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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**  
**FORM 10-K**

(Mark One)

- Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the fiscal year ended December 31, 2016  
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 0-23441

**POWER INTEGRATIONS, INC.**

(Exact name of registrant as specified in its charter)

**DELAWARE**

(State or other jurisdiction of  
Incorporation or organization)

**94-3065014**

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

**5245 Hellyer Avenue, San Jose, California**

(Address of principal executive offices)

**95138-1002**

(Zip code)

**(408) 414-9200**

(Registrant's telephone number, including area code)

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

**Title of Each Class**

**Name of Each Exchange on Which Registered**

Common Stock, \$0.001 Par Value

The NASDAQ Global Select Market

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

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

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

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

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act:

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

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

The aggregate market value of registrant's voting and non-voting common stock held by non-affiliates of registrant on June 30, 2016, the last business day of the registrant's most recently completed second fiscal quarter, was approximately \$1.2 billion, based upon the closing sale price of the common stock as reported on The NASDAQ Global Select Market. Shares of common stock held by each officer and director have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not a conclusive determination for other purposes.

Outstanding shares of registrant's common stock, \$0.001 par value, as of January 31, 2017: 29,415,049.

**DOCUMENTS INCORPORATED BY REFERENCE**

The information required by Part III of this report, to the extent not set forth herein, is incorporated by reference from the Registrant's definitive proxy statement relating to the 2017 annual meeting of stockholders, which definitive proxy statement will be filed with the Securities and Exchange Commission within 120 days after the fiscal year to which this Report relates.

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**POWER INTEGRATIONS, INC.**

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### **Cautionary Note Regarding Forward-Looking Statements**

This Annual Report on Form 10-K, including information incorporated by reference herein, includes a number of forward-looking statements that involve many risks and uncertainties. In some cases, forward-looking statements are indicated by the use of words such as “would,” “could,” “will,” “may,” “expect,” “believe,” “anticipate,” “if,” “future,” “intend,” “plan,” “estimate,” “potential,” “seek” or “continue” and similar words and phrases, including the negatives of these terms, or other variations of these terms. These statements reflect our current views with respect to future events and our potential financial performance and are subject to risks and uncertainties that could cause our actual results and financial position to differ materially and/or adversely from what is projected or implied in any forward-looking statements included in this Form 10-K. These factors include, but are not limited to: we do not have long-term contracts with any of our customers and if they fail to place, or if they cancel or reschedule orders for our products, our operating results and our business may suffer; intense competition in the high-voltage power supply industry may lead to a decrease in our average selling price and reduced sales volume of our products; if demand for our products declines in our major end markets, our net revenues will decrease; we depend on third-party suppliers to provide us with wafers for our products, and if they fail to provide us sufficient quantities of wafers, our business may suffer; if we are unable to adequately protect or enforce our intellectual property rights, we could lose market share, incur costly litigation expenses, suffer incremental price erosion or lose valuable assets, any of which could harm our operations and negatively impact our profitability; fluctuations in exchange rates, particularly the exchange rate between the U.S. dollar and the Japanese yen, Swiss franc and euro, may impact our gross margin or net income; audits of our tax returns and potential future changes in tax laws may increase the amount of taxes we are required to pay; we are engaged in intellectual property litigation, and if we do not prevail in our litigation, we will have expended significant financial resources, potentially without any benefit, and may also suffer the loss of rights to use some technologies; and the other risks factors described in Item 1A of Part I -- “Risk Factors” of this Form 10-K. We make these forward looking statements based upon information available on the date of this Form 10-K, and we have no obligation (and expressly disclaim any obligation) to update or alter any forward-looking statements, whether as a result of new information or otherwise. In evaluating these statements, you should specifically consider the risks described under Item 1A of Part I -- “Risk Factors,” Item 7 of Part II --“Management’s Discussion and Analysis of Financial Condition and Results of Operations” and elsewhere in this Annual Report on Form 10-K.

## PART I.

### Item 1. Business.

#### Overview

We design, develop and market analog and mixed-signal integrated circuits (ICs) and other electronic components and circuitry used in high-voltage power conversion. Our products are used in power converters that convert electricity from a high-voltage source (typically 48 volts or higher) to the type of power required for a specified downstream use. In most cases, this conversion entails, among other functions, converting alternating current (AC) to direct current (DC) or vice versa, reducing or increasing the voltage, and regulating the output voltage and/or current according to the customer's specifications.

A large percentage of our products are ICs used in AC-DC power supplies, which convert the high-voltage AC from a wall outlet to the low-voltage DC required by most electronic devices. Power supplies incorporating our products are used with all manner of electronic products including mobile phones, computing and networking equipment, appliances, electronic utility meters, industrial controls, and lights that utilize light-emitting diodes (LEDs), and "smart-home," or "internet of things" applications such as networked thermostats, power strips and other home-automation and security devices.

We also offer high-voltage gate drivers - either standalone ICs or circuit boards containing ICs, electrical isolation components and other circuitry - used to operate high-voltage switches such as insulated-gate bipolar transistors (IGBTs). These combinations of switches and drivers are used for power conversion in high-power applications (i.e., power levels ranging from a few kilowatts up to one gigawatt) such as industrial motors, solar- and wind-power systems, electric vehicles and high-voltage DC transmission systems.

Our products bring a number of important benefits to the power-conversion market compared with less advanced alternatives, including reduced component count and design complexity, smaller size, higher reliability and reduced time-to-market. Our products also improve the energy efficiency of power converters, helping our customers meet the increasingly stringent efficiency standards that have been adopted around the world for many electronic products, and improving the efficacy of renewable-energy systems, electric vehicles and other high-power applications.

While the size of our addressable market fluctuates with changes in macroeconomic conditions, the market has generally exhibited a modest growth rate over time as growth in the unit volume of power converters has largely been offset by reductions in the average selling price of components in this market. Therefore, the growth of our business depends largely on our penetration of the addressable market, and our success in expanding the addressable market by introducing new products that expand the range of applications we can address and/or increase the value of the components we can sell into a power converter. Our growth strategy includes the following elements:

- *Increase the penetration of our ICs in the "low-power" market.* The largest proportion of our revenues comes from AC-DC power-supply applications requiring 500 watts of output or less. We continue to introduce more advanced products for this market that offer higher levels of integration and performance compared to earlier products. We also continue to expand our sales and application-engineering staff, as well as our offerings of technical documentation and design-support tools to help customers use our ICs. These tools include our PI Expert™ design software, which we offer free of charge, and our transformer-sample service.
- *Increase the penetration of our products and the size of our market opportunity in "high-power" applications.* We also bring the benefits of integration to higher-power applications (up to approximately one gigawatt). In particular, we sell our gate-driver products into applications such as industrial motor drives, renewable energy systems, DC transmission systems and electric vehicles. We have recently expanded our addressable market for high-power applications by introducing the SCALE-iDriver product family, which enables us to address applications between approximately 10 kilowatts and 100 kilowatts, whereas previously our sales of high-power products were primarily for applications above 100 kilowatts.
- *Capitalize on the growing demand for more energy-efficient electronic products and lighting technologies, and for cleaner energy and transportation technologies.* We believe that energy-efficiency is becoming an increasingly important design criterion for power supplies due largely to the emergence of standards and specifications that encourage,

and in some cases mandate, the design of more energy-efficient electronic products. For example, in 2008 the U.S. Department of Energy implemented mandatory federal standards governing the efficiency of external power supplies; these standards were tightened in 2016. Power supplies incorporating our ICs are generally able to comply with all known efficiency specifications currently in effect, including these tighter U.S. standards.

Additionally, technological advances combined with regulatory and legislative actions are resulting in the adoption of alternative lighting technologies such as LEDs. We believe this presents a significant opportunity for us because our ICs are used in driver (i.e., power-supply) circuitry for high-voltage LED lighting applications. Finally, the growing desire for less carbon-intensive sources of energy and modes of transportation represents an opportunity for us since our high-voltage gate drivers are used in renewable-energy systems as well as electric trains and electric vehicles.

## **Industry Background**

Virtually every electronic device that plugs into a wall socket requires a power supply to convert the high-voltage alternating current provided by electric utilities into the low-voltage direct current required by most electronic devices. A power supply may be located inside a device, such as a consumer appliance or desktop computer, or it may be outside the device as in the case of a mobile-phone charger or an adapter for a cordless phone.

Until approximately 1970, AC-DC power supplies were generally in the form of line-frequency, or linear, transformers. These devices, consisting primarily of copper wire wound around an iron core, tend to be bulky and heavy, and typically waste a substantial amount of electricity. In the 1970s, the invention of high-voltage discrete semiconductors enabled the development of a new generation of power supplies known as switched-mode power supplies, or switchers. These switchers generally came to be a cost-effective alternative to linear transformers in applications requiring more than about three watts of power; in recent years the use of linear transformers has declined even further as a result of energy-efficiency standards and higher raw-material prices.

Switchers are generally smaller, lighter-weight and more energy-efficient than linear transformers. However, switchers designed with discrete components are highly complex, containing numerous components and requiring a high level of analog design expertise. Further, the complexity and high component count of discrete switchers make them relatively costly, difficult to manufacture and prone to failures. Also, some discrete switchers lack inherent safety and energy-efficiency features; adding these features may further increase the component count, cost and complexity of the power supply.

In high-power systems such as industrial motor drives, electric locomotives and renewable-energy systems, power conversion is typically performed using arrays of high-power silicon transistors known as IGBT modules; these modules are operated by electronic circuitry known as gate drivers (or IGBT drivers), whose function is to ensure accurate, safe and reliable operation of the IGBT modules. Much like discrete power supplies, discrete gate drivers tend to be highly complex, requiring a large number of components and a great deal of design expertise.

## **Our Highly Integrated Approach**

In 1994 we introduced TOPSwitch, the industry's first cost-effective high-voltage IC for switched-mode AC-DC power supplies; we have since introduced a range of other product families such as TinySwitch, LinkSwitch, Hiper and InnoSwitch which have expanded the range of power-supply applications we can address. In May 2012 we expanded our addressable market to include high-voltage gate drivers.

Our ICs and gate drivers drastically reduce the complexity and component count of power converters compared to typical discrete designs by integrating many of the functions otherwise performed by numerous discrete electronic components, and by eliminating (or reducing the size and cost of) additional components through innovative system design. As a result, our products enable power converters to have superior features and functionality at a total cost equal to or lower than that of many competing alternatives. Our products offer the following key benefits:

- *Fewer Components, Reduced Size and Higher Reliability*

Our highly integrated ICs and gate drivers enable designs with up to 70% fewer components than comparable discrete designs. This reduction in component count enhances reliability and efficiency, reduces size, accelerates time-to-market and results in lower manufacturing costs for our customers. Power supplies that incorporate our ICs are also lighter and more portable than comparable power supplies built with copper-and-iron linear transformers, which are still used in some low-power applications.

- *Reduced Time-to-Market, Enhanced Manufacturability*

Because our products eliminate much of the complexity associated with the design of power converters, designs can typically be completed in much less time, resulting in more efficient use of our customers' design resources and shorter time-to-market for new designs. The lower component count and reduced complexity enabled by our products also makes designs more suitable for high-volume manufacturing. We also provide extensive hands-on design support as well as online design tools, such as our PI Expert design software, that further reduce time-to-market and product development risks.

- *Energy Efficiency*

Our patented EcoSmart technology, introduced in 1998, improves the energy efficiency of electronic devices during normal operation as well as standby and “no-load” conditions. This technology enables manufacturers to cost-effectively meet the growing demand for energy-efficient products, and to comply with increasingly stringent energy-efficiency requirements. Our gate drivers also enable very high efficiency in high-power systems; in many such systems, such as renewable-energy installations, even small efficiency gains can dramatically shorten the payback period over which the cost of a system is recovered through energy savings.

- *Wide Power Range and Scalability*

Products in our current IC families can address AC-DC power supplies with output power up to approximately 500 watts as well as some high-voltage DC-DC applications; our high-voltage gate drivers are used in applications with power levels as high as one gigawatt. Within each of our product families, the designer can scale up or down in power to address a wide range of designs with minimal design effort.

### **Energy Efficiency**

Power supplies often draw significantly more electricity than the amount needed by the devices they power. As a result, billions of dollars' worth of electricity is wasted each year, and millions of tons of greenhouse gases are unnecessarily produced by power plants. Energy waste occurs during the normal operation of a device and in standby mode, when the device is plugged in but idle. For example, computers and printers waste energy while in “sleep” mode. TVs that are turned off by remote control consume energy while awaiting a remote-control signal to turn them back on. A mobile-phone charger left plugged into a wall outlet continues to draw electricity even when not connected to the phone (a condition known as “no-load”). Many common household appliances, such as microwave ovens, dishwashers and washing machines, also consume power when not in use. In fact, a 2015 study by the National Resources Defense Council found that devices that are “always-on” but inactive may be causing as much as \$19 billion in annual energy waste in the U.S alone.

Lighting is another major source of energy waste. Less than 5% of the energy consumed by traditional incandescent light bulbs is converted to light, while the remainder is wasted as heat. The Alliance to Save Energy has estimated that a conversion to efficient lighting technologies such as compact fluorescent bulbs and light-emitting diodes, or LEDs, could save as much as \$18 billion worth of electricity and 158 million tons of carbon dioxide emissions per year in the United States alone.

In response to concerns about the environmental impact of carbon emissions, policymakers are taking action to promote energy efficiency. For example, the ENERGY STAR® program and the European Union Code of Conduct encourage manufacturers of electronic devices to comply with voluntary energy-efficiency specifications. In 2007 the California Energy Commission (CEC) implemented mandatory efficiency standards for external power supplies. The CEC standards were implemented nationwide in the United States in July 2008 as a result of the Energy Independence and Security Act of 2007, or EISA; these federal standards were tightened in 2016. Similar standards for external power supplies took effect in the European Union in 2010 as part of the EU’s EcoDesign Directive for Energy-Related Products.

In 2009 the CEC announced mandatory efficiency standards for televisions, which took effect in 2011, and in January 2012 the CEC announced mandatory efficiency standards for battery-charging systems, which took effect in 2013.

In 2010, the EU EcoDesign Directive implemented standards limiting standby power consumption on a wide range of electronic products; the limit was reduced by 50 percent beginning in 2013, with many products now limited to 500 milliwatts of standby usage. The EISA legislation also required substantial improvements in the efficiency of lighting technologies beginning

in 2012; as of 2014, traditional 100-, 75-, 60- and 40-watt bulbs may no longer be manufactured or sold in the United States. Plans to eliminate conventional incandescent bulbs have also been announced or enacted in other geographies such as Canada, Australia and Europe.

We believe we offer products that enable manufacturers to meet or exceed these regulations, and all other such regulations of which we are aware. Our EcoSmart technology, introduced in 1998, dramatically reduces waste in both operating and standby modes; we estimate that this technology has saved billions of dollars' worth of standby power worldwide since 1998. In 2010 we introduced our CapZero and SenZero IC families, which eliminate additional sources of standby waste in some power supplies; we have also introduced a range of product families designed specifically for LED-lighting applications.

## Products

Below is a brief description of our products:

- *AC-DC power conversion products*

TOPSwitch, our first commercially successful product family, was introduced in 1994. Since that time we have introduced a wide range of products (such as our TinySwitch, LinkSwitch and Hiper families) to increase the level of integration and improve upon the functionality of the original TOPSwitch, and to broaden the range of power levels we can address. In 2010 we introduced our CapZero and SenZero families, which reduce standby power consumption in certain applications by eliminating waste caused by so-called bleed resistors and sense resistors. We also offer a range of high-performance, high-voltage diodes known as Qspeed diodes.

In 2014 we introduced our InnoSwitch product family, the first-ever power-supply ICs to combine primary, secondary and feedback circuits into a single package. These ICs employ a proprietary technology known as FluxLink to enable precise control without the need for optical components, which tend to add cost and diminish the reliability of power supplies.

In January 2015 we further expanded our product portfolio with the acquisition of Cambridge Semiconductor Ltd., a producer of controller ICs for low-power AC-DC applications. Since 2010 we have also introduced products designed specifically for LED-lighting applications, including our LYTSwitch family.

This portfolio of power-conversion products generally addresses power supplies ranging from less than one watt of output up to approximately 500 watts of output, a market we refer to as the "low-power" market. This market consists of an extremely broad range of applications including mobile-device chargers, consumer appliances, utility meters, LCD monitors, main and standby power supplies for desktop computers and TVs, LED lamps, and numerous other consumer and industrial applications.

- *High-voltage gate drivers*

We offer a range of high-voltage gate-driver products sold primarily under the SCALE and SCALE-2 product-family names. These products are fully assembled circuit boards incorporating multiple ICs, electrical isolation components and other circuitry. We offer both ready-to-operate "plug-and-play" drivers designed specifically for use with particular IGBT modules, as well as "driver cores," which provide more basic driver functionality that customers can customize to their own specifications after purchase. In May 2016 we introduced the SCALE-iDriver family of standalone ICs, which enables us to address applications between approximately 10 kilowatts and 100 kilowatts, whereas previously our sales of high-power products were primarily for applications above 100 kilowatts.

- *High-voltage DC-DC products*

The DPA-Switch family of products, introduced in June 2002, was the first monolithic high-voltage DC-DC power conversion IC designed specifically for use in distributed power architectures. Applications include power-over-Ethernet powered devices such as voice-over-IP phones and security cameras, as well as network hubs, line cards, servers, digital PBX phones, DC-DC converter modules and industrial controls.

## Other Product Information

TOPSwitch, TinySwitch, LinkSwitch, DPA-Switch, EcoSmart, Hiper, Qspeed, InnoSwitch, SCALE, SCALE-II, SCALE-III, SCALE-iDriver, PeakSwitch, CAPZero, SENZero, ChiPhy, FluxLink, CONCEPT and PI Expert are trademarks of Power Integrations, Inc.

## End Markets and Applications

Our net revenues consist primarily of sales of the products described above. When evaluating our net revenues, we categorize our sales into the following four major end-market groupings: communications, computer, consumer, and industrial.

The table below provides the approximate mix of our net sales by end market:

End Market	Year Ended December 31,		
	2016	2015	2014
Communications	27%	24%	18%
Computer	6%	7%	10%
Consumer	36%	36%	37%
Industrial	31%	33%	35%

Our products are used in a vast range of power-conversion applications in the above-listed end-market categories. The following chart lists the most prominent applications for our products in each category.

Market Category	Primary Applications
Communications	Mobile-phone chargers, routers, cordless phones, broadband modems, voice-over-IP phones, other network and telecom gear
Computer	Desktop PCs, LCD monitors, servers, LCD projectors, adapters for notebook computers
Consumer	Major and small appliances, air conditioners, TV set-top boxes, digital cameras, TVs, video-game consoles
Industrial	LED lighting, industrial controls, utility meters, motor controls, uninterruptible power supplies, tools, networked thermostats, power strips and other “smart home” devices, industrial motor drives, renewable energy systems, electric locomotives, electric buses and other electric vehicles, high-voltage DC transmission systems

## Sales, Distribution and Marketing

We sell our products to original equipment manufacturers, or OEMs, and merchant power-supply manufacturers through our direct sales staff and a worldwide network of independent sales representatives and distributors. We have sales offices in the United States, Switzerland, United Kingdom, Germany, Italy, India, China, Japan, South Korea, the Philippines, Singapore and Taiwan. Direct sales to OEMs and merchant power supply manufacturers represented approximately 25% of our net product revenues for each of 2016, 2015 and 2014, while sales to and through distributors accounted for approximately 75% for each of these years. Most of our distributors are entitled to return privileges based on sales revenue and are protected from price reductions affecting their inventories. Our distributors are not subject to minimum purchase requirements, and sales representatives and distributors can discontinue marketing our products at any time.

Our top ten customers, including distributors that resell to OEMs and merchant power supply manufacturers, accounted for 60% of our net revenues in each of 2016 and 2015, and 59% in 2014.

The following customers, both distributors, accounted for 10% or more of total net revenues in 2016, 2015 and 2014:

Customer	Year Ended December 31,		
	2016	2015	2014
Avnet	18%	21%	19%
Powertech Distribution Ltd.	11%	10%	*



\* Total customer revenue was less than 10% of net revenues

No other customers accounted for more than 10% of net revenues in these periods.

Sales to customers in the United States accounted for approximately 4% of our net revenues in 2016 and 5% in each of 2015 and 2014, and sales to customers outside of the United States accounted for approximately 96% of our net revenues in 2016 and 95% in each of 2015 and 2014. See Note 6, “*Significant Customers and International Sales*,” in our Notes to Consolidated Financial Statements in this Annual Report on Form 10-K regarding sales to customers located in foreign countries. See our consolidated financial statements in this Annual Report on Form 10-K regarding total revenues and profit for the last three fiscal years.

We are subject to risks stemming from the fact that most of our manufacturing and most of our customers are located in foreign jurisdictions. Risks related to our foreign operations are set forth in Item 1A of this Annual Report on Form 10-K, and include: potential weaker intellectual property rights under foreign laws, the burden of complying with foreign laws and foreign-currency exchange risk. See, in particular, the risk factor “Our international sales activities account for a substantial portion of our net revenues, which subjects us to substantial risks” in Item 1A of this Form 10-K.

### **Backlog**

Our sales are primarily made pursuant to standard purchase orders. The quantity of products purchased by our customers as well as shipment schedules are subject to revisions that reflect changes in both the customers' requirements and in manufacturing availability. Historically, our business has been characterized by short-lead-time orders and quick delivery schedules; for this reason, and because orders in backlog are subject to cancellation or postponement, backlog is not necessarily a reliable indicator of future revenues.

### **Research and Development**

Our research and development efforts are focused on improving our technologies, introducing new products to expand our addressable markets, reducing the costs of existing products, and improving the cost-effectiveness and functionality of our customers' power converters. We have assembled teams of highly skilled engineers to meet our research and development goals. These engineers have expertise in high-voltage device structure and process technology, analog IC design, system architecture and packaging.

In 2016, 2015 and 2014, we incurred costs of \$62.3 million, \$57.5 million and \$55.0 million, respectively, for research and development (R&D). R&D expenses increased in 2016 compared to 2015 primarily due to increased stock-based compensation expense related to performance-based stock awards as a result of our 2016 performance. The expansion of headcount in support of our product-development efforts also contributed to the increase. R&D expenses increased in 2015 compared to 2014, driven primarily by the addition of employees in connection with our acquisition of Cambridge Semiconductor Limited (CamSemi) (refer to Note 11, *Acquisitions*, in our Notes to Consolidated Financial Statements in this Annual Report on Form 10-K, for details); the increase in headcount caused a corresponding increase in salary and other employee-related expenses.

### **Intellectual Property and Other Proprietary Rights**

We use a combination of patents, trademarks, copyrights, trade secrets and confidentiality procedures to protect our intellectual-property rights. Through continued innovating we are constantly adding new patents to our portfolio. In 2016 we added a total of 60 U.S. and 47 foreign patents. As of December 31, 2016, we held 682 U.S. patents and 473 foreign patents. The U.S. patents have expiration dates ranging from 2017 to 2037. We also hold trademarks in the U.S. and various other geographies including Taiwan, Korea, Hong Kong, China, Europe and Japan. While our propriety intellectual property portfolio as a whole is important to the success of our business, we are not materially dependent upon any one patent. From time to time we may not seek to renew expiring patents for legacy technology as it is no longer cost-effective.

We regard as proprietary some equipment, processes, information and knowledge that we have developed and used in the design and manufacture of our products. Our trade secrets include a high-volume production process that produces our patented high-voltage ICs. We attempt to protect our trade secrets and other proprietary-information through non-disclosure agreements, proprietary information agreements with employees and consultants, and other security measures.

## Long-lived Assets

Our long-lived assets consist of property and equipment as well as intangible assets. Our intangible assets consist of developed and in-process technology, licenses, patents, customer relationships, trade name, domain name, in-place leases and goodwill. Our long-lived assets, including property and equipment and intangible assets, are located in the United States and in foreign countries. Approximately 40% of our long-lived assets were located in the United States in 2016, 2015 and 2014, while approximately 60% were held outside of the United States. A significant amount of our foreign long-lived assets were located in Switzerland, which held approximately 18% in each of 2016 and 2015, and 31% in 2014, respectively, of our total long-lived assets. See Note 2, *Summary of Significant Accounting Policies*, in our Notes to Consolidated Financial Statements in this Annual Report on Form 10-K regarding total property and equipment located in foreign countries.

## Manufacturing

We contract with three foundries for the manufacture of the vast majority of our silicon wafers: (1) ROHM Lapis Semiconductor Co., Ltd., or Lapis, (formerly OKI Electric Industry), (2) Seiko Epson Corporation, or Epson, (3) X-FAB Semiconductor Foundries AG, or X-FAB. These contractors manufacture wafers using our proprietary high-voltage process technologies at fabrication facilities located in Japan, Germany and the United States.

Our IC products are assembled and packaged by independent subcontractors in China, Malaysia, Thailand and the Philippines. Our ICs are tested predominantly at the facilities of our packaging subcontractors in Asia and, to a small extent, at our headquarters facility in San Jose, California. Our IGBT-driver boards are assembled by an independent subcontractor in Sri Lanka and tested at our facility in Switzerland.

Our fabless manufacturing model enables us to focus on our engineering and design strengths, minimize capital expenditures and still have access to high-volume manufacturing capacity. We utilize both proprietary and standard IC packages for assembly. Some of the materials used in our packages and aspects of assembly are specific to our products. We require our assembly manufacturers to use high-voltage molding compounds which are more difficult to process than industry standard molding compounds. We work closely with our contractors on a continuous basis to maintain and improve our manufacturing processes.

Our proprietary high-voltage processes do not require leading-edge geometries for them to be cost-effective, and can therefore use our foundries' older, low-cost facilities for wafer manufacturing. However, because of our highly sensitive high-voltage process, we must interact closely with our foundries to achieve satisfactory yields. Our wafer supply agreements with Lapis, Epson and X-FAB expire in April 2018, December 2025 and December 2020, respectively. Under the terms of the Lapis agreement, Lapis has agreed to reserve a specified amount of production capacity and to sell wafers to us at fixed prices, which are subject to periodic review jointly by Lapis and us. In addition, Lapis requires us to supply them with a rolling six-month forecast on a monthly basis. Our agreement with Lapis provides for the purchase of wafers in U.S. dollars, with mutual sharing of the impact of the fluctuations in the exchange rate between the Japanese yen and the U.S. dollar. Under the terms of the Epson agreement, Epson has agreed to reserve a specified amount of production capacity and to sell wafers to us at fixed prices, which are subject to periodic review jointly by Epson and us. The agreement with Epson also requires us to supply rolling six-month forecasts on a monthly basis, to provide for the purchase of wafers in U.S. dollars and to share the impact of the exchange rate fluctuation between the Japanese yen and the U.S. dollar. Under the terms of the X-FAB agreement, X-FAB has agreed to reserve a specified amount of production capacity and to sell wafers to us at fixed prices, which are subject to periodic review jointly by X-FAB and us. The agreement with X-FAB also requires us to supply them with rolling six-month forecasts on a monthly basis. Our purchases of wafers from X-FAB are denominated in U.S. dollars.

Although some aspects of our relationships with Lapis, Epson and X-FAB are contractual, some important aspects of these relationships are not written in binding contracts and depend on the suppliers' continued cooperation. We cannot assure that we will continue to work successfully with Lapis, Epson or X-FAB in the future, that they will continue to provide us with sufficient capacity at their foundries to meet our needs, or that any of them will not seek an early termination of their wafer supply agreement with us. Our operating results could suffer in the event of a supply disruption with one or more of our foundries if we were unable to quickly qualify alternative manufacturing sources for existing or new products or if these sources were unable to produce wafers with acceptable manufacturing yields.

We typically receive shipments from our foundries approximately four to six weeks after placing orders, and lead times for new products can be substantially longer. To provide sufficient time for assembly, testing and finishing, we typically need to receive wafers four weeks before the desired ship date to our customers. As a result of these factors and the fact that customers'

orders can be placed with little advance notice, we have only a limited ability to react to fluctuations in demand for our products. We try to carry a substantial amount of wafer and finished-goods inventory to help offset these risks and to better serve our markets and meet customer demand.

## **Competition**

Competing alternatives to our high-voltage ICs for the power-supply market include monolithic and hybrid ICs from companies such as Fairchild Semiconductor (recently acquired by ON Semiconductor), STMicroelectronics, Infineon, ON Semiconductor and Sanken Electric Company, as well as PWM-controller chips paired with discrete high-voltage bipolar transistors and MOSFETs; such controller chips are produced by a large number of vendors, including those listed above as well as such companies as NXP Semiconductors, Diodes Inc., On-Bright Electronics and Dialog Semiconductor. Self-oscillating switchers, built with discrete components supplied by numerous vendors, are also commonly used. For some applications, line-frequency transformers are also a competing alternative to designs utilizing our products. Our IGBT-driver products compete with alternatives from such companies as Avago, Infineon and Semikron, as well as driver circuits made up of discrete devices.

Generally, our products enable customers to design power converters with total bill-of-materials (BOM) costs similar to those of competing alternatives. As a result, the value of our products is influenced by the prices of discrete components, which fluctuate in relation to market demand, raw-material prices and other factors, but have generally decreased over time.

While we vary the pricing of our ICs in response to fluctuations in prices of alternative solutions, we also compete based on a variety of other factors. Most importantly, the highly integrated nature of our products enables designs that utilize fewer total components than comparable discrete designs or designs using other integrated or hybrid products. This enables power converters to be designed more quickly and manufactured more efficiently and reliably than competing designs. We also compete on the basis of product functionality such as safety features and energy-efficiency features and on the basis of the technical support we provide to our customers. This support includes hands-on design assistance as well as a range of design tools and documentation such as software and reference designs. We also believe that our record of product quality and history of delivering products to our customers on a timely basis serve as additional competitive advantages.

## **Warranty**

We generally warrant that our products will substantially conform to the published specifications for 12 months from the date of shipment. Under the terms of our purchase orders, our liability is limited generally to either a credit equal to the purchase price or replacement of the defective part.

## **Employees**

As of December 31, 2016, we employed 626 full-time personnel, consisting of 86 in manufacturing, 214 in research and development, 273 in sales, marketing and applications support, and 53 in finance and administration.

## **Investor Information**

We make available, free of charge, copies of our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after filing this material electronically or otherwise furnishing it to the SEC. Investors may obtain free electronic copies or request paper copies of these reports via the "For Investors" section of our website, [www.power.com](http://www.power.com). Our website address is provided solely for informational purposes. We do not intend, by this reference, that our website should be deemed to be part of this Annual Report. The reports filed with the SEC are also available at [www.sec.gov](http://www.sec.gov).

Our corporate governance guidelines, the charters of our board committees, and our code of business conduct and ethics, including ethics provisions that apply to our principal executive officer, principal financial officer, controller and senior financial officers, are also available via the investor website listed above. These items are also available in print to any stockholder who requests them by calling (408) 414-9200.

Power Integrations, Inc. was incorporated in California on March 25, 1988, and reincorporated in Delaware in December 1997.

## Executive Officers of the Registrant

As of January 31, 2017, our executive officers, who are appointed by and serve at the discretion of the board of directors, were as follows:

<u>Name</u>	<u>Position With Power Integrations</u>	<u>Age</u>
Balu Balakrishnan	President, Chief Executive Officer and Director	62
Douglas Bailey	Vice President, Marketing	50
Radu Barsan	Vice President, Technology	64
David “Mike” Matthews	Vice President, Product Development	52
Sandeep Nayyar	Vice President, Finance and Chief Financial Officer	57
Ben Sutherland	Vice President, Worldwide Sales	45
Raja Petrakian	Vice President, Operations	52
Clifford Walker	Vice President, Corporate Development	65

*Balu Balakrishnan* has served as president and chief executive officer and as a director of Power Integrations since January 2002. He served as president and chief operating officer from April 2001 to January 2002. From January 2000 to April 2001, he was vice president of engineering and strategic marketing. From September 1997 to January 2000, he was vice president of engineering and new business development. From September 1994 to September 1997, Mr. Balakrishnan served as vice president of engineering and marketing. Prior to joining Power Integrations in 1989, Mr. Balakrishnan was employed by National Semiconductor Corporation.

*Douglas Bailey* has served as our vice president of marketing since November 2004. From March 2001 to April 2004, he served as vice president of marketing at ChipX, a structured ASIC company. His earlier experience includes serving as business management and marketing consultant for Sapiential Prime, Inc., director of sales and business unit manager for 8x8, Inc., and serving in application engineering management for IIT, Inc. and design engineering roles with LSI Logic, Inmos, Ltd. and Marconi.

*Radu Barsan* has served as our vice president of technology since January 2013, leading our foundry engineering, technology development and quality organizations. Prior to joining Power Integrations, Mr. Barsan served as chairman and CEO at Redfern Integrated Optics, Inc., a supplier of single frequency narrow linewidth lasers, modules, and subsystems, from 2001 to 2013, where he was responsible for overseeing the operations of Redfern Integrated Optics. Previously, he served in a succession of engineering-management and technology-development roles at Phaethon Communications, Inc., a photonics technology company, Cirrus Logic, Inc., a high-precision analog and digital signal processing company, Advanced Micro Devices, a semiconductor design company, Cypress Semiconductor, Inc., a semiconductor company and Microelectronica a distributor of electronic components. Mr. Barsan has more than 30 years of commercial experience in semiconductor and optical components development, engineering and operations.

*Mike Matthews* has served as our vice president of product development since August 2012. Mr. Matthews joined Power Integrations in 1992, managing our European application-engineering group and then our European sales organization as managing director of Power Integrations (Europe). He has led our product-definition team since 2000, serving as director of strategic marketing prior to assuming his current role. Prior to joining Power Integrations, Mr. Matthews worked at several electric motor-drive companies and then at Siliconix, a semiconductor company, as a motor-control applications specialist.

*Sandeep Nayyar* has served as our vice president and chief financial officer since June 2010. Previously Mr. Nayyar served as vice president of finance at Applied Biosystems, Inc., a developer and manufacturer of life-sciences products, from 2002 to 2009. Mr. Nayyar was a member of the executive team with worldwide responsibilities for finance. From 1990 to 2001, Mr. Nayyar served in a succession of financial roles including vice president of finance at Quantum Corporation, a computer storage company. Mr. Nayyar also worked for five years in the public-accounting field at Ernst & Young LLP. Mr. Nayyar is a Certified Public Accountant, Chartered Accountant and has a Bachelor of Commerce from the University of Delhi, India.

*Ben Sutherland* has served as our vice president, worldwide sales since July 2011. Mr. Sutherland joined our company in May 2000 as a member of our sales organization in Europe. From May 2000 to July 2011, Mr. Sutherland served in various sales positions responsible primarily for our international sales, and more recently for domestic sales. From 1997 to 2000, Mr.

Sutherland served in various product marketing and sales roles at Vishay Intertechnology, Inc., a manufacturer and supplier of discrete semiconductors and passive electronic components.

*Raja Petrakian* has served as vice president of operations since May 2015. From 1995 to 2015, Dr. Petrakian served in a succession of roles in operations and supply chain management, most recently as senior vice president of worldwide operations, at Xilinx Inc. where he was responsible for manufacturing, supply chain management (fabrication through delivery), customer service, supplier relationships, purchasing, import/export compliance, new product introduction operations, and logistics. Prior to joining Xilinx he was a research staff member at the IBM T.J. Watson Research Center.

*Clifford Walker* has served as our vice president, corporate development since June 1995. From September 1994 to June 1995, Mr. Walker served as vice president of Reach Software Corporation, a software company. From December 1993 to September 1994, Mr. Walker served as president of Morgan Walker International, a consulting company.

#### **Item 1A. Risk Factors.**

*In addition to the other information in this report, the following factors should be considered carefully in evaluating our business before purchasing shares of our stock.*

*Our operating results are volatile and difficult to predict. If we fail to meet the expectations of public market analysts or investors, the market price of our common stock may decrease significantly.* Our net revenues and operating results have varied significantly in the past, are difficult to forecast, are subject to numerous factors both within and outside of our control, and may fluctuate significantly in the future. As a result, our operating results could fall below the expectations of public market analysts or investors. If that occurs, the price of our stock may decline.

Some of the factors that could affect our operating results include the following:

- the demand for our products declining in the major end markets we serve, which may occur due to competitive factors, supply-chain fluctuations or changes in macroeconomic conditions;
- our products are sold through distributors, which limits our direct interaction with our end customers, which reduces our ability to forecast sales and increases the complexity of our business;
- the volume and timing of delivery of orders placed by us with our wafer foundries and assembly subcontractors, and their ability to procure materials;
- competitive pressures on selling prices;
- the ability of our products to penetrate additional markets;
- the volume and timing of orders received from customers;
- the inability to adequately protect or enforce our intellectual property rights;
- reliance on international sales activities for a substantial portion of our net revenues;
- fluctuations in exchange rates, particularly the exchange rate between the U.S. dollar and the Japanese yen, the Euro and the Swiss franc;
- expenses we are required to incur (or choose to incur) in connection with our intellectual property litigations;
- our ability to develop and bring to market new products and technologies on a timely basis;
- earthquakes, terrorists acts or other disasters;
- continued impact of changes in securities laws and regulations, including potential risks resulting from our evaluation of our internal controls over financial reporting;

- the lengthy timing of our sales cycle;
- undetected defects and failures in meeting the exact specifications required by our products;
- audits by the Internal Revenue Service, and potential future changes in tax laws may increase the amount of taxes we are required to pay;
- our ability to attract and retain qualified personnel;
- risks associated with acquisitions and strategic investments;
- our ability to successfully integrate, or realize the expected benefits from, our acquisitions;
- changes in environmental laws and regulations, including with respect to energy consumption and climate change;
- interruptions in our information technology systems; and
- uncertainties arising out of economic consequences of current and potential military actions or terrorist activities and associated political instability.

