

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 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, 2012 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 001-34218

**COGNEX CORPORATION**

(Exact name of registrant as specified in its charter)

Massachusetts

(State or other jurisdiction of  
incorporation or organization)

04-2713778

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

**One Vision Drive  
Natick, Massachusetts 01760-2059  
(508) 650-3000**

(Address, including zip code, and telephone number,  
including area code, of principal executive offices)

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

Title of Each Class	Name of Exchange on Which Registered
Common Stock, par value \$.002 per share	The NASDAQ Stock Market LLC
Preferred Stock Purchase Rights	The NASDAQ Stock Market LLC

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

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

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 the 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. (Check one):

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

Aggregate market value of voting stock held by non-affiliates of the registrant as of July 1, 2012: \$1,256,813,000  
\$.002 par value common stock outstanding as of January 27, 2013: 43,103,869 shares

DOCUMENTS INCORPORATED BY REFERENCE:

The registrant intends to file a Definitive Proxy Statement pursuant to Regulation 14A within 120 days of the end of the fiscal year ended December 31, 2012. Portions of such Proxy Statement are incorporated by reference in Part III of this report.

**COGNEX CORPORATION**  
**ANNUAL REPORT ON FORM 10-K**  
**FOR THE YEAR ENDED DECEMBER 31, 2012**

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## PART I

This Annual Report on Form 10-K contains forward-looking statements within the meaning of the Federal Securities Laws. Readers can identify these forward-looking statements by our use of the words “expects,” “anticipates,” “estimates,” “believes,” “projects,” “intends,” “plans,” “will,” “may,” “shall,” “could,” “should,” and similar words and other statements of a similar sense. Our future results may differ materially from current results and from those projected in the forward-looking statements as a result of known and unknown risks and uncertainties. Readers should pay particular attention to considerations described in the section captioned “Risk Factors,” appearing in Part I – Item 1A of this Annual Report on Form 10-K. We caution readers not to place undue reliance upon any such forward-looking statements, which speak only as of the date made. We disclaim any obligation to subsequently revise forward-looking statements to reflect the occurrence of anticipated or unanticipated events or circumstances after the date such statements are made.

Unless the context otherwise requires, the words “Cognex®,” the “Company,” “we,” “our,” “us,” and “our company” refer to Cognex Corporation and its consolidated subsidiaries.

### ITEM 1: BUSINESS

#### Corporate Profile

Cognex Corporation was incorporated in Massachusetts in 1981. Our corporate headquarters are located at One Vision Drive, Natick, Massachusetts 01760 and our telephone number is (508) 650-3000.

Cognex is a leading worldwide provider of machine vision products that capture and analyze visual information in order to automate tasks, primarily in manufacturing processes, where vision is required. Machine vision is important for applications in which human vision is inadequate to meet requirements for size, accuracy, or speed, or in instances where substantial cost savings are obtained through the reduction of labor or improved product quality. Today, many types of manufacturing equipment require machine vision because of the increasing demands for speed and accuracy in manufacturing processes, as well as the decreasing size of items being manufactured.

Cognex has two operating divisions: the Modular Vision Systems Division (MVSD), based in Natick, Massachusetts, and the Surface Inspection Systems Division (SISD), based in Hayward, California. MVSD develops, manufactures, and markets modular vision systems and ID products that are used to automate the manufacture and tracking of discrete items, such as cellular phones, aspirin bottles, and automobile wheels, by locating, identifying, inspecting, and measuring them during the manufacturing or distribution process. SISD develops, manufactures, and markets surface inspection vision systems that are used to inspect the surfaces of materials processed in a continuous fashion, such as metal, paper, nonwoven, plastic, and glass, to ensure there are no flaws or defects on the surfaces. Historically, MVSD has been the source of the majority of the Company’s revenue, representing approximately 84% of total revenue in 2012. Financial information about these segments may be found in Note 18 to the Consolidated Financial Statements, appearing in Part II – Item 8 of this Annual Report on Form 10-K.

#### What is Machine Vision?

Since the beginning of the Industrial Revolution, human vision has played an indispensable role in the process of manufacturing products. Human eyes did what no machines could do themselves: locating and positioning work, tracking the flow of parts, and inspecting output for quality and consistency. Today, however, the requirements of many manufacturing processes have surpassed the limits of human eyesight. Manufactured items often are produced too quickly or with tolerances too small to be analyzed by the human eye. In response to manufacturers’ needs, “machine vision” technology emerged, providing manufacturing equipment with the gift of sight. Machine vision systems were first widely embraced by manufacturers of electronic components who needed this technology to produce computer chips with decreasing geometries. However, advances in technology and ease-of-use,

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combined with the decreasing cost of implementing vision applications, have made machine vision available to a broader range of users.

Machine vision products combine cameras with intelligent software to collect images and then answer questions about these images, such as:

<u>Question</u>	<u>Description</u>	<u>Example</u>
<u><b>GUIDANCE</b></u> Where is it?	Determining the exact physical location and orientation of an object.	Determining the position of a printed circuit board so that a robot can automatically be guided to place electronic components.
<u><b>IDENTIFICATION</b></u> What is it?	Identifying an object by analyzing its physical appearance or by reading a serial number or symbol.	Reading a two-dimensional barcode directly marked on an automotive airbag so that it can be tracked and processed correctly through manufacturing.
<u><b>INSPECTION</b></u> How good is it?	Inspecting an object for flaws or defects.	Inspecting the paper that US currency is printed on.
<u><b>GAUGING</b></u> What size is it?	Determining the dimensions of an object.	Determining the diameter of a bearing prior to final assembly.

**Machine Vision Market**

Cognex machine vision is primarily used in the manufacturing sector, where the technology is widely recognized as an important component of automated production and quality assurance. In this sector, Cognex serves three primary markets: factory automation, semiconductor and electronics capital equipment, and surface inspection.

Factory automation customers, who are included in the Company's MVSD segment, purchase Cognex vision products and incorporate them into their manufacturing processes. Virtually every manufacturer can achieve better quality and manufacturing efficiency by using machine vision, and therefore, this market includes a broad base of customers across a variety of industries, including automotive, consumer electronics, food and beverage, health and beauty, pharmaceutical, and medical devices. The factory automation market also includes customers who purchase Cognex vision products for use outside of the assembly process, such as using ID products in logistics automation for package sorting and distribution. Sales to factory automation customers represented approximately 75% of total revenue in 2012, compared to 73% of total revenue in 2011.

Semiconductor and electronics capital equipment manufacturers, who are included in the Company's MVSD segment, purchase Cognex vision products and integrate them into the automation equipment that they manufacture and then sell to their customers to either make semiconductor chips or assemble printed circuit boards. Demand from these capital equipment manufacturers has historically been highly cyclical, with periods of investment followed by downturn. This market, which represented a large portion of our business during the 1990's, changed after the dot-com bubble burst in 2000. Customers shifted away from embedded machine vision systems containing specialized hardware as PC speeds increased. They first migrated to products containing mostly software with significantly less hardware content, and eventually began buying only the software portion of the system from Cognex. Although these software-only products have high gross margins, the average selling price is significantly lower than for a complete vision system. Sales to semiconductor and electronics capital equipment manufacturers represented approximately 9% of total revenue in 2012, compared to 12% of total revenue in 2011.

Surface inspection customers, who comprise the Company's SISD segment, are manufacturers of materials processed in a continuous fashion, such as metal, paper, nonwoven, plastic, and glass. These customers need sophisticated machine vision to detect, classify, and analyze defects on the

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surfaces of those materials as they are being processed at high speeds. Surface inspection sales represented approximately 16% of total revenue in 2012, compared to 15% of total revenue in 2011.

No customer accounted for greater than 10% of total revenue in 2012, 2011, or 2010.

### **Business Strategy**

Our goal is to expand our position as a leading worldwide provider of machine vision products. Sales to customers in the factory automation market represent the largest percentage of our total revenue, and we believe that this market provides the greatest potential for long-term, sustained revenue growth.

In order to grow the factory automation market, we have invested in developing new products and functionality that make vision easier to use and more affordable, and therefore, available to a broader base of customers. This investment includes selective expansion into new industrial and commercial vision applications through internal development, as well as the acquisition of businesses and technologies. We have also invested in building a worldwide sales and support infrastructure in order to access more of the potential market for machine vision. This investment includes opening sales offices in emerging markets, such as China, India, Brazil, and Eastern Europe, where we believe many manufacturers can benefit from incorporating machine vision into their production processes, and developing strategic alliances with other leading providers of factory automation products.

### **Acquisitions and Divestitures**

Our business strategy includes selective expansion into new machine vision applications through the acquisition of businesses and technologies. We plan to continue to seek opportunities to expand our product line, customer base, distribution network, and technical talent through acquisitions in the machine vision industry.

In 2008, we sold all of the assets of our lane departure warning business for \$3 million. We entered this business in 2006 with the acquisition of AssistWare Technology, Inc., a small company that had developed a vision system that could provide a warning to drivers when their vehicle was about to inadvertently cross a lane. For two years after the acquisition date, we invested additional funds to commercialize AssistWare's product and to establish a business developing and selling lane departure warning products for driver assistance. This business was included in the MVSD segment, but was never integrated with the other Cognex businesses. During 2008, we determined that this business did not fit the Cognex business model, primarily because car and truck manufacturers wanted to work exclusively with existing Tier One suppliers and, although these suppliers had expressed interest in Cognex's vision technology, they would require access to, and control of, our proprietary software. Accordingly, we accepted an offer from one of these suppliers and sold the lane departure warning business.

In 2009, we acquired the web monitoring business of Monitoring Technology Corporation (MTC), a manufacturer of products for monitoring industrial equipment and processes, for \$5 million. This business is included in the Company's SISD segment. The acquired SmartAdvisor® Web Monitoring System (WMS) is complementary to Cognex's Smart View® Web Inspection System (WIS). When used together, the WIS automatically identifies and classifies defects and the WMS then provides the customer with the ability to determine the root causes of each of those defects so that they can be quickly eliminated. The combination of WMS and WIS allows SISD to provide a fully-integrated system to its surface inspection customers.

### **Products**

Cognex offers a full range of vision and ID products designed to meet customer needs at different performance and price points. Our products range from low-cost vision sensors that are easily integrated, to PC-based systems for users with more experience or more complex requirements. Our products also have a variety of physical forms, depending upon the user's need. For example, customers can purchase vision software to use with their own camera and processor, or they can purchase a standalone unit that combines camera, processor, and software into a single package.

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### [Vision Software](#)

Vision software provides users with the most flexibility by combining the full general-purpose library of Cognex vision tools with the cameras, frame grabbers, and peripheral equipment of their choice. The vision software runs on the customer's PC, which enables easy integration with PC-based data and controls. Applications based upon Cognex vision software perform a wide range of vision tasks, including part location, identification, measurement, assembly verification, and robotic guidance. Cognex's VisionPro® software offers the power and flexibility of advanced programming with the simplicity of a graphical development environment. VisionPro's extensive suite of patented vision tools enables customers to solve challenging machine vision applications.

### [Vision Systems](#)

Vision systems combine camera, processor, and vision software into a single, rugged package with a simple and flexible user interface for configuring applications. These general-purpose vision systems are designed to be easily programmed to perform a wide range of vision tasks including part location, identification, measurement, assembly verification, and robotic guidance. Cognex offers the In-Sight® product line of vision systems in a wide range of models to meet various price and performance requirements.

### [Vision Sensors](#)

Unlike general-purpose vision systems that can be programmed to perform a wide variety of vision tasks, vision sensors are designed to deliver very simple, low-cost, reliable solutions for a limited number of common vision applications such as checking the presence and size of parts. Cognex offers the Checker® product line of vision sensors that perform a variety of single-purpose vision tasks.

### [ID Products](#)

ID products quickly and reliably read codes (e.g., one-dimensional barcodes or two-dimensional data matrix codes) that have been applied or directly marked on discrete items during the manufacturing process. Manufacturers of goods ranging from automotive parts, pharmaceutical items, aircraft components, and medical devices are increasingly using direct part mark (DPM) identification to ensure that the appropriate manufacturing processes are performed in the correct sequence and on the right parts. In addition, DPM is used to track parts from the beginning of their life to the end, and is also used in supply chain management and repair.

Cognex also offers applications in the automatic identification market outside of the manufacturing sector, such as using ID products in logistics automation for package sorting and distribution. As shipping volumes grow, more distribution centers are choosing to upgrade their traditional laser-based scanners to image-based barcode readers, which will cost-effectively increase package sorter efficiency and throughput by improving read rates. Cognex offers the DataMan® product line of ID readers that includes both hand-held and fixed-mount models.

### [Surface Inspection Systems](#)

Surface inspection systems detect, identify, track, and report visual defects in any continuous material or process, such as metal, paper, nonwoven, plastic, and glass. The Smart View® Web Inspection System is targeted at high-speed applications that require extremely accurate surface defect detection and identification. The SmartAdvisor® Web Monitoring System is a process monitoring system that is used to track defects to their source and determine the root cause. These systems can be delivered as standalone or integrated solutions.

### **Research, Development, and Engineering**

Cognex engages in research, development, and engineering (RD&E) to enhance our existing products and to develop new products and functionality to meet market opportunities. In addition to internal

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research and development efforts, we intend to continue our strategy of gaining access to new technology through strategic relationships and acquisitions where appropriate.

As of December 31, 2012, Cognex employed 234 professionals in RD&E, many of whom are software developers. Cognex's RD&E expenses totaled \$41,549,000 in 2012, \$40,946,000 in 2011, and \$33,080,000 in 2010, or approximately 13%, 13%, and 11% of revenue, respectively. We believe that a continued commitment to RD&E activities is essential in order to maintain or achieve product leadership with our existing products and to provide innovative new product offerings. In addition, we consider our ability to accelerate time-to-market for new products to be critical to our revenue growth. Therefore, we expect to continue to make significant RD&E investments in the future. At any point in time, we have numerous research and development projects underway. Although we target our RD&E spending to be between 10% and 15% of total revenue, this percentage is impacted by revenue levels.

### **Manufacturing and Order Fulfillment**

Cognex's MVSD products are manufactured utilizing a turnkey operation whereby the majority of component procurement, system assembly, and initial testing are performed by third-party contract manufacturers. Cognex's primary contract manufacturers are located in Ireland and Southeast Asia. The contract manufacturers use specified components and assembly/test documentation created and controlled by Cognex. Certain components are presently available only from a single source. After the completion of initial testing, a fully-assembled product from the contract manufacturer is routed to our facility in Cork, Ireland or Natick, Massachusetts, USA, where trained Cognex personnel load the software onto the product and perform quality control procedures. Finished product for customers in the Americas is then shipped from our Natick, Massachusetts facility, while finished product for customers in Europe and Southeast Asia is shipped from our Cork, Ireland facility. Our distribution center in Koriyama, Japan purchases finished product from the Cork, Ireland facility and then ships this product to customers in Japan when orders are received.

Cognex's SISD products are manufactured and shipped from its Hayward, California facility. The manufacturing process at the Hayward facility consists of component procurement, system assembly, software loading, quality control, and shipment of product to customers worldwide.

### **Sales Channels and Support Services**

Cognex sells its MVSD products through a worldwide direct sales force that focuses on the development of strategic accounts that generate or are expected to generate significant sales volume, as well as through a global network of integration and distribution partners. Our integration partners are experts in vision and complementary technologies that can provide turnkey solutions for complex automation projects using vision, and our distribution partners provide sales and local support to help Cognex reach the many prospects for our products in factories around the world.

Cognex's SISD products are primarily sold through a worldwide direct sales force since there are fewer customers in a more concentrated group of industries.

As of December 31, 2012, Cognex's sales force consisted of 361 professionals, and our partner network consisted of approximately 175 active integrators and 288 authorized distributors. Sales engineers call directly on targeted accounts and manage the activities of our partners within their territories in order to implement the most advantageous sales model for our products. The majority of our sales force holds engineering or science degrees. Cognex has sales and support personnel located throughout the Americas, Japan, Europe, and Southeast Asia. In recent years, the Company has expanded its sales force in emerging markets, such as China and India (which the Company currently includes in its Southeast Asia region), Brazil (which the Company currently includes in its Americas region), and Eastern Europe, where we believe many manufacturers can benefit from incorporating machine vision into their production processes. In 2010, the Company established a Wholly Foreign Owned Enterprise (WFOE) in Shanghai, China and we began to sell to our Chinese customers through this new entity in 2011. The WFOE is able to accept payment from Chinese customers in Yuan, also known as Renminbi, which we believe will allow us to reach more of the potential market for machine vision throughout Mainland China.

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During 2008, Cognex announced a partnership with Mitsubishi Electric Corporation, a leading worldwide provider of factory automation products (i.e., programmable controllers, motion controls, and industrial robots) based in Japan. Cognex and Mitsubishi have and will continue to jointly develop and market Cognex vision products to Mitsubishi's factory automation customers. The products resulting from this collaboration have improved connectivity with Mitsubishi factory automation products and enabled customers to deploy systems more quickly. Cognex expects this partnership to increase its market presence on the factory floor, first in Japan and eventually in other fast-growing markets throughout Asia.

Sales to customers based outside of the United States represented approximately 69% of total revenue in 2012, compared to approximately 70% of total revenue in 2011. In 2012, approximately 31% of our total revenue came from customers based in Europe, 13% from customers based in Japan, and 25% from customers based in other regions outside the United States. Sales to customers based in Europe are predominantly denominated in Euros, sales to customers based in Japan are predominantly denominated in Yen, and sales to customers based in other regions are denominated in U.S. Dollars and Chinese Yuan for sales within Mainland China. Financial information about geographic areas may be found in Note 18 to the Consolidated Financial Statements, appearing in Part II – Item 8 of this Annual Report on Form 10-K.

Cognex's MVSD service offerings include maintenance and support, training, and consulting services. Maintenance and support programs include hardware support programs that entitle customers to have failed products repaired, as well as software support programs that provide customers with application support and software updates on the latest software releases. Training services include a variety of product courses that are available at Cognex's offices worldwide, at customer facilities, and on computer-based tutorials, video, and the internet. Cognex provides consulting services that range from a specific area of functionality to a completely integrated machine vision application.

Cognex's SISD service offerings include maintenance and support and training services similar to those provided by MVSD, as well as installation services. The installation services group supervises the physical installation of the hardware at the customer location, configures the software application to detect the customer's defects, validates that the entire integrated system with the peripheral components is functioning according to the specifications, and performs operator training.

### **Intellectual Property**

We rely on the technical expertise, creativity, and knowledge of our personnel, and therefore, we utilize patent, trademark, copyright, and trade secret protection to maintain our competitive position and protect our proprietary rights in our products and technology. While our intellectual property rights are important to our success, we believe that our business as a whole is not materially dependent on any particular patent, trademark, copyright, or other intellectual property right.

As of December 31, 2012, Cognex had been granted, or owned by assignment, 343 patents issued worldwide and had another 238 patent applications pending worldwide. Cognex has used, registered, or applied to register a number of trademark registrations in the United States and in other countries. Cognex's trademark and servicemark portfolio includes various registered marks, including, among others, Cognex®, VisionPro®, In-Sight®, Checker®, DataMan®, Smart View®, and SmartAdvisor®, as well as many common-law marks.

### **Compliance with Environmental Provisions**

Cognex's capital expenditures, earnings, and competitive position are not materially affected by compliance with federal, state, and local environmental provisions which have been enacted or adopted to regulate the distribution of materials into the environment.

### **Competition**

The machine vision market is fragmented and Cognex's competitors are typically other vendors of machine vision systems, controllers, and components; manufacturers of image processing systems, sensors, and components; and system integrators. In addition, in the semiconductor and electronics



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capital equipment market, and with respect to machine builders in the factory automation market, Cognex competes with the internal engineering departments of current or prospective customers. In the identification and logistics market, Cognex competes with manufacturers of automatic identification systems. Any of these competitors may have greater financial and other resources than Cognex. Although we consider Cognex to be one of the leading machine vision companies in the world, reliable estimates of the machine vision market and the number of competitors are not available.

Cognex's ability to compete depends upon our ability to design, manufacture, and sell high-quality products, as well as our ability to develop new products and functionality that meet evolving customer requirements. The primary competitive factors affecting the choice of a machine vision or ID system include vendor reputation, product functionality and performance, ease of use, price, and post-sales support. The importance of each of these factors varies depending upon the specific customer's needs.

### **Backlog**

As of December 31, 2012, backlog, which includes deferred revenue, totaled \$43,720,000, compared to \$45,861,000 as of December 31, 2011. Backlog reflects customer purchase orders for products scheduled for shipment primarily within 60 days at MVSD and six months at SISD. Although MVSD accepts orders from customers with requested shipment dates that are within 60 days, orders typically ship within one week of order placement. The level of backlog at any particular date is not necessarily indicative of future revenue. Delivery schedules may be extended and orders may be canceled at any time subject to certain cancellation penalties.

### **Employees**

As of December 31, 2012, Cognex employed 984 persons, including 499 in sales, marketing, and service activities; 234 in research, development, and engineering; 112 in manufacturing and quality assurance; and 139 in information technology, finance, and administration. Of the Company's 984 employees, 495 are based outside of the United States. None of our employees are represented by a labor union and we have experienced no work stoppages. We believe that our employee relations are good.

### **Available Information**

Cognex maintains a website on the World Wide Web at [www.cognex.com](http://www.cognex.com). We make available, free of charge, on our website in the "Company" section under the caption "Investor Information" followed by "Financial Information" and then "SEC Filings," our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, and Current Reports on Form 8-K, including exhibits, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, as soon as reasonably practicable after such reports are electronically filed with, or furnished to, the SEC. Cognex's reports filed with, or furnished to, the SEC are also available at the SEC's website at [www.sec.gov](http://www.sec.gov). Information contained on our website is not a part of, or incorporated by reference into, this Annual Report on Form 10-K.

### **ITEM 1A: RISK FACTORS**

The risks and uncertainties described below are not the only ones that we face. Additional risks and uncertainties that we are unaware of, or that we currently deem immaterial, also may become important factors that affect our company in the future. If any of these risks were to occur, our business, financial condition, or results of operations could be materially and adversely affected. This section includes or refers to certain forward-looking statements. We refer you to the explanation of the qualifications and limitations on such forward-looking statements, appearing in Part II – Item 7 of this Annual Report on Form 10-K.

#### **Current and future conditions in the global economy may negatively impact our operating results.**

Our revenue is dependent upon the capital spending trends of manufacturers in a number of industries, including, among others, the semiconductor, electronics, automotive, metals, and paper industries.

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These spending levels are, in turn, impacted by global economic conditions, as well as industry-specific economic conditions.

In 2009, the credit market crisis and slowing global economies resulted in significantly lower demand for our products, as many of our customers experienced deterioration in their businesses, cash flow issues, difficulty obtaining financing, and declining business confidence. Although order levels have increased since this time, global economic conditions are still unsettled, resulting in a challenging environment to achieve our targeted rate of revenue growth. If global economic conditions remain unsettled or were to deteriorate, our revenue and our ability to generate quarterly operating profits could be materially adversely affected.

As a result, our business is subject to the following risks, among others:

- our customers may not have sufficient cash flow or access to financing to purchase our products,
- our customers may not pay us within agreed upon terms or may default on their payments altogether,
- our vendors may be unable to fulfill their delivery obligations to us in a timely manner,
- lower demand for our products may result in charges for excess and obsolete inventory if we are unable to sell inventory that is either already on hand or committed to purchase,
- lower cash flows may result in impairment charges for acquired intangible assets or goodwill,
- a decline in the fair value of our limited partnership interest in a venture capital fund, which is invested primarily in young and emerging companies, may result in an impairment charge,
- a decline in our stock price may make stock options a less attractive form of compensation and a less effective form of retention for our employees, and
- the trading price of our common stock may be volatile.

As of December 31, 2012, the Company had approximately \$385 million in cash, cash equivalents, debt securities, or equity securities that could be converted into cash. In addition, Cognex has no long-term debt and we do not anticipate needing debt financing in the near future. We believe that our strong cash position puts us in a relatively good position to weather another economic downturn. Nevertheless, our operating results have been materially adversely affected in the past, and could be materially adversely affected in the future, as a result of unfavorable economic conditions and reduced capital spending by manufacturers worldwide.

### **Downturns in the semiconductor and electronics capital equipment market may adversely affect our business.**

In 2012, approximately 9% of our revenue was derived from semiconductor and electronics capital equipment manufacturers. This concentration was as high as 61% in 2000 during its revenue peak. The semiconductor and electronics industries are highly cyclical and have historically experienced periodic downturns, which have often had a severe effect on demand for production equipment that incorporates our products. While we have been successful in diversifying our business beyond OEM customers who serve the semiconductor and electronics industries, our business is still impacted by capital expenditures in these industries, which, in turn, are dependent upon the market demand for products containing computer chips. As a result, our operating results in the foreseeable future could be significantly and adversely affected by declining sales in either of these industries. Furthermore, the competitive landscape in this market has changed in recent years, with price and the flexibility of purchasing hardware from other vendors becoming more important factors in the purchasing decisions of these manufacturers. In response to this market change, we have introduced software-only products. Although these products have high gross margins, the average selling price of these offerings is significantly lower than for a complete vision system, and therefore, we expect this trend to have a negative impact on our revenue in this market. In addition, a decline in sales in the semiconductor and electronics capital equipment market, where many of these software-only products are sold, may also have a negative impact on our MVSD gross margins.

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**A downturn in the automotive industry may adversely affect our business.**

As we have diversified away from the semiconductor and electronics capital equipment market over the past several years, we have expanded into other industries that comprise the broad factory automation market. In 2012, the largest industry that we served in factory automation was the automotive industry. Our revenue from this industry is spread across a variety of customers and regions. Our business is impacted by the level of capital spending in the automotive industry. As a result, our operating results could be materially and adversely affected by declining sales in this industry.

**Our inability to penetrate new markets outside of the manufacturing sector may impede our revenue growth.**

We are pursuing applications in the automatic identification market outside of the manufacturing sector, such as using ID products in logistics automation for package sorting and distribution. As shipping volumes grow, more distribution centers are choosing to upgrade their traditional laser-based scanners to image-based barcode readers, which will cost-effectively increase package sorter efficiency and throughput by improving read rates. Cognex has introduced image-based barcode readers in order to penetrate the ID logistics market and grow our ID Products business beyond the traditional manufacturing sector that we currently serve. Our growth plan is dependent upon successfully penetrating the ID logistics market and we are making significant investments in this area. Therefore, our failure to generate revenue in this new market may have a materially adverse impact on our revenue growth and operating profits.

**Economic, political, and other risks associated with international sales and operations could adversely affect our business and operating results.**

In 2012, approximately 69% of our revenue was derived from customers located outside of the United States. We anticipate that international sales will continue to account for a significant portion of our revenue. In addition, certain of our products are assembled by third-party contract manufacturers in Ireland and Southeast Asia. We intend to continue to expand our sales and operations outside of the United States and expand our presence in international emerging markets, such as our expansion into China, India, Brazil, and Eastern Europe. In 2010, we established a Wholly Foreign Owned Enterprise (WFOE) in Shanghai, China and we began to sell to our Chinese customers through this new entity in 2011. This new entity has required and will continue to require significant management attention and financial resources. As a result, our business is subject to the risks inherent in international sales and operations, including, among other things:

- various regulatory and statutory requirements,
- difficulties in injecting and repatriating cash,
- export and import restrictions,
- transportation delays,
- employment regulations and local labor conditions,
- difficulties in staffing and managing foreign sales operations,
- instability in economic or political conditions,
- difficulties protecting intellectual property,
- business systems connectivity issues, and
- potentially adverse tax consequences.

Any of these factors could have a material adverse effect on our operating results.

**Fluctuations in foreign currency exchange rates and the use of derivative instruments to hedge these exposures could adversely affect our reported results, liquidity, and competitive position.**

We face exposure to foreign currency exchange rate fluctuations, as a significant portion of our revenues, expenses, assets, and liabilities are denominated in currencies other than the functional currencies of our subsidiaries or the reporting currency of our company, which is the U.S. Dollar. In certain instances, we utilize forward contracts to hedge against foreign currency fluctuations. These

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contracts are used to minimize foreign currency gains or losses, as the gains or losses on the derivative are intended to offset the losses or gains on the underlying exposure. We do not engage in foreign currency speculation.

The success of our foreign currency risk management program depends upon forecasts of transaction activity denominated in various currencies. To the extent that these forecasts are overstated or understated during periods of currency volatility, we could experience unanticipated foreign currency gains or losses that could have a material impact on our results of operations. Furthermore, our failure to identify new exposures and hedge them in an effective manner may result in material foreign currency gains or losses.

A significant portion of our revenues and expenses are denominated in the Euro and the Japanese Yen. Our predominant currency of sale is the U.S. Dollar in the Americas, the Euro in Europe, the Yen in Japan, and the U.S. Dollar and Chinese Yuan in Southeast Asia. We estimate that approximately 50% of our sales in 2012 were invoiced in currencies other than the U.S. Dollar, and we expect sales denominated in foreign currencies to continue to represent a significant portion of our total revenue. While we also have expenses denominated in these same foreign currencies, the impact on revenues has historically been, and is expected to continue to be, greater than the offsetting impact on expenses. Therefore, in times when the U.S. Dollar strengthens in relation to these foreign currencies, we would expect to report a net decrease in operating income. Conversely, in times when the U.S. Dollar weakens in relation to these foreign currencies, we would expect to report a net increase in operating income. Thus, changes in the relative strength of the U.S. Dollar may have a material impact on our operating results.

