preliminary valuation, it has allocated $4.6 million of the purchase price to the preliminary value of customer relationship intangible assets and $5.7 million to goodwill. The remaining $6.0 million of purchase price has been allocated to acquired tangible assets and liabilities. The allocation of the purchase price is preliminary as the Company continues to gather information supporting the acquired assets and liabilities.

Subsequent Event

On July 31, 2018, the Company completed the acquisition of Faxitron for an initial purchase price of approximately $85.0 million, which is subject to a working capital adjustment. Faxitron, headquartered in Tucson, Arizona, develops, manufactures, and markets digital radiography systems. Given that the acquisition closed on July 31, 2018, the Company determined it was impractical to provide all the disclosure required for a business combination pursuant to ASC 805, Business Combinations.

(4) Restructuring Charges

The Company evaluates its operations for opportunities to improve operational effectiveness and efficiency, including facility and operations consolidation, and to better align expenses with revenues. In addition, the Company continually assesses its management and organizational structure. As a result of these assessments, the Company has undertaken various restructuring actions, which are described below. The following table displays charges related to these actions recorded in the fiscal 2018 year to date period (nine months ended June 30, 2018) and fiscal 2017 (the year ended September 30, 2017) and a rollforward of the accrued balances from September 30, 2017 to June 30, 2018:

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	Fiscal 2018 Actions	Fiscal 2017 Actions	Fiscal 2016 Actions	Total
Restructuring Charges				
Fiscal 2017 charges:				
Workforce reductions	$ —	$ 8.5	$ —	$ 8.5
Facility closure costs	—	—	4.8	4.8
Fiscal 2017 restructuring charges	$ —	$ 8.5	$ 4.8	$ 13.3
Fiscal 2018 charges:				
Workforce reductions	$ 8.9	$ —	$ —	$ 8.9
Facility closure costs	0.9	—	1.6	2.5
Fiscal 2018 restructuring charges	$ 9.8	$ —	$ 1.6	$ 11.4

	Fiscal 2018 Actions	Fiscal 2017 Actions	Fiscal 2016 Actions	Other	Total
Rollforward of Accrued Restructuring					
Balance as of September 30, 2017	$ —	$ 7.5	$ 3.7	$0.3	$ 11.5
Fiscal 2018 charges	9.8	—	1.6	—	11.4
Stock-based compensation	(1.3)	—	—	—	(1.3)
Severance payments and adjustments	(3.5)	(5.0)	(0.2)	—	(8.7)
Other payments	—	—	(0.9)	(0.2)	(1.1)
Balance as of June 30, 2018	$ 5.0	$ 2.5	$ 4.2	$0.1	$ 11.8

Fiscal 2018 Actions

During the first, second and third quarters of fiscal 2018, the Company decided to terminate certain employees across the organization, including a corporate executive and primarily sales and marketing personnel in its Diagnostics and Medical Aesthetics reportable segments. The charges were recorded pursuant to ASC 712, Compensation-Nonretirement Postemployment Benefits (ASC 712) or ASC 420, Exit or Disposal Cost Obligations (ASC 420) depending on the employee. As such, the Company recorded severance and benefits charges of $3.8 million, $1.8 million and $2.3 million in the first, second and third quarters, respectively. Included within the first quarter charge is $1.3 million related to the modification of equity awards.

During the third quarter of fiscal 2018, the Company finalized its decision and plan to consolidate its legacy international accounting and customer service organizations into its Manchester, UK location and will be eliminating these positions in Belgium, France, Italy, Spain and Germany. This transition is expected to take place through the first quarter of fiscal 2019 and upon completion these employees will be terminated. The Company has estimated the total charge for severance and benefits to be approximately $3.0 million and is recording severance and benefits pursuant to both ASC 712 and ASC 420 depending on the legal requirements on a country by country basis. During the third quarter of fiscal 2018, the Company recorded $0.8 million for severance and benefits.

During the third quarter of fiscal 2018, the Company announced the closure of its Hicksville, New York facility where it manufactures certain Cynosure products. The manufacturing will be transferred to existing Company facilities. In connection with this plan, certain employees, primarily in manufacturing, will be terminated. The employees were notified of termination and related severance benefits in the third quarter of fiscal 2018. The Company is recording the severance and benefits charges pursuant to ASC 420, which are expected to be approximately $1.0 million. Employees are required to remain employed during the transition period and severance and benefits will be recorded ratably over the required service period. The Company recorded $0.2 million for severance and benefits in the third quarter of fiscal 2018.

In the third quarter of fiscal 2018, the Company determined it will not use warehouse space located on Lyberty Way in Westford, Massachusetts. The Company met the cease use date criteria in the third quarter of fiscal 2018, and estimated the time period to sublet the space and related sublease rates resulting in a lease obligation charge of $0.9 million.

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Fiscal 2017 Actions

In connection with its acquisition of Cynosure, the Company decided to terminate certain Cynosure executives in the second quarter of fiscal 2017 and recorded $1.5 million in severance and benefits charges. During the third and fourth quarters of fiscal 2017, the Company terminated additional executives and employees and recorded $4.3 million and $1.3 million, respectively, in severance and benefits charges.

Fiscal 2016 Actions

In connection with the closure of the Bedford, Massachusetts facility during the first quarter of fiscal 2017, the Company recorded $3.5 million for lease obligation charges related to the first floor of the facility as the Company determined it had met the cease-use date criteria. The Company made certain assumptions regarding the time period it would take to obtain a subtenant and the sublease rates it can obtain. During the third quarter of fiscal 2017, the Company updated its assumption regarding the time period it would take to obtain a subtenant at the Bedford location and as a result recorded an additional $1.3 million lease obligation charge. During the third quarter of fiscal 2018, the Company further adjusted its assumptions and lowered the estimate of the sublease income rate and extended the time period to obtain a sub-tenant. As a result, the Company recorded an additional charge of $1.6 million. These estimates may vary from the actual sublease agreements executed, if at all, resulting in an adjustment to the charge. The Company has vacated other portions of the building but not the entire facility, and at this time does not meet the cease-use date criteria to record additional restructuring charges for this facility.

(5) Borrowings and Credit Arrangements

The Company’s borrowings consisted of the following:

	June 30, 2018	September 30, 2017
Current debt obligations, net of debt discount and deferred issuance costs:		
Term Loan	$65.4	$ 121.3
Revolver	240.0	345.0
Securitization Program	219.8	200.0
Convertible Notes	—	484.5
Total current debt obligations	$525.2	$ 1,150.8
Long-term debt obligations, net of debt discount and deferred issuance costs:		
Term Loan	1,394.3	1,190.5
2022 Senior Notes	—	981.6
2025 Senior Notes	934.6	—
2028 Senior Notes	393.0	—
Total long-term debt obligations	$2,721.9	$ 2,172.1
Total debt obligations	$3,247.1	$ 3,322.9

Amended and Restated Credit Agreement

On October 3, 2017, the Company and certain of its domestic subsidiaries entered into an Amended and Restated Credit and Guaranty Agreement (the "Amended and Restated Credit Agreement") with Bank of America, N.A. in its capacity as Administrative Agent, Swing Line Lender and L/C Issuer, and certain other lenders from time to time party thereto. The Amended and Restated Credit Agreement amended and restated the Company's prior credit and guaranty agreement, originally dated as of May 29, 2015 (the "Prior Credit Agreement"). The proceeds under the Amended and Restated Credit Agreement of $1.8 billion were used, among other things, to pay off the Term Loan of $1.32 billion and the Revolver then outstanding under the Company's Prior Credit Agreement.

The credit facilities (the “Amended and Restated Credit Facilities”) under the Amended and Restated Credit Agreement consist of:

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- A $1.5 billion secured term loan to the Company ("Amended Term Loan") with a maturity date of October 3, 2022; and
- A secured revolving credit facility (the "Amended Revolver") under which the Company may borrow up to $1.5 billion, subject to certain sublimits, with a maturity date of October 3, 2022.

Among other uses, the Company has used its Amended Revolver to make payments on its outstanding debt and to fund repurchases of its common stock. During the third quarter of fiscal 2018, the Company borrowed $250.0 million under its Amended Revolver to cash settle the conversions of its 2.00% Convertible Senior Notes due 2042 of which $165.0 million was repaid. As of June 30, 2018, the Company had $240.0 million outstanding under the Amended Revolver. Subsequent to June 30, 2018, the Company borrowed an additional net amount of $90.0 million.

Borrowings under the Amended and Restated Credit Facilities bear interest, at the Company's option and in each case plus an applicable margin as follows:

- Amended Term Loan: at the Base Rate, Eurocurrency Rate or LIBOR Daily Floating Rate (as defined in the Amended and Restated Credit Agreement),
- Amended Revolver: if funded in U.S. dollars, the Base Rate, Eurocurrency Rate, or LIBOR Daily Floating Rate, and, if funded in an alternative currency, the Eurocurrency Rate; and if requested under the swing line sublimit, the Base Rate.

The applicable margin to the Base Rate, Eurocurrency Rate, or LIBOR Daily Floating Rate is subject to specified changes depending on the total net leverage ratio as defined in the Amended and Restated Credit Agreement. The borrowings of the Amended Term Loan initially bear interest at an annual rate equal to the Eurocurrency Rate (i.e., the LIBOR rate) plus an Applicable Rate equal to 1.50%. The borrowings of the Amended Revolver initially bear interest at a rate equal to the LIBOR Daily Floating Rate plus an Applicable Rate equal to 1.50%. The Company is also required to pay a quarterly commitment fee calculated on the undrawn committed amount available under the Amended Revolver.

The Company is required to make scheduled principal payments under the Amended Term Loan in increasing amounts ranging from $9.375 million per three-month period commencing with the three-month period ending on December 29, 2017 to $37.5 million per three-month period commencing with the three-month period ending on December 23, 2021. The remaining balance of the Amended Term Loan and any amounts outstanding under the Amended Revolver are due at maturity. In addition, subject to the terms and conditions set forth in the Amended and Restated Credit Agreement, the Company is required to make certain mandatory prepayments from the net proceeds of specified types of asset sales (subject to certain reinvestment rights), debt issuances and insurance recoveries (subject to certain reinvestment rights). These mandatory prepayments are required to be applied by the Company, first, to the Amended Term Loan, second, to any outstanding amount under any Swing Line Loans (as defined in the Amended and Restated Credit Agreement), third, to the Amended Revolver, fourth to prepay any outstanding reimbursement obligations with respect to Letters of Credit (as defined in the Amended and Restated Credit Agreement) and fifth, to cash collateralize any Letters of Credit. Subject to certain limitations, the Company may voluntarily prepay any of the Amended and Restated Credit Facilities without premium or penalty.

Borrowings outstanding under the Amended and Restated Credit Agreement for the three and nine months ended June 30, 2018 had weighted-average interest rates of 3.41% and 3.11%, respectively, and under the Prior Credit Agreement for the three and nine months ended July 1, 2017 had weighted-average interest rates of 2.50% and 2.28%, respectively. The interest rate on the outstanding Amended Term Loan borrowing at June 30, 2018 was 3.59%. Interest expense under the Amended and Restated Credit Agreement aggregated $17.1 million and $43.3 million for the three and nine months ended June 30, 2018, which includes non-cash interest expense of $0.7 million and $1.8 million, respectively, related to the amortization of the deferred issuance costs and accretion of the debt discount.

Interest expense under the Prior Credit Agreement aggregated $10.5 million and $30.1 million for the three and nine months ended July 1, 2017, which includes $1.0 million and $3.2 million of non-cash interest expense related to the amortization of the deferred issuance costs and accretion of the debt discount.

The Amended and Restated Credit Agreement contains affirmative and negative covenants customarily applicable to senior secured credit facilities, including covenants restricting the ability of the Company, subject to negotiated exceptions, to incur additional indebtedness and grant additional liens on its assets, engage in mergers or acquisitions or dispose of assets, enter into sale-leaseback transactions, pay dividends or make other distributions, voluntarily prepay other indebtedness, enter into transactions with affiliated persons, make investments, and change the nature of their businesses. In addition, the Amended and Restated Credit Agreement requires the Company to maintain certain financial ratios. The Amended and Restated Credit Agreement also contains customary representations and warranties and events of default, including payment defaults, breach of representations and warranties, covenant defaults, cross defaults and an event of default upon a change of control of the Company.