*If demand for our products declines in our major end markets, our net revenues will decrease.* A limited number of applications of our products, such as cellphone chargers, LED lights, desktop PCs and consumer appliances make up a significant percentage of our net revenues. We expect that a significant level of our net revenues and operating results will continue to be dependent upon these applications in the near term. The demand for these products has been highly cyclical and has been impacted by economic downturns in the past. Any economic slowdown in the end markets that we serve could cause a slowdown in demand for our ICs. When our customers are not successful in maintaining high levels of demand for their products, their demand for our ICs decreases, which adversely affects our operating results. Any significant downturn in demand in these markets would cause our net revenues to decline and could cause the price of our stock to fall.

*Our products are sold through distributors, which limits our direct interaction with our end customers, therefore reducing our ability to forecast sales and increasing the complexity of our business.* Sales to distributors accounted for approximately 75% of net revenues in each of the years ended December 31, 2016, 2015 and 2014. Selling through distributors reduces our ability to forecast sales and increases the complexity of our business, requiring us to:

- manage a more complex supply chain;
- monitor the level of inventory of our products at each distributor, and
- monitor the financial condition and credit-worthiness of our distributors, many of which are located outside of the United States and not publicly traded.

Since we have limited ability to forecast inventory levels at our end customers, it is possible that there may be significant build-up of inventories in the distributor channel, with the OEM or the OEM's contract manufacturer. Such a buildup could result in a slowdown in orders, requests for returns from customers, or requests to move out planned shipments. This could adversely impact our revenues and profits. Any failure to manage these complexities could disrupt or reduce sales of our products and unfavorably impact our financial results.

*We depend on third-party suppliers to provide us with wafers for our products and if they fail to provide us sufficient quantities of wafers, our business may suffer.* Our primary supply arrangements for the production of wafers are with Epson, Lapis, and X-FAB. Our contracts with these suppliers expire on varying dates, with the earliest to expire in April 2018. Although some aspects of our relationships with Lapis, X-FAB and Epson are contractual, many important aspects of these relationships depend on their continued cooperation. We cannot assure that we will continue to work successfully with Epson, Lapis and X-FAB in the future, and that the wafer foundries' capacity will meet our needs. Additionally, one or more of these wafer foundries could seek an early termination of our wafer supply agreements. Any serious disruption in the supply of wafers from Epson, Lapis and X-

FAB could harm our business. We estimate that it would take 12 to 24 months from the time we identified an alternate manufacturing source to produce wafers with acceptable manufacturing yields in sufficient quantities to meet our needs.

Although we provide our foundries with rolling forecasts of our production requirements, their ability to provide wafers to us is ultimately limited by the available capacity of the wafer foundry. Any reduction in wafer foundry capacity available to us could require us to pay amounts in excess of contracted or anticipated amounts for wafer deliveries or require us to make other concessions to meet our customers' requirements, or may limit our ability to meet demand for our products. Further, to the extent demand for our products exceeds wafer foundry capacity, this could inhibit us from expanding our business and harm relationships with our customers. Any of these concessions or limitations could harm our business.

If our third-party suppliers and independent subcontractors do not produce our wafers and assemble our finished products at acceptable yields, our net revenues may decline. We depend on independent foundries to produce wafers, and independent subcontractors to assemble and test finished products, at acceptable yields and to deliver them to us in a timely manner. The failure of the foundries to supply us wafers at acceptable yields could prevent us from selling our products to our customers and would likely cause a decline in our net revenues and gross margin. In addition, our IC assembly process requires our manufacturers to use a high-voltage molding compound that has been available from only a few suppliers. These compounds and their specified processing conditions require a more exacting level of process control than normally required for standard IC packages. Unavailability of assembly materials or problems with the assembly process can materially and adversely affect yields, timely delivery and cost to manufacture. We may not be able to maintain acceptable yields in the future.

In addition, if prices for commodities used in our products increase significantly, raw material costs would increase for our suppliers which could result in an increase in the prices our suppliers charge us. To the extent we are not able to pass these costs on to our customers; this would have an adverse effect on our gross margins.

*Intense competition in the high-voltage power supply industry may lead to a decrease in our average selling price and reduced sales volume of our products.* The high-voltage power supply industry is intensely competitive and characterized by significant price sensitivity. Our products face competition from alternative technologies, such as linear transformers, discrete switcher power supplies, and other integrated and hybrid solutions. If the price of competing solutions decreases significantly, the cost effectiveness of our products will be adversely affected. If power requirements for applications in which our products are currently utilized go outside the cost-effective range of our products, some of these alternative technologies can be used more cost effectively. In addition, as our patents expire, our competitors could legally begin using the technology covered by the expired patents in their products, potentially increasing the performance of their products and/or decreasing the cost of their products, which may enable our competitors to compete more effectively. Our current patents may or may not inhibit our competitors from getting any benefit from an expired patent. Our U.S. patents have expiration dates ranging from 2017 to 2037. We cannot assure that our products will continue to compete favorably or that we will be successful in the face of increasing competition from new products and enhancements introduced by existing competitors or new companies entering this market. We believe our failure to compete successfully in the high-voltage power supply business, including our ability to introduce new products with higher average selling prices, would materially harm our operating results.

*If our products do not penetrate additional markets, our business will not grow as we expect.* We believe that our future success depends in part upon our ability to penetrate additional markets for our products. We cannot assure that we will be able to overcome the marketing or technological challenges necessary to penetrate additional markets. To the extent that a competitor penetrates additional markets before we do, or takes market share from us in our existing markets, our net revenues and financial condition could be materially adversely affected.

*We do not have long-term contracts with any of our customers and if they fail to place, or if they cancel or reschedule orders for our products, our operating results and our business may suffer.* Our business is characterized by short-term customer orders and shipment schedules, and the ordering patterns of some of our large customers have been unpredictable in the past and will likely remain unpredictable in the future. Not only does the volume of units ordered by particular customers vary substantially from period to period, but also purchase orders received from particular customers often vary substantially from early oral estimates provided by those customers for planning purposes. In addition, customer orders can be canceled or rescheduled without significant penalty to the customer. In the past, we have experienced customer cancellations of substantial orders for reasons beyond our control, and significant cancellations could occur again at any time. Also, a relatively small number of distributors, OEMs and merchant power supply manufacturers account for a significant portion of our revenues. Specifically, our top ten customers, including distributors, accounted for 60% of our net revenues in each of the years ended December 31, 2016 and 2015. However, a significant portion of these revenues are attributable to sales of our products through distributors of electronic components. These

distributors sell our products to a broad, diverse range of end users, including OEMs and merchant power supply manufacturers, which mitigates the risk of customer concentration to a large degree.

*If we are unable to adequately protect or enforce our intellectual property rights, we could lose market share, incur costly litigation expenses, suffer incremental price erosion or lose valuable assets, any of which could harm our operations and negatively impact our profitability.* Our success depends upon our ability to continue our technological innovation and protect our intellectual property, including patents, trade secrets, copyrights and know-how. We are currently engaged in litigation to enforce our intellectual property rights, and associated expenses have been, and are expected to remain, material and have adversely affected our operating results. We cannot assure that the steps we have taken to protect our intellectual property will be adequate to prevent misappropriation, or that others will not develop competitive technologies or products. From time to time, we have received, and we may receive in the future, communications alleging possible infringement of patents or other intellectual property rights of others. Costly litigation may be necessary to enforce our intellectual property rights or to defend us against claimed infringement. The failure to obtain necessary licenses and other rights, and/or litigation arising out of infringement claims could cause us to lose market share and harm our business.

As our patents expire, we will lose intellectual property protection previously afforded by those patents. Additionally, the laws of some foreign countries in which our technology is or may in the future be licensed may not protect our intellectual property rights to the same extent as the laws of the United States, thus limiting the protections applicable to our technology.

*Our international sales activities account for a substantial portion of our net revenues, which subjects us to substantial risks.* Sales to customers outside of the United States of America account for, and have accounted for a large portion of our net revenues, including approximately 96% and 95% of our net revenues for the years ended December 31, 2016, and 2015, respectively. If our international sales declined and we were unable to increase domestic sales, our revenues would decline and our operating results would be harmed. International sales involve a number of risks to us, including:

- potential insolvency of international distributors and representatives;
- reduced protection for intellectual property rights in some countries;
- the impact of recessionary environments in economies outside the United States;
- tariffs and other trade barriers and restrictions;
- the burdens of complying with a variety of foreign and applicable U.S. Federal and state laws; and
- foreign-currency exchange risk.

Our failure to adequately address these risks could reduce our international sales and materially and adversely affect our operating results. Furthermore, because substantially all of our foreign sales are denominated in U.S. dollars, increases in the value of the dollar cause the price of our products in foreign markets to rise, making our products more expensive relative to competing products priced in local currencies.

*Fluctuations in exchange rates, particularly the exchange rate between the U.S. dollar and the Japanese yen, Swiss franc and euro, may impact our gross margin and net income.* Our exchange rate risk related to the Japanese yen includes two of our major suppliers, Epson and Lapis, with which we have wafer supply agreements based in U.S. dollars; however, these agreements also allow for mutual sharing of the impact of the exchange rate fluctuation between Japanese yen and the U.S. dollar. Each year, our management and these suppliers review and negotiate pricing; the negotiated pricing is denominated in U.S. dollars but is subject to contractual exchange rate provisions. The fluctuation in the exchange rate is shared equally between Power Integrations and each of these suppliers. We maintain cash denominated in Swiss francs and euros to fund the operations of our Swiss subsidiary. The functional currency of our Swiss subsidiary is the U.S. dollar; gains and losses arising from the re-measurement of non-functional currency balances are recorded in other income in our consolidated statements of income, and material unfavorable exchange-rate fluctuations with the Swiss franc could negatively impact our net income.

*If we do not prevail in our litigation, we will have expended significant financial resources, potentially without any benefit, and may also suffer the loss of rights to use some technologies.* We are currently involved in a number of patent litigation matters and the outcome of the litigation is uncertain. See Note 10, *Legal Proceedings and Contingencies*, in our Notes to Consolidated



Financial Statements included in this Annual Report on Form 10-K. For example, in one of our patent suits the infringing company has been found to infringe four of our patents. Despite the favorable court finding, the infringing party filed an appeal to the damages awarded. In another matter, we are being sued in an ongoing case for patent infringement. Should we ultimately be determined to be infringing another party's patents, or if an injunction is issued against us while litigation is pending on those claims, such result could have an adverse impact on our ability to sell products found to be infringing, either directly or indirectly. In the event of an adverse outcome, we may be required to pay substantial damages, stop our manufacture, use, sale, or importation of infringing products, or obtain licenses to the intellectual property we are found to have infringed. We have also incurred, and expect to continue to incur, significant legal costs in conducting these lawsuits, including the appeal of the case we won, and our involvement in this litigation and any future intellectual property litigation could adversely affect sales and divert the efforts and attention of our technical and management personnel, whether or not such litigation is resolved in our favor. Thus, even if we are successful in these lawsuits, the benefits of this success may fail to outweigh the significant legal costs we will have incurred.

*If our efforts to enhance existing products and introduce new products are not successful, we may not be able to generate demand for our products .* Our success depends in significant part upon our ability to develop new ICs for high-voltage power conversion for existing and new markets, to introduce these products in a timely manner and to have these products selected for design into products of leading manufacturers. New product introduction schedules are subject to the risks and uncertainties that typically accompany development and delivery of complex technologies to the market place, including product development delays and defects. If we fail to develop and sell new products in a timely manner then our net revenues could decline.

In addition, we cannot be sure that we will be able to adjust to changing market demands as quickly and cost-effectively as necessary to compete successfully. Furthermore, we cannot assure that we will be able to introduce new products in a timely and cost-effective manner or in sufficient quantities to meet customer demand or that these products will achieve market acceptance. Our failure, or our customers' failure, to develop and introduce new products successfully and in a timely manner would harm our business. In addition, customers may defer or return orders for existing products in response to the introduction of new products. When a potential liability exists we will maintain reserves for customer returns, however we cannot assure that these reserves will be adequate.

*In the event of an earthquake, terrorist act or other disaster, our operations may be interrupted and our business would be harmed.* Our principal executive offices and operating facilities are situated near San Francisco, California, and most of our major suppliers, which are wafer foundries and assembly houses, are located in areas that have been subject to severe earthquakes, such as Japan. Many of our suppliers are also susceptible to other disasters such as tropical storms, typhoons or tsunamis. In the event of a disaster, such as the earthquake and tsunami in Japan, we or one or more of our major suppliers may be temporarily unable to continue operations and may suffer significant property damage. Any interruption in our ability or that of our major suppliers to continue operations could delay the development and shipment of our products and have a substantial negative impact on our financial results.

*Securities laws and regulations, including potential risk resulting from our evaluation of internal controls over financial reporting, will continue to impact our results .* Complying with the requirements of the federal securities laws and NASDAQ's conditions for continued listing have imposed significant legal and financial compliance costs, and are expected to continue to impose significant costs and management burden on us. These rules and regulations also may make it more expensive for us to obtain director and officer liability insurance, and we may be required to accept reduced coverage or incur substantially higher costs to obtain coverage. These rules and regulations could also make it more difficult for us to attract and retain qualified executive officers and members of our board of directors, particularly qualified members to serve on our audit committee. Further, the rules and regulations under the Dodd-Frank Wall Street Reform and Consumer Protection Act, which became effective in 2011, may impose significant costs and management burden on us.

Additionally, because these laws, regulations and standards are expected to be subject to varying interpretations, their application in practice may evolve over time as new guidance becomes available. This evolution may result in continuing uncertainty regarding compliance matters and additional costs necessitated by ongoing revisions to our disclosure and governance practices.

*Because the sales cycle for our products can be lengthy, we may incur substantial expenses before we generate significant revenues, if any.* Our products are generally incorporated into a customer's products at the design stage. However, customer decisions to use our products, commonly referred to as design wins, can often require us to expend significant research and development and sales and marketing resources without any assurance of success. These significant research and development and sales and marketing resources often precede volume sales, if any, by a year or more. The value of any design win will largely depend upon the commercial success of the customer's product. We cannot assure that we will continue to achieve design wins

or that any design win will result in future revenues. If a customer decides at the design stage not to incorporate our products into its product, we may not have another opportunity for a design win with respect to that product for many months or years.

*Our products must meet exacting specifications, and undetected defects and failures may occur which may cause customers to return or stop buying our products.* Our customers generally establish demanding specifications for quality, performance and reliability, and our products must meet these specifications. ICs as complex as those we sell often encounter development delays and may contain undetected defects or failures when first introduced or after commencement of commercial shipments. We have from time to time in the past experienced product quality, performance or reliability problems. If defects and failures occur in our products, we could experience lost revenue, increased costs, including warranty expense and costs associated with customer support and customer expenses, delays in or cancellations or rescheduling of orders or shipments and product returns or discounts, any of which would harm our operating results.

*Audits of our tax returns and potential future changes in tax laws may increase the amount of taxes we are required to pay.* Our operations are subject to income and transaction taxes in the United States and in multiple foreign jurisdictions and to review or audit by the U.S. Internal Revenue Service (IRS) and state, local and foreign tax authorities. In addition, the United States, countries in Asia and other countries where we do business have been considering changes in relevant tax, accounting and other laws, regulations and interpretations, including changes to tax laws applicable to multinational companies. These potential changes could adversely affect our effective tax rates or result in other costs to us.

*We must attract and retain qualified personnel to be successful and competition for qualified personnel is intense in our market.* Our success depends to a significant extent upon the continued service of our executive officers and other key management and technical personnel, and on our ability to continue to attract, retain and motivate qualified personnel, such as experienced analog design engineers and systems applications engineers. The competition for these employees is intense, particularly in Silicon Valley. The loss of the services of one or more of our engineers, executive officers or other key personnel could harm our business. In addition, if one or more of these individuals leaves our employ, and we are unable to quickly and efficiently replace those individuals with qualified personnel who can smoothly transition into their new roles, our business may suffer. We do not have long-term employment contracts with, and we do not have in place key person life insurance policies on, any of our employees.

*We are exposed to risks associated with acquisitions and strategic investments .* We have made, and in the future intend to make, acquisitions of, and investments in, companies, technologies or products in existing, related or new markets. Acquisitions involve numerous risks, including but not limited to:

- inability to realize anticipated benefits, which may occur due to any of the reasons described below, or for other unanticipated reasons;
- the risk of litigation or disputes with customers, suppliers, partners or stockholders of an acquisition target arising from a proposed or completed transaction;
- impairment of acquired intangible assets and goodwill as a result of changing business conditions, technological advancements or worse-than-expected performance, which would adversely affect our financial results; and
- unknown, underestimated and/or undisclosed commitments, liabilities or issues not discovered in our due diligence of such transactions.

We also in the future may have strategic relationships with other companies, which may decline in value and/or not meet desired objectives. The success of these strategic relationships depends on various factors over which we may have limited or no control and requires ongoing and effective cooperation with strategic partners. Moreover, these relationships are often illiquid, such that it may be difficult or impossible for us to monetize such relationships.

*Our inability to successfully integrate, or realize the expected benefits from, our acquisitions could adversely affect our results.* We have made, and in the future intend to make, acquisitions of other businesses and with these acquisitions there is a risk that integration difficulties may cause us not to realize expected benefits. The success of the acquisitions could depend, in part, on our ability to realize the anticipated benefits and cost savings (if any) from combining the businesses of the acquired companies and our business, which may take longer to realize than expected.

*Changes in environmental laws and regulations may increase our costs related to obsolete products in our existing inventory .* Changing environmental regulations and the timetable to implement them continue to impact our customers' demand for our products. As a result there could be an increase in our inventory obsolescence costs for products manufactured prior to our customers' adoption of new regulations. Currently we have limited visibility into our customers' strategies to implement these changing environmental regulations into their business. The inability to accurately determine our customers' strategies could increase our inventory costs related to obsolescence.

*Interruptions in our information technology systems could adversely affect our business.* We rely on the efficient and uninterrupted operation of complex information technology systems and networks to operate our business. Any significant system or network disruption, including but not limited to new system implementations, computer viruses, security breaches, or energy blackouts could have a material adverse impact on our operations, sales and operating results. We have implemented measures to manage our risks related to such disruptions, but such disruptions could still occur and negatively impact our operations and financial results. In addition, we may incur additional costs to remedy any damages caused by these disruptions or security breaches.

*Uncertainties arising out of economic consequences of current and potential military actions or terrorist activities and associated political instability could adversely affect our business.* Like other U.S. companies, our business and operating results are subject to uncertainties arising out of economic consequences of current and potential military actions or terrorist activities and associated political instability, and the impact of heightened security concerns on domestic and international travel and commerce. These uncertainties could also lead to delays or cancellations of customer orders, a general decrease in corporate spending or our inability to effectively market and sell our products. Any of these results could substantially harm our business and results of operations, causing a decrease in our revenues.

**Item 1B. Unresolved Staff Comments.**

Not applicable.

**Item 2. Properties.**

We own our principal executive, administrative, manufacturing and technical offices which are located in San Jose, California. We also own an R&D facility in New Jersey and a test facility in Biel, Switzerland. We lease administrative office space in Singapore and Switzerland, R&D facilities in Canada and the United Kingdom and a design center in Germany, in addition to sales offices in various countries around the world to accommodate our sales force. We believe that our current facilities are sufficient for our Company; however, if headcount increases above capacity we may need to lease additional space.

**Item 3. Legal Proceedings.**

Information with respect to this item may be found in Note 10, *Legal Proceedings and Contingencies*, in our Notes to Consolidated Financial Statements included later in this Annual Report on Form 10-K, which information is incorporated herein by reference.

**Item 4. Mine Safety Disclosures.**

Not applicable.

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

Our common stock trades on the NASDAQ Global Select Market under the symbol “POWI”. The following table shows the high and low closing sales prices per share of our common stock as reported on the NASDAQ Global Select Market for the periods indicated during which our common stock traded on the NASDAQ Global Select Market.

	Year Ended December 31, 2016		Year Ended December 31, 2015	
	High	Low	High	Low
First Quarter	\$ 49.75	\$ 41.63	\$ 57.52	\$ 50.00
Second Quarter	\$ 54.36	\$ 45.04	\$ 53.48	\$ 44.97
Third Quarter	\$ 63.03	\$ 48.91	\$ 44.67	\$ 36.26
Fourth Quarter	\$ 69.55	\$ 61.97	\$ 52.74	\$ 41.00

As of January 31, 2017, there were approximately 38 stockholders of record. Because brokers and other institutions hold many of our shares on behalf of stockholders, we are unable to estimate the total number of stockholders represented by these record holders.

**Dividends Declared Per Common Share**

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

	Year Ended December 31,	
	2016	2015
First Quarter	\$ 0.13	\$ 0.12
Second Quarter	\$ 0.13	\$ 0.12
Third Quarter	\$ 0.13	\$ 0.12
Fourth Quarter	\$ 0.13	\$ 0.12

We paid a total of \$15.1 million and \$13.9 million in cash dividends during 2016 and 2015, respectively.

**Issuer Purchases of Equity Securities**

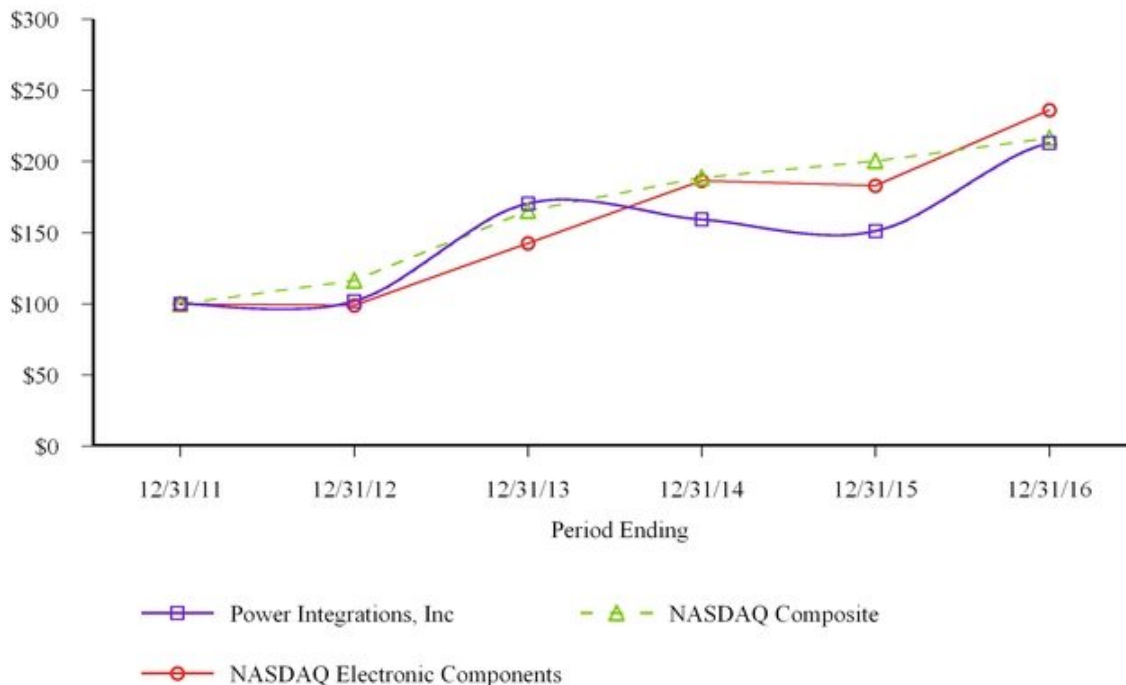
As of December 31, 2014 we had \$23.7 million available to repurchase shares of our common stock under previous authorizations by our board of directors. In each of July 2015 and October 2015, our board of directors authorized the use of an additional \$30.0 million for the repurchase of our common stock, with repurchases to be executed according to pre-defined price/volume guidelines. In the year ended December 31, 2016, we purchased 146,000 shares for \$6.4 million. As of December 31, 2016, we had \$23.6 million available for future stock repurchases. Authorization of future repurchase programs is at the discretion of the board of directors and will depend on our financial condition, results of operations, capital requirements, business conditions as well as other factors.

We did not repurchase any of our common stock during the fourth quarter of fiscal 2016.

**Performance Graph ( 1 )**

The following graph shows the cumulative total stockholders return of an investment of \$100 in cash on December 31, 2011 through December 31, 2016 in our common stock, the NASDAQ Composite Index and the NASDAQ Electronic Components Index and assuming that all dividends were reinvested. The stockholder return shown on the graph below is not necessarily indicative of future performance, and we do not make or endorse any predictions as to future stockholder returns.

**Comparison of Cumulative Five Year Total Return**



Company/Index	12/31/11	12/31/12	12/31/13	12/31/14	12/31/15	12/31/16
Power Integrations, Inc.	100.00	101.92	170.44	159.27	151.19	212.99
NASDAQ Composite	100.00	116.41	165.47	188.69	200.32	216.54
NASDAQ Electronic Components	100.00	99.13	142.52	186.42	183.01	236.19

(1) This Section is not “soliciting material,” is not deemed “filed” with the SEC and is not to be incorporated by reference in any filing of Power Integrations under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing.

**Item 6. Selected Financial Data.**

The following selected consolidated financial data should be read in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and the consolidated financial statements and the notes thereto included elsewhere in this Annual Report on Form 10-K to fully understand factors that may affect the comparability of the information presented below. The selected consolidated statement of income (loss) data for each of the years ended December 31, 2016, 2015 and 2014, and the consolidated balance sheet data as of December 31, 2016 and 2015, are derived from our audited consolidated financial statements, and accompanying notes, included in this Annual Report on Form 10-K. The selected consolidated statement of income (loss) data for each of the years ended December 31, 2013 and 2012, and the consolidated balance sheet data as of December 31, 2014, 2013 and 2012, are derived from our audited consolidated financial statements which are not included in this report. Our historical results are not necessarily indicative of results for any future period. In 2012, our net loss was affected by the impairment charges related our investment in SemiSouth Laboratories, and from our settlement with the IRS related to the examination of our tax returns for the years 2003 through 2006. In 2012, we acquired CT Concept Technologie AG (Concept), a Swiss company. In 2015, we acquired Cambridge Semiconductor Limited (CamSemi), a UK company (refer to Note 11, *Acquisitions*, in our Notes to Consolidated Financial Statements in this Annual Report on Form 10-K, for details).

**Consolidated Statement of Income (Loss) Data**

(in thousands, except per share amounts)	Year Ended December 31,				
	2016	2015	2014	2013	2012
Net revenues	\$ 387,393	\$ 343,989	\$ 348,797	\$ 347,089	\$ 305,370
Income from operations	47,844	38,993	55,796	54,066	11,352
Provision for (benefit from) income taxes	1,032	271	(2,730)	(1,839)	13,622
Net income (loss)	\$ 47,890	\$ 39,147	\$ 59,544	\$ 57,266	\$ (34,404)
Earnings (loss) per share:					
Basic	\$ 1.66	\$ 1.35	\$ 1.99	\$ 1.95	\$ (1.20)
Diluted	\$ 1.62	\$ 1.32	\$ 1.93	\$ 1.88	\$ (1.20)
Shares used in per share calculation:					
Basic	28,925	29,001	29,976	29,421	28,636
Diluted	29,619	29,696	30,829	30,420	28,636
Dividend per share	\$ 0.52	\$ 0.48	\$ 0.44	\$ 0.32	\$ 0.20

**Consolidated Balance Sheet Data**

(in thousands)	Year Ended December 31,				
	2016	2015	2014	2013	2012
Cash and cash equivalents	\$ 62,134	\$ 90,092	\$ 60,708	\$ 92,928	\$ 63,394
Short-term marketable securities	188,323	83,769	114,575	109,179	31,766
Cash, cash equivalents and short-term marketable securities	250,457	173,861	175,283	202,107	95,160
Working capital	258,649	188,410	210,752	227,004	124,297
Total assets	555,338	487,537	493,663	501,421	399,130
Long-term liabilities	7,380	6,925	7,827	14,317	17,514
Stockholders’ equity	\$ 488,105	\$ 428,619	\$ 430,676	\$ 436,686	\$ 341,049

## **Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations.**

*The following discussion and analysis of our financial condition and results of our operations should be read in conjunction with the consolidated financial statements and the notes to those statements included elsewhere in this Annual Report on Form 10-K. This discussion contains forward-looking statements that involve risks and uncertainties. See “Cautionary Note Regarding Forward-Looking Statements” at the beginning of this Form 10-K. Our actual results could differ materially from those contained in these forward-looking statements due to a number of factors, including those discussed in Part I, Item 1A “Risk Factors” and elsewhere in this report.*

### **Business Overview**

We design, develop and market analog and mixed-signal integrated circuits (ICs) and other electronic components and circuitry used in high-voltage power conversion. Our products are used in power converters that convert electricity from a high-voltage source (typically 48 volts or higher) to the type of power required for a specified downstream use. In most cases, this conversion entails, among other functions, converting alternating current (AC) to direct current (DC) or vice versa, reducing or increasing the voltage, and regulating the output voltage and/or current according to the customer’s specifications.

A large percentage of our products are ICs used in AC-DC power supplies, which convert the high-voltage AC from a wall outlet to the low-voltage DC required by most electronic devices. Power supplies incorporating our products are used with all manner of electronic products including mobile phones, computers, entertainment and networking equipment, appliances, electronic utility meters, industrial controls, and lights that utilize light-emitting diodes (LEDs) rather than incandescent or fluorescent light sources.

We also offer high-voltage gate drivers - either standalone ICs or circuit boards containing ICs, electrical isolation components and other circuitry - used to operate high-voltage switches such as insulated-gate bipolar transistors (IGBTs). These combinations of switches and drivers are used for power conversion in high-power applications (i.e., power levels ranging from a few kilowatts up to one gigawatt) such as industrial motors, solar- and wind-power systems, electric vehicles and high-voltage DC transmission systems.

Our net revenues were \$387.4 million, \$344.0 million and \$348.8 million in 2016, 2015 and 2014, respectively. In 2016 revenues increased by \$43.4 million due primarily to higher unit sales into the communications end-market, largely as a result of the success of our InnoSwitch products in mobile-device chargers. In addition, higher unit sales into the consumer market, particularly the consumer-appliance market, contributed to the increase in 2016. The increase was partially offset by lower unit sales into the computer end-market, reflecting reduced demand for power supplies for desktop computers. In 2015 revenues decreased by \$4.8 million due primarily to lower unit sales into the computer end-market, reflecting reduced demand for power supplies for desktop computers, and the industrial end-market, reflecting a broad-based slowdown in demand from the industrial sector of the economy. These reductions were partially offset by higher unit sales into the communications end-market, largely as a result of the success of our InnoSwitch products in mobile-device chargers, and the effect of our acquisition of Cambridge Semiconductor Limited (CamSemi), whose products are used primarily in the communications end-market.

Our top ten customers, including distributors that resell to OEMs and merchant power supply manufacturers, accounted for 60% of our net revenues in each of 2016 and 2015, and 59% in 2014. Our top two customers, both distributors of our products, collectively accounted for approximately 29%, 31% and 28% of our net revenues in 2016, 2015 and 2014, respectively. International sales made up approximately 96% of net revenues in 2016 and 95% in each of 2015 and 2014.

Because our industry is intensely price-sensitive, our gross margin (gross profit divided by net revenues) is subject to change based on the relative pricing of solutions that compete with ours. Variations in product mix, end-market mix and customer mix can also cause our gross margin to fluctuate. Also, because we purchase a large percentage of our silicon wafers from foundries located in Japan, our gross margin is influenced by fluctuations in the exchange rate between the U.S. dollar and the Japanese yen. All else being equal, a 10% change in the value of the U.S. dollar compared to the Japanese yen would eventually result in a corresponding change in our gross margin of approximately 1.0%; this sensitivity may increase or decrease depending on the percentage of our wafer supply that we purchase from Japanese suppliers. Also, although our wafer fabrication and assembly operations are outsourced, as are most of our test operations, a portion of our production costs are fixed in nature. As a result, our unit costs and gross profit margin are impacted by the volume of units we produce.

Our gross profit, defined as net revenues less cost of revenues, was \$191.2 million , or 49% of net revenues, in 2016 , compared to \$173.4 million, or 50% of net revenues in 2015 , and \$189.6 million, or 54% of net revenues, in 2014 . The decrease in gross margin in each of 2016 and 2015 was due primarily to a change in end-market mix, with a greater percentage of revenues coming from lower-margin end-markets, particularly communications. In addition, in 2015 we incurred higher period costs resulting from the amortization of intangibles and inventory write-up related to our acquisition of CamSemi, which took place in the first quarter of 2015.

Total operating expenses in 2016 , 2015 and 2014 were \$143.3 million , \$134.4 million and \$133.8 million, respectively. The increase in operating expenses in 2016 was due primarily to increased stock-based compensation expense related to annual performance-based awards as a result of our financial performance in 2016 and the expansion of headcount in support of our product-development efforts. Operating expenses increased in 2015 primarily due to the addition of employees in connection with our acquisition of CamSemi; the increase in headcount caused a corresponding increase in salary and other employee-related expenses. Sales and marketing expenses decreased due primarily to a decrease in amortization of intangible assets, as our Concept trade name was fully amortized as of the second quarter of 2014, and lower advertising and promotional expenses in 2015.

### **Critical Accounting Policies and Estimates**

The preparation of financial statements and related disclosures in conformity with accounting principles generally accepted in the United States of America, or U.S. GAAP, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. On an ongoing basis, we evaluate our estimates, including those listed below. We base our estimates on historical facts and various other assumptions that we believe to be reasonable at the time the estimates are made. Actual results could differ from those estimates.

Our critical accounting policies are as follows:

- revenue recognition;
- stock-based compensation;
- estimating write-downs for excess and obsolete inventory;
- income taxes;
- business combinations; and
- goodwill and intangible assets.

Our critical accounting policies are important to the portrayal of our financial condition and results of operations, and require us to make judgments and estimates about matters that are inherently uncertain. A brief description of these critical accounting policies is set forth below. For more information regarding our accounting policies, see Note 2, *Summary of Significant Accounting Policies* , in our Notes to Consolidated Financial Statements in this Annual Report on Form 10-K.

#### ***Revenue recognition***

Product revenues consist of sales to original equipment manufacturers, or OEMs, merchant power supply manufacturers and distributors. Approximately 75% of our net product sales were made to distributors in 2016 . We apply the provisions of Accounting Standards Codification (ASC) 605-10, *Revenue Recognition* , and all related appropriate guidance. Revenue is recognized when all of the following criteria have been met: (1) persuasive evidence of an arrangement exists, (2) delivery has occurred, (3) the price is fixed or determinable, and (4) collectability is reasonably assured. Customer purchase orders are generally used to determine the existence of an arrangement. Delivery is considered to have occurred when title and risk of loss have transferred to our customer. We evaluate whether the price is fixed or determinable based on the payment terms associated with the transaction and whether the sales price is subject to refund or adjustment. With respect to collectability, we perform credit checks for new customers and perform ongoing evaluations of our existing customers' financial condition and require letters of credit whenever deemed necessary.

Sales to international OEMs and merchant power supply manufacturers for shipments from our facility outside of the United States are pursuant to EX Works, or EXW, shipping terms, meaning that title to the product transfers to the customer upon shipment from our foreign warehouse. Sales to international OEM customers and merchant power supply manufacturers that are shipped from our facility in California are pursuant to Delivered at Frontier, or DAF, shipping terms. As such, title to the product passes to the customer when the shipment reaches the destination country and revenue is recognized upon the arrival of the product



in that country. Shipments to OEMs and merchant power supply manufacturers in the Americas are pursuant to Free on Board, or FOB, point of origin shipping terms meaning that title is passed to the customer upon shipment. Revenue is recognized upon title transfer for sales to OEMs and merchant power supply manufacturers, assuming all other criteria for revenue recognition are met.

Sales to most distributors are made under terms allowing certain price adjustments and rights of return on our products held by the distributors. As a result of these rights, we defer the recognition of revenue and the costs of revenues derived from sales to these distributors until our distributors report that they have sold our products to their customers. Our recognition of such distributor sell-through is based on point of sales reports received from the distributor, at which time the price is no longer subject to adjustment and is fixed, and the products are no longer subject to return to us except pursuant to warranty terms. The gross profit that is deferred upon shipment to the distributor is reflected as “deferred income on sales to distributors” in the accompanying consolidated balance sheets. The total deferred revenue as of December 31, 2016 and 2015, was approximately \$28.1 million and \$25.7 million, respectively. The total deferred cost as of December 31, 2016 and 2015, was approximately \$11.9 million and \$10.6 million, respectively.

Frequently, distributors need to sell at a price lower than the standard distribution price in order to win business. At the time the distributor invoices its customer or soon thereafter, the distributor submits a “ship and debit” price adjustment claim to us to adjust the distributor’s cost from the standard price to the pre-approved lower price. After we verify that the claim was pre-approved, a credit memo is issued to the distributor for the ship and debit claim. We maintain a reserve for these unprocessed claims and for estimated future ship and debit price adjustments. The reserves appear as a reduction to accounts receivable and deferred income on sales to distributors in our accompanying consolidated balance sheets. To the extent future ship and debit claims significantly exceed amounts estimated, there could be a material impact on the deferred revenue and deferred margin ultimately recognized. To evaluate the adequacy of our reserves, we analyze historical ship and debit payments and levels of inventory in the distributor channels.

Sales to certain of our distributors are made under terms that do not include rights of return or price concessions after the product is shipped to the distributor. Accordingly, product revenue is recognized upon shipment and title transfer assuming all other revenue recognition criteria are met.

### ***Stock-based compensation***

We apply the provisions of ASC 718-10, *Share-Based Payment*. Under the provisions of ASC 718-10, we recognize the fair value of stock-based compensation in our financial statements over the requisite service period of the individual grants, which generally equals a four-year vesting period. We use estimates of volatility, expected term, risk-free interest rate, dividend yield and forfeitures in determining the fair value of these awards and the amount of compensation expense to recognize. Changes in the estimated forfeiture rate could result in changes to our current compensation charges for historical grants.

For awards with performance conditions, we recognize compensation expense when it becomes probable that the performance target will be achieved. A probability assessment is performed on a quarterly basis and requires significant assumptions and estimates made by management related to the projected achievement of the performance targets, which consist of a combination of net revenue, non-GAAP operating earnings and strategic goals. Changes in the probability assessment of achieving the performance targets are accounted for in the period of change by recording a cumulative catch-up adjustment as if the new estimate had been applied since the service inception date. If the actual performance targets achieved differ significantly from those projected by management, additional compensation expense may be recorded for the performance-based awards due to the cumulative catch-up adjustment, which could have an adverse impact on our results of operations.