### **The loss of a large customer could have an adverse effect on our business.**

In 2012, our top five customers accounted for approximately 7% of total revenue. Our expansion into the factory automation marketplace has reduced our reliance upon the revenue from any one customer. Nevertheless, the loss of, or significant curtailment of purchases by, any one or more of our larger customers could have a material adverse effect on our operating results.

### **Our business could suffer if we lose the services of, or fail to attract, key personnel.**

We are highly dependent upon the management and leadership of Robert J. Shillman, our Chairman of the Board of Directors and Chief Culture Officer, and Robert J. Willett, our President and Chief Executive Officer, as well as other members of our senior management team. Although we have many experienced and qualified senior managers, the loss of key personnel could have a material adverse effect on our company. Our continued growth and success also depends upon our ability to attract and retain skilled employees and on the ability of our officers and key employees to effectively manage the growth of our business through the implementation of appropriate management information systems and internal controls.

We have historically used stock options as a key component of our employee compensation program in order to align employee interests with the interests of our shareholders, provide competitive compensation and benefits packages, and encourage employee retention. We are limited as to the number of options that we may grant under our stock option plans. Accordingly, we may find it difficult to attract, retain, and motivate employees, and any such difficulties could materially adversely affect our business.

### **The failure of a key supplier to deliver quality product in a timely manner or our inability to obtain components for our products could adversely affect our operating results.**

A significant portion of our MVSD product is manufactured by two third-party contractors. These contractors have agreed to provide Cognex with termination notification periods and last-time-buy rights, if and when that may be applicable. We rely upon these contractors to provide quality product and meet delivery schedules. We engage in extensive product quality programs and processes, including actively monitoring the performance of our third-party manufacturers; however, we may not detect all product quality issues through these programs and processes.

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Certain key electronic components that are purchased from strategic suppliers, such as processors or imagers, are fundamental to the design of Cognex products. A disruption in the supply of these key components, such as a last-time-buy announcement, natural disaster, financial bankruptcy, or other event, may require us to purchase a significant amount of inventory at unfavorable prices resulting in lower gross margins and higher risk of carrying excess or obsolete inventory. If we are unable to secure adequate supply from alternative sources, we may have to redesign our products, which may lead to a delay in manufacturing and a possible loss of sales. Although we are taking certain actions to mitigate supply risk, an interruption in, termination of, or material change in the purchase terms of any key components could have a material adverse effect on our operating results.

We manage our inventory levels to meet increases in customer demand, while at the same time minimizing inventory obsolescence exposure. Many of our vendors reduced their inventory levels and manufacturing capacity during the economic downturn that began in late 2008. As a result, if customer demand increases beyond the levels we are forecasting, our vendors may have difficulty meeting our accelerated delivery schedules due to their reduced manufacturing capacities. We may therefore be unable to take delivery of an adequate supply of components and turnkey systems from our vendors in order to meet an increase in demand from our customers. These supply issues could impact our ability to ship product to customers, and therefore, to recognize revenue, which could have a material adverse effect on our operating results.

### **Our failure to effectively manage product transitions or accurately forecast customer demand could result in excess or obsolete inventory and resulting charges.**

Because the market for our products is characterized by rapid technological advances, we frequently introduce new products with improved ease-of-use, improved hardware performance, additional software features and functionality, or lower cost that may replace existing products. Among the risks associated with the introduction of new products are difficulty predicting customer demand and effectively managing inventory levels to ensure adequate supply of the new product and avoid excess supply of the legacy product. In addition, we may strategically enter into non-cancelable commitments with vendors to purchase materials for our products in advance of demand in order to take advantage of favorable pricing or address concerns about the availability of future supplies or long lead times. Our failure to effectively manage product transitions or accurately forecast customer demand, in terms of both volume and configuration, has led to, and may again in the future lead to, an increased risk of excess or obsolete inventory and resulting charges.

### **Our products may contain design or manufacturing defects, which could result in reduced demand, significant delays, or substantial costs.**

If flaws in either the design or manufacture of our products were to occur, we could experience a rate of failure in our products that could result in significant delays in shipment and material repair or replacement costs. While we engage in extensive product quality programs and processes, including actively monitoring and evaluating the quality of our component suppliers and contract manufacturers, these actions may not be sufficient to avoid a product failure rate that results in:

- substantial delays in shipment,
- significant repair or replacement costs, or
- potential damage to our reputation.

Any of these results could have a material adverse effect on our operating results.

### **Our failure to introduce new products in a successful and timely manner could result in the loss of our market share and a decrease in our revenues and profits.**

The market for our products is characterized by rapidly changing technology. Accordingly, we believe that our future success will depend upon our ability to accelerate time-to-market for new products with improved functionality, ease-of-use, performance, or price. There can be no assurance that we will be able to introduce new products in accordance with scheduled release dates or that new products will

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achieve market acceptance. Our ability to keep pace with the rapid rate of technological change in the high-technology marketplace could have a material adverse effect on our operating results.

Product development is often a complex, time-consuming, and costly process involving significant investment in research and development with no assurance of return on investment. Our strong balance sheet allows us to continue to make significant investments in research, development, and marketing for new products and technologies. Research is by its nature speculative and the ultimate commercial success of a product depends upon various factors, many of which are not in our control. We may not achieve significant revenue from new product investments for a number of years, if at all. Moreover, new products may not generate the operating margins that we have experienced historically.

### **Our failure to properly manage the distribution of our products and services could result in the loss of revenues and profits.**

We utilize a direct sales force, as well as a network of integration and distribution partners, to sell our products and services. Successfully managing the interaction of our direct and indirect sales channels to reach various potential customers for our products and services is a complex process. In addition, our reliance upon indirect selling methods may reduce visibility to demand and pricing issues. Cognex expects that its partnership with Mitsubishi Electric Corporation will enable us to grow our factory automation revenue in Japan, as we utilize Mitsubishi's existing distribution network to reach more factory automation customers in this region. Each sales channel has distinct risks and costs, and therefore, our failure to implement the most advantageous balance in the sales model for our products and services could adversely affect our revenue and profitability.

### **If we fail to successfully protect our intellectual property, our competitive position and operating results could suffer.**

We rely on our proprietary software technology and hardware designs, as well as the technical expertise, creativity, and knowledge of our personnel to maintain our position as a leading provider of machine vision products. Software piracy and reverse engineering, specifically from companies in Russia and Asia, may result in counterfeit products that are misrepresented in the market as Cognex products. Although we use a variety of methods to protect our intellectual property, we rely most heavily on patent, trademark, copyright, and trade secret protection, as well as non-disclosure agreements with customers, suppliers, employees, and consultants. We also attempt to protect our intellectual property by restricting access to our proprietary information by a combination of technical and internal security measures. These measures, however, may not be adequate to:

- protect our proprietary technology,
- protect our patents from challenge, invalidation, or circumvention, or
- ensure that our intellectual property will provide us with competitive advantages.

Any of these adverse circumstances could have a material adverse effect on our operating results.

### **Our company may be subject to time-consuming and costly litigation.**

From time to time, we may be subject to various claims and lawsuits by competitors, customers, or other parties arising in the ordinary course of business, including lawsuits charging patent infringement. We are currently a party to actions that are fully described in the section captioned "Legal Proceedings," appearing in Part I – Item 3 of this Annual Report on Form 10-K. These matters can be time-consuming, divert management's attention and resources, and cause us to incur significant expenses. Furthermore, the results of any of these actions may have a material adverse effect on our operating results.

### **Increased competition may result in decreased demand or prices for our products and services.**

The machine vision market is fragmented and Cognex's competitors are typically other vendors of machine vision systems, controllers, and components; manufacturers of image processing systems,

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sensors, and components; and system integrators. Any of these competitors may have greater financial and other resources than we do. Ease-of-use and product price are significant competitive factors in the factory automation marketplace. We may not be able to compete successfully in the future and our investments in research and development, sales and marketing, and support activities may be insufficient to enable us to maintain our competitive advantage. In addition, competitive pressures could lead to price erosion that could have a material adverse effect on our gross margins and operating results. We refer you to the section captioned "Competition," appearing in Part I – Item 1 of this Annual Report on Form 10-K for further information regarding the competition that we face.

### **Implementation of our acquisition strategy may not be successful, which could affect our ability to increase our revenue or profitability and result in the impairment of acquired intangible assets.**

We have in the past acquired, and will in the future consider the acquisition of, businesses and technologies in the machine vision industry. Our business may be negatively impacted by risks related to those acquisitions. These risks include, among others:

- the inability to find or close attractive acquisition opportunities,
- the diversion of management's attention from other operational matters,
- the inability to realize expected synergies resulting from the acquisition,
- the failure to retain key customers or employees, and
- the impairment of acquired intangible assets resulting from lower-than-expected cash flows from the acquired assets.

Acquisitions are inherently risky and the inability to effectively manage these risks could have a material adverse effect on our operating results.

### **We are at risk for impairment charges with respect to our investments or for acquired intangible assets or goodwill, which could have a material adverse effect on our results of operations.**

As of December 31, 2012, we had \$343 million of investments, of which \$337 million consisted of debt securities, \$2 million consisted of equity securities, and \$4 million consisted of a limited partnership interest in a venture capital fund.

The debt securities are all denominated in U.S. Dollars and the majority of these securities are debt of U.S. companies. These debt securities are reported at fair value, with unrealized gains and losses, net of tax, recorded in shareholders' equity as other comprehensive income (loss) since these securities are designated as available-for-sale securities. As of December 31, 2012, our portfolio of debt securities had a net unrealized gain of \$683,000. Included in this net gain, however, were gross unrealized losses totaling \$321,000, which were in a loss position for less than twelve months. As of December 31, 2012, these unrealized losses were determined to be temporary. However, if conditions change and future unrealized losses were determined to be other-than-temporary, we would be required to record an impairment charge.

The limited partnership interest is accounted for using the cost method because our investment is less than 5% of the partnership and we have no influence over the partnership's operating and financing policies. Furthermore, this investment does not have a readily determinable market value, and therefore, does not qualify for fair value accounting. As of December 31, 2012, the carrying value of this investment was \$3,740,000 compared to an estimated fair value of \$6,932,000. The limited partnership's investments consist of young and emerging companies. The worldwide economic slowdown and credit market crisis that began in late 2008 made the environment for these startups much less forgiving. As a result, it is possible that some of the younger companies in the portfolio that require capital investments to fund their current operations may not be as well prepared to survive economic uncertainty as would a more mature company. These factors could impact the fair value of the companies in the partnership's portfolio.

Management monitors the carrying value of its investments in debt securities and a limited partnership interest compared to their fair value to determine whether an other-than-temporary impairment has

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occurred. In considering whether a decline in fair value is other-than-temporary, we consider many factors, both qualitative and quantitative. In its evaluation of its debt securities, management considers the type of security, the credit rating of the security, the length of time the security has been in a loss position, the size of the loss position, our ability and intent to hold the security to expected recovery of value, and other meaningful information. In its evaluation of its limited partnership interest, management considers the duration and extent of the decline, the length of our commitment to the investment, general economic conditions, and specific communications with the General Partner. If a decline in fair value is determined to be other-than-temporary, an impairment charge would be recorded in current operations to reduce the carrying value of the investment to its fair value. Should the fair value of investments decline in future periods below their carrying value, management will need to determine whether this decline is other-than-temporary and future impairment charges may be required.

As of December 31, 2012, we had \$15 million in acquired intangible assets, of which \$13 million represented acquired distribution networks. These assets are susceptible to changes in fair value due to a decrease in the historical or projected cash flows from the use of the asset, which may be negatively impacted by economic trends. A decline in the cash flows generated by these assets, such as the revenue we are able to generate through our distribution network, may result in future impairment charges.

As of December 31, 2012, we had \$82 million in acquired goodwill, \$78 million of which is assigned to our Modular Vision Systems Division and \$4 million of which is assigned to our Surface Inspection Systems Division. The fair value of goodwill is susceptible to changes in the fair value of the reporting segments in which the goodwill resides, and therefore, a decline in our market capitalization or cash flows relative to the net book value of our segments may result in future impairment charges.

If we determine that any of these investments, acquired intangible assets, or goodwill is impaired, we would be required to take a related charge to earnings that could have a material adverse effect on our results of operations.

**We may have additional tax liabilities, which could adversely affect our operating results and financial condition.**

We are subject to income taxes in the United States, as well as numerous foreign jurisdictions. Significant judgment is required in determining our worldwide provision for income taxes. In the ordinary course of business, there are many transactions and calculations where the ultimate tax determination is uncertain. We are regularly under audit by tax authorities. Although we believe our tax positions are reasonable, the final determination of tax audits and any related litigation could be materially different than that which is reflected in our financial statements and could have a material adverse effect on our income tax provision, net income, or cash flows in the period in which the determination is made.

**Information security breaches or business system disruptions may adversely affect our business.**

We rely on our information technology infrastructure and management information systems to effectively run our business. We may be subject to information security breaches caused by illegal hacking, computer viruses, or acts of vandalism or terrorism. Our security measures or those of our third-party service providers may not detect or prevent such breaches. Any such compromise to our information security could result in an interruption in our operations, the unauthorized publication of our confidential business or proprietary information, the unauthorized release of customer, vendor, or employee data, the violation of privacy or other laws, and the exposure to litigation, any of which could harm our business and operating results. Any disruption occurring with our management information systems may cause significant business disruption, including our ability to provide quotes, process orders, ship products, invoice customers, process payments, and otherwise run our business. Any disruption occurring with these systems may have a material adverse effect on our operating results.

**ITEM 1B: UNRESOLVED STAFF COMMENTS**

There are no unresolved SEC staff comments as of the date of this report.



**ITEM 2: PROPERTIES**

In 1994, Cognex purchased and renovated a 100,000 square-foot building located in Natick, Massachusetts that serves as our corporate headquarters. In 1997, Cognex completed construction of a 50,000 square-foot addition to this building. In 2009, the Company renovated space in this building to establish a distribution center for its customers in the Americas.

In 1995, Cognex purchased an 83,000 square-foot office building adjacent to our corporate headquarters. This building is currently occupied by tenants who have lease agreements that expire at various dates through 2017. Cognex also uses a portion of this space for storage, product demonstrations, and Company events. A portion of this space is currently unoccupied.

In 1997, Cognex purchased a three and one-half acre parcel of land adjacent to our corporate headquarters. This land is being held for future expansion.

In 2007, Cognex purchased a 19,000 square-foot building adjacent to our corporate headquarters. This building is currently occupied by tenants who have lease agreements that expire at various dates through 2017. A portion of this space is currently unoccupied.

Cognex conducts certain of its operations in leased facilities. These lease agreements expire at various dates through 2021. Certain of these leases contain renewal options, retirement obligations, escalation clauses, rent holidays, and leasehold improvement incentives.

**ITEM 3: LEGAL PROCEEDINGS**

In May 2008, the Company filed a complaint against MvTec Software GmbH, MvTec LLC, and Fuji America Corporation in the United States District Court for the District of Massachusetts alleging infringement of certain patents owned by the Company. In April 2009 and again in June 2009, Defendant MvTec Software GmbH filed re-examination requests of the patents-at-issue with the United States Patent and Trademark Office. This matter is ongoing.

In May 2009, the Company pre-filed a complaint with the United States International Trade Commission (ITC) pursuant to Section 337 of the Tariff Act of 1930, as amended, 19 U.S.C. §1337, against MvTec Software GmbH, MvTec LLC, Fuji America, and several other respondents alleging unfair methods of competition and unfair acts in the unlawful importation into the United States, sale for importation, or sale within the United States after importation. By this filing, the Company requested the ITC to investigate the Company's contention that certain machine vision software, machine vision systems, and products containing the same infringe, and respondents directly infringe and/or actively induce and/or contribute to the infringement in the United States, of one or more of the Company's U.S. patents. In July 2009, the ITC issued an order that it would institute an investigation based upon the Company's assertions. In September 2009, the Company reached a settlement with two of the respondents, and in December 2009, the Company reached a settlement with five additional respondents. In March 2010, the Company reached a settlement with respondent Fuji Machine Manufacturing Co., Ltd. and its subsidiary Fuji America Corporation. These settlements did not have a material impact on the Company's financial results. An ITC hearing was held in May 2010. In July 2010, the Administrative Law Judge issued an initial determination finding two of the Company's patents invalid and that respondents did not infringe the patents-at-issue. In September 2010, the ITC issued a notice that it would review the initial determination of the Administrative Law Judge. The ITC issued its Final Determination in November 2010 in which it determined to modify-in-part and affirm-in-part the Administrative Law Judge's determination, and terminate the investigation with a finding of no violation of Section 337 of the Tariff Act of 1930 (as amended 19 U.S.C. §1337). The Company has filed an appeal of the decision with the United States Court of Appeals for the Federal Circuit. An oral hearing before the United States Court of Appeals occurred in February 2012. This matter is ongoing.

The Company cannot predict the outcome of the above-referenced pending matters and an adverse resolution of these lawsuits could have a material adverse effect on the Company's financial position, liquidity, results of operations, and/or indemnification obligations. In addition, various other claims and legal proceedings generally incidental to the normal course of business are pending or threatened on

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behalf of or against the Company. While we cannot predict the outcome of these incidental matters, we believe that any liability arising from them will not have a material adverse effect on our financial position, liquidity, or results of operations.

**ITEM 4: MINE SAFETY DISCLOSURES**

Not applicable.

**ITEM 4A: EXECUTIVE OFFICERS OF THE REGISTRANT**

The following table sets forth the names, ages, and titles of Cognex's executive officers as of December 31, 2012:

<b>Name</b>	<b>Age</b>	<b>Title</b>
Robert J. Shillman	66	Chairman of the Board of Directors and Chief Culture Officer
Robert J. Willett	45	President and Chief Executive Officer
Richard A. Morin	63	Executive Vice President of Finance and Administration and Chief Financial Officer

Executive officers are elected annually by the Board of Directors. There are no family relationships among the directors and executive officers of the Company.

Dr. Shillman and Mr. Morin have been employed by Cognex for no less than the past five years.

Mr. Willett joined the Company in June 2008 as President of the Modular Vision Systems Division (MVSD). In early 2010, Mr. Willett was promoted to President and Chief Operating Officer. In March 2011, upon recommendation from Dr. Shillman, the Board of Directors elected Mr. Willett as Chief Executive Officer of the Company. Dr. Shillman previously held this role. Mr. Willett came to Cognex from Danaher Corporation, a diversified manufacturer of industrial controls and technologies, where he served as Vice President of Business Development and Innovation for the Product Identification Business Group. Prior to that, Mr. Willett was President of Videojet Technologies, a leader in coding and marking products, which is a subsidiary of Danaher. Mr. Willett also served as Chief Executive Officer of Willett International Ltd., a privately-owned coding and marking company which was sold to Danaher in 2003 and merged with Videojet. He holds a Bachelor of Arts degree from Brown University and a Masters in Business Administration from Yale University.

**PART II**

**ITEM 5: MARKET FOR REGISTRANT’S COMMON EQUITY, RELATED STOCKHOLDER MATTERS, AND ISSUER PURCHASES OF EQUITY SECURITIES**

The Company’s common stock is traded on The NASDAQ Stock Market LLC, under the symbol CGNX. As of January 27, 2013, there were approximately 630 shareholders of record of the Company’s common stock. The Company believes the number of beneficial owners of the Company’s common stock on that date was substantially greater.

The high and low sales prices of the Company’s common stock as reported by the NASDAQ Stock Market for each quarter in 2012 and 2011 were as follows:

	First	Second	Third	Fourth
<b>2012</b>				
High	\$44.80	\$43.83	\$39.08	\$38.67
Low	35.91	29.66	29.24	32.29
<b>2011</b>				
High	\$34.97	\$36.89	\$37.49	\$37.12
Low	24.61	28.00	26.02	24.91

The Company declared and paid a cash dividend of \$0.08 per share in the first quarter of 2011. The quarterly dividend increased to \$0.09 per share in the second and third quarters of 2011, and to \$0.10 per share in the fourth quarter of 2011 and the first quarter of 2012. The quarterly dividend increased to \$0.11 per share in the second, third, and fourth quarters of 2012. The Company also declared and paid an additional \$0.11 dividend in the fourth quarter of 2012 that would normally be declared in the first quarter of 2013 in conjunction with the 2012 earnings release. A special dividend of \$1.00 was also declared and paid in the fourth quarter of 2012 to replace expected quarterly dividend declarations for the next eight quarters, beginning in 2013. The additional \$0.11 dividend and the \$1.00 dividend were accelerated due to the anticipated increase in the federal tax on dividends paid after December 31, 2012. Future dividends will be declared at the discretion of the Company’s Board of Directors and will depend upon such factors as the Board deems relevant, including, among other things, the Company’s ability to generate positive cash flow from operations.

In April 2008, the Company’s Board of Directors authorized the repurchase of up to \$50,000,000 of the Company’s common stock. As of December 31, 2012, the Company had repurchased 1,375,875 shares at a cost of \$30,000,000 under this program, including 337,078 at a cost of \$10,000,000 in 2011. The Company did not purchase any shares under this program in 2012 or 2010. In November 2011, the Company’s Board of Directors authorized the repurchase of up to \$80,000,000 of the Company’s common stock to help reduce share dilution associated with employee stock options. This new authorization will commence once the Company completes the \$50,000,000 program, of which \$20,000,000 remains available. The Company may repurchase shares under these programs in future periods depending upon a variety of factors, including, among other things, stock price, share availability, and cash reserve requirements.

The following table sets forth information with respect to purchases by the Company of shares of its common stock during the periods indicated:

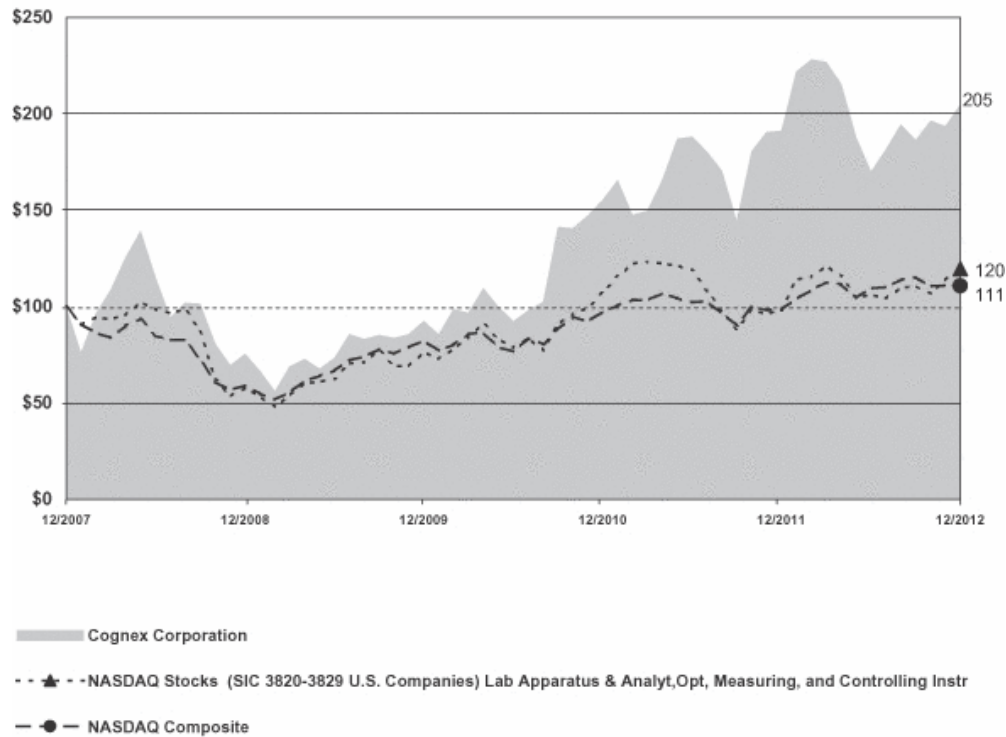
	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
October 1 – October 28, 2012	-	-	-	\$ 100,000,000
October 29 – November 25, 2012	-	-	-	\$ 100,000,000
November 26 – December 31, 2012	-	-	-	\$ 100,000,000
Total	-	-	-	\$ 100,000,000

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Set forth below is a line graph comparing the annual percentage change in the cumulative total shareholder return on the Company's common stock, based upon the market price of the Company's common stock, with the total return on companies within the Nasdaq Composite Index and the Research Data Group, Inc. Nasdaq Lab Apparatus & Analytical, Optical, Measuring & Controlling Instrument (SIC 3820-3829 US Companies) Index (the "Nasdaq Lab Apparatus Index"). The performance graph assumes an investment of \$100 in each of the Company and the two indices, and the reinvestment of any dividends. The historical information set forth below is not necessarily indicative of future performance. Data for the Nasdaq Composite Index and the Nasdaq Lab Apparatus Index was provided to the Company by Research Data Group, Inc.

**COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN\***

Among Cognex Corporation, The NASDAQ Composite Index  
And NASDAQ Stocks (SIC 3820-3829 U.S. Companies) Lab Apparatus & Analyt,Opt, Measuring, and Controlling Instr



\* \$100 invested on 12/31/07 in stock or index-including reinvestment of dividends.  
Fiscal year ending December 31.

	12/07	12/08	12/09	12/10	12/11	12/12
Cognex Corporation	100.00	75.45	92.49	155.42	191.19	204.84
NASDAQ Composite	100.00	59.03	82.25	97.32	98.63	110.78
NASDAQ Stocks	100.00	57.59	76.39	107.27	97.97	119.61

(SIC 3820-3829 U.S. Companies) Lab Apparatus & Analyt,Opt, Measuring, and Controlling Instr

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**ITEM 6: SELECTED FINANCIAL DATA**

	Year Ended December 31,				
	2012	2011	2010	2009	2008
	(In thousands, except per share amounts)				
<b>Statement of Operations Data:</b>					
Revenue	<b>\$324,279</b>	\$321,914	\$290,691	\$175,727	\$242,680
Cost of revenue (1)	<b>79,495</b>	77,919	77,588	56,387	68,427
Gross margin	<b>244,784</b>	243,995	213,103	119,340	174,253
Research, development, and engineering expenses (1)	<b>41,549</b>	40,946	33,080	31,132	36,262
Selling, general, and administrative expenses (1)	<b>119,828</b>	117,694	104,235	96,350	112,629
Restructuring charges	<b>-</b>	-	75	4,526	258
Operating income (loss)	<b>83,407</b>	85,355	75,713	(12,668)	25,104
Nonoperating income	<b>3,223</b>	1,762	390	2,292	10,264
Income (loss) from continuing operations before income tax expense (benefit)	<b>86,630</b>	87,117	76,103	(10,376)	35,368
Income tax expense (benefit) on continuing operations	<b>18,532</b>	17,248	14,722	(5,507)	4,869
Income (loss) from continuing operations	<b>68,098</b>	69,869	61,381	(4,869)	30,499
Loss from operations of discontinued business, net of tax	<b>-</b>	-	-	-	(3,224)
Net income (loss)	<b>\$ 68,098</b>	\$ 69,869	\$ 61,381	\$ (4,869)	\$ 27,275
<b>Basic income (loss) per weighted-average common share:</b>					
Income (loss) from continuing operations	<b>\$ 1.59</b>	\$ 1.67	\$ 1.54	\$ (0.12)	\$ 0.74
Loss from discontinued operations	<b>\$ 0.00</b>	\$ 0.00	\$ 0.00	\$ 0.00	\$ (0.08)
Net income (loss)	<b>\$ 1.59</b>	\$ 1.67	\$ 1.54	\$ (0.12)	\$ 0.66
<b>Diluted income (loss) per weighted-average common and common-equivalent share:</b>					
Income (loss) from continuing operations	<b>\$ 1.56</b>	\$ 1.63	\$ 1.52	\$ (0.12)	\$ 0.73
Loss from discontinued operations	<b>\$ 0.00</b>	\$ 0.00	\$ 0.00	\$ 0.00	\$ (0.07)
Net income (loss)	<b>\$ 1.56</b>	\$ 1.63	\$ 1.52	\$ (0.12)	\$ 0.66
<b>Weighted-average common and common-equivalent shares outstanding:</b>					
Basic	<b>42,833</b>	41,859	39,924	39,659	41,437
Diluted	<b>43,640</b>	42,762	40,297	39,659	41,554
Cash dividends per common share	<b>\$ 1.54</b>	\$ 0.36	\$ 0.25	\$ 0.30	\$ 0.47
<b>(1) Amounts include stock-based compensation expense, as follows:</b>					
Cost of revenue	<b>\$ 742</b>	\$ 628	\$ 278	\$ 774	\$ 1,116
Research, development, and engineering	<b>2,149</b>	2,268	1,020	2,163	3,067
Selling, general, and administrative	<b>5,629</b>	5,172	1,729	6,286	6,048
Total stock-based compensation expense	<b>\$ 8,520</b>	\$ 8,068	\$ 3,027	\$ 9,223	\$ 10,231
	2012	2011	December 31,		2008
			2010	2009	
	(In thousands)				
<b>Balance Sheet Data:</b>					
Working capital	<b>\$189,493</b>	\$231,241	\$224,573	\$210,674	\$213,374
Total assets	<b>627,605</b>	611,881	533,104	439,869	474,047
Shareholders' equity	<b>572,285</b>	552,980	473,311	394,448	413,075

## ITEM 7: MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### FORWARD-LOOKING STATEMENTS

Certain statements made in this report, as well as oral statements made by the Company from time to time, constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Readers can identify these forward-looking statements by our use of the words "expects," "anticipates," "estimates," "believes," "projects," "intends," "plans," "will," "may," "shall," "could," "should," and similar words and other statements of a similar sense. These statements are based upon our current estimates and expectations as to prospective events and circumstances, which may or may not be in our control and as to which there can be no firm assurances given. These forward-looking statements, which include statements regarding business and market trends, future financial performance, customer order rates, expected areas of growth, research and development activities, and strategic plans, involve known and unknown risks and uncertainties that could cause actual results to differ materially from those projected. Such risks and uncertainties include: (1) current and future conditions in the global economy; (2) the cyclical nature of the semiconductor and electronics industries; (3) the reliance on revenue from the automotive industry; (4) the inability to penetrate new markets; (5) the inability to achieve significant international revenue; (6) fluctuations in foreign currency exchange rates; (7) the loss of a large customer; (8) the inability to attract and retain skilled employees; (9) the reliance upon key suppliers to manufacture and deliver critical components for our products; (10) the failure to effectively manage product transitions or accurately forecast customer demand; (11) the inability to design and manufacture high-quality products; (12) the technological obsolescence of current products and the inability to develop new products; (13) the failure to properly manage the distribution of products and services; (14) the inability to protect our proprietary technology and intellectual property; (15) our involvement in time-consuming and costly litigation; (16) the impact of competitive pressures; (17) the challenges in integrating and achieving expected results from acquired businesses; (18) potential impairment charges with respect to our investments or for acquired intangible assets or goodwill; (19) exposure to additional tax liabilities; and (20) information security breaches or business system disruptions. The foregoing list should not be construed as exhaustive and we encourage readers to refer to the detailed discussion of risk factors included in Part I – Item 1A of this Annual Report on Form 10-K. The Company cautions readers not to place undue reliance upon any such forward-looking statements, which speak only as of the date made. The Company disclaims any obligation to subsequently revise forward-looking statements to reflect the occurrence of anticipated or unanticipated events or circumstances after the date such statements are made.