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Borrowings are secured by first-priority liens on, and a first-priority security interest in, substantially all of the assets of the Company, with certain exceptions. For example, borrowings under the Amended and Restated Credit Agreement are not secured by those accounts receivable that are transferred to the special purpose entity under the Company's Accounts Receivable Securitization program. The Amended and Restated Credit Agreement contains total net leverage ratio and interest coverage ratio financial covenants measured as of the last day of each fiscal quarter and an excess cash flow prepayment requirement measured as of the end of each fiscal year. The total net leverage ratio was 5.00:1.00 beginning on the Company's fiscal quarter ended December 30, 2017, and then decreases over time to 4.50:1.00 for the quarter ending March 27, 2021. The interest coverage ratio was 3.75:1.00 beginning on the Company's fiscal quarter ended December 30, 2017, and remains as such for each quarter thereafter. The total net leverage ratio is defined as the ratio of the Company's consolidated net debt as of the quarter end to its consolidated adjusted EBITDA (as defined in the Amended and Restated Credit Agreement) for the four-fiscal quarter period ending on the measurement date. The interest coverage ratio is defined as the ratio of the Company's consolidated adjusted EBITDA for the prior four-fiscal quarter period ending on the measurement date to adjusted consolidated cash interest expense (as defined in the Amended and Restated Credit Agreement) for the same measurement period. The Company was in compliance with these covenants as of June 30, 2018.

The Company evaluated the Amended and Restated Credit Agreement for derivatives pursuant to ASC 815, Derivatives and Hedging, and identified embedded derivatives that required bifurcation as the features are not clearly and closely related to the host instrument. The embedded derivatives were a default provision, which could require additional interest payments, and a provision requiring contingent payments to compensate the lenders for changes in tax deductions. The Company determined that the fair value of these embedded derivatives was nominal as of June 30, 2018.

Pursuant to ASC 470, Debt (ASC 470), the accounting for entering into the Amended and Restated Credit Agreement and using the proceeds to pay off the Prior Credit Agreement was evaluated on a creditor-by-creditor basis to determine whether each transaction should be accounted for as a modification or extinguishment. Certain creditors under the Prior Credit Agreement did not participate in this refinancing transaction and ceased being creditors of the Company. As a result, the Company recorded a debt extinguishment loss of $1.0 million in the first quarter of fiscal 2018 to write-off the pro-rata amount of unamortized debt discount and deferred issuance costs related to these creditors. For the remainder of the creditors, this transaction was accounted for as a modification because on a creditor-by-creditor basis the present value of the cash flows between the two debt instruments before and after the transaction was less than 10%. Pursuant to ASC 470, subtopic 50-40, third-party costs of $1.7 million related to this transaction were recorded as interest expense and $4.9 million was recorded as a reduction to debt representing deferred issuance costs and debt discount for fees paid directly to the lenders.

Senior Notes

On October 10, 2017, the Company completed a private placement of $350 million aggregate principal amount of its 4.375% Senior Notes due 2025 (the "2025 Senior Notes") at an offering price of 100% of the aggregate principal amount of the 2025 Senior Notes.

On January 19, 2018, the Company completed a private placement of $1.0 billion aggregate principal amount of senior notes, allocated between (i) an additional $600 million aggregate principal amounts of its 2025 Senior Notes pursuant to a supplement to the indenture governing the Company's existing 2025 Senior Notes at an offering price of 100% of the aggregate principal amount of the 2025 Senior Notes and (ii) $400 million aggregate principal amounts of its 4.625% Senior Notes due 2028 (the "2028 Senior Notes") at an offering price of 100% of the aggregate principal amount of the 2028 Senior Notes.

2022 Senior Notes

The Company had 5.250% Senior Notes due 2022 (the “2022 Senior Notes”) outstanding and bore interest at the rate of 5.250% per year, payable semi-annually on January 15 and July 15 of each year. The Company recorded interest expense of $0.0 million and $21.1 million for the three and nine months ended June 30, 2018, respectively, which included non-cash interest expense of $0.0 million and $1.5 million, respectively, related to the amortization of the deferred issuance costs and accretion of the debt discount.

The Company used the net proceeds of the 2025 Senior Notes and the 2028 Senior Notes offering in January 2018 to redeem in full the 2022 Senior Notes in the aggregate principal amount of $1.0 billion on February 15, 2018 at an aggregate redemption price of $1.04 billion, including a make-whole provision payment $37.7 million. Since the Company planned to use the proceeds from the 2025 Senior Notes and the 2028 Senior Notes offering to redeem the 2022 Senior Notes, the Company evaluated the accounting for this transaction under ASC 470 to determine modification versus extinguishment accounting on a creditor-by-creditor basis. Certain 2022 Senior Note holders either did not participate in this refinancing transaction or reduced

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their holdings and these transactions were accounted for as extinguishments. As a result, the Company recorded a debt extinguishment loss in the second quarter of fiscal 2018 of $44.9 million, which comprised pro-rata amounts of the make-whole provision premium payment, debt discount and debt issuance costs. For the remaining 2022 Senior Notes holders who participated in the refinancing, these transactions were accounted for as modifications because on a creditor-by-creditor basis the present value of the cash flows between the debt instruments before and after the transaction was less than 10%. The Company recorded a portion of the transaction expenses of $2.6 million to interest expense pursuant to ASC 470, subtopic 50-40. The remaining debt issuance costs of $1.5 million and debt discount of $1.5 million related to the modified debt were allocated between the 2025 Senior Notes and 2028 Senior Notes on a pro-rata basis, and will be amortized over the life of the debt using the effective interest method.

2025 Senior Notes

The total aggregate principal balance of 2025 Senior Notes is $950 million. The 2025 Senior Notes are general senior unsecured obligations of the Company and are guaranteed on a senior unsecured basis by certain domestic subsidiaries. The 2025 Senior Notes mature on October 15, 2025 and bear interest at the rate of 4.375% per year, payable semi-annually on April 15 and October 15 of each year, commencing on April 15, 2018. The Company recorded interest expense of $10.9 million and $23.8 million for the three and nine months ended June 30, 2018, respectively, which includes non-cash interest expense of $0.5 million and $1.1 million, respectively, related to the amortization of the deferred issuance costs and accretion of the debt discount.

The Company may redeem the 2025 Senior Notes at any time prior to October 15, 2020 at a price equal to 100% of the aggregate principal amount so redeemed, plus accrued and unpaid interest, if any, to the redemption date and a make-whole premium set forth in the indenture. The Company may also redeem up to 35% of the aggregate principal amount of the 2025 Senior Notes with the net cash proceeds of certain equity offerings at any time and from time to time before October 15, 2020, at a redemption price equal to 104.375% of the aggregate principal amount so redeemed, plus accrued and unpaid interest, if any, to the redemption date. The Company also has the option to redeem the 2025 Senior Notes on or after: October 15, 2020 through October 14, 2021 at 102.188% of par; October 15, 2021 through October 14, 2022 at 101.094% of par; and October 15, 2022 and thereafter at 100% of par. In addition, if the Company undergoes a change of control coupled with a decline in ratings, as provided in the indenture, the Company will be required to make an offer to purchase each holder’s 2025 Senior Notes at a price equal to 101% of their principal amount, plus accrued and unpaid interest, if any, to the repurchase date.

2028 Senior Notes

The aggregate principal balance of the 2028 Senior Notes is $400 million. The 2028 Senior Notes are general senior unsecured obligations of the Company and are guaranteed on a senior unsecured basis by certain domestic subsidiaries. The 2028 Senior Notes mature on February 1, 2028 and bear interest at the rate of 4.625% per year, payable semi-annually on February 1 and August 1 of each year, commencing on August 1, 2018. The Company recorded interest expense of $4.8 million and $8.5 million, respectively, for the three and nine months ended June 30, 2018 which includes non-cash interest expense of $0.2 million and $0.3 million related to the amortization of the deferred issuance costs and accretion of the debt discount.

The Company may redeem the 2028 Senior Notes at any time prior to February 1, 2023 at a price equal to 100% of the aggregate principal amount so redeemed, plus accrued and unpaid interest, if any, to the redemption date and a make-whole premium set forth in the indenture. The Company may also redeem up to 35% of the aggregate principal amount of the 2028 Senior Notes with the net cash proceeds of certain equity offerings at any time and from time to time before February 1, 2021, at a redemption price equal to 104.625% of the aggregate principal amount so redeemed, plus accrued and unpaid interest, if any, to the redemption date. The Company also has the option to redeem the 2028 Senior Notes on or after: February 1, 2023 through February 1, 2024 at 102.312% of par; February 1,

2024 through February 1, 2025 at 101.541% of par; February 1, 2025 through February 1, 2026 at 100.770% of par; and February 1, 2026 and thereafter at 100% of par. In addition, if the Company undergoes a change of control coupled with a decline in ratings, as provided in the indenture, the Company will be required to make an offer to purchase each holder's 2028 Senior Notes at a price equal to 101% of their principal amount, plus accrued and unpaid interest, if any, to the repurchase date.

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Convertible Notes

On various dates during the first quarter of fiscal 2018, the Company entered into privately negotiated repurchase transactions and extinguished $39.3 million principal amount of its 2.00% Convertible Senior Notes due 2042 (the "2042 Notes") for total payments of $52.8 million. This amount includes the conversion premium resulting from the Company's stock price on the date of the transactions being in excess of the conversion prices of $31.175. As a result, on a gross basis, $13.4 million of the consideration paid was allocated to the reacquisition of the equity component of the original instrument, which was recorded net of deferred taxes of $3.8 million within additional paid-in-capital.

On December 15, 2017, pursuant to the provisions of the indenture governing the Company's 2.00% Convertible Senior Notes due December 15, 2043 (the "2043 Notes"), the Company redeemed or repurchased an aggregate of $201.7 million in original principal amount of the 2043 Notes then outstanding for an aggregate repurchase price of $244.1 million, representing the then accreted principal amount of the 2043 Notes. The remaining $0.3 million in original principal amount of the 2043 Notes were converted, and the Company settled these conversions in cash in the second quarter of fiscal 2018.

On January 29, 2018, the Company announced that pursuant to the terms of the indenture for the 2042 Notes, holders of the 2042 Notes had the option of requiring the Company to repurchase their 2042 Notes on March 1, 2018 at a repurchase price payable in cash equal to 100% of the accreted principal amount of the 2042 Notes, plus accrued and unpaid interest. The Company also announced on January 29, 2018 that, it had elected to redeem, on March 6, 2018, all of the then outstanding 2042 Notes at a redemption price payable in cash equal to 100% of the accreted principal amount of the 2042 Notes, plus accrued and unpaid interest. Holders also had the right to convert their 2042 Notes. During the second quarter of fiscal 2018, 2042 Notes in aggregate original principal amount of $200.5 million were surrendered for conversion and the Company cash settled these conversions for $243.3 million during April 2018. As a result, on a gross basis, $42.8 million of the consideration paid was allocated to the reacquisition of the equity component of the original instrument, which was recorded net of deferred taxes of $12.0 million within additional paid-in-capital. The remaining $5.5 million in original principal amount of the 2042 Notes was redeemed by the Company on March 6, 2018.

The term "Convertible Notes" refers to the 2042 Notes and the 2043 Notes. Interest expense under the Convertible Notes was as follows:

	Three Months Ended		Nine Months Ended	
	June 30, 2018	July 1, 2017	June 30, 2018	July 1, 2017
Amortization of debt discount	$—	$4.4	$3.5	$14.5
Amortization of deferred financing costs	—	0.2	0.2	0.7
Principal accretion	—	3.9	1.6	12.8
Non-cash interest expense	—	8.5	5.3	28.0
2.00% accrued interest (cash)	—	1.6	1.8	5.4
	$—	$10.1	$7.1	$33.4

Accounts Receivable Securitization Program

Effective April 20, 2018, the Company entered into an amendment to extend the Securitization Program an additional year to April 19, 2019. Under the amendment, the maximum borrowing amount increased from $200.0 million to $225.0 million. As of June 30, 2018, there was $219.8 million outstanding under this program.

(6) Derivatives

Interest Rate Cap - Cash Flow Hedge

The Company is exposed to certain risks arising from both its business operations and economic conditions. The Company manages its exposure to some of its interest rate risk through the use of interest rate caps, which are derivative financial instruments. The Company does not use derivatives for speculative purposes. For a derivative that is designated as a cash flow hedge, changes in the fair value of the derivative are recognized in accumulated other comprehensive income ("AOCI") to the extent the derivative is effective at offsetting the changes in the cash flows being hedged until the hedged item affects earnings. To the extent there is any hedge ineffectiveness, changes in fair value relating to the ineffective portion are immediately recognized in earnings in other income (expense), net in the Consolidated Statements of Operations.

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During fiscal 2017, the Company entered into separate interest rate cap agreements with multiple counter-parties to help mitigate the interest rate volatility associated with the variable interest rate on amounts borrowed under the term loan feature of its credit facilities (see Note 5). Interest rate cap agreements provide the right to receive cash if the reference interest rate rises above a contractual rate. The aggregate premium paid for the interest rate cap agreements was $1.9 million, which was the initial fair value of the instruments recorded in the Company's financial statements. During fiscal 2018, the Company entered into new separate interest rate cap agreements with multiple counter-parties to extend the expiration date of its hedges by an additional year. The aggregate premium paid for these interest rate cap agreements was $3.7 million, which was the initial fair value of the instruments recorded in the Company's financial statements.