### ***Estimating write-downs for excess and obsolete inventory***

When evaluating the adequacy of our valuation adjustments for excess and obsolete inventory, we identify excess and obsolete products and also analyze historical usage, forecasted production based on demand forecasts, current economic trends and historical write-offs. This write-down is reflected as a reduction to inventory in the consolidated balance sheets and an increase in cost of revenues. If actual market conditions are less favorable than our assumptions, we may be required to take additional write-downs, which could adversely impact our cost of revenues and operating results.

### ***Income taxes***

Income tax expense is an estimate of current income taxes payable or refundable in the current fiscal year based on reported income before income taxes. Deferred income taxes reflect the effect of temporary differences and carry-forwards that are recognized for financial reporting and income tax purposes.

We account for income taxes under the provisions of ASC 740, *Income Taxes*. Under the provisions of ASC 740, deferred tax assets and liabilities are recognized based on the differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases, utilizing the tax rates that are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. We recognize valuation allowances to reduce any deferred tax assets to the amount that we estimate will more likely than not be realized based on available evidence and management's judgment. We limit the deferred tax assets recognized related to some of our officers' compensation to amounts that we estimate will be deductible in future periods based upon Internal Revenue Code Section 162(m). In the event that we determine, based on available evidence and management judgment, that all or part of the net deferred tax assets will not be realized in the future, we would record a valuation allowance in the period the determination is made. In addition, the calculation of tax liabilities involves significant judgment in estimating the impact of uncertainties in the application of complex tax laws. Resolution of these uncertainties in a manner inconsistent with our expectations could have a material impact on our results of operations and financial position.

As of December 31, 2016, we continue to maintain a valuation allowance on our California deferred tax assets as we believe that it is not more likely than not that the deferred tax assets will be fully realized. We also maintain a valuation allowance with respect to some of our deferred tax assets relating primarily to tax credits in Canada and the state of New Jersey as well as Federal capital loss carryforwards.

### ***Business combinations***

The purchase price of an acquisition is allocated to the underlying assets acquired and liabilities assumed based upon their estimated fair values at the date of acquisition. To the extent the purchase price exceeds the fair value of the net identifiable tangible and intangible assets acquired and liabilities assumed, such excess is allocated to goodwill. We determine the estimated fair values after review and consideration of relevant information, including discounted cash flows, quoted market prices and estimates made by management. We adjust the preliminary purchase price allocation, as necessary, during the measurement period of up to one year after the acquisition closing date as we obtain more information as to facts and circumstances existing at the acquisition date impacting asset valuations and liabilities assumed. Acquisition-related costs are recognized separately from the acquisition and are expensed as incurred.

### ***Goodwill and intangible assets***

In accordance with ASC 350-10, *Goodwill and Other Intangible Assets*, we evaluate goodwill for impairment on an annual basis, or as other indicators of impairment emerge. The provisions of ASC 350-10 require that we perform a two-step impairment test. In the first step, we compare the implied fair value of our single reporting unit to its carrying value, including goodwill. If the fair value of our reporting unit exceeds the carrying amount no impairment adjustment is required. If the carrying amount of our reporting unit exceeds the fair value, step two will be completed to measure the amount of goodwill impairment loss, if any exists. If the carrying value of our single reporting unit's goodwill exceeds its implied fair value, then we record an impairment loss equal to the difference, but not in excess of the carrying amount of the goodwill. Under the amendments of ASC 350-10, Accounting Standards Update (ASU) 2011-08, *Testing Goodwill for Impairment*, we have the option to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If, we elect this option and after assessing the totality of events or circumstances, we determine it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then performing the two-step impairment test is unnecessary. We have not elected this option to date. We evaluated goodwill for impairment in the fourth quarters of 2016 and 2015, and concluded that no impairment existed as of December 31, 2016, and December 31, 2015.

ASC 350-10 also requires that intangible assets with estimable useful lives be amortized over their respective estimated useful lives, and reviewed for impairment in accordance with ASC 360-10, *Accounting for the Impairment or Disposal of Long-Lived Assets*. We review long-lived assets, such as acquired intangibles and property and equipment, for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. We measure recoverability of assets to be held and used by a comparison of the carrying amount of an asset to estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated future cash flows, we recognize an impairment charge by the amount by which the carrying amount of the asset exceeds the fair value of the asset.

**Results of Operations**

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

	<b>Year Ended December 31,</b>		
	<b>2016</b>	<b>2015</b>	<b>2014</b>
Net revenues	100.0%	100.0%	100.0 %
Cost of revenues	50.7	49.6	45.7
Gross profit	49.3	50.4	54.3
Operating expenses:			
Research and development	16.1	16.7	15.8
Sales and marketing	12.4	13.6	13.7
General and administrative	8.5	8.7	8.9
Total operating expenses	37.0	39.0	38.4
Income from operations	12.3	11.4	16.0
Other income	0.3	0.1	0.3
Income before income taxes	12.6	11.5	16.3
Provision for (benefit from) income taxes	0.2	0.1	(0.8)
Net income	12.4%	11.4%	17.1 %

**Comparison of Years Ended December 31, 2016, 2015 and 2014**

*Net revenues.* Net revenues consist of revenues from product sales, which are calculated net of returns and allowances. In 2016 revenues increased by \$43.4 million due primarily to higher unit sales into the communications end-market, largely as a result of the success of our InnoSwitch products in mobile-device chargers. In addition, higher unit sales into the consumer market, particularly the consumer-appliance market, contributed to the increase in 2016. The increase was partially offset by lower unit sales into the computer end-market, reflecting reduced demand for power supplies for desktop computers. In 2015 revenue decreased by \$4.8 million, due primarily to lower unit sales into the computer end-market, reflecting reduced demand for power supplies for desktop computers, and the industrial end-market, reflecting a broad-based slowdown in demand from the industrial sector of the economy. These reductions were partially offset by higher unit sales into the communications end-market, largely as a result of the success of our InnoSwitch products in mobile-device chargers and the effect of our acquisition of CamSemi, whose products are used primarily in the communications end-market.

Our approximate net revenue mix by end-markets served in 2016, 2015 and 2014 is as follows:

<b>End Market</b>	<b>Year Ended December 31,</b>		
	<b>2016</b>	<b>2015</b>	<b>2014</b>
Communications	27%	24%	18%
Computer	6%	7%	10%
Consumer	36%	36%	37%
Industrial	31%	33%	35%

Sales to customers outside of the United States were \$372.8 million in 2016, compared to \$327.5 million in 2015 and \$332.8 million in 2014, representing approximately 96% of net revenues in 2016 and 95% in each of 2015 and 2014. Although power supplies using our products are designed and distributed worldwide, most of these power supplies are manufactured by our customers in Asia. As a result, sales to this region accounted for approximately 81% of our net revenues in 2016 and 80% in each of 2015 and 2014. We expect international sales to continue to account for a large portion of our net revenues for the foreseeable future.

Distributors accounted for 75% of our net product sales for each of the years ended December 31, 2016, 2015 and 2014, with direct sales to OEMs and merchant power supply manufacturers accounting for the remainder in each of the corresponding years. In each of 2016 and 2015 two distributors accounted for more than 10% of revenues. In 2014 only one of these distributors accounted for more than 10% of revenues.

The following customers each accounted for 10% or more of net revenues during these years:

Customer	Year Ended December 31,		
	2016	2015	2014
Avnet	18%	21%	19%
Powertech Distribution Ltd.	11%	10%	*

\* Total customer revenue was less than 10% of net revenues.

No other customers accounted for 10% or more of net revenues during these years.

*Gross profit.* Gross profit is net revenues less cost of revenues. Our cost of revenues consists primarily of the purchase of wafers from our contracted foundries, the assembly, packaging and testing of our products by sub-contractors, product testing performed in our own facility, overhead associated with the management of our supply chain and the amortization of acquired intangible assets. Gross margin is gross profit divided by net revenues. The table below compares gross profit and gross margin for the years ended December 31, 2016, 2015 and 2014:

(dollars in millions)	2016	Change	2015	Change	2014
Gross profit	\$ 191.2	10.3%	\$ 173.4	(8.5)%	\$ 189.6
Gross margin	49.3%		50.4%		54.3%

The decrease in gross margin in each of 2016 and 2015 was due primarily to a change in end-market mix, with a greater percentage of revenue coming from lower-margin end-markets, particularly communications. In addition, in 2015 we incurred higher period costs resulting from the amortization of intangibles and inventory write-up related to our acquisition of CamSemi, which took place in the first quarter of 2015.

*Research and development expenses.* R&D expenses consist primarily of employee-related expenses including stock-based compensation and expensed material and facility costs associated with the development of new processes and new products. We also record R&D expenses for prototype wafers related to new products until the products are released to production. The table below compares R&D expenses for the years ended December 31, 2016, 2015 and 2014:

(dollars in millions)	2016	Change	2015	Change	2014
R&D expenses	\$ 62.3	8.3%	\$ 57.5	4.7%	\$ 55.0
Percentage of net revenues	16.1%		16.7%		15.8%

R&D expenses increased in 2016 compared to 2015 primarily due to increased stock-based compensation expense related to performance-based stock awards expected to vest as a result of our 2016 performance. The expansion of headcount in support of our product-development efforts also contributed to the increase. R&D expenses increased in 2015 as compared to 2014, driven primarily by the addition of employees in connection with our acquisition of CamSemi; the increase in headcount caused a corresponding increase in salary and other employee-related expenses.

*Sales and marketing expenses.* Sales and marketing expenses consist primarily of employee-related expenses, including stock-based compensation, commissions to sales representatives, amortization of acquired intangible assets and facilities expenses, including expenses associated with our regional sales and support offices. The table below compares sales and marketing expenses for the years ended December 31, 2016, 2015 and 2014:

(dollars in millions)	Year Ended December 31,				
	2016	Change	2015	Change	2014
Sales and marketing expenses	\$ 48.0	2.6%	\$ 46.8	(2.1)%	\$ 47.8
Percentage of net revenues	12.4%		13.6%		13.7%

Sales and marketing expenses increased in 2016 compared to 2015 primarily due to increased stock-based compensation expense related to performance-based stock awards expected to vest as a result of our 2016 performance. Higher bonus and sales commissions also contributed to the increase. Sales and marketing expenses decreased in 2015 compared to 2014 due primarily

to lower amortization of acquisition-related intangible assets, as our Concept trade name was fully amortized in the second quarter of 2014, and also due to lower advertising and promotional expenses in 2015.

*General and administrative expenses.* General and administrative, or G&A, expenses consist primarily of employee-related expenses, including stock-based compensation expenses for administration, finance, human resources and general management, as well as consulting, professional services, legal and auditing expenses. The table below compares G&A expenses for the years ended December 31, 2016, 2015 and 2014:

(dollars in millions)	Year Ended December 31,				
	2016	Change	2015	Change	2014
G&A expenses	\$ 33.0	10.0%	\$ 30.0	(3.1)%	\$ 31.0
Percentage of net revenues	8.5%		8.7%		8.9%

G&A expenses increased in 2016 compared to 2015 due primarily to increased stock-based compensation expense related to performance-based stock awards expected to vest as a result of our 2016 performance and due to increased legal expenses as a result of higher fees in connection with our litigations with ON Semiconductor which recently acquired Fairchild Semiconductor. G&A expenses decreased in 2015 compared to 2014 due primarily to a decrease in patent litigation expenses and decreased outside service fees relating to our CamSemi acquisition which was completed in January 2015. These decreases were partially offset by higher patent (non-litigation) attorney fees.

*Other income.* Other income consists primarily of interest income earned on cash and cash equivalents, marketable securities and other investments, and the impact of foreign exchange gains or losses. The table below compares other income for the years ended December 31, 2016, 2015 and 2014:

(dollars in millions)	Year Ended December 31,				
	2016	Change	2015	Change	2014
Other income	\$ 1.1	153.6%	\$ 0.4	(58.3)%	\$ 1.0
Percentage of net revenues	0.3%		0.1%		0.3%

Other income increased in 2016 due primarily to the unfavorable impact in 2015 of foreign currency movements relative to the U.S. dollar and the related loss recognized from the remeasurement of monetary foreign currency assets and liabilities of our Swiss subsidiary. Other income decreased in 2015 compared to 2014 due primarily to the unfavorable impact of foreign currency movements relative to the U.S. dollar and the related loss recognized from the remeasurement of monetary foreign currency assets and liabilities of our Swiss subsidiary.

*Provision for (benefit from) income taxes.* Provision for (benefit from) income taxes represents federal, state and foreign taxes. The table below compares the provision for income taxes for the years ended December 31, 2016, 2015 and 2014:

(dollars in millions)	Year Ended December 31,				
	2016	Change	2015	Change	2014
Provision for (benefit from) income taxes	\$ 1.0	280.8%	\$ 0.3	(109.9)%	\$ (2.7)
Percentage of net revenues	0.2%		0.1%		(0.8)%
Effective tax rate	2.1%		0.7%		(4.8)%

In 2016 and 2015, our effective tax rate was impacted by the geographic distribution of our world-wide earnings in lower tax jurisdictions and the federal R&D tax credit. The difference between the 2016 and 2015 tax rate is due to additional foreign earnings brought back to the U.S. in 2016. In 2014, our effective tax rate was impacted by an agreement reached with the United States Internal Revenue Service to conclude the examination of our income tax returns for the years 2007 through 2009. The resolution of the audit resulted in a federal tax benefit to us of \$2.8 million; we also recorded a state tax benefit of \$0.5 million. The one-time benefit included the reversal of \$4.1 million of related unrecognized tax benefits that had been recorded as non-current liabilities in our consolidated balance sheets. Additionally, the rate was favorably impacted by federal research tax credits for 2016, 2015 and 2014.

## Liquidity and Capital Resources

We had approximately \$250.5 million in cash, cash equivalents and short-term marketable securities at December 31, 2016, compared to \$173.9 million at December 31, 2015, and \$175.3 million at December 31, 2014. As of December 31, 2016, 2015 and 2014, we had working capital, defined as current assets less current liabilities, of approximately \$258.6 million, \$188.4 million and \$210.8 million, respectively.

On July 5, 2012, we entered into a credit agreement (the "Credit Agreement") with two banks. The Credit Agreement provides us with a \$100.0 million revolving line of credit to use for general corporate purposes with a \$20.0 million sub-limit for the issuance of standby and trade letters of credit. The Credit Agreement was amended on April 1, 2014, to extend the Credit Agreement termination date from July 5, 2015 to April 1, 2017, with all other terms of the Credit Agreement remaining the same.

On July 27, 2016, we terminated the Credit Agreement and entered into a new Credit Agreement with a bank (the "New Credit Agreement"). The New Credit Agreement provides us with a \$75.0 million revolving line of credit to use for general corporate purposes with a \$20.0 million sub-limit for the issuance of standby and trade letters of credit. Our ability to borrow under the revolving line of credit is conditioned upon our compliance with specified covenants, including reporting and financial covenants, primarily a minimum liquidity measure and a debt to earnings ratio, with which we are currently in compliance. The New Credit Agreement terminates on July 26, 2019; all advances under the revolving line of credit will become due on such date, or earlier in the event of a default. As of December 31, 2016, we had no amounts outstanding under our agreement.

Our operating activities generated cash of \$97.9 million, \$92.2 million, and \$85.6 million in the years ended December 31, 2016, 2015 and 2014, respectively. In each of these years, cash was primarily generated from operating activities in the ordinary course of business.

In 2016, our net income was \$47.9 million, which included stock-based compensation expenses, non-cash depreciation and amortization of \$20.9 million, \$16.8 million and \$6.7 million, respectively. Sources of cash also included: (1) a \$7.7 million increase in accounts payable due to the timing of payments; and (2) a \$1.1 million increase in deferred income on sales to distributors due to increased inventory levels at our distributors in anticipation of end-customer demand. These sources of cash were partially offset by a \$2.5 million increase in prepaid expenses and other assets due primarily to an increase in prepaid income taxes and a \$1.1 million decrease in taxes payable and accrued liabilities.

In 2015, our net income was \$39.1 million, which included non-cash depreciation, amortization and stock-based expenses of \$16.5 million, \$7.0 million and \$14.8 million, respectively. Sources of cash also included: (1) a \$13.5 million decrease in inventory due to ongoing reduction efforts; (2) a \$4.1 million decrease in accounts receivable due to the timing of collections; and (3) a \$3.4 million decrease in prepaid expenses and other assets due to income tax refunds received during the period. These sources of cash were partially offset by a \$5.4 million increase in deferred taxes.

In 2014, our net income was \$59.5 million, which included non-cash depreciation, amortization and stock-based compensation expenses of \$15.9 million, \$6.1 million and \$14.3 million, respectively. Sources of cash also included: (1) a \$8.2 million decrease in prepaid expenses and other assets as a result of lower payments related to legal and R&D services, in addition to tax refunds received during the year; (2) a \$2.1 million decrease in accounts receivable as a result of lower sales in the fourth quarter of 2014 compared to 2013 and improved collections; and (3) a \$2.3 million increase in accounts payable due to the timing of payments. These sources of cash were partially offset by a \$21.7 million increase in our inventories as a result of lower-than expected sales, and by a \$3.2 million decrease in taxes payable.

Our investing activities in the year ended December 31, 2016, resulted in a \$117.4 million net use of cash, consisting primarily of \$105.2 million from the purchase of marketable securities, net of maturities, and \$12.2 million for purchases of property and equipment, primarily machinery and equipment for use in the manufacture of our products.

Our investing activities in the year ended December 31, 2015, resulted in a net \$7.7 million use of cash, consisting primarily of \$15.5 million in net cash paid for the acquisition of CamSemi, \$10.4 million net cash paid for a building purchase (refer to Note 11, Acquisitions, in our Notes to Consolidated Financial Statements in this Annual Report on Form 10-K, for details) and \$11.4 million for purchases of property and equipment, primarily machinery and equipment for use in the manufacture of our products. These uses of cash were partially offset by \$29.6 million of proceeds from the sale and maturity of marketable securities, net of purchases.

Our investing activities in the year ended December 31, 2014, resulted in a net \$38.1 million use of cash, consisting primarily of: (1) \$7.2 million, net, for purchases of marketable securities; (2) \$23.1 million for purchases of property and equipment, primarily machinery and equipment for production and R&D; (3) \$1.3 million for the purchase of power.com, our domain name; and (4) a \$6.6 million cash payment to CamSemi under a loan agreement (refer to Note 11, *Acquisitions*, in our Notes to Consolidated Financial Statements in this Annual Report on Form 10-K, for further details).

Our financing activities in the year ended December 31, 2016, resulted in a net use of \$8.4 million of cash. Financing activities consisted primarily of \$6.4 million for the repurchase of our common stock and \$15.1 million for the payment of dividends to stockholders, partially offset by proceeds of \$13.1 million from the issuance of common stock, including the exercise of employee stock options and the issuance of shares through our employee stock purchase plan.

Our financing activities in the year ended December 31, 2015, resulted in a net use of \$55.1 million of cash. Financing activities consisted primarily of \$53.7 million for the repurchase of our common stock and \$13.9 million for the payment of dividends to stockholders, partially offset by proceeds of \$12.6 million from the issuance of common stock, including the exercise of employee stock options and the issuance of shares through our employee stock purchase plan.

Our financing activities in the year ended December 31, 2014, resulted in a net use of \$79.6 million of cash, consisting primarily of \$80.8 million for the repurchase of our common stock, and \$13.2 million for the payment of dividends to stockholders. The use of cash was partially offset by proceeds of \$13.9 million from issuance of common stock, including the exercise of employee stock options and the issuance of shares through our employee stock purchase plan.

In October 2013, our board of directors declared four quarterly cash dividends in the amount of \$0.10 per share to be paid to stockholders of record at the end of each quarter in 2014. In April 2014, our board of directors increased the quarterly dividends for the third and fourth quarters of 2014 to \$0.12 per share. In January 2015, our board of directors extended the \$0.12 quarterly dividend through each quarter in 2015. In January 2016, our board of directors declared four quarterly cash dividends in the amount of \$0.13 per share to be paid to stockholders of record at the end of each quarter in 2016.

In January 2017, our board of directors declared four quarterly cash dividends in the amount of \$0.14 per share to be paid to stockholders of record at the end of each quarter in 2017. The declaration of any future cash dividend is at the discretion of the board of directors and will depend on our financial condition, results of operations, capital requirements, business conditions and other factors, as well as a determination that cash dividends are in the best interest of our stockholders.

In the years ended December 31, 2014, and December 31, 2015, our board of directors authorized the use of \$75.0 million and \$60.0 million, respectively, for repurchase of our common stock, with repurchases to be executed according to pre-defined price/volume guidelines. In 2016, we purchased 146,000 shares for approximately \$6.4 million. In the year ended December 31, 2015, we purchased 1.3 million shares for \$53.7 million. In the year ended December 31, 2014, we purchased 1.6 million shares for \$80.8 million. As of December 31, 2016, we had \$23.6 million available for future stock repurchases. Authorization of future repurchase programs is at the discretion of the board of directors and will depend on our financial condition, results of operations, capital requirements and business conditions as well as other factors.

As of December 31, 2016, we had a contractual obligation related to income tax, consisting primarily of unrecognized tax benefits of approximately \$15.4 million. The tax obligation was classified as long-term income taxes payable or recorded as contra deferred tax assets in our consolidated balance sheet.

Our cash, cash equivalents and investment balances may change in future periods due to changes in our planned cash outlays, including changes in incremental costs such as direct and integration costs related to future acquisitions. We expect continued sales growth in our foreign business and plan to use the earnings generated by our foreign subsidiaries to continue to fund both the working capital and growth needs of our foreign entities, along with providing funding for any future foreign acquisitions. We do not provide for U.S. taxes on undistributed earnings of our foreign subsidiaries that we intend to invest indefinitely outside the U.S., unless such taxes are otherwise required under U.S. tax law. Beginning in 2013, we determined that a portion of our foreign subsidiaries current and future earnings may be remitted prospectively to the U.S. for domestic cash flow purposes and, accordingly, provided for the related U.S. taxes in our consolidated financial statements. Currently the majority of our cash and marketable securities are held in the U.S. We may adjust our repatriation strategy depending on the U.S. cash needs and our ability to effectively utilize our deferred tax assets. If we change our intent to invest our undistributed earnings outside the U.S. indefinitely or if a greater amount of undistributed earnings are needed for U.S. operations than previously anticipated and for which U.S. taxes have not been recorded, we would be required to accrue or pay U.S. taxes (subject to an adjustment for



foreign tax credits, where applicable) and withholding taxes payable to various foreign countries on some or all of these undistributed earnings. As of December 31, 2016, we had approximately \$265.0 million of undistributed earnings of foreign subsidiaries that are indefinitely invested outside of the U.S.

If our operating results deteriorate in future periods, either as a result of a decrease in customer demand or pricing pressures from our customers or our competitors, or for other reasons, our ability to generate positive cash flow from operations may be jeopardized. In that case, we may be forced to use our cash, cash equivalents and short-term investments, use our current financing or seek additional financing from third parties to fund our operations. We believe that cash generated from operations, together with existing sources of liquidity, will satisfy our projected working capital and other cash requirements for at least the next 12 months.

#### Off-Balance Sheet Arrangements

As of December 31, 2016 and 2015, we did not have any off-balance sheet arrangements or relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which are typically established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes.

#### Contractual Obligations

As of December 31, 2016, we had the following contractual obligations and commitments, consisting solely of non-cancelable operating lease agreements:

(in thousands)	Payments Due by Period				
	Total	Less than 1 Year	1 - 3 Years	4 - 5 Years	Over 5 Years
Operating lease obligations	\$ 4,387	\$ 1,591	\$ 1,979	\$ 459	\$ 358

In addition to our contractual obligations noted above we have a contractual obligation related to income tax as of December 31, 2016, which primarily comprises unrecognized tax benefits of approximately \$15.4 million, and was classified as long-term income taxes payable or recorded as contra deferred tax assets in our consolidated balance sheet.

#### Recently Issued Accounting Announcements

For recently issued accounting announcements, see “Recently Issued Accounting Announcements” in Note 2 to Consolidated Financial Statements included in this Annual Report on Form 10-K.

#### Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

*Interest Rate Risk.* Our exposure to market risk for changes in interest rates relates primarily to our investment portfolio. We consider cash invested in highly liquid financial instruments with a remaining maturity of three months or less at the date of purchase to be cash equivalents. Investments in highly liquid financial instruments with maturities greater than three months are classified as short-term investments. We generally hold securities until maturity; however, they may be sold under certain circumstances, including, but not limited to, when necessary for the funding of acquisitions and other strategic investments. As a result of this policy, we classify our investment portfolio as available-for-sale. We invest in high-credit quality issuers and, by policy, limit the amount of credit exposure to any one issuer. As stated in our policy, we seek to ensure the safety and preservation of our invested principal funds by limiting default risk, market risk and reinvestment risk. We mitigate default risk by investing in safe and high-credit quality securities and by constantly positioning our portfolio to respond appropriately to a significant reduction in a credit rating of any investment issuer, guarantor or depository. The portfolio includes only marketable securities with active secondary or resale markets to facilitate portfolio liquidity. At December 31, 2016 and 2015, we held primarily cash equivalents and short-term investments with fixed interest rates. We do not hold any instruments for trading purposes.

Our investment securities are subject to market interest rate risk and will vary in value as market interest rates fluctuate. To minimize market risk, we invest in high-credit quality issuers and, by policy, limit the amount of credit exposure to any one issuer, and therefore if market interest rates were to increase or decrease by 10% from interest rates as of December 31, 2016, or December 31, 2015, the increase or decrease in the fair market value of our portfolio on these dates would not have been material.



We monitor our investments for impairment on a periodic basis. Refer to Note 2, *Summary of Significant Accounting Policies*, for a tabular presentation of our available-for-sale investments and the expected maturity dates.

*Foreign Currency Exchange Risk.* As of December 31, 2016, our primary transactional currency was the U.S. dollar; in addition, we hold cash in Swiss francs and euros to fund the operation of our Swiss subsidiary. Cash balances held in foreign countries are subject to local banking laws and may bear higher or lower risk than cash deposited in the United States. The following represents the potential impact on our pretax income from a change in the value of the U.S. dollar compared to the Swiss franc and euro as of December 31, 2016. This sensitivity analysis applies a change in the U.S. dollar value of 5% and 10%.

(in thousands of USD)	December 31, 2016	
	5%	10%
Swiss franc and euro foreign exchange impact	\$ 71	\$ 142

The foreign exchange rate fluctuation between the U.S. dollar versus the Swiss franc and euro is recorded in other income in our consolidated statements of income.

We have sales offices in various other foreign countries in which our expenses are denominated in the local currency, primary Asia and Western Europe. From time to time we may enter into foreign currency hedging contracts to hedge certain foreign currency transactions. As of December 31, 2016, and December 31, 2015, we did not have an open foreign currency hedge program utilizing foreign currency forward exchange contracts.

With two of our major suppliers, Seiko Epson Corporation (Epson) and ROHM Lapis Semiconductor Co., Ltd. (Lapis) we have wafer supply agreements based in U.S. dollars; however, our agreements with Epson and Lapis also allow for mutual sharing of the impact of the exchange rate fluctuation between Japanese yen and the U.S. dollar. Each year, our management and these suppliers review and negotiate pricing; the negotiated pricing is denominated in U.S. dollars but is subject to contractual exchange rate provisions. The fluctuation in the exchange rate is shared equally between us and each of these suppliers.

Nevertheless, as a result of our above-mentioned supplier agreements, our gross margin is influenced by fluctuations in the exchange rate between the U.S. dollar and the Japanese yen. All else being equal, a 10% change in the value of the U.S. dollar compared to the Japanese yen would result in a corresponding change in our gross margin of approximately 1.0%; this sensitivity may increase or decrease depending on the percentage of our wafer supply that we purchase from some of our Japanese suppliers and could subject our gross profit and operating results to the potential for material fluctuations.

#### **Item 8. Financial Statements and Supplementary Data.**

The financial statements required by this item are set forth in the pages indicated in Item 15(a), and the supplementary data required by this item is included in Note 14, *Selected Quarterly Information*, in our notes to consolidated financial statements.

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

Not applicable.

#### **Item 9A. Controls and Procedures.**

##### **Evaluation of Disclosure Controls and Procedures**

Management is required to evaluate our disclosure controls and procedures, as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended, or the Exchange Act. Disclosure controls and procedures are controls and other procedures designed to provide reasonable assurance that information required to be disclosed in our reports filed under the Exchange Act, such as this Annual Report on Form 10-K, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include controls and procedures designed to provide reasonable assurance that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer as appropriate to allow timely decisions regarding required disclosure. Our disclosure controls and procedures include components of our internal control over financial reporting, which consists of control processes designed to provide reasonable assurance regarding the reliability of our financial reporting and the

preparation of financial statements in accordance with generally accepted accounting principles in the U.S. To the extent that components of our internal control over financial reporting are included within our disclosure controls and procedures, they are included in the scope of our periodic controls evaluation. Based on our management's evaluation (with the participation of our principal executive officer and principal financial officer), our principal executive officer and principal financial officer have concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) were effective as of the end of the period covered by this report.

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

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rule 13a-15(f) under the Exchange Act. Internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with generally accepted accounting principles. Internal control over financial reporting includes those policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles and that receipts and expenditures are being made only in accordance with authorizations of our management and directors; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Internal control over financial reporting cannot provide absolute assurance of achieving financial reporting objectives because of its inherent limitations. Internal control over financial reporting is a process that involves human diligence and compliance and is subject to lapses in judgment and breakdowns resulting from human failures. Because of such limitations, there is a risk that material misstatements may not be prevented or detected on a timely basis by internal control over financial reporting.

Management conducted an assessment of Power Integrations' internal control over financial reporting as of December 31, 2016, based on the framework established by the Committee of Sponsoring Organization (COSO) of the Treadway Commission in *Internal Control - Integrated Framework* issued in 2013. Based on this assessment, management concluded that, as of December 31, 2016, our internal control over financial reporting was effective.

The effectiveness of Power Integrations' internal control over financial reporting as of December 31, 2016, has been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their report which appears below.

### **Changes in Internal Control over Financial Reporting**

There were no changes in our internal controls over financial reporting during the fourth quarter of 2016, which were identified in connection with management's evaluation required by paragraph (d) of Rules 13a-15 and 15d-15 under the Exchange Act, that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of  
Power Integrations, Inc.  
San Jose, California

We have audited the internal control over financial reporting of Power Integrations, Inc. and subsidiaries (the "Company") as of December 31, 2016, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

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

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

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2016, based on the criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements and consolidated financial statement schedule as of and for the year ended December 31, 2016 of the Company and our report dated February 8, 2017 expressed an unqualified opinion on those consolidated financial statements and consolidated financial statement schedule.

/s/ DELOITTE & TOUCHE LLP

San Jose, California  
February 8, 2017

**Item 9B. Other Information.**

**Compensation Matters**

On February 2, 2017, the Compensation Committee of the Board of Directors of Power Integrations, Inc. (the “Company”) took the following compensation actions with respect to the Company’s chief executive officer, chief financial officer, and other “named executive officers” as defined in Rule 402 of SEC Regulation S-K (collectively, the “Officers”).

**2017 Performance Based Incentive Plan**

Approved the 2017 Performance Based Incentive Plan (the “2017 PSU Plan”) as follows:

Each officer, as described below, was granted performance stock units, referred to as “PSUs,” which will vest (referred to as a “payout” below) based on Company performance as against the 2017 PSU Plan’s established net revenue targets, non-GAAP operating income targets and strategic goals, each as established by the Compensation Committee. The 2017 target net revenue and non-GAAP operating income levels are intended to have difficulty in attainment levels consistent with the Company’s 2016 PSU Plan.

The portion of the performance stock units granted under the 2017 PSU Plan that will vest will be calculated independently for each of its net revenue, non-GAAP operating income and strategic goals components. “Net revenue” is as set forth in the Company’s annual report for 2017 to be filed with the Securities and Exchange Commission (“SEC”). “Non-GAAP operating income” means operating income for 2017 determined in accordance with GAAP but excluding the following items: (i) stock-based compensation expenses recorded under Accounting Standards Codification 718; (ii) amortization of acquisition-related intangible assets, and the fair-value write-up of acquired inventory; (iii) any other mergers and acquisitions related expenses; and (iv) any other adjustment made to arrive at the Company’s non-GAAP financial information as presented in the Company’s SEC filings. Further, in the event of any mergers, acquisitions or divestitures, or any patent or other litigation settlements or judgments, during the performance period, the net revenue and non-GAAP operating income targets shall be adjusted based on a revised plan approved by the Board of Directors. The strategic goals component is made up of five different strategic goals for the Company.

Weighting of the target components is as follows:

Net revenue	40%
Non-GAAP operating income	30%
Strategic goals	30%
Total	<u>100%</u>

*Net Revenue Component of the 2017 PSU Plan:*

No payout will be made under the net revenue component of the 2017 PSU Plan if the Company's 2017 actual net revenue does not exceed at least the established minimum amount of net revenue as set forth in the 2017 PSU Plan. To the extent 2017 actual net revenue is above the minimum amount of net revenue, the payout increases linearly from zero at the minimum amount of net revenue as set forth in the 2017 PSU Plan up to 100% of the net revenue component of the target when actual net revenue equals target net revenue in the 2017 PSU Plan. If 2017 actual net revenue is above the target amount of net revenue, then the payout for performance above target increases linearly from the target amount up to a maximum of 200% of the net revenue component of the target when actual net revenue equals or exceeds the established target to achieve the maximum amount payout under the net revenue component of the 2017 PSU Plan.

*Non-GAAP Operating Income Component of the 2017 PSU Plan:*

No payout will be made under the non-GAAP operating income component of the 2017 PSU Plan if the Company's 2017 actual non-GAAP operating income does not exceed at least the established minimum amount of non-GAAP operating income as set forth in the 2017 PSU Plan. To the extent 2017 actual non-GAAP operating income is above the minimum amount of non-GAAP operating income, the payout increases linearly from zero at the minimum amount of non-GAAP operating income as set forth in the 2017 PSU Plan up to 100% of the non-GAAP operating income component of the target when actual non-GAAP operating income equals target non-GAAP operating income in the 2017 PSU Plan. If 2017 actual non-GAAP operating income is above the target amount of non-GAAP operating income, then the payout for performance above target increases linearly from

the target amount up to a maximum of 200% of the non-GAAP operating income component of the target when actual non-GAAP operating income equals or exceeds the established target to achieve the maximum amount payout under the non-GAAP operating income component of the 2017 PSU Plan.

*Strategic Goals Component of the 2017 PSU Plan:*

Each of the five goals in the strategic goals component of the 2017 PSU Plan is assigned a percentage, which percentages range from 1% to 21%, and which collectively add up to 30%. Other than with respect to date-based goals, if the Company's 2017 actual achievement of a goal does not exceed at least the established minimum requirement for a particular goal, then no amount is earned for that goal. To the extent 2017 actual performance for a goal is better than the established minimum for the goal, then the payout increases linearly from zero at the minimum amount of performance as set forth in the 2017 PSU Plan up to 100% of the amount for that goal when actual performance equals target performance for that goal in the 2017 PSU Plan. Other than with respect to date-based goals, to the extent 2017 actual performance for a goal is better than the established target for the goal, then the payout for performance above target increasing linearly from the target amount actual performance, up to a maximum of 200% for the specific goal when actual performance equals or exceeds the established target to achieve the maximum payout under the specific goal as set forth in the 2017 PSU Plan.

**2017 Target Performance Stock Units**

Approved the 2017 target performance stock units for the Officers as follows:

<b>Executive Officer</b>	<b>Title</b>	<b>2017 Target PSUs</b>
Balu Balakrishnan	President and Chief Executive Officer	10,000
Sandeep Nayyar	Chief Financial Officer	3,000
Radu Barsan	Vice President, Technology	2,500
Clifford Walker	Vice President, Corporate Development	2,200
Raja Petrakian	Vice President, Operations	2,200

The actual number of shares subject to the performance stock units is twice the target level shown in the table above to enable the payout of up to 200% of the target amount if the actual net revenue, non-GAAP operating income and strategic goals achievement equal or exceed the established levels to achieve the maximum amount of the 2017 PSU Plan.

**2017 Restricted Stock Unit Grants**

Approved restricted stock unit, referred to as RSU, grants to the following Officers:

<b>Executive Officer</b>	<b>Title</b>	<b>2017 RSU Grants</b>
Balu Balakrishnan	President and Chief Executive Officer	48,000
Sandeep Nayyar	Chief Financial Officer	10,500
Radu Barsan	Vice President, Technology	9,000
Clifford Walker	Vice President, Corporate Development	7,500
Raja Petrakian	Vice President, Operations	7,500

The RSU grants will be effective on the grant date. Twenty-five percent (25%) of the RSUs vest on the one year anniversary of the vesting commencement date (as specified in the Officers' RSU award agreements), and an additional twenty-five percent (25%) of the RSUs vest annually over the next three (3) years thereafter, subject to the respective Officer's continuous service.

**2017 Long Term Performance Based Incentive Plan**

Approved the 2017 Long Term Performance Based Incentive Plan ("2017 PRSU Plan") as follows:

Each officer, as described below, was granted long term performance stock units, referred to as "PRSUs," which will vest (referred to as a "payout" below) based on Company performance as against the 2017 PRSU Plan's established 2019 net revenue target, as established by the Compensation Committee. The 2019 net revenue target level is intended to have a difficulty

in attainment level consistent with the Company's 2016 PRSU Plan target net revenue level. The portion of the performance stock units that will vest will be calculated based on the Company's 2019 net revenue and awarded in early 2020 upon approval by the Compensation Committee. "Net revenue" is as set forth in the Company's annual report for 2019 to be filed with the SEC. Further, in the event of any mergers, acquisitions or divestitures, or any patent or other litigation settlements or judgments, during the performance period, the net revenue target shall be adjusted based on a revised plan approved by the Board of Directors.