### EXECUTIVE OVERVIEW

Cognex Corporation is a leading worldwide provider of machine vision products that capture and analyze visual information in order to automate tasks, primarily in manufacturing processes, where vision is required. Our Modular Vision Systems Division (MVS) specializes in machine vision systems and ID products that are used to automate the manufacture and tracking of discrete items, while our Surface Inspection Systems Division (SIS) specializes in machine vision systems that are used to inspect the surfaces of materials processed in a continuous fashion.

In addition to product revenue derived from the sale of machine vision systems, the Company also generates revenue by providing maintenance and support, training, consulting, and installation services to its customers. Our customers can be classified into three primary markets: factory automation, semiconductor and electronics capital equipment, and surface inspection.

- Factory automation customers, who are included in the Company's MVS segment, purchase Cognex vision products and incorporate them into their manufacturing processes. Virtually every manufacturer can achieve better quality and manufacturing efficiency by using machine vision, and therefore, this market includes a broad base of customers across a variety of industries, including automotive, consumer electronics, food and beverage, pharmaceutical,

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and medical devices. The factory automation market also includes customers who purchase Cognex vision products for use outside of the assembly process, such as using ID products in logistics automation for package sorting and distribution. Sales to factory automation customers represented approximately 75% of total revenue in 2012 compared to 73% of total revenue in 2011.

- Semiconductor and electronics capital equipment manufacturers, who are included in the Company's MVSD segment, purchase Cognex vision products and integrate them into the automation equipment that they manufacture and then sell to their customers to either make semiconductor chips or assemble printed circuit boards. Demand from these capital equipment manufacturers has historically been highly cyclical, with periods of investment followed by downturn. Sales to semiconductor and electronics capital equipment manufacturers represented approximately 9% of total revenue in 2012 compared to 12% of total revenue in 2011.
- Surface inspection customers, who comprise the Company's SISD segment, are manufacturers of materials processed in a continuous fashion, such as metals, paper, nonwoven, plastics, and glass. These customers need sophisticated machine vision to detect, classify, and analyze defects on the surfaces of those materials as they are being processed at high speeds. Surface inspection sales represented approximately 16% of total revenue in 2012 compared to 15% of total revenue in 2011.

Revenue for the year ended December 31, 2012 totaled \$324,279,000, representing an increase of 1% over the prior year. Although revenue was relatively flat overall, growth in the factory automation and surface inspection markets was partially offset by lower sales in the cyclical semiconductor and electronics capital equipment market. Gross margin was relatively flat at 75.5% of revenue in 2012 compared to 75.8% of revenue in 2011. Operating expenses increased 2% over the prior year due primarily to expenses associated with increased headcount in strategic areas, partially offset by lower company bonus accruals and the favorable impact of changes in foreign currency exchange rates. The Company generated net income of \$68,098,000, or 21% of revenue, in 2012 compared to net income of \$69,869,000, or 22% of revenue, in 2011.

The following table sets forth certain consolidated financial data as a percentage of revenue:

	Year ended December 31,		
	2012	2011	2010
Revenue	100%	100%	100%
Cost of revenue	25	24	27
Gross margin	75	76	73
Research, development, and engineering expenses	13	13	11
Selling, general, and administrative expenses	36	36	36
Operating income	26	27	26
Nonoperating income	1	-	-
Income before income tax expense	27	27	26
Income tax expense	6	5	5
Net income	21%	22%	21%

## RESULTS OF OPERATIONS

As foreign currency exchange rates are a factor in understanding period-to-period comparisons, we believe the presentation of results on a constant-currency basis in addition to reported results helps improve investors' ability to understand our operating results and evaluate our performance in comparison to prior periods. We also use results on a constant-currency basis as one measure to evaluate our performance. Constant-currency information compares results between periods as if exchange rates

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had remained constant period-over-period. We generally refer to such amounts calculated on a constant-currency basis as excluding the impact of foreign currency exchange rate changes. Results on a constant-currency basis are not in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP) and should be considered in addition to, and not as a substitute for, results prepared in accordance with U.S. GAAP.

**Year Ended December 31, 2012 Compared to Year Ended December 31, 2011**

Revenue

Revenue for the year ended December 31, 2012 increased by \$2,365,000, or 1%, from the prior year. This increase was due to a \$9,220,000, or 4%, increase in sales to factory automation customers and a \$2,342,000, or 5%, increase in sales to surface inspection customers, partially offset by a \$9,197,000, or 24%, decrease in sales to semiconductor and electronics capital equipment customers.

*Factory Automation Market*

Sales to customers in the factory automation market represented 75% of total revenue in 2012 compared to 73% of total revenue in 2011. Sales to these customers increased by \$9,220,000, or 4%, from the prior year. A weaker Euro, on average, in 2012 compared to the prior year had a negative impact on reported factory automation revenue, as sales denominated in Euros were translated to U.S. Dollars at a lower rate. Excluding the impact of foreign currency exchange rate changes, which decreased factory automation revenue by \$6,297,000, sales to factory automation customers increased by \$15,517,000, or 7%, from 2011.

Geographically, increases from the prior year in factory automation revenue excluding the impact of foreign currency exchange rate changes were reported in the Americas, Europe, and, most notably, in Asia, where the Company has made significant investments, particularly in China, to expand its sales and support infrastructure in order to access more of the machine vision market in this high-potential growth region. Revenue in Japan has declined over the past two years since the natural disasters that hit this region early in 2011. By product, the majority of the growth in factory automation revenue came from sales of the Company's ID products, which are used in manufacturing applications as well as in the logistics industry for package sorting and distribution. The Company expects its China region and ID products to continue to be growth opportunities in 2013.

Sales to factory automation customers increased by \$856,000, or 1%, in the fourth quarter of 2012 from the third quarter of 2012. In the fourth quarter of 2012, revenue trends in Asia, specifically in China, were negatively impacted by a slowdown in the consumer electronics industry, which overshadowed positive forward momentum in the factory automation markets in the Americas and Europe.

*Semiconductor and Electronics Capital Equipment Market*

Sales to customers who make automation equipment for the semiconductor and electronics industries represented 9% of total revenue in 2012 compared to 12% of total revenue in 2011. Sales to these customers decreased by \$9,197,000, or 24%, from the prior year. The impact of foreign currency exchange rate changes on revenue was not significant in the semiconductor and electronics capital equipment market. Geographically, revenue decreased most significantly in Japan where many of the Company's semiconductor and electronics capital equipment customers are located; however, decreases were noted across all regions in which the Company operates.

Sales to semiconductor and electronics capital equipment customers decreased by \$1,346,000, or 20%, in the fourth quarter of 2012 from the third quarter of 2012. The semiconductor and electronics capital equipment market has historically been highly cyclical and management has limited visibility regarding future order levels from these customers.

*Surface Inspection Market*

Sales to customers in the surface inspection market represented 16% of total revenue in 2012 compared to 15% of total revenue in 2011. Sales to these customers increased by \$2,342,000, or 5%, from



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the prior year. Excluding the impact of foreign currency exchange rate changes, which decreased surface inspection revenue by \$725,000, sales to surface inspection customers increased by \$3,067,000, or 6%, from 2011. This increase was primarily due to higher service revenue derived from spare parts sales, training services, and maintenance and support contracts.

Sales to surface inspection customers increased by \$2,582,000, or 22%, in the fourth quarter of 2012 from the third quarter of 2012. Due to the relatively large average order values at SISD, the revenue reported each quarter can vary significantly depending upon the timing of customer orders, system deliveries, and installations, as well as the impact of revenue deferrals.

### *Product Revenue*

Product revenue decreased by \$1,722,000, or 1%, from the prior year. Although the Company sold a higher volume of modular vision systems than the prior year, the average selling price declined in part due to a shift in revenue mix to ID Products, which have relatively lower average selling prices.

### *Service Revenue*

Service revenue, which is derived from the sale of maintenance and support, training, consulting, and installation services, increased by \$4,087,000, or 17%, from the prior year. This increase was due to higher consulting services at MVSD, as well as higher revenue from SISD spare part sales, training services, and maintenance and support contracts. Service revenue increased as a percentage of total revenue to 9% in 2012 from 8% in 2011.

### Gross Margin

Gross margin as a percentage of revenue was relatively flat at 75.5% for 2012 compared to 75.8% for 2011.

### *MVSD Margin*

MVSD gross margin as a percentage of revenue was 80% in both 2012 and 2011. A reduction in product margins due to higher new product introduction costs on a relatively flat product revenue base was offset by improvements in service margins due to higher margins from consulting services.

### *SISD Margin*

SISD gross margin as a percentage of revenue was 54% in 2012 compared to 51% in 2011. This increase was due to improvements in both product and service margins. Product margins improved primarily due to manufacturing efficiencies, as SISD manufacturing costs were lower in 2012 than the prior year. Service margins improved due to a shift in revenue mix to relatively higher margin spare part sales and training services.

### *Product Margin*

Product gross margin as a percentage of revenue was 78% in both 2012 and 2011. Lower MVSD product margins due to higher new product introduction costs were offset by higher SISD product margins due to manufacturing efficiencies.

### *Service Margin*

Service gross margin as a percentage of revenue was 51% in 2012 compared to 46% in 2011. This increase was due to higher margins from spare part sales and training services at SISD, as well as higher margins from consulting services at MVSD.

### Operating Expenses

#### *Research, Development, and Engineering Expenses*

Research, development, and engineering (RD&E) expenses in 2012 increased by \$603,000, or 1%, from the prior year. MVSD RD&E expenses were relatively flat, while SISD RD&E expenses increased by \$544,000, or 16%.

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The table below (in thousands) details the \$59,000 net increase in MVSD RD&E in 2012:

MVSD RD&E balance in 2011	\$37,614
Personnel-related costs	1,950
Company bonus accruals	(1,066)
Foreign currency exchange rate changes	(686)
Other	(139)
MVSD RD&E balance in 2012	<u>\$37,673</u>

Personnel-related costs have increased from the prior year due to additional headcount, partially offset by lower average costs per employee. Over the past year, the Company has continued to increase headcount to support strategic initiatives, resulting in higher personnel-related costs, such as salaries and fringe benefits. Many of these employees have been added in Budapest, Hungary, which has resulted in a decrease in the average cost per employee. These investments were offset by lower company bonus accruals based on the Company's operating income margin. In addition, a weaker Euro in 2012 compared to the prior year resulted in lower RD&E costs when expenses of the Company's foreign operations were translated to U.S. Dollars.

The increase in SISD RD&E expenses was primarily due to increased salaries and fringe benefits expenses (\$332,000), as well as higher materials spending (\$77,000) and outsourced engineering services (\$61,000).

RD&E expenses as a percentage of revenue were 13% in both 2012 and 2011. We believe that a continued commitment to RD&E activities is essential in order to maintain or achieve product leadership with our existing products and to provide innovative new product offerings. In addition, we consider our ability to accelerate time-to-market for new products to be critical to our revenue growth. Therefore, we expect to continue to make significant RD&E investments in the future. Although we target our RD&E spending to be between 10% and 15% of total revenue, this percentage is impacted by revenue levels.

### *Selling, General, and Administrative Expenses*

Selling, general, and administrative (SG&A) expenses in 2012 increased by \$2,134,000, or 2%, from the prior year. MVSD SG&A expenses increased by \$3,624,000, or 4%, and SISD SG&A expenses increased by \$101,000, or 1%. Corporate expenses that are not allocated to either division decreased by \$1,591,000, or 12%.

The table below (in thousands) details the \$3,624,000 net increase in MVSD SG&A in 2012:

MVSD SG&A balance in 2011	\$92,735
Personnel-related costs	5,217
Depreciation expense	690
Stock-based compensation expense	485
China long-term incentive plan	409
Sales demonstration equipment	387
Foreign currency exchange rate changes	(2,273)
Company bonus accruals	(1,054)
Sales commissions	(1,027)
Other	790
MVSD SG&A balance in 2012	<u>\$96,359</u>

Personnel-related costs have increased from the prior year due to additional headcount, and to a lesser extent, higher average costs per employee. Over the past year, the Company has continued to increase headcount in strategic areas, principally Sales, resulting in higher personnel-related costs,

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such as salaries, fringe benefits, commissions, and travel expenses. Average costs per employee have increased over the prior year due primarily to modest wage increases granted early in 2012 and higher fringe benefits, such as health care costs. The Company also recorded higher depreciation expense related principally to business system upgrades and leasehold improvements, increased stock-based compensation expense due to a higher valuation of stock options granted in the fourth quarter of 2011 and a lower level of credits related to forfeited options, and increased spending on sales demonstration equipment. In addition, the Company began to accrue expenses in 2012 associated with a long-term incentive plan implemented in China in lieu of granting stock options in this region. These increases were offset by lower company bonus accruals based upon the Company's operating income margin and lower sales commissions as a result of fewer sales employees exceeding their bookings quotas compared to the prior year. In addition, a weaker Euro in 2012 compared to the prior year resulted in lower SG&A costs when expenses of the Company's foreign operations were translated to U.S. Dollars.

The increase in SISD SG&A expenses was primarily due to increased salaries and fringe benefits expenses (\$421,000), partially offset by the unfavorable impact of changes in foreign currency exchange rates (\$280,000).

The decrease in corporate expenses was primarily due to lower company bonus accruals (\$1,110,000) and lower legal fees related to patent-infringement actions (\$532,000 – refer to Note 9 to the Consolidated Financial Statements in Part II – Item 8 of this Annual Report on Form 10-K).

### Nonoperating Income (Expense)

The Company recorded foreign currency losses of \$880,000 in 2012 and \$504,000 in 2011. In the third quarter of 2012, management changed the domicile of the subsidiary that held the Company's Euro-denominated investment portfolio and also changed that subsidiary's functional currency from the Euro to the U.S. Dollar. As a result of these changes, the investment portfolio was liquidated, primarily during the second quarter of 2012, and those funds were converted into U.S. Dollars when the change in domicile was completed. To protect against a potential devaluation in the Euro, the Company entered into forward contracts to exchange Euros for U.S. Dollars at fixed exchange rates. The settlement of these forward contracts resulted in a foreign currency loss of \$504,000 recorded in the third quarter of 2012. In addition, the foreign currency losses in each period resulted from the revaluation and settlement of accounts receivable and intercompany balances that are reported in one currency and collected in another. Although a portion of the Company's foreign currency exposure of accounts receivable is mitigated through the use of forward contracts, this program depends upon forecasts of sales and collections, and therefore, gains or losses on the underlying receivables may not perfectly offset losses or gains on the contracts.

Investment income in 2012 increased by \$1,568,000, or 54%, from the prior year. The increase was primarily due to gains recognized on the sale of Euro-denominated investments, as well as an increase in cash that was available for investment.

The Company recorded other expense of \$367,000 in 2012 and \$636,000 in 2011. The Company recorded \$141,000 of other income in the first quarter of 2012 upon the expiration of the statute of limitations relating to a tax holiday, during which time the Company collected value-added taxes from customers that were not required to be remitted to the government authority. Other income (expense) also includes rental income, net of associated expenses, from leasing buildings adjacent to the Company's corporate headquarters. A portion of this space is currently unoccupied.

### Income Tax Expense

The Company's effective tax rate was a provision of 21% in 2012 compared to a provision of 20% in 2011. The increase in the effective tax rate was primarily due a higher proportion of the Company's pre-tax income being earned in the United States, which is a relatively higher tax jurisdiction. In addition, the 2012 effective tax rate does not include any benefit from research and development tax credits, as discussed below.

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The American Taxpayer Relief Act of 2012 was passed by Congress and signed into law on January 1, 2013. The provisions under this law were made retroactive to January 1, 2012. However, as a result of the law being signed on January 1, 2013, the financial impact of any retroactive provision will be recorded as a discrete event in the first quarter of 2013. The Company estimates that this discrete event will reduce tax expense in the first quarter of 2013 by \$555,000 for the Research and Development tax credit for 2012.

## RESULTS OF OPERATIONS

### Year Ended December 31, 2011 Compared to Year Ended December 31, 2010

#### Revenue

Revenue for the year ended December 31, 2011 increased by \$31,223,000, or 11%, from the prior year. This increase was due to a \$35,317,000 increase in sales to factory automation customers and a \$4,964,000 increase in sales to surface inspection customers, partially offset by a \$9,058,000 decrease in sales to semiconductor and electronics capital equipment customers.

#### *Factory Automation Market*

Sales to customers in the factory automation market represented 73% of total revenue in 2011 compared to 69% of total revenue in 2010. Sales to these customers increased by \$35,317,000, or 18%, from the prior year. A weaker U.S. Dollar relative to the Euro and Japanese Yen, on average, in 2011 compared to 2010 contributed to the higher revenue, as sales denominated in Euros and Yen were translated to U.S. Dollars. Excluding the impact of foreign currency exchange rate changes, which increased factory automation revenue by \$6,523,000, sales to factory automation customers increased by \$28,794,000, or 14%, from 2010.

By region, the largest dollar increases were experienced in the Americas and Europe, where the Company has a broad base of factory automation customers, and the largest percentage increase was experienced in Asia, where the Company has made significant investments to expand its sales and support infrastructure, particularly in China, in order to access more of the machine vision market in this high-potential growth region. Revenue in Japan was lower than the prior year, as business levels in 2011 were negatively impacted by the earthquake that hit this region earlier in the year, as well as a slowdown in the consumer electronics industry during the second half of 2011.

By product, the majority of the growth in factory automation revenue came from sales of the Company's ID products and In-Sight general-purpose vision systems. Sales of ID products, which are used in manufacturing applications as well as in the logistics industry for package sorting and distribution, increased \$16,301,000, or 38%, from the prior year.

#### *Semiconductor and Electronics Capital Equipment Market*

Sales to customers who make automation equipment for the semiconductor and electronics industries represented 12% of total revenue in 2011 compared to 16% of total revenue in 2010. Sales to these customers decreased by \$9,058,000, or 19%, from the prior year. Excluding the impact of foreign currency exchange rate changes, which decreased semiconductor and electronics capital equipment revenue by \$1,356,000, sales to semiconductor and electronics capital equipment customers decreased by \$10,414,000, or 22%, from 2010. Geographically, revenue decreased most significantly in Japan where many of the Company's semiconductor and electronics capital equipment customers are located.

#### *Surface Inspection Market*

Sales to customers in the surface inspection market represented 15% of total revenue in both 2011 and 2010. Sales to these customers increased by \$4,964,000, or 12%, from the prior year. Excluding the impact of foreign currency exchange rate changes, which increased surface inspection revenue by \$1,332,000, sales to surface inspection customers increased by \$3,632,000, or 8%, from 2010.

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Geographically, revenue increased in the Americas, Europe, and Asia where we believe SISD gained market share, while revenue decreased in Japan in the aftermath of the earthquake that hit this region earlier in the year.

### *Product Revenue*

Product revenue increased by \$33,847,000, or 13%, from the prior year due primarily to a higher volume of systems sold to customers in the factory automation market. The impact of the higher volume was partially offset by slightly lower MVSD average selling prices, as the Company introduced new products at lower price points. The growth in ID product units that are sold at relatively lower price points also contributed to the lower average selling prices.

### *Service Revenue*

Service revenue, which is derived from the sale of maintenance and support, education, consulting, and installation services, decreased by \$2,624,000, or 10%, from the prior year. In 2010, service revenue included \$6,500,000 related to an arrangement with a single customer for which the work was performed over the prior four years, but revenue was deferred until the final obligation was completed in the fourth quarter of 2010. This decrease was partially offset by higher SISD installation and maintenance and support revenue, including spare part sales. Service revenue decreased as a percentage of total revenue to 8% in 2011 from 9% in 2010.

### Gross Margin

Gross margin as a percentage of revenue was 76% for 2011 compared to 73% for 2010. This increase was due to improvements in both MVSD and SISD product margins.

### *MVSD Margin*

MVSD gross margin as a percentage of revenue was 80% in 2011 compared to 78% in 2010. This increase was due to higher product margins resulting from manufacturing efficiencies achieved from higher revenue levels, as fixed manufacturing costs were spread over a higher revenue base. A greater percentage of MVSD revenue from the sale of products as opposed to lower-margin services also contributed to the increase.

### *SISD Margin*

SISD gross margin as a percentage of revenue was 51% in 2011 compared to 44% in 2010. This increase was due to improvements in both product and service margins. Product margins improved primarily due to low-cost sourcing initiatives, higher average selling prices, and the impact of relatively flat manufacturing costs spread over a higher revenue base. The improvement in service margins was the result of a higher number of completed installations, as well as efficiencies achieved in the installation process.

### *Product Margin*

Product gross margin as a percentage of revenue was 78% in 2011 compared to 77% in 2010. This increase was due to higher product margins at both MVSD and SISD as described above.

### *Service Margin*

Service gross margin as a percentage of revenue was 46% in 2011 compared to 41% in 2010. This increase was due to higher SISD service margins as described above.

### Operating Expenses

#### *Research, Development, and Engineering Expenses*

Research, development, and engineering (RD&E) expenses in 2011 increased by \$7,866,000, or 24%, from the prior year. MVSD RD&E expenses increased by \$7,857,000, or 26%, while SISD RD&E expenses were relatively flat.

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The table below (in thousands) details the \$7,857,000 net increase in MVSD RD&E in 2011:

MVSD RD&E balance in 2010	\$29,757
Personnel-related costs	3,972
Stock-based compensation expense	1,244
Outsourced engineering services	581
Patent-related costs	547
Material costs	493
Foreign currency exchange rate changes	434
Other	586
MVSD RD&E balance in 2011	<u>\$37,614</u>

During 2011, the Company increased MVSD RD&E headcount in strategic areas, resulting in higher personnel-related costs, such as salaries and fringe benefits. The Company also recorded increased stock-based compensation expense due to a higher valuation of stock options granted during 2011, increased spending on outsourced engineering services and materials related to engineering activities, and higher costs to patent new technology. In addition, a weaker U.S. Dollar relative to the Euro, on average, in 2011 compared to 2010 resulted in higher RD&E costs when expenses of the Company's foreign engineering centers, primarily in Hungary, were translated to U.S. Dollars.

RD&E expenses as a percentage of revenue were 13% in 2011 and 11% in 2010.

### *Selling, General, and Administrative Expenses*

Selling, general, and administrative (SG&A) expenses in 2011 increased by \$13,459,000, or 13%, from the prior year. MVSD SG&A expenses increased by \$15,463,000, or 20%, and SISR SG&A expenses increased by \$576,000, or 5%. Corporate expenses that are not allocated to either division decreased by \$2,580,000, or 16%.

The table below (in thousands) details the \$15,463,000 net increase in MVSD SG&A in 2011:

MVSD SG&A balance in 2010	\$77,272
Personnel-related costs	9,583
Foreign currency exchange rate changes	3,776
Stock-based compensation expense	2,250
Marketing and promotional expenses	1,665
Sales demonstration equipment	896
Sales commissions	(3,946)
Other	1,239
MVSD SG&A balance in 2011	<u>\$92,735</u>

During 2011, the Company increased MVSD SG&A headcount in strategic areas, resulting in higher personnel-related costs, such as salaries, fringe benefits, commissions, and travel expenses. The Company also recorded increased stock-based compensation expense due to a higher valuation of stock options granted during 2011, increased spending on marketing and promotional activities intended to grow factory automation revenue, and higher spending on sales demonstration equipment. In addition, a weaker U.S. Dollar relative to the Euro and Japanese Yen, on average, in 2011 compared to 2010 resulted in higher SG&A costs when expenses of the Company's foreign sales and support offices were translated to U.S. Dollars. Offsetting the increase in sales commissions associated with additional personnel was a decrease in sales commissions as a result of fewer sales employees exceeding their bookings quotas compared to the prior year.

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The increase in SISD SG&A expenses was primarily due to the unfavorable impact of changes in foreign currency exchange rates (\$365,000) and increased stock-based compensation expense (\$150,000).

The decrease in corporate expenses was due to lower legal fees related to patent-infringement actions (\$4,273,000 – refer to Note 9 to the Consolidated Financial Statements in Part II – Item 8 of this Annual Report on Form 10-K). This decrease was partially offset by increased stock-based compensation expense (\$1,003,000) and costs associated with the Company's 30<sup>th</sup> Anniversary parties held in the first quarter of 2011 (\$480,000).

### Nonoperating Income (Expense)

The Company recorded foreign currency losses of \$504,000 in 2011 and \$328,000 in 2010. The foreign currency fluctuations in each period resulted primarily from the revaluation and settlement of accounts receivable and intercompany balances that are reported in one currency and collected in another. Although the foreign currency exposure of accounts receivable is largely mitigated through the use of forward contracts, this program depends upon forecasts of sales and collections, and therefore, gains or losses on the underlying receivables may not perfectly offset losses or gains on the contracts.

Investment income in 2011 increased by \$1,481,000, or 104%, from the prior year. The increase was primarily due to an increase in cash generated from operations that was available for investment, as well as a shift in investment mix to higher-yielding securities. Beginning in the second quarter of 2010, the Board of Directors approved a change to the Company's investment policy to allow management to invest excess cash accumulated in the Company's international entities in debt securities. Prior to this change, these funds were invested in lower-yielding savings accounts.

The Company recorded other expense of \$636,000 in 2011 and \$703,000 in 2010. Other expense includes rental income, net of associated expenses, from leasing buildings adjacent to the Company's corporate headquarters. For a majority of 2011, these buildings were partially unoccupied.

### Income Tax Expense

The Company's effective tax rate was a provision of 20% in 2011 compared to a provision of 19% in 2010.

The effective tax rate for 2011 included the impact of the following discrete events: (1) a decrease in tax expense of \$808,000 from the expiration of the statutes of limitations for certain reserves for income taxes, (2) a decrease in tax expense of \$155,000 from the finalization of the Advanced Pricing Agreement between Japan and Ireland (Refer to Note 15 to the Consolidated Financial Statements in Part II- Item 8 of this Annual Report on Form 10-K.), partially offset by, (3) an increase in tax expense of \$574,000 from the final true-up of the prior year's tax accrual upon filing the actual tax returns, and (4) an increase in tax expense of \$201,000 from the write down of a noncurrent deferred tax asset based upon a change in the tax rate in Japan. The effective tax rate in 2011 was a provision of 20%, with or without these discrete events.

The effective tax rate for 2010 included the impact of the following discrete events: (1) a decrease in tax expense of \$462,000 from the settlement of the Competent Authority case with Japan, (2) a decrease in tax expense of \$151,000 from the final true-up of the prior year's tax accrual upon filing the actual tax returns, (3) a decrease in tax expense of \$124,000 from the receipt of a state refund, and (4) a decrease in tax expense of \$105,000 from the expiration of the statutes of limitations for certain reserves for income taxes. These discrete events changed the effective tax rate in 2010 from a provision of 20% to a provision of 19%.

The Company's effective tax rate excluding discrete events in both 2011 and 2010 remained a provision of 20%.

## **LIQUIDITY AND CAPITAL RESOURCES**

The Company has historically been able to generate positive cash flow from operations, which has funded its operating activities and other cash requirements and has resulted in an accumulated cash,

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cash equivalent, and investment balance of \$388,520,000 as of December 31, 2012. The Company has established guidelines relative to credit ratings, diversification, and maturities of its investments that maintain liquidity.