The critical terms of the interest rate caps were designed to mirror the terms of the Company’s LIBOR-based borrowings under its Prior Credit Agreement and Amended and Restated Credit Agreement and therefore are highly effective at offsetting the cash flows being hedged. The Company designated these derivatives as cash flow hedges of the variability of the LIBOR-based interest payments on $1.0 billion of principal, which will end on December 28, 2018 and December 27, 2019 for the interest rate cap agreements entered into in fiscal 2017 and fiscal 2018, respectively.

As of June 30, 2018, the Company determined that the existence of hedge ineffectiveness, if any, was immaterial, and all changes in the fair value of the interest rate caps were recorded in the Consolidated Statements of Comprehensive Income (Loss) as a component of AOCI.

During the three and nine months ended June 30, 2018 and July 1, 2017, the Company reclassified $0.4 million and $3.0 million, respectively, and $1.6 million and $4.9 million, respectively, from AOCI to the Consolidated Statements of Operations related to the interest rate cap agreements. The Company expects to similarly reclassify a loss of approximately $2.5 million from AOCI to the Consolidated Statements of Operations in the next twelve months.

The aggregate fair value of these interest rate caps was $9.4 million and $4.8 million at June 30, 2018 and September 30, 2017, respectively, and is included in Prepaid expenses and other current assets on the Company’s Consolidated Balance Sheet. Refer to Note 2 “Fair Value Measurements” above for related fair value disclosures.

Forward Foreign Currency Contracts

The Company enters into forward foreign currency exchange contracts to mitigate certain operational exposures from the impact of changes in foreign currency exchange rates. Such exposures result from the portion of the Company's operations that are denominated in currencies other than the U.S. dollar, primarily the Euro, the UK Pound, the Australian dollar, the Canadian dollar and the Japanese Yen. These foreign currency exchange contracts are entered into to support transactions made in the ordinary course of business and are not speculative in nature. The contracts are generally for periods of one year or less. The Company has not elected hedge accounting for any of the forward foreign currency contracts it has executed; however, the Company may seek to apply hedge accounting in future scenarios. The change in the fair value of these contracts is recognized directly in earnings as a component of other income (expense), net. During the three and nine months ended June 30, 2018, the Company recorded net realized losses of $0.3 million and of $2.6 million, respectively, from settling forward foreign currency contracts and unrealized gains of $4.7 million and $4.5 million, respectively, on the mark-to-market for its outstanding forward foreign currency contracts. During the three and nine months ended July 1, 2017, the Company recorded net realized gains of $1.1 million and $4.0 million, respectively, from settling forward foreign currency contracts and an unrealized loss of $3.5 million and an unrealized gain of $1.1 million, respectively, on the mark-to-market for its outstanding forward foreign currency contracts.

As of June 30, 2018, the Company had outstanding forward foreign currency contracts that were not designated for hedge accounting and were used to hedge fluctuations in the U.S. dollar of forecasted transactions denominated in the Euro, UK Pound, Australian dollar, Canadian Dollar and Japanese Yen with an aggregate notional amount of $53.4 million.

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Financial Instrument Presentation

The table below presents the fair value of the Company's derivative financial instruments as well as their classification on the balance sheet as of June 30, 2018:

	Balance Sheet Location	June 30, 2018	September 30, 2017
Assets:			
Derivative instruments designated as a cash flow hedge:			
Interest rate cap agreements	Prepaid expenses and other current assets	$ 6.4	$ 3.6
Interest rate cap agreements	Other assets	3.0	1.2
		$ 9.4	$ 4.8
Derivatives not designated as hedging instruments:			
Forward foreign currency contracts	Prepaid expenses and other current assets	$ 0.8	$ 0.4
Liabilities:			
Derivatives not designated as hedging instruments:			
Forward foreign currency contracts	Accrued expenses	$ —	$ 4.0

The following table presents the unrealized gain (loss) recognized in AOCI related to the interest rate caps for the following reporting periods:

	Three Months Ended		Nine Months Ended	
	June 30, 2018	July 1, 2017	June 30, 2018	July 1, 2017
Amount of gain (loss) recognized in other comprehensive income, net of taxes:				
Interest rate cap agreements	$(0.5)	$(0.4)	$(4.1)	$ 0.7

The following table presents the adjustment to fair value (realized and unrealized) recorded within Other income (expense), net in the Consolidated Statements of Operations for derivative instruments for which the Company did not elect hedge accounting:

Derivatives not classified as hedging instruments	Amount of Gain (Loss) Recognized in Income			
	Three Months Ended June 30, 2018	Three Months Ended July 1, 2017	Nine Months Ended June 30, 2018	Nine Months Ended July 1, 2017
Forward foreign currency contracts	$4.4	$ (2.4)	$ 1.8	$ 5.1

(7) Commitments and Contingencies

Litigation and Related Matters

On June 9, 2010, Smith & Nephew, Inc. ("Smith & Nephew") filed suit against Interlace Medical, Inc. ("Interlace"), which the Company acquired on January 6, 2011, in the United States District Court for the District of Massachusetts. The

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complaint alleged that the Interlace MyoSure hysteroscopic tissue removal device infringed U.S. patent 7,226,459 (the '459 patent). On November 22, 2011, Smith & Nephew filed suit against the Company in the United States District Court for the District of Massachusetts. The complaint alleged that use of the MyoSure tissue removal system infringed U.S. patent 8,061,359 (the '359 patent). Both complaints sought preliminary and permanent injunctive relief and unspecified damages. On September 4, 2012, following a two week trial, the jury returned a verdict of infringement of both the '459 and '359 patents and assessed damages of $4.0 million. A two-day bench trial regarding the Company's assertion of inequitable conduct on the part of Smith & Nephew with regard to the '359 patent began on December 10, 2012 and oral arguments on the issue of inequitable conduct were presented on February 27, 2013. On June 27, 2013, the Court denied the Company's motions related to inequitable conduct and allowed Smith & Nephew's request for injunction, but ordered that enforcement of the injunction be stayed until final resolution, including appeal, of the current re-examinations of both patents at the United States Patent and Trademark Office ("USPTO"). The Court also rejected the jury's damage award and ordered the parties to identify a mechanism for resolving the damages issue. The USPTO issued final decisions that the claims of the '459 and the '359 patents asserted as part of the litigation are not patentable, which decisions Smith & Nephew appealed to the U.S. Patent Trial and Appeal Board ("PTAB"). In 2016, the PTAB (i) affirmed the USPTO decision with respect to the '459 patent, holding that the claims at issue are invalid, and (ii) reversed the USPTO decision with respect to the '359 patent, holding that the claims at issue are not invalid. The Company and Smith & Nephew have appealed the decisions by the Patent Trial and Appeal Board on the '359 patent and the '459 patent, respectively, to the U.S. Court of Appeals for the Federal Circuit ("Court of Appeals"). In May 2016, Smith & Nephew divested its gynecology business to Covidien, as subsidiary of Medtronic, but Smith & Nephew remains a party in the litigation and reexaminations. On January 30, 2018, the Court of Appeals issued a decision in the '459 patent appeal that affirmed-in-part and reversed-in-part the PTAB ruling and remanded the matter to the PTAB for further proceedings. On March 14, 2018, the Court of Appeals issued a decision in the '359 patent appeal that affirmed the PTAB ruling, holding that the claims at issue are not invalid. In a joint status report filed on June 18, 2018, plaintiffs Smith & Nephew and Covidien notified the Court they would not seek injunctive relief. On July 11, 2018, the District Court of Massachusetts held a status conference to discuss the remaining issues to be decided by the Court. At the status conference, the Court invited the parties to file a supplemental briefing to address the impact of the '359 patent reexamination on liability issues and whether there is a need for a new trial on damages. At this time, based on available information regarding this litigation, the Company is unable to reasonably assess the outcome of this case. The Company believes a loss is not probable, however, it estimates the range of potential loss to be $0 to $100 million.

On November 6, 2015, the Company filed a suit against Minerva Surgical, Inc. ("Minerva") in the United States District Court for the District of Delaware, alleging that Minerva's endometrial ablation device infringes U.S. Patent 6,872,183 (the '183 patent), U.S. Patent 8,998,898 and U.S. Patent 9,095,348 (the '348 patent). On December 14, 2015, the Company filed a motion for preliminary injunction against Minerva, seeking to enjoin Minerva from selling its endometrial ablation device pending a trial on the merits. On January 25, 2016, the Company amended the complaint to include claims against Minerva for unfair competition, deceptive trade practices and tortious interference with business relationships. On February 5, 2016, the Company filed a second amended complaint to additionally allege that Minerva's endometrial ablation device infringes U.S. Patent 9,247,989 (the '989 patent). On March 4, 2016, in an answer to the Company's complaint, Minerva also filed counterclaims against the Company, seeking declaratory judgment on the Company's claims and asserting claims against the Company for unfair competition, deceptive trade practices, interference with contractual relationships, breach of contract and trade libel. On March 11, 2016, Minerva filed a motion for a preliminary injunction against the Company, seeking to enjoin the Company from making alleged false and deceptive statements about the Minerva product. On April 12, 2016, a preliminary injunction hearing was held related to the Company's patent infringement claims and Minerva's claims regarding the Company's alleged false and deceptive statements. On June 2, 2016, the Court denied the Company's motion for a preliminary injunction despite finding that Hologic had shown a likelihood of success on the merits regarding infringement of the '183 patent. The Court also denied Minerva's request for preliminary injunction related to the Company's alleged false and deceptive statements regarding the Minerva product. On April 24, 2017, the Court issued a Memorandum Order

adopting the Company’s proposed construction of every disputed claim of the Hologic patents. On May 30, 2018, the Company elected to reduce its asserted claims by removing all claims from the ’989 Patent. On June 28, 2018, the Court granted the Company's summary judgment motions on infringement and no invalidity with respect to the ‘183 and ‘348 patents. The Court also granted Hologic’s motion for summary judgment on assignor estoppel, which bars Minerva’s invalidity defenses or any reliance on collateral findings regarding invalidity from inter partes review proceedings. The Court also denied all of Minerva’s defenses, including its motions for summary judgment on invalidity, non-infringement, no willfulness, and no unfair competition. On July 27, 2018, after a two-week trial, a jury returned a verdict that: (1) awarded the Company $4.8 million in damages for Minerva’s infringement; (2) found that Minerva’s infringement was not willful; and (3) found for the Company regarding Minerva’s counterclaims. Damages will continue to accrue until Minerva ceases its infringing conduct. Further, the Company will seek a permanent injunction prohibiting Minerva from selling infringing devices. On March 4, 2016, Minerva filed two petitions at the USPTO for inter partes review of the '348 patent. On September 12, 2016, the PTAB declined both petitions to review patentability of the ‘348 patent. On April 11, 2016, Minerva filed a petition for inter partes review of the '183 patent. On October 6, 2016, the PTAB granted the petition and instituted a review of the '183 patent. On December 15, 2017, the PTAB

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issued a final written decision invalidating all claims of the ‘183 patent. On February 9, 2018 the Company appealed this decision to the United States Court of Appeals for the Federal Circuit and, on June 20, 2018, the Company filed its opening appeal brief. On November 2, 2016, Minerva filed a petition for post-grant review of the '989 patent. On May 10, 2017, the PTAB granted the petition and instituted a review of the ‘989 patent. The Company filed a response to the petition on August 3, 2017. An oral argument was held on January 24, 2018. On May 8, 2018, the PTAB issued a final written decision invalidating all claims of the ‘989 patent. On July 10, 2018 the Company appealed this decision to United States Court of Appeals for the Federal Circuit.

On April 11, 2017, Minerva Surgical, Inc. (“Minerva”) filed suit against the Company and Cytyc Surgical Products, LLC (“Cytyc”) in the United States District Court for the Northern District of California alleging that the Company’s and Cytyc’s NovaSure ADVANCED endometrial ablation device infringes Minerva’s U.S. patent 9,186,208. Minerva is seeking a preliminary and permanent injunction against the Company and Cytyc from selling this NovaSure device as well as enhanced damages and interest, including in lost profits, price erosion and/or royalty. On January 5, 2018, the Court denied Minerva's motion for a preliminary injunction. On February 2, 2018, at the parties’ joint request, this action was transferred to the District of Delaware. Trial is scheduled for July 20, 2020. At this time, based on available information regarding this litigation, the Company is unable to reasonably assess the ultimate outcome of this case or determine an estimate, or a range of estimates, of potential losses.