No payout will be made in early 2020 under the 2017 PRSU Plan if the Company's 2019 actual net revenue does not exceed at least the established minimum amount of net revenue as set forth in the 2017 PRSU Plan. To the extent 2019 actual net revenue is above the minimum amount of net revenue, the payout increases linearly from zero at the minimum amount of net revenue as set forth in the 2017 PRSU Plan up to 100% of the net revenue component of the target when actual net revenue equals target net revenue in the 2017 PRSU Plan. If 2019 actual net revenue is above the target amount of net revenue, then the payout for performance above target increases linearly from the target amount up to a maximum of 200% of the net revenue component of the target when actual net revenue equals or exceeds the established target to achieve the maximum amount payout under the 2017 PRSU Plan. Except to the extent provided in the executive officer benefits agreements between the Company and each Officer, each Officer must be employed through the end of the performance period to receive stock pursuant to the PRSUs under the 2017 PRSU Plan.

### **2017 Target PRSUs**

Approved the target 2017 PRSUs for the Officers as follows:

<b>Executive Officer</b>	<b>Title</b>	<b>2017 Target PRSUs</b>
Balu Balakrishnan	President and Chief Executive Officer	16,000
Sandeep Nayyar	Chief Financial Officer	3,500
Radu Barsan	Vice President, Technology	3,000
Clifford Walker	Vice President, Corporate Development	2,500
Raja Petrakian	Vice President, Operations	2,500

The actual number of shares subject to the PRSUs is twice the target level shown in the table above to enable the payout of up to 200% of the target amount if actual net revenue equals or exceeds the established level to achieve the maximum amount of the 2017 PRSU Plan.

### **2017 Salaries**

Approved the 2017 salaries for the Officers, to be effective March 27, 2017, as follows:

<b>Executive Officer</b>	<b>Title</b>	<b>2017 Salary</b>
Balu Balakrishnan	President and Chief Executive Officer	\$575,000
Sandeep Nayyar	Chief Financial Officer	\$350,000
Radu Barsan	Vice President, Technology	\$325,000
Clifford Walker	Vice President, Corporate Development	\$325,000
Raja Petrakian	Vice President, Operations	\$300,000

## PART III

### **Item 10. Directors, Executive Officers and Corporate Governance.**

The names of our executive officers and their ages, titles and biographies as of the date hereof are incorporated by reference from Part I, Item 1, above.

The following information is included in our Notice of Annual Meeting of Stockholders and Proxy Statement to be filed within 120 days after our fiscal year end of December 31, 2016, or the Proxy Statement, and is incorporated herein by reference:

- Information regarding our directors and any persons nominated to become a director is set forth under the caption “Proposal 1 Election of Directors.”
- Information regarding our audit committee and our designated “audit committee financial expert” is set forth under the captions “Information Regarding the Board and its Committees” and “Audit Committee” under “Proposal 1 Election of Directors” and “Report of the Audit Committee of the Board.”
- Information on our code of business conduct and ethics for directors, officers and employees is set forth under the caption “Code of Business Conduct and Ethics” under “Proposal 1 Election of Directors.”
- Information regarding Section 16(a) beneficial ownership reporting compliance is set forth under the caption “Section 16(a) Beneficial Ownership Reporting Compliance.”
- Information regarding procedures by which stockholders may recommend nominees to our board of directors is set forth under the caption “Nominating and Governance Committee” under “Proposal 1 Election of Directors.”

### **Item 11. Executive Compensation.**

Information regarding compensation of our named executive officers is set forth under the caption “Compensation of Executive Officers” in the Proxy Statement, which information is incorporated herein by reference.

Information regarding compensation of our directors is set forth under the caption “Compensation of Directors” in the Proxy Statement, which information is incorporated herein by reference.

Information relating to compensation policies and practices as they relate to risk management is set forth under the caption “Compensation Policies and Practices as They Relate to Risk Management” under “Proposal 1 Election of Directors” in the Proxy Statement, which information is incorporated herein by reference.

Information regarding compensation committee interlocks is set forth under the caption “Compensation Committee Interlocks and Insider Participation” in the Proxy Statement, which information is incorporated herein by reference.

The Compensation Committee Report is set forth under the caption “Compensation Committee Report” in the Proxy Statement, which report is incorporated herein by reference.

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

Information regarding security ownership of certain beneficial owners, directors and executive officers is set forth under the caption “Security Ownership of Certain Beneficial Owners and Management” in the Proxy Statement, which information is incorporated herein by reference.

Information regarding our equity compensation plans, including both stockholder approved plans and non-stockholder approved plans, is set forth under the caption “Equity Compensation Plan Information” in the Proxy Statement, which information is incorporated herein by reference.

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

Information regarding certain relationships and related transactions is set forth under the caption “Certain Relationships and Related Transactions” in the Proxy Statement, which information is incorporated herein by reference.

Information regarding director independence is set forth under the caption “Proposal 1 - Election of Directors” in the Proxy Statement, which information is incorporated herein by reference.

**Item 14. Principal Accounting Fees and Services.**

Information regarding principal auditor fees and services is set forth under “Principal Accountant Fees and Services” in the Proposal with the caption “Ratification of Selection of Independent Registered Public Accounting Firm” in the Proxy Statement, which information is incorporated herein by reference.



**PART IV**

**Item 15. Exhibits, Financial Statement Schedules**

(a) The following documents are filed as part of this Form:

1. Financial Statements

	<b><u>Page</u></b>
<a href="#">Report of Independent Registered Public Accounting Firm</a>	<a href="#">42</a>
<a href="#">Consolidated Balance Sheets</a>	<a href="#">43</a>
<a href="#">Consolidated Statements of Income</a>	<a href="#">44</a>
<a href="#">Consolidated Statements of Comprehensive Income</a>	<a href="#">45</a>
<a href="#">Consolidated Statements of Stockholders' Equity</a>	<a href="#">46</a>
<a href="#">Consolidated Statements of Cash Flows</a>	<a href="#">47</a>
<a href="#">Notes to Consolidated Financial Statements</a>	<a href="#">48</a>

2. Financial Statement Schedules

Schedule II: Valuation and Qualifying Accounts.

All other schedules are omitted because they are not applicable or the required information is shown in the consolidated financial statements or notes thereto.

3. Exhibits

See Index to Exhibits at the end of this Report, which is incorporated herein by reference. The Exhibits listed in the accompanying Index to Exhibits are filed as part of this report.

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Stockholders of  
Power Integrations, Inc.  
San Jose, California

We have audited the accompanying consolidated balance sheets of Power Integrations, Inc. and subsidiaries (the “Company”) as of December 31, 2016 and 2015, and the related consolidated statements of income, comprehensive income, stockholders’ equity, and cash flows for each of the three years in the period ended December 31, 2016. Our audits also included the consolidated financial statement schedule listed in the Index at Item 15. These consolidated financial statements and consolidated financial statement schedule are the responsibility of the Company’s management. Our responsibility is to express an opinion on the consolidated financial statements and consolidated financial statement schedule based on our audits.

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

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Power Integrations, Inc. and subsidiaries at December 31, 2016 and 2015, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2016, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, such consolidated financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2016 based on the criteria established in *Internal Control-Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated February 8, 2017 expressed an unqualified opinion on the Company’s internal control over financial reporting.

/s/ DELOITTE & TOUCHE LLP

San Jose, California  
February 8, 2017

**POWER INTEGRATIONS, INC.**  
**CONSOLIDATED BALANCE SHEETS**

(in thousands, except share amounts and par value)	December 31, 2016	December 31, 2015
<b>ASSETS</b>		
<b>CURRENT ASSETS:</b>		
Cash and cash equivalents	\$ 62,134	\$ 90,092
Short-term marketable securities	188,323	83,769
Accounts receivable, net of allowance of \$525 and \$318 in 2016 and 2015, respectively	6,961	7,818
Inventories	52,564	51,934
Prepaid expenses and other current assets	8,520	6,790
Total current assets	318,502	240,403
PROPERTY AND EQUIPMENT, net	95,296	99,381
INTANGIBLE ASSETS, net	31,502	38,165
GOODWILL	91,849	91,849
DEFERRED TAX ASSETS	12,032	11,843
OTHER ASSETS	6,157	5,896
Total assets	\$ 555,338	\$ 487,537
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES:</b>		
Accounts payable	\$ 29,727	\$ 21,660
Accrued payroll and related expenses	10,756	9,327
Taxes payable	729	3,620
Deferred income on sales to distributors	16,207	15,101
Other accrued liabilities	2,434	2,285
Total current liabilities	59,853	51,993
LONG-TERM INCOME TAXES PAYABLE	2,639	2,511
DEFERRED TAX LIABILITIES	820	1,291
OTHER LIABILITIES	3,921	3,123
Total liabilities	67,233	58,918
<b>COMMITMENTS AND CONTINGENCIES (NOTES 8, 9 and 10)</b>		
<b>STOCKHOLDERS' EQUITY:</b>		
Common stock, \$0.001 par value		
Authorized - 140,000,000 shares		
Outstanding - 29,249,635 and 28,652,178 shares in 2016 and 2015, respectively	28	28
Additional paid-in capital	172,875	145,366
Accumulated other comprehensive loss	(2,710)	(1,851)
Retained earnings	317,912	285,076
Total stockholders' equity	488,105	428,619
Total liabilities and stockholders' equity	\$ 555,338	\$ 487,537

The accompanying notes are an integral part of these consolidated financial statements.

**POWER INTEGRATIONS, INC.**  
**CONSOLIDATED STATEMENTS OF INCOME**

(in thousands, except per share amounts)	Year Ended December 31,		
	2016	2015	2014
NET REVENUES	\$ 387,393	\$ 343,989	\$ 348,797
COST OF REVENUES	196,232	170,602	159,227
GROSS PROFIT	191,161	173,387	189,570
OPERATING EXPENSES:			
Research and development	62,310	57,549	54,981
Sales and marketing	47,978	46,816	47,796
General and administrative	33,029	30,029	30,997
Total operating expenses	143,317	134,394	133,774
INCOME FROM OPERATIONS	47,844	38,993	55,796
OTHER INCOME	1,078	425	1,018
INCOME BEFORE INCOME TAXES	48,922	39,418	56,814
PROVISION FOR (BENEFIT FROM) INCOME TAXES	1,032	271	(2,730)
NET INCOME	\$ 47,890	\$ 39,147	\$ 59,544
EARNINGS PER SHARE:			
Basic	\$ 1.66	\$ 1.35	\$ 1.99
Diluted	\$ 1.62	\$ 1.32	\$ 1.93
SHARES USED IN PER SHARE CALCULATION:			
Basic	28,925	29,001	29,976
Diluted	29,619	29,696	30,829

The accompanying notes are an integral part of these consolidated financial statements.

**POWER INTEGRATIONS, INC.**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

<b>(in thousands)</b>	<b>Year Ended December 31,</b>		
	<b>2016</b>	<b>2015</b>	<b>2014</b>
Net income	\$ 47,890	\$ 39,147	\$ 59,544
Other comprehensive income (loss), net of tax			
Foreign currency translation adjustments, net of \$0 tax in 2016, 2015 and 2014	(384)	(191)	(79)
Unrealized loss on marketable securities, net of \$0 tax in 2016, 2015 and 2014	(123)	(180)	(127)
Unrealized actuarial loss on pension benefits, net of tax of \$98, \$96 and \$128 in 2016, 2015 and 2014, respectively	(352)	(344)	(460)
Total other comprehensive loss	(859)	(715)	(666)
Total comprehensive income	\$ 47,031	\$ 38,432	\$ 58,878

The accompanying notes are an integral part of these consolidated financial statements.

**POWER INTEGRATIONS, INC.**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**

(in thousands)	Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Loss	Retained Earnings	Total Stockholders' Equity
	Shares	Amount				
BALANCE AT JANUARY 1, 2014	30,022	\$ 30	\$ 223,660	\$ (470)	\$ 213,466	\$ 436,686
Issuance of common stock under employee stock option and stock award plans	697	—	9,571	—	—	9,571
Repurchase of common stock	(1,603)	(1)	(80,760)	—	—	(80,761)
Issuance of common stock under employee stock purchase plan	92	—	4,284	—	—	4,284
Income tax benefits from employee stock plans	—	—	815	—	—	815
Stock-based compensation expense related to employee stock options and awards	—	—	12,983	—	—	12,983
Stock-based compensation expense related to employee stock purchases	—	—	1,385	—	—	1,385
Payment of dividends to stockholders	—	—	—	—	(13,165)	(13,165)
Unrealized actuarial loss on pension benefits	—	—	—	(460)	—	(460)
Unrealized gain on marketable securities	—	—	—	(127)	—	(127)
Foreign currency translation adjustment	—	—	—	(79)	—	(79)
Net income	—	—	—	—	59,544	59,544
<b>BALANCE AT DECEMBER 31, 2014</b>	<b>29,208</b>	<b>29</b>	<b>171,938</b>	<b>(1,136)</b>	<b>259,845</b>	<b>430,676</b>
Issuance of common stock under employee stock option and stock award plans	578	—	8,133	—	—	8,133
Repurchase of common stock	(1,250)	(1)	(53,730)	—	—	(53,731)
Issuance of common stock under employee stock purchase plan	117	—	4,447	—	—	4,447
Income tax shortfall from employee stock plans	—	—	(189)	—	—	(189)
Stock-based compensation expense related to employee stock options and awards	—	—	13,562	—	—	13,562
Stock-based compensation expense related to employee stock purchases	—	—	1,205	—	—	1,205
Payment of dividends to stockholders	—	—	—	—	(13,916)	(13,916)
Unrealized actuarial loss on pension benefits	—	—	—	(344)	—	(344)
Unrealized loss on marketable securities	—	—	—	(180)	—	(180)
Foreign currency translation adjustment	—	—	—	(191)	—	(191)
Net income	—	—	—	—	39,147	39,147
<b>BALANCE AT DECEMBER 31, 2015</b>	<b>28,653</b>	<b>28</b>	<b>145,366</b>	<b>(1,851)</b>	<b>285,076</b>	<b>428,619</b>
Issuance of common stock under employee stock option and stock award plans	615	—	8,479	—	—	8,479
Repurchase of common stock	(146)	—	(6,435)	—	—	(6,435)
Issuance of common stock under employee stock purchase plan	128	—	4,580	—	—	4,580
Stock-based compensation expense related to employee stock awards	—	—	19,599	—	—	19,599
Stock-based compensation expense related to employee stock purchases	—	—	1,286	—	—	1,286
Payment of dividends to stockholders	—	—	—	—	(15,054)	(15,054)
Unrealized actuarial loss on pension benefits	—	—	—	(352)	—	(352)
Unrealized loss on marketable securities	—	—	—	(123)	—	(123)
Foreign currency translation adjustment	—	—	—	(384)	—	(384)
Net income	—	—	—	—	47,890	47,890
<b>BALANCE AT DECEMBER 31, 2016</b>	<b>29,250</b>	<b>\$ 28</b>	<b>\$ 172,875</b>	<b>\$ (2,710)</b>	<b>\$ 317,912</b>	<b>\$ 488,105</b>

The accompanying notes are an integral part of these consolidated financial statements.

**POWER INTEGRATIONS, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

(in thousands)	Year Ended December 31,		
	2016	2015	2014
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net income	\$ 47,890	\$ 39,147	\$ 59,544
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation	16,812	16,464	15,884
Amortization of intangibles	6,663	7,039	6,072
Loss on disposal of property and equipment	332	361	250
Stock-based compensation expense	20,885	14,767	14,282
Amortization of premium on marketable securities	555	1,063	1,694
Deferred income taxes	(660)	(5,416)	157
Increase in accounts receivable allowances	207	127	70
Excess tax benefit from employee stock plans	—	—	(437)
Tax (shortfall) benefit associated with employee stock plans	—	(189)	815
Change in operating assets and liabilities:			
Accounts receivable	650	4,131	2,133
Inventories	(630)	13,500	(21,703)
Prepaid expenses and other assets	(2,499)	3,391	8,211
Accounts payable	7,714	(2,000)	2,337
Taxes payable and accrued liabilities	(1,124)	(76)	(3,242)
Deferred income on sales to distributors	1,106	(122)	(505)
Net cash provided by operating activities	97,901	92,187	85,562
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Purchases of property and equipment	(12,198)	(11,359)	(23,071)
Other assets	—	—	(1,261)
Payment for purchase of building (Note 11)	—	(10,389)	—
Payment for acquisition, net of cash acquired (Note 11)	—	(15,549)	—
Loans to third parties (Notes 11)	—	—	(6,600)
Purchases of marketable securities	(188,654)	(29,748)	(45,269)
Proceeds from sales and maturities of marketable securities	83,423	59,309	38,052
Net cash used in investing activities	(117,429)	(7,736)	(38,149)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Issuance of common stock under employee stock plans	13,059	12,580	13,855
Repurchase of common stock	(6,435)	(53,731)	(80,760)
Payments of dividends to stockholders	(15,054)	(13,916)	(13,165)
Excess tax benefit from employee stock plans	—	—	437
Net cash used in financing activities	(8,430)	(55,067)	(79,633)
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>(27,958)</b>	<b>29,384</b>	<b>(32,220)</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD</b>	<b>90,092</b>	<b>60,708</b>	<b>92,928</b>
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	<b>\$ 62,134</b>	<b>\$ 90,092</b>	<b>\$ 60,708</b>
<b>SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES:</b>			
Unpaid property and equipment	\$ 1,825	\$ 1,472	\$ 1,733
Loan applied to CamSemi purchase price (Note 11)	\$ —	\$ 6,600	\$ —
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:</b>			
Cash paid (refund) for income taxes, net of refunds (Note 8)	\$ 6,613	\$ 473	\$ (3,121)

The accompanying notes are an integral part of these consolidated financial statements.

**POWER INTEGRATIONS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**1. THE COMPANY:**

Power Integrations, Inc. (“Power Integrations” or the “Company”), incorporated in California on March 25, 1988, and reincorporated in Delaware in December 1997, designs, develops, manufactures and markets analog and mixed-signal integrated circuits (ICs) and other electronic components and circuitry used in high-voltage power conversion. The Company’s products are used in power converters that convert electricity from a high-voltage source (typically 48 volts or higher) to the type of power required for a specified downstream use. A large percentage of the Company’s products are ICs used in AC-DC power supplies in a wide variety of end products, primarily in the consumer, communications, computer and industrial markets. The Company also offers IGBT drivers used to operate arrays of high-voltage, high-power transistors known as IGBT modules, which are used for power conversion in high-power applications such as industrial motors, solar- and wind-power systems, electric vehicles and high-voltage DC transmission systems.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:**

*Principles of Consolidation*

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries after elimination of all intercompany transactions and balances.

*Estimates*

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. On an ongoing basis, the Company evaluates its estimates, including those related to revenue recognition and allowances for receivables and inventories. These estimates are based on historical facts and various other factors, which the Company believes to be reasonable at the time the estimates are made. However, as the effects of future events cannot be determined with precision, actual results could differ significantly from management’s estimates.

*Cash and Cash Equivalents*

The Company considers cash invested in highly liquid financial instruments with maturities of three months or less at the date of purchase to be cash equivalents.

*Marketable Securities*

The Company generally holds securities until maturity; however, they may be sold under certain circumstances including, but not limited to, when necessary for the funding of acquisitions and other strategic investments. As a result the Company classifies its investment portfolio as available-for-sale. The Company classifies all investments with a maturity date greater than three months at the date of purchase as short-term marketable securities in its Consolidated Balance Sheet. As of December 31, 2016, and December 31, 2015, the Company’s marketable securities consisted primarily of commercial paper, corporate bonds and other high-quality commercial securities. The weighted average interest rate of investments at December 31, 2016 and December 31, 2015, was approximately 1.23% and 0.84%, respectively.



**POWER INTEGRATIONS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Amortized cost and estimated fair market value of investments classified as available-for-sale (excluding cash equivalents) at December 31, 2016, were as follows:

(in thousands)	Amortized Cost	Gross Unrealized Gains	Losses	Estimated Fair Market Value
<b>Investments due in less than 3 months:</b>				
Commercial paper	\$ 36,996	\$ —	\$ —	\$ 36,996
Corporate securities	9,342	2	(2)	9,342
Total	46,338	2	(2)	46,338
<b>Investments due in 4-12 months:</b>				
Commercial paper	19,186	—	—	19,186
Corporate securities	59,714	15	(76)	59,653
Total	78,900	15	(76)	78,839
<b>Investments due 12 months or greater:</b>				
Corporate securities	63,305	21	(180)	63,146
Total	63,305	21	(180)	63,146
<b>Total investment securities</b>	<b>\$ 188,543</b>	<b>\$ 38</b>	<b>\$ (258)</b>	<b>\$ 188,323</b>

Amortized cost and estimated fair market value of investments classified as available-for-sale (excluding cash equivalents) at December 31, 2015, were as follows:

(in thousands)	Amortized Cost	Gross Unrealized Gains	Losses	Estimated Fair Market Value
<b>Investments due in less than 3 months:</b>				
Corporate securities	\$ 38,586	\$ 7	\$ (10)	\$ 38,583
Total	38,586	7	(10)	38,583
<b>Investments due in 4-12 months:</b>				
Corporate securities	33,654	1	(36)	33,619
Total	33,654	1	(36)	33,619
<b>Investments due between 12 months or greater:</b>				
Corporate securities	11,626	—	(59)	11,567
Total	11,626	—	(59)	11,567
<b>Total investment securities</b>	<b>\$ 83,866</b>	<b>\$ 8</b>	<b>\$ (105)</b>	<b>\$ 83,769</b>

As of December 31, 2016, and 2015, there were no individual securities that had been in a continuous loss position for 12 months or longer.

#### *Inventories*

Inventories (which consist of costs associated with the purchases of wafers from domestic and offshore foundries and of packaged components from offshore assembly manufacturers, as well as internal labor and overhead associated with the testing of both wafers and packaged components) are stated at the lower of cost (first-in, first-out) or market. Provisions, when required, are made to reduce excess and obsolete inventories to their estimated net realizable values. Inventories consist of the following:

(in thousands)	December 31, 2016	December 31, 2015
Raw materials	\$ 14,610	\$ 19,090
Work-in-process	15,194	12,770
Finished goods	22,760	20,074
Total	<b>\$ 52,564</b>	<b>\$ 51,934</b>

**POWER INTEGRATIONS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

*Additional Components of the Company's Consolidated Balance Sheet*

Accounts receivable:

<b>(in thousands)</b>	<b>December 31, 2016</b>	<b>December 31, 2015</b>
Accounts receivable trade	\$ 46,849	\$ 43,622
Accrued ship and debit and rebate claims	(39,363)	(35,486)
Allowance for doubtful accounts	(525)	(318)
Total	<u>\$ 6,961</u>	<u>\$ 7,818</u>

Prepaid expenses and other current assets:

<b>(in thousands)</b>	<b>December 31, 2016</b>	<b>December 31, 2015</b>
Prepaid legal fees	\$ 212	\$ 2,023
Advance to suppliers	69	324
Prepaid income tax	2,431	309
Prepaid maintenance agreements	1,399	736
Interest receivable	743	519
Other	3,666	2,879
Total	<u>\$ 8,520</u>	<u>\$ 6,790</u>

*Property and Equipment*

Property and equipment consist of the following:

<b>(in thousands)</b>	<b>December 31, 2016</b>	<b>December 31, 2015</b>
Land	\$ 20,288	\$ 20,288
Construction-in-progress	6,880	2,298
Building and improvements	52,156	51,941
Machinery and equipment	132,162	128,342
Computer software and hardware and office furniture and fixtures	45,951	43,383
	<u>257,437</u>	<u>246,252</u>
Accumulated depreciation	(162,141)	(146,871)
Total	<u>\$ 95,296</u>	<u>\$ 99,381</u>

Depreciation expense for property and equipment for fiscal years ended December 31, 2016, 2015 and 2014, was approximately \$16.8 million, \$16.5 million and \$15.9 million, respectively, and was determined using the straight-line method over the following useful lives:

Building and improvements	4-40 years
Machinery and equipment	2-8 years
Computer software and hardware and office furniture and fixtures	4-7 years

Total property and equipment (excluding accumulated depreciation) located in the United States at December 31, 2016, 2015 and 2014, was approximately \$155.1 million, \$150.1 million and \$140.0 million, respectively. In each of 2016 and 2015, approximately 12% of total property and equipment (excluding accumulated depreciation) was held in Thailand by one of the Company's subcontractors. In 2014 approximately 13% of total property and equipment was held in Thailand by one of the Company's subcontractors.

**POWER INTEGRATIONS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

*Accumulated Other Comprehensive Loss*

Changes in accumulated other comprehensive income (loss) for the three years ended December 31, 2016 :

(in thousands)	Unrealized Gains and Losses on Available-for- Sale Securities	Defined Benefit Pension Items	Foreign Currency Items	Total
Balance at January 1, 2014	\$ 210	\$ (780)	\$ 100	\$ (470)
Other comprehensive income (loss) before reclassifications	(127)	(538)	(79)	(744)
Amounts reclassified from accumulated other comprehensive income (loss)	—	78 <sup>(1)</sup>	—	78
Other comprehensive income loss	(127)	(460)	(79)	(666)
Balance at December 31, 2014	83	(1,240)	21	(1,136)
Other comprehensive income (loss) before reclassifications	(180)	(469)	(191)	(840)
Amounts reclassified from accumulated other comprehensive income (loss)	—	125 <sup>(1)</sup>	—	125
Other comprehensive loss	(180)	(344)	(191)	(715)
Balance at December 31, 2015	(97)	(1,584)	(170)	(1,851)
Other comprehensive income (loss) before reclassifications	(123)	(505)	(384)	(1,012)
Amounts reclassified from accumulated other comprehensive income (loss)	—	153 <sup>(1)</sup>	—	153
Other comprehensive loss	(123)	(352)	(384)	(859)
Balance at December 31, 2016	\$ (220)	\$ (1,936)	\$ (554)	\$ (2,710)

(1) This component of accumulated other comprehensive income (loss) is included in the computation of net periodic pension cost for the years ended December 31, 2016, 2015 and 2014.

*Business Combinations*

The purchase price of an acquisition is allocated to the underlying assets acquired and liabilities assumed based upon their estimated fair values at the date of acquisition. To the extent the purchase price exceeds the fair value of the net identifiable tangible and intangible assets acquired and liabilities assumed, such excess is allocated to goodwill. The Company determines the estimated fair values after review and consideration of relevant information, including discounted cash flows, quoted market prices and estimates made by management. The Company adjusts the preliminary purchase price allocation, as necessary, during the measurement period of up to one year after the acquisition closing date as it obtains more information as to facts and circumstances existing at the acquisition date impacting asset valuations and liabilities assumed. Acquisition-related costs are recognized separately from the acquisition and are expensed as incurred.

*Goodwill and Intangible Assets*

Goodwill and the Company's domain name are evaluated in accordance with ASC 350-10, *Goodwill and Other Intangible Assets*, and an impairment analysis is conducted on an annual basis, or sooner if indicators exist for a potential impairment.

In accordance with ASC 360-10, *Accounting for the Impairment or Disposal of Long-Lived Assets*, long-lived assets, such as property and equipment and intangible assets, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized by the amount by which the carrying amount of the asset exceeds the fair value of the asset.

**POWER INTEGRATIONS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

*Employee Benefits Plan*

The Company sponsors a 401(k) tax-deferred savings plan for all employees in the United States who meet certain eligibility requirements. Participants may contribute up to the amount allowable as a deduction for federal income tax purposes. The Company is not required to contribute; however, the Company contributes a certain percentage of employee annual salaries on a discretionary basis, not to exceed an established threshold. In each of 2016, 2015 and 2014, the Company provided for a contribution of approximately \$1.1 million.

*Retirement Benefit Obligations (Pension)*

The Company recognizes the over-funded or under-funded status of a defined benefit pension or post-retirement plan as an asset or liability in the accompanying consolidated balance sheets. Actuarial gains and losses are recorded in accumulated other comprehensive loss, a component of stockholders' equity, and are amortized as a component of net periodic cost over the remaining estimated service period of participants.

*Revenue Recognition*

Product revenues consist of sales to original equipment manufacturers (OEMs), merchant power supply manufacturers and distributors. Approximately 75% of the Company's net product sales were made to distributors in 2016. The Company applies the provisions of ASC 605-10, *Revenue Recognition*, and all related appropriate guidance. Revenue is recognized when all of the following criteria have been met: (1) persuasive evidence of an arrangement exists, (2) delivery has occurred, (3) the price is fixed or determinable, and (4) collectability is reasonably assured. Customer purchase orders are generally used to determine the existence of an arrangement. Delivery is considered to have occurred when title and risk of loss have transferred to the Company's customer. The Company evaluates whether the price is fixed or determinable based on the payment terms associated with the transaction and whether the sales price is subject to refund or adjustment. With respect to collectability, the Company performs credit checks for new customers and performs ongoing evaluations of its existing customers' financial condition and requires letters of credit whenever deemed necessary.

Sales to international OEMs and merchant power supply manufacturers for shipments from the Company's facility outside of the United States are pursuant to "EX Works" (EXW) shipping terms, meaning that title to the product transfers to the customer upon shipment from the Company's foreign warehouse. Sales to international OEM customers and merchant power supply manufacturers that are shipped from the Company's facility in California are pursuant to "delivered at frontier" (DAF) shipping terms. As such, title to the product passes to the customer when the shipment reaches the destination country and revenue is recognized upon the arrival of the product in that country. Shipments to OEMs and merchant power supply manufacturers in the Americas are pursuant to "free on board" (FOB) point of origin shipping terms meaning that title is passed to the customer upon shipment. Revenue is recognized upon title transfer for sales to OEMs and merchant power supply manufacturers, assuming all other criteria for revenue recognition are met.

Sales to most of the Company's distributors are made under terms allowing certain price adjustments and rights of return on the Company's products held by its distributors. As a result of these rights, the Company defers the recognition of revenue and the costs of revenues derived from these sales until the Company's distributors report that they have sold the Company's products to their customers. The Company's recognition of such distributor revenue is based on point of sale reports received from the distributors, at which time the price is no longer subject to adjustment and is fixed, and the products are no longer subject to return to the Company except pursuant to warranty terms. The gross profit that is deferred as a result of this policy is reflected as "deferred income on sales to distributors" in the accompanying consolidated balance sheets. The total deferred revenue as of December 31, 2016, and December 31, 2015, was approximately \$28.1 million and \$25.7 million, respectively. The total deferred cost as of December 31, 2016, and December 31, 2015, was approximately \$11.9 million and \$10.6 million, respectively.

Frequently, distributors need to sell at a price lower than the standard distribution price in order to win business. At or soon after the distributor invoices its customer, the distributor submits a "ship and debit" price adjustment claim to the Company to adjust the distributor's cost from the standard price to the pre-approved lower price. After verification by the Company, a credit memo is issued to the distributor for the ship and debit claim. The Company maintains a reserve for unprocessed claims and future ship and debit price adjustments. The reserves appear as a reduction to accounts receivable and deferred income on sales to distributors in the Company's accompanying consolidated balance sheets. To the extent future ship and debit claims significantly

**POWER INTEGRATIONS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

exceed amounts estimated, there could be a material impact on the deferred revenue and deferred margin ultimately recognized. To evaluate the adequacy of its reserves, the Company analyzes historical ship and debit payments and levels of inventory in the distributor channels.

Sales to certain distributors of the Company are made under terms that do not include rights of return or price concessions after the product is shipped to the distributor. Accordingly, product revenue is recognized upon shipment and title transfer assuming all other revenue recognition criteria are met.

*Foreign Currency Risk and Foreign Currency Translation*

As of December 31, 2016, the Company's primary transactional currency was U.S. dollars; in addition, the Company holds cash in Swiss francs and euros to fund the operations of the Company's Swiss subsidiary. The foreign exchange rate fluctuation between the U.S. dollar versus the Swiss franc and euro is recorded in "other income" in the consolidated statements of income.

Gains and losses arising from the remeasurement of non-functional currency balances are recorded in "other income" in the accompanying consolidated statements of income. For the years ended December 31, 2016, 2015 and 2014 the Company realized foreign exchange transaction gains (losses) of \$(0.1) million, \$(0.5) million and \$0.1 million, respectively.

The functional currencies of the Company's other subsidiaries are the local currencies. Accordingly, all assets and liabilities are translated into U.S. dollars at the current exchange rates as of the applicable balance sheet date. Revenues and expenses are translated at the average exchange rate prevailing during the period. Cumulative gains and losses from the translation of the foreign subsidiaries' financial statements have been included in stockholders' equity.

*Warranty*

The Company generally warrants that its products will substantially conform to the published specifications for 12 months from the date of shipment. The Company's liability is limited to either a credit equal to the purchase price or replacement of the defective part. Returns under warranty have historically been immaterial, and as a result, the Company does not record a specific warranty reserve.

*Advertising*

Advertising costs are expensed as incurred. Advertising costs amounted to \$1.3 million, \$1.1 million, and \$1.5 million, in 2016, 2015 and 2014, respectively.

*Research and Development*

Research and development costs are expensed as incurred.

*Income Taxes*

Income tax expense is an estimate of current income taxes payable or refundable in the current fiscal year based on reported income before income taxes. Deferred income taxes reflect the effect of temporary differences and carry-forwards that are recognized for financial reporting and income tax purposes.

The Company accounts for income taxes under the provisions of ASC 740, *Income Taxes*. Under the provisions of ASC 740, deferred tax assets and liabilities are recognized based on the differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases, utilizing the tax rates that are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The Company recognizes valuation allowances to reduce any deferred tax assets to the amount that it estimates will more likely than not be realized based on available evidence and management's judgment. The Company limits the deferred tax assets recognized related to certain officers' compensation to amounts that it estimates will be deductible in future periods based upon Internal Revenue Code Section 162(m). In the event that the Company determines, based on available evidence and management judgment, that all or part of the net deferred tax assets will not be realized in the future, it would record a valuation allowance in the period the determination is made. In addition, the calculation of tax liabilities involves significant judgment in estimating the impact of uncertainties in the application

**POWER INTEGRATIONS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

of complex tax laws. Resolution of these uncertainties in a manner inconsistent with the Company's expectations could have a material impact on the Company's results of operations and financial position.

*Common Stock Repurchases and Common Stock Dividend*

In 2014 and 2015, the Company's board of directors authorized the use of \$75.0 million and \$60.0 million, respectively, for repurchase of the Company's common stock, with repurchases to be executed according to pre-defined price/volume guidelines. In 2014, the Company purchased 1.6 million shares for approximately \$80.8 million. In 2015, the Company purchased 1.3 million shares for approximately \$53.7 million. In 2016, the Company purchased 146,000 shares for approximately \$6.4 million. As of December 31, 2016, the Company had \$23.6 million available for future stock repurchases. Authorization of future stock repurchase programs is at the discretion of the board of directors and will depend on the Company's financial condition, results of operations, capital requirements and business conditions as well as other factors.

The following table presents the quarterly dividends declared on the Company's common stock for the periods indicated:

	Year Ended December 31,		
	2016	2015	2014
First Quarter	\$ 0.13	\$ 0.12	\$ 0.10
Second Quarter	\$ 0.13	\$ 0.12	\$ 0.10
Third Quarter	\$ 0.13	\$ 0.12	\$ 0.12
Fourth Quarter	\$ 0.13	\$ 0.12	\$ 0.12

The Company paid a total of approximately \$15.1 million, \$13.9 million and \$13.2 million in cash dividends during 2016, 2015 and 2014, respectively.

In January 2017, the Company's board of directors declared a \$0.14 quarterly dividend for each quarter in 2017. The declaration of any future cash dividend is at the discretion of the board of directors and will depend on the Company's financial condition, results of operations, capital requirements, business conditions and other factors, as well as a determination that cash dividends are in the best interest of the Company's stockholders.

*Indemnifications*

The Company sells products to its distributors under contracts, collectively referred to as Distributor Sales Agreements (DSA). Each DSA contains the relevant terms of the contractual arrangement with the distributor, and generally includes certain provisions for indemnifying the distributor against losses, expenses, and liabilities from damages that may be awarded against the distributor in the event the Company's products are found to infringe upon a patent, copyright, trademark, or other proprietary right of a third party (Customer Indemnification). The DSA generally limits the scope of and remedies for the Customer Indemnification obligations in a variety of industry-standard respects, including, but not limited to, limitations based on time and geography, and a right to replace an infringing product. The Company also, from time to time, has granted a specific indemnification right to individual customers.

The Company believes its internal development processes and other policies and practices limit its exposure related to such indemnifications. In addition, the Company requires its employees to sign a proprietary information and inventions agreement, which assigns the rights to its employees' development work to the Company. To date, the Company has not had to reimburse any of its distributors or customers for any losses related to these indemnifications and no material claims were outstanding as of December 31, 2016. For several reasons, including the lack of prior indemnification claims and the lack of a monetary liability limit for certain infringement cases, the Company cannot determine the maximum amount of potential future payments, if any, related to such indemnifications.

*Recently Issued Accounting Pronouncements*

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2014-09, Revenue from Contracts with Customers, amending the existing accounting standards for revenue recognition. The amendments

**POWER INTEGRATIONS, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

are based on the principle that revenue from the transfer of promised goods or services to customers should be recognized in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The amendments may be applied retrospectively to each prior period presented (full retrospective method) or retrospectively with the cumulative effect recognized as of the date of initial application (modified retrospective method). The Company is required to adopt the amendments in the first quarter of 2018; early adoption is permitted beginning January 1, 2017. The Company will early adopt the new guidance, effective on January 1, 2017, using the full retrospective method under which it would recast prior reporting periods. Under the new standards the Company will recognize all revenue on sales to distributors upon shipment and transfer of control (known as “sell-in” revenue recognition), rather than deferring recognition until distributors report that they have sold the products to their customers (known as “sell-through” revenue recognition). Currently, a high percentage of the Company’s revenues on sales to distributors are recognized on sell-through. Because this change in methodology will cause a shift in the timing of when revenue is recognized, the Company expects that the quarterly seasonal pattern of its revenues will be affected by the new standards. Based on the Company’s analysis, under the new standards annual net revenues would increase by approximately \$2 million and \$1 million in 2016 and 2015, respectively.