The Company's cash requirements in 2012 were met with its existing cash balances, cash from investment maturities, positive cash flows from operations, and the proceeds from stock option exercises. Cash requirements consisted of operating activities, purchases of investments, the payment of dividends, and capital expenditures. Capital expenditures totaled \$9,878,000 in 2012 and consisted primarily of expenditures for computer hardware, computer software (including business system upgrades), manufacturing test equipment related to new product introductions, building improvements at the Company's headquarters in Natick, Massachusetts, and leasehold improvements.

In the third quarter of 2012, management changed the domicile of the subsidiary that held the Company's Euro-denominated investment portfolio and also changed that subsidiary's functional currency from the Euro to the U.S. Dollar. As a result of these changes, the investment portfolio was liquidated, primarily during the second quarter of 2012, and those funds were converted to U.S. Dollars. These funds were then used to purchase U.S. Dollar-denominated investments during the third quarter of 2012 once the change in domicile was completed. As of December 31, 2012, the Company's investment portfolio consisted entirely of U.S. Dollar-denominated securities.

The following table summarizes the Company's material contractual obligations, both fixed and contingent (in thousands):

<b>Year Ending December 31,</b>	<b>Venrock Limited Partnership Interest</b>	<b>Inventory Purchase Commitments</b>	<b>Leases</b>	<b>Total</b>
2013	\$ 614	\$ 7,156	\$ 5,411	<b>\$13,181</b>
2014	-	-	3,686	<b>3,686</b>
2015	-	-	2,265	<b>2,265</b>
2016	-	-	1,392	<b>1,392</b>
2017	-	-	708	<b>708</b>
Thereafter	-	-	1,050	<b>1,050</b>
	<u>\$ 614</u>	<u>\$ 7,156</u>	<u>\$14,512</u>	<u><b>\$22,282</b></u>

In 2000, the Company became a Limited Partner in Venrock Associates III, L.P. (Venrock), a venture capital fund. The Company has committed to a total investment in the limited partnership of up to \$20,500,000, with the commitment period expiring on December 31, 2013. The Company does not have the right to withdraw from the partnership prior to December 31, 2013. As of December 31, 2012, the Company contributed \$19,886,000 to the partnership. No contributions were made during 2012. The remaining commitment of \$614,000 can be called by Venrock in any period through December 31, 2013.

In addition to the obligations described above, the following items may also result in future material uses of cash:

#### **Dividends**

Beginning in the third quarter of 2003, the Company's Board of Directors has declared and paid a cash dividend in each quarter, including a dividend of \$0.10 per share in the first quarter of 2012 and a dividend of \$0.11 per share in the second, third, and fourth quarters of 2012. In December 2012, the Company also declared and paid dividends totaling \$1.11 per share, which represents an accelerated dividend of \$0.11 per share for the fourth quarter of 2012 that would normally be declared in the first quarter of 2013 in conjunction with the 2012 earnings release and a special dividend of \$1.00 per share that prepaays expected dividends for the eight quarters in 2013 and 2014. The additional \$0.11



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dividend and the \$1.00 dividend were accelerated due to the anticipated increase in the federal tax on dividends paid after December 31, 2012. Future dividends will be declared at the discretion of the Company's Board of Directors and will depend upon such factors as the Board deems relevant, including, among other things, the Company's ability to generate positive cash flow from operations.

**Stock Repurchase Program**

In April 2008, the Company's Board of Directors authorized the repurchase of up to \$50,000,000 of the Company's common stock. As of December 31, 2012, the Company had repurchased 1,375,875 shares at a cost of \$30,000,000 under this program. In November 2011, the Company's Board of Directors authorized the repurchase of up to \$80,000,000 of the Company's common stock to help reduce share dilution associated with employee stock options. This new authorization will commence once the Company completes the \$50,000,000 program noted above, of which \$20,000,000 remains available. The Company did not repurchase shares under these programs in 2012. However, the Board may authorize the repurchase of shares in future periods depending upon a variety of factors, including, among other things, stock price, share availability, and cash reserve requirements.

**Reserve for Income Taxes**

The Company may be required to make cash outlays related to its reserve for income taxes in a future period. Due to the uncertainty of the timing of future cash payments associated with its reserve for income taxes, the Company is unable to make reasonably reliable estimates of the future period of cash settlement, if any, with the respective taxing authorities. Foreign subsidiaries' undistributed earnings are deemed to be permanently reinvested outside the United States. It is management's belief that the Company will not need to repatriate these earnings in future years due to the relatively strong cash flows at our domestic entities.

**Acquisitions**

The Company's business strategy includes selective expansion into new machine vision applications through the acquisition of businesses and technologies, which may result in significant cash outlays in the future.

The Company believes that its existing cash, cash equivalent, and investment balances, together with cash flow from operations, will be sufficient to meet its operating, investing, and financing activities for the next twelve months. As of December 31, 2012, the Company had approximately \$384,780,000 in either cash, cash equivalents, debt securities, or equity securities that could be converted into cash. In addition, Cognex has no long-term debt and does not anticipate needing debt financing in the near future. We believe that our strong cash position has put us in a relatively good position with respect to our longer-term liquidity needs.

**OFF-BALANCE SHEET ARRANGEMENTS**

As of December 31, 2012, the Company had no off-balance sheet arrangements.

**CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

Our discussion and analysis of the Company's financial condition and results of operations is based upon the consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue, and expenses, and related disclosure of contingent assets and liabilities. We base our estimates on historical experience and various other assumptions believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results could differ from these estimates under different assumptions or circumstances resulting in charges that could be material in future reporting periods. We believe the following critical accounting policies require the use of significant estimates and judgments in the preparation of our consolidated financial statements.

## **Revenue Recognition**

The Company's product revenue is derived from the sale of machine vision systems, which can take the form of hardware with embedded software or software-only, and related accessories. The Company also generates revenue by providing maintenance and support, training, consulting, and installation services to its customers. Certain of the Company's arrangements include multiple deliverables that provide the customer with a combination of products or services. In order to recognize revenue, the Company requires that a signed customer contract or purchase order is received, the fee from the arrangement is fixed or determinable, and collection of the resulting receivable is probable. Assuming that these criteria have been met, product revenue is recognized upon delivery, revenue from maintenance and support programs is recognized ratably over the program period, revenue from training and consulting services is recognized over the period that the services are provided, and revenue from installation services is recognized when the customer has signed off that the installation is complete.

The majority of the Company's product offerings consist of hardware with embedded software. Under the revenue recognition rules for tangible products, the fee from a multiple-deliverable arrangement is allocated to each of the deliverables based upon their relative selling prices as determined by a selling-price hierarchy. A deliverable in an arrangement qualifies as a separate unit of accounting if the delivered item has value to the customer on a stand-alone basis. A delivered item that does not qualify as a separate unit of accounting is combined with the other undelivered items in the arrangement and revenue is recognized for those combined deliverables as a single unit of accounting. The selling price used for each deliverable is based upon vendor-specific objective evidence (VSOE) if available, third-party evidence (TPE) if VSOE is not available, and management's best estimate of selling price (BESP) if neither VSOE nor TPE are available. TPE is the price of the Company's or any competitor's largely interchangeable products or services in stand-alone sales to similarly-situated customers. BESP is the price at which the Company would sell the deliverable if it were sold regularly on a stand-alone basis, considering market conditions and entity-specific factors.

Management exercises judgment in connection with the determination of the amount of revenue to be recognized each period. Such judgments include, but are not limited to, determining whether separate contracts with the same customer that are entered into at or near the same time should be accounted for as a single arrangement, identifying the various elements in an arrangement, determining if delivered items have stand-alone value, determining the relative selling prices of the arrangement's deliverables, determining whether options to buy additional products or services in the future are substantive and should be accounted for as a deliverable in the original arrangement, assessing whether the fee is fixed or determinable, determining the probability of collecting the receivable, determining whether customer-specified acceptance criteria are substantive in nature, and assessing whether vendor-specific objective evidence of fair value has been established for undelivered elements.

## **Investments**

As of December 31, 2012, the Company's investment balance totaled \$343,360,000, of which \$337,489,000 consisted of debt securities, \$2,131,000 consisted of equity securities, and \$3,740,000 consisted of a limited partnership interest in a venture capital fund. The debt securities are reported at fair value, with unrealized gains and losses, net of tax, recorded in shareholders' equity as other comprehensive income (loss) since these securities are designated as available-for-sale securities. As of December 31, 2012, the Company's portfolio of debt securities had a net unrealized gain of \$683,000. The equity securities represent stock in a publicly-traded U.S. company and are reported at fair value, with unrealized gains and losses recorded in current operations since these securities are designated as trading securities. The limited partnership interest is in Venrock Associates III, L.P., a venture capital fund with an investment focus on Information Technology and Health Care and Life Sciences. The limited partnership interest is accounted for using the cost method because our investment is less than 5% of the partnership and we have no influence over the partnership's operating and financial policies. Furthermore, this investment does not have a readily determinable market value, and therefore, does

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not qualify for fair value accounting. As of December 31, 2012, the carrying value of this investment was \$3,740,000 compared to an estimated fair value of \$6,932,000.

The Company applies a three-level valuation hierarchy for fair value measurements. The categorization of assets and liabilities within the valuation hierarchy is based upon the lowest level of input that is significant to the measurement of fair value. Level 1 inputs to the valuation methodology utilize unadjusted quoted market prices in active markets for identical assets and liabilities. Level 2 inputs to the valuation methodology are other observable inputs, including quoted market prices for similar assets and liabilities, quoted prices for identical and similar assets and liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data. Level 3 inputs to the valuation methodology are unobservable inputs based upon management's best estimate of the inputs that market participants would use in pricing the asset or liability at the measurement date, including assumptions about risk. Changes in the valuation methodology, interest rates, credit rates, or the market for these investments could result in changes to their fair values. Changes to the Level of an investment within the fair value hierarchy are determined at the end of the reporting period.

The fair value of the Company's debt securities is based upon model-driven valuations in which all significant inputs are observable or can be derived from or corroborated by observable market data for substantially the full term of the assets, and are therefore classified as Level 2 investments. Management is responsible for estimating the fair value of these investments, and in doing so, considers valuations provided by a large, third-party pricing service. This service maintains regular contact with market makers, brokers, dealers, and analysts to gather information on market movement, direction, trends, and other specific data. They use this information to structure yield curves for various types of debt securities and arrive at the daily valuations.

The fair value of the Company's equity securities is based upon quoted market prices on a stock exchange, and are therefore classified as Level 1 investments.

The fair value of the Company's limited partnership interest takes into consideration valuations of the partnership's investments as determined by the General Partner. Publicly-traded investments in active markets are reported at the market closing price less a discount, as appropriate, to reflect restricted marketability. Fair value for private investments for which observable market prices in active markets do not exist is based upon the best information available including the value of a recent financing, reference to observable valuation measures for comparable companies (such as revenue multiples), public or private transactions (such as the sale of a comparable company), and valuations for publicly-traded comparable companies. The valuations also incorporate the General Partner's own judgment and close familiarity with the business activities of each portfolio company. The portfolio consists of securities of public and private companies, and consequently, inputs used in the fair value calculation are classified as Level 3. These valuations are judgmental and require the use of many assumptions and estimates, and changes in these assumptions could result in an impairment charge in future periods.

The majority of the partnership's portfolio consists of investments in early-stage, private companies characterized by a high degree of risk, volatility, and illiquidity, and the global economic slowdown and credit market crisis have made the environment for these startups much less forgiving. As a result, it is possible that some of the younger companies in the portfolio that require capital investments to fund their current operations may not be as well prepared to survive this economic uncertainty as would a more mature company. These factors make the assumptions and estimates used in the fair valuation calculations more judgmental.

Management monitors the carrying value of its investments in debt securities and a limited partnership interest compared to their fair value to determine whether an other-than-temporary impairment has occurred. In considering whether a decline in fair value is other-than-temporary, we consider many factors, both qualitative and quantitative in nature. In its evaluation of its debt securities, management considers the type of security, the credit rating of the security, the length of time the security has been in a loss position, the size of the loss position, our ability and intent to hold the security to expected recovery of value, and other meaningful information. In its evaluation of its limited partnership interest,

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management considers the duration and extent of the decline, the length of the Company's commitment to the investment, general economic trends, and specific communications with the General Partner. If a decline in fair value is determined to be other-than-temporary, an impairment charge would be recorded in current operations to reduce the carrying value of the investment to its fair value. There were no other-than-temporary impairments of investments in 2012, 2011, or 2010. If the fair value of the Company's limited partnership interest decreases below its current carrying value, which would represent a decline of greater than 46%, the Company may be required to record an impairment charge related to this investment.

### **Accounts Receivable**

The Company maintains reserves against its accounts receivable for potential credit losses. Ongoing credit evaluations of customers are performed and the Company has historically not experienced significant losses related to the collection of its accounts receivable. Allowances for specific accounts determined to be at risk for collection are estimated by management taking into account the length of time the receivable has been outstanding, the customer's current ability to pay its obligations to the Company, general economic and industry conditions, as well as various other factors. Global economic uncertainty may result in longer payment cycles and challenges in collecting accounts receivable balances, which make these estimates more judgmental. An adverse change in any of these factors could result in higher than expected customer defaults and may result in the need for additional bad debt provisions. As of December 31, 2012, the Company's reserve against accounts receivable was \$1,131,000, or 3% of the gross accounts receivable balance. A 10% difference in the reserve against accounts receivable as of December 31, 2012 would have affected net income by approximately \$89,000.

### **Inventories**

Inventories are stated at the lower of cost or market. Management estimates excess and obsolescence exposures based upon assumptions about future demand, product transitions, and market conditions, and records reserves to reduce the carrying value of inventories to their net realizable value. Volatility in the global economy makes these assumptions about future demand more judgmental. Among the risks associated with the introduction of new products are difficulty predicting customer demand and effectively managing inventory levels to ensure adequate supply of the new product and avoid excess supply of the legacy product. In addition, we may strategically enter into non-cancelable commitments with vendors to purchase materials for products in advance of demand in order to take advantage of favorable pricing or address concerns about the availability of future supplies and long lead times. As of December 31, 2012, the Company's reserve for excess and obsolete inventory totaled \$3,414,000, or 11% of the gross inventory balance. A 10% difference in inventory reserves as of December 31, 2012 would have affected net income by approximately \$270,000.

### **Long-lived Assets**

The Company has long-lived assets, including property, plant, and equipment, and acquired intangible assets. These assets are susceptible to shortened estimated useful lives and changes in fair value due to changes in their use, market or economic changes, or other events or circumstances. The Company evaluates the potential impairment of these long-lived assets whenever events or circumstances indicate their carrying value may not be recoverable. Factors that could trigger an impairment review include historical or projected results that are less than the assumptions used in the original valuation of an acquired asset, a change in the Company's business strategy or its use of an acquired asset, or negative economic or industry trends.

If an event or circumstance indicates the carrying value of long-lived assets may not be recoverable, the Company assesses the recoverability of the assets by comparing the carrying value of the assets to the sum of the undiscounted future cash flows that the assets are expected to generate over their remaining economic lives. If the carrying value exceeds the sum of the undiscounted future cash flows, the Company compares the fair value of the long-lived assets to the carrying value and records an

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impairment loss for the difference. The Company generally estimates the fair value of its long-lived assets using the income approach based upon a discounted cash flow model. The income approach requires the use of many assumptions and estimates including future revenues and expenses, discount factors, income tax rates, the identification of groups of assets with highly independent cash flows, and assets' economic lives. Volatility in the global economy makes these assumptions and estimates more judgmental. No impairment losses were recorded in 2012, 2011, or 2010. Actual future operating results and the remaining economic lives of our long-lived assets could differ from those used in assessing the recoverability of these assets and could result in an impairment of long-lived assets in future periods.

### **Goodwill**

Management evaluates the potential impairment of goodwill for each of its reporting units annually each fourth quarter and whenever events or circumstances indicate their carrying value may not be recoverable. The Company has identified two reporting units for its goodwill test: MVSD and SISD. Determining the Company's reporting units requires judgments regarding what constitutes a business and at what level discrete financial information is available and reviewed by management.

In the third quarter of 2011, the Financial Accounting Standards Board issued an Accounting Standards Update intended to reduce the cost and complexity of the annual goodwill impairment test by providing entities an option to perform a qualitative assessment (commonly known as "step zero") to determine whether further impairment testing is necessary. If this qualitative assessment indicates that it is more likely than not that the fair value of a reporting unit is less than its carrying amount, the entity would proceed to a two-step process. Step one compares the fair value of the reporting unit with its carrying value, including goodwill. If the carrying amount exceeds the fair value of the reporting unit, step two is required to determine if there is an impairment of the goodwill. Step two compares the implied fair value of the reporting unit goodwill to the carrying amount of the goodwill. The Company estimates the fair value of its reporting units using the income approach based upon a discounted cash flow model. In addition, the Company uses the market approach, which compares the reporting unit to publicly-traded companies and transactions involving similar businesses, to support the conclusions based upon the income approach. The income approach requires the use of many assumptions and estimates including future revenues, expenses, capital expenditures, and working capital, as well as discount factors and income tax rates.

The Company elected to perform a qualitative assessment for its 2012 and 2011 analyses of goodwill. Factors that management considered in this assessment include macroeconomic conditions, industry and market considerations, overall financial performance (both current and projected), changes in management or strategy, and changes in the composition or carrying amount of net assets. In addition, management took into consideration the goodwill valuation it performed under the two-step process as of October 4, 2010, which indicated that the fair value of the MVSD unit exceeded its carrying value by approximately 208%, while the fair value of the SISD unit exceeded its carrying value by approximately 119% at that date. Based on the qualitative assessments performed in 2012 and 2011, management does not believe that it is more likely than not that the carrying value of either reporting unit exceeds its fair value.

### **Warranty Obligations**

The Company records the estimated cost of fulfilling product warranties at the time of sale based upon historical costs to fulfill claims. Obligations may also be recorded subsequent to the time of sale whenever specific events or circumstances impacting product quality become known that would not have been taken into account using historical data. While we engage in extensive product quality programs and processes, including actively monitoring and evaluating the quality of our component suppliers and third-party contract manufacturers, the Company's warranty obligation is affected by product failure rates, material usage, and service delivery costs incurred in correcting a product failure. An adverse change in any of these factors may result in the need for additional warranty provisions. As of December 31, 2012, the Company's accrued warranty obligations amounted to \$2,256,000. A 10%

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difference in accrued warranty obligations as of December 31, 2012 would have affected net income by approximately \$178,000.

### **Contingencies**

Estimated losses from contingencies are accrued by management based upon whether a loss is probable and whether management has the ability to reasonably estimate the amount of the loss. Estimating potential losses, or even a range of losses, is difficult and involves a great deal of judgment. Management relies primarily on assessments made by its internal and external legal counsel to make our determination as to whether a loss contingency arising from litigation should be recorded or disclosed. This analysis is performed on a quarterly basis or when facts and circumstances dictate. Should the resolution of a contingency result in a loss that we did not accrue because management did not believe that the loss was probable or capable of being reasonably estimated, then this loss would result in a charge to income in the period the contingency was resolved. The Company did not have any significant accrued contingencies as of December 31, 2012.

### **Stock-Based Compensation**

Compensation expense is recognized for all stock option grants. Determining the appropriate valuation model and estimating the fair values of these grants requires the input of subjective assumptions, including expected stock price volatility, dividend yields, expected term, and forfeiture rates. The expected volatility assumption is based partially upon the historical volatility of the Company's common stock, which may or may not be a true indicator of future volatility, particularly as the Company continues to seek to diversify its customer base. The assumptions used in calculating the fair values of stock option grants represent management's best estimates, but these estimates involve inherent uncertainties and the application of judgment. As a result, if factors change and different assumptions are used, stock-based compensation expense could be significantly different from what the Company recorded in the current period.

### **Income Taxes**

Significant judgment is required in determining worldwide income tax expense based upon tax laws in the various jurisdictions in which the Company operates. The Company has established reserves for income taxes by applying the "more likely than not" criteria, under which the recognition threshold is met when an entity concludes that a tax position, based solely on its technical merits, is more likely than not to be sustained upon examination by the relevant tax authority. All tax positions are analyzed periodically and adjustments are made as events occur that warrant modification, such as the completion of audits or the expiration of statutes of limitations, which may result in future charges or credits to income tax expense.

As part of the process of preparing consolidated financial statements, management is required to estimate income taxes in each of the jurisdictions in which the Company operates. This process involves estimating the current tax liability, as well as assessing temporary differences arising from the different treatment of items for financial statement and tax purposes. These differences result in deferred tax assets and liabilities, which are recorded on the Consolidated Balance Sheets.

The Company has net deferred tax assets primarily resulting from temporary differences between the financial statement and tax bases of assets and liabilities. Management has evaluated the realizability of these deferred tax assets and has determined that it is more likely than not that these assets will be realized, net of any valuation allowance. In reaching this conclusion, we have evaluated relevant criteria, including the Company's historical profitability, current projections of future profitability, and the lives of tax credits, net operating and capital losses, and other carryforwards, certain of which have indefinite lives. Should the Company fail to generate sufficient pre-tax profits in future periods, we may be required to record material adjustments to these deferred tax assets, resulting in a charge to income in the period of determination.

## **Derivative Instruments**

In certain instances, the Company enters into forward contracts to hedge against foreign currency fluctuations. These contracts are used to minimize foreign currency gains or losses, as the gains or losses on these contracts are intended to offset the losses or gains on the underlying exposures. The Company does not engage in foreign currency speculation and these forward contracts are not subject to effective hedge accounting. Administering the Company's foreign currency risk management program requires the use of estimates and the application of judgment, including compiling forecasts of transaction activity denominated in various currencies. The failure to identify foreign currency exposures and construct effective hedges may result in material foreign currency gains or losses.

## **Purchase Accounting**

Business acquisitions are accounted for under the purchase method of accounting. Allocating the purchase price requires the Company to estimate the fair value of various assets acquired and liabilities assumed. Management is responsible for determining the appropriate valuation model and estimated fair values, and in doing so, considers a number of factors, including information provided by an outside valuation advisor. The Company primarily establishes fair value using the income approach based upon a discounted cash flow model. The income approach requires the use of many assumptions and estimates including future revenues and expenses, as well as discount factors and income tax rates.

## **ITEM 7A: QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

### **Foreign Currency Risk**

The Company faces exposure to foreign currency exchange rate fluctuations, as a significant portion of its revenues, expenses, assets, and liabilities are denominated in currencies other than the functional currencies of the Company's subsidiaries or the reporting currency of the Company, which is the U.S. Dollar. These exposures may change over time as business practices evolve. The Company evaluates its foreign currency exposures on an ongoing basis and makes adjustments to its foreign currency risk management program as circumstances change. The failure to identify new exposures and hedge them in an effective manner may result in material foreign currency gains or losses.

The Company faces two types of foreign currency exchange rate exposures:

- transactional currency/functional currency exchange rate exposures from transactions that are denominated in currencies other than the functional currency of the subsidiary (for example, a U.S. Dollar receivable on the Company's Irish subsidiary's books for which the functional currency is the Euro), and
- functional currency/reporting currency exchange rate exposures from transactions that are denominated in currencies other than the U.S. Dollar, which is the reporting currency of the Company.

The Company faces transactional currency/functional currency exposures that it may hedge from time to time. These exposures include cash balances, accounts receivable or payable denominated in currencies other than the functional currency of the subsidiary, and intercompany balances denominated in currencies other than the functional currency of the subsidiary. The Company presently manages its intercompany foreign currency risk by transferring cash to minimize intercompany balances at the end of each month, and in certain instances, entering into forward contracts. In addition, the Company enters into forward contracts to hedge the exposure of its Irish subsidiary's accounts receivable denominated in U.S. dollars.

Forward contracts to exchange 3,590,000 U.S. Dollars for Euros at a weighted-average settlement price of 1.31 USD/Euro, with terms between one and four months, were outstanding as of December 31, 2012. At fair value, these instruments had a net gain of \$30,000 as of December 31, 2012.



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These forward contracts are used to minimize foreign currency gains or losses, as the gains or losses on these contracts are intended to offset the losses or gains on the underlying exposures. Both the underlying exposures and the forward contracts are recorded at fair value on the Consolidated Balance Sheets and changes in fair value are reported as "Foreign currency gain (loss)" on the Consolidated Statements of Operations. The Company does not engage in foreign currency speculation and these forward contracts are not subject to effective hedge accounting. The success of this hedging program depends upon forecasts of sales and collections denominated in various currencies. To the extent that these forecasts are overstated or understated during periods of currency volatility, the Company could experience unanticipated foreign currency gains or losses that could have a material impact on the Company's results of operations.

The Company's functional currency/reporting currency exchange rate exposures result from revenues and expenses that are denominated in currencies other than the U.S. Dollar. A significant portion of our revenues and expenses are denominated in the Euro and the Japanese Yen. The Company's predominant currency of sale is the U.S. Dollar in the Americas, the Euro in Europe, the Yen in Japan, and the U.S. Dollar and Chinese Yuan in Southeast Asia. We estimate that approximately 50% of our sales in 2012 were invoiced in currencies other than the U.S. Dollar, and we expect sales denominated in foreign currencies to continue to represent a significant portion of our total revenue. While we also have expenses denominated in these same foreign currencies, the impact on revenues has historically been, and is expected to continue to be, greater than the offsetting impact on expenses. Therefore, in times when the U.S. Dollar strengthens in relation to these foreign currencies, we would expect to report a net decrease in operating income. Conversely, in times when the U.S. Dollar weakens in relation to these foreign currencies, we would expect to report a net increase in operating income.

### Interest Rate Risk

The Company's investment portfolio of debt securities includes corporate bonds, asset-backed securities, treasury bills, agency bonds, municipal bonds, sovereign bonds, and covered bonds. Debt securities with original maturities greater than three months are designated as available-for-sale and are reported at fair value. As of December 31, 2012, the fair value of the Company's portfolio of debt securities amounted to \$337,489,000, with principal amounts totaling \$336,806,000, maturities that do not exceed eight years, and a yield to maturity of 0.70%. Differences between the fair value and principal amounts of the Company's portfolio of debt securities are primarily attributable to discounts and premiums arising at the acquisition date, as well as unrealized gains and losses as of the balance sheet date.

Although it is the Company's policy to invest in debt securities with effective maturities that do not exceed ten years, 91% of the investment portfolio as of December 31, 2012 has effective maturity dates of less than three years. Given the relatively short maturities and investment-grade quality of the Company's portfolio of debt securities as of December 31, 2012, a sharp rise in interest rates should not have a material adverse effect on the fair value of these instruments. As a result, the Company does not currently hedge these interest rate exposures.

The following table presents the hypothetical change in the fair value of the Company's portfolio of debt securities arising from selected potential changes in interest rates (in thousands). This modeling technique measures the change in fair value that would result from a parallel shift in the yield curve plus or minus 50 and 100 basis points (BP) over a twelve-month time horizon.

Type of security	Valuation of securities given an interest rate decrease		No change in interest rates	Valuation of securities given an interest rate increase	
	(100 BP)	(50 BP)		50 BP	100 BP
Corporate Bonds	\$ 148,298	\$ 147,186	\$ 146,073	\$ 144,960	\$ 143,847
Asset-Backed Securities	53,180	52,778	52,376	51,974	51,571
Treasury Bills	42,937	42,605	42,273	41,941	41,610
Agency Bonds	37,498	37,211	36,923	36,636	36,349
Municipal Bonds	34,558	34,314	34,070	33,827	33,583
Sovereign Bonds	14,817	14,704	14,592	14,480	14,367
Covered Bonds	11,354	11,268	11,182	11,096	11,010
	\$ 342,642	\$ 340,066	\$ 337,489	\$ 334,914	\$ 332,337



### **Other Market Risks**

As noted above, the Company's investments include a variety of debt securities. These debt securities are all denominated in U.S. Dollars and the majority of these securities are debt of U.S. companies.

The Company's investments also include stock in a publicly-traded U.S. company. As of December 31, 2012, the fair value of the corporate stock securities was \$2,131,000. This investment is marked-to-market each reporting period, with unrealized gains and losses recorded in current operations. This stock is traded on an open and active market, and is therefore subject to market fluctuations. Given the small balance of this investment relative to the Company's overall portfolio of investments and management's ability to exercise discretion in when to sell this stock, management believes there is little market risk related to this investment.

The Company's investment portfolio also includes a limited partnership interest in Venrock Associates III, L.P., a venture capital fund with an investment focus on Information Technology and Health Care and Life Sciences. The fair value of the Company's limited partnership interest takes into consideration valuations of the partnership's investments as determined by the General Partner. Publicly-traded investments in active markets are reported at the market closing price less a discount, as appropriate, to reflect restricted marketability. Fair value for private investments for which observable market prices in active markets do not exist is based upon the best information available including the value of a recent financing, reference to observable valuation measures for comparable companies (such as revenue multiples), public or private transactions (such as the sale of a comparable company), and valuations for publicly-traded comparable companies. The valuations also incorporate the General Partner's own judgment and close familiarity with the business activities of each portfolio company. These valuations are judgmental and require the use of many assumptions and estimates, and changes in these assumptions could result in an impairment charge in future periods.