In January 2012, Enzo Life Sciences, Inc. ("Enzo") filed suit against the Company's subsidiary, Gen-Probe Incorporated ("Gen-Probe"), in the United States District Court for the District of Delaware, alleging that certain of Gen-Probe’s diagnostics products, including products that incorporate Gen-Probe’s hybridization protection assay technology (HPA), which include the Aptima line of products, infringe Enzo’s U.S. patent 6,992,180 (the '180 patent). On March 6, 2012, Enzo filed suit against the Company in the United States District Court for the District of Delaware, alleging that products based on the Company's Invader chemistry platform, such as Cervista HPV HR and Cervista HPV 16/18, infringe the '180 patent. On July 16, 2012, Enzo amended its complaint to include additional products that include HPA or TaqMan reagent chemistry, including the Progensa, AccuProbe and Prodesse product lines. The Company counter-claimed for non-infringement, invalidity and unenforceability of the '180 patent. On September 30, 2013, Enzo filed its infringement contentions which added products including "Torch" probes (e.g., MilliPROBE Real-Time Detection System for Mycoplasma), PACE and certain Procleix assays. Both complaints sought preliminary and permanent injunctive relief and unspecified damages. Summary judgment and Daubert motions were filed by the parties on December 15, 2016. A hearing on the summary judgment motions was held on April 4, 2017, and on June 28, 2017, the Court ruled that the '180 patent was invalid for nonenablement. Final judgment was entered on July 19, 2017, and on August 18, 2017, Enzo filed a notice of appeal with the Court of Appeals for the Federal Circuit. Enzo’s opening appeal brief was filed on November 28, 2017, and the Company’s responsive brief was filed on March 9, 2018. Enzo’s reply brief was filed on April 20, 2018. At this time, based on available information regarding this litigation, the Company is unable to reasonably assess the ultimate outcome of this case or determine an estimate, or a range of estimates, of potential losses.

On March 27, 2015, Enzo filed an additional suit against the Company in the United States District Court for the District of Delaware. The complaint alleges that certain additional Company molecular diagnostic products, including, inter alia, the Procleix Parvo/HAV assays and coagulation products, including the Invader Factor II test and the Invader Factor V test, also infringe the '180 patent. The complaint further alleged that certain of the Company’s molecular diagnostic products, including the Company’s Progensa PCA3, Aptima and Procleix products using target capture technology infringe Enzo’s U. S. Patent 7,064,197 (the '197 patent). On June 11, 2015, this matter was stayed pending the resolution of summary judgment motions in the other related suits involving the '197 patent. The litigation remains stayed. On March 30, 2016, Hologic filed two requests for inter partes review of the ‘197 patent at the USPTO. The USPTO instituted the two inter partes reviews on all challenged claims on October 4, 2016. Combined oral arguments for the two inter partes reviews were held on June 1, 2017. On September 28 and October 2, 2017, the PTAB issued final written decisions in the two inter partes reviews finding that all of the challenged claims of the ‘197

patent are unpatentable. In response to the final written decisions, Enzo filed notices of appeal on November 29, 2017, and the United States Court of Appeals for the Federal Circuit consolidated Enzo’s appeals on December 14, 2017. Enzo’s opening appeal brief was filed on April 27, 2018, and the Company’s responsive brief was filed on May 24, 2018. At this time, based on available information regarding this litigation and the related inter partes reviews, the Company is unable to reasonably assess the ultimate outcome of this case or determine an estimate, or a range of estimates, of potential losses.

On October 3, 2016, Enzo filed an additional suit against the Company in the United States District Court for the District of Delaware. The complaint alleges that all of the Company's Progensa PCA3, Aptima and Procleix products infringe U.S. Patent 6,221,581 (the '581 patent). On November 28, 2016, the Company filed an answer and counterclaims of non-infringement, invalidity and unenforceability. On June 30, 2017, Hologic filed its initial invalidity contentions, which provide support for finding that the asserted claims of the '581 patent are invalid based on anticipation, obviousness, lack of adequate

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written description and enablement, and indefiniteness. On August 31, 2017, the Company and Enzo filed supplemental invalidity charts and supplemental infringement charts, respectively. The parties filed their proposed claim constructions on September 28, 2017. The Court granted Enzo's motion to file an amended complaint adding Grifols Diagnostic Solutions Inc. and Grifols, S.A. ("Grifols") as parties on November 9, 2017. The parties' claim construction briefs were filed on May 24, 2018, and the parties' responsive briefs were filed on June 11, 2018. On October 4, 2017, the Company filed for inter partes review of the '581 patent with the USPTO based on Enzo's asserted claims. Enzo filed its preliminary response on January 19, 2018. On April 18, 2018, the USPTO denied the Company's petition for inter partes review. On May 18, 2018, the Company filed a petition for rehearing of the USPTO denial order, and on June 11, 2018 Enzo filed a response to the Company's petition. At this time, based on available information regarding this litigation and the related inter partes reviews, the Company is unable to reasonably assess the ultimate outcome of this case or determine an estimate, or a range of estimates, of potential losses.

On February 3, 2017, bioMérieux, S.A. and bioMérieux, Inc. (collectively "bioMérieux") filed suit against the Company in the United States District Court for the Middle District of North Carolina. The complaint alleged that the Company's Aptima HIV-1 RNA Qualitative assay and Aptima HIV-1 Quant Dx assay, as well as products manufactured by the Company and sold to Grifols, S.A. and Grifols Diagnostic Solutions Inc. ("Grifols USA") for resale under the names Procleix HIV-1/HCV assay, Procleix Ultrio assay, and Procleix Ultrio Plus assay, infringe U.S. Patent Nos. 8,697,352 and 9,074,262. On April 3, 2017, the Company and Grifols USA filed a Motion to dismiss asking the Court to dismiss the complaint in its entirety for bioMérieux's failure to state a claim upon which relief can be granted. On June 9, 2017, Hologic and Grifols USA filed a supplemental motion to dismiss for improper venue. bioMérieux filed a response to the venue motion on June 30, 2017, and Hologic and Grifols USA responded by filing a brief in further support of their motion to dismiss for improper venue on July 14, 2017. On January 3, 2018, the district court judge for the Middle District of North Carolina granted the parties' consent motion to transfer the case to Delaware. On March 26, 2018, the parties filed a joint letter with the Court providing a case description, proposed schedule, and checklist of significant topics. On April 16, 2018, bioMérieux filed its Initial Identification of Asserted Patents, Accused Products, and Damages Model. On May 31, 2018, the Company and Grifols filed a motion to sever and stay their arbitrable license defense. The Company filed for inter partes review of the asserted patents on February 6, 2018, and bioMérieux filed its preliminary responses on May 15, 2018 for U.S. Patent No. 8,697,352 and on June 11, 2018 for U.S. Patent No. 9,074,262. At this time, based on available information regarding this litigation, the Company is unable to reasonably assess the ultimate outcome of this case or determine an estimate, or range of estimates, of potential losses.

On July 27, 2016, plaintiff ARcare, Inc., individually and as putative representative of a purported nationwide class, filed a complaint against Cynosure. The plaintiff alleges that Cynosure violated the Telephone Consumer Protection Act by: (i) sending fax advertisements that did not comply with statutory and Federal Communications Commission requirements that senders provide recipients with certain information about how to opt out from receiving faxed advertisements in the future; and (ii) sending unsolicited fax advertisements. The complaint sought damages, declaratory and injunctive relief, and attorneys' fees on behalf of a purported class of all recipients of purported fax advertisements that the plaintiff alleges did not receive an adequate opt-out notice. On September 30, 2016, Cynosure answered the complaint and denied liability. On September 7, 2016, the plaintiff sent a demand letter seeking a class settlement for statutory damages under Massachusetts General Laws, Chapter 93A § 9 ("Chapter 93A"). On October 7, 2016, Cynosure responded denying any liability under Chapter 93A, but offering the plaintiff statutory damages of $25 on an individual basis. In March 2017, Cynosure and ARcare entered into a settlement agreement, subject to court approval, which requires Cynosure to pay settlement compensation of $8.5 million notwithstanding the number of claims filed. If approved, Cynosure would receive a full release from the settlement class concerning the conduct alleged in the complaint. As a result of the settlement agreement, Cynosure recorded a charge of $9.2 million, in the period ended December 31, 2016, which was accrued on the Company's balance sheet as of June 30, 2018.

On March 17, 2017, a purported shareholder of Cynosure, Michael Guido, filed an action against Cynosure in the Court of Chancery of the State of Delaware pursuant to Section 220 of the Delaware General Corporation Law seeking the production of certain books and records, including books and records related to the acquisition of Cynosure by Hologic. The action follows Cynosure's rejection of Mr. Guido's demand for these books and records on the ground that he had not met the requirements of the statute. In addition to books and records, the complaint seeks reasonable attorneys' fees. The Company filed an answer to the complaint on April 10, 2017. On June 29, 2017, the parties agreed to stay all proceedings in the action and to suspend all the current deadlines in an attempt to resolve the matter. Hologic has since provided certain board minutes and materials to plaintiff's counsel on a Rule 408 "settlement purposes only" basis, and plaintiff's counsel is evaluating whether or not they intend to continue to pursue the action. At this time, based on available information regarding this matter, the Company is unable to reasonably assess the ultimate outcome of this case or determine an estimate, or range of estimates, of potential losses.

On June 26 and 28, 2017, the Company filed suit against FUJIFILM Corp., FUJIFILM Medical Systems USA, Inc., and FUJIFILM Techno Products Co., Ltd. (collectively "Fujifilm") in the United States District Court for the District of

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Connecticut and the United States International Trade Commission ("ITC"), respectively, alleging that Fujifilm's Aspire Cristalle mammography system infringes U.S. Patent Nos. 7,831,296; 8,452,379; 7,688,940; and 7,986,765. The Company seeks preliminary and permanent injunctions and an exclusion order against Fujifilm from making, using, selling, offering for sale, or importing into the United States allegedly infringing product and also seeks enhanced damages and interest. A hearing was held at the ITC before an Administrative Law Judge ("ALJ") from April 9, 2018 to April 13, 2018. On July 26, 2018, the ALJ issued an initial determination finding that Fujifilm infringed all of the patents brought to trial and rejected Fujifilm's defenses against these patents. The ALJ recommended an exclusion order that prevents the importation of infringing Fujifilm products into the United States, as well as a cease-and-desist order preventing the further sale and marketing of infringing Fujifilm products in the United States. A final determination by the ITC is scheduled to issue by November 26, 2018.

On March 2, 2018, FUJIFILM Corporation and FUJIFILM Medical Systems U.S.A., Inc. (collectively "Fujifilm") filed suit against the Company in the United States District Court for the District of Delaware alleging that certain of the Company's mammography systems infringe U.S. Patent Nos. 7,453,979; 7,639,779; RE44,367; and 8,684,948. Fujifilm further alleges that the Company violated United States antitrust laws and Delaware competition laws regarding the sale of certain of the Company's mammography systems. Fujifilm seeks injunctive relief and unspecified monetary damages including statutory treble damages for certain claims. At this time, based on available information regarding this litigation, the Company is unable to reasonably assess the ultimate outcome of this case or determine an estimate, or a range of estimates, of potential losses.

The Company is a party to various other legal proceedings and claims arising out of the ordinary course of its business. The Company believes that except for those matters described above there are no other proceedings or claims pending against it the ultimate resolution of which could have a material adverse effect on its financial condition or results of operations. In all cases, at each reporting period, the Company evaluates whether or not a potential loss amount or a potential range of loss is probable and reasonably estimable under ASC 450, Contingencies. Legal costs are expensed as incurred.

(8) Net Income (Loss) Per Share

A reconciliation of basic and diluted share amounts is as follows:

	Three Months Ended		Nine Months Ended	
	June 30, 2018	July 1, 2017	June 30, 2018	July 1, 2017
Basic weighted average common shares outstanding	273,729	280,824	275,900	279,901
Weighted average common stock equivalents from assumed exercise of stock options and stock units	1,840	2,781	—	2,822
Incremental shares from Convertible Notes premium	—	4,033	—	3,234
Diluted weighted average common shares outstanding	275,569	287,638	275,900	285,957
Weighted-average anti-dilutive shares related to:				
Outstanding stock options and stock units	3,326	1,688	4,982	1,657
Convertible notes	—	—	937	4

In those reporting periods in which the Company has reported net income, anti-dilutive shares include those stock options that either have an exercise price above the average stock price for the period or the stock options' combined exercise price and average unrecognized stock compensation expense upon exercise is greater than the average stock price. In those reporting periods in which the Company has a net loss, anti-dilutive shares are comprised of the impact of those number of shares that would have been dilutive had the Company had net income plus the number of common stock equivalents that would be anti-dilutive had the company had net income.