In July 2015, the FASB amended the existing accounting standards for the measurement of inventory, ASU 2015-11, *Inventory*. The amendments require inventory to be measured at the lower of cost and net realizable value. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. The Company is required to adopt the amendments in the first quarter of 2017. The amendments should be applied prospectively with early adoption permitted as of the beginning of an interim or annual reporting period. The Company does not expect that the adoption of these amendments will have a material impact on its consolidated financial statements.

In February 2016, the FASB amended the existing accounting standards for leases, ASU 2016-02, *Leases*. The amendments require lessees to recognize, on the balance sheet, assets and liabilities for the rights and obligations created by leases of greater than twelve months. The accounting by lessors will remain largely unchanged from that applied under previous U.S. GAAP. The Company is required to adopt the amendments in the first quarter of fiscal 2019, with early adoption permitted. The amendments require a modified retrospective transition approach to recognize and measure leases at the beginning of the earliest period presented. The Company is currently evaluating the impact of these amendments and the transition alternatives on its consolidated financial statements.

In March 2016, the FASB amended the existing accounting standards for stock-based compensation, ASU 2016-09, *Compensation-Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting*. The amendments impact several aspects of accounting for share-based payment transactions, including the income tax consequences, forfeitures, classification of awards as either equity or liabilities, and classification on the statement of cash flows. The Company is required to adopt the amendments in the first quarter of 2017. The manner of application varies by the various provisions of the guidance, with certain provisions applied on a retrospective or modified retrospective approach, while others are applied prospectively. Upon adoption, the Company expects to recognize a windfall tax benefit of approximately \$7 million to \$8 million, as a cumulative effect adjustment to opening retained earnings, together with a corresponding increase in deferred tax assets.

**3. STOCK PLANS AND SHARE BASED COMPENSATION:****Stock Plans**

As of December 31, 2016, the Company had three stock-based compensation plans (the “Plans”) which are described below.

*2007 Equity Incentive Plan*

The 2007 Equity Incentive Plan (2007 Plan) was adopted by the board of directors on September 10, 2007, and approved by the stockholders on November 7, 2007, as an amendment and restatement of the 1997 Stock Option Plan (1997 Plan). The 2007 Plan provides for the grant of incentive stock options, non-statutory stock options, restricted stock awards, restricted stock unit (RSU) awards, stock appreciation rights, performance-based (PSU) awards, long-term performance based (PRSU) awards and other stock awards to employees, directors and consultants. As of December 31, 2016, the total maximum remaining number of shares that may be issued under the 2007 Plan was 3.8 million shares, which includes 0.6 million options issued but not exercised

**POWER INTEGRATIONS, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

and 1.9 million awards granted but unvested. As of December 31, 2016, 1.9 million shares of common stock remain available for future grant under the 2007 Plan. Pursuant to the 2007 Plan, the exercise price for incentive stock options and non-statutory stock options is generally at least 100% of the fair market value of the underlying shares on the date of grant. Options generally vest over 48 months measured from the date of grant. Options generally expire no later than ten years after the date of grant, subject to earlier termination upon an optionee's cessation of employment or service.

Beginning January 27, 2009, grants pursuant to the Directors Equity Compensation Program (which was adopted by the board of directors on January 27, 2009) to non-employee directors have been made primarily under the 2007 Plan. The Directors Equity Compensation Program provides for grants to outside directors as follows: effective annually, upon the first trading day of July, each outside director would receive a grant of an equity award with an aggregate value of \$100,000. At each outside director's election, such award would consist entirely of RSUs or entirely of stock options. The quantity of options would be calculated by dividing \$100,000 by the Black-Scholes value on the date of grant. The quantity of RSUs issued would be calculated by dividing \$100,000 by the grant date fair value. Further, on the date of election of a new outside director, such new director would receive such grant as continuing outside directors receive on the first trading day of July; provided, however, that such grant is prorated for the portion of the year that such new outside director will serve until the next first trading day of July. The Directors Equity Compensation Program will remain in effect at the discretion of the board of directors or the compensation committee.

On July 28, 2009, the 2007 Plan was amended generally to prohibit outstanding options or stock appreciation rights from being canceled in exchange for cash without stockholder approval.

*2016 Incentive Award Plan*

The 2016 Incentive Award Plan (2016 Plan) was adopted by the board of directors on March 17, 2016 and approved by the stockholders on May 13, 2016. The Plan provides for the grant of RSU awards, PSU awards and PRSU awards. No other forms of equity-based awards, including stock options and stock appreciation rights, may be granted under the Plan. As of December 31, 2016, no awards have been issued and 1.5 million shares of common stock remain available for future grant under the 2016 Plan. The 2016 Plan also provides for performance-based cash awards that qualify as "performance-based compensation" within the meaning of Section 162(m) of the Internal Revenue Code.

*1997 Employee Stock Purchase Plan*

Under the 1997 Employee Stock Purchase Plan (Purchase Plan), eligible employees may apply accumulated payroll deductions, which may not exceed 15% of an employee's compensation, to the purchase of shares of the Company's common stock at periodic intervals. The purchase price of stock under the Purchase Plan is equal to 85% of the lower of (i) the fair market value of the Company's common stock on the first day of each offering period, or (ii) the fair market value of the Company's common stock on the purchase date (as defined in the Purchase Plan). Each offering period consists of one purchase period of approximately six months duration. An aggregate of 3.5 million shares of common stock were reserved for issuance to employees under the Purchase Plan. As of December 31, 2016, of the shares reserved for issuance, 2.9 million shares had been purchased and 0.6 million shares were reserved for future issuance under the Purchase Plan.

*Shares Reserved*

As of December 31, 2016, the Company had approximately 3.4 million shares of common stock reserved for future grant under all stock plans.

**Stock-Based Compensation**

The Company applies the provisions of ASC 718-10, *Stock Compensation*. Under the provisions of ASC 718-10, the Company recognizes the fair value of stock-based compensation in its financial statements over the requisite service period of the individual grants, which generally equals a four-year vesting period. The Company uses estimates of volatility, expected term, risk-free interest rate, dividend yield and forfeitures in determining the fair value of these awards and the amount of compensation expense to recognize. The Company uses the straight-line method to amortize all stock awards granted over the requisite service period of the award.



**POWER INTEGRATIONS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following table summarizes the stock-based compensation expense recognized in accordance with ASC 718-10 for the years ended December 31, 2016, 2015 and 2014 :

(in thousands)	Year Ended December 31,		
	2016	2015	2014
Cost of revenues	\$ 1,148	\$ 933	\$ 879
Research and development	7,309	5,255	4,784
Sales and marketing	4,489	3,644	3,540
General and administrative	7,939	4,935	5,079
Total stock-based compensation expense	\$ 20,885	\$ 14,767	\$ 14,282

The following table summarizes total compensation expense related to unvested awards not yet recognized, net of expected forfeitures, and the weighted average period over which it is expected to be recognized as of December 31, 2016 :

	Unrecognized Compensation Expense for Unvested Awards (in thousands)	Weighted Average Remaining Recognition Period (in years)
Long-term performance-based awards	\$ 2,562	1.52
Restricted stock units	21,930	2.27
Purchase plan	120	0.08
Total unrecognized compensation expense	\$ 24,612	

Stock-based compensation expense in the year ended December 31, 2016, was approximately \$20.9 million (comprising approximately \$0.2 million related to stock options, \$6.4 million related to performance-based awards, \$13.0 million related to restricted stock units and \$1.3 million related to the Company's Purchase Plan).

Stock-based compensation expense in the year ended December 31, 2015, was approximately \$14.8 million (comprising approximately \$0.7 million related to stock options, \$0.3 million related to performance-based awards, \$12.7 million related to restricted stock units and \$1.2 million related to the Company's Purchase Plan).

Stock-based compensation expense in the year ended December 31, 2014, was approximately \$14.3 million (comprising approximately \$1.2 million related to stock options, \$0.5 million related to long-term performance-based awards, \$11.3 million related to restricted stock units and \$1.3 million related to the Company's Purchase Plan).

The Company did not grant stock options in the years ended December 31, 2016, 2015 and 2014, and therefore no fair-value assumptions are reported.

The fair value of employees' stock purchase rights under the Purchase Plan was estimated using the Black-Scholes model with the following weighted-average assumptions used during the three years ended December 31, 2016, 2015 and 2014 :

	Year Ended December 31,		
	2016	2015	2014
Risk-free interest rates	0.44%	0.13%	0.05% - 0.07%
Expected volatility rates	32%	29%	30% - 48%
Expected dividend yield	0.96%	1.08%	0.66% - 0.85%
Expected term of purchase right (in years)	0.5	0.5	0.5
Weighted-average estimated fair value of purchase rights	\$12.23	\$10.18	\$14.40

**POWER INTEGRATIONS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

A summary of stock option activity under the Plans as of December 31, 2016 , and activity during three years then ended, is presented below:

(shares and intrinsic value in thousands)	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value
Outstanding at January 1, 2014	1,691	\$ 27.34		
Granted	—	—		
Exercised	(347)	\$ 27.64		
Forfeited or expired	—	—		
Outstanding at December 31, 2014	1,344	\$ 27.27		
Granted	—	—		
Exercised	(311)	\$ 26.11		
Forfeited or expired	(3)	\$ 37.97		
Outstanding at December 31, 2015	1,030	\$ 27.58		
Granted	—	—		
Exercised	(333)	\$ 25.41		
Forfeited or expired	—	—		
Outstanding at December 31, 2016	697	\$ 28.62	2.82	\$ 27,370
Exercisable at December 31, 2016	697	\$ 28.62	2.82	\$ 27,370
Vested and expected to vest at December 31, 2016	697	\$ 28.62	2.82	\$ 27,370

The total intrinsic value of options exercised during the year ended December 31, 2016 , 2015 and 2014 , was \$11.5 million , \$7.0 million and \$9.9 million , respectively.

The following table summarizes the stock options outstanding at December 31, 2016 :

(shares in thousands)	Options Outstanding			Options Exercisable	
	Options Outstanding	Weighted Average Remaining Contractual Term (in years)	Weighted Average Exercise Price	Options Exercisable	Weighted Average Exercise Price
Range of Exercise Prices					
\$17.75 - \$25.25	371	2.15	\$ 21.31	371	\$ 21.31
\$25.48 - \$42.88	326	3.58	\$ 36.94	326	\$ 36.94
	697	2.82	\$ 28.62	697	\$ 28.62

*PSU Awards*

Under the performance-based awards program, the Company grants awards in the performance year in an amount equal to twice the target number of shares to be issued if the maximum performance metrics are met. The number of shares that are released at the end of the performance year can range from zero to 200% of the target number depending on the Company's performance. The performance metrics of this program are annual targets consisting of a combination of net revenue, non-GAAP operating earnings and strategic goals. Each performance-based award share granted from the 2007 Plan will reduce the number of shares available for issuance under the 2007 Plan by two shares. Each performance-based award share granted from the 2016 Plan will reduce the number of shares available for issuance under the 2016 Plan by one share.

During the year ended December 31, 2016 , the Company issued approximately 101,000 PSUs to employees and executives. As the net revenue, non-GAAP operating income and strategic goals are considered performance conditions, expense associated with these awards, net of estimated forfeitures, is recognized over the service period based on an assessment of the achievement of the performance targets. The fair value of these PSUs is determined using the fair value of the Company's common stock on the date of the grant, reduced by the discounted present value of dividends expected to be declared before the awards

**POWER INTEGRATIONS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

vest. If the performance conditions are not achieved, no compensation cost is recognized and any previously recognized compensation is reversed.

A summary of PSU awards outstanding as of December 31, 2016, and activity during the three years then ended is presented below:

(shares and intrinsic value in thousands)	Shares	Weighted Average Grant Date Fair Value Per Share	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value
Outstanding at January 1, 2014	100	\$ 38.48		
Granted	83	\$ 53.93		
Vested	(83)	\$ 38.48		
Forfeited or canceled	(100)	\$ 51.30		
Outstanding at December 31, 2014	—	—		
Granted	89	\$ 52.36		
Vested	—	—		
Forfeited or canceled	(78)	\$ 52.35		
Outstanding at December 31, 2015	11	\$ 52.35		
Granted	101	\$ 46.26		
Vested	(11)	\$ 52.35		
Forfeited or canceled	(2)	\$ 46.87		
Outstanding at December 31, 2016	99	\$ 46.25	0	\$ 6,714
Outstanding and expected to vest at December 31, 2016	99		0	\$ 6,714

The grant date fair value of PSU awards released, which were fully vested, in the year ended December 31, 2016 was approximately \$0.6 million. There were no PSU awards released in the year ended December 31, 2015 (as the Company did not reach its minimum performance goals established for the 2014 PSUs). The grant date fair value of PSU awards released, which were fully vested, in the year ended December 31, 2014 was approximately \$3.2 million.

*PRSU Awards (Long-term Performance Based)*

The Company's PRSU program provides for the issuance of PRSUs which will vest based on the Company's performance measured against the PRSU Plan's established revenue targets. The PRSUs were granted in an amount equal to twice the target number of shares to be issued if the maximum performance metrics are met. The actual number of shares the recipient receives is determined at the end of a three-year performance period based on results achieved versus the Company's performance goals, and may range from zero to 200% of the target number. The performance goals for PRSUs granted in fiscal 2016, 2015 and 2014 were based on the Company's annual revenue growth over the respective three-year performance period. Each PRSU granted from the 2007 Plan will reduce the number of shares available for issuance under the 2007 Plan by two shares. Each PRSU granted from the 2016 Plan will reduce the number of shares available for issuance under the 2016 Plan by one share.

Recipients of a PRSU award generally must remain employed by the Company on a continuous basis through the end of the applicable three-year performance period in order to receive shares subject to that award. Expenses associated with these awards, net of estimated forfeitures, are recorded throughout the year depending on the number of shares expected to vest based on progress toward the performance target. The fair value of PRSU awards is determined using the fair value of the Company's common stock on the grant date, reduced by the discounted present value of dividends expected to be declared before the awards vest. If the performance conditions are not achieved, no compensation cost is recognized and any previously recognized compensation is reversed.

**POWER INTEGRATIONS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

A summary of PRSU awards outstanding as of December 31, 2016, and activity during the three years then ended is presented below:

(shares and intrinsic value in thousands)	Shares	Weighted Average Grant Date Fair Value Per Share	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value
Outstanding at January 1, 2014	—	—		
Granted	61	\$ 55.51		
Vested	—	—		
Forfeited or canceled	—	—		
Outstanding at December 31, 2014	61	\$ 55.51		
Granted	72	\$ 52.47		
Vested	—	—		
Forfeited or canceled	(4)	\$ 57.76		
Outstanding at December 31, 2015	129	\$ 53.75		
Granted	78	\$ 43.26		
Vested	—	—		
Forfeited or canceled	(57)	\$ 55.35		
Outstanding at December 31, 2016	150	\$ 47.65	1.52	\$ 10,177
Outstanding and expected to vest at December 31, 2016	113		1.51	\$ 7,659

*RSU Awards*

The Company grants restricted stock units to employees under the 2007 Plan and 2016 Plan. RSUs granted to employees typically vest ratably over a four-year period, and are converted into shares of the Company's common stock upon vesting on a one-for-one basis subject to the employee's continued service to the Company over that period. The fair value of RSUs is determined using the fair value of the Company's common stock on the date of the grant, reduced by the discounted present value of dividends expected to be declared before the awards vest. Compensation expense is recognized on a straight-line basis over the requisite service period of each grant adjusted for estimated forfeitures. Each RSU award granted from the 2007 Plan will reduce the number of shares available for issuance under the 2007 Plan by two shares. Each RSU award granted from the 2016 Plan will reduce the number of shares available for issuance under the 2016 Plan by one share.

**POWER INTEGRATIONS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

A summary of RSUs outstanding as of December 31, 2016 , and activity during the three years then ended, is as follows:

(shares and intrinsic value in thousands)	Shares	Weighted Average Grant Date Fair Value Per Share	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value
Outstanding at January 1, 2014	714	\$ 38.97		
Granted	281	\$ 51.12		
Vested	(267)	\$ 38.57		
Forfeited	(36)	\$ 42.74		
Outstanding at December 31, 2014	692	\$ 43.86		
Granted	319	\$ 49.75		
Vested	(267)	\$ 42.49		
Forfeited	(63)	\$ 45.71		
Outstanding at December 31, 2015	681	\$ 46.98		
Granted	331	\$ 46.70		
Vested	(270)	\$ 45.13		
Forfeited	(24)	\$ 47.21		
Outstanding at December 31, 2016	718	\$ 47.54	1.25	\$ 48,684
Outstanding and expected to vest at December 31, 2016	674		1.19	\$ 45,711

The grant date fair value of RSUs vested in the years ended December 31, 2016 , 2015 and 2014 , was approximately \$12.2 million , \$11.3 million and \$10.3 million , respectively.

#### 4. FAIR VALUE MEASUREMENTS:

ASC 820-10, *Fair Value Measurements* , clarifies that fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, ASC 820-10 establishes a three-tier value hierarchy, which prioritizes the inputs used in measuring fair value as follows: (Level 1) observable inputs such as quoted prices for identical assets in active markets; (Level 2) inputs other than the quoted prices in active markets that are observable either directly or indirectly; and (Level 3) unobservable inputs in which there is little or no market data, which requires the Company to develop its own assumptions. This hierarchy requires the Company to use observable market data, when available, and to minimize the use of unobservable inputs when determining fair value.

The Company's cash equivalents and investment instruments are classified within Level 1 or Level 2 of the fair-value hierarchy because they are valued using quoted market prices, broker or dealer quotations, or alternative pricing sources with reasonable levels of price transparency. The type of instrument valued based on quoted market prices in active markets primarily includes money market securities. This type of instrument is generally classified within Level 1 of the fair-value hierarchy. The types of instruments valued based on other observable inputs (Level 2 of the fair-value hierarchy) include investment-grade corporate bonds and government, state, municipal and provincial obligations. Such types of investments are valued by using a multi-dimensional relational model, the inputs are primarily benchmark yields, reported trades, broker/dealer quotes, issuer spreads, two-sided markets, benchmark securities, bids, offers, and reference data including market research publications. The Company does not hold any instruments that would be classified within Level 3 of the fair-value hierarchy.

**POWER INTEGRATIONS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The fair value hierarchy of the Company's cash equivalents and marketable securities at December 31, 2016 , and December 31, 2015 , was as follows:

(in thousands)	Fair Value Measurement at December 31, 2016		
	Total Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)
Commercial paper	\$ 58,031	\$ —	\$ 58,031
Money market funds	1,916	1,916	—
Corporate securities	132,141	—	132,141
Total	\$ 192,088	\$ 1,916	\$ 190,172

(in thousands)	Fair Value Measurement at December 31, 2015		
	Total Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)
Commercial paper	\$ 21,194	\$ —	\$ 21,194
Money market funds	104	104	—
Corporate securities	83,769	—	83,769
Total	\$ 105,067	\$ 104	\$ 104,963

The Company did not transfer any investments between level 1 and level 2 of the fair value hierarchy in the years ended December 31, 2016 , and December 31, 2015 .

**5. GOODWILL AND INTANGIBLE ASSETS:**

Goodwill increased during the year ended December 31, 2015, due to the Company's acquisition of Cambridge Semiconductor Limited (CamSemi) (refer to Note 11, *Acquisitions* , for details on the Company's CamSemi acquisition). Changes in the carrying amount of goodwill during the years ended December 31, 2016 and 2015, are as follows:

(in thousands)	Goodwill
Balance at December 31, 2014	\$ 80,599
Goodwill acquired during the period	11,250
Balance at December 31, 2015	91,849
Goodwill acquired during the period	—
Balance at December 31, 2016	\$ 91,849

Intangible assets consist primarily of developed technology, acquired licenses, customer relationships, trade name, domain name, in-process R&D and patent rights, and are reported net of accumulated amortization. In January 2015, the Company acquired CamSemi, resulting in the addition of the following intangible assets: developed technology of \$6.6 million , which will be amortized over a period of three - seven years; and customer relationships of \$2.4 million , which will be amortized over a period of five years. In August 2015, the Company purchased a building with existing third-party leases, resulting in the addition of in-place lease intangible assets of \$0.7 million which will be amortized over a period of two years.

The Company amortizes the cost of all intangible assets over the shorter of the estimated useful life or the term of the developed technology, acquired licenses, customer relationships, trade name, patent rights and in-place leases, which range from

**POWER INTEGRATIONS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

two to twelve years , with the exception of \$4.7 million of in-process R&D and \$1.3 million paid to acquire an internet domain name. In-process R&D is assessed for impairment until the development is completed and products are available for sale, at which time the Company will begin to amortize the in-process R&D. The Company does not expect the amortization of in-process R&D to begin in 2017. The Company acquired the rights to the internet domain name *www.power.com* , which is now the Company's primary domain name; the cost to acquire the domain name has been recorded as an intangible asset and will not be amortized as it has an indefinite useful life. Amortization of acquired intangible assets was approximately \$6.7 million , \$7.0 million and \$6.1 million in the years ended December 31, 2016 , 2015 and 2014 , respectively. The Company does not believe there is any significant residual value associated with the following intangible assets:

(in thousands)	December 31, 2016			December 31, 2015		
	Gross	Accumulated Amortization	Net	Gross	Accumulated Amortization	Net
Domain name	\$ 1,261	\$ —	\$ 1,261	\$ 1,261	\$ —	\$ 1,261
In-process research and development	4,690	—	4,690	4,690	—	4,690
Technology licenses	3,000	(3,000)	—	3,000	(2,925)	75
Developed technology	33,270	(15,455)	17,815	33,270	(11,670)	21,600
Customer relationships	20,030	(12,474)	7,556	20,030	(10,031)	9,999
In-place leases	660	(480)	180	660	(120)	540
Total intangible assets	\$ 62,911	\$ (31,409)	\$ 31,502	\$ 62,911	\$ (24,746)	\$ 38,165

The estimated future amortization expense related to definite-lived intangible assets at December 31, 2016 , is as follows:

Fiscal Year	Estimated Amortization (in thousands)
2017	\$ 6,084
2018	5,152
2019	4,753
2020	3,528
2021	2,662
Thereafter	3,372
Total (1)	\$ 25,551

(1) The total above excludes \$4.7 million of in-process R&D which will be amortized upon completion of development over the estimated useful life of the technology.

**6. SIGNIFICANT CUSTOMERS AND INTERNATIONAL SALES:**

*Segment Reporting*

The Company is organized and operates as one reportable segment, the design, development, manufacture and marketing of analog and mixed-signal ICs and other electronic components and circuitry used in high-voltage power conversion. The Company's chief operating decision maker, the chief executive officer, reviews financial information presented on a consolidated basis for purposes of making operating decisions and assessing financial performance.

*Customer Concentration*

The Company's top ten customers accounted for approximately 60% of net revenues in each of 2016 and 2015 , and 59% in 2014 . A significant portion of these revenues are attributable to sales of the Company's products to distributors of electronic components. These distributors sell the Company's products to a broad, diverse range of end users, including OEMs and merchant power supply manufacturers.

**POWER INTEGRATIONS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following customers each accounted for 10% or more of total net revenues:

<b>Customer</b>	<b>Year Ended December 31,</b>		
	<b>2016</b>	<b>2015</b>	<b>2014</b>
Avnet	18%	21%	19%
Powertech Distribution Ltd.	11%	10%	*

\* Total customer revenue was less than 10% of net revenues

Avnet and Powertech Distribution Ltd. are distributors of the Company's products. No other customers accounted for 10% or more of the Company's net revenues in those periods.

*Concentration of Credit Risk*

Financial instruments that potentially subject the Company to concentrations of credit risk consisted principally of cash investments and trade receivables. The Company has cash investment policies that limit cash investments to low-risk investments. With respect to trade receivables, the Company performs ongoing evaluations of its customers' financial conditions and requires letters of credit whenever deemed necessary. Additionally, the Company establishes an allowance for doubtful accounts based upon factors surrounding the credit risk of specific customers, historical trends related to past write-offs and other relevant information. Account balances are charged off against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote. The Company does not have any off-balance-sheet credit exposure related to its customers. Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash investments and trade receivables. As of December 31, 2016 and December 31, 2015, 70% and 66% of accounts receivable were concentrated with the Company's top 10 customers.

The following customers each represented 10% or more of accounts receivable:

<b>Customer</b>	<b>December 31,</b>	<b>December 31,</b>
	<b>2016</b>	<b>2015</b>
Avnet	24%	20%
ATM Electronic Corporation	*	10%

\* Total customer accounts receivable was less than 10%

Avnet and ATM Electronic Corporation are distributors of the Company's products. No other customers accounted for 10% or more of the Company's accounts receivable in these periods.

*International Sales*

The Company markets its products globally through its sales personnel and a worldwide network of independent sales representatives and distributors. As a percentage of total net revenues, international sales, which consist of sales to distributors and direct customers outside of the United States of America, based on "bill to" customer locations, comprise the following:

	<b>Year Ended December 31,</b>		
	<b>2016</b>	<b>2015</b>	<b>2014</b>
Hong Kong/China	51%	50%	47%
Taiwan	13%	14%	15%
Korea	11%	10%	11%
Western Europe (excluding Germany)	11%	11%	11%
Japan	5%	5%	5%
Germany	2%	2%	2%
Other	3%	3%	4%
Total foreign revenue	96%	95%	95%

The remainder of the Company's sales is to customers within the United States of America.



**POWER INTEGRATIONS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**7. EARNINGS PER SHARE:**

Basic earnings per share are calculated by dividing net income by the weighted-average shares of common stock outstanding during the period. Diluted earnings per share are calculated by dividing net income by the weighted-average shares of common stock and dilutive common equivalent shares outstanding during the period. Dilutive common equivalent shares included in this calculation consist of dilutive shares issuable upon the assumed exercise of outstanding common stock options, the assumed vesting of outstanding restricted stock units, the assumed issuance of awards under the stock purchase plan and contingently issuable performance-based awards, as computed using the treasury stock method.

A summary of the earnings per share calculation is as follows:

(in thousands, except per share amounts)	Year Ended December 31,		
	2016	2015	2014
Basic earnings per share:			
Net income	\$ 47,890	\$ 39,147	\$ 59,544
Weighted-average common shares	28,925	29,001	29,976
Basic earnings per share	\$ 1.66	\$ 1.35	\$ 1.99
Diluted earnings per share (1):			
Net income	\$ 47,890	\$ 39,147	\$ 59,544
Weighted-average common shares	28,925	29,001	29,976
Effect of dilutive securities:			
Employee stock plans	694	695	853
Diluted weighted-average common shares	29,619	29,696	30,829
Diluted earnings per share	\$ 1.62	\$ 1.32	\$ 1.93

- (1) The Company includes the shares underlying performance-based awards in the calculation of diluted earnings per share if the performance conditions have been satisfied as of the end of the reporting period and excludes such shares when the necessary conditions have not been met. The Company has excluded all performance-based awards in the 2014 calculation as the performance conditions for those awards were not met as of the end of the period. The Company has included in the 2016 and 2015 calculations those shares that were contingently issuable upon the satisfaction of the performance conditions as of the end of the respective periods.

In the year ended December 31, 2016 no outstanding stock awards were determined to be anti-dilutive and therefore were excluded from the computation of diluted earnings per share. In the years ended December 31, 2015 and 2014, approximately 8,000 and 37,000 outstanding stock awards were determined to be anti-dilutive, respectively, and therefore were excluded from the computation of diluted earnings per share.

**8. PROVISION FOR INCOME TAXES:***Income Taxes*

The Company accounts for income taxes under the provisions of ASC 740, *Income Taxes*. Under the provisions of ASC 740, deferred tax assets and liabilities are recognized based on the differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases, utilizing the tax rates that are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

**POWER INTEGRATIONS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

U.S. and foreign components of income before income taxes were:

(in thousands)	Year Ended December 31,		
	2016	2015	2014
U.S. operations	\$ (880)	\$ (2,113)	\$ (5,064)
Foreign operations	49,802	41,531	61,878
Total pretax income	\$ 48,922	\$ 39,418	\$ 56,814

The components of the provision for (benefit from) income taxes are as follows:

(in thousands)	Year Ended December 31,		
	2016	2015	2014
Current provision (benefit):			
Federal	\$ —	\$ 443	\$ (1,234)
State	—	83	(137)
Foreign	1,638	5,407	3,094
	1,638	5,933	1,723
Deferred provision (benefit):			
Federal	(197)	(1,699)	(3,279)
State	(27)	(57)	(284)
Foreign	(382)	(3,906)	(890)
	(606)	(5,662)	(4,453)
Total	\$ 1,032	\$ 271	\$ (2,730)

The Company is entitled to a deduction for federal and state tax purposes with respect to employees' stock option activity. The net reduction in taxes otherwise payable in excess of any amount credited to income tax expense has been reflected as an adjustment to additional paid-in capital. For 2015 and 2014, the benefit (deficiency) arising from employee stock option activity that resulted in an adjustment to additional paid in capital was approximately \$(0.2) million and \$0.8 million, respectively. No adjustment was recorded in 2016.

The provision for (benefit from) income taxes differs from the amount that would result by applying the applicable federal income tax rate to income before provision for (benefit from) income taxes, as follows:

	Year Ended December 31,		
	2016	2015	2014
Provision computed at Federal statutory rate	35.0 %	35.0 %	35.0 %
Business tax credits	(6.0)	(6.8)	(5.5)
Stock-based compensation	2.2	0.8	(2.9)
Foreign income taxed at different rate	(33.1)	(33.1)	(28.6)
IRS audit settlement	—	—	(5.8)
Valuation allowance	1.8	2.6	2.0
Other	2.2	2.2	1.0
Total	2.1 %	0.7 %	(4.8)%

The effective tax rate for the year ended December 31, 2016 was favorably impacted by the geographic distribution of the Company's world-wide earnings in lower-tax jurisdictions. Additionally, the rate was favorably impacted by the federal R&D tax credit which was extended permanently when the Protecting Americans from Tax Hikes Act was signed into law on December 18, 2015.

The Company reached a settlement with the IRS in the quarter ended June 30, 2014, to close out the examination of its federal income tax returns for the years 2007 through 2009. As a result, the Company adjusted its tax balances and the provision for income tax for the year ended December 31, 2014, includes a one-time benefit of \$3.3 million comprising \$2.8 million in

**POWER INTEGRATIONS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

federal income taxes and interest, and state income taxes of approximately \$0.5 million . The one-time benefit includes the reversal of \$4.1 million of related unrecognized tax benefits that had been recorded as non-current liabilities in the Company's consolidated balance sheets. The Company has now concluded all U.S. federal income tax matters for the years through 2009.

The components of the net deferred income tax asset (liabilities) were as follows:

(in thousands)	December 31,	
	2016	2015
Deferred tax assets:		
Other reserves and accruals	\$ 1,880	\$ 1,573
Tax credit carry-forwards	26,895	22,826
Stock compensation	5,760	5,945
Capital losses	10,585	11,490
Net operating loss	2,671	3,677
Other	174	—
Valuation allowance	(27,489)	(26,918)
	20,476	18,593
Deferred tax liabilities:		
Depreciation	(2,322)	(2,968)
Unremitted earnings	(7,019)	(4,626)
Other	—	(447)
	(9,341)	(8,041)
Net deferred tax asset	\$ 11,135	\$ 10,552

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities and projected future taxable income. In the event that the Company determines, based on available evidence and management judgment, that all or part of the net deferred tax assets will not be realized in the future, the Company would record a valuation allowance in the period the determination is made. In addition, the calculation of tax liabilities involves significant judgment in estimating the impact of uncertainties in the application of complex tax laws. Resolution of these uncertainties in a manner inconsistent with the Company's expectations could have a material impact on its results of operations and financial position.

As of December 31, 2016 , the Company continues to maintain a valuation allowance primarily as a result of capital losses for federal purposes, and on its California deferred tax assets as the Company believes that it is not more likely than not that the deferred tax assets will be fully realized. In addition, the Company maintains a valuation allowance with respect to certain of its deferred tax assets relating to tax credits in Canada and the state of New Jersey.

As of December 31, 2016 , the Company had federal research and development tax credit carry-forwards of approximately \$14.9 million , which will begin to expire in 2030 if unutilized; federal net operating losses of \$31.3 million , which will begin to expire in 2024 if unutilized; California research and development tax credit carry-forwards of approximately \$18.7 million (there is no expiration of research and development tax credit carry-forwards for the state of California) and California net operating losses of \$45.5 million which will begin to expire in 2032. As of December 31, 2016 , the Company had Canadian scientific research and experimental development tax credit carry-forwards of approximately \$2.1 million and New Jersey research and experimental development tax credit carry-forwards of approximately \$0.7 million , which will start to expire in 2026 and 2027, respectively.

The Company does not provide for U.S. taxes on its undistributed earnings of foreign subsidiaries that it intends to invest indefinitely outside the U.S., unless such taxes are otherwise required under U.S. tax law. Beginning in 2013, the Company determined that a portion of its foreign subsidiaries current and future earnings may be remitted prospectively to the U.S. for domestic cash flow purposes and, accordingly, provided for the related U.S. taxes in its consolidated financial statements. If the Company changes its intent to invest its undistributed foreign earnings indefinitely or if a greater amount of undistributed earnings are needed for U.S. operations than previously anticipated and for which U.S. taxes have not been recorded, the Company would

**POWER INTEGRATIONS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

be required to accrue or pay U.S. taxes (subject to an adjustment for foreign tax credits, where applicable) and withholding taxes payable to various foreign countries on some or all of these undistributed earnings. As of December 31, 2016, the Company had undistributed earnings of foreign subsidiaries that are indefinitely invested outside of the U.S. of approximately \$265.0 million. It is not practicable to determine the income tax liability that might be incurred if these earnings were to be distributed.

*Unrecognized Tax Benefits*

The Company applies the provisions of ASC 740-10, relating to accounting for uncertain income taxes. Reconciliation of the beginning and ending amount of unrecognized tax benefits:

<b>(in thousands)</b>	<b>Unrecognized Tax Benefits</b>
Unrecognized Tax Benefits Balance at January 1, 2014	\$ 12,694
Gross Increases for Tax Positions of Current Year	2,117
Gross Increases for Tax Positions of Prior Years	710
Settlements	(4,361)
Lapse of Statute of Limitations	—
Unrecognized Tax Benefits Balance at December 31, 2014	11,160
Gross Increases for Tax Positions of Current Year	3,063
Gross Decrease for Tax Positions of Prior Years	(663)
Settlements	—
Lapse of Statute of Limitations	—
Unrecognized Tax Benefits Balance at December 31, 2015	13,560
Gross Increases for Tax Positions of Current Year	1,856
Gross Decreases for Tax Positions of Prior Years	(23)
Settlements	—
Lapse of Statute of Limitations	—
Unrecognized Tax Benefits Balance at December 31, 2016	\$ 15,393

The Company's total unrecognized tax benefits as of December 31, 2016, 2015 and 2014, were \$15.4 million, \$13.6 million and \$11.2 million, respectively. An income tax benefit of \$9.3 million, net of valuation allowance adjustments, would be recorded if these unrecognized tax benefits are recognized. The Company cannot reasonably estimate the amount of the unrecognized tax benefit that could be adjusted in the next twelve months.

The Company's continuing practice is to recognize interest and/or penalties related to income tax matters in income tax expense. The Company had accrued interest and penalties of \$0.1 million as of both December 31, 2016, and December 31, 2015, which have been recorded in long-term income taxes payable in the accompanying Consolidated Balance Sheets.

As of December 31, 2016, the Company has concluded all U.S. federal income tax matters for the years through 2012. However, due to tax attributes, the IRS may calculate tax adjustments for subsequent years for positions taken prior to 2012. The Company has finalized Swiss income tax returns for the years through 2012. There is currently no pending income tax audit.

On July 27, 2015, in *Altera Corp. v. Commissioner*, the U.S. Tax Court issued an opinion related to the treatment of stock-based compensation expense in an intercompany cost-sharing arrangement. A final decision was issued by the Tax Court in December 2015. In February 2016, the Commissioner appealed the Tax Court decision. At this time, the U.S. Department of the Treasury has not withdrawn the requirement to include stock-based compensation expense from IRS cost-sharing regulations. The Company has reviewed this case and its impact and concluded that no adjustment to the consolidated financial statements is appropriate at this time. The Company will continue to monitor ongoing developments and potential impacts to the consolidated financial statements.

**POWER INTEGRATIONS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**9. COMMITMENTS:***Facilities*

The Company owns its main executive, administrative, manufacturing and technical offices in San Jose, California. The Company also owns a research and development facility in New Jersey and a test facility in Biel, Switzerland. The Company leases administrative office space in Singapore and Switzerland, and R&D facilities in Canada and the United Kingdom, in addition to sales offices in various countries around the world.

Future minimum lease payments under all non-cancelable operating lease agreements as of December 31, 2016 , are as follows:

<b>Fiscal Year</b>	<b>(in thousands)</b>
2017	\$ 1,591
2018	1,414
2019	565
2020	248
2021	211
Thereafter	358
Total minimum lease payments	\$ 4,387

Total rent expense amounted to \$1.9 million , \$2.0 million and \$1.8 million in the years ended December 31, 2016 , 2015 and 2014 , respectively.

*Purchase Obligations*

At December 31, 2016 , the Company had no non-cancelable purchase obligations that were due beyond one year.

**10. LEGAL PROCEEDINGS AND CONTINGENCIES:**

From time to time in the ordinary course of business, the Company becomes involved in lawsuits, or customers and distributors may make claims against the Company. In accordance with ASC 450-10, *Contingencies* , the Company makes a provision for a liability when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated.