The majority of the partnership's portfolio consists of investments in early-stage, private companies characterized by a high degree of risk, volatility, and illiquidity, and the global economic slowdown and credit market crisis have made the environment for these startups much less forgiving. As a result, it is possible that some of the younger companies in the portfolio that require capital investments to fund their current operations may not be as well prepared to survive economic uncertainty as would a more mature company. These factors make the assumptions and estimates used in the fair valuation calculations more judgmental.

As of December 31, 2012, the carrying value of this investment was \$3,740,000 compared to an estimated fair value of \$6,932,000. Should the fair value of this investment decline in future periods below its carrying value, management will determine whether this decline is other-than-temporary and future impairment charges may be required.

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**ITEM 8: FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

**To the Board of Directors and Shareholders of Cognex Corporation:**

We have audited the accompanying consolidated balance sheets of Cognex Corporation (a Massachusetts corporation) and subsidiaries (the "Company") as of December 31, 2012 and 2011, and the related consolidated statements of operations, comprehensive income, changes in shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2012. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements 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 financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Cognex Corporation and subsidiaries as of December 31, 2012 and 2011, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2012 in conformity with accounting principles generally accepted in the United States of America.

We also have 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, 2012, based on criteria established in *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated February 11, 2013 expressed an unqualified opinion.

/s/ GRANT THORNTON LLP

Boston, Massachusetts  
February 11, 2013

[Table of Contents](#)**COGNEX CORPORATION – CONSOLIDATED STATEMENTS OF OPERATIONS**

	Year Ended December 31,		
	2012	2011	2010
	(In thousands, except per share amounts)		
Revenue			
Product	\$ 295,588	\$ 297,310	\$ 263,463
Service	<u>28,691</u>	<u>24,604</u>	<u>27,228</u>
	<b>324,279</b>	<b>321,914</b>	<b>290,691</b>
Cost of revenue			
Product	65,432	64,732	61,497
Service	<u>14,063</u>	<u>13,187</u>	<u>16,091</u>
	<b>79,495</b>	<b>77,919</b>	<b>77,588</b>
Gross margin			
Product	230,156	232,578	201,966
Service	<u>14,628</u>	<u>11,417</u>	<u>11,137</u>
	<b>244,784</b>	<b>243,995</b>	<b>213,103</b>
Research, development, and engineering expenses	41,549	40,946	33,080
Selling, general, and administrative expenses	119,828	117,694	104,235
Restructuring charges (Note 16)	-	-	75
Operating Income	83,407	85,355	75,713
Foreign currency loss	(880)	(504)	(328)
Investment income	4,470	2,902	1,421
Other expense	<u>(367)</u>	<u>(636)</u>	<u>(703)</u>
Income before income tax expense	86,630	87,117	76,103
Income tax expense	<u>18,532</u>	<u>17,248</u>	<u>14,722</u>
Net income	<u>\$ 68,098</u>	<u>\$ 69,869</u>	<u>\$ 61,381</u>
Net income per common and common-equivalent share:			
Basic	<u>\$ 1.59</u>	<u>\$ 1.67</u>	<u>\$ 1.54</u>
Diluted	<u>\$ 1.56</u>	<u>\$ 1.63</u>	<u>\$ 1.52</u>
Weighted-average common and common-equivalent shares outstanding:			
Basic	<u>42,833</u>	<u>41,859</u>	<u>39,924</u>
Diluted	<u>43,640</u>	<u>42,762</u>	<u>40,297</u>
Cash dividends per common share	<u>\$ 1.54</u>	<u>\$ 0.36</u>	<u>\$ 0.25</u>

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

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[Table of Contents](#)**COGNEX CORPORATION – CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

	Year Ended December 31,		
	2012	2011	2010
Net income	\$ 68,098	\$ 69,869	\$ 61,381
Other comprehensive loss, net of tax:		(In thousands)	
Net unrealized gain (loss) on available-for-sale investments, net of tax of \$129, \$123, and (\$185) in 2012, 2011, and 2010, respectively	(1,311)	355	(507)
Foreign currency translation adjustments, net of tax of \$7, \$238 and \$149 in 2012, 2011, and 2010, respectively	(12,546)	(8,491)	(5,349)
Other comprehensive loss	(13,857)	(8,136)	(5,856)
Comprehensive income	<u>\$ 54,241</u>	<u>\$ 61,733</u>	<u>\$ 55,525</u>

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

[Table of Contents](#)**COGNEX CORPORATION – CONSOLIDATED BALANCE SHEETS**

	December 31,	
	2012	2011
	(In thousands)	
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 45,160	\$ 38,103
Short-term investments	105,105	144,431
Accounts receivable, less reserves of \$1,131 and \$1,240 in 2012 and 2011, respectively	42,387	48,206
Inventories	26,182	28,098
Deferred income taxes	6,369	6,880
Prepaid expenses and other current assets	14,394	19,628
Total current assets	239,597	285,346
Long-term investments	238,255	174,906
Property, plant, and equipment, net	34,820	31,744
Deferred income taxes	15,647	15,919
Intangible assets, net	14,770	18,910
Goodwill	81,689	82,029
Other assets	2,827	3,027
	<u>\$ 627,605</u>	<u>\$ 611,881</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 6,815	\$ 7,098
Accrued expenses	29,590	32,290
Accrued income taxes	1,009	1,259
Deferred revenue and customer deposits	12,690	13,458
Total current liabilities	50,104	54,105
Reserve for income taxes	5,216	4,796
Commitments and contingencies (Note 9)		
Shareholders' equity:		
Common stock, \$.002 par value – Authorized: 140,000 shares, issued and outstanding: 43,055 and 42,223 shares in 2012 and 2011, respectively	86	84
Additional paid-in capital	165,248	135,668
Retained earnings	436,466	434,581
Accumulated other comprehensive loss, net of tax	(29,515)	(17,353)
Total shareholders' equity	572,285	552,980
	<u>\$ 627,605</u>	<u>\$ 611,881</u>

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

**COGNEX CORPORATION – CONSOLIDATED STATEMENTS OF CASH FLOWS**

	Year Ended December 31,		
	2012	2011	2010
	(In thousands)		
Cash flows from operating activities:			
Net income	\$ 68,098	\$ 69,869	\$ 61,381
Adjustments to reconcile net income to net cash provided by operations:			
Stock-based compensation expense	8,520	8,068	3,027
Depreciation of property, plant, and equipment	6,721	5,529	4,685
Amortization of intangible assets	4,137	4,227	5,124
Amortization of discounts or premiums on investments	5,735	6,383	3,195
Realized (gain) loss on sale of investments	(1,625)	181	(10)
Change in deferred income taxes	429	(425)	1,034
Tax effect of stock option exercises	(3,594)	(4,045)	(1,941)
Changes in operating assets and liabilities:			
Accounts receivable	5,035	(2,031)	(14,535)
Inventories	1,872	(5,743)	(6,190)
Accrued expenses	(1,974)	2,747	10,134
Accrued income taxes	3,363	(2,865)	9,567
Deferred revenue and customer deposits	(761)	3,316	(4,740)
Return of Japan tax deposit (Note 15)	-	-	9,336
Other	5,175	1,064	(3,734)
Net cash provided by operating activities	<u>101,131</u>	<u>86,275</u>	<u>76,333</u>
Cash flows from investing activities:			
Purchases of investments	(460,486)	(323,946)	(253,867)
Maturities and sales of investments	431,510	241,557	82,928
Purchases of property, plant, and equipment	(9,878)	(7,820)	(5,852)
Cash received related to discontinued business	-	-	315
Net cash used in investing activities	<u>(38,854)</u>	<u>(90,209)</u>	<u>(176,476)</u>
Cash flows from financing activities:			
Issuance of common stock under stock option plans	17,468	30,863	28,384
Payment of dividends	(66,213)	(15,114)	(10,014)
Repurchase of common stock	-	(10,000)	-
Stock option buyback	-	-	(83)
Tax effect of stock option exercises	3,594	4,045	1,941
Net cash provided by (used in) financing activities	<u>(45,151)</u>	<u>9,794</u>	<u>20,228</u>
Effect of foreign exchange rate changes on cash and cash equivalents	<u>(10,069)</u>	<u>(960)</u>	<u>(6,713)</u>
Net change in cash and cash equivalents	7,057	4,900	(86,628)
Cash and cash equivalents at beginning of year	<u>38,103</u>	<u>33,203</u>	<u>119,831</u>
Cash and cash equivalents at end of year	<u>\$ 45,160</u>	<u>\$ 38,103</u>	<u>\$ 33,203</u>

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

**COGNEX CORPORATION – CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY**

(In thousands)	Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total Shareholders' Equity
	Shares	Par Value				
Balance as of December 31, 2009	39,665	\$ 79	\$ 69,271	\$328,459	\$ (3,361)	\$ 394,448
Issuance of common stock under stock option plans	1,400	3	28,381	-	-	28,384
Stock-based compensation expense	-	-	3,027	-	-	3,027
Excess tax benefit from stock option exercises	-	-	1,941	-	-	1,941
Payment of dividends	-	-	-	(10,014)	-	(10,014)
Net income	-	-	-	61,381	-	61,381
Net unrealized loss on available-for-sale investments, net of tax of \$185	-	-	-	-	(507)	(507)
Foreign currency translation adjustment, net of tax of \$149	-	-	-	-	(5,349)	(5,349)
Balance as of December 31, 2010	41,065	\$ 82	\$102,620	\$379,826	\$ (9,217)	\$ 473,311
Issuance of common stock under stock option plans	1,495	3	30,860	-	-	30,863
Stock-based compensation expense	-	-	8,068	-	-	8,068
Excess tax benefit from stock option exercises	-	-	4,045	-	-	4,045
Tax benefit for research and development credits as a result of stock option accounting	-	-	74	-	-	74
Repurchase of common stock	(337)	(1)	(9,999)	-	-	(10,000)
Payment of dividends	-	-	-	(15,114)	-	(15,114)
Net income	-	-	-	69,869	-	69,869
Net unrealized gain on available-for-sale investments, net of tax of \$123	-	-	-	-	355	355
Foreign currency translation adjustment, net of tax of \$238	-	-	-	-	(8,491)	(8,491)
Balance as of December 31, 2011	42,223	\$ 84	\$135,668	\$434,581	\$ (17,353)	\$ 552,980
Issuance of common stock under stock option plans	832	2	17,466	-	-	17,468
Stock-based compensation expense	-	-	8,520	-	-	8,520
Excess tax benefit from stock option exercises	-	-	3,594	-	-	3,594
Payment of dividends	-	-	-	(66,213)	-	(66,213)
Net income	-	-	-	68,098	-	68,098
Reclassification of realized gain on the sale of available-for-sale investments	-	-	-	-	1,695	1,695
Net unrealized loss on available-for-sale investments, net of tax of \$129	-	-	-	-	(1,311)	(1,311)
Foreign currency translation adjustment, net of tax of \$7	-	-	-	-	(12,546)	(12,546)
Balance as of December 31, 2012	<u>43,055</u>	<u>\$ 86</u>	<u>\$165,248</u>	<u>\$436,466</u>	<u>\$ (29,515)</u>	<u>\$ 572,285</u>

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



## COGNEX CORPORATION - NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 1: Summary of Significant Accounting Policies

The accompanying consolidated financial statements reflect the application of the significant accounting policies described below.

#### Nature of Operations

Cognex Corporation is a leading provider of machine vision products that capture and analyze visual information in order to automate tasks, primarily in manufacturing processes, where vision is required.

#### Use of Estimates in the Preparation of Financial Statements

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP) requires management to make estimates and judgments that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities as of the balance sheet date, and the reported amounts of revenues and expenses during the year. Actual results could differ from those estimates. Significant estimates and judgments include those related to revenue recognition, investments, accounts receivable, inventories, long-lived assets, goodwill, warranty obligations, contingencies, stock-based compensation, income taxes, derivative instruments, and purchase accounting.

#### Basis of Consolidation

The consolidated financial statements include the accounts of Cognex Corporation and its subsidiaries, all of which are wholly-owned. All intercompany accounts and transactions have been eliminated.

#### Foreign Currency

The financial statements of the Company's foreign subsidiaries, where the local currency is the functional currency, are translated using exchange rates in effect at the end of the year for assets and liabilities and average exchange rates during the year for results of operations. The resulting foreign currency translation adjustment is recorded in shareholders' equity as other comprehensive loss.

#### Fair Value Measurements

The Company applies a three-level valuation hierarchy for fair value measurements. The categorization of assets and liabilities within the valuation hierarchy is based upon the lowest level of input that is significant to the measurement of fair value. Level 1 inputs to the valuation methodology utilize unadjusted quoted market prices in active markets for identical assets and liabilities. Level 2 inputs to the valuation methodology are other observable inputs, including quoted market prices for similar assets and liabilities, quoted prices for identical and similar assets and liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data. Level 3 inputs to the valuation methodology are unobservable inputs based upon management's best estimate of the inputs that market participants would use in pricing the asset or liability at the measurement date, including assumptions about risk. A change to the level of an asset or liability within the fair value hierarchy is determined at the end of a reporting period.

#### Cash, Cash Equivalents, and Investments

Money market instruments purchased with original maturities of three months or less are classified as cash equivalents and are stated at amortized cost. Debt securities with original maturities greater than three months and remaining maturities of one year or less, as well as equity securities that the Company intends to sell within one year, are classified as short-term investments. Debt securities with remaining maturities greater than one year, as well as a limited partnership interest, are classified as long-term investments. It is the Company's policy to invest in debt securities with effective maturities that do not exceed ten years.

## COGNEX CORPORATION - NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 1: Summary of Significant Accounting Policies (continued)

Debt securities with original maturities greater than three months are designated as available-for-sale and are reported at fair value, with unrealized gains and losses, net of tax, recorded in shareholders' equity as other comprehensive income (loss). Equity securities that are held for short periods of time with the intention of selling them in the near term are designated as trading and are reported at fair value, with unrealized gains and losses recorded in current operations. Realized gains and losses are included in current operations, along with the amortization of the discount or premium on debt securities arising at acquisition, and are calculated using the specific identification method. The Company's limited partnership interest is accounted for using the cost method because the Company's investment is less than 5% of the partnership and the Company has no influence over the partnership's operating and financial policies. Furthermore, the investment does not have a readily determinable market value, and therefore, does not qualify for fair value accounting.

Management monitors the carrying value of its investments in debt securities and a limited partnership interest compared to their fair value to determine whether an other-than-temporary impairment has occurred. If the fair value of a debt security is less than its amortized cost, the Company assesses whether the impairment is other-than-temporary. In considering whether a decline in fair value is other-than-temporary, we consider many factors. In its evaluation of its debt securities, management considers the type of security, the credit rating of the security, the length of time the security has been in a loss position, the size of the loss position, our intent and ability to hold the security to expected recovery of value, and other meaningful information. An impairment is considered other-than-temporary if (i) the Company has the intent to sell the security, (ii) it is more likely than not that the Company will be required to sell the security before recovery of the entire amortized cost basis, or (iii) the Company does not expect to recover the entire amortized cost basis of the security. If impairment is considered other-than-temporary based upon condition (i) or (ii) described above, the entire difference between the amortized cost and the fair value of the security is recognized in current operations. If an impairment is considered other-than-temporary based upon condition (iii), the amount representing credit losses (defined as the difference between the present value of the cash flows expected to be collected and the amortized cost basis of the security) will be recognized in current operations and the amount relating to all other factors will be recognized in other comprehensive income (loss). In its evaluation of its limited partnership interest, management considers the duration and extent of the decline, the length of the Company's commitment to the investment, general economic trends, and specific communications with the General Partner.

#### Accounts Receivable

The Company extends credit with various payment terms to customers based upon an evaluation of their financial condition. Accounts that are outstanding longer than the payment terms are considered to be past due. The Company establishes reserves against its accounts receivable for potential credit losses when it determines receivables are at risk for collection based upon the length of time the receivable has been outstanding, the customer's current ability to pay its obligations to the Company, general economic and industry conditions, as well as various other factors. Receivables are written off against these reserves in the period they are determined to be uncollectible and payments subsequently received on previously written-off receivables are recorded as a reversal of the bad debt provision.

For certain customers in Japan, as part of its customary business practice, the Company accepts promissory notes of up to 180 days after the original credit terms expire. Promissory notes receivable totaled \$1,211,000 and \$2,706,000 as of December 31, 2012 and 2011, respectively, and are included in "Accounts receivable" on the Consolidated Balance Sheets.

#### Inventories

Inventories are stated at the lower of cost or market. Cost is determined using standard costs, which approximates actual costs under the first-in, first-out (FIFO) method. The Company's inventory is

## COGNEX CORPORATION - NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 1: Summary of Significant Accounting Policies (continued)

subject to rapid technological change or obsolescence. The Company reviews inventory quantities on hand and estimates excess and obsolescence exposures based upon assumptions about future demand, product transitions, and market conditions, and records reserves to reduce the carrying value of inventories to their net realizable value. If actual future demand is less than estimated, additional inventory write-downs would be required.

The Company generally disposes of obsolete inventory upon determination of obsolescence. The Company does not dispose of excess inventory immediately, due to the possibility that some of this inventory could be sold to customers as a result of differences between actual and forecasted demand. When inventory has been written down below cost, such reduced amount is considered the new cost basis for subsequent accounting purposes. As a result, the Company would recognize a higher than normal gross margin if the reserved inventory were subsequently sold.

#### Property, Plant, and Equipment

Property, plant, and equipment are stated at cost and depreciated using the straight-line method over the assets' estimated useful lives. Buildings' useful lives are 39 years, building improvements' useful lives are ten years, and the useful lives of computer hardware and software, manufacturing test equipment, and furniture and fixtures range from two to five years. Leasehold improvements are depreciated over the shorter of the estimated useful lives or the remaining terms of the leases. Maintenance and repairs are expensed when incurred; additions and improvements are capitalized. Upon retirement or disposition, the cost and related accumulated depreciation of the disposed assets are removed from the accounts, with any resulting gain or loss included in current operations.

#### Intangible Assets

Intangible assets are stated at cost and amortized over the assets' estimated useful lives. Intangible assets are either amortized in relation to the relative cash flows anticipated from the intangible asset or using the straight-line method, depending upon facts and circumstances. The useful lives of distribution networks range from eleven to twelve years, of customer contracts and relationships from eight to twelve years, and of completed technologies and other intangible assets from three to eight years. The Company evaluates the possible impairment of long-lived assets, including intangible assets, whenever events or circumstances indicate the carrying value of the assets may not be recoverable. At the occurrence of a certain event or change in circumstances, the Company evaluates the potential impairment of an asset by estimating the future undiscounted cash flows expected to result from the use and eventual disposition of the asset. If the sum of the estimated future cash flows is less than the carrying value, the Company determines the amount of such impairment by comparing the fair value of the asset to its carrying value. The fair value is based upon the present value of the estimated future cash flows using a discount rate commensurate with the risks involved.

#### Goodwill

Goodwill is stated at cost. The Company evaluates the possible impairment of goodwill annually each fourth quarter and whenever events or circumstances indicate the carrying value of the goodwill may not be recoverable. In the third quarter of 2011, the Financial Accounting Standards Board issued an Accounting Standards Update intended to reduce the cost and complexity of the annual goodwill impairment test by providing entities an option to perform a qualitative assessment (commonly known as "step zero") to determine whether further impairment testing is necessary. Factors that management considers in this assessment include macroeconomic conditions, industry and market considerations, overall financial performance (both current and projected), changes in management or strategy, and changes in the composition or carrying amount of net assets. In addition, management takes into consideration the goodwill valuation under the last quantitative analysis that was performed. If this

## COGNEX CORPORATION - NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 1: Summary of Significant Accounting Policies (continued)

qualitative assessment indicates that it is more likely than not that the fair value of a reporting unit is less than its carrying amount, the entity would proceed to a two-step process. Step one compares the fair value of the reporting unit with its carrying value, including goodwill. If the carrying amount exceeds the fair value of the reporting unit, step two is required to determine if there is an impairment of the goodwill. Step two compares the implied fair value of the reporting unit goodwill to the carrying amount of the goodwill.

#### Warranty Obligations

The Company warrants its hardware products to be free from defects in material and workmanship for periods primarily ranging from six months to two years from the time of sale based upon the product being purchased and the terms of the customer arrangement. Warranty obligations are evaluated and recorded at the time of sale since it is probable that customers will make claims under warranties related to products that have been sold and the amount of these claims can be reasonably estimated based upon historical costs to fulfill claims. Obligations may also be recorded subsequent to the time of sale whenever specific events or circumstances impacting product quality become known that would not have been taken into account using historical data.

#### Contingencies

Loss contingencies are accrued if the loss is probable and the amount of the loss can be reasonably estimated. Legal costs associated with potential loss contingencies, such as patent infringement matters, are expensed as incurred.

#### Revenue Recognition

The Company's product revenue is derived from the sale of machine vision systems, which can take the form of hardware with embedded software or software-only, and related accessories. The Company also generates revenue by providing maintenance and support, training, consulting, and installation services to its customers. Certain of the Company's arrangements include multiple deliverables that provide the customer with a combination of products or services. In order to recognize revenue, the Company requires that a signed customer contract or purchase order is received, the fee from the arrangement is fixed or determinable, and collection of the resulting receivable is probable. Assuming that these criteria have been met, product revenue is recognized upon delivery, revenue from maintenance and support programs is recognized ratably over the program period, revenue from training and consulting services is recognized over the period that the services are provided, and revenue from installation services is recognized when the customer has signed off that the installation is complete.

The majority of the Company's product offerings consist of hardware with embedded software. Under the revenue recognition rules for tangible products, the fee from a multiple-deliverable arrangement is allocated to each of the deliverables based upon their relative selling prices as determined by a selling-price hierarchy. A deliverable in an arrangement qualifies as a separate unit of accounting if the delivered item has value to the customer on a stand-alone basis. A delivered item that does not qualify as a separate unit of accounting is combined with the other undelivered items in the arrangement and revenue is recognized for those combined deliverables as a single unit of accounting. The selling price used for each deliverable is based upon vendor-specific objective evidence (VSOE) if available, third-party evidence (TPE) if VSOE is not available, and management's best estimate of selling price (BESP) if neither VSOE nor TPE are available. TPE is the price of the Company's or any competitor's largely interchangeable products or services in stand-alone sales to similarly-situated customers. BESP is the price at which the Company would sell the deliverable if it were sold regularly on a stand-alone basis, considering market conditions and entity-specific factors.

## COGNEX CORPORATION - NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 1: Summary of Significant Accounting Policies (continued)

The selling prices used in the relative selling price allocation method for (1) certain of the Company's services are based upon VSOE, (2) third-party accessories available from other vendors are based upon TPE, and (3) hardware products with embedded software, custom accessories, and services for which VSOE does not exist are based upon BESP. The Company does not believe TPE exists for these products and services because they are differentiated from competing products and services in terms of functionality and performance and there are no competing products or services that are largely interchangeable. For the Company's Modular Vision Systems Division (MVSD), BESP has been established for each product line within each region, and for the Company's Surface Inspection Systems Division (SISD), BESP has been established for each industry within each region. Management establishes BESP with consideration for market conditions, such as the impact of competition and geographic considerations, and entity-specific factors, such as the cost of the product and the division's profit objectives. Management believes that BESP is reflective of reasonable pricing of that deliverable as if priced on a stand-alone basis.

Under the revenue recognition rules for software-only products, the fee from a multiple-deliverable arrangement is allocated to each of the undelivered elements based upon VSOE, which is limited to the price charged when the same deliverable is sold separately, with the residual value from the arrangement allocated to the delivered element. The portion of the fee that is allocated to each deliverable is then recognized as revenue when the criteria for revenue recognition are met with respect to that deliverable. If VSOE does not exist for all of the undelivered elements, then all revenue from the arrangement is typically deferred until all elements have been delivered to the customer.

The Company's products are sold directly to end users, as well as to resellers including original equipment manufacturers (OEMs), distributors, and integrators. Revenue is recognized upon delivery of the product to the reseller, assuming all other revenue recognition criteria have been met. The Company establishes reserves against revenue for potential product returns, since the amount of future returns can be reasonably estimated based upon experience. These reserves have historically been immaterial.

Amounts billed to customers related to shipping and handling, as well as reimbursements received from customers for out-of-pocket expenses, are classified as revenue, with the associated costs included in cost of revenue.

#### Research and Development

Research and development costs for internally-developed or acquired products are expensed when incurred until technological feasibility has been established for the product. Thereafter, all software costs are capitalized until the product is available for general release to customers. The Company determines technological feasibility at the time the product reaches beta in its stage of development. Historically, the time incurred between beta and general release to customers has been short, and therefore, the costs have been insignificant. As a result, the Company has not capitalized software costs associated with internally-developed products.

#### Advertising Costs

Advertising costs are expensed as incurred and totaled \$1,792,000 in 2012, \$2,157,000 in 2011, and \$1,402,000 in 2010.

#### Stock-Based Compensation

The Company's share-based payments that result in compensation expense consist solely of stock option grants. The Company has reserved a specific number of shares of its authorized but unissued shares for issuance upon the exercise of stock options. When a stock option is exercised, the

## COGNEX CORPORATION - NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 1: Summary of Significant Accounting Policies (continued)

Company issues new shares from this pool. The fair values of stock options granted after January 1, 2006 are estimated on the grant date using a binomial lattice model. The fair values of options granted prior to January 1, 2006 were estimated using the Black-Scholes option pricing model. The Company believes that a binomial lattice model results in a better estimate of fair value because it identifies patterns of exercises based upon triggering events, tying the results to possible future events instead of a single path of actual historical events. Management is responsible for determining the appropriate valuation model and estimating these fair values, and in doing so, considers a number of factors, including information provided by an outside valuation advisor.

The Company recognizes compensation expense using the graded attribution method, in which expense is recognized on a straight-line basis over the service period for each separately vesting portion of the stock option as if the option was, in substance, multiple awards. The amount of compensation expense recognized at the end of the vesting period is based upon the number of stock options for which the requisite service has been completed. No compensation expense is recognized for options that are forfeited for which the employee does not render the requisite service. The term "forfeitures" is distinct from "expirations" and represents only the unvested portion of the surrendered option. The Company applies estimated forfeiture rates to its unvested options to arrive at the amount of compensation expense that is expected to be recognized over the requisite service period. At the end of each separately vesting portion of an option, the expense that was recognized by applying the estimated forfeiture rate is compared to the expense that should be recognized based upon the employee's service, and a credit to expense is recorded related to those employees that have not rendered the requisite service.

#### Taxes

The Company recognizes a tax position in its financial statements when that tax position, based solely upon its technical merits, is more likely than not to be sustained upon examination by the relevant taxing authority. Those tax positions failing to qualify for initial recognition are recognized in the first interim period in which they meet the more likely than not standard, or are resolved through negotiation or litigation with the taxing authority, or upon expiration of the statutes of limitations. Derecognition of a tax position that was previously recognized occurs when an entity subsequently determines that a tax position no longer meets the more likely than not threshold of being sustained.

Only the portion of the liability that is expected to be paid within one year is classified as a current liability. As a result, liabilities expected to be resolved without the payment of cash (e.g., resolution due to the expiration of the statutes of limitations) or are not expected to be paid within one year are not classified as current. It is the Company's policy to record estimated interest and penalties as income tax expense and tax credits as a reduction in income tax expense.

Deferred tax assets and liabilities are determined based upon the differences between the financial statement and tax bases of assets and liabilities as measured by the enacted tax rates that will be in effect when these differences reverse. Valuation allowances are provided if, based upon the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized.

Sales tax in the United States and similar taxes in other jurisdictions that are collected from customers and remitted to government authorities are presented on a gross basis (i.e., a receivable from the customer with a corresponding payable to the government). Amounts collected from customers and retained by the Company during tax holidays are recognized as nonoperating income when earned.

#### Net Income Per Share

Basic net income per share is computed by dividing net income available to common shareholders by the weighted-average number of common shares outstanding for the period. Diluted net income per

**COGNEX CORPORATION - NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 1: Summary of Significant Accounting Policies (continued)**

share is computed by dividing net income available to common shareholders by the weighted-average number of common shares outstanding for the period plus potential dilutive common shares. Dilutive common equivalent shares consist of stock options and are calculated using the treasury stock method. Common equivalent shares do not qualify as participating securities. In periods where the Company records a net loss, potential common stock equivalents are not included in the calculation of diluted net loss per share.

Comprehensive Income

Comprehensive income is defined as the change in equity of a company during a period from transactions and other events and circumstances, excluding transactions resulting from investments by owners and distributions to owners. Accumulated other comprehensive loss consists of foreign currency translation adjustments, net of tax, of \$28,712,000 and \$16,166,000 as of December 31, 2012 and 2011, respectively; net unrealized gains on available-for-sale investments, net of tax, of \$468,000 and \$84,000 as of December 31, 2012 and 2011, respectively; and losses on currency swaps, net of gains on long-term intercompany loans, net of tax, of \$1,271,000 as of December 31, 2012 and 2011.

Concentrations of Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of cash, cash equivalents, investments, and trade receivables. The Company has certain domestic and foreign cash balances that exceed the insured limits set by the Federal Deposit Insurance Corporation (FDIC) in the United States and equivalent regulatory agencies in foreign countries. The Company primarily invests in investment-grade debt securities and has established guidelines relative to credit ratings, diversification, and maturities of its debt securities that maintain safety and liquidity. The Company has not experienced any significant realized losses on its debt securities.