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(9) Stock-Based Compensation

The following presents stock-based compensation expense in the Company's Consolidated Statements of Income:

	Three Months Ended		Nine Months Ended	
	June 30, 2018	July 1, 2017	June 30, 2018	July 1, 2017
Cost of revenues	$1.8	$2.3	$6.5	$8.7
Research and development	2.2	2.2	7.6	9.1
Selling and marketing	2.6	3.4	8.0	9.3
General and administrative	10.6	6.5	29.7	26.3
Restructuring	—	—	1.3	—
	$17.2	$14.4	$53.1	$53.4

The Company granted 1.7 million and 1.0 million stock options during the nine months ended June 30, 2018 and July 1, 2017, respectively, with weighted-average exercise prices of $40.76 and $38.07, respectively. There were 6.3 million options outstanding at June 30, 2018 with a weighted-average exercise price of $31.83.

The Company uses a binomial model to determine the fair value of its stock options. The weighted-average assumptions utilized to value these stock options are indicated in the following table:

	Three Months Ended		Nine Months Ended	
	June 30, 2018	July 1, 2017	June 30, 2018	July 1, 2017
Risk-free interest rate	**	1.8 %	2.1 %	1.8 %
Expected volatility	**	36.5 %	35.3 %	36.6 %
Expected life (in years)	**	4.7	4.7	4.7
Dividend yield	**	—	—	—
Weighted average fair value of options granted	**	$14.40	$12.98	$12.33

** There were no stock options granted in the three months ended June 30, 2018.

The Company granted 0.8 million and 1.0 million restricted stock units (RSUs) during each of the nine months ended June 30, 2018 and July 1, 2017, respectively, with weighted-average grant date fair values of $40.68 and $37.99 per unit, respectively. As of June 30, 2018, there were 1.8 million unvested RSUs outstanding with a weighted-average grant date fair value of $37.99 per unit. In addition, the Company granted 0.6 million and 0.1 million performance stock units (PSUs) during the nine months ended June 30, 2018 and July 1, 2017, respectively, to members of its senior management team, which have a weighted-average grant date fair value of $40.86 and $38.84 per unit, respectively. At June 30, 2018, there were 0.7 million unvested PSUs with a weighted-average grant date fair value of $39.98 per unit. Each recipient of PSUs is eligible to receive between zero and 200% of the target number of shares of the Company's common stock at the end of three years provided the Company's defined Return on Invested Capital metrics are achieved. The Company is recognizing compensation expense ratably over the required service period based on its estimate of the number of shares that will vest. If there is a change in the estimate of the number of shares that are probable of vesting, the Company cumulatively adjusts compensation expense in the period that the change in estimate is made. The Company also granted 0.3 million and 0.1 million market based awards (MSUs) to its senior management team during the nine months ended June 30, 2018 and July 1, 2017, respectively. At June 30, 2018, there were 0.4 million unvested MSUs with a weighted-average grant date fair value of $48.98 per unit. Each recipient of MSUs is eligible to receive between zero and 200% of the target number of shares of the Company's common stock at the end of three years based upon achieving a certain total shareholder return relative to a defined peer group. The MSUs were valued at $49.45 and $48.90 per share using the Monte Carlo simulation model. The Company is recognizing compensation expense for the MSUs ratably over the service period.

At June 30, 2018, there was $29.7 million and $78.9 million of unrecognized compensation expense related to stock options and stock units (comprised of RSUs and PSUs), respectively, to be recognized over a weighted-average period of 2.7 and 2.1 years, respectively.

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(10) Disposition

Blood Screening Business

On December 14, 2016, the Company entered into a definitive agreement to sell the assets of its blood screening business to its long-time commercial partner, Grifols for a sales price of $1.85 billion in cash, subject to adjustment based on an estimated closing amount of inventory. The divestiture was completed on January 31, 2017, and the Company received $1.865 billion. The sale resulted in a gain of $899.7 million recorded in the second quarter of fiscal 2017 within operations in the Consolidated Statements of Operations. As a result of this disposition and proceeds received, the Company recorded a tax obligation of $649.5 million, which was paid in fiscal 2017. Upon the closing of the transaction, the Company's existing collaboration agreement with Grifols terminated, and a new collaboration agreement was executed as part of this transaction pursuant to which the Company provides certain research and development services to Grifols. In addition, the Company agreed to provide transition services to Grifols over the following two to three years depending on the nature of the respective service, including the manufacture of inventory. The Company also agreed to sell Panther instrumentation and certain supplies to Grifols as part of a long term supply agreement. In determining the accounting for the multiple elements of the overall arrangement, the Company allocated $13.1 million of the proceeds to these elements based on their estimated fair values.

The Company determined this disposal did not qualify to be reported as a discontinued operation as the blood screening business was deemed not to be strategic to the Company and has not had and will not have a major effect on the Company's operations and financial results. Under the previous collaboration agreement, the Company performed research and development activities and manufacturing, while Grifols performed the commercial and distribution activities. The blood screening business was embedded within the Company's molecular diagnostics business, and the Company retains ownership and will continue to use the intellectual property for the underlying technology of its molecular diagnostics assays and instrumentation.
Income from operations of the disposed business noted below represents the pretax profit of the business as it was operated prior to the date of disposition. The operating expenses include only those that were incurred directly by and were retained by the disposed business and are now incurred by Grifols. As noted above, the Company is performing a number of transition services and the financial impact from these services are not included in income from operations presented below. The Company is in effect serving as a contract manufacturer of assays for Grifols for a 2 to 3 year period from the date of disposal. For the three and nine month periods ended July 1, 2017, revenue of the disposed business was $0.0 million and $96.5 million, respectively, and income from operations of the disposed business was $0.0 million and $45.8 million, respectively. Under the long term supply agreement, transition services agreement to manufacture assays and research and development services, the Company recorded revenue of $18.6 million and $42.5 million for the three and nine months ended June 30, 2018.

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(11) Other Balance Sheet Information

	June 30, 2018	September 30, 2017
Inventories		
Raw materials	$ 124.9	$ 95.7
Work-in-process	52.1	45.0
Finished goods	193.5	190.9
	$ 370.5	$ 331.6

Property, plant and equipment		
Equipment	$378.1	$357.9
Equipment under customer usage agreements	390.1	368.7
Building and improvements	173.5	172.0
Leasehold improvements	62.3	60.6
Land	46.4	46.3
Furniture and fixtures	20.7	20.8
	1,071.1	1,026.3
Less – accumulated depreciation and amortization	(609.6)	(553.5)
	$461.5	$472.8

(12) Business Segments and Geographic Information

The Company has five reportable segments: Diagnostics, Breast Health, Medical Aesthetics, GYN Surgical and Skeletal Health. Certain reportable segments represent an aggregation of operating units within each segment. The Company measures and evaluates its reportable segments based on segment revenues and operating income adjusted to exclude the effect of non-cash charges, such as intangible asset amortization expense, intangible asset and goodwill impairment charges, acquisition related fair value adjustments and integration expenses, restructuring, divestiture and facility consolidation charges and other one-time or unusual items.

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Identifiable assets for the five principal operating segments consist of inventories, intangible assets, goodwill, and property, plant and equipment. The Company fully allocates depreciation expense to its five reportable segments. The Company has presented all other identifiable assets as corporate assets. There were no inter-segment revenues during the three and nine months ended June 30, 2018 and July 1, 2017. Segment information is as follows:

	Three Months Ended		Nine Months Ended	
	June 30, 2018	July 1, 2017	June 30, 2018	July 1, 2017
Total revenues:				
Diagnostics	$294.2	$284.1	$858.5	$905.4
Breast Health	307.9	283.7	896.0	837.4
Medical Aesthetics	91.7	110.0	268.5	126.1
GYN Surgical	107.7	106.5	314.7	322.4
Skeletal Health	22.5	21.8	66.8	64.6
	$824.0	$806.1	$2,404.5	$2,255.9
Income (loss) from operations:				
Diagnostics	$32.3	$36.8	$103.1	$1,007.8
Breast Health	100.0	99.2	291.2	277.1
Medical Aesthetics	(22.2)	(45.4)	(805.3)	(69.9)
GYN Surgical	22.9	25.6	71.1	52.9
Skeletal Health	0.1	(1.2)	3.0	(7.0)
	$133.1	$115.0	$(336.9)	$1,260.9
Depreciation and amortization:				
Diagnostics	$64.6	$64.7	$193.4	$214.0
Breast Health	5.8	5.0	16.2	14.7
Medical Aesthetics	26.9	24.7	82.4	27.3
GYN Surgical	23.0	23.7	68.7	72.2
Skeletal Health	0.2	0.2	0.5	0.5
	$120.5	$118.3	$361.2	$328.7
Capital expenditures:				
Diagnostics	$12.8	$13.0	$38.7	$34.7
Breast Health	4.5	3.2	11.8	7.2
Medical Aesthetics	1.6	3.3	6.7	3.7
GYN Surgical	2.5	3.5	8.2	10.9
Skeletal Health	1.3	0.2	2.1	0.5
Corporate	2.0	1.1	6.0	17.0
	$24.7	$24.3	$73.5	$74.0

	June 30, 2018	September 30, 2017
Identifiable assets:		
Diagnostics	$2,487.7	$ 2,621.6
Breast Health	866.1	824.0
Medical Aesthetics	939.1	1,751.2
GYN Surgical	1,434.2	1,494.6
Skeletal Health	28.1	25.5
Corporate	1,336.2	1,262.7
	$7,091.4	$ 7,979.6

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The Company had no customers that represented greater than 10% of consolidated revenues during the three and nine months ended June 30, 2018 and July 1, 2017.

The Company operates in the following major geographic areas as noted in the below chart. Revenue data is based upon customer location. Other than the United States, no single country accounted for more than 10% of consolidated revenues. The Company's sales in Europe are predominantly derived from France, Germany and the United Kingdom. The Company's sales in Asia-Pacific are predominantly derived from China, Australia and Japan. The "Rest of World" designation includes Canada, Latin America and the Middle East.

Revenues by geography as a percentage of total revenues were as follows:

	Three Months Ended		Nine Months Ended	
	June 30, 2018	July 1, 2017	June 30, 2018	July 1, 2017
United States	74.9 %	76.7 %	75.0 %	78.1 %
Europe	11.4 %	9.4 %	11.8 %	9.9 %
Asia-Pacific	9.0 %	8.7 %	8.5 %	7.9 %
Rest of World	4.7 %	5.2 %	4.7 %	4.1 %
	100.0%	100.0%	100.0%	100.0%

(13) Income Taxes

In accordance with ASC 740, Income Taxes (ASC 740), each interim period is considered integral to the annual period, and tax expense is measured using an estimated annual effective tax rate. An entity is required to record income tax expense each quarter based on its annual effective tax rate estimated for the full fiscal year and use that rate to provide for income taxes on a current year-to-date basis, adjusted for discrete taxable events that occur during the interim period.

The Company's effective tax rate for the three and nine months ended June 30, 2018 was a benefit of 7.2% and 67.0%, respectively, compared to a provision of 20.1% and 41.9%, respectively, for the corresponding periods in the prior year. For the current three month period, the effective tax rate was lower than the statutory tax rate primarily due to a revision in the provisional transition tax liability resulting from revising the estimate of the overall earnings and profits on which the transaction tax is based and earnings in jurisdictions subject to lower tax rates. For the current nine month period, the effective tax rate benefit was higher than the statutory tax rate primarily due to the favorable impact of the Tax Cuts and Jobs Act (the "Act") enacted on December 22, 2017, partially offset by the unfavorable impact of the Medical Aesthetic goodwill impairment charge, substantially all of which is non-deductible. As a result of the Act, U.S. corporations are subject to lower income tax rates, and the Company was required to remeasure its U.S. net deferred tax liabilities at a lower rate resulting in a net benefit of $354.5 million recorded in the provision for income taxes. For the three month period ended July 1, 2017, the effective tax rate was lower than the statutory tax rate primarily due to earnings in jurisdictions subject to lower tax rates, the domestic production activities deduction benefit, stock compensation tax benefits and federal and state tax credits. For the nine month period ended July 1, 2017, the effective tax rate was higher than the statutory tax rate primarily due to the gain on the sale of the blood screening business as the tax basis of the assets sold was lower than the book basis, partially offset by earnings in jurisdictions subject to lower tax rates, the domestic production activities deduction benefit, the reversal of reserves from settling open audits, stock compensation tax benefits and federal and state tax credits.

U.S. Tax Reform

The Act reduces the U.S. federal corporate income tax rate from 35% to 21%, requires companies to pay a one-time transition tax on earnings of certain foreign subsidiaries that were previously tax deferred, and creates new taxes on certain foreign sourced earnings.