On October 20, 2004, the Company filed a complaint against Fairchild Semiconductor International, Inc. and Fairchild Semiconductor Corporation (referred to collectively as "Fairchild") in the United States District Court for the District of Delaware. In its complaint, the Company alleged that Fairchild has and is infringing four of Power Integrations' patents pertaining to pulse width modulation (PWM) integrated circuit devices. Fairchild denied infringement and asked for a declaration from the court that it does not infringe any Power Integrations patent and that the patents are invalid. The Court issued a claim construction order on March 31, 2006 which was favorable to the Company. The Court set a first trial on the issues of infringement, willfulness and damages for October 2, 2006. At the close of the first trial, on October 10, 2006, the jury returned a verdict in favor of the Company finding all asserted claims of all four patents-in-suit to be willfully infringed by Fairchild and awarding \$34.0 million in damages. Fairchild raised defenses contending that the asserted patents are invalid or unenforceable, and the Court held a second trial on these issues beginning on September 17, 2007. On September 21, 2007, the jury returned a verdict in the Company's favor, affirming the validity of the asserted claims of all four patents-in-suit. Fairchild submitted further materials on the issue of enforceability along with various other post-trial motions, and the Company filed post-trial motions seeking a permanent injunction and increased damages and attorneys' fees, among other things. On September 24, 2008, the Court denied Fairchild's motion regarding enforceability and ruled that all four patents are enforceable. On December 12, 2008, the Court ruled on the remaining post-trial motions, including granting a permanent injunction, reducing the damages award to \$6.1 million , granting Fairchild a new trial on the issue of willful infringement in view of an intervening change in the law, and denying the Company's motion for increased damages and attorneys' fees with leave to renew the motion after the resolution of the issue of willful infringement. On December

**POWER INTEGRATIONS, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

22, 2008, at Fairchild's request, the Court temporarily stayed the permanent injunction for 90 days. On January 12, 2009, Fairchild filed a notice of appeal challenging the Court's refusal to enter a more permanent stay of the injunction, and Fairchild filed additional motions requesting that both the Federal Circuit and the District Court extend the stay of injunction. The District Court temporarily extended the stay pending the Federal Circuit ruling on Fairchild's pending motion, but the Federal Circuit dismissed Fairchild's appeal and denied its motion on May 5, 2009, and the District Court issued an order on May 13, 2009 confirming the reinstatement of the permanent injunction as originally entered in December 2008. On June 22, 2009, the Court held a brief bench re-trial on the issue of willful infringement. On July 22, 2010, the Court found that Fairchild willfully infringed all four of the asserted patents, and the Court also invited briefing on enhanced damages and attorneys' fees. Fairchild also filed a motion requesting that the Court amend its findings regarding willfulness. On January 18, 2011, the Court denied Fairchild's request to amend the findings regarding Fairchild's willful infringement and doubled the damages award against Fairchild but declined to award attorneys' fees. On February 3, 2011, the Court entered final judgment in favor of the Company for a total damages award of \$12.9 million. Fairchild filed a notice of appeal challenging the final judgment and a number of the underlying rulings, and the Company filed a cross-appeal seeking to increase the damages award. The appeal was argued on January 11, 2012, and the Federal Circuit issued a mixed ruling on March 26, 2013, affirming Fairchild's infringement of certain claims that support the basis for the permanent injunction while reversing, vacating, and remanding the findings with respect to other claims, including the Company's claim for damages. The Company filed a petition seeking Supreme Court review of the Federal Circuit's ruling on damages issues, and the Supreme Court called for a response from Fairchild but ultimately declined to review the case. On remand, the Company intends to pursue its claim for financial compensation based on Fairchild's infringement.

On May 9, 2005, the Company filed a Complaint with the U.S. International Trade Commission (ITC) under section 337 of the Tariff Act of 1930, as amended, 19 U.S.C. Section 1337 against System General (SG). The Company filed a supplement to the complaint on May 24, 2005. The Company alleged infringement of its patents pertaining to PWM integrated circuit devices produced by SG, which are used in power conversion applications such as power supplies for computer monitors. The Commission instituted an investigation on June 8, 2005 in response to the Company's complaint. SG filed a response to the ITC complaint asserting that the patents-in-suit were invalid and not infringed. The Company subsequently and voluntarily narrowed the number of patents and claims in suit, which proceeded to a hearing. The hearing on the investigation was held before the Administrative Law Judge (ALJ) from January 18 to January 24, 2006. Post-hearing briefs were submitted and briefing concluded February 24, 2006. The ALJ's initial determination was issued on May 15, 2006. The ALJ found all remaining asserted claims valid and infringed, and recommended the exclusion of the infringing products as well as certain downstream products that contain the infringing products. After further briefing, on June 30, 2006, the Commission decided not to review the initial determination on liability, but did invite briefs on remedy, bonding and the public interest. On August 11, 2006, the Commission issued an order excluding from entry into the United States the infringing SG PWM chips, and any liquid-crystal-display (LCD) computer monitors, AC printer adapters and sample/demonstration circuit boards containing an infringing SG chip. The U.S. Customs Service is authorized to enforce the exclusion order. On October 11, 2006, the presidential review period expired without any action from the President, and the ITC exclusion order is now in full effect. SG appealed the ITC decision, and on November 19, 2007, the Federal Circuit affirmed the ITC's findings in all respects. On October 27, 2008, SG filed a petition to modify the exclusion order in view of a recent Federal Circuit opinion in an unrelated case, and the Company responded to oppose any modification, but the Commission modified the exclusion order on February 27, 2009. Nevertheless, the exclusion order still prohibits SG and related entities from importing the infringing SG chips and any LCD computer monitors, AC printer adapters, and sample/demonstration circuit boards containing an infringing SG chip.

On May 23, 2008, the Company filed a complaint against Fairchild Semiconductor International, Inc., Fairchild Semiconductor Corporation, and Fairchild's wholly owned subsidiary System General Corporation (referred to collectively as "Fairchild"), in the United States District Court for the District of Delaware. In its complaint, the Company alleged that Fairchild has infringed and is infringing three patents pertaining to power supply controller integrated circuit devices. Fairchild answered the Company's complaint on November 7, 2008, denying infringement and asking for a declaration from the Court that it does not infringe any Power Integrations patent and that the patents are invalid and unenforceable. Fairchild's answer also included counterclaims accusing the Company of infringing three patents pertaining to primary side power conversion integrated circuit devices. Fairchild had earlier brought these same claims in a separate suit against the Company, also in Delaware, which Fairchild dismissed in favor of adding its claims to the Company's already pending suit against Fairchild. The Company has answered Fairchild's counterclaims, denying infringement and asking for a declaration from the Court that it does not infringe any Fairchild patent and that the Fairchild patents are invalid. Fairchild also filed a motion to stay the case, but the Court denied that motion on December 19, 2008. On March 5, 2009, Fairchild filed a motion for summary judgment to preclude any recovery for post-verdict sales of parts found to infringe in the parties' other ongoing litigation, described above, and the Company filed its opposition and a cross-motion to preclude Fairchild from re-litigating the issues of infringement and damages for those same products. On June

**POWER INTEGRATIONS, INC.****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

26, 2009, the Court held a hearing on the parties' motions, and on July 9, 2009 the Court issued an order denying the parties' motions but staying proceedings with respect to the products that were found to infringe and which are subject to the injunction in the other Delaware case between the parties pending the entry of final judgment in that case; those products are expected to be addressed in the context of the parties' remand proceedings following the appeal in their earlier litigation in Delaware, and the remainder of the case is proceeding. On December 18, 2009, the Court issued an order construing certain terms in the asserted claims of the Company's and Fairchild's patents in suit. Following the Court's ruling on claim construction, Fairchild withdrew its claim related to one of its patents and significantly reduced the number of claims asserted for the remaining two patents. The parties thereafter filed and argued a number of motions for summary judgment, and the Court denied the majority of the parties' motions but granted the Company's motion to preclude Fairchild from re-arguing validity positions that were rejected in the prior case between the parties. Because the assigned Judge retired at the end of July 2010, the case was re-assigned to a different Judge, and the Court vacated the trial schedule and had the parties provide their input on the appropriate course of action. The Court thereafter set a trial schedule with the jury trial on infringement and validity to begin in July 2011. On April 18, 2011, the Court rescheduled the trial to begin in January 2012, and on June 2, 2011, the Court moved the trial date to April 2012 to permit the parties to address another patent the Company accused Fairchild of infringing. Following a trial in April 2012, the jury returned a verdict finding that Fairchild infringes two of the Company's patents, that Fairchild has induced others to infringe the Company's patents, and also upheld the validity of the infringed patents. Of the two remaining counterclaim patents Fairchild asserted in the case, one was found not to be infringed, but the jury found the second patent to be infringed by a limited number of the Company's products, although the jury further found the Company did not induce infringement by any customers, including customers outside the United States. On March 29, 2013, the District Court denied most of the parties' post-trial motions on liability but granted the Company's motion for judgment as a matter of law finding that Fairchild infringed another of the Company's patents. On April 25, 2013, the Court denied both parties' motions regarding the unenforceability of each other's patents. The Company is challenging adverse findings on appeal; nevertheless, the Company estimates that even if the verdict on Fairchild's patent were ultimately upheld, the sales potentially impacted would amount to less than 0.5% of the Company's revenues. The Company requested an injunction preventing further infringement of its own patents by Fairchild, and Fairchild requested an injunction as well. Following a hearing on the issue in June 2014, the Court denied Fairchild's request for an injunction against the Company and granted the Company's request for an injunction against Fairchild. On January 13, 2015, the District Court entered final judgment on the liability and validity issues discussed above, and both parties filed appeals with the Federal Circuit. After briefing was completed, oral argument on the appeal took place in early July 2016, and on December 12, 2016, the Federal Circuit issued its opinion in the appeal, overturning the lone infringement verdict against the Company, finding one of the Company's patents invalid, and overturning the District Court's jury instruction on inducement. In view of the Federal Circuit's rejection of the District Court's jury instruction on inducement, the Court also vacated the inducement findings and associated injunction against Fairchild and remanded the case for a retrial on inducement, but the underlying validity and infringement findings against Fairchild on those two patents remain intact. On remand, the Company will also be seeking financial damages, as well as enhanced damages for willful infringement; these issues are to be decided in separate proceedings at a later date.

On June 28, 2004, the Company filed a complaint for patent infringement in the U.S. District Court, Northern District of California, against SG Corporation, a Taiwanese company, and its U.S. subsidiary. The Company's complaint alleged that certain integrated circuits produced by SG infringed and continue to infringe certain of its patents. On June 10, 2005, in response to the initiation of the International Trade Commission (ITC) investigation discussed above, the District Court stayed all proceedings. Subsequent to the completion of the ITC proceedings, the District Court temporarily lifted the stay and scheduled a case management conference. On December 6, 2006, SG filed a notice of appeal of the ITC decision as discussed above. In response, and by agreement of the parties, the District Court vacated the scheduled case management conference and renewed the stay of proceedings pending the outcome of the Federal Circuit appeal of the ITC determination. On November 19, 2007, the Federal Circuit affirmed the ITC's findings in all respects, and SG did not file a petition for review. The parties subsequently filed a motion to dismiss the District Court case without prejudice. On November 4, 2009, the Company re-filed its complaint for patent infringement against SG and its parent corporations, Fairchild Semiconductor International, Inc. and Fairchild Semiconductor Corporation, to address their continued infringement of patents at issue in the original suit that recently emerged from SG requested reexamination proceedings before the U.S. Patent and Trademark Office (USPTO). The Company seeks, among other things, an order enjoining SG and Fairchild from infringing the Company's patents and an award of damages resulting from the alleged infringement. Fairchild has denied infringement and asked for a declaration from the Court that it does not infringe any Power Integrations patent, that the patents are invalid, and that one of the two of the Company's patents now at issue in the case is unenforceable. On May 5, 2010, SG and Fairchild filed an amended answer including counterclaims accusing the Company of infringing two patents, and since that time Fairchild has withdrawn its claim for infringement of one of the patents it originally asserted against the Company but added another patent to the case over the Company's objections; the Company contests these claims vigorously. Both parties filed summary judgment motions and challenges to each other's experts' testimony, and the Court granted the Company's motion for



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summary judgment of non-infringement with respect to one of Fairchild's two patents. Following a trial on the remaining claims in February 2014, the jury returned a verdict in the Company's favor, affirming the validity of the asserted claims of the Company's patents-in-suit, finding that SG and Fairchild infringed the Company's asserted patents and induced infringement by others, and awarding \$105.0 million in damages. The Jury also rejected Fairchild's remaining counterclaims for infringement against the Company. Fairchild challenged these rulings in post-trial motions, but the judge confirmed the jury's determinations on infringement and damages, although the Court declined to find Fairchild's infringement willful. Fairchild also pressed its unenforceability claim with respect to one of the two patents it was found to infringe in post-trial briefing, but the Court rejected Fairchild's unenforceability claim. Fairchild also requested reconsideration of the damages determinations, and the Court granted a new trial with respect to damages but none of the other issues addressed in the previous trial, with the retrial scheduled for December 2015. Thereafter, the parties completed pretrial proceedings challenging each other's experts, and the Court granted portions of each party's motions limiting the scope of expert testimony for purposes of the damages retrial, but neither party was successful in their efforts to prevent the other side's experts from testifying at trial. Following a retrial on the issue of damages in December 2015, the jury returned a verdict in the Company's favor, finding that the Company's patented technology created the basis for customer demand for the infringing Fairchild products and awarding \$139.8 million in damages. Although the jury awarded damages, at this stage of the proceedings the Company cannot state the amount, if any, it might ultimately recover from Fairchild, and no benefits have been recorded in the Company's consolidated financial statements as a result of the damages verdict. Fairchild filed post-trial motions challenging the verdict, but the Court rejected Fairchild's motions challenging the damages verdict in August 2016. The Company also filed motions requesting enhanced damages and attorney fees and reinstatement of the willfulness finding against Fairchild in view of an intervening change of law; on January 13, 2017, the District Court reinstated the finding that Fairchild's infringement was willful but declined to enhance damages or award fees. Fairchild has filed a further challenge to the verdict, and a ruling on that remaining motion is expected in the coming months, along with Fairchild's appeal on the merits.

In February 2010, Fairchild and System General (SG) filed suits for patent infringement against the Company, Power Integrations Netherlands B.V., and representative offices of Power Integrations Netherlands in Shanghai and Shenzhen with the Suzhou Intermediate Court in the People's Republic of China. The suits asserted four Chinese patents and sought an injunction and damages of approximately \$19.0 million. Power Integrations Netherlands filed invalidation proceedings for all four asserted SG patents in the People's Republic of China Patent Reexamination Board (PRB) of the State Intellectual Property Office (SIPO), and all four challenges were accepted by the PRB, with hearings conducted in September 2010. In early January 2012, the Company received rulings from the PRB invalidating the majority of the claims Fairchild asserted in litigation. The Suzhou Court conducted evidentiary hearings in 2012 and issued rulings in late December 2012, finding that the Company did not infringe any of the asserted patents. Fairchild filed appeals challenging the Suzhou Court's non-infringement rulings, and the appeals court in Nanjing held further hearings in the infringement proceedings in late 2014, but Fairchild has since dismissed its appeals, bringing the infringement proceedings to a close in the first quarter of 2015.

On July 11, 2011, the Company filed a complaint in the U.S. District Court, District of Columbia, against David Kappos in his capacity as Director of the United States Patent and Trademark Office (PTO) as part of the ongoing reexamination proceedings related to one of the patents asserted against Fairchild and SG in the Delaware litigation described above. The Company filed a motion for summary judgment on a preliminary jurisdictional issue, and the PTO filed a cross-motion to dismiss on this same issue; briefing on those motions was completed in October, 2011. On November 18, 2013, the Court granted the PTO's motion and transferred the case to the Federal Circuit, where additional briefing took place. Following a hearing in May 2015, the Federal Circuit ruled in the Company's favor on August 12, 2015, overturning the PTO's claim construction and remanding the case for further proceedings. On remand, the PTO ignored the Federal Circuit's guidance, so the party has filed another appeal to the Federal Circuit; further briefing and proceedings on the second appeal will take place in the coming months.

On May 1, 2012, Fairchild Semiconductor Corporation and Fairchild's wholly owned subsidiary, System General Corporation (referred to collectively as "Fairchild"), filed a complaint against the Company in the United States District Court for the District of Delaware. In its complaint, Fairchild alleged that the Company has infringed and is infringing four patents pertaining to power conversion integrated circuit devices. The Company answered Fairchild's complaint, denying infringement and asking for a declaration from the Court that it does not infringe any Fairchild patent and that the Fairchild patents are invalid, and the Company also asserted counterclaims against Fairchild for infringement of five of the Company's patents. Fairchild has withdrawn its claim for infringement of one of the patents it asserted against the Company after the Company's preliminary challenge. The parties streamlined their contentions in view of the Court's pretrial rulings, and following a trial in late May and early June 2015, a jury returned a verdict finding that Fairchild infringed one of the Company's patents, that Fairchild has induced and contributed to others' infringement of the Company's patent, and that the Company induced infringement of a Fairchild patent that was previously found infringed in the 2012 trial described above, with a damages award of \$2.4 million in favor of Fairchild. Both



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parties filed post-trial motions and challenges to various portions of the jury verdicts, and the Court addressed the first wave of post-trial motions, denying each side's challenges to the verdict and denying Fairchild's request for an injunction. In parallel proceedings, the Federal Circuit overturned the underlying finding of infringement against the Company on the Fairchild patent-in-suit, and the Company moved to vacate the inducement and damages judgment against the Company, a motion that Fairchild did not oppose. Further proceedings and an appeal of the outstanding issues are expected in the coming months.

On October 21, 2015, the Company filed a complaint for patent infringement against Fairchild Semiconductor Corporation, Fairchild Semiconductor International, Inc., and wholly-owned subsidiary Fairchild (Taiwan) Corporation (referred to collectively as "Fairchild") to address Fairchild's continued infringement of two patents Fairchild was previously found to infringe in the three District Court cases the Company brought against Fairchild discussed above. In each of the three prior cases, Fairchild was found to infringe one of the patents at issue in the latest complaint, and Fairchild's challenges to the validity of the patents were rejected during the course of the prior lawsuits as well. Fairchild has answered the Company's complaint, denying infringement and asking for a declaration from the Court that it does not infringe any Power Integrations patent and that the patents are invalid. Fairchild's answer also included counterclaims accusing the Company of infringing four patents pertaining to power conversion integrated circuit devices, including one patent the Company was found not to infringe in prior litigation. The Company has answered Fairchild's counterclaims, denying infringement and asking for a declaration from the Court that it does not infringe any Fairchild patent and that the Fairchild patents are invalid. On December 15, 2016, the Court stayed the case pending resolution of the parties *inter partes* review (IPR) and reexamination proceedings regarding the patents-in-suit.

On March 10, 2016, Silver Star Capital, LLC filed a petition with the U.S. Patent & Trademark Office (PTO) requesting that the PTO conduct an *inter partes* review (IPR) of the validity of the Company's U.S. Patent No. 6,212,079 (the '079 patent), which the Company has asserted against Fairchild Semiconductor in the California litigation initiated in 2004, as discussed above. The Company's '079 patent is also asserted in the Company's most recent lawsuit against Fairchild filed in October 2015, also discussed above. On March 29, 2016, ON Semiconductor Corporation filed another petition requesting *inter partes* review of the Company's '079 patent. Since that time, ON Semiconductor has filed eleven more IPR petitions requesting review of various patents that the Company previously asserted against Fairchild as described above. The PTO denied Silver Star Capital's IPR petition on the '079 patent but instituted IPR proceedings with respect to ON Semiconductor's petition directed to the '079 patent, with further proceedings expected in the coming months. Further proceedings are also expected with respect to ON Semiconductor's other IPR petitions in the coming months. Although the validity of the Company's challenged patents has previously been confirmed in the Company's District Court litigation with Fairchild and in many cases in prior PTO reexamination proceedings as well, and though the Company intends to vigorously defend the validity of its patents, the outcome of the IPR proceedings is uncertain.

On April 1, 2016, Opticurrent, LLC filed a complaint against the Company in the United States District Court for the Eastern District of Texas. In its complaint, Opticurrent alleges that the Company has infringed and is infringing one patent pertaining to transistor switch devices. The Company has filed a motion to transfer the case to California, which will be addressed in the coming months. Further proceedings and discovery are expected over the course of the coming months, with trial currently scheduled for October 2017. The Company intends to vigorously defend itself against Opticurrent's claims.

On August 11, 2016, ON Semiconductor filed a complaint against the Company in the United States District Court for the District of Arizona. In its complaint, ON Semiconductor alleges that the Company has infringed and is infringing five patents and requests injunctive relief, and the complaint also seeks a declaration of non-infringement with respect to three of the Company's patents that were previously asserted against Fairchild Semiconductor. The Company has not yet answered ON Semiconductor's complaint, but the Company has filed a motion to dismiss and/or transfer the case to the Northern District of California, which will be addressed in the coming months. No date has been set for trial, but the Company believes it has valid defenses and intends to vigorously defend itself against ON Semiconductor's claims.

On November 1, 2016, the Company filed a lawsuit against ON Semiconductor in the United States District Court for the Northern District of California to address ON Semiconductor's infringement of six patents. No date has been set for trial, but ON Semiconductor has filed a motion requesting that the case be transferred to Arizona, an issue that will be addressed in the coming months.

On December 27, 2016, ON Semiconductor filed a complaint against the Company in the United States District Court for the Eastern District of Texas. In its complaint, ON Semiconductor alleges that the Company has infringed and is infringing six patents and requests injunctive relief. The Company has not yet answered ON Semiconductor's complaint, and no date has been

**POWER INTEGRATIONS, INC.**  
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set for trial, but the Company believes it has valid defenses and intends to vigorously defend itself against ON Semiconductor's claims.

The Company is unable to predict the outcome of legal proceedings with certainty, and there can be no assurance that Power Integrations will prevail in the above-mentioned unsettled litigations. These litigations, whether or not determined in Power Integrations' favor or settled, will be costly and will divert the efforts and attention of the Company's management and technical personnel from normal business operations, potentially causing a material adverse effect on the business, financial condition and operating results. Currently, the Company is not able to estimate a loss or a range of loss for the ongoing litigation disclosed above, however adverse determinations in litigation could result in monetary losses, the loss of proprietary rights, subject the Company to significant liabilities, require Power Integrations to seek licenses from third parties or prevent the Company from licensing the technology, any of which could have a material adverse effect on the Company's business, financial condition and operating results.

**11. ACQUISITIONS:**

**Cambridge Semiconductor Limited**

In December 2014, the Company entered into a loan agreement with Cambridge Semiconductor Limited (CamSemi), a UK company, in which \$6.6 million was outstanding as of December 31, 2014. The estimated fair value of the loan, which was a level 3 fair value measurement, approximated the carrying value of \$6.6 million, as the loan was outstanding for less than a month and the interest rate approximated a market rate for such a loan. The loan was in anticipation of a definitive agreement the Company entered into to acquire CamSemi on January 2, 2015.

On January 2, 2015, the Company acquired 100% of the shares outstanding of CamSemi for total consideration of approximately \$23.3 million, of which \$16.7 million was paid in cash and \$6.6 million was applied against the outstanding loan owed to the Company. The acquisition-related costs for the purchase of CamSemi totaled \$1.0 million, with \$0.8 million recognized in 2014 and \$0.2 million recognized in 2015.

CamSemi was acquired to accelerate the Company's product development efforts for the low-power market. The acquisition also broadens the Company's technology and product portfolio for low-power applications, particularly in the mobility and LED lighting markets. The purchase price allocated to goodwill in the acquisition (as noted in the purchase price allocation below) is related largely to synergies and economies of scale expected from combining the operations of CamSemi with those of the Company.

The following table summarizes the purchase price and estimated fair values of the assets acquired and the liabilities assumed as of January 2, 2015, the completion of the acquisition of CamSemi:

<b>(in thousands)</b>	<b>Total Amount</b>
<b><u>Assets Acquired</u></b>	
Cash	\$ 1,134
Accounts receivable	1,891
Inventories	1,409
Prepaid expenses and other current assets	408
Tax receivable	1,093
Intangible assets:	
Developed technology	6,600
Customer relationships	2,420
Goodwill	11,250
Total assets acquired	<u>26,205</u>
<b><u>Liabilities Assumed</u></b>	
Current liabilities	1,832
Taxes payable	1,090
Total liabilities assumed	<u>2,922</u>
Total purchase price	<u>\$ 23,283</u>

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following table represents details of the purchased intangible assets:

	Fair Value Amount (in thousands)	Estimated Useful Life (in years)
Developed technology	\$ 6,600	3 - 7
Customer relationships	2,420	5
Total acquired CamSemi intangibles	<u>\$ 9,020</u>	

The fair value of the identifiable intangible assets: developed technology and customer relationships were determined based on the following approach.

*Developed Technology.* The income approach was used to value the acquired developed technology. Revenue attributable to the Company's technology was estimated based on expected evolution of the technology over time. Expenses were assumed to reflect the costs necessary to support the developed technology. The present value was capitalized as developed technology as of the acquisition date and is being amortized using a straight-line method to cost of revenues over the estimated life of 3 - 7 years.

*Customer Relationships.* An intangible customer relationship asset was recognized to the extent that the Company was expected to benefit from future revenues reasonably anticipated given the historical customer relationships and operating practices of CamSemi. In order to determine the fair value of the customer relationships, the Company's analysis assumed that the Company would immediately benefit from the economics generated by CamSemi's existing customer relationships. This amount was reduced by the potential impact given no past customer relationships and the assumption that the Company could reacquire the customer relationships and ramp up to a similar level of revenue within two years. The fair value of customer relationships was capitalized as of the acquisition date and is being amortized on a straight line basis to sales and marketing expenses over the estimated life of 5 years.

Pro forma results of operations for this acquisition have not been presented because it is not material to the Company's consolidated financial statements.

#### **Corporate Headquarters Building**

In August 2015, the Company purchased a building adjacent to its corporate headquarters in San Jose, California to support the continued growth of the business. The purchase has been accounted for using the acquisition method of accounting in accordance with ASC 805, *Business Combinations*, as the building had existing rental income resulting from in-place lease agreements with third-party tenants. The aggregate purchase price of \$10.4 million, funded with cash on hand, was allocated as follows: \$3.5 million for land, \$6.3 million for building and improvements, \$0.7 million for in-place leases and \$(0.1) million for liabilities assumed. The building and improvements are being depreciated on a straight-line basis over an estimated useful life of up to 30 years. Additionally, as a result of the purchase, the Company acquired existing third-party leases that were valued as in-place lease intangible assets and are being amortized over the weighted average estimated life of two years. The valuation of the acquired in-place leases were estimated by the Company based on the amount of avoided cash outflows necessary to originate such leases. Acquisition-related costs in connection with the building purchase were included in other income in the consolidated statements of income and were not material for the periods presented.

Rental income from third-party leases, and the proportionate share of building expenses for those leases, are included in other income in the consolidated statements of income from the date of acquisition. These amounts were not material for the periods presented.

#### **12. RETIREMENT PLANS:**

The Company sponsors a defined benefit pension plan (Pension Plan) for its Swiss subsidiary in accordance with the legal requirements of Switzerland. The plan assets, which provide benefits in the event of an employee's retirement, death or disability, are held in legally autonomous trustee-administered funds that are subject to Swiss law. Benefits are based on the employee's age, years of service and salary, and the plan is financed by contributions by both the employee and the Company.

**POWER INTEGRATIONS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The net periodic benefit cost of the Pension Plan was not material to the Company's financial statements during the years ended December 31, 2016, 2015 and 2014. At December 31, 2016, the projected benefit obligation was \$11.8 million, the plan assets were \$7.9 million and the net pension liability was \$3.9 million. As of December 31, 2015, the projected benefit obligation was \$9.0 million, the plan assets were \$6.0 million, and the net pension liability was \$3.0 million. The Company has recorded the unfunded amount as a liability in its consolidated balance sheet at December 31, 2016 and 2015, under the other liabilities caption. The Company expects to make contributions to the Pension Plan of approximately \$0.4 million during 2017. The unrealized actuarial loss on pension benefits, net of tax at December 31, 2016, 2015 and 2014 was \$1.9 million, \$1.6 million and \$1.2 million, respectively. These amounts were reflected in Note 2 above under the caption accumulated other comprehensive loss.

In accordance with the Compensation-Retirement Benefits Topic of ASC 715-20, *Defined Benefits Plan*, the Company recognizes the over-funded or under-funded status of its defined post-retirement plan as an asset or liability in its statement of financial position. The company measured the plan assets and benefit obligations as of the date of the fiscal year-end.

**13. BANK LINE OF CREDIT:**

On July 5, 2012, the Company entered into a Credit Agreement with two banks. The Credit Agreement provides the Company with a \$100.0 million revolving line of credit to use for general corporate purposes with a \$20.0 million sublimit for the issuance of standby and trade letters of credit. The Credit Agreement was amended on April 1, 2014, to extend the Credit Agreement termination date from July 5, 2015, to April 1, 2017, with all other terms of the Credit Agreement remaining the same.

On July 27, 2016, the Company terminated the Credit Agreement and entered into a new Credit Agreement with a bank (the "New Credit Agreement"). The New Credit Agreement provides the Company with a \$75.0 million revolving line of credit to use for general corporate purposes with a \$20.0 million sub-limit for the issuance of standby and trade letters of credit. The Company's ability to borrow under the revolving line of credit is conditioned upon the Company's compliance with specified covenants, including reporting and financial covenants, primarily a minimum cash requirement and a debt to earnings ratio, with which the Company is currently in compliance. The New Credit Agreement terminates on July 26, 2019; all advances under the revolving line of credit will become due on such date, or earlier in the event of a default. As of December 31, 2016, the Company had no amount outstanding under the New Credit Agreement.

**14. SELECTED QUARTERLY INFORMATION (Unaudited):**

The following tables set forth certain data from the Company's consolidated statements of income for each of the quarters in the years ended December 31, 2016 and 2015.

The unaudited quarterly consolidated financial statements have been prepared on the same basis as the audited consolidated financial statements contained herein and include all adjustments that the Company considers necessary for a fair presentation of such information when read in conjunction with the Company's annual audited consolidated financial statements and notes thereto appearing elsewhere in this report. The operating results for any quarter are not necessarily indicative of the results for any subsequent period or for the entire fiscal year.

(in thousands, except per share data)	Three Months Ended							
	(unaudited)							
	Dec. 31, 2016	Sept. 30, 2016	June 30, 2016	Mar. 31, 2016	Dec. 31, 2015	Sept. 30, 2015	June 30, 2015	Mar. 31, 2015
Net revenues	\$ 101,108	\$ 103,790	\$ 97,169	\$ 85,326	\$ 87,289	\$ 88,878	\$ 85,265	\$ 82,557
Gross profit	\$ 49,384	\$ 51,193	\$ 47,637	\$ 42,947	\$ 42,916	\$ 44,161	\$ 44,018	\$ 42,292
Net income	\$ 13,617	\$ 14,165	\$ 11,265	\$ 8,843	\$ 12,701	\$ 11,513	\$ 8,590	\$ 6,343
Earnings per share								
Basic	\$ 0.47	\$ 0.49	\$ 0.39	\$ 0.31	\$ 0.45	\$ 0.40	\$ 0.29	\$ 0.22
Diluted	\$ 0.46	\$ 0.48	\$ 0.38	\$ 0.30	\$ 0.44	\$ 0.39	\$ 0.29	\$ 0.21
Shares used in per share calculation								
Basic	29,196	28,972	28,850	28,679	28,483	28,855	29,368	29,309
Diluted	29,914	29,625	29,422	29,244	29,126	29,298	30,034	30,058

**POWER INTEGRATIONS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

On January 2, 2015, the Company acquired 100% of the shares outstanding of CamSemi for total consideration of approximately \$23.3 million , of which \$16.7 million was paid in cash and \$6.6 million was applied against the outstanding loan owed to the Company. The acquisition-related costs for the purchase of CamSemi totaled \$1.0 million , with \$0.8 million recognized in 2014 and \$0.2 million recognized in 2015. See Note 11, Acquisitions.

**Schedule II***Valuation and Qualifying Accounts*

The Company maintains an allowance for doubtful accounts for estimated losses resulting from the inability of customers to make required payments. This allowance is established using estimates formulated by the Company's management based upon factors such as the composition of the accounts receivable aging, historical bad debt, changes in payments patterns, customer creditworthiness, and current economic trends. The Company maintains an allowance for the distributors' ship and debit credits relating to the sell-through of the Company's products. This reserve is established using the Company's historical ship and debit amounts and levels of inventory in the distributor channels.

Following is a summary of the activity in the allowance for doubtful accounts and allowance for ship and debit credits:

(in thousands)	Balance at Beginning of Period	Charged to Costs and Expenses	Deductions <sup>(1)</sup>	Balance at End of Period
<b>Allowance for doubtful accounts:</b>				
Year ended December 31, 2014	\$ 120	\$ 135	\$ (64)	\$ 191
Year ended December 31, 2015	\$ 191	\$ 133	\$ (6)	\$ 318
Year ended December 31, 2016	\$ 318	\$ 207	\$ —	\$ 525

(1) Deductions relate to amounts written off against the allowance for doubtful accounts.

(in thousands)	Balance at Beginning of Period	Charged to Costs and Expenses	Deductions <sup>(2)</sup>	Balance at End of Period
<b>Allowance for ship and debit credits:</b>				
Year ended December 31, 2014	\$ 28,696	\$ 177,260	\$ (178,531)	\$ 27,425
Year ended December 31, 2015	\$ 27,425	\$ 195,669	\$ (188,679)	\$ 34,415
Year ended December 31, 2016	\$ 34,415	\$ 262,501	\$ (258,841)	\$ 38,075

(2) Deductions relate to ship and debit credits issued which adjust the sell-in price from the standard distribution price to the pre-approved lower price. Refer to Note 2, *Summary of Significant Accounting Policies*, for the Company's revenue recognition policy, including the Company's accounting for ship and debit claims.

**Item 16. Form 10-K Summary**

Not provided.





## POWER OF ATTORNEY

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

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES EXCHANGE ACT OF 1934, THIS REPORT HAS BEEN SIGNED BY THE FOLLOWING PERSONS ON BEHALF OF THE REGISTRANT AND IN THE CAPACITIES AND ON THE DATES INDICATED.