The Company performs ongoing credit evaluations of its customers and maintains allowances for potential credit losses. The Company has not experienced any significant losses related to the collection of its accounts receivable.

A significant portion of the Company's MVSD product is manufactured by two third-party contractors. These contractors have agreed to provide Cognex with termination notification periods and last-time-buy rights, if and when that may be applicable. We rely upon these contractors to provide quality product and meet delivery schedules. We engage in extensive product quality programs and processes, including actively monitoring the performance of our third-party manufacturers. Certain key electronic components that are purchased from strategic suppliers, such as processors or imagers, are fundamental to the design of Cognex products. A disruption in the supply of these key components, such as a last-time-buy announcement, natural disaster, financial bankruptcy, or other event, may require us to purchase a significant amount of inventory at unfavorable prices resulting in lower gross margins and higher risk of carrying excess or obsolete inventory. If we are unable to secure adequate supply from alternative sources, we may have to redesign our products, which may lead to a delay in manufacturing and a possible loss of sales.

Derivative Instruments

Derivative instruments are recorded on the Consolidated Balance Sheets at their fair value. Changes in the fair value of derivatives are recorded each period in current operations or in shareholders' equity as other comprehensive income (loss), depending upon whether the derivative is designated as part of a hedge transaction and, if it is, the type of hedge transaction. Hedges of underlying exposures are designated and documented at the inception of the hedge and are evaluated for effectiveness quarterly. The Company does not engage in foreign currency speculation and these derivative instruments are not subject to effective hedge accounting.

**COGNEX CORPORATION - NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****NOTE 2: Fair Value Measurements**Financial Assets and Liabilities that are Measured at Fair Value on a Recurring Basis

The following table summarizes the financial assets and liabilities measured at fair value on a recurring basis as of December 31, 2012:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)
<b>Assets:</b>		
Cash equivalents	\$ 5,098	\$ -
Money market instruments	5,076	-
Corporate stock	2,131	-
Corporate bonds	-	146,073
Asset-backed securities	-	52,376
Treasury bills	-	42,273
Agency bonds	-	36,923
Municipal bonds	-	34,070
Sovereign bonds	-	14,592
Covered bonds	-	11,182
Currency forward contracts	44	-
<b>Liabilities:</b>		
Currency forward contracts	14	-

The Company's cash equivalents and money market instruments are reported at fair value based upon the daily market price for identical assets in active markets, and are therefore classified as Level 1 investments. The Company's corporate stock position is reported at fair value based upon quoted market prices on a stock exchange, and is therefore classified as a Level 1 investment. The Company's currency forward contracts are reported at fair value based upon quoted U.S. Dollar foreign currency exchange rates, and are therefore also classified as Level 1 investments.

The Company's debt securities are reported at fair value based upon model-driven valuations in which all significant inputs are observable or can be derived from or corroborated by observable market data for substantially the full term of the asset, and are therefore classified as Level 2 investments. Management is responsible for estimating the fair value of these investments, and in doing so, considers valuations provided by a large, third-party pricing service. This service maintains regular contact with market makers, brokers, dealers, and analysts to gather information on market movement, direction, trends, and other specific data. They use this information to structure yield curves for various types of debt securities and arrive at the daily valuations.

The Company did not record an other-than-temporary impairment of these investments in 2012, 2011, or 2010.

Financial Assets that are Measured at Fair Value on a Non-recurring Basis

The Company has an interest in a limited partnership, which is accounted for using the cost method and is required to be measured at fair value on a non-recurring basis. Management is responsible for estimating the fair value of this investment, and in doing so, considers valuations of the partnership's investments as determined by the General Partner. Publicly-traded investments in active markets are reported at the market closing price less a discount, as appropriate, to reflect restricted marketability. Fair value for private investments for which observable market prices in active markets do not exist is based upon the best information available including the value of a recent financing, reference to



**COGNEX CORPORATION - NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****NOTE 2: Fair Value Measurements (continued)**

observable valuation measures for comparable companies (such as revenue multiples), public or private transactions (such as the sale of a comparable company), and valuations for publicly-traded comparable companies. The valuations also incorporate the General Partner's own judgment and close familiarity with the business activities of each portfolio company. Significant increases or decreases in any of these inputs in isolation may result in a significantly lower or higher fair value measurement. The portfolio consists of securities of public and private companies, and consequently, inputs used in the fair value calculation are classified as Level 3. The Company did not record an other-than-temporary impairment of this investment in 2012, 2011, or 2010.

**Non-financial Assets that are Measured at Fair Value on a Non-recurring Basis**

Non-financial assets such as goodwill, intangible assets, and property, plant, and equipment are measured at fair value only when an impairment loss is recognized. The Company did not record an impairment charge related to these assets in 2012, 2011, or 2010.

**NOTE 3: Cash, Cash Equivalents, and Investments**

Cash, cash equivalents, and investments consisted of the following (in thousands):

	December 31,	
	2012	2011
Cash	\$ 34,986	\$ 36,404
Cash equivalents	5,098	-
Money market instruments	5,076	1,699
Cash and cash equivalents	45,160	38,103
Corporate bonds	46,001	55,570
Asset-backed securities	17,666	-
Municipal bonds	16,224	54,036
Agency bonds	7,482	27,545
Treasury bills	5,997	1,945
Covered bonds	5,618	1,319
Sovereign bonds	3,986	4,016
Corporate stock	2,131	-
Short-term investments	105,105	144,431
Corporate bonds	100,072	59,902
Treasury bills	36,276	-
Asset-backed securities	34,710	-
Agency bonds	29,441	12,335
Municipal bonds	17,846	69,680
Sovereign bonds	10,606	22,355
Covered bonds	5,564	4,701
Limited partnership interest (accounted for using cost method)	3,740	5,933
Long-term investments	238,255	174,906
	\$ 388,520	\$ 357,440

The Company's cash balance included foreign bank balances totaling \$23,614,000 and \$29,452,000 as of December 31, 2012 and 2011, respectively.

**COGNEX CORPORATION - NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 3: Cash, Cash Equivalents, and Investments (continued)**

In the third quarter of 2012, management changed the domicile of the subsidiary that held the Company's Euro-denominated investment portfolio and also changed that subsidiary's functional currency from the Euro to the U.S. Dollar. As a result of these changes, the investment portfolio was liquidated, primarily during the second quarter of 2012, and those funds were converted to U.S. Dollars. These funds were then used to purchase U.S. Dollar-denominated investments during the third quarter of 2012 once the change of domicile was complete.

The Company's investment portfolio includes corporate bonds, asset-backed securities, treasury bills, agency bonds, municipal bonds, sovereign bonds, and covered bonds. Corporate bonds consist of debt securities issued by both domestic and foreign companies; asset-backed securities consist of debt securities collateralized by pools of receivables or loans with credit enhancement; treasury bills consist of debt securities issued by both the U.S. and foreign governments; agency bonds consist of domestic or foreign obligations of government agencies and government sponsored enterprises that have government backing; municipal bonds consist of debt securities issued by state and local government entities; sovereign bonds consist of direct debt issued by foreign governments; and covered bonds consist of debt securities backed by governments, mortgages, or public sector loans.

During the fourth quarter of 2012, the Company purchased equity securities, representing stock in a publicly-traded U.S. company, for \$2,136,000. As of December 31, 2012, this security had an aggregate fair value of \$2,131,000, resulting in an unrealized loss of \$5,000.

The following tables summarize the Company's available-for-sale investments as of December 31, 2012 (in thousands):

	<u>Amortized Cost</u>	<u>Gross Unrealized Gains</u>	<u>Gross Unrealized Losses</u>	<u>Fair Value</u>
<b>Short-term:</b>				
Corporate bonds	\$ 45,965	\$ 68	\$ (32)	\$ 46,001
Asset-backed securities	17,668	16	(18)	17,666
Municipal bonds	16,198	26	-	16,224
Agency bonds	7,489	-	(7)	7,482
Treasury bills	5,996	1	-	5,997
Covered bonds	5,637	2	(21)	5,618
Sovereign bonds	4,000	-	(14)	3,986
<b>Long-term:</b>				
Corporate bonds	99,464	647	(39)	100,072
Treasury bills	36,277	8	(9)	36,276
Asset-backed securities	34,831	32	(153)	34,710
Agency bonds	29,411	54	(24)	29,441
Municipal bonds	17,726	121	(1)	17,846
Sovereign bonds	10,589	20	(3)	10,606
Asset-backed securities	5,555	9	-	5,564
Covered bonds	5,555	9	-	5,564
	<u>\$ 336,806</u>	<u>\$ 1,004</u>	<u>\$ (321)</u>	<u>\$ 337,489</u>

**COGNEX CORPORATION - NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 3: Cash, Cash Equivalents, and Investments (continued)**

The following table summarizes the Company's gross unrealized losses and fair values for available-for-sale investments in an unrealized loss position as of December 31, 2012 (in thousands):

	Unrealized Loss Position For Less than 12 Months	
	Fair Value	Unrealized Losses
Corporate bonds	\$ 41,958	\$ (71)
Asset-backed securities	33,513	(171)
Agency bonds	20,270	(31)
Treasury bills	15,977	(9)
Sovereign bonds	6,322	(17)
Covered bonds	4,358	(21)
Municipal bonds	1,484	(1)
	<b><u>\$123,882</u></b>	<b><u>\$ (321)</u></b>

As of December 31, 2012, the Company did not recognize an other-than-temporary impairment of these investments. In its evaluation, management considered the type of security, the credit rating of the security, the length of time the security has been in a loss position, the size of the loss position, our intent and ability to hold the security to expected recovery of value, and other meaningful information. The Company does not intend to sell, and is unlikely to be required to sell, any of these available-for-sale investments before its effective maturity or market price recovery.

The Company recorded gross realized gains on the sale of debt securities totaling \$1,990,000 in 2012 and \$82,000 in 2011, and gross realized losses on the sale of debt securities totaling \$295,000 in 2012 and \$263,000 in 2011. Gains and losses were immaterial in 2010. In 2012, the realized gain was primarily due to the liquidation of the Company's Euro-denominated investment portfolio. Prior to the sale of these securities, unrealized gains and losses for these debt securities, net of tax, were recorded in shareholders' equity as a component of other comprehensive income (loss).

The following table presents the effective maturity dates of the Company's available-for-sale investments as of December 31, 2012 (in thousands):

	<1 Year	1-2 Years	2-3 Years	3-4 Years	4-5 Years	5-8 Years	Total
Corporate bonds	\$ 46,001	\$ 14,188	\$ 71,828	\$ 10,180	\$ 3,109	\$ 767	\$ 146,073
Asset-backed securities	17,666	26,727	7,983	-	-	-	52,376
Treasury bills	5,997	17,307	18,969	-	-	-	42,273
Agency bonds	7,482	17,156	8,196	3,147	942	-	36,923
Municipal bonds	16,224	12,902	2,442	1,084	1,418	-	34,070
Sovereign bonds	3,986	757	3,240	6,609	-	-	14,592
Covered bonds	5,618	1,424	2,346	1,794	-	-	11,182
	<b><u>\$ 102,974</u></b>	<b><u>\$ 90,461</u></b>	<b><u>\$ 115,004</u></b>	<b><u>\$ 22,814</u></b>	<b><u>\$ 5,469</u></b>	<b><u>\$ 767</u></b>	<b><u>\$ 337,489</u></b>

In 2000, the Company became a Limited Partner in Venrock Associates III, L.P. (Venrock), a venture capital fund. The Company has committed to a total investment in the limited partnership of up to \$20,500,000, with an expiration date of December 31, 2013. As of December 31, 2012, the Company

**COGNEX CORPORATION - NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****NOTE 3: Cash, Cash Equivalents, and Investments (continued)**

contributed \$19,886,000 to the partnership. The remaining commitment of \$614,000 can be called by Venrock at any time before December 31, 2013. Contributions and distributions are at the discretion of Venrock's management. No contributions were made during 2012. The Company received stock distributions totaling \$2,193,000 during 2012, which were accounted for as a return of capital. These shares were sold, shortly after the distributions, for \$2,128,000, resulting in realized losses of \$65,000. As of December 31, 2012, the carrying value of this investment was \$3,740,000 compared to an estimated fair value of \$6,932,000.

**NOTE 4: Inventories**

Inventories consisted of the following (in thousands):

	December 31,	
	2012	2011
Raw materials	\$12,667	\$17,736
Work-in-process	4,193	3,418
Finished goods	9,322	6,944
	<u>\$26,182</u>	<u>\$28,098</u>

**NOTE 5: Property, Plant, and Equipment**

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

	December 31,	
	2012	2011
Land	\$ 3,951	\$ 3,951
Buildings	18,371	18,371
Building improvements	13,186	11,723
Leasehold improvements	4,925	4,327
Computer hardware and software	26,907	25,763
Manufacturing test equipment	12,876	11,522
Furniture and fixtures	3,790	3,467
	84,006	79,124
Less: accumulated depreciation	(49,186)	(47,380)
	<u>\$ 34,820</u>	<u>\$ 31,744</u>

The cost and related accumulated depreciation of certain fully-depreciated property, plant, and equipment totaling \$2,777,000 and \$1,593,000 were removed from these accounts in 2012 and 2011, respectively.

Buildings include rental property with a cost basis of \$5,750,000 as of December 31, 2012 and 2011, and accumulated depreciation of \$2,332,000 and \$2,185,000 as of December 31, 2012 and 2011, respectively.

**COGNEX CORPORATION - NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 6: Intangible Assets**

Amortized intangible assets consisted of the following (in thousands):

	<b>Gross Carrying Value</b>	<b>Accumulated Amortization</b>	<b>Net Carrying Value</b>
Distribution networks	\$ 38,060	\$ 25,193	\$ 12,867
Customer contracts and relationships	6,690	5,310	1,380
Completed technologies	670	311	359
Other	370	206	164
Balance as of December 31, 2012	<u>\$ 45,790</u>	<u>\$ 31,020</u>	<u>\$ 14,770</u>

	<b>Gross Carrying Value</b>	<b>Accumulated Amortization</b>	<b>Net Carrying Value</b>
Distribution networks	\$ 38,060	\$ 21,908	\$ 16,152
Customer contracts and relationships	14,722	12,648	2,074
Completed technologies	670	215	455
Other	750	521	229
Balance as of December 31, 2011	<u>\$ 54,202</u>	<u>\$ 35,292</u>	<u>\$ 18,910</u>

The cost and related amortization of certain fully-amortized customer contracts and relationships totaling \$8,535,000 were removed from these accounts in 2012.

Estimated amortization expense for each of the five succeeding fiscal years and thereafter is as follows (in thousands):

<u>Year Ending December 31,</u>	<u>Amount</u>
2013	\$ 3,796
2014	3,650
2015	3,616
2016	2,677
2017	868
Thereafter	163
	<u>\$ 14,770</u>

**NOTE 7: Goodwill**

The Company has two reporting units with goodwill, the Modular Vision Systems Division (MVSD) and the Surface Inspection Systems Division (SISD), which are also reportable segments.

The changes in the carrying value of goodwill were as follows (in thousands):

	<b>MVSD</b>	<b>SISD</b>	<b>Consolidated</b>
Balance as of December 31, 2010	\$77,642	\$4,562	\$ 82,204
Foreign currency exchange rate changes	(86)	(89)	(175)
Balance as of December 31, 2011	77,556	4,473	82,029
Foreign currency exchange rate changes	(168)	(172)	(340)
Balance as of December 31, 2012	<u>\$77,388</u>	<u>\$4,301</u>	<u>\$ 81,689</u>

**COGNEX CORPORATION - NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****NOTE 7: Goodwill (continued)**

For its 2012 analysis of goodwill, management elected to perform a qualitative assessment. Based upon this assessment, management does not believe that it is more likely than not that the carrying value of either reporting unit exceeds its fair value. Factors that management considered in this assessment include macroeconomic conditions, industry and market considerations, overall financial performance (both current and projected), changes in management or strategy, and changes in the composition or carrying amount of net assets. In addition, management took into consideration the goodwill valuation performed under the last quantitative analysis as of October 4, 2010. At that date, the fair value of the MVSD unit exceeded its carrying value by approximately 208%, while the fair value of the SISD unit exceeded its carrying value by approximately 119%. As of December 31, 2012, management does not believe any qualitative factors exist that would change the conclusion of their assessment.

**NOTE 8: Accrued Expenses**

Accrued expenses consisted of the following (in thousands):

	December 31,	
	2012	2011
Salaries, commissions, and payroll taxes	\$ 5,563	\$ 5,769
Company bonuses	5,057	8,721
Vacation	4,237	4,109
Japanese retirement allowance	3,487	3,559
Japanese consumption taxes	3,405	2,984
Warranty obligations	2,256	2,097
Other	5,585	5,051
	<u>\$ 29,590</u>	<u>\$ 32,290</u>

The changes in the warranty obligation were as follows (in thousands):

Balance as of December 31, 2010	\$ 1,985
Provisions for warranties issued during the period	1,835
Fulfillment of warranty obligations	(1,664)
Foreign exchange rate changes	(59)
Balance as of December 31, 2011	2,097
Provisions for warranties issued during the period	1,725
Fulfillment of warranty obligations	(1,609)
Foreign exchange rate changes	43
Balance as of December 31, 2012	<u>\$ 2,256</u>

**NOTE 9: Commitments and Contingencies**Commitments

As of December 31, 2012, the Company had outstanding purchase orders totaling \$7,156,000 to purchase inventory from various vendors. Certain of these purchase orders may be canceled by the Company, subject to cancellation penalties. These purchase commitments relate to expected sales in 2013.

**COGNEX CORPORATION - NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****NOTE 9: Commitments and Contingencies (continued)**

The Company conducts certain of its operations in leased facilities. These lease agreements expire at various dates through 2021 and are accounted for as operating leases. Certain of these leases contain renewal options, retirement obligations, escalation clauses, rent holidays, and leasehold improvement incentives. Annual rental expense totaled \$5,806,000 in 2012, \$5,557,000 in 2011, and \$5,190,000 in 2010. Future minimum rental payments under these agreements are as follows (in thousands):

<u>Year Ending December 31,</u>	<u>Amount</u>
2013	\$ 5,411
2014	3,686
2015	2,265
2016	1,392
2017	708
Thereafter	1,050
	<u>\$ 14,512</u>

The Company owns buildings adjacent to its corporate headquarters that are currently occupied with tenants who have lease agreements that expire at various dates through 2017. Annual rental income totaled \$854,000 in 2012, \$791,000 in 2011, and \$607,000 in 2010. Rental income and related expenses are included in "Other income (expense)" on the Consolidated Statements of Operations. Future minimum rental receipts under non-cancelable lease agreements are as follows (in thousands):

<u>Year Ending December 31,</u>	<u>Amount</u>
2013	\$ 679
2014	725
2015	728
2016	703
2017	432
	<u>\$ 3,267</u>

Contingencies

In May 2008, the Company filed a complaint against MvTec Software GmbH, MvTec LLC, and Fuji America Corporation in the United States District Court for the District of Massachusetts alleging infringement of certain patents owned by the Company. In April 2009 and again in June 2009, Defendant MvTec Software GmbH filed re-examination requests of the patents-at-issue with the United States Patent and Trademark Office. This matter is ongoing.

In May 2009, the Company pre-filed a complaint with the United States International Trade Commission (ITC) pursuant to Section 337 of the Tariff Act of 1930, as amended, 19 U.S.C. §1337, against MvTec Software GmbH, MvTec LLC, Fuji America, and several other respondents alleging unfair methods of competition and unfair acts in the unlawful importation into the United States, sale for importation, or sale within the United States after importation. By this filing, the Company requested the ITC to investigate the Company's contention that certain machine vision software, machine vision systems, and products containing the same infringe, and respondents directly infringe and/or actively induce and/or contribute to the infringement in the United States, of one or more of the Company's U.S. patents. In July 2009, the ITC issued an order that it would institute an investigation based upon the Company's assertions. In September 2009, the Company reached a settlement with two of the respondents, and in December 2009, the Company reached a settlement with five additional

**COGNEX CORPORATION - NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 9: Commitments and Contingencies (continued)**

respondents. In March 2010, the Company reached a settlement with respondent Fuji Machine Manufacturing Co., Ltd. and its subsidiary Fuji America Corporation. These settlements did not have a material impact on the Company's financial results. An ITC hearing was held in May 2010. In July 2010, the Administrative Law Judge issued an initial determination finding two of the Company's patents invalid and that respondents did not infringe the patents-at-issue. In September 2010, the ITC issued a notice that it would review the initial determination of the Administrative Law Judge. The ITC issued its Final Determination in November 2010 in which it determined to modify-in-part and affirm-in-part the Administrative Law Judge's determination, and terminate the investigation with a finding of no violation of Section 337 of the Tariff Act of 1930 (as amended 19 U.S.C. §1337). The Company has filed an appeal of the decision with the United States Court of Appeals for the Federal Circuit. An oral hearing before the United States Court of Appeals occurred in February 2012. This matter is ongoing.

The Company cannot predict the outcome of the above-referenced pending matters and an adverse resolution of these lawsuits could have a material adverse effect on the Company's financial position, liquidity, results of operations, and/or indemnification obligations. In addition, various other claims and legal proceedings generally incidental to the normal course of business are pending or threatened on behalf of or against the Company. While we cannot predict the outcome of these incidental matters, we believe that any liability arising from them will not have a material adverse effect on our financial position, liquidity, or results of operations.

**NOTE 10: Indemnification Provisions**

Except as limited by Massachusetts law, the by-laws of the Company require it to indemnify certain current or former directors, officers, and employees of the Company against expenses incurred by them in connection with each proceeding in which he or she is involved as a result of serving or having served in certain capacities. Indemnification is not available with respect to a proceeding as to which it has been adjudicated that the person did not act in good faith in the reasonable belief that the action was in the best interests of the Company. The maximum potential amount of future payments the Company could be required to make under these provisions is unlimited. The Company has never incurred significant costs related to these indemnification provisions. As a result, the Company believes the estimated fair value of these provisions is minimal.

In the ordinary course of business, the Company may accept standard limited indemnification provisions in connection with the sale of its products, whereby it indemnifies its customers for certain direct damages incurred in connection with third-party patent or other intellectual property infringement claims with respect to the use of the Company's products. The term of these indemnification provisions generally coincides with the customer's use of the Company's products. The maximum potential amount of future payments the Company could be required to make under these provisions is generally subject to fixed monetary limits. The Company has never incurred significant costs to defend lawsuits or settle claims related to these indemnification provisions. As a result, the Company believes the estimated fair value of these provisions is minimal.

In the ordinary course of business, the Company also accepts limited indemnification provisions from time to time, whereby it indemnifies customers for certain direct damages incurred in connection with bodily injury and property damage arising from the installation of the Company's products. The term of these indemnification provisions generally coincides with the period of installation. The maximum potential amount of future payments the Company could be required to make under these provisions is generally limited and is likely recoverable under the Company's insurance policies. As a result of this coverage, and the fact that the Company has never incurred significant costs to defend lawsuits or settle claims related to these indemnification provisions, the Company believes the estimated fair value of these provisions is minimal.



**COGNEX CORPORATION - NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 11: Derivative Instruments**

The Company is exposed to certain risks relating to its ongoing business operations including foreign currency exchange rate risk and interest rate risk. The Company currently mitigates certain foreign currency exchange rate risks with derivative instruments. The Company does not currently manage its interest rate risk with derivative instruments.

The Company faces exposure to foreign currency exchange rate fluctuations, as a significant portion of its revenues, expenses, assets, and liabilities are denominated in currencies other than the functional currencies of the Company's subsidiaries or the reporting currency of the Company, which is the U.S. Dollar. The Company faces two types of foreign currency exchange rate exposures:

- transactional currency/functional currency exchange rate exposures from transactions that are denominated in currencies other than the functional currency of the subsidiary (for example, a U.S. Dollar receivable on the Company's Irish subsidiary's books for which the functional currency is the Euro), and
- functional currency/reporting currency exchange rate exposures from transactions that are denominated in currencies other than the U.S. Dollar, which is the reporting currency of the Company.

The Company uses derivative instruments to provide an economic hedge against its transactional currency/functional currency exchange rate exposures. Forward contracts on currencies are entered into to manage the transactional currency/functional currency exposure of the Company's Irish subsidiary's accounts receivable denominated in U.S. dollars and intercompany receivables denominated in Japanese Yen. These forward contracts are used to minimize foreign currency gains or losses, as the gains or losses on these contracts are intended to offset the losses or gains on the underlying exposures.

These forward contracts do not qualify for hedge accounting. Both the underlying exposures and the forward contracts are recorded at fair value on the Consolidated Balance Sheets and changes in fair value are reported as "Foreign currency gain (loss)" on the Consolidated Statements of Operations. The Company recorded net foreign currency losses of \$880,000 in 2012, \$504,000 in 2011, and \$328,000 in 2010.

As of December 31, 2012, the Company had outstanding forward contracts to exchange Euros for \$3,590,000. As of December 31, 2012, the intercompany receivable denominated in Japanese Yen was not significant, and therefore management did not have outstanding forward contracts related to this exposure. The Company did however enter into these forward contracts throughout the year, with total gains and losses on these contracts reflected in current operations. The Company may utilize forward contracts to hedge intercompany balances in the future at the discretion of management. In addition, during the third quarter of 2012, the Company entered into forward contracts to exchange Euros for U.S. Dollars at fixed exchange rates to protect against a potential devaluation of the Euro as it was converting a large amount of Euro-denominated cash into U.S. Dollars. The settlement of these forward contracts resulted in a foreign currency loss of \$504,000 recorded in the third quarter of 2012.

Information regarding the fair value of the forward contracts outstanding as of December 31, 2012 and December 31, 2011 were as follows (in thousands):

	Asset Derivatives			Liability Derivatives		
	Balance	Fair Value		Balance Sheet Location	Fair Value	
	Sheet Location	December 31, 2012	December 31, 2011		December 31, 2012	December 31, 2011
Currency forward contracts	Prepaid expenses and other current assets	\$ 44	\$ 14	Accrued expenses	\$ 14	\$ 165

**COGNEX CORPORATION - NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 11: Derivative Instruments (continued)**

Information regarding the effect of the forward contracts, net of the underlying exposures, on the Consolidated Statements of Operations for each of the periods presented were as follows (in thousands):

	Location of Gain (Loss) Recognized in Income on Derivatives	2012	Amount of Gain (Loss) Recognized In Income on Derivatives Year ended December 31, 2011	2010
Currency forward contracts	Foreign currency gain (loss)	\$ (722)	\$ 34	\$ 62

**NOTE 12: Shareholders' Equity**

Preferred Stock

The Company has 400,000 shares of authorized but unissued \$.01 par value preferred stock.

Common Stock

Each outstanding share of common stock entitles the record holder to one vote on all matters submitted to a vote of the Company's shareholders. Common shareholders are also entitled to dividends when and if declared by the Company's Board of Directors.

Shareholder Rights Plan

The Company has adopted a Shareholder Rights Plan, the purpose of which is, among other things, to enhance the Board of Directors' ability to protect shareholder interests and to ensure that shareholders receive fair treatment in the event any coercive takeover attempt of the Company is made in the future. The Shareholder Rights Plan could make it more difficult for a third party to acquire, or could discourage a third party from acquiring, the Company or a large block of the Company's common stock. The following summary description of the Shareholder Rights Plan does not purport to be complete and is qualified in its entirety by reference to the Company's Shareholder Rights Plan, which has been previously filed by the Company with the Securities and Exchange Commission as an exhibit to a Registration Statement on Form 8-A filed on December 5, 2008.

In connection with the adoption of the Shareholder Rights Plan, the Board of Directors of the Company declared a dividend distribution of one preferred stock purchase right (a "Right") for each outstanding share of common stock to shareholders of record as of the close of business on December 5, 2008. The Rights currently are not exercisable and are attached to and trade with the outstanding shares of common stock. Under the Shareholder Rights Plan, the Rights become exercisable if a person becomes an "acquiring person" by acquiring 15% or more of the outstanding shares of common stock or if a person commences a tender offer that would result in that person owning 15% or more of the common stock. If a person becomes an "acquiring person," each holder of a Right (other than the acquiring person) would be entitled to purchase, at the then-current exercise price, such number of shares of the Company's preferred stock which are equivalent to shares of common stock having twice the exercise price of the Right. If the Company is acquired in a merger or other business combination transaction after any such event, each holder of a Right would then be entitled to purchase, at the then-current exercise price, shares of the acquiring company's common stock having a value of twice the exercise price of the Right.

Stock Repurchase Program

In April 2008, the Company's Board of Directors authorized the repurchase of up to \$50,000,000 of the Company's common stock. As of December 31, 2012, the Company had repurchased a total of

**COGNEX CORPORATION - NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****NOTE 12: Shareholders' Equity (continued)**

1,375,875 shares at a cost of \$30,000,000 under this program. In November 2011, the Company's Board of Directors authorized the repurchase of up to \$80,000,000 of the Company's common stock to help reduce share dilution associated with employee stock options. This new authorization will commence once the Company completes the \$50,000,000 program, of which \$20,000,000 remains available. The Company did not repurchase shares under these programs in 2012. The Company may repurchase shares under these programs in future periods depending upon a variety of factors, including, among other things, stock price, share availability, and cash reserve requirements.