As of June 30, 2018, the Company has not completed its accounting for the tax effects of enactment of the Act; however, as described below, the Company has made a reasonable estimate of the effects on its existing deferred tax

balances and the one-time transition tax, and recognized a provisional net benefit of $354.5 million, which is included in income tax expense.

On December 22, 2017, the SEC issued Staff Accounting Bulletin No. 118, Income Tax Accounting Implications of the Tax Cuts and Jobs Act ("SAB 118") directing SEC registrants to consider the impact of the U.S. legislation as "provisional" when it does not have the necessary information available, prepared or analyzed (including computations) in reasonable detail to complete

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its accounting for the change in tax law. In accordance with SAB 118, the additional estimated net income tax benefit of $354.5 million represents the Company’s best estimate based on its interpretation of the U.S. legislation as the Company is still accumulating data to finalize the underlying calculations, or in certain cases, the U.S. Treasury is expected to issue further guidance on the application of certain provisions of the U.S. legislation.

In the three months ended December 30, 2017, the Company revised its estimated annual effective rate to reflect a change in the federal statutory income tax rate from 35% to 21%. The rate change is administratively effective at the beginning of the Company’s fiscal year, resulting in a blended rate for the annual period. The Company's blended statutory income tax rate for fiscal 2018 is 24.5%.

Deferred tax assets and liabilities: The Company re-measured certain deferred tax assets and liabilities based on the rates at which they are expected to reverse in the future, which is 24.5% for fiscal 2018 reversals and 21% for post-fiscal 2018 reversals. However, the Company is still analyzing certain aspects of the Act and refining its calculations, which could potentially affect the measurement of these balances or potentially give rise to new deferred tax amounts. The provisional net benefit amount recorded related to the re-measurement of the Company’s deferred tax balance was $354.5 million.

Foreign tax effects: The one-time transition tax is based on the Company’s total post-1986 earnings and profits (E&P) which were previously deferred from U.S. income taxes. In the first quarter of fiscal 2018, the Company recorded a provisional amount for the one-time transition tax liability related to the deemed repatriation of the earnings of its foreign subsidiaries, resulting in an increase in income tax expense of $26.0 million. In the third quarter of fiscal 2018, the Company revised its initial estimate of the overall E&P on which the transition tax is based and reversed the amount recorded in the first quarter. The Company has not yet finalized its calculation of the total post-1986 E&P for these foreign subsidiaries. Further, the transition tax is based in part on the amount of those earnings held in cash and other specified assets. This amount may change when the Company finalizes the calculation of its post-1986 foreign E&P previously deferred from U.S. federal taxation and finalizes the amounts held in cash or other specified assets. No additional income taxes have been provided for any remaining undistributed foreign earnings not subject to the transition tax and any additional outside basis difference inherent in these entities as these amounts continue to be indefinitely reinvested in foreign operations. The Company continues to evaluate this assertion in its ongoing analysis of the effects of tax reform on the Company's strategic initiatives. The Company believes that determining the amount of unrecognized deferred tax liability related to any remaining undistributed foreign earnings not subject to the transition tax and additional outside basis differences in these entities (i.e., basis differences in excess of those subject to the one time transition tax) is not practicable.

Further, starting in fiscal 2019, the Act subjects a U.S. shareholder of a controlled foreign corporation to current tax on “global intangible low-taxed income” (GILTI) and establishes a tax on certain payments from corporations subject to US tax to related foreign persons, also referred to as base erosion and anti-abuse tax (BEAT).

Because of the complexity of the new international tax provisions not applicable to the Company until fiscal 2019, the Company is continuing to evaluate these provisions of the Act and the application of ASC 740.

Non-Income Tax Matters

The Company is subject to tax examinations for value added, sales-based, payroll and other non-income tax items. A number of these examinations are ongoing in various jurisdictions. The Company takes certain non-income tax positions in the jurisdictions in which it operates pursuant to ASC 450. In the normal course of business, the Company's positions and conclusions related to its non-income tax positions could be challenged, resulting in assessments by governmental authorities.

In January 2018, the Company settled an ongoing state tax audit for approximately $11.0 million, resulting in a reversal of $4.0 million recorded to general and administrative expenses in the first quarter of fiscal 2018.

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(14) Intangible Assets and Goodwill

Intangible assets consisted of the following:

Description	As of June 30, 2018		As of September 30, 2017	
	Gross Carrying Value	Accumulated Amortization	Gross Carrying Value	Accumulated Amortization
Acquired intangible assets:				
Developed technology	$4,528.8	$ 2,425.8	$4,528.7	$ 2,186.8
In-process research and development	—	—	46.0	—
Customer relationships	557.4	420.0	552.8	393.8
Trade names	310.3	170.4	310.3	156.4
Distribution agreement	42.0	6.7	42.0	2.8
Non-competition agreements	1.5	0.5	1.5	0.1
Business licenses	2.4	2.2	2.4	2.2
Total acquired intangible assets	$5,442.4	$ 3,025.6	$5,483.7	$ 2,742.1
Internal-use software	69.3	51.7	64.5	46.1
Capitalized software embedded in products	18.3	3.7	14.3	2.0
Total intangible assets	$5,530.0	$ 3,081.0	$5,562.5	$ 2,790.2

The estimated remaining amortization expense of the Company's acquired intangible assets as of June 30, 2018 for each of the five succeeding fiscal years is as follows:

Remainder of Fiscal 2018	$94.2
Fiscal 2019	$365.9
Fiscal 2020	$354.7
Fiscal 2021	$333.1
Fiscal 2022	$320.4

Goodwill

During the second quarter of fiscal 2018, in connection with commencing its company-wide annual budgeting and strategic planning process, evaluating its current operating performance of its Medical Aesthetics reporting unit, and abandoning an in-process research and development project, the Company reduced its short term and long term revenue and operating income forecasts and determined that indicators of impairment existed in its Medical Aesthetics reporting unit. The Medical Aesthetics reporting unit is solely comprised of the Cynosure business, which the Company acquired on March 22, 2017. The updated forecast reflected significantly reduced volume and market penetration projections resulting in lower short-term and long-term profitability than expected at the time of the Cynosure acquisition. As a result of these current events and circumstances, the Company determined that it was more likely than not that this change would reduce the fair value of the reporting unit below its carrying amount. In performing the impairment test, the Company utilized the single step approach under Accounting Standards Update No. 2017-04, Intangibles-Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment (ASU 2017-04). The goodwill impairment test requires a comparison of the carrying value of the Medical Aesthetics reporting unit to its estimated fair value. To estimate the fair value of the reporting unit, the Company utilized the income approach. The income approach is based on a discounted cash flow (DCF) analysis and calculates the fair value by estimating the after-tax cash flows attributable to the reporting unit and then discounting the after-tax cash flows to present value using a risk-adjusted discount rate. Assumptions used in the DCF require significant judgment, including judgment about appropriate discount rates and terminal values, growth rates, and the amount and timing of expected future cash flows. The forecasted cash flows were based on the Company's most recent budget and strategic plan and for period beyond the strategic plan, the Company's estimates are based on assumed growth rates expected as of the measurement date. The Company believes its assumptions were consistent with the plans and estimates used to

manage the underlying business. The discount rate used is intended to reflect the risks inherent in future cash flow projections and was based on an estimate of the weighted average cost of capital (WACC) of market participants relative to the reporting unit. The basis of fair value for Medical Aesthetics assumed

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the reporting unit would be purchased or sold in a non-taxable transaction, and the discount rate of 12.0% applied to the after-tax cash flows was consistent with that used in the purchase accounting performed in fiscal 2017. As a result of this analysis, the fair value of the Medical Aesthetic reporting unit was significantly below its carrying value, and the Company recorded a goodwill impairment charge of $685.7 million during the second quarter of fiscal 2018. This reporting unit now has a goodwill value of zero. The Company believes its assumptions used to determine the fair value of the reporting unit are reasonable. Actual operating results and the related cash flows of the reporting units could differ from the estimated operating results and related cash flows.

Due to the presence of impairment indicators, the Company also performed an impairment test of this reporting unit's long-lived assets. This impairment evaluation was based on expectations of future undiscounted cash flows compared to the carrying value of the long-lived assets. The Company's cash flow estimates were consistent with those used in the goodwill impairment test discussed above. Based on this analysis, the undiscounted cash flows of the Medical Aesthetics long-lived assets were in excess of their carrying value and thus deemed to not be impaired. The Company believes its procedures for estimating future cash flows were reasonable and consistent with market conditions at the time of estimation.

(15) Product Warranties

Product warranty activity was as follows:

	Balance at Beginning of Period	Provisions	Acquired	Settlements/ Adjustments	Balance at End of Period
Nine Months Ended:					
June 30, 2018	$ 17.0	$ 13.1	$ —	$ (14.5)	$ 15.6
July 1, 2017	$ 5.0	$ 12.1	$ 9.9	$ (9.3)	$ 17.7

(16) Accumulated Other Comprehensive Loss

The following tables summarize the changes in accumulated balances of other comprehensive loss for the periods presented:

	Three Months Ended June 30, 2018				Nine Months Ended June 30, 2018				
	Foreign Currency Translation	Pension Plans	Hedged Interest Rate Caps	Total	Foreign Currency Translation	Marketable Securities	Pension Plans	Hedged Interest Rate Caps	Total
Beginning Balance	$(2.9)	$(1.0)	$ 3.3	$(0.6)	$(18.5)	$ (0.4)	$(1.6)	$ 4.3	$(16.2)
Other comprehensive income (loss) before reclassifications	(17.9)	—	(0.5)	(18.4)	(2.3)	—	0.6	(4.1)	(5.8)
Amounts reclassified to statement of income	—	—	0.4	0.4	—	0.4	—	3.0	3.4
Ending Balance	$(20.8)	$(1.0)	$ 3.2	$(18.6)	$(20.8)	$ —	$(1.0)	$ 3.2	$(18.6)

	Three Months Ended July 1, 2017				Nine Months Ended July 1, 2017				
	Foreign Currency Translation	Marketable Securities	Pension Plans	Hedged Interest Rate Caps	Total	Foreign Currency Translation	Marketable Securities	Pension Plans	Hedged Interest Rate Caps	Total
Beginning Balance	$(38.4)	$ (0.3)	$(2.5)	$ 1.0	$(40.2)	$(26.1)	$ (0.3)	$(2.5)	$(3.4)	$(32.3)
	11.6	—	—	(0.4)	11.2	(0.7)	2.4	—	0.7	2.4

Other comprehensive income (loss) before reclassifications										
Amounts reclassified to statement of income	—	—	—	1.6	1.6	—	(2.4)	—	4.9	2.5
Ending Balance	$(26.8)	$ (0.3)	$(2.5)	$ 2.2	$(27.4)	$(26.8)	$ (0.3)	$(2.5)	$ 2.2	$(27.4)

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In the first quarter of fiscal 2017, one of the Company's cost-method equity investments became a marketable security, and the Company recorded the increase in value on a gross basis of $4.0 million to other comprehensive income.

(17) Share Repurchase

On June 21, 2016, the Company's Board of Directors authorized the repurchase of up to $500.0 million of the Company's outstanding common stock over a five-year period. During the nine months ended June 30, 2018, the Company repurchased 5.0 million shares of its common stock for total consideration of $187.3 million. As of June 30, 2018, $112.8 million remained available to be repurchased under this authorization.

On June 13, 2018, the Company's Board of Directors authorized another share repurchase plan to repurchase up to $500.0 million of the Company's outstanding common stock. This share repurchase plan, which replaces the prior plan, is effective August 1, 2018 and expires on June 13, 2023.

(18) New Accounting Pronouncements

See Note 1 for Recently Adopted Accounting Pronouncements

In October 2016, the FASB issued ASU No. 2016-16, Income Taxes (Topic 740). The guidance requires companies to recognize the income tax effects of intercompany sales and transfers of assets, other than inventory, in the income statement as income tax expense (or benefit) in the period in which the transfer occurs. The guidance is effective for annual periods beginning after December 15, 2017, and is applicable to the Company in fiscal 2019. Early adoption is permitted as of the beginning of an annual reporting period. The Company is currently evaluating the impact of the adoption of ASU 2016-16 on its consolidated financial position and results of operations.