Dated: February 8, 2017	By: <u>/s/ BALU BALAKRISHNAN</u> Balu Balakrishnan President, Chief Executive Officer (Principal Executive Officer)
Dated: February 8, 2017	By: <u>/s/ SANDEEP NAYYAR</u> Sandeep Nayyar Chief Financial Officer (Principal Financial and Principal Accounting Officer)
Dated: February 8, 2017	By: <u>/s/ ALAN D. BICKELL</u> Alan D. Bickell Director
Dated: February 8, 2017	By: <u>/s/ NICHOLAS E. BRATHWAITE</u> Nicholas E. Brathwaite Director
Dated: February 8, 2017	By: <u>/s/ E. FLOYD KVAMME</u> E. Floyd Kvamme Director and Chairman of the Board
Dated: February 8, 2017	By: <u>/s/ STEVEN J. SHARP</u> Steven J. Sharp Director
Dated: February 8, 2017	By: <u>/s/ BALAKRISHNAN S. IYER</u> Balakrishnan S. Iyer Director
Dated: February 8, 2017	By: <u>/s/ WILLIAM GEORGE</u> William George Director

**POWER INTEGRATIONS, INC.  
INDEX TO EXHIBITS  
TO  
FORM 10-K ANNUAL REPORT  
For the Year Ended  
December 31, 2016**

Exhibit Number	Exhibit Description	Incorporation by Reference				Filed Herewith
		Form	File Number	Exhibit/Appendix Reference	Filing Date	
3.1	Restated Certificate of Incorporation	10-K	000-23441	3.1	2/29/2012	
3.2	Amended and Restated Bylaws	8-K	000-23441	3.1	4/26/2013	
4.1	Reference is made to Exhibits 3.1 to 3.2					
10.1*	Form of Indemnity Agreement for directors and officers	S-1	333-35421	10.1	9/11/1997	
10.2*	Power Integrations, Inc. Compliance Policy Regarding IRC Section 409A	10-K	000-23441	10.63	3/2/2009	
10.3*	1997 Employee Stock Purchase Plan, as amended	DEF14A	000-23441	Appendix B	3/25/2016	
10.4*	Forms of agreement under 1997 Employee Stock Purchase Plan	S-1	333-35421	10.5	9/11/1997	
10.5*	1997 Stock Option Plan (as amended through January 25, 2005)	10-Q	000-23441	10.5	5/6/2005	
10.6*	Forms of Option Agreements under the 1997 Stock Option Plan	10-K	000-23441	10.41	8/8/2007	
10.7*	Forms of Option Agreements under the 1997 Stock Option Plan with Executive Officers in connection with the Chief Executive Officer Benefits Agreement and the Executive Officer Benefits Agreements	10-K	000-23441	10.40	8/8/2007	
10.8*	Amendment to Immediately Exercisable Non-Qualified Stock Option Agreement between Power Integrations, Inc. and Balu Balakrishnan, dated February 2, 2009	10-K	000-23441	10.59	3/2/2009	
10.9*	1997 Outside Directors Stock Option Plan	10-Q	000-23441	10.3	8/6/2009	
10.10*	Amendment No. 1 to the Power Integrations, Inc. 1997 Outside Directors Stock Option Plan, effective as of January 27, 2009	10-K	000-23441	10.62	3/2/2009	
10.11*	Amendment No. 2 to the Power Integrations, Inc. 1997 Outside Directors Stock Option Plan, effective as of April 12, 2010	10-Q	000-23441	10.2	5/6/2010	
10.12*	Forms of agreement under 1997 Outside Directors Stock Option Plan	S-1	333-35421	10.4	9/11/1997	
10.13*	Amendment No. 1 to Nonstatutory Stock Option Agreements for Outside Directors, dated February 20, 2007, between us and Alan Bickell	10-K	000-23441	10.35	3/8/2007	
10.14*	Amendment No. 1 to Nonstatutory Stock Option Agreements for Outside Directors, dated February 20, 2007, between us and Nicholas Brathwaite	10-K	000-23441	10.36	3/8/2007	
10.15*	Form of Director Option Grant Agreement.	10-Q	000-23441	10.9	5/6/2009	
10.16*	Director Equity Compensation Program, as revised in July 2012 and January 2013	10-K	000-23441	10.36	2/22/2013	
10.17*	Forms of Stock Option Agreements to be used in Director Equity Compensation Program	10-Q	000-23441	10.5	11/7/2008	
10.18*	Outside Director Cash Compensation Arrangements	10-Q	000-23441	10.3	11/3/2010	

Exhibit Number	Exhibit Description	Incorporation by Reference				Filed Herewith
		Form	File Number	Exhibit/Appendix Reference	Filing Date	
10.19*	2007 Equity Incentive Plan, as amended and restated	10-Q	000-23441	10.2	8/7/2012	
10.20*	Forms of Option Agreements under the 2007 Equity Incentive Plan	Schedule TO	000-23441	99.(D)(4)	12/3/2008	
10.21*	Form of Restricted Stock Unit Grant Notice and Form of Restricted Stock Unit Award Agreement under the 2007 Equity Incentive Plan	10-Q	000-23441	10.1	5/6/2010	
10.22*	Form of Performance Stock Unit Grant Notice and Performance Stock Unit Agreement (as used after to January 1, 2013) under the 2007 Equity Incentive Plan	10-K	000-23441	10.29	2/22/2013	
10.23*	Form of Long Term Performance Stock Unit Notice and Agreement under the 2007 Equity Incentive Plan	10-K	000-23441	10.84	2/10/2015	
10.24*	Power Integrations, Inc. 2016 Incentive Award Plan	DEF14A	000-23441	Appendix A	3/25/2016	
10.25*	Form of restricted Stock Unit Grant Notice and Agreement under the 2016 Incentive Award Plan					X
10.26*	Form of Performance Stock Unit Notice and Agreement under the 2007 Equity Incentive Plan					X
10.27*	Form of Long Term Performance Stock Unit Notice and Agreement under the 2007 Equity Incentive Plan					X
10.28	Technology License Agreement between us and Matsushita Electronics Corporation, dated as of June 29, 2000	10-Q	000-23441	10.28	11/14/2000	
10.29†	Wafer Supply Agreement between us and ZMD Analog Mixed Signal Services GmbH & Co. KG, dated as of May 23, 2003	10-Q	000-23441	10.32	8/7/2003	
10.30†	Amended and Restated Wafer Supply Agreement between us and OKI Electric Industry Co., Ltd., dated as of April 1, 2003	10-Q	000-23441	10.31	8/7/2003	
10.31†	Amendment Number One to the Amended and Restated Wafer Supply Agreement between us and OKI Electric Industry Co., Ltd., effective as of August 11, 2004	8-K	000-23441	10.22	4/18/2006	
10.32	Amendment Number Two to the Amended and Restated Wafer Supply Agreement between Power Integrations International, Ltd. and OKI Electric Industry Co., Ltd., effective as of April 1, 2008	10-Q	000-23441	10.5	8/8/2008	
10.33	Amendment Number Three to the Amended and Restated Wafer Supply Agreement between Power Integrations International, Ltd. and OKI Electric Industry Co., Ltd., effective as of June 9, 2008	10-Q	000-23441	10.5	8/8/2008	
10.34†	Amendment Number Four to the Amended and Restated Wafer Supply Agreement between Power Integrations International, Ltd. and OKI Electric Industry Co., Ltd., dated September 15, 2008	10-Q	000-23441	10.2	11/7/2008	
10.35†	Amendment Number Five to the Amended and Restated Wafer Supply Agreement between Power Integrations International, Ltd. and OKI Semiconductor Co., Ltd., effective as of November 14, 2008	10-K	000-23441	10.61	3/2/2009	
10.36†	Amendment Number Six to the Amended and Restated Wafer Supply Agreement between Power Integrations International, Ltd. and OKI Semiconductor Co., Ltd., effective as of November 1, 2015	10-K	000-23441	10.32	2/11/2016	

Exhibit Number	Exhibit Description	Incorporation by Reference				
		Form	File Number	Exhibit/Appendix Reference	Filing Date	Filed Herewith
10.37†	Amendment Number Seven to the Amended and Restated Wafer Supply Agreement between Power Integrations International, Ltd. and OKI Semiconductor Co., Ltd., effective as of August 8, 2016	10-Q	000-23441	10.1	11/1/2016	
10.38†	Wafer Supply Agreement, between Seiko Epson Corporation and Power Integrations International, Ltd. effective as of April 1, 2005	10-Q	000-23441	10.1	11/7/2008	
10.39†	Amendment Number One to the Wafer Supply Agreement between Power Integrations International, Ltd. and Seiko Epson Corporation, with an effective date of December 19, 2008	10-Q	000-23441	10.1	5/6/2009	
10.40†	Amendment Number Two to Wafer Supply Agreement, between Seiko Epson Corporation and Power Integrations International, Ltd., entered into on January 5, 2011	10-K	000-23441	10.47	2/25/2011	
10.41†	Amendment Number Three to Wafer Supply Agreement, effective as of February 1, 2012, by Power Integrations International Ltd. and Seiko Epson Corporation	10-Q	000-23441	10.1	5/8/2012	
10.42†	Development Addendum to Wafer Supply Agreement, dated September 22, 2013, between Seiko Epson Corporation and Power Integrations International Ltd	10-Q	000-23441	10.1	11/1/2013	
10.43†	Amendment Number Four to Wafer Supply Agreement, effective as of April 1, 2015, by Power Integrations International Ltd. and Seiko Epson Corporation	10-K	000-23441	10.38	2/11/2016	
10.44†	Amendment Number Five to Wafer Supply Agreement, effective as of November 2, 2015, by Power Integrations International Ltd. and Seiko Epson Corporation	10-K	000-23441	10.39	2/11/2016	
10.45†	Amendment Number Six to Wafer Supply Agreement, effective as of December 8, 2015, by Power Integrations International Ltd. and Seiko Epson Corporation	10-K	000-23441	10.40	2/11/2016	
10.46†	Amendment Number Seven to Wafer Supply Agreement, effective as of October 3, 2016, by Power Integrations International Ltd. and Seiko Epson Corporation					X
10.47†	Amendment Number Eight to Wafer Supply Agreement, effective as of November 8, 2016 by Power Integrations International Ltd. and Seiko Epson Corporation					X
10.48†	Amendment Number One to the Amended and Restated Wafer Supply Agreement between Power Integrations International, Ltd. and XFAB Dresden GmbH & Co. KG, effective as of July 20, 2005	10-K	000-23441	10.66	2/26/2010	
10.49†	Wafer Supply Agreement, made and entered into as of October 1, 2010, by and between Power Integrations International, Ltd., and X-FAB Semiconductor Foundries AG	10-Q	000-23441	10.2	5/8/2012	
10.50†	Amendment Number One to Wafer Supply Agreement, effective as of January 1, 2014, between Power Integrations International, Ltd., and X-FAB Semiconductor Foundries AG	10-Q/A	000-23441	10.2	9/19/2014	
10.51	Credit Agreement, dated July 5, 2012, by and between Power Integrations, Inc., Union Bank N.A. and Wells Fargo Bank, National Association	10-Q	000-23441	10.1	10/31/2012	

Exhibit Number	Exhibit Description	Incorporation by Reference				Filed Herewith
		Form	File Number	Exhibit/Appendix Reference	Filing Date	
10.52	First Amendment to Credit Agreement dated December 17, 2012, between Power Integrations, Inc., Union Bank, N.A. and Wells Fargo Bank, National Association	10-K	000-23441	10.61	2/22/2013	
10.53	Second Amendment to Credit Agreement, dated April 1, 2014, by and between Power Integrations, Inc., Union Bank N.A. and Wells Fargo Bank, National Association	10-Q	000-23441	10.1	5/5/2014	
10.54	Credit Agreement, dated July 27, 2016, by and between Power Integrations Inc. and Wells Fargo Bank, National Association	10-Q	000-23441	10.1	7/29/2016	
10.55*	2016 Executive Officer Compensation Arrangements and 2016 Performance Based Incentive Plan	8-K	000-23441	Item 5.02	2/1/2016	
10.56*	2015 Executive Officer Cash Compensation Arrangements and 2015 Bonus Plan	8-K	000-23441	Item 5.02	2/2/2015	
10.57*	Offer Letter, dated June 23, 2010, between Power Integrations, Inc. and Sandeep Nayyar	10-Q	000-23441	10.2	8/6/2010	
10.58*	Form of Restricted Stock Unit Grant Notice and Form of Restricted Stock Unit Award Agreement for executive officers for use prior to January 2013	10-Q	000-23441	10.6	8/6/2010	
10.59*	Form of Restricted Stock Unit Grant Notice and Form of Restricted Stock Unit Award Agreement for executive officers for use after January 2013	10-K	000-23441	10.48	2/22/2013	
10.60*	Amended and Restated Chief Executive Officer Benefits Agreement, dated as of May 1, 2014, between Power Integrations, Inc. and Balu Balakrishnan	10-Q	000-23441	10.3	5/5/2014	
10.61*	Amended and Restated Executive Officer Benefits Agreement, dated as of May 1, 2014, between Power Integrations, Inc. and Cliff Walker	10-Q	000-23441	10.5	5/5/2014	
10.62*	Amended and Restated Executive Officer Benefits Agreement, dated as of May 1, 2014, between Power Integrations, Inc. and Doug Bailey	10-Q	000-23441	10.6	5/5/2014	
10.63*	Amended and Restated Executive Officer Benefits Agreement, dated as of May 1, 2014, between Power Integrations, Inc. and Ben Sutherland	10-Q	000-23441	10.7	5/5/2014	
10.64*	Amended and Restated Executive Officer Benefits Agreement, dated as of May 1, 2014, between Power Integrations, Inc. and Sandeep Nayyar	10-Q	000-23441	10.8	5/5/2014	
10.65*	Amended and Restated Executive Officer Benefits Agreement, dated as of May 1, 2014, between Power Integrations, Inc. and Mike Matthews	10-Q	000-23441	10.10	5/5/2014	
10.66*	Amended and Restated Executive Officer Benefits Agreement, dated as of May 1, 2014, between Power Integrations, Inc. and Radu Barsan	10-Q	000-23441	10.11	5/5/2014	
10.67*	Executive Officer Benefits Agreement, dates as of April 23, 2015, between Power Integrations, Inc. and Raja Petrakian	10-Q	000-23441	10.1	7/31/2015	
10.68*	Compensation arrangement with Balu Balakrishnan	10-Q	000-23441	Item 5 of Part II	5/5/2014	
14.1	Code of Business Conduct and Ethics	8-K	000-23441	14.1	2/4/2008	
21.1	List of subsidiaries					X
23.1	Consent of Independent Registered Public Accounting Firm					X



Exhibit Number	Exhibit Description	Incorporation by Reference				Filed Herewith
		Form	File Number	Exhibit/Appendix Reference	Filing Date	
24.1	Power of Attorney (See signature page)					X
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002					X
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002					X
32.1**	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002					X
32.2**	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002					X
101.INS	XBRL Instance Document					X
101.SCH	XBRL Taxonomy Extension Schema Document					X
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document					X
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document					X
101.LAB	XBRL Taxonomy Extension Label Linkbase Document					X
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document					X

All references in the table above to previously filed documents or descriptions are incorporating those documents and descriptions by reference thereto.

† This Exhibit has been filed separately with the Commission pursuant to an application for confidential treatment. The confidential portions of this Exhibit have been omitted and are marked by an asterisk.

\* Indicates a management contract or compensatory plan or arrangement.

\*\* The certifications attached as Exhibits 32.1 and 32.2 accompanying this Form 10-K, are not deemed filed with the SEC, and are not to be incorporated by reference into any filing of Power Integrations, Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date of this Form 10-K, irrespective of any general incorporation language contained in such filing.

**Power Integrations, Inc.  
2016 Incentive Award Plan  
Restricted Stock Unit Grant Notice**

Power Integrations, Inc. (the “ *Company* ”), pursuant to its 2016 Incentive Award Plan (the “ *Plan* ”), hereby awards to Participant a Restricted Stock Unit Award for the number of shares of the Company’s Common Stock set forth below (the “ *Award* ”). The Award is subject to all of the terms and conditions as set forth herein and in the Plan and the Restricted Stock Unit Award Agreement, both of which are attached hereto and incorporated herein in their entirety. Capitalized terms not otherwise defined herein shall have the meanings set forth in the Plan or the Restricted Stock Unit Award Agreement. Except as otherwise expressly provided herein, in the event of any conflict between the terms in the Award and the Plan, the terms of the Plan shall control.

Participant:  
Date of Grant:  
Vesting Commencement Date:  
Number of Units/Shares Subject to Award:  
Consideration: Participant’s services

**Vesting Schedule :** 25% of the Shares subject to the Award vest on the one year anniversary of the Vesting Commencement Date; the balance of the Shares vest in three equal annual installments measured from the one year anniversary of the Vesting Commencement Date. Notwithstanding the foregoing, vesting shall terminate upon the Participant’s termination of Continuous Service.

**Issuance Schedule :** Any shares that vest will be issued and delivered in accordance with the issuance and delivery schedule set forth in Section 6 of the Restricted Stock Unit Award Agreement.

**Additional Terms/Acknowledgements :** The undersigned Participant acknowledges receipt of, and understands and agrees to, this Restricted Stock Unit Grant Notice, the Restricted Stock Unit Award Agreement and the Plan. In addition, Participant acknowledges that the Participant’s [Amended and Restated] Executive Officer Benefits Agreement (the “ *EOBA* ”) will govern in certain circumstances the treatment of this Award. Participant further acknowledges that as of the Date of Grant, this Restricted Stock Unit Grant Notice, the Restricted Stock Unit Award Agreement, the Plan and the EOBA set forth the entire understanding between Participant and the Company regarding the Award and supersede all prior oral and written agreements on that subject with the exception of (i) awards previously granted and delivered to Participant under the Plan, and (ii) the following agreements only:

**Other Agreements**

\_\_\_\_\_  
\_\_\_\_\_

**Power Integrations, Inc.**

**Participant:**

By: \_\_\_\_\_  
Sandeep Nayyar  
Title: Chief Financial Officer

\_\_\_\_\_  
Signature  
Date: \_\_\_\_\_

**A TTACHMENTS :** Restricted Stock Unit Award Agreement and the Plan



## Attachment I

### Power Integrations, Inc. 2016 Incentive Award Plan

#### Restricted Stock Unit Award Agreement

Pursuant to the Restricted Stock Unit Grant Notice (“*Grant Notice*”) and this Restricted Stock Unit Award Agreement and in consideration of your services, Power Integrations, Inc. (the “*Company*”) has awarded you a Restricted Stock Unit Award (the “*Award*”) under its 2016 Incentive Award Plan (the “*Plan*”). Your Award is granted to you effective as of the Date of Grant set forth in the Grant Notice for this Award. This Restricted Stock Unit Award Agreement shall be deemed to be agreed to by the Company and you upon the signing by you of the Restricted Stock Unit Grant Notice to which it is attached. Defined terms not explicitly defined in this Restricted Stock Unit Award Agreement shall have the same meanings given to them in the Plan. In the event of any conflict between the terms in this Restricted Stock Unit Award Agreement and the Plan, the terms of the Plan shall control. The details of your Award, in addition to those set forth in the Grant Notice and the Plan, are as follows.

1. **Grant of the Award** . This Award represents the right to be issued on a future date the number of shares of the Company’s Common Stock as indicated in the Grant Notice. As of the Date of Grant, the Company will credit to a bookkeeping account maintained by the Company for your benefit (the “*Account*”) the number of shares of Common Stock subject to the Award. This Award was granted in consideration of your services to the Company. Except as otherwise provided herein, you will not be required to make any payment to the Company (other than past and future services to the Company) with respect to your receipt of the Award, the vesting of the shares or the delivery of the underlying Common Stock.

2. **Vesting** . Subject to the limitations contained herein, your Award will vest, if at all, in accordance with the vesting schedule provided in the Grant Notice, provided that vesting will cease upon the termination of your Continuous Service. Upon such termination of your Continuous Service, the shares credited to the Account that were not vested on the date of such termination will be forfeited at no cost to the Company and you will have no further right, title or interest in or to such underlying shares of Common Stock.

3. **Number of Shares** .

(a) The number of units/shares subject to your Award may be adjusted from time to time for Capitalization Adjustments, as provided in the Plan.

(b) Any shares, cash or other property that becomes subject to the Award pursuant to this Section 3, if any, shall be subject, in a manner determined by the Board, to the same forfeiture restrictions, restrictions on transferability, and time and manner of delivery as applicable to the other shares covered by your Award

(c) Notwithstanding the provisions of this Section 3, no fractional shares or rights for fractional shares of Common Stock shall be created pursuant to this Section 3. The Board shall, in its discretion, determine an equivalent benefit for any fractional shares or fractional shares that might be created by the adjustments referred to in this Section 3.

4. **Securities Law Compliance** . You may not be issued any shares under your Award unless either (a) the shares are registered under the Securities Act; or (b) the Company has determined that such

issuance would be exempt from the registration requirements of the Securities Act. Your Award also must comply with other applicable laws and regulations governing the Award, and you will not receive such shares if the Company determines that such receipt would not be in material compliance with such laws and regulations.

5. **Limitations on Transfer** . Your Award is not transferable, except by will or by the laws of descent and distribution. In addition to any other limitation on transfer created by applicable securities laws, you agree not to assign, hypothecate, donate, encumber or otherwise dispose of any interest in any of the shares of Common Stock subject to the Award until the shares are issued to you in accordance with Section 6 of this Agreement. After the shares have been issued to you, you are free to assign, hypothecate, donate, encumber or otherwise dispose of any interest in such shares provided that any such actions are in compliance with the provisions herein and applicable securities laws. Notwithstanding the foregoing, by delivering written notice to the Company, in a form satisfactory to the Company, you may designate a third party who, in the event of your death, shall thereafter be entitled to receive any distribution of Common Stock to which you were entitled at the time of your death pursuant to this Agreement.

6. **Date of Issuance and Delivery** . Subject to Section 10 below, the Company will issue and deliver to you a number of shares of the Company's Common Stock equal to the number of vested shares subject to your Award, including any additional shares received pursuant to Section 3 above that relate to those vested shares on the applicable vesting date(s). However, if a scheduled delivery date falls on a date that is not a trading day for the principal exchange on which the Company's common stock is listed, such delivery date shall instead fall on the next following day that is such a trading day. The form of such delivery (e.g., a stock certificate or electronic entry evidencing such shares) shall be determined by the Company. In all cases, the delivery of shares under this Award is intended to comply with Treasury Regulation 1.409A-1(b)(4) and shall be construed and administered in such a manner.

7. **Dividends** . You shall receive no benefit or adjustment to your Award with respect to any cash dividend, stock dividend or other distribution that does not result from a Capitalization Adjustment; provided, however, that this sentence shall not apply with respect to any shares of Common Stock that are delivered to you in connection with your Award after such shares have been delivered to you.

8. **Restrictive Legends** . The shares issued under your Award shall be endorsed with appropriate legends determined by the Company.

9. **Award not a Service Contract** . Your Award is not an employment or service contract, and nothing in your Award will be deemed to create in any way whatsoever any obligation on your part to continue in the employ or service of the Company or an Affiliate, or of the Company or an Affiliate to continue your employment or service. In addition, nothing in your Award will obligate the Company or an Affiliate, their respective stockholders, Boards of Directors, Officers or Employees to continue any relationship that you might have as a Director or Consultant for the Company or an Affiliate.

10. **Withholding Obligations** .

(a) On or before the time you receive a distribution of the shares in respect of your Award, or at any time as requested by the Company, you agree to make adequate provision for any sums required to satisfy the federal, state, local and foreign tax withholding obligations of the Company or any Affiliate, if any, which arise in connection with the Award (“**Withholding Taxes**”).

(b) For this purpose, you agree that, on the date any shares of the Company's common stock are delivered to you pursuant to Section 6, you will sell (and hereby authorize the Company to direct on your behalf the sale of) shares of common stock on such date (or as soon thereafter as is practicable under ordinary principles of best execution) that will produce net sales proceeds equal to the amount of any Withholding Taxes which arise in connection with the delivery to you of such shares. You further agree that such net sales proceeds will be remitted directly to the Company to the extent necessary to satisfy your

obligations pursuant to Section 10(a). You further agree that your agreement pursuant to this Section 10(b) is irrevocable unless on the date you sign the Grant Notice you are either in possession of material insider information or you are subject to a Company imposed blackout, in which case your agreement pursuant to this Section 10(b) shall be irrevocable on the second day such conditions no longer exist unless you notify the Company prior to such date that you are revoking your agreement to the provisions of this Section 10(b), and that any such failure to revoke such agreement by such date shall be a new agreement on such date, which shall be irrevocable. The provisions of this Section 10(b) are intended to comply with the provisions of Rule 10b5-1(c) under the Securities Exchange Act of 1934.

(c) In the event your obligations pursuant to Section 10(a) arise other than upon the delivery to you of shares of the Company's common stock so that the provisions of Section 10(b) do not apply or, with the Company's consent, you have otherwise revoked your agreement to the provisions of Section 10(b), you hereby authorize the Company to withhold shares of Common Stock from the shares of Common Stock issued or otherwise issuable to you in connection with the Award with a Fair Market Value (measured as of the date of the required withholding) equal to the amount of any Withholding Taxes; provided, however, that the number of such shares of Common Stock so withheld will not exceed the amount necessary to satisfy the Company's required tax withholding obligations using the minimum required statutory withholding rates for federal, state, local and foreign tax purposes, including payroll taxes, that are applicable to supplemental taxable income. Additionally, in this case, the Company may, in its sole discretion, satisfy all or any portion of the Withholding Taxes obligation relating to your Award by any of the following means or by a combination of such means: (i) withholding from any compensation otherwise payable to you by the Company; or (ii) causing you to tender a cash payment. Unless the tax withholding obligations of the Company or any Affiliate are satisfied, the Company will have no obligation to deliver to you any Common Stock.

11. **Unsecured Obligation** . Your Award is unfunded, and as a holder of a vested Award, you shall be considered an unsecured creditor of the Company with respect to the Company's obligation, if any, to issue shares pursuant to this Agreement. You shall not have voting or any other rights as a stockholder of the Company with respect to the shares to be issued pursuant to this Agreement until such shares are issued to you pursuant to Section 6 of this Agreement. Upon such issuance, you will obtain full voting and other rights as a stockholder of the Company. Nothing contained in this Agreement, and no action taken pursuant to its provisions, shall create or be construed to create a trust of any kind or a fiduciary relationship between you and the Company or any other person.

12. **Other Documents** . You hereby acknowledge receipt or the right to receive a document providing the information required by Rule 428(b)(1) promulgated under the Securities Act, which includes the Plan prospectus. In addition, you acknowledge receipt of the Company's policy permitting certain individuals to sell shares only during certain "window" periods and the Company's insider trading policy, in effect from time to time.

13. **Notices** . Any notices provided for in your Award or the Plan shall be given in writing and shall be deemed effectively given upon receipt or, in the case of notices delivered by the Company to you, five (5) days after deposit in the United States mail, postage prepaid, addressed to you at the last address you provided to the Company. Notwithstanding the foregoing, the Company may, in its sole discretion, decide to deliver any documents related to participation in the Plan and this Award by electronic means or to request your consent to participate in the Plan by electronic means. You hereby consent to receive such documents by electronic delivery and, if requested, to agree to participate in the Plan through an on-line or electronic system established and maintained by the Company or another third party designated by the Company.

14. **Miscellaneous** .

(a) The rights and obligations of the Company under your Award shall be transferable to any one or more persons or entities, and all covenants and agreements hereunder shall inure to the benefit

of, and be enforceable by the Company's successors and assigns. Your rights and obligations under your Award may only be assigned with the prior written consent of the Company.

(b) You agree upon request to execute any further documents or instruments necessary or desirable in the sole determination of the Company to carry out the purposes or intent of your Award.

(c) You acknowledge and agree that you have reviewed your Award in its entirety, have had an opportunity to obtain the advice of counsel prior to executing and accepting your Award.

(d) This Agreement shall be subject to all applicable laws, rules, and regulations, and to such approvals by any governmental agencies or national securities exchanges as may be required.

(e) All obligations of the Company under the Plan and this Agreement shall be binding on any successor to the Company, whether the existence of such successor is the result of a direct or indirect purchase, merger, consolidation, or otherwise, of all or substantially all of the business and/or assets of the Company.

15. **Governing Plan Document** . Your Award is subject to all the provisions of the Plan, the provisions of which are hereby made a part of your Award, and is further subject to all interpretations, amendments, rules and regulations which may from time to time be promulgated and adopted pursuant to the Plan. Except as expressly provided herein, in the event of any conflict between the provisions of your Award and those of the Plan, the provisions of the Plan shall control.

16. **Severability** . If all or any part of this Agreement or the Plan is declared by any court or governmental authority to be unlawful or invalid, such unlawfulness or invalidity shall not invalidate any portion of this Agreement or the Plan not declared to be unlawful or invalid. Any Section of this Agreement (or part of such a Section) so declared to be unlawful or invalid shall, if possible, be construed in a manner which will give effect to the terms of such Section or part of a Section to the fullest extent possible while remaining lawful and valid.

17. **Effect on Other Employee Benefit Plans** . The value of the Award subject to this Agreement shall not be included as compensation, earnings, salaries, or other similar terms used when calculating the Employee's benefits under any employee benefit plan sponsored by the Company or any Affiliate, except as such plan otherwise expressly provides. The Company expressly reserves its rights to amend, modify, or terminate any of the Company's or any Affiliate's employee benefit plans.

18. **Choice of Law** . The interpretation, performance and enforcement of this Agreement will be governed by the law of the state of Delaware without regard to such state's conflicts of laws rules.

19. **Amendment** . This Agreement may not be modified, amended or terminated except by an instrument in writing, signed by you and by a duly authorized representative of the Company. Notwithstanding the foregoing, this Agreement may be amended solely by the Board by a writing which specifically states that it is amending this Agreement, so long as a copy of such amendment is delivered to you, and provided that, except as otherwise expressly provided in the Plan, no such amendment adversely affecting your rights hereunder may be made without your written consent. Without limiting the foregoing, the Board reserves the right to change, by written notice to you, the provisions of this Agreement in any way it may deem necessary or advisable to carry out the purpose of the grant as a result of any change in applicable laws or regulations or any future law, regulation, ruling, or judicial decision, provided that any such change shall be applicable only to rights relating to that portion of the Award which is then subject to restrictions as provided herein.

20. **Compliance with Section 409A of the Code** . This Award is intended to comply with the "short-term deferral" rule set forth in Treasury Regulation Section 1.409A-1(b)(4). Notwithstanding the foregoing, if it is determined that the Award fails to satisfy the requirements of the short-term deferral rule and is otherwise deferred compensation subject to Section 409A, and if you are a "Specified

Employee” (within the meaning set forth Section 409A(a)(2)(B)(i) of the Code) as of the date of your separation from service (within the meaning of Treasury Regulation Section 1.409A-1(h)), then the issuance of any shares that would otherwise be made upon the date of the separation from service or within the first six (6) months thereafter will not be made on the originally scheduled date(s) and will instead be issued in a lump sum on the date that is six (6) months and one day after the date of the separation from service, with the balance of the shares issued thereafter in accordance with the original vesting and issuance schedule set forth above, but if and only if such delay in the issuance of the shares is necessary to avoid the imposition of taxation on you in respect of the shares under Section 409A of the Code. Each installment of shares that vests is intended to constitute a “separate payment” for purposes of Treasury Regulation Section 1.409A-2(b)(2).

21. **Tax Consequences** . The Company has no duty or obligation to minimize the tax consequences to you of this Award and shall not be liable to you for any adverse tax consequences to you arising in connection with this Award. You are hereby advised to consult with your own personal tax, financial and/or legal advisors regarding the tax consequences of this Award and by signing the Grant Notice, you have agreed that you have done so or knowingly and voluntarily declined to do so. You understand that you (and not the Company) shall be responsible for your own tax liability that may arise as a result of your Award.

**Attachment II**  
**Power Integrations, Inc.**  
**2016 Incentive Award Plan**

[Form of Agreement for Employees with Executive Officer Benefits Agreement]

Power Integrations, Inc.
Performance Stock Unit Grant Notice
(2016 Incentive Award Plan)

Power Integrations, Inc. (the "Company"), pursuant to its 2016 Incentive Award Plan (the "Plan") hereby grants to Participant the Maximum Number of Performance Stock Units as set forth below (the "PSU Grant"). This PSU Grant is subject to all of the terms and conditions as set forth herein, and in the Performance Stock Unit Agreement and the Plan, each of which is attached hereto and incorporated herein in its entirety.

Participant:
Date of Award:
Target Number of Performance Stock Units:
Maximum Number of Performance Stock Units:
Consideration: Participant's services
Employment Vesting Date:

PSU Vesting Criteria : The actual number of shares of Common Stock to be issued to Participant pursuant to this PSU Grant will be determined in accordance with the vesting conditions specified on Attachment I to this Grant Notice (the "PSU Vesting Criteria").

Delivery Schedule: Delivery of one share of common stock for each Performance Stock Unit that vests will occur in accordance with the delivery schedule set forth in Section 4 of the Performance Stock Unit Agreement.

Additional Terms/Acknowledgements: The undersigned Participant acknowledges receipt of, and understands and agrees to, this Grant Notice, the Performance Stock Unit Agreement attached as Attachment II and the Plan attached as Attachment III. Participant also acknowledges receipt of the Power Integrations, Inc. 2016 Incentive Award Plan Prospectus. In addition, Participant acknowledges that the Participant's [Amended and Restated] Executive Officer Benefits Agreement (the "EOBA") will govern in certain circumstances the treatment of this PSU Grant.

Power Integrations, Inc.

Participant:

By: Sandeep Nayyar
Title: Chief Financial Officer

Signature
Date:

Attachments : PSU Vesting Criteria, Performance Stock Unit Agreement and the Plan

## Attachment I

### PSU Vesting Criteria

Capitalized terms used herein but not defined will have the meanings set forth in the Grant Notice or the Company's 2016 Incentive Award Plan, as applicable. Except as provided in the EOBA, a Performance Stock Unit will vest only if the Performance Vesting Criteria with respect to such Performance Stock Unit are satisfied and if the Participant remains in Continuous Service as an Employee, Director or Consultant through the Employment Vesting Date indicated in the Grant Notice.

For the purposes of this Attachment I and the PSU Grant to which it is attached, the "Final Delivery Date" shall mean the March 14 first following the last day of the calendar year in which occurs the Employment Vesting Date; provided, however, if such March 14 is not a trading day, the Final Delivery Date shall be the last trading day prior to such March 14.

#### **Performance Vesting Criteria**

The number of Performance Stock Units that will satisfy the Performance Vesting Criteria will be determined by the Company's Compensation Committee or its designee (the "Committee") subject to the performance conditions as determined by the Committee (the "Performance Conditions") as set forth below:

The Performance Conditions for a target award of the Performance Stock Units will be based on "Net Revenue," "Non-GAAP Operating Income" and "Strategic Goals." Vesting is calculated independently for Net Revenue, Non-GAAP Operating Income and Strategic Goals. Vesting of [ ]% of the PSUs is based on achievement of Net Revenue Performance Conditions, vesting of [ ]% of the PSUs is based on Non-GAAP Operating Income Performance Conditions, and vesting of [ ]% of the PSUs is based on achievement of Strategic Goals.

The following table sets forth the percentage of the Target Number of Performance Stock Units (as set forth in the Grant Notice) based on the given Performance Condition vested (i.e., earned) at the given Performance Condition achieved:

[ ] Net Revenue		Non-GAAP Operating Income	
Net Revenue (in thousands)	Percent of Target PSUs based on Net Revenue Achieved	Non-GAAP Operating Income (in thousands)	Percentage of Target PSUs based on Non-GAAP Operating Income Achieved





excluding the following items: i) stock-based compensation expenses recorded under Accounting Standard Codification 718-10, ii) acquisition-related expenses, iii) amortization of acquisition-related intangible assets and the fair-value write-up of acquired inventory, iv) any other adjustment made to arrive at the Company’s Non-GAAP financial information as presented in the Company’s SEC filings. The following table sets forth the percentage of the Target Number of Performance Stock Units (as set forth in the Grant Notice) based on Strategic Goals vested (i.e., earned) at the given Strategic Goal achieved:

Strategic Goal	Percentage of Target PSUs at Strategic Goal Achieved
<b>All Goals Achieved</b>	

For the avoidance of doubt, in the event of a divestiture of a portion of the Company’s business operations in [year], the Performance Conditions will be adjusted and/or the results of the divested operations excluded in the computation in a manner to reflect the portion of the Performance Criteria expected to be satisfied by the divested operations during the balance of the fiscal year.

No later than fifteen (15) days prior to the Final Delivery Date indicated above, the Committee will determine to what extent the Performance Conditions for the PSU Grant were achieved, and what number of Performance Stock Units subject to the PSU Grant will therefore be vested. Performance Stock Units will not be deemed to be vested based upon the attainment of Performance Conditions unless and until the Committee makes such determination and only if the Participant remains in Continuous Service as an Employee, Director or Consultant through the Employment Vesting Date.

For purposes of satisfaction of the Performance Conditions, no subsequent agreement will be effective to amend, alter or waive satisfaction of the Performance Conditions applicable to the PSU Grant unless such agreement specifically provides for amendment of the Performance Conditions applicable to the PSU Grant.

## Attachment II

### Power Integrations, Inc. Performance Stock Unit Agreement

Power Integrations, Inc. (the “Company”) hereby grants to the Participant (“you”) named in the attached Performance Stock Unit Grant Notice (“Grant Notice”), and you hereby accept, the grant of Performance Stock Units (the “PSU Grant”) pursuant to the terms set forth in the Grant Notice, its attached PSU Vesting Criteria, the Plan and this Performance Stock Unit Agreement (“Agreement”). A copy of the PSU Vesting Criteria is attached to the Grant Notice as Attachment I, and a copy of the Plan is attached to the Grant Notice as Attachment III. Capitalized terms not explicitly defined in this Agreement but defined in the Plan or the PSU Vesting Criteria will have the same definitions as in the Plan or PSU Vesting Criteria, as applicable.

The details of your PSU Grant, in addition to those set forth in the Grant Notice, the PSU Vesting Criteria and the Plan are as follows:

1. **PSU Grant.** This PSU Grant represents the right to receive on a future date a number of shares of the Company’s common stock not exceeding the Maximum Number of Performance Stock Units indicated in the Grant Notice in the event the PSU Vesting Criteria are met and if you remain in Continuous Service as an Employee, Director or Consultant through the Employment Vesting Date. This PSU Grant was granted in consideration of your services to the Company. Except as otherwise provided herein, you will not be required to make any payment to the Company (other than past or future services to the Company) with respect to your receipt of the PSU Grant, the award of Performance Stock Units, the vesting of the Performance Stock Units, or the delivery of common stock in respect of the PSU Grant.

2. **Vesting.** Subject to the limitations contained herein, your awarded Performance Stock Units will vest, if at all, in accordance with the PSU Vesting Criteria set forth on Attachment I to the Grant Notice. Any awarded Performance Stock Units that have vested in accordance with the PSU Vesting Criteria are “Vested Units.” Any awarded Performance Stock Units that do not vest in accordance with the PSU Vesting Criteria will be automatically forfeited, will revert to the Plan, and you will have no rights with respect to such forfeited Performance Stock Units.

3. **Securities Law Compliance .** Notwithstanding anything to the contrary contained herein, you may not be issued any shares of common stock in respect of your PSU Grant unless either (i) the shares of common stock are then registered under the Securities Act; or (ii) if the shares of common stock are not then so registered, the Company has determined that such issuance would be exempt from the registration requirements of the Securities Act. Your PSU Grant also must comply with other applicable laws and regulations governing your PSU Grant, and you may not receive such shares if the Company determines that such receipt would not be in compliance with such laws and regulations.

4. **Date of Delivery.** The Company will deliver to you a number of shares of the Company’s common stock equal to the number of Vested Units subject to your PSU Grant within thirty (30) days following the Committee’s determination that Performance Conditions have been satisfied and only if you remain in Continuous Service as an Employee, Director or Consultant through the Employment Vesting Date indicated in the Grant Notice. If a scheduled delivery date falls on a date that is not a business day, such delivery date will instead fall on the next following business day. Notwithstanding the foregoing, the shares of the Company’s common stock to be delivered pursuant to this Section 4 shall be delivered to you no later than the Final Delivery Date.

5. **Execution of Documents.** You hereby acknowledge and agree that the manner selected by the Company by which you indicate your consent to your Grant Notice is also deemed to be your execution of your Grant Notice and of this Agreement. You further agree that such manner of indicating consent may be relied upon as your signature for establishing your execution of any documents to be executed in the future in connection with your PSU Grant.

6. **Dividends.** You will receive no benefit or adjustment to your PSU Grant with respect to any cash dividend, stock dividend or other distribution that does not result in a capitalization adjustment as provided in the Plan; provided, however, that this sentence will not apply with respect to any shares of common stock that are delivered to you in connection with your PSU Grant after such shares have been delivered to you.

7. **Non-transferability of the PSU Grant.** Your PSU Grant is not transferable, except by will or by the laws of descent and distribution. In addition to any other limitation on transfer created by applicable securities laws, you agree not to assign, hypothecate, donate, encumber or otherwise dispose of any interest in any of the shares of common stock that may be issued to you in respect of the PSU Grant until the shares are issued to you in accordance with Section 4 of this Agreement. After the shares have been issued to you, you are free to assign, hypothecate, donate, encumber or otherwise dispose of any interest in such shares provided that any such actions are in compliance with the provisions herein and applicable securities laws. Notwithstanding the foregoing, by delivering written notice to the Company, in a form satisfactory to the Company, you may designate a third party who, in the event of your death, will thereafter be entitled to receive any distribution of common stock to which you were entitled at the time of your death pursuant to this Agreement.

8. **Restrictive Legends.** The shares issued in respect of your PSU Grant will have endorsed thereon appropriate legends as determined by the Company.