Dividend Program

Beginning in the third quarter of 2003, the Company's Board of Directors has declared and paid a cash dividend in each quarter, including a dividend of \$0.10 per share in the first quarter of 2012, and \$0.11 per share in the second, third, and fourth quarters of 2012. The Company also declared and paid an additional \$0.11 dividend in the fourth quarter of 2012 that would normally be declared in the first quarter of 2013 in conjunction with the 2012 earnings release. A special dividend of \$1.00 was also declared and paid in the fourth quarter of 2012 to replace expected quarterly dividend declarations for the next eight quarters, beginning in 2013. The additional \$0.11 dividend and the \$1.00 dividend were accelerated due to the anticipated increase in the federal tax on dividends paid after December 31, 2012. These dividend payments amounted to \$66,213,000 for the year ended December 31, 2012.

**NOTE 13: Stock-Based Compensation**Stock Option Plans

The Company's share-based payments that result in compensation expense consist solely of stock option grants. As of December 31, 2012, the Company had 6,319,454 shares available for grant under two stock option plans: the 2001 General Stock Option Plan (4,953,469) and the 2007 Stock Option and Incentive Plan (1,365,985). Each of these plans expires ten years from the date the plan was approved. In December 2011, the 2001 General Stock Option plan received shareholder approval for an amendment and restatement of the plan, extending the plan until September 2021. Generally, stock options are granted with an exercise price equal to the market value of the Company's common stock at the grant date, vest over four years based upon continuous service, and expire ten years from the grant date.

The following table summarizes the Company's stock option activity for the year ended December 31, 2012:

	Shares (in thousands)	Weighted- Average Exercise Price	Weighted- Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in thousands)
Outstanding as of December 31, 2011	4,473	\$ 24.48		
Granted	53	36.60		
Exercised	(842)	20.72		
Forfeited or expired	(125)	24.11		
Outstanding as of December 31, 2012	<u>3,559</u>	<u>\$ 25.56</u>	<u>7.1</u>	<u>\$ 40,098</u>
Exercisable as of December 31, 2012	<u>1,186</u>	<u>\$ 21.37</u>	<u>5.4</u>	<u>\$ 18,351</u>
Options vested or expected to vest at December 31, 2012 (1)	<u>3,203</u>	<u>\$ 25.15</u>	<u>6.9</u>	<u>\$ 37,424</u>

**COGNEX CORPORATION - NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 13: Stock-Based Compensation (continued)**

(1) In addition to the vested options, the Company expects a portion of the unvested options to vest at some point in the future. Options expected to vest are calculated by applying an estimated forfeiture rate to the unvested options.

The fair values of stock options granted in each period presented were estimated using the following weighted-average assumptions:

	Year Ended December 31,		
	2012	2011	2010
Risk-free rate	2.0%	2.9%	3.3%
Expected dividend yield	1.2%	1.1%	1.3%
Expected volatility	44%	43%	44%
Expected term (in years)	5.7	5.5	5.3

Risk-free rate

The risk-free rate was based upon a treasury instrument whose term was consistent with the contractual term of the option.

Expected dividend yield

The current dividend yield was calculated by annualizing the cash dividend declared by the Company's Board of Directors for the current quarter and dividing that result by the closing stock price on the grant date. The current dividend yield was then adjusted to reflect the Company's expectations relative to future dividend declarations.

Expected volatility

The expected volatility was based upon a combination of historical volatility of the Company's common stock over the contractual term of the option and implied volatility for traded options of the Company's stock.

Expected term

The expected term was derived from the binomial lattice model from the impact of events that trigger exercises over time.

The weighted-average grant-date fair value of stock options granted was \$13.16 in 2012, \$12.32 in 2011, and \$7.33 in 2010.

The Company stratifies its employee population into two groups: one consisting of senior management and another consisting of all other employees. The Company currently expects that approximately 67% of its stock options granted to senior management and 66% of its options granted to all other employees will actually vest. Therefore, the Company currently applies an estimated forfeiture rate of 12% to all unvested options for senior management and a rate of 14% for all other employees. The Company revised its estimated forfeiture rates in the first quarter of 2012 and 2011 and the second quarter of 2010, resulting in an increase to compensation expense of \$200,000 in 2012, and a reduction to compensation expense of \$80,000 and \$600,000 in 2011 and 2010, respectively.

The total stock-based compensation expense and the related income tax benefit recognized was \$8,520,000 and \$2,772,000, respectively, in 2012, \$8,068,000 and \$2,660,000, respectively, in 2011, and \$3,027,000 and \$996,000, respectively, in 2010. No compensation expense was capitalized in 2012, 2011, or 2010.

**COGNEX CORPORATION - NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****NOTE 13: Stock-Based Compensation (continued)**

The following table details the stock-based compensation expense by caption for each period presented on the Consolidated Statements of Operations (in thousands):

	Year Ended December 31,		
	2012	2011	2010
Product cost of revenue	\$ 581	\$ 456	\$ 206
Service cost of revenue	161	172	72
Research, development, and engineering	2,149	2,268	1,020
Selling, general, and administrative	5,629	5,172	1,729
	<u>\$ 8,520</u>	<u>\$ 8,068</u>	<u>\$ 3,027</u>

The total intrinsic value of stock options exercised was \$16,296,000 in 2012, \$20,108,000 in 2011, and \$10,918,000 in 2010. The total fair value of stock options vested was \$9,362,000 in 2012, \$10,202,000 in 2011, and \$13,159,000 in 2010.

As of December 31, 2012, total unrecognized compensation expense related to non-vested stock options was \$6,742,000, which is expected to be recognized over a weighted-average period of 1.3 years.

**NOTE 14: Employee Savings Plan**

Under the Company's Employee Savings Plan, a defined contribution plan, U.S. employees who have attained age 21 may contribute up to 25% of their salary on a pre-tax basis subject to the annual dollar limitations established by the Internal Revenue Service. The Company currently contributes fifty cents for each dollar an employee contributes, with a maximum contribution of 3% of an employee's pre-tax salary. From the second quarter of 2009 through the second quarter of 2010, the Company reduced this contribution to twenty-five cents for each dollar an employee contributes, with a maximum contribution of 1.5% of an employee's pre-tax salary. This reduction was done in conjunction with other cost-cutting measures implemented by the Company at that time. Company contributions vest 20%, 40%, 60%, and 100% after two, three, four, and five years of continuous employment with the Company, respectively. Company contributions totaled \$1,362,000 in 2012, \$1,218,000 in 2011, and \$776,000 in 2010. Cognex stock is not an investment alternative and Company contributions are not made in the form of Cognex stock.

**NOTE 15: Taxes**

Domestic income before taxes was \$36,754,000 in 2012, \$24,836,000 in 2011, and \$19,424,000 in 2010. Foreign income before taxes was \$49,876,000 in 2012, \$62,281,000 in 2011, and \$56,679,000 in 2010.

**COGNEX CORPORATION - NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****NOTE 15: Taxes (continued)**

The provision for income taxes consisted of the following (in thousands):

	Year Ended December 31,		
	2012	2011	2010
Current:			
Federal	\$ 11,284	\$ 6,711	\$ 5,749
State	789	806	199
Foreign	5,790	10,519	7,740
	<u>17,863</u>	<u>18,036</u>	<u>13,688</u>
Deferred:			
Federal	428	(812)	901
State	36	34	217
Foreign	205	(10)	(84)
	<u>669</u>	<u>(788)</u>	<u>1,034</u>
	<u>\$ 18,532</u>	<u>\$ 17,248</u>	<u>\$ 14,722</u>

A reconciliation of the United States federal statutory corporate tax rate to the Company's effective tax rate was as follows:

	Year Ended December 31,		
	2012	2011	2010
Income tax provision at federal statutory rate	35%	35%	35%
State income taxes, net of federal benefit	1	1	1
Foreign tax rate differential	(14)	(15)	(15)
Tax credit	-	(1)	(1)
Discrete tax events	-	-	(1)
Other	(1)	-	-
Income tax provision	<u>21%</u>	<u>20%</u>	<u>19%</u>

The effective tax rate for 2012 included the impact of the following discrete events: (1) a decrease in tax expense of \$441,000 from the expiration of the statutes of limitations for certain reserves for income taxes, partially offset by (2) an increase in tax expense of \$101,000 from the write-down of a non-current deferred tax asset based upon a change in the tax rate in Japan and (3) an increase in tax expense of \$84,000 from the final true-up of the prior years' tax accrual upon filing the actual tax returns. Interest and penalties included in these amounts was a decrease to tax expense of \$58,000.

The American Taxpayer Relief Act of 2012 was passed by Congress and signed into law on January 1, 2013. The provisions under this law were made retroactive to January 1, 2012. However, as a result of the law being signed on January 1, 2013, the financial impact of any retroactive provision will be recorded as a discrete event in the first quarter of 2013. The Company estimates that this discrete event will reduce tax expense in the first quarter of 2013 by \$555,000 for Research and Development tax credits for 2012.

The effective tax rate for 2011 included the impact of the following discrete events: (1) a decrease in tax expense of \$808,000 from the expiration of the statutes of limitations for certain reserves for income taxes, (2) a decrease in tax expense of \$155,000 from the finalization of the Advanced Pricing Agreement between Japan and Ireland described below, partially offset by, (3) an increase in tax

**COGNEX CORPORATION - NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****NOTE 15: Taxes (continued)**

expense of \$574,000 from the final true-up of the prior year's tax accrual upon filing the actual tax returns, and (4) an increase in tax expense of \$201,000 from the write down of a noncurrent deferred tax asset based upon a change in the tax rate in Japan. Interest and penalties included in these amounts was a decrease to tax expense of \$2,000.

The effective tax rate for 2010 included the impact of the following discrete events: (1) a decrease in tax expense of \$462,000 from the settlement of the Competent Authority case with Japan, (2) a decrease in tax expense of \$151,000 from the final true-up of the prior year's tax accrual upon filing the actual tax returns, (3) a decrease in tax expense of \$124,000 from the receipt of a state refund, and (4) a decrease in tax expense of \$105,000 from the expiration of the statutes of limitations for certain reserves for income taxes. These discrete events changed the effective tax rate in 2010 from a provision of 20% to a provision of 19%. Interest and penalties included in these amounts was a decrease to tax expense of \$228,000.

The changes in the reserve for income taxes, excluding interest and penalties, were as follows (in thousands):

Balance of reserve for income taxes as of December 31, 2010	\$4,181
Gross amounts of increases in unrecognized tax benefits as a result of tax positions taken in prior periods	7
Gross amounts of increases in unrecognized tax benefits as a result of tax positions taken in the current period	937
Gross amounts of decreases in unrecognized tax benefits relating to settlements with taxing authorities	(192)
Gross amounts of decreases in unrecognized tax benefits as a result of the expiration of the applicable statutes of limitations	(785)
Balance of reserve for income taxes as of December 31, 2011	4,148
Gross amounts of increases in unrecognized tax benefits as a result of tax positions taken in prior periods	43
Gross amounts of increases in unrecognized tax benefits as a result of tax positions taken in the current period	642
Gross amounts of decreases in unrecognized tax benefits relating to settlements with taxing authorities	(424)
Gross amounts of decreases in unrecognized tax benefits as a result of the expiration of the applicable statutes of limitations	(385)
Balance of reserve for income taxes as of December 31, 2012	<u>\$4,024</u>

The Company's reserve for income taxes, including gross interest and penalties, was \$5,216,000 as of December 31, 2012 and \$5,354,000, of which, \$558,000 was classified as current and \$4,796,000 was classified as non-current as of December 31, 2011. The amount of gross interest and penalties included in these balances was \$1,192,000 and \$1,206,000 as of December 31, 2012 and December 31, 2011, respectively. If the Company's tax positions were sustained or the statutes of limitations related to certain positions expired, these reserves would be released and income tax expense would be reduced in a future period. As a result of the expiration of certain statutes of limitations, there is a potential that a portion of these reserves could be released, which would decrease income tax expense by approximately \$1,500,000 to \$1,800,000 over the next twelve months.

The Company has defined its major tax jurisdictions as the United States, Ireland, and Japan, and within the United States, Massachusetts and California. The tax years 2008 through 2011 remain open to examination by various taxing authorities in the jurisdictions in which the Company operates.

**COGNEX CORPORATION - NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****NOTE 15: Taxes (continued)**

In 2010, the Company concluded its Competent Authority tax case with Japan. A settlement was finalized between Japan and Ireland as a transfer price adjustment and no finding of a permanent establishment against the Company in Japan was noted. The Company's deposit of 766,257,300 Yen (\$9,336,000) placed with Japan in 2007 was returned, plus interest. This deposit had been included in "Other assets" on the Consolidated Balance Sheets in prior periods. This Competent Authority agreement closed the Company's tax years 2002 through 2005 to future examination in Japan. In 2011, the Company finalized an Advanced Pricing Agreement (APA) with Japan that will cover tax years 2006 through 2011, with a requested extension to 2012. The Company believes it is adequately reserved for these open years.

Deferred tax assets consisted of the following (in thousands):

	December 31,	
	2012	2011
Current deferred tax assets:		
Inventory and revenue related	\$ 4,303	\$ 5,202
Bonuses, commissions, and other compensation	1,280	1,273
Other	1,093	1,283
Gross current deferred tax assets	6,676	7,758
Valuation allowance	(307)	(878)
Net current deferred tax assets	<u>\$ 6,369</u>	<u>\$ 6,880</u>
Noncurrent deferred tax assets:		
Federal and state tax credit carryforwards	\$ 9,747	\$12,274
Stock-based compensation expense	7,242	6,160
Depreciation	1,819	1,798
Acquired completed technologies and other intangible assets	1,119	1,519
Unrealized investment gains and losses	1,075	891
Correlative tax relief and deferred interest related to reserves	520	609
Capital loss carryforward	373	373
Acquired in-process technology	90	178
Other	1,960	1,928
Gross noncurrent deferred tax assets	23,945	25,730
Noncurrent deferred tax liabilities:		
Nondeductible intangible assets	(4,945)	(6,244)
Other	(2,171)	(1,045)
Gross noncurrent deferred tax liabilities	(7,116)	(7,289)
Valuation allowance	(1,182)	(2,522)
Net noncurrent deferred tax assets	<u>\$15,647</u>	<u>\$15,919</u>

As of December 31, 2012, the Company had \$1,668,000 of alternative minimum tax credits and \$3,569,000 of foreign tax credits. The Company reversed a valuation allowance of \$2,457,000 originally recorded in 2011 resulting from foreign tax credits generated in 2010 that are currently considered to be realizable. The Company also recorded a valuation allowance of \$546,000 for current-year state research and experimentation tax credits that were not considered to be realizable. The total net change in the valuation allowance in the current year is a reduction of \$1,911,000. These credits may



**COGNEX CORPORATION - NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 15: Taxes (continued)**

be utilized in a future period, and the reserve associated with these credits will be reversed in the period when it is determined that the credits can be utilized to offset future federal and state income tax liabilities. The alternative minimum tax credits have an unlimited life and the foreign tax credits will expire between 2019 and 2022. In addition, the Company had \$4,510,000 of state research and experimentation tax credit carryforwards, net of federal tax benefits, as of December 31, 2012, which will begin to expire in 2015.

If certain of the Company's tax liabilities were paid, the Company would receive correlative tax relief in other jurisdictions. Accordingly, the Company has recognized a deferred tax asset in the amount of \$520,000 as of December 31, 2012, which represents this correlative tax relief and deferred interest.

The Company sold its lane departure warning business to Takata Holdings, Inc. in 2008. A deferred tax asset was established for the tax effect of this capital loss on the books of the Company's Irish subsidiary in the amount of \$373,000. The Company recorded a valuation allowance of \$373,000 to fully reserve this asset.

The Company recorded certain intangible assets as a result of the acquisition of DVT Corporation in 2005. The amortization of these intangible assets is not deductible for U.S. tax purposes. A deferred tax liability was established to reflect the federal and state liability associated with not deducting the acquisition-related amortization expenses. The balance of this liability was \$4,945,000 as of December 31, 2012.

While the deferred tax assets, net of valuation allowance, are not assured of realization, management has evaluated the realizability of these deferred tax assets and has determined that it is more likely than not that these assets will be realized. In reaching this conclusion, we have evaluated certain relevant criteria including the Company's historical profitability, current projections of future profitability, and the lives of tax credits, net operating losses, and other carryforwards. Should the Company fail to generate sufficient pre-tax profits in future periods, we may be required to establish valuation allowances against these deferred tax assets, resulting in a charge to income in the period of determination.

The Company does not provide U.S. income taxes on its foreign subsidiaries' undistributed earnings, as they are deemed to be permanently reinvested outside the United States. Non-U.S. income taxes are, however, provided on those foreign subsidiaries' undistributed earnings. Upon repatriation, the Company would provide the appropriate U.S. income taxes on these earnings, net of applicable foreign tax credits. It is not practicable to determine the income tax liability that might be incurred if the earnings were to be distributed.

The Company recorded \$141,000 of other income in the first quarter of 2012 upon the expiration of the statute of limitations relating to a tax holiday, during which time the Company collected value-added taxes from customers that were not required to be remitted to the government authority.

Cash paid for income taxes totaled \$13,551,000 in 2012, \$18,389,000 in 2011, and \$8,019,000 in 2010, which includes a payment of \$2,526,000 to conclude the Japan Competent Authority case.

**NOTE 16: Restructuring Charges**

In 2009, the Company announced the closure of its SISD facility in Kuopio, Finland. In 2010, the Company recorded \$75,000 related to this restructuring program. All obligations related to this program were fully paid as of the third quarter of 2010.

**COGNEX CORPORATION - NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 17: Weighted Average Shares**

Weighted-average shares were calculated as follows (in thousands):

	Year Ended December 31,		
	2012	2011	2010
Basic weighted-average common shares outstanding	<b>42,833</b>	41,859	39,924
Effect of dilutive stock options	<b>807</b>	903	373
Diluted weighted-average common and common-equivalent shares outstanding	<b>43,640</b>	42,762	40,297

Stock options to purchase 895,455, 1,001,500, and 1,640,327 shares of common stock, on a weighted-average basis, were outstanding in 2012, 2011, and 2010, respectively, but were not included in the calculation of dilutive net income per share because they were anti-dilutive.

**NOTE 18: Segment and Geographic Information**

The Company has two reportable segments: the Modular Vision Systems Division (MVSD) and the Surface Inspection Systems Division (SISD). MVSD develops, manufactures, and markets modular vision systems and ID products that are used to automate the manufacture and tracking of discrete items by locating, identifying, inspecting, and measuring them during the manufacturing or distribution process. SISD develops, manufactures, and markets surface inspection vision systems that are used to inspect surfaces of materials processed in a continuous fashion, such as metals, papers, nonwoven, plastics, and glass, to ensure there are no flaws or defects on the surfaces. Segments are determined based upon the way that management organizes its business for making operating decisions and assessing performance. The Company evaluates segment performance based upon income or loss from operations, excluding stock-based compensation expense.

The following table summarizes information about the Company's segments (in thousands):

	MVSD	SISD	Reconciling Items	Consolidated
<b>Year Ended December 31, 2012</b>				
Product revenue	\$ 263,308	\$ 32,280		\$ 295,588
Service revenue	10,388	18,303		28,691
Depreciation and amortization	9,505	963	\$ 390	10,858
Goodwill and intangibles	90,390	6,069	-	96,459
Operating income	89,378	11,941	(17,912)	83,407
<b>Year Ended December 31, 2011</b>				
Product revenue	\$ 264,956	\$ 32,354		\$ 297,310
Service revenue	8,717	15,887		24,604
Depreciation and amortization	8,445	908	\$ 403	9,756
Goodwill and intangibles	94,322	6,617	-	100,939
Operating income	94,201	10,301	(19,147)	85,355
<b>Year Ended December 31, 2010</b>				
Product revenue	\$ 234,052	\$ 29,411		\$ 263,463
Service revenue	13,362	13,866		27,228
Depreciation and amortization	8,683	757	\$ 369	9,809
Goodwill and intangibles	98,252	7,082	-	105,334
Operating income	88,342	5,064	(17,693)	75,713

**COGNEX CORPORATION - NOTES TO CONSOLIDATED FINANCIAL STATEMENTS****NOTE 18: Segment and Geographic Information (continued)**

Reconciling items consist of stock-based compensation expense and unallocated corporate expenses, which primarily include corporate headquarters costs, professional fees, and patent infringement litigation. Additional asset information by segment is not produced internally for use by the chief operating decision maker, and therefore, is not presented. Additional asset information is not provided because cash and investments are commingled and the segments share assets and resources in a number of locations around the world.

No customer accounted for greater than 10% of revenue in 2012, 2011, or 2010.

The following table summarizes information about geographic areas (in thousands):

	<u>United States</u>	<u>Europe</u>	<u>Japan</u>	<u>Other</u>	<u>Total</u>
<b>Year Ended December 31, 2012</b>					
Product revenue	\$ 87,877	\$ 95,376	\$ 38,151	\$ 74,184	\$ 295,588
Service revenue	13,248	6,083	5,043	4,317	28,691
Long-lived assets	120,596	4,939	2,229	6,342	134,106
<b>Year Ended December 31, 2011</b>					
Product revenue	\$ 87,166	\$ 100,984	\$ 45,295	\$ 63,865	\$ 297,310
Service revenue	10,796	6,343	4,147	3,318	24,604
Long-lived assets	121,174	10,811	2,773	952	135,710
<b>Year Ended December 31, 2010</b>					
Product revenue	\$ 74,105	\$ 83,432	\$ 55,269	\$ 50,657	\$ 263,463
Service revenue	12,493	7,611	3,986	3,138	27,228
Long-lived assets	122,760	10,387	2,457	885	136,489

Revenue is presented geographically based upon the customer's country of domicile.

[Table of Contents](#)**COGNEX CORPORATION - SELECTED QUARTERLY FINANCIAL DATA (UNAUDITED)**

	Quarter Ended			
	April 1, 2012	July 1, 2012	September 30, 2012	December 31, 2012
	(In thousands, except per share amounts)			
Revenue	\$77,709	\$84,326	\$ 80,076	\$ 82,168
Gross margin	58,651	63,777	60,570	61,786
Operating income	17,741	23,350	21,803	20,513
Net income	14,282	19,767	17,805	16,244
Basic net income per share	0.34	0.46	0.42	0.38
Diluted net income per share	0.33	0.45	0.41	0.37

	Quarter Ended			
	April 3, 2011	July 3, 2011	October 2, 2011	December 31, 2011
	(In thousands, except per share amounts)			
Revenue	\$74,394	\$83,393	\$ 80,085	\$ 84,042
Gross margin	56,011	64,014	61,132	62,838
Operating income	17,368	24,042	22,389	21,556
Net income	13,636	19,097	18,037	19,099
Basic net income per share	0.33	0.46	0.43	0.45
Diluted net income per share	0.32	0.45	0.42	0.44

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Shareholders of Cognex Corporation:

We have audited in accordance with the standards of the Public Company Accounting Oversight Board (United States) the consolidated financial statement of Cognex Corporation and subsidiaries referred to in our report dated February 11, 2013, which is included in the 2012 Annual Report on Form 10-K of Cognex Corporation. Our audits of the basic consolidated financial statements included the financial statement schedule listed in the index appearing under Item 15(2) of this Form 10-K, which is the responsibility of the Company's management. In our opinion, this 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.

/s/ GRANT THORNTON LLP

Boston, Massachusetts  
February 11, 2013

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**COGNEX CORPORATION – SCHEDULE II – VALUATION AND QUALIFYING ACCOUNTS**

Description	Balance at Beginning of Period	Additions		Deductions	Other	Balance at End of Period
		Charged to Costs and Expenses	Charged to Other Accounts			
(In thousands)						
<b>Reserve for Uncollectible Accounts:</b>						
2012	\$ 1,240	\$ 63	\$ -	\$ (184)	(a) \$ 12 (b)	\$ 1,131
2011	\$ 1,235	\$ 173	\$ -	\$ (154)	(a) \$ (14) (b)	\$ 1,240
2010	\$ 1,358	\$ 322	\$ -	\$ (411)	(a) \$ (34) (b)	\$ 1,235
<b>Deferred Tax Valuation Allowance:</b>						
2012	\$ 3,400	\$ 546	\$ -	\$ (2,457)		\$ 1,489
2011	\$ 373	\$ 3,027	\$ -	\$ -		\$ 3,400
2010	\$ 373	\$ -	\$ -	\$ -		\$ 373
<b>Reserve for Inventory Obsolescence:</b>						
2012	\$ 4,359	\$ 949	\$ -	\$ (1,924)	(a) \$ 30 (c)	\$ 3,414
2011	\$ 5,052	\$ 1,078	\$ -	\$ (1,688)	(a) \$ (83) (c)	\$ 4,359
2010	\$ 5,776	\$ 1,509	\$ -	\$ (1,897)	(a) \$(336) (c)	\$ 5,052

- (a) Specific write-offs
- (b) Collections of previously written-off accounts and foreign exchange rate changes
- (c) Foreign exchange rate changes

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**ITEM 9: CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

There were no disagreements with accountants on accounting or financial disclosure during 2012 or 2011.

**ITEM 9A: CONTROLS AND PROCEDURES**

**Disclosure Controls and Procedures**

As required by Rules 13a-15 and 15d-15 of the Securities Exchange Act of 1934, the Company has evaluated, with the participation of management, including the Chief Executive Officer and the Chief Financial Officer, the effectiveness of its disclosure controls and procedures (as defined in such rules) as of the end of the period covered by this report. Based on such evaluation, the Chief Executive Officer and Chief Financial Officer concluded that such disclosure controls and procedures were effective as of that date.

**Management's Report on Internal Control over Financial Reporting**

Management is responsible for establishing and maintaining adequate internal control over financial reporting. Management has evaluated the effectiveness of the Company's internal control over financial reporting based upon the framework in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

Based upon our evaluation, management has concluded that the Company's internal control over financial reporting was effective as of December 31, 2012.

**Attestation Report of the Registered Public Accounting Firm on Internal Control over Financial Reporting**

The Company's internal control over financial reporting as of December 31, 2012 has been audited by Grant Thornton LLP, an independent registered public accounting firm, as stated in their report which is included herein.

**Changes in Internal Control over Financial Reporting**

There have been no changes in the Company's internal control over financial reporting that occurred during the fourth quarter of the year ended December 31, 2012 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting. The Company continues to review its disclosure controls and procedures, including its internal control over financial reporting, and may from time to time make changes aimed at enhancing their effectiveness and to ensure that the Company's systems evolve with its business.

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Shareholders of Cognex Corporation:

We have audited the internal control over financial reporting of Cognex Corporation (a Massachusetts corporation) and subsidiaries (the "Company") as of December 31, 2012, based on criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). 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 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 its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2012, based on criteria established in *Internal Control—Integrated Framework* issued by COSO.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements of the Company as of and for the year ended December 31, 2012, and our report dated February 11, 2013 expressed an unqualified opinion on those financial statements.

/s/ GRANT THORNTON LLP

Boston, Massachusetts  
February 11, 2013



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**ITEM 9B: OTHER INFORMATION**

None

**PART III**

**ITEM 10: DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE**

Information with respect to Directors and Executive Officers of the Company and the other matters required by Item 10 shall be included in the Company's definitive Proxy Statement for the Special Meeting in Lieu of the 2013 Annual Meeting of Shareholders to be held on April 25, 2013 and is incorporated herein by reference. In addition, certain information with respect to Executive Officers of the Company may be found in the section captioned "Executive Officers of the Registrant," appearing in Part I – Item 4A of this Annual Report on Form 10-K.

The Company has adopted a Code of Business Conduct and Ethics covering all employees, which is available, free of charge, on the Company's website, [www.cognex.com](http://www.cognex.com). The Company intends to disclose on its website any amendments to or waivers of the Code of Business Conduct and Ethics on behalf of the Company's directors and executive officers that would otherwise be required to be disclosed under the rules of the SEC or The NASDAQ Stock Market LLC.

**ITEM 11: EXECUTIVE COMPENSATION**

Information with respect to executive compensation and the other matters required by Item 11 shall be included in the Company's definitive Proxy Statement for the Special Meeting in Lieu of the 2013 Annual Meeting of Shareholders to be held on April 25, 2013 and is incorporated herein by reference.

**ITEM 12: SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

Information with respect to security ownership and the other matters required by Item 12 shall be included in the Company's definitive Proxy Statement for the Special Meeting in Lieu of the 2013 Annual Meeting of Shareholders to be held on April 25, 2013 and is incorporated herein by reference.

The following table provides information as of December 31, 2012 regarding shares of common stock that may be issued under the Company's existing equity compensation plans:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants, and rights	Weighted-average exercise price of outstanding options, warrants, and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
	(a)		
Equity compensation plans approved by shareholders	1,679,532 (1)	\$ 22.4685	6,319,454 (2)
Equity compensation plans not approved by shareholders	1,878,991 (3)	28.3304	0
	<u>3,558,523</u>	<u>\$ 25.5637</u>	<u>6,319,454</u>

- (1) Includes shares to be issued upon exercise of outstanding options under the Company's 1991 Isys Controls, Inc. Long-Term Equity Incentive Plan, 1998 Stock Incentive Plan, and 2007 Stock Option and Incentive Plan.
- (2) Includes shares remaining available for future issuance under the Company's 2007 Stock Option and Incentive Plan and 2001 General Stock Option Plan, as amended and restated.
- (3) Includes shares to be issued upon the exercise of outstanding options granted under the Company's 2001 Interim General Stock Incentive Plan and granted prior to shareholder approval under the 2001 General Stock Option Plan, as amended and restated.