In August 2016, the FASB issued ASU No. 2016-15, Statement of Cash Flow (Topic 230). The guidance reduces diversity in how certain cash receipts and cash payments are presented and classified in the Statements of Cash Flows. Certain of ASU 2016-15 requirements are as follows: 1) cash payments for debt prepayment or debt extinguishment costs should be classified as cash outflows for financing activities, 2) contingent consideration payments made soon after a business combination should be classified as cash outflows for investing activities and cash payment made thereafter should be classified as cash outflows for financing up to the amount of the contingent consideration liability recognized at the acquisition date with any excess classified as operating activities, 3) cash proceeds from the settlement of insurance claims should be classified on the basis of the nature of the loss, 4) cash proceeds from the settlement of Corporate-Owned Life Insurance (COLI) Policies should be classified as cash inflows from investing activities and cash payments for premiums on COLI policies may be classified as cash outflows for investing activities, operating activities, or a combination of investing and operating activities, and 5) cash paid to a tax authority by an employer when withholding shares from an employee's award for tax-withholding purposes should be classified as cash outflows for financing activities. The guidance is effective for annual periods beginning after December 15, 2017, and is applicable to the Company in fiscal 2019. Early adoption is permitted. The adoption of ASU 2016-15 is not expected to have a material effect on the Company's consolidated financial statements.

In June 2016, the FASB issued ASU No. 2016-13, Financial Instruments - Credit Losses (Topic 326). The guidance requires that financial assets measured at amortized cost be presented at the net amount expected to be collected. The allowance for credit losses is a valuation account that is deducted from the amortized cost basis. The income statement reflects the measurement of credit losses for newly recognized financial assets, as well as the expected credit losses during the period. The measurement of expected credit losses is based upon historical experience, current conditions, and reasonable and supportable forecasts that affect the collectability of the reported amount. Credit losses relating to available-for-sale debt securities will be recorded through an allowance for credit losses rather than as a direct write-down to the security. The updated guidance is effective for annual periods beginning after December 15, 2019, and is applicable to the Company in fiscal 2021. Early adoption is permitted. The Company is currently evaluating the impact of the adoption of ASU 2016-13 on its consolidated financial position and results of operations.

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842). The guidance requires an entity to recognize a right-of-use asset and a lease liability for virtually all of its leases with terms of more than 12 months. Recognition, measurement and presentation of expenses will depend on classification as a finance or operating lease. The amendments also require certain quantitative and qualitative disclosures about leasing arrangements. In July 2018, the FASB issued ASU No. 2018-10, Codification Improvements to Topic 842, Leases, to clarify specific guidance issued in ASC 2016-02. The guidance for both ASU 2016-02 and ASU 2018-10 is effective for annual periods beginning after December 15, 2018, and is applicable to the Company in fiscal 2020. Early adoption is permitted. The updated guidance requires a modified retrospective adoption.

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The Company is currently evaluating the anticipated impact of the adoption of ASU 2016-02 and ASU 2018-10 on its consolidated financial position and results of operations.

In January 2016, the FASB issued ASU No. 2016-01, Financial Instruments - Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities. This guidance changes how entities measure equity investments that do not result in consolidation and are not accounted for under the equity method. Entities will be required to measure these investments at fair value at the end of each reporting period and recognize changes in fair value in net income. A practicability exception will be available for equity investments that do not have readily determinable fair values (e.g. cost method investments), however; the exception requires the Company to consider relevant transactions that can be reasonably known to identify any observable price changes that would impact the fair value. This guidance also changes certain disclosure requirements and other aspects of current U.S. GAAP. This guidance is effective for annual periods beginning after December 15, 2017, and is applicable to the Company in fiscal 2019. Early adoption is permitted. The Company is currently evaluating the anticipated impact of the adoption of ASU 2016-01 on its consolidated financial position and results of operations.

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606), which provides guidance for revenue recognition. This ASU is applicable to any entity that either enters into contracts with customers to transfer goods or services or enters into contracts for the transfer of nonfinancial assets. ASU 2014-09 will supersede the revenue recognition requirements in Topic 605, Revenue Recognition, and most industry-specific guidance. The standard’s core principle is that a company will recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled to receive in exchange for those goods or services. In doing so, companies will need to use more judgment and make more estimates than under current U.S. GAAP. These judgments may include identifying performance obligations in the contract, estimating the amount of variable consideration to include in the transaction price and allocating the transaction price to each separate performance obligation. ASU 2014-09 is effective prospectively for fiscal years, and interim reporting periods within those years, beginning after December 15, 2017, which is fiscal 2019 for the Company. The Company will adopt Topic 606 effective September 30, 2018 and has established a cross-functional team to evaluate and implement the new revenue recognition rules. The Company will adopt Topic 606 using the modified retrospective method but has not finalized evaluating the anticipated impact of the adoption of ASU 2014-09 on its consolidated financial position and results of operations.

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

CAUTIONARY STATEMENT

Some of the statements contained in this report are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These statements involve known and unknown risks, uncertainties and other factors which may cause our or our industry's actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Forward-looking statements may include, but are not limited to, statements regarding:

- the effect of the continuing worldwide macroeconomic uncertainty, including the UK's decision to leave the European Union, on our business and results of operations;
- the coverage and reimbursement decisions of third-party payors and the guidelines, recommendations, and studies published by various organizations relating to the use of our products and treatments;
- the uncertainty of the impact of cost containment efforts and federal healthcare reform legislation on our business and results of operations;
- the ability to successfully manage ongoing organizational and strategic changes, including our ability to attract, motivate and retain key employees;
- the impact and anticipated benefits of completed acquisitions, including our acquisition of Cynosure, Inc. in the second quarter of fiscal 2017, and acquisitions we may complete in the future;
- the effect of the current trade war between the U.S. and other nations, most notably China, and the impending impact of tariffs on the sale of our products in those countries and potential increased costs we may incur to purchase materials from our suppliers to manufacture our products;
- the ability to consolidate certain of our manufacturing and other operations on a timely basis and within budget, without disrupting our business and to achieve anticipated cost synergies related to such actions;
- our goal of expanding our market positions;
- the development of new competitive technologies and products;
- regulatory approvals and clearances for our products;
- production schedules for our products;
- the anticipated development of markets we sell our products into and the success of our products in these markets;
- the anticipated performance and benefits of our products;
- business strategies;
- estimated asset and liability values;
- the impact and costs and expenses of any litigation we may be subject to now or in the future;
- our compliance with covenants contained in our debt agreements;
- anticipated trends relating to our financial condition or results of operations, including the impact of interest rate and foreign currency exchange fluctuations; and
- our capital resources and the adequacy thereof.

In some cases, you can identify forward-looking statements by terms such as "may," "will," "should," "could," "would," "expe "plans," "anticipates," "believes," "estimates," "projects," "predicts," "potential" and similar expressions intended to identify forward-looking statements. These statements are only predictions and involve known and unknown risks, uncertainties, and other factors that may cause our actual results, levels of activity, performance, or achievements to be materially different from any future results, levels of activity, performance, or achievements expressed or implied by such forward-looking statements. Given these uncertainties, you should not place undue reliance on these forward-looking statements. Also, these forward-looking statements represent our estimates and assumptions only as of the date of this report. Except as otherwise required by law, we expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statement contained in this report to reflect any change in our expectations or any change in events, conditions or circumstances on which any of our forward-looking statements are based. Factors that could cause or contribute to differences in our future financial results include the cautionary statements set forth herein and in our other filings with the Securities and Exchange Commission,

including those set forth under "Risk Factors" set forth in Part II, Item 1A of this Quarterly Report, if any, as well as those described in our Annual Report on Form 10-K for the fiscal year ended September 30, 2017 or any other of our subsequently filed reports. We qualify all of our forward-looking statements by these cautionary statements.

OVERVIEW

We are a developer, manufacturer and supplier of premium diagnostics products, medical imaging systems and surgical products with an emphasis on women's health. On March 22, 2017, we acquired Cynosure, Inc., or Cynosure. Cynosure is a developer, manufacturer and supplier of a broad array of light-based aesthetic and medical treatment systems. The products are used to provide a diverse range of treatment applications such as non-invasive body contouring, hair removal, skin revitalization and scar reduction, as well as the treatment of vascular lesions. The Cynosure business is referred to as Medical Aesthetics and operates as a separate business segment. As a result of our acquisition of Cynosure, we operate in five segments: Diagnostics, Breast Health, Medical Aesthetics, GYN Surgical and Skeletal Health. We sell and service our products through a combination of direct sales and service personnel and a network of independent distributors and sales representatives.

We offer a wide range of diagnostic products which are used primarily to aid in the diagnosis of human diseases and through January 31, 2017, we offered products that screened donated human blood and plasma. Our primary diagnostics products include our Aptima family of assays, which run on our advanced instrumentation systems (Panther and Tigris), our ThinPrep system, the Rapid Fetal Fibronectin Test and, through January 31, 2017, our Procleix blood screening assays. The Aptima family of assays is used to detect, among other things, the infectious microorganisms that cause the common sexually transmitted diseases, or STDs, chlamydia and gonorrhea, certain high-risk strains of human papillomavirus, or HPV, and Trichomonas vaginalis, the parasite that causes trichomoniasis. The ThinPrep System is primarily used in cytology applications, such as cervical cancer screening, and the Rapid Fetal Fibronectin Test assists physicians in assessing the risk of pre-term birth. In blood screening, we developed and manufactured the Procleix family of assays, which are used to detect various infectious diseases. These blood screening products were marketed worldwide by our former blood screening collaborator, Grifols S.A., or Grifols, to whom we sold the blood screening business.

In the first quarter of fiscal 2017, we entered into a definitive agreement to sell our blood screening business to Grifols for a sales price of $1.85 billion in cash, subject to adjustment based on the closing amount of inventory. The transaction closed on January 31, 2017 and we received $1.865 billion. The sales price was subject to adjustment based on a finalization of inventory provided to Grifols. The sale resulted in a gain of $899.7 million recorded in the second quarter of fiscal 2017. As a result of this disposition and proceeds received, we recorded a tax obligation of $649.5 million, which was paid in fiscal 2017. Upon the closing of the transaction, our existing collaboration agreement with Grifols terminated, and a new collaboration agreement was executed as part of this transaction for us to provide certain research and development services to Grifols. In addition, we agreed to provide transition services to Grifols over a two to three year period depending on the nature of the respective service, including the manufacture of inventory, and we are in effect serving as a contract manufacturer of assays for Grifols for a two to three year period from the disposal date. We also agreed to sell Panther instrumentation and certain supplies to Grifols as part of a long term supply agreement. Following the closing of this disposition, we no longer operate our blood screening business, except to the limited extent we have agreed to support Grifols. Under the long term supply agreement, transition services agreement to manufacture assays, and research and development services, we recognized revenues of $18.6 million and $42.5 million for the three and nine months ended June 30, 2018. For the disposed blood screening business, in the third quarter and year to date period of fiscal 2017, revenue was $0.0 million and $96.5 million, respectively, gross profit was $0.0 million and $64.8 million, respectively, and operating income was $0.0 million and $45.8 million, respectively. Revenue, gross profit and operating income of the disposed business represents the financial impact of the business as it was operated prior to the date of disposition. The operating expenses include only those that were incurred directly by and were retained by the disposed business and are now incurred by Grifols. See Note 10 to our consolidated financial statements included herein.

Our Breast Health products include a broad portfolio of breast imaging and related products and accessories, including digital mammography systems, computer-aided detection, or CAD, for mammography and minimally invasive breast biopsy devices, breast biopsy site markers, and breast biopsy guidance systems. Our most advanced breast imaging platform, Dimensions, utilizes a technology called tomosynthesis to produce 3D images that show multiple contiguous slice images of the breast, which we refer to as the Genius 3D Mammography exam, as well as conventional 2D full field digital mammography images. Our clinical results for FDA approval demonstrated that conventional 2D digital

mammography with the addition of 3D tomosynthesis is superior to 2D digital mammography alone for both screening and diagnostics.

Our Medical Aesthetics segment offers a portfolio of aesthetic treatment systems, including SculpSure, PicoSure, MonaLisa Touch and TempSure that enable plastic surgeons, dermatologists and other medical practitioners to perform non-invasive and minimally invasive procedures to remove hair, treat vascular and benign pigmented lesions, remove multi-colored tattoos, revitalize the skin, reduce fat through laser lipolysis, reduce cellulite, clear nails infected by toe fungus, ablate sweat glands and improve gynecologic health. This segment also markets radio frequency, or RF, energy sourced medical devices for precision surgical applications such as facial plastic and general surgery, gynecology, ear, nose, and throat procedures, back and thigh procedures, ophthalmology, oral and maxillofacial surgery, podiatry and proctology.

Our GYN Surgical products include our NovaSure Endometrial Ablation System, or NovaSure, and our MyoSure Hysteroscopic Tissue Removal System, or MyoSure. The NovaSure endometrial ablation is a one-time procedure for the treatment of abnormal uterine bleeding. MyoSure tissue removal is a minimally invasive procedure that targets and removes fibroids, polyps, and other pathology within the uterus.

Our Skeletal Health segment offers Discovery and Horizon X-ray bone densitometers that assess the bone density of fracture sites; and mini C-arm imaging systems that assist in performing minimally invasive surgical procedures on a patient's extremities, such as the hand, wrist, knee, foot, and ankle.