9. **PSU Grant not a Service Contract .** Your PSU Grant is not an employment or service contract, and nothing in your PSU Grant will be deemed to create in any way whatsoever any obligation on your part to continue in the employ of the Company or an Affiliate, or of the Company or an Affiliate to continue your employment. In addition, nothing in your PSU Grant will obligate the Company or an Affiliate, their respective stockholders, Boards of Directors, Officers or Employees to continue any relationship that you might have as a Director or Consultant for the Company or an Affiliate.

10. **Withholding Obligations.**

(a) On or before the time you receive a distribution of the shares in respect of your PSU Grant, or at any time as requested by the Company, you agree to make adequate provision for any sums required to satisfy the federal, state, local and foreign tax withholding obligations of the Company or any Affiliate, if any, which arise in connection with the PSU Grant (“Withholding Taxes”).

(b) For this purpose, you agree that, on the date any shares of the Company’s common stock are delivered to you pursuant to Section 4, you will sell (and hereby authorize the Company to direct on your behalf the sale of) shares of common stock on such date (or as soon thereafter as is practicable under ordinary principles of best execution) that will produce net sales proceeds equal to the amount of any Withholding Taxes which arise in connection with the delivery to you of such shares. You further agree that such net sales proceeds will be remitted directly to the Company to the extent necessary to satisfy your obligations pursuant to Section 10(a). You further agree that your agreement pursuant to this Section 10(b) is irrevocable unless on the date you sign the Grant Notice you are either in possession of material insider information or you are subject to a Company imposed blackout, in which case your agreement pursuant to this Section 10(b) shall be irrevocable on the second day such conditions no longer exist unless you notify the Company prior to such date that you are revoking your agreement to the provisions of this Section 10(b), and that any such failure to revoke such agreement by such date shall be a new agreement on such date,

which shall be irrevocable. The provisions of this Section 10(b) are intended to comply with the provisions of Rule 10b5-1(c) under the Securities Exchange Act of 1934.

(c) In the event your obligations pursuant to Section 10(a) arise other than upon the delivery to you of shares of the Company's common stock so that the provisions of Section 10(b) do not apply or, with the Company's consent, you have otherwise revoked your agreement to the provisions of Section 10(b), you hereby authorize the Company to withhold shares of common stock from the shares of common stock issued or otherwise issuable to you in connection with the PSU Grant with a Fair Market Value (measured as of the date of the required withholding) equal to the amount of any Withholding Taxes; provided, however, that the number of such shares of common stock so withheld will not exceed the amount necessary to satisfy the Company's required tax withholding obligations using the minimum required statutory withholding rates for federal, state, local and foreign tax purposes, including payroll taxes, that are applicable to supplemental taxable income. Additionally, in this case, the Company may, in its sole discretion, satisfy all or any portion of the Withholding Taxes obligation relating to your PSU Grant by any of the following means or by a combination of such means: (i) withholding from any compensation otherwise payable to you by the Company; or (ii) causing you to tender a cash payment. Unless the tax withholding obligations of the Company or any Affiliate are satisfied, the Company will have no obligation to deliver to you any common stock.

11. **Unsecured Obligation.** Your PSU Grant is unfunded, and as a holder of a vested PSU Grant, you will be considered an unsecured creditor of the Company with respect to the Company's obligation, if any, to issue shares pursuant to this Agreement. You will not have voting or any other rights as a stockholder of the Company with respect to the shares to be issued pursuant to this Agreement until such shares are issued to you pursuant to Section 4 of this Agreement. Upon such issuance, you will obtain full voting and other rights as a stockholder of the Company. Nothing contained in this Agreement, and no action taken pursuant to its provisions, will create or be construed to create a trust of any kind or a fiduciary relationship between you and the Company or any other person.

12. **Tax Consequences.** You have reviewed with your own tax advisors the federal, state, local and foreign tax consequences of this investment and the transactions contemplated by this Agreement. You are relying solely on such advisors and not on any statements or representations of the Company or any of its agents. You understand that you (and not the Company) will be responsible for your own tax liability that may arise as a result of your PSU Grant.

13. **Notices .** Any notices provided for in this Agreement or the Plan will be given in writing and will be deemed effectively given upon receipt or, in the case of notices delivered by mail by the Company to you, five days after deposit in the United States mail, postage prepaid, addressed to you at the last address you provided to the Company. Notwithstanding the foregoing, the Company may, in its sole discretion, decide to deliver any documents related to participation in the Plan and your PSU Grant by electronic means or to request your consent to participate in the Plan by electronic means. You hereby consent to receive such documents by electronic delivery and, if requested, to agree to participate in the Plan through an on-line or electronic system established and maintained by the Company or another third party designated by the Company.

14. **Miscellaneous .**

(a) The rights and obligations of the Company under your PSU Grant will be transferable to any one or more persons or entities, and all covenants and agreements hereunder will inure to the benefit of, and be enforceable by, the Company's successors and assigns. Your rights and obligations under your PSU Grant may only be assigned with the prior written consent of the Company.

(b) You acknowledge and agree that you have reviewed your PSU Grant in its entirety and have had an opportunity to obtain the advice of counsel prior to executing and accepting your PSU Grant.

(c) This Agreement will be subject to all applicable laws, rules, and regulations, and to such approvals by any governmental agencies or national securities exchanges as may be required.

(d) All obligations of the Company under the Plan and this Agreement will be binding on any successor to the Company, whether the existence of such successor is the result of a direct or indirect purchase, merger, consolidation, or otherwise, of all or substantially all of the business and/or assets of the Company.

15. **Governing Plan Documents** . Your PSU Grant is subject to all the provisions of the Plan, including any limits on the number of shares that may be issued to you as set forth in Section 3(c) of the Plan, the provisions of which are hereby made a part of your PSU Grant, and is further subject to all interpretations, amendments, rules and regulations which may from time to time be promulgated and adopted pursuant to the Plan. Except as otherwise expressly provided herein in the event of any conflict between the terms in the PSU Grant and the Plan, the terms of the Plan will control.

16. **Severability**. If all or any part of this Agreement or the Plan is declared by any court or governmental authority to be unlawful or invalid, such unlawfulness or invalidity will not invalidate any portion of this Agreement or the Plan not declared to be unlawful or invalid. Any Section of this Agreement (or part of such a Section) so declared to be unlawful or invalid will, if possible, be construed in a manner which will give effect to the terms of such Section or part of a Section to the fullest extent possible while remaining lawful and valid.

17. **Effect on Other Employee Benefit Plans**. The value of the PSU Grant subject to this Agreement will not be included as compensation, earnings, salaries, or other similar terms used when calculating your benefits under any employee benefit plan sponsored by the Company or any affiliate, except as such plan otherwise expressly provides. The Company expressly reserves its rights to amend, modify, or terminate any of the Company's or any affiliate's employee benefit plans.

18. **Choice of Law**. The interpretation, performance and enforcement of this Agreement will be governed by the law of the state of Delaware without regard to such state's conflicts of laws rules.

19. **Amendment**. This Agreement may not be modified, amended or terminated except by an instrument in writing, signed by you and by a duly authorized representative of the Company. Notwithstanding the foregoing, this Agreement may be amended solely by the Company by a writing which specifically states that it is amending this Agreement, so long as a copy of such amendment is delivered to you, and provided that no such amendment adversely affecting your rights hereunder may be made without your written consent. For the avoidance of doubt, nothing in this Section 19 limits the authority or power of the Compensation Committee to reduce the number of shares of common stock to be received as set forth in the PSU Vesting Criteria. Without limiting the foregoing, the Company reserves the right to change, by written notice to you, the provisions of this Agreement in any way it may deem necessary or advisable to carry out the purpose of the grant as a result of any change in applicable tax or securities laws or regulations or any future tax or securities law, regulation, ruling, or judicial decision.

\* \* \* \* \*

This Performance Stock Unit Agreement will be deemed to be signed by the Company and the Participant upon the signing by the Participant of the Performance Stock Unit Grant Notice to which it is attached in the manner permitted by Section 5.

**Attachment III**

**2016 Incentive Award Plan**

[Form of Agreement for Employees with Executive Officer Benefits Agreement]

Power Integrations, Inc.

Long Term Performance Stock Unit Grant Notice
(2016 Incentive Award Plan)

Power Integrations, Inc. (the "Company"), pursuant to its 2016 Incentive Award Plan (the "Plan") hereby grants to Participant the Maximum Number of Long Term Performance Stock Units ("PRSUs") as set forth below (the "PRSU Grant"). This PRSU Grant is subject to all of the terms and conditions as set forth herein, and in the Long Term Performance Stock Unit Agreement and the Plan, each of which is attached hereto and incorporated herein in its entirety. This PRSU Grant is a "performance stock unit" granted pursuant to Section 5(b) of the Plan. Capitalized terms not otherwise defined herein will have the meanings set forth in the Plan or the Long Term Performance Stock Unit Agreement. Except as otherwise expressly provided herein, in the event of any conflict between the terms in the PRSU Grant and the Plan, the terms of the Plan will control.

- Participant:
Date of Award:
Target Number of PRSUs:
Maximum Number of PRSUs:
Consideration: Participant's services
Employment Vesting Date:

PRSU Vesting Criteria : The actual number of shares of Common Stock to be issued to Participant pursuant to this PRSU Grant will be determined in accordance with the vesting conditions specified on Attachment I to this Grant Notice (the "PRSU Vesting Criteria").

Delivery Schedule: Delivery of one share of common stock for each PRSU that vests will occur in accordance with the delivery schedule set forth in Section 4 of the Long Term Performance Stock Unit Agreement.

Additional Terms/Acknowledgements: The undersigned Participant acknowledges receipt of, and understands and agrees to, this Grant Notice, the Long Term Performance Stock Unit Agreement attached as Attachment II and the Plan attached as Attachment III. Participant also acknowledges receipt of the Power Integrations, Inc. 2016 Incentive Award Plan Prospectus. In addition, Participant acknowledges that the Participant's [Amended and Restated] Executive Officer Benefits Agreement (the "EOBA") will govern in certain circumstances the treatment of this PRSU Grant. Participant further acknowledges that, as of the Date of Grant, this Grant Notice, the Long Term Performance Stock Unit Agreement, the Plan and the EOBA set forth the entire understanding between Participant and the Company regarding the PRSU Grant and supersede all prior oral and written agreements on that subject.

Power Integrations, Inc.

Participant:

By: \_\_\_\_\_

\_\_\_\_\_  
Signature

Title: \_\_\_\_\_

Date: \_\_\_\_\_



**Attachment I**  
**PRSU Vesting Criteria**

Capitalized terms used herein but not defined will have the meanings set forth in the Grant Notice or the Company’s 2016 Incentive Award Plan, as applicable. Except as provided in the EOBA, a PRSU will vest only if the PRSU Vesting Criteria with respect to such PRSU are satisfied and if the Participant remains in Continuous Service as an Employee, Director or Consultant through the Employment Vesting Date indicated in the Grant Notice. For the avoidance of doubt, in the event of any conflict between the terms of the Grant Notice, the Long Term Performance Stock Unit Agreement and the EOBA, the terms of the EOBA will control.

For the purposes of this Attachment I and the PRSU Grant to which it is attached, the “Final Delivery Date” shall mean the March 14 first following the last day of the calendar year in which occurs the Employment Vesting Date; provided, however, if such March 14 is not a trading day, the Final Delivery Date shall be the last trading day prior to such March 14.

**PRSU Vesting Criteria**

The number of PRSUs that will satisfy the PRSU Vesting Criteria will be determined by the Company’s Compensation Committee or its designee (the “Committee”) subject to the performance conditions as determined by the Committee (the “Performance Conditions”) as set forth below:

The Performance Conditions for a target award of the PRSUs will be based on [year] “Net Revenue” target relative to [year] Net Revenue (the “Performance Period”). Vesting of the PRSUs is based on achievement of the Net Revenue Performance Conditions as determined by the Compensation Committee in early [year].

The following table sets forth the percentage of the Target Number of PRSUs (as set forth in the Grant Notice) based on the given Performance Condition vested (i.e., earned) at the given Performance Condition achieved:

**Net Revenue**

Net Revenue (in thousands)	Percentage of Target PRSUs based on Net Revenue Achieved
	100% (Target Number)

In the event of any, mergers, acquisitions or divestitures during the Performance Period the Target Number for the Net Revenue Performance Conditions shall be adjusted based on the approved plan presented to the Board of Directors. The Target Number for the Net Revenue will be further adjusted for any patent or other litigation settlements or judgments should the effect of such events, if any, impact the Company’s Net Revenue.

In the event the actual Performance Condition achieved falls between two levels, the percentage vested will be determined by straight line interpolation. For the purposes of satisfaction of the Performance Conditions, the term “Net Revenue” is as will be set forth in the Company’s annual report for [year] to be filed with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended.

For the avoidance of doubt, in the event of a divestiture of a portion of the Company’s business operations during the Performance Period, the Performance Conditions will be adjusted and/or the results of the divested operations excluded in the computation in

a manner to reflect the portion of the Performance Criteria expected to be satisfied by the divested operations during the balance of the Performance Period.

No later than fifteen (15) days prior to the Final Delivery Date indicated above, the Committee will determine to what extent the Performance Conditions for the PRSU Grant were achieved, and what number of PRSUs subject to the PRSU Grant will therefore be vested. Except as provided in Participant's EOPA, PRSUs will not be deemed to be vested based upon the attainment of Performance Conditions unless and until the Committee makes such determination and only if the Participant remains in Continuous Service as an Employee, Director or Consultant through the Employment Vesting Date.

For purposes of satisfaction of the Performance Conditions, no subsequent agreement will be effective to amend, alter or waive satisfaction of the Performance Conditions applicable to the PRSU Grant unless such agreement specifically provides for amendment of the Performance Conditions applicable to the PRSU Grant.

**Attachment II**  
**Power Integrations, Inc.**  
**Long Term Performance Stock Unit Agreement**

Power Integrations, Inc. (the “Company”) hereby grants to the Participant (“you”) named in the attached Long Term Performance Stock Unit Grant Notice (“Grant Notice”), and you hereby accept, the grant of Long Term Performance Stock Units (referred to herein as “PRsUs” and the grant, the “PRsU Grant”) pursuant to the terms set forth in the Grant Notice, its attached PRsU Vesting Criteria, the Plan and this Long Term Performance Stock Unit Agreement (“Agreement”). A copy of the PRsU Vesting Criteria is attached to the Grant Notice as Attachment I, and a copy of the Plan is attached to the Grant Notice as Attachment III. Capitalized terms not explicitly defined in this Agreement but defined in the Plan or the PRsU Vesting Criteria will have the same definitions as in the Plan or PRsU Vesting Criteria, as applicable.

The details of your PRsU Grant, in addition to those set forth in the Grant Notice, the PRsU Vesting Criteria and the Plan are as follows:

1. **PRsU Grant.** This PRsU Grant represents the right to receive on a future date a number of shares of the Company’s common stock not exceeding the Maximum Number of PRsUs indicated in the Grant Notice in the event the PRsU Vesting Criteria are met and if you remain in Continuous Service as an Employee, Director or Consultant through the Employment Vesting Date. This PRsU Grant was granted in consideration of your services to the Company. Except as otherwise provided herein, you will not be required to make any payment to the Company (other than past or future services to the Company) with respect to your receipt of the PRsU Grant, the award of PRsUs, the vesting of the PRsUs, or the delivery of common stock in respect of the PRsU Grant.

2. **Vesting.** Subject to the limitations contained herein, your awarded PRsUs will vest, if at all, in accordance with the PRsU Vesting Criteria set forth on Attachment I to the Grant Notice. Any awarded PRsUs that have vested in accordance with the PRsU Vesting Criteria are “Vested Units.” Except as provided in your EOBA, any awarded PRsUs that do not vest in accordance with the PRsU Vesting Criteria will be automatically forfeited, will revert to the Plan, and you will have no rights with respect to such forfeited PRsUs.

3. **Securities Law Compliance .** Notwithstanding anything to the contrary contained herein, you may not be issued any shares of common stock in respect of your PRsU Grant unless either (i) the shares of common stock are then registered under the Securities Act; or (ii) if the shares of common stock are not then so registered, the Company has determined that such issuance would be exempt from the registration requirements of the Securities Act. Your PRsU Grant also must comply with other applicable laws and regulations governing your PRsU Grant, and you may not receive such shares if the Company determines that such receipt would not be in compliance with such laws and regulations.

4. **Date of Delivery.** The Company will deliver to you a number of shares of the Company’s common stock equal to the number of Vested Units subject to your PRsU Grant within thirty (30) days following the Committee’s determination that Performance Conditions have been satisfied if you remain in Continuous Service as an Employee, Director or Consultant through the Employment Vesting Date indicated in the Grant Notice (or any prorated portion as may be provided pursuant to the terms of your EOBA in the event your Continuous Service terminates during the Performance Period). If a scheduled delivery date falls on a date that is not a business day, such delivery date will instead fall on the next following business day. Notwithstanding the foregoing, the shares of the Company’s common stock to be delivered pursuant to this Section 4 shall be delivered to you no later than the Final Delivery Date.

5. **Execution of Documents.** You hereby acknowledge and agree that the manner selected by the Company by which you indicate your consent to your Grant Notice is also deemed to be your execution of your Grant Notice and of this Agreement. You further agree that such manner of indicating consent may be relied upon as your signature for establishing your execution of any documents to be executed in the future in connection with your PRsU Grant.

6. **Dividends.** You will receive no benefit or adjustment to your PRsU Grant with respect to any cash dividend, stock dividend or other distribution that does not result in a capitalization adjustment as provided in the Plan; provided, however, that this sentence will not apply with respect to any shares of common stock that are delivered to you in connection with your PRsU Grant after such shares have been delivered to you.

7. **Non-transferability of the PRsU Grant.** Your PRsU Grant is not transferable, except by will or by the laws of descent and distribution. In addition to any other limitation on transfer created by applicable securities laws, you agree not to assign, hypothecate, donate, encumber or otherwise dispose of any interest in any of the shares of common stock that may be

issued to you in respect of the PRSU Grant until the shares are issued to you in accordance with Section 4 of this Agreement. After the shares have been issued to you, you are free to assign, hypothecate, donate, encumber or otherwise dispose of any interest in such shares provided that any such actions are in compliance with the provisions herein and applicable securities laws. Notwithstanding the foregoing, by delivering written notice to the Company, in a form satisfactory to the Company, you may designate a third party who, in the event of your death, will thereafter be entitled to receive any distribution of common stock to which you were entitled at the time of your death pursuant to this Agreement.

8. **Restrictive Legends.** The shares issued in respect of your PRSU Grant will have endorsed thereon appropriate legends as determined by the Company.

9. **PRSU Grant not a Service Contract .** Your PRSU Grant is not an employment or service contract, and nothing in your PRSU Grant will be deemed to create in any way whatsoever any obligation on your part to continue in the employ of the Company or an Affiliate, or of the Company or an Affiliate to continue your employment. In addition, nothing in your PRSU Grant will obligate the Company or an Affiliate, their respective stockholders, Boards of Directors, Officers or Employees to continue any relationship that you might have as a Director or Consultant for the Company or an Affiliate.

10. **Withholding Obligations.**

(a) On or before the time you receive a distribution of the shares in respect of your PRSU Grant, or at any time as requested by the Company, you agree to make adequate provision for any sums required to satisfy the federal, state, local and foreign tax withholding obligations of the Company or any Affiliate, if any, which arise in connection with the PRSU Grant (“Withholding Taxes”).

(b) For this purpose, you agree that, on the date any shares of the Company’s common stock are delivered to you pursuant to Section 4, you will sell (and hereby authorize the Company to direct on your behalf the sale of) shares of common stock on such date (or as soon thereafter as is practicable under ordinary principles of best execution) that will produce net sales proceeds equal to the amount of any Withholding Taxes which arise in connection with the delivery to you of such shares. You further agree that such net sales proceeds will be remitted directly to the Company to the extent necessary to satisfy your obligations pursuant to Section 10(a). You further agree that your agreement pursuant to this Section 10(b) is irrevocable unless on the date you sign the Grant Notice you are either in possession of material insider information or you are subject to a Company imposed blackout, in which case your agreement pursuant to this Section 10(b) shall be irrevocable on the second day such conditions no longer exist unless you notify the Company prior to such date that you are revoking your agreement to the provisions of this Section 10(b), and that any such failure to revoke such agreement by such date shall be a new agreement on such date, which shall be irrevocable. The provisions of this Section 10(b) are intended to comply with the provisions of Rule 10b5-1(c) under the Securities Exchange Act of 1934.

(c) In the event your obligations pursuant to Section 10(a) arise other than upon the delivery to you of shares of the Company’s common stock so that the provisions of Section 10(b) do not apply or, with the Company’s consent, you have otherwise revoked your agreement to the provisions of Section 10(b), you hereby authorize the Company to withhold shares of common stock from the shares of common stock issued or otherwise issuable to you in connection with the PRSU Grant with a Fair Market Value (measured as of the date of the required withholding) equal to the amount of any Withholding Taxes; provided, however, that the number of such shares of common stock so withheld will not exceed the amount necessary to satisfy the Company’s required tax withholding obligations using the minimum required statutory withholding rates for federal, state, local and foreign tax purposes, including payroll taxes, that are applicable to supplemental taxable income. Additionally, in this case, the Company may, in its sole discretion, satisfy all or any portion of the Withholding Taxes obligation relating to your PRSU Grant by any of the following means or by a combination of such means: (i) withholding from any compensation otherwise payable to you by the Company; or (ii) causing you to tender a cash payment. Unless the tax withholding obligations of the Company or any Affiliate are satisfied, the Company will have no obligation to deliver to you any common stock.

11. **Unsecured Obligation.** Your PRSU Grant is unfunded, and as a holder of a vested PRSU Grant, you will be considered an unsecured creditor of the Company with respect to the Company’s obligation, if any, to issue shares pursuant to this Agreement. You will not have voting or any other rights as a stockholder of the Company with respect to the shares to be issued pursuant to this Agreement until such shares are issued to you pursuant to Section 4 of this Agreement. Upon such issuance, you will obtain full voting and other rights as a stockholder of the Company. Nothing contained in this Agreement, and no action taken pursuant to its provisions, will create or be construed to create a trust of any kind or a fiduciary relationship between you and the Company or any other person.

12. **Tax Consequences.** You have reviewed with your own tax advisors the federal, state, local and foreign tax consequences of this investment and the transactions contemplated by this Agreement. You are relying solely on such advisors

and not on any statements or representations of the Company or any of its agents. You understand that you (and not the Company) will be responsible for your own tax liability that may arise as a result of your PRSU Grant.

13. **Notices** . Any notices provided for in this Agreement or the Plan will be given in writing and will be deemed effectively given upon receipt or, in the case of notices delivered by mail by the Company to you, five days after deposit in the United States mail, postage prepaid, addressed to you at the last address you provided to the Company. Notwithstanding the foregoing, the Company may, in its sole discretion, decide to deliver any documents related to participation in the Plan and your PRSU Grant by electronic means or to request your consent to participate in the Plan by electronic means. You hereby consent to receive such documents by electronic delivery and, if requested, to agree to participate in the Plan through an on-line or electronic system established and maintained by the Company or another third party designated by the Company.

14. **Miscellaneous** .

(a) The rights and obligations of the Company under your PRSU Grant will be transferable to any one or more persons or entities, and all covenants and agreements hereunder will inure to the benefit of, and be enforceable by, the Company's successors and assigns. Your rights and obligations under your PRSU Grant may only be assigned with the prior written consent of the Company.

(b) You acknowledge and agree that you have reviewed your PRSU Grant in its entirety and have had an opportunity to obtain the advice of counsel prior to executing and accepting your PRSU Grant.

(c) This Agreement will be subject to all applicable laws, rules, and regulations, and to such approvals by any governmental agencies or national securities exchanges as may be required.

(d) All obligations of the Company under the Plan and this Agreement will be binding on any successor to the Company, whether the existence of such successor is the result of a direct or indirect purchase, merger, consolidation, or otherwise, of all or substantially all of the business and/or assets of the Company.

15. **Governing Plan Documents** . Your PRSU Grant is subject to all the provisions of the Plan, including any limits on the number of shares that may be issued to you as set forth in Section 6(d) of the Plan, the provisions of which are hereby made a part of your PRSU Grant, and is further subject to all interpretations, amendments, rules and regulations which may from time to time be promulgated and adopted pursuant to the Plan. Except as otherwise expressly provided herein in the event of any conflict between the terms in the PRSU Grant and the Plan, the terms of the Plan will control; provided further however, that in the event of any conflict between the terms in the PRSU Grant, this Agreement and your EOBA, the terms of the EOBA will control.

16. **Severability**. If all or any part of this Agreement or the Plan is declared by any court or governmental authority to be unlawful or invalid, such unlawfulness or invalidity will not invalidate any portion of this Agreement or the Plan not declared to be unlawful or invalid. Any Section of this Agreement (or part of such a Section) so declared to be unlawful or invalid will, if possible, be construed in a manner which will give effect to the terms of such Section or part of a Section to the fullest extent possible while remaining lawful and valid.

17. **Effect on Other Employee Benefit Plans**. The value of the PRSU Grant subject to this Agreement will not be included as compensation, earnings, salaries, or other similar terms used when calculating your benefits under any employee benefit plan sponsored by the Company or any affiliate, except as such plan otherwise expressly provides. The Company expressly reserves its rights to amend, modify, or terminate any of the Company's or any affiliate's employee benefit plans.

18. **Choice of Law**. The interpretation, performance and enforcement of this Agreement will be governed by the law of the state of Delaware without regard to such state's conflicts of laws rules.

19. **Amendment**. This Agreement may not be modified, amended or terminated except by an instrument in writing, signed by you and by a duly authorized representative of the Company. Notwithstanding the foregoing, this Agreement may be amended solely by the Company by a writing which specifically states that it is amending this Agreement, so long as a copy of such amendment is delivered to you, and provided that no such amendment adversely affecting your rights hereunder may be made without your written consent. For the avoidance of doubt, nothing in this Section 19 limits the authority or power of the Compensation Committee to reduce the number of shares of common stock to be received as set forth in the PRSU Vesting Criteria. Without limiting the foregoing, the Company reserves the right to change, by written notice to you, the provisions of this Agreement in any way it may deem necessary or advisable to carry out the purpose of the grant as a result of any change in applicable tax or securities laws or regulations or any future tax or securities law, regulation, ruling, or judicial decision.

\* \* \* \* \*

This Agreement will be deemed to be signed by the Company and the Participant upon the signing by the Participant of the Grant Notice to which it is attached in the manner permitted by Section 5.

**Attachment III**  
**2016 Incentive Award Plan**

[\*] = Certain confidential information contained in this document, marked by brackets, has been omitted and filed separately with the Securities and Exchange Commission pursuant to Rule 24b-2 of the Securities Exchange Act of 1934, as amended.

**AMENDMENT NUMBER SEVEN TO WAFER SUPPLY AGREEMENT**

This Amendment Number Seven (the "Amendment") effective as of Oct. 3<sup>rd</sup>, 2016 (the "Amendment Effective Date") amends the Wafer Supply Agreement effective April 1, 2005, as amended by Amendment number one effective December 19, 2008, Amendment number two effective September 13, 2010, Amendment number three effective February 1, 2012, Amendment number four effective April 1, 2015, Amendment number five effective November 2, 2015 and Amendment number six effective December 8, 2015 (as amended the "Agreement") by and between:

- (1) POWER INTEGRATIONS INTERNATIONAL LTD., a Cayman Islands corporation having a business address at P.O. Box 219 GT., Strathvale House, North Church Street, George Town Grand Cayman, Cayman Islands ("Power Integrations")

and

- (2) SEIKO EPSON CORPORATION. a Japanese corporation having a place of business at 281 Fujimi, Fujimi-machi, Suwagun, Nagano-ken, 399-0293 Japan ("Seiko Epson").

**RECITALS**

WHEREAS, pursuant to the terms of the Agreement, Power Integrations grants to Seiko Epson licenses of certain of Power Integrations' intellectual property for the sole purpose of Power Integrations acquiring from Seiko Epson the fabrication and supply of wafers of certain power IC products; and

WHEREAS, Power Integrations and Seiko Epson desire to amend the terms of the Agreement; and

WHEREAS, in accordance with Section 18.10 of the Agreement, the Agreement may be amended only by an instrument in writing duly executed by authorized representative of Seiko Epson and Power Integrations.

Now, Therefore, in consideration of the mutual promises contained herein and other good and valuable consideration the receipt and sufficiency of which is hereby acknowledged, the parties hereby amend the Agreement as follows:



## AGREEMENT

1. Section 13.1 of the Agreement is deleted in its entirety and replaced with the following:

13.1 This Agreement shall continue in full force and effect from the Effective Date until [\*], unless earlier terminated as provided herein (“Term”). After [\*], Seiko Epson may terminate the Agreement as it applies to [\*] production without cause at its convenience upon providing thirty-six (36) months prior written notice thereof to Power Integrations. After [\*], Seiko Epson may terminate the Agreement as it applies to [\*] production without cause at its convenience upon providing thirty-six (36) months prior written notice thereof to Power Integrations. The parties agree to negotiate in good faith in [\*] for an extension and commitment by Seiko Epson of [\*] production, on mutually agreeable terms and conditions. In addition, if this Agreement has not been earlier terminated, the parties agree to negotiate in good faith beginning [\*] year prior to the end of the Term, for this Agreement's continuation for another [\*] year period, on mutually agreeable terms and conditions.

Effective as of the Amendment Effective Date, all references in the Agreement to the “Agreement” or “this Agreement” shall mean the Agreement as amended by this Amendment. Except as expressly amended herein, the terms of the Agreement continue unchanged and shall remain in full force and effect. This Amendment may be executed in one or more counterparts, each of which shall be considered an original, but all of which counterparts together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties have caused this Amendment to be executed by their duly authorized representatives, effective as of the Amendment Effective Date.

Seiko Epson Corporation

Power Integrations International, Ltd.

Signature: /s/ Kazuhiro Takenaka

Signature: /s/ Raja Petrakian

Name: Kazuhiro Takenaka

Name: Raja Petrakian

Title: Deputy Chief Operating Officer

Title: President PIIL

[\*] = Certain confidential information contained in this document, marked by brackets, has been omitted and filed separately with the Securities and Exchange Commission pursuant to Rule 24b-2 of the Securities Exchange Act of 1934, as amended.

**AMENDMENT NUMBER EIGHT TO AMENDED AND RESTATED  
WAFER SUPPLY AGREEMENT**

This Amendment Number Eight (the "Amendment"), effective as of Nov. 8<sup>th</sup>, 2016 (the "Amendment Effective Date"), amends the Wafer Supply Agreement effective April 1, 2005, as amended by Amendment number one effective December 19, 2008, Amendment number two effective September 13, 2010, Amendment number three effective February 1, 2012, Amendment number four effective April 1, 2015, Amendment number five effective November 2, 2015, Amendment number six effective December 8, 2015, and Amendment number seven effective October 3, 2016 (as amended the "Agreement") by and between:

(1) POWER INTEGRATIONS INTERNATIONAL LTD., a Cayman Islands corporation having a business address at P.O. Box 32322., 4<sup>th</sup> Floor, Century Yard, Cricket Square, Elgin Avenue, George Town, Grand Cayman, Cayman Islands ("Power Integrations")

and

(2) SEIKO EPSON CORPORATION. a Japanese corporation having a place of business at 281 Fujimi, Fujimi-machi, Suwa-gun, Nagano-ken, 399-0293 Japan ("Seiko Epson").

**RECITALS**

WHEREAS, pursuant to the terms of the Agreement, Power Integrations grants to Seiko Epson licenses of certain of Power Integrations' intellectual property for the sole purpose of Power Integrations acquiring from Seiko Epson the fabrication and supply of wafers of certain power IC products; and

WHEREAS, Power Integrations and Seiko Epson desire to amend the terms of the Agreement;

and

WHEREAS, in accordance with Section 18.10 of the Agreement, the Agreement may be amended only by an instrument in writing duly executed by authorized representative of Seiko Epson and Power

Integrations.

Now, therefore, in consideration of the mutual promises contained herein and other good and valuable consideration the receipt and sufficiency of which is hereby acknowledged, the parties hereby amend the Agreement as follows:

### AGREEMENT

The following language shall be added to the current Exhibit C:

[\*]:

Seiko Epson will increase the [\*]WAFER CAPACITY from [\*]WAFERS /month to [\*] WAFERS/month with a target date of Quarter [\*] calendar year 2017.

The following Exhibit D shall be added as a new exhibit.

Effective date of this agreement is the Amendment Effective Date shown above. All references in the Agreement to the "Agreement" or "this Agreement" shall mean the Agreement as amended by this Amendment. Except as expressly amended herein, the terms of the Agreement continue unchanged and shall remain in full force and effect. This Amendment may be executed in one or more counterparts, each of which shall be considered an original, but all of which counterparts together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties have caused this Amendment to be executed by their duly authorized representatives, effective as of the Amendment Effective Date.

Seiko Epson Semiconductor Co.' Ltd.

Power Integrations International, Ltd.

By: /s/ Kazuhiro Takenaka  
Name: Kazuhiro Takenaka  
Title: Deputy COO, MicroDevice Dev.

Signature: /s/ Raja Petrakian  
Name: Raja Petrakian  
Title: President, Power Integrations International Limited

**Exhibit D**

**WAFER PRICES FOR [\*] PRODUCTION OF [\*] WAFERS BY MONTHLY ORDER VOLUME**

FOR [\*] in both [\*]PRODUCTION and [\*]PRODUCTION

Monthly [*]Wafer volume	[*]price
Less than [*]	[*]
[*]	[*]
[*]	[*]
[*]	[*]

Pricing will be reviewed and mutually agreed to in writing [\*].

For WAFERS in [\*] PRODUCTION, the price for each entry of the above table will be multiplied by [\*].

The above prices are the WAFER'S BASE\_PRICE and are based on an exchange rate of [\*]. The fluctuation in foreign exchange rate, as supplied by the Wall Street Journal will be shared equally by each part as follows  $F/X\_Base = [^*]$

Initial  $F/X\_RATE = [^*]$

A new  $F/X\_RATE$  is only established at the time of placing a PO for WAFERS if the Previous Month's Average daily exchange rate is equal to or greater than  $\pm [^*]$  from the  $F/X\_BASE$ . The new  $F/X\_RATE$  will be set to the Previous Month's Average exchange rate and will remain in effect for at least the month it was established.

The Actual PURCHASE PRICE for WAFERS, by WAFER TYPE, used at the time of order will be calculated by the following formula.

$PURCHASE PRICE = [^*] * BASE\_PRICE$

Examples: For [\*]WAFERS with a BASE PRICE of \$[\*]

1. Nominal F/X Rate Example:  $F/X\_RATE =$  in the range of [\*].

$PURCHASE PRICE = BASE PRICE$

2. Higher F/X Rate Example: New  $F/X\_RATE = [^*]$

$PURCHASE PRICE = \$[*] = [^*] * [^*]$

3. Lower F/X\_Rate Example: New  $F/X\_Rate = [^*]$

$PURCHASE PRICE = \$[*] = [^*] * \$[*]$

**LIST OF SUBSIDIARIES**

Power Integrations KK  
 Power Integrations Limited  
 Power Integrations Malaysia SDN. BHD.  
 Power Integrations International Limited  
 Power Integrations Singapore Pte. Limited  
 Power Integrations Netherlands B.V.  
 Power Integrations GmbH  
 Power Integrations Italy S.r.l  
 Power Integrations (Europe) Limited  
 Power Integrations Switzerland GmbH  
 Power Integrations India Private Limited  
 Power Integrations Canada Unlimited Liability Corporation  
 Power Integrations U.K. Limited  
 Cambridge Semiconductor Limited (H.K.)

**Jurisdiction of Incorporation**

Japan  
 Cayman Islands  
 Malaysia  
 Cayman Islands  
 Singapore  
 Netherlands  
 Germany  
 Italy  
 United Kingdom  
 Switzerland  
 India  
 Canada  
 United Kingdom  
 Hong Kong

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in Registration Statement Nos. 333-214240, 333-183126, 333-152455, 333-146025, 333-122370, 333-119015, 333-112135, 333-102676, 333-86270, 333-59564, 333-42194, 333-83083, 333-69871 and 333-56381 on Form S-8 of our reports dated February 8, 2017, relating to the consolidated financial statements and consolidated financial statement schedule of Power Integrations, Inc. and subsidiaries (the “Company”), and the effectiveness of the Company’s internal control over financial reporting, appearing in this Annual Report on Form 10-K of the Company for the year ended December 31, 2016 .

/s/ DELOITTE & TOUCHE LLP

San Jose, California  
February 8, 2017

## CERTIFICATION OF CHIEF EXECUTIVE OFFICER

I, Balu Balakrishnan certify that:

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

Dated: February 8, 2017

By: /s/ BALU BALAKRISHNAN

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Balu Balakrishnan  
Chief Executive Officer

## CERTIFICATION OF CHIEF FINANCIAL OFFICER

I, Sandeep Nayyar, certify that:

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

Dated: February 8, 2017

By: /s/ SANDEEP NAYYAR

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Sandeep Nayyar  
Chief Financial Officer



**CERTIFICATION OF CHIEF EXECUTIVE OFFICER**

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

In connection with the Annual Report of Power Integrations, Inc. (the "Company") on Form 10-K for the year ended December 31, 2016, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Balu Balakrishnan, Chief Executive Officer of the Company, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 ("Section 906"), certify to the best of my knowledge that:

- (1) The Report fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: February 8, 2017

By: /s/ BALU BALAKRISHNAN

Balu Balakrishnan  
Chief Executive Officer

*A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Registrant and will be retained by the Registrant and furnished to the Securities and Exchange Commission or its staff upon request.*

**CERTIFICATION OF CHIEF FINANCIAL OFFICER**

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

In connection with the Annual Report of Power Integrations, Inc. (the "Company") on Form 10-K for the year ended December 31, 2016, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Sandeep Nayyar, Chief Financial Officer of the Company, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 ("Section 906"), certify to the best of my knowledge that:

- (1) The Report fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: February 8, 2017

By: /s/ SANDEEP NAYYAR

Sandeep Nayyar  
Chief Financial Officer

*A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Registrant and will be retained by the Registrant and furnished to the Securities and Exchange Commission or its staff upon request.*