The 2001 General Stock Option Plan was originally adopted by the Board of Directors in December 2001 without shareholder approval. In December 2011, this plan received shareholder approval for an amendment and restatement of the plan, extending the plan until September 2021. This plan provides for the granting of nonqualified stock options and incentive stock options to any employee who is

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actively employed by the Company and is not an officer or director of the Company. The maximum number of shares of common stock available for grant under this plan is 7,110,000 shares. All option grants must have an exercise price per share that is no less than the fair market value per share of the Company's common stock on the grant date and must have a term that is no longer than ten years from the grant date. 2,372,835 stock options have been granted under the 2001 General Stock Option Plan.

The 2001 Interim General Stock Incentive Plan was adopted by the Board of Directors in July 2001 without shareholder approval. This plan provides for the granting of nonqualified stock options to any employee who is actively employed by the Company and is not an officer or director of the Company. The maximum number of shares of common stock available for grant under this plan is 400,000 shares. All option grants have an exercise price per share that is no less than the fair market value per share of the Company's common stock on the grant date and must have a term that is no longer than fifteen years from the grant date. All 400,000 stock options have been granted under the 2001 Interim General Stock Incentive Plan.

**ITEM 13: CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

Information with respect to certain relationships and related transactions and the other matters required by Item 13 shall be included in the Company's definitive Proxy Statement for the Special Meeting in Lieu of the 2013 Annual Meeting of Shareholders to be held on April 25, 2013 and is incorporated herein by reference.

**ITEM 14: PRINCIPAL ACCOUNTING FEES AND SERVICES**

Information with respect to principal accountant fees and services and the other matters required by Item 14 shall be included in the Company's definitive Proxy Statement for the Special Meeting in Lieu of the 2013 Annual Meeting of Shareholders to be held on April 25, 2013 and is incorporated herein by reference.

**PART IV**

**ITEM 15: EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

(1) Financial Statements

The financial statements are included in Part II – Item 8 of this Annual Report on Form 10-K.

(2) Financial Statement Schedule

Financial Statement Schedule II is included in Part II – Item 8 of this Annual Report on Form 10-K.

Other schedules are omitted because of the absence of conditions under which they are required or because the required information is given in the consolidated financial statements or notes thereto.

(3) Exhibits

The Exhibits filed as part of this Annual Report on Form 10-K are listed in the Exhibit Index, immediately preceding such Exhibits.

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**SIGNATURES**

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

COGNEX CORPORATION

By: /s/ Robert J. Willett  
Robert J. Willett  
President and Chief Executive Officer

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Robert J. Shillman</u> Robert J. Shillman	Chairman of the Board of Directors and Chief Culture Officer	February 11, 2013
<u>/s/ Robert J. Willett</u> Robert J. Willett	President, Chief Executive Officer, and Director (principal executive officer)	February 11, 2013
<u>/s/ Richard A. Morin</u> Richard A. Morin	Executive Vice President of Finance and Administration and Chief Financial Officer (principal financial and accounting officer)	February 11, 2013
<u>/s/ Patrick Alias</u> Patrick Alias	Director	February 11, 2013
<u>/s/ Jerald Fishman</u> Jerald Fishman	Director	February 11, 2013
<u>/s/ Theodor Krantz</u> Theodor Krantz	Director	February 11, 2013
<u>/s/ Jeffrey Miller</u> Jeffrey Miller	Director	February 11, 2013
<u>/s/ Anthony Sun</u> Anthony Sun	Director	February 11, 2013
<u>/s/ Reuben Wasserman</u> Reuben Wasserman	Director	February 11, 2013

**EXHIBIT INDEX**

**EXHIBIT NUMBER**

3A	Restated Articles of Organization of Cognex Corporation effective June 27, 1989, as amended April 30, 1991, April 21, 1992, April 25, 1995, April 23, 1996, and May 8, 2000 (filed herewith)
3B	Articles of Amendment to the Articles of Organization of Cognex Corporation establishing Series E Junior Participating Preferred Stock (incorporated by reference to Exhibit 3.1 to Cognex's Registration Statement on Form 8-A filed on December 5, 2008 [File No. 1-34218])
3C	By-laws of Cognex Corporation, as amended and restated through November 21, 2007 (filed herewith)
3D	Amendment to By-laws of Cognex Corporation, dated March 1, 2008 (incorporated by reference to Exhibit 3.1 of Cognex's Current Report on Form 8-K filed on March 3, 2008 [File No. 0-17869])
4A	Specimen Certificate for Shares of Common Stock (incorporated by reference to Exhibit 4 to the Registration Statement on Form S-1 [Registration No. 33-29020])
4B	Shareholder Rights Agreement, dated December 4, 2008, between Cognex Corporation and National City Bank (incorporated by reference to Exhibit 4.1 to Cognex's Registration Statement on Form 8-A filed on December 5, 2008 [File No. 1-34218])
10A *	1991 Isys Controls, Inc. Long-Term Equity Incentive Plan (incorporated by reference to Exhibit 4A to the Registration Statement on Form S-8 [Registration No. 333-02151])
10B *	Cognex Corporation 1998 Non-Employee Director Stock Option Plan (incorporated by reference to Exhibit 4.1 to the Registration Statement on Form S-8 [Registration No. 333-60807])
10C *	Amendment to Cognex Corporation 1998 Non-Employee Director Stock Option Plan, effective as of July 26, 2007 (filed herewith)
10D *	Cognex Corporation 1998 Stock Incentive Plan (incorporated by reference to Exhibit 4.2 to the Registration Statement on Form S-8 [Registration No. 333-60807])
10E *	First Amendment to the Cognex Corporation 1998 Stock Incentive Plan (incorporated by reference to Exhibit 4.3 to the Registration Statement on Form S-8 [Registration No. 333-60807])
10F *	Second Amendment to the Cognex Corporation 1998 Stock Incentive Plan (incorporated by reference to Exhibit 10F of Cognex's Annual Report on Form 10-K for the year ended December 31, 2011 [File No. 1-34218])
10G *	Amendment to Cognex Corporation 1998 Stock Incentive Plan, effective as of July 26, 2007 (filed herewith)
10H *	Cognex Corporation 2001 Interim General Stock Incentive Plan (incorporated by reference to Exhibit 4.1 to the Registration Statement on Form S-8 [Registration No. 333-68158])
10I *	Cognex Corporation 2001 General Stock Option Plan, as amended and restated (incorporated by reference to Appendix to the Company's Proxy Statement filed on October 19, 2011 [File No. 001-34218])
10J *	Cognex Corporation 2007 Stock Option and Incentive Plan (filed herewith)
10K *	Form of Letter Agreement between Cognex Corporation and each of Robert J. Shillman, Patrick A. Alias, Jerald G. Fishman, Anthony Sun and Reuben Wasserman (filed herewith)
10L *	Form of Stock Option Agreement (Non-Qualified) under 1998 Stock Incentive Plan (filed herewith)

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10M *	Form of Stock Option Agreement (Non-Qualified) under 1998 Non-Employee Director Stock Option Plan (incorporated by reference to Exhibit 10Q of Cognex's Annual Report on Form 10-K for the year ended December 31, 2009 [File No. 001-34218])
10N *	Supplemental Retirement and Deferred Compensation Plan effective April 1, 1995 (incorporated by reference to Exhibit 10S of Cognex's Annual Report on Form 10-K for the year ended December 31, 2009 [File No. 001-34218])
10O *	Summary of Annual Bonus Program (filed herewith)
10P *	Summary of Director Compensation (filed herewith)
10Q *	Form of Indemnification Agreement with each of the Directors of Cognex Corporation (incorporated by reference to Exhibit 10.1 of Cognex's Current Report on Form 8-K filed on March 3, 2008 [File No. 0-17869])
10R *	Employment Agreement, dated June 17, 2008, by and between Cognex Corporation and Robert Willett (incorporated by reference to Exhibit 10.1 of Cognex's Current Report on Form 8-K filed on June 19, 2008 [File No. 0-17869])
10S *	Amendment to Employment Agreement with Robert Willett, dated November 14, 2008 (incorporated by reference to Exhibit 10X of Cognex's Annual Report on Form 10-K for the year ended December 31, 2008 [File No. 1-34218])
10T *	Form of Stock Option Agreement (Non-Qualified) under 2007 Stock Option and Incentive Plan (incorporated by reference to Exhibit 10.2 of Cognex's Quarterly Report on Form 10-Q for the quarter ended June 29, 2008 [File No. 0-17869])
10U *	Letter from the Company to Richard A. Morin regarding Stock Option Agreements (incorporated by reference to Exhibit 10.3 of Cognex's Quarterly Report on Form 10-Q for the quarter ended June 29, 2008 [File No. 0-17869])
14	Code of Business Conduct and Ethics as amended March 12, 2004 (incorporated by reference to Exhibit 14 of Cognex's Annual Report on Form 10-K for the year ended December 31, 2009 [File No. 001-34218])
21	Subsidiaries of the registrant (filed herewith)
23.1	Consent of Grant Thornton LLP (filed herewith)
31.1	Certification of Chief Executive Officer (filed herewith)
31.2	Certification of Chief Financial Officer (filed herewith)
32.1	Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (CEO) (furnished herewith)
32.2	Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (CFO) (furnished herewith)
101**	xBRL (Extensible Business Reporting Language)

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The following materials from Cognex Corporation's Annual Report on Form 10-K for the period ended December 31, 2012, formatted in xBRL: (i) Consolidated Statements of Operations for the years ended December 31, 2012, December 31, 2011, and December 31, 2010; (ii) Consolidated Statements of Comprehensive Income for the years ended December 31, 2012, December 31, 2011, and December 31, 2010; (iii) Consolidated Balance Sheets as of December 31, 2012 and December 31, 2011; (iv) Consolidated Condensed Statements of Cash Flows for the years ended December 31, 2012, December 31, 2011, and December 31, 2010; (v) Consolidated Statement of Shareholders' Equity for the years ended December 31, 2012, December 31, 2011, and December 31, 2010; and (vi) Notes to Consolidated Financial Statements.

\* Indicates management contract or compensatory plan or arrangement

\*\* Pursuant to Rule 406T of Regulation S-T, the xBRL related information in Exhibit 101 to this Annual Report on Form 10-K is furnished and not filed for purposes of Sections 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934.

The Commonwealth of Massachusetts

FEDERAL IDENTIFICATION  
Examiner MICHAEL JOSEPH CONNOLLY

Secretary of State  
ONE ASHBURTON PLACE, BOSTON, MASS: 02108 No. 04-2713778

RESTATED ARTICLES OF ORGANIZATION  
GENERAL LAWS, CHAPTER 156B, SECTION 74

This certificate must be submitted to the Secretary of the Commonwealth within sixty days after the date of the vote of stockholders adopting the restated articles of organization. The fee for filing this certificate is prescribed by General Laws, Chapter 156B, Section 114. Make check payable to the Commonwealth of Massachusetts.

We, Robert J. Shillman, President/, and Anthony J. Medaglia, Jr., Clerk/ of

COGNEX CORPORATION

(Name of Corporation)

located at 15 Crawford Street, Needham, Massachusetts 02194

do hereby certify that the following restatement of the articles of organization of the corporation was duly adopted at a meeting held on June 27, 1989, by vote of

<u>3,699,107</u> shares of	<u>Class A Common</u>	out of	<u>4,785,114</u> shares outstanding,
	(Class of Stock)		
<u>21,802</u> shares of	<u>Series A Preferred</u>	out of	<u>21,802</u> shares outstanding, and
	(Class of Stock)		
<u>10,000</u> shares of	<u>Series B Preferred</u>	out of	<u>10,000</u> shares outstanding,*
	(Class of Stock)		

being at least two-thirds of each class of stock outstanding and entitled to vote and of each class or series of stock adversely affected thereby:

1. The name by which the corporation shall be known is:

COGNEX CORPORATION

2. The purposes for which the corporation is formed are as follows:

- C | | See Page A-1 attached hereto.
  - P | |
  - M | |
  - RA | | \*and 78,504 shares of Series C Preferred out of 78,504 shares outstanding, and 466,668 shares of Series D Preferred out of 500,002 shares outstanding,
- P.C.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper leaving a left hand margin of at least 1 inch for binding. Additions to more than one article may be continued on a single sheet so long as each article requiring each such addition is clearly indicated.

3. The total number of shares and the par value, if any, of each class of stock which the corporation is authorized to issue is as follows:

CLASS OF STOCK	WITHOUT PAR VALUE	WITH PAR VALUE	
	NUMBER OF SHARES	NUMBER OF SHARES	PAR VALUE
Preferred	—	400,000	\$ .01
Common	—	10,000,000	\$ .002

\*4. If more than one class is authorized, a description of each of the different classes of stock with, if any, the preferences, voting powers, qualifications, special or relative rights or privileges as to each class thereof and any series now established:

See Pages B-1 thru B-5 attached hereto.

\*5. The restrictions, if any, imposed by the articles of organization upon the transfer of shares of stock of any class are as follows:

None.

\*6. Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

See Pages C-1 thru C-12 attached hereto.

\*If there are no such provisions, state "None".

2. The purpose for which the corporation is formed is as follows: To manufacture, invent, design, develop and to engage in research and consulting work in connection with the production of products for data processors for offices and other markets; to invent, design, discover, or acquire formulae, processes, improvements, inventions, designs, patents, licenses, copyrights, trademarks, trade names and trade secrets applicable to the foregoing and to hold, use, sell, license and otherwise deal in or dispose of the same; to acquire by purchase, deed, mortgage, lease or by any other method and to hold, maintain, operate, improve, develop, sell, exchange, lease, mortgage, pledge, hypothecate, loan money upon and otherwise deal in real and personal property of every kind, character and description and wheresoever situated, including without limitation the stock and securities of the corporation or of any other corporation; to lend money upon, credit or security to, to guarantee or assume obligations of, and to aid in any other manner other concerns wherever and however organized, any obligations of which or any interest in which shall be held by the corporation or in the affairs or prosperity of which the corporation has a lawful interest and to do all acts and things designed to protect, improve and enhance the value of such obligations and interests; and to carry on any business permitted and enjoy all rights and powers granted by the Commonwealth of Massachusetts to a corporation organized under Chapter 156B of the General Laws, as amended.



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4. DESCRIPTION OF CAPITAL STOCK

- A. AUTHORIZED SHARES. The aggregate number of shares which this Corporation shall have authority to issue is: 10,000,000 shares of common stock having a par value of \$.002 per share (the "Common Stock") and 400,000 shares of preferred stock having a par value of \$.01 per share (the "Series Preferred Stock").
- B. SERIES PREFERRED STOCK. Shares of Series Preferred Stock may be issued from time to time in one or more series as may from time to time be determined by the Board of Directors, each of said series to be distinctly designated. All shares of any one series of the Series Preferred Stock shall be alike in every particular, except that there may be different dates from which dividends, if any, thereon shall be cumulative, if made cumulative. The voting powers, if any, and the designations, preferences and relative, participating, optional or other special rights or privileges of each such series, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding; and, subject to the provisions of subparagraph 1 of Paragraph D hereof, there is hereby expressly vested in the Board of Directors of the Corporation the authority to issue one or more series of the Series Preferred Stock and to fix in the resolution or resolutions providing for the issue of such stock adopted by the Board of Directors of the Corporation the voting powers, if any, and the designations, preferences and relative, participating, optional or other special rights or privileges, and the qualifications, limitations or restrictions of such series, including, but without limiting the generality of the foregoing, the following:
- (1) The distinctive designation of, and the number of shares of the series Preferred Stock which shall constitute such series. The designation of a series of preferred stock need not include the words "preferred" or "preference" and may be designated "special" or other distinctive term. Unless otherwise provided in the resolution issuing such series, the number of shares of any series of the Series Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the Board of Directors in the manner prescribed by law;
  - (2) The rate and times at which, and the terms and, conditions upon which, dividends, if any, on the Series Preferred Stock of such series shall be paid, the extent of the preference or relation, if any, of such dividends to the dividends payable on any other class or classes, or series of the same or other classes of stock and whether such dividends shall be cumulative or non-cumulative and, if cumulative, the date from which such dividends shall be cumulative;
  - (3) Whether the series shall be convertible into, or exchangeable for, at the option of the holders of the Series Preferred Stock of such series or the Corporation or upon the happening of a specified event, shares of any other class or classes or any other series of the same or any other class or classes of stock of the Corporation, and the terms and conditions of such conversion or exchange, including provisions for the adjustment of any such conversion rate in such events as the Board of Directors shall determine;
  - (4) Whether or not the Series Preferred Stock of such series shall be subject to redemption at the option of the Corporation or the holders of such series or upon the happening of a specified event, and the redemption price or prices and the time or times at which, and the terms and conditions upon which, the Series Preferred Stock of such series may be redeemed;
  - (5) The rights, if any, of the holders of the Series Preferred Stock of such series upon the voluntary or involuntary liquidation, merger, consolidation, distribution or sale of assets, dissolution or winding-up, of the Corporation;
  - (6) The terms of the sinking fund or redemption or purchase account, if any, to be provided for the Series Preferred Stock of such series; and
  - (7) Subject to subparagraph 5 of Paragraph D hereof, whether such series of the Series Preferred Stock shall have full, limited or no voting powers including, without limiting the generality-of the foregoing, whether such series shall have the right, voting as a series by itself or together with other series of the Series

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Preferred Stock or all series of the Series Preferred Stock as a class, to elect one or more directors of the Corporation if there shall have been a default in the payment of dividends on any one or more series of the Series Preferred Stock or under such other circumstances and on such conditions as the Board of Directors may determine.

C. COMMON STOCK.

- (1) After the Corporation has complied with the requirements, if any, fixed in accordance with the provisions of Paragraph B hereof with respect to (a) dividends on series of the Series Preferred Stock (in accordance with the relative preferences among such series) and (b) the setting aside of sums as sinking funds or redemption or purchase accounts for series of the Series Preferred Stock (in accordance with the relative preferences among such series), and subject further to any other conditions which may be fixed in accordance with the provisions of Paragraph B hereof, then, and not otherwise, the holders of Common Stock shall be entitled to receive such dividends (either in cash, stock or otherwise) as may be declared from time to time by the Board of Directors out of assets of the Corporation legally available therefor and the holders of the Series Preferred Stock shall not be entitled to participate in any such dividends.
- (2) After distribution in full of the preferential amount, if any, to be distributed to the holders of series of the Series Preferred Stock (in accordance with the relative preferences among such series) in the event of voluntary or involuntary liquidation, distribution, dissolution or winding-up, of the Corporation, the holders of the Common Stock shall be entitled to receive all of the remaining assets of the Corporation, tangible and intangible, of whatever kind available for distribution to shareholders, ratably in proportion to the number of shares of Common Stock held by them respectively.
- (3) Except as may otherwise be required by law, each holder of Common Stock shall have one vote in respect of each share of Common Stock held by him on all matters voted upon by the shareholders.

D. OTHER PROVISIONS.

- (1) No holder of any of the shares of any class or series of stock or of options, warrants or other rights to purchase shares of any class or series of stock or of other securities of the Corporation shall have any preemptive right to purchase or subscribe for any unissued stock of any class or series or any additional shares of any class or series to be issued by reason of any increase of the authorized capital stock of the Corporation of any class or series, or bonds, certificates of indebtedness, debentures or other securities convertible into or exchangeable for stock of the Corporation of any class or series, or carrying any right to purchase stock of any class or series, but any such unissued stock, additional authorized issue of shares of any class or series of stock or securities convertible into or exchangeable for stock, or carrying any right to purchase stock, may be issued and disposed of pursuant to resolution of the Board of Directors to such persons, firms, corporations or associations (including such holders or others) and upon such terms as may be deemed advisable by the Board of Directors in the exercise of its sole discretion.
- (2) The relative powers, preferences and rights of each series of the Series Preferred Stock in relation to the powers, preferences and rights of each other series of the Series Preferred Stock shall, in each case, be as fixed from time to time by the Board of Directors in the resolution or resolutions adopted pursuant to authority granted in Paragraph B hereof. The consent, by class or series vote or otherwise, of the holders of such of the series of the Series Preferred Stock as are from time to time outstanding shall not be required for the issuance by the Board of Directors of any other series of the Series Preferred Stock whether or not the powers, preferences and rights of such other series shall be fixed by the Board of Directors as senior to, or on a parity with, the powers, preferences and rights of such outstanding series, or any of them; provided, however, that the Board of Directors may provide in the resolution or resolutions as to any series of the Series Preferred Stock adopted pursuant to Paragraph B hereof, the conditions if any, under which the consent of the holders of a majority (or such greater proportion as shall be fixed therein) of the outstanding shares of such series shall be required for the issuance of any or all other series of the Series Preferred Stock.

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- (3) Subject to the provisions of subparagraph 2 of this Paragraph D, shares of any series of the Series Preferred Stock may be issued from time to time as the Board of Directors of the Corporation shall determine and on such terms and for such consideration as shall be fixed by the Board of Directors.
  - (4) Shares of authorized Common Stock may be issued from time to time as the Board of Directors of the Corporation shall determine and on such terms and for such consideration as shall be fixed by the Board of Directors.
  - (5) The number of authorized shares of Common Stock and of the Series Preferred Stock, without a class or series vote, may be increased or decreased from time to time (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote thereon.

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6. Other lawful provisions for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution or for limiting, defining or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

No Director or officer shall be disqualified by his office from dealing or contracting as vendor, purchaser or otherwise, whether in his individual capacity or through any other corporation, trust, association or firm in which he is interested as stockholder, director, trustee, partner or otherwise, with the corporation or any corporation, trust, association or firm in which the corporation shall be a stockholder or otherwise interested or which shall hold stock or be otherwise interested in the corporation, nor shall any such dealing or contract be avoided, nor shall any Director or officer so dealing or contracting be liable to account for any profit or benefit realized through any such dealing or contract to the corporation or to any stockholder or creditor thereof solely because of the fiduciary relationship established by reason of his holding such Directorship or office. Any such interest of a Director shall not disqualify him from being counted in determining the existence of a quorum at any meeting nor shall any such interest disqualify him from voting or consenting as a Director or having his vote or consent counted in connection with any such dealing or contract.

No stockholder shall be disqualified from dealing or contracting as vendor, purchaser or otherwise, either in his individual capacity or through any other corporation, trust, association or firm in which he is interested as stockholder, director, trustee, partner or otherwise, with the corporation or any corporation, trust, association or firm in which the corporation shall be a stockholder or otherwise interested or which shall hold stock or be otherwise interested in the corporation, nor shall any such dealing or contract be avoided, nor shall any stockholder so dealing or contracting be liable to account for any profit or benefit realized through any such contract or dealing to the corporation or to any stockholder or creditor thereof by reason of such stockholder holding stock in the corporation to any amount, nor shall any fiduciary relationship be deemed to be established by such stockholding.

Meetings of the stockholders of the corporation may be held at any place within the United States.

The corporation may be a partner in any business enterprise it would have power to conduct by itself.

The directors may make, amend or repeal the by-laws in whole or in part, except with respect to any provision thereof which by law, these Restated Articles of organization or the by-laws requires action by the stockholders.

No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director notwithstanding any statutory provision or other law imposing such liability, except for liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section sixty-one or sixty-two of Chapter 156B of the Massachusetts General Laws, or (iv) for any transaction from which the director derived an improper personal benefit.

#### **Classified Board of Directors**

- (1) The Directors of the corporation shall be divided into three classes: Class I, Class II and Class III. Each class shall consist, as nearly as may be possible, of one-third of the whole number of the Board of Directors. If the number of Directors is not evenly divisible by three, the Board of Directors shall determine the number of Directors to be elected initially into each class. In the election of Directors at the Special Meeting of Stockholders in Lieu of the 1989 Annual Meeting, the Class I Directors shall be elected to hold office for a term to expire at the first annual meeting of the stockholders thereafter; the Class II Directors shall be elected to hold office for a term to expire at the second annual meeting of the stockholders thereafter; and the Class III Directors shall be elected to hold office for a term to expire at the third annual meeting of the stockholders thereafter, and in the case of each class, until their respective successors are duly elected and qualified. At each annual election held after the Special Meeting of Stockholders in Lieu of the 1989 Annual Meeting, the Directors elected to succeed those whose terms expire shall be identified as being of the same class as the Directors they succeed and shall be elected to hold office for a term to expire at the third annual meeting of the stockholders after their election, and until their respective successors are duly elected and qualified: if the number of Directors changes, any increase or decrease in Directors shall be apportioned among the classes so as to maintain all classes as equal in

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number as possible, and any additional Director elected to any class shall hold office for a term which shall coincide with the terms of the other Directors in such class and until his successor is duly elected and qualified.

- (2) Notwithstanding any other provisions of these Articles of Organization or the by-laws of the corporation or the fact that a lesser percentage may be specified by law, these Articles of Organization or the by-laws of the corporation, the affirmative vote of the holders of at least eighty (80%) percent of the combined voting power of the outstanding stock of the corporation entitled to vote generally in the election of directors ("Voting Stock"), voting together as a single class, shall be required to amend, alter, adopt any provision inconsistent with or to repeal this provision; provided however that if any such proposal receives the affirmative vote of each holder of at least 15% of the outstanding Voting Stock who also held at least 15% of the outstanding Voting Stock of the corporation on May 15, 1989, then such proposal shall require only the affirmative vote of the holders of at least a majority of the outstanding Voting Stock of the corporation.

#### **Vote Required for Certain Business Combinations**

- (A) In addition to any affirmative vote required by law or these Articles of Organization, and except as otherwise expressly provided in Paragraph (B) of this Provision:
1. any merger or consolidation of the corporation or any Subsidiary (as hereinafter defined) with (a) an Interested Stockholder (as hereinafter defined) or (b) any other corporation (whether or not itself an Interested Stockholder) which is, or after such merger or consolidation would be, an Affiliate (as such term is hereinafter defined) of an Interested Stockholder; or
  2. any sale, lease, exchange, mortgage, pledge, grant of a security interest, transfer or other disposition (in one transaction or a series of transactions) to or with (a) an Interested Stockholder or (b) any other person (whether or not itself an Interested Stockholder) which is, or after such sale, lease, exchange, mortgage, pledge, grant of security interest, transfer or other disposition would be, an Affiliate of an Interested Stockholder, directly or indirectly, of substantially all of the assets of the corporation (including, without limitation, any voting securities of a Subsidiary) or any Subsidiary; or
  3. the issuance or transfer by the corporation or any Subsidiary (in one transaction or a series of transactions) of any securities of the corporation or any Subsidiary, or both, to (a) an Interested Stockholder or (b) any other person (whether or not itself an Interested Stockholder) which is, or after such issuance or transfer would be, an Affiliate of an Interested Stockholder in exchange for cash, securities or other property (or a combination thereof); or
  4. the adoption of any plan or proposal for the liquidation or dissolution of the corporation proposed by or on behalf of an Interested Stockholder or any Affiliate of an Interested Stockholder; or
  5. any reclassification of securities (including any reverse stock split), or recapitalization of the corporation, or any merger or consolidation of the corporation with any of its Subsidiaries or any other transaction (whether or not with or into or otherwise involving an Interested Stockholder) which has the effect, directly or indirectly, of increasing the proportionate share of the outstanding shares of any class of equity or convertible securities of the corporation or any Subsidiary directly or indirectly beneficially owned by (a) an Interested Stockholder or (b) any other person (whether or not itself an Interested Stockholder) which is, or after such reclassification, recapitalization, merger or consolidation or other transaction would be, an Affiliate of an Interested Stockholder;

shall not be consummated unless such consummation shall have been approved by the affirmative vote of the holders of at least eighty (80%) percent of the combined voting power of the then outstanding shares of Voting Stock (as hereinafter defined), voting together as a single class. Such affirmative vote shall be required notwithstanding the fact that no vote may be required, or that a lesser percentage may be specified, by law, in these Articles of Organization or in any agreement with any national securities exchange or otherwise.

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- (B) The provisions of Paragraph (A) of this Provision shall not be applicable to any particular Business Combination (as hereinafter defined) and such Business Combination shall require only such affirmative vote as is required by law and any other provision of these Articles of Organization, if the Business Combination shall have been approved by a majority of the Continuing Directors (as hereinafter defined) or all of the following conditions shall have been met.
1. The transaction constituting the Business Combination shall provide for a consideration to be received by all holders of Common Stock in exchange for all their shares of Common Stock, and the aggregate amount of the cash and the Fair Market Value as of the date of the consummation of the Business Combination of consideration other than cash to be received per share by holders of Common Stock in such Business Combination shall be at least equal to the higher of the following:
    - (a) (if applicable) the highest per-share price (including any brokerage commissions, transfer taxes and soliciting dealers, fees) paid in order to acquire any shares of Common Stock Beneficially owned by an Interested Stockholder M within the two-year period immediately prior to the Announcement Date (as hereinafter defined), (ii) within the two-year period immediately prior to the Determination Date (as hereinafter defined) or (iii) in the transaction in which it became an Interested Stockholder, whichever is highest; or
    - (b) the Fair Market Value per share of Common Stock on the Announcement Date or on the Determination Date, whichever is higher;
  2. If the transaction constituting the Business Combination shall provide for a consideration to be received by holders of any class or series of outstanding Voting Stock other than Common Stock, the aggregate amount of the cash and the Fair Market Value as of the date of the consummation of the Business