Unless the context otherwise requires, references to we, us, Hologic or our company refer to Hologic, Inc. and its consolidated subsidiaries.

Trademark Notice

Hologic is a trademark of Hologic, Inc. Other trademarks, logos, and slogans registered or used by Hologic and its divisions and subsidiaries in the United States and other countries include, but are not limited to, the following: 2D Dimensions, 3Dimensions, 3D Mammography, AccuProbe, Affirm Prone, Aptima, ATEC, Brevera, C-View, Cervista, Cynosure, Dimensions, Discovery, Eviva, Fluoroscan, Gen-Probe, Genius, Genius 3D, Genius 3D Mammography, Horizon, Icon, Invader, Medicor, MedLite, MultiCare, MyoSure, NovaSure, PACE, Panther, PicoSure, Procleix, Prodesse, Progensa, Rapid Fibronectin Test, SculpSure, TempSure, ThinPrep, and Tigris.

Procleix, Ultrio, and Ultrio Plus are trademarks of Grifols Worldwide Operations Limited. MonaLisa Touch is a registered trademark of DEKA M.E.L.A. Srl-Calenzano-Italy.

ACQUISITIONS

Cynosure, Inc.

On March 22, 2017, we completed the acquisition of Cynosure. The acquisition was funded through available cash, and the total purchase price was $1.66 billion.

The allocation of the purchase price was based on estimates of the fair value of assets acquired and liabilities assumed as of March 22, 2017. As part of the purchase price allocation, the Company determined the identifiable intangible assets were developed technology of $736.0 million, in-process research and development of $107.0 million, trade names of $74.0 million, a distribution agreement of $42.0 million and customer relationships of $35.0 million. The fair value of the intangible assets was estimated using the income approach, specifically the excess earning method and relief from royalty method, and the cash flow projections were discounted using rates ranging from 11% to 12%. The cash flows were based on estimates used to price the transaction, and the discount rates applied were benchmarked with reference to the implied rate of return from the transaction model and the weighted average cost of capital.

The developed technology assets comprise know-how, patents and technologies embedded in Cynosure’s products and relate to currently marketed products. In-process research and development projects relate to in-process projects that had not reached technological feasibility as of the acquisition date and had no alternative future use. The primary basis for determining technological feasibility of these projects is obtaining regulatory approval to market the underlying product or expected commercial release depending on the project. We recorded $107.0 million of in-process research and development assets related to three projects, which were expected to be completed during fiscal 2018 and 2019 with a preliminary cost to complete of approximately $18.0 million. All of the in-process research and development assets were valued using the multiple-period excess earnings method approach using discount rates ranging from 14% to 22%.

During the fourth quarter of fiscal 2017, we obtained regulatory approval for two projects with an aggregate fair value of $61.0 million and these assets were reclassified to developed technology. The remaining project, which had an initial fair value of $46.0 million, was abandoned in the second quarter of fiscal 2018 due to unsuccessful clinical results. As a result, the Company recorded a $46.0 million impairment charge in the second quarter of fiscal 2018.

The calculation of the excess of the purchase price over the estimated fair value of the tangible net assets and intangible assets acquired was recorded to goodwill. The factors contributing to the recognition of goodwill were based on several strategic and synergistic benefits that were expected to be realized from the Cynosure acquisition. These benefits included the expectation that the Company's entry into the aesthetics market would significantly broaden the Company's offering in women's health. The combined company was expected to benefit from a broader global presence, synergistic utilization of Hologic's direct sales force, primarily its GYN Surgical sales force, with certain Cynosure products, and the Company's entry into an adjacent cash-pay segment. During the second quarter of fiscal 2018, we identified indicators of impairment and performed an interim goodwill impairment test. This analysis resulted in us recording a goodwill impairment charge of $685.7 million in the second quarter of fiscal 2018. See "Results of Operations - Operating Expenses - Impairment of Goodwill" below, and Note 14 to our Consolidated Financial Statements included herein.

Medicor Medical Supply

On April 7, 2017, we completed the acquisition of MMS Medicor Medical Supplies GmbH, or Medicor, for a purchase price of approximately $19.0 million. Medicor was a long-standing distributor of our Breast and Skeletal Health products in Germany, Austria and Switzerland. Based on the valuation, we have allocated $5.4 million of the

purchase price to intangible assets and $8.9 million to goodwill.

Emsor, S.A.

On December 11, 2017, we completed the acquisition of Emsor S.A. ("Emsor") for a purchase price of approximately $16.3 million, which includes contingent consideration which the Company has estimated at $4.9 million. The contingent consideration is payable upon Emsor achieving predefined amounts of cumulative revenue over a two year period from the date of acquisition. Emsor was a distributor of the Company's Breast and Skeletal Health products in Spain and Portugal. Based on our preliminary valuation, we have allocated $4.6 million of the purchase price to the preliminary value of intangible assets and $5.7 million to goodwill. The allocation of the purchase price is preliminary as we continue to gather information supporting the acquired assets and liabilities.

RESULTS OF OPERATIONS

All dollar amounts in tables are presented in millions.

Product Revenues

	Three Months Ended						Nine Months Ended					
	June 30, 2018		July 1, 2017		Change		June 30, 2018		July 1, 2017		Change	
	Amount	% of Total Revenue	Amount	% of Total Revenue	Amount	%	Amount	% of Total Revenue	Amount	% of Total Revenue	Amount	%
Product Revenues												
Diagnostics	$287.9	34.9 %	$280.0	34.7 %	$7.9	2.8 %	$840.6	35.0 %	$890.3	39.5 %	$(49.7)	(5.6)%
Breast Health	191.6	23.4 %	177.1	22.0 %	14.5	8.2 %	551.8	22.9 %	515.8	22.9 %	36.0	7.0 %
Medical Aesthetics	75.9	9.2 %	96.3	12.0 %	(20.4)	(21.3)%	222.4	9.2 %	110.8	4.9 %	111.6	100.8 %
GYN Surgical	107.4	13.0 %	106.3	13.2 %	1.1	1.1 %	313.9	13.1 %	321.8	14.3 %	(7.9)	(2.5)%
Skeletal Health	15.1	1.8 %	14.4	1.8 %	0.7	4.7 %	45.0	1.9 %	43.6	1.9 %	1.4	3.2 %
	$677.9	82.3 %	$674.1	83.7 %	$3.8	0.6 %	$1,973.7	82.1 %	$1,882.3	83.5 %	$91.4	4.9 %

We generated an increase in product revenues in both the current three and nine month periods of 0.6% and 4.9%, respectively, compared to the corresponding periods in the prior year. In the current quarter, we had increases across all our business segments except Medical Aesthetics which experienced a decline in volume of SculpSure and PicoSure system sales. In the current nine month period, the increase was primarily due to our acquisition of Cynosure on March 22, 2017. Cynosure's results are reported in our Medical Aesthetics segment and is the sole business in this segment. Partially offsetting the increase in the current nine month period, our Diagnostics business product revenues declined as a result of the sale of our blood screening business effective January 31, 2017, and we had lower revenues in GYN Surgical. Excluding blood screening, Diagnostics revenues increased $10.4 million and $34.5 million in the three and nine months ended June 30, 2018, respectively, compared to the corresponding periods in the prior year. In addition, the first quarter of fiscal 2017 was a 14-week quarter and fiscal 2017 was a 53-week fiscal period.

Diagnostics product revenues increased 2.8% and decreased 5.6% in the current three and nine month periods, respectively compared to the corresponding periods in the prior year. The decrease in the current nine month period was primarily due to the decrease in blood screening revenues of $84.3 million as a result of the divestiture of the business during the second quarter of fiscal 2017, and we had four fewer selling days in the first quarter of fiscal 2018. In connection with the divestiture agreement, we have committed to providing Grifols manufacturing support through a transition services period and long term access to Panther instrumentation and certain supplies. As such, we will continue to generate a level of revenues, but much lower than historical trends. For the current three and nine month periods, product revenue under the new long term supply agreement and transition services agreement to manufacture assays for Grifols was $15.8 million and $35.0 million, respectively. Excluding the divestiture of the blood screening business, Diagnostics product revenues grew in the current three and nine month periods driven by increases in Molecular Diagnostics. The increase for the current nine month period was also due to an increase in Cytology & Perinatal and the positive foreign currency exchange impact of the weakening U.S. dollar against a number of currencies.

Molecular Diagnostics product revenue (excluding blood screening) was $151.9 million and $445.9 million for the current three and nine month periods, respectively, compared to $141.4 million and $416.0 million, respectively, in the three and nine month periods of fiscal 2017. These increases were primarily attributable to sales of our Aptima family of assays, which increased $8.2 million and $22.9 million in the current three and nine month periods on a worldwide basis due to our increased installed base of Panther instruments. This installed base is driving higher volumes of assay testing. In addition, we had an increase in international sales of our virology products for which we have recently received certain international regulatory approvals. These increases were partially offset by lower instrument sales and the loss of one week in the current nine month period compared to the corresponding period in

the prior year. Cytology & Perinatal product revenue was flat and increased $4.6 million in the current three and nine month periods, respectively, due to higher international ThinPrep volumes, partially offset by lower Perinatal revenue and lower domestic ThinPrep test volumes, which we primarily attribute to screening interval expansion, as well as a slight decline average selling prices on a worldwide basis.

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Breast Health product revenues increased 8.2% and 7.0% in the current three and nine month periods, respectively, compared to the corresponding periods in the prior year primarily due to increased unit volumes of our newest 3Dimensions and 3D Performance systems, which complement our older 3D systems, increased sales volume of our Affirm Prone table and Brevera breast biopsy system, which was recently commercially released in the U.S., an increase in Eviva and ATEC volumes internationally, and the positive foreign currency exchange impact of the weakening U.S. dollar against a number of currencies. In addition, the acquisition of Medicor and Emsor, former distributors of our products, resulted in higher mammography system revenues, primarily attributable to higher direct sales prices in their respective territories, in the current three and nine month periods. These increases were partially offset by lower sales volume of our 2D Dimensions systems on a worldwide basis and lower 3D upgrades as a result of a shift to 3D systems.

Our Medical Aesthetics business commenced in fiscal 2017 as a result of the acquisition of Cynosure effective March 22, 2017. Product revenue decreased (21.3)% in the current three month period compared to the corresponding period in the prior year primarily due to decrease in Body Contouring products revenues on a worldwide basis primarily driven by lower volume of SculpSure systems, lower Skin products revenue primarily due to lower PicoSure systems sales globally partially offset by sales in the U.S. of our new TempSure product, and lower Women's Health product sales primarily from lower sales volume of our MonaLisa Touch device. We attribute the decreases primarily to the U.S. sales force disruption since acquisition and increased competition. Product revenue increased 100.8% in the current nine month period compared to the corresponding period in the prior year primarily due to a full nine month period in fiscal 2018 compared to slightly more than three months of activity in the prior year period.

GYN Surgical product revenues increased 1.1% and decreased 2.5% in the current three and nine month periods compared to the corresponding periods in the prior year. The increase in the current quarter is primarily due to an increase in MyoSure system sales on a worldwide basis of $5.0 million partially offset by a decrease in volume of NovaSure system sales of $3.9 million, which occurred in the U.S. The decrease in the current nine month period was primarily due to lower NovaSure system sales of $21.7 million from lower U.S. volumes partially offset by an increase in MyoSure system sales on a worldwide basis of $13.8 million. We attribute the decrease in NovaSure sales primarily to increased competition and a stagnant market for endometrial ablation, partially offset by a slight increase in average selling prices from a mix shift to the higher priced NovaSure ADVANCED device. In addition, we had four fewer selling days in the current nine month period. Offsetting these decreases in the nine month period is the positive effect of the effect of foreign currency exchange rates from a weaker U.S. dollar.

Skeletal Health product revenues increased 4.7% and 3.2% in the current three and nine month periods compared to the corresponding periods in the prior year, primarily due to higher sales volume of our Horizon osteoporosis assessment product revenues on a worldwide basis, which was partially offset in the current nine month period by a decrease in our mini C-arm sales in the U.S., which we attribute primarily to competitive pressures.

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Product revenues by geography as a percentage of total product revenues were as follows:

	Three Months Ended		Nine Months Ended	
	June 30, 2018	July 1, 2017	June 30, 2018	July 1, 2017
United States	74.9 %	76.1 %	75.0 %	77.2 %
Europe	11.4 %	9.3 %	11.8 %	10.2 %
Asia-Pacific	9.0 %	9.1 %	8.5 %	8.2 %
Rest of World	4.7 %	5.5 %	4.7 %	4.4 %
	100.0 %	100.0 %	100.0 %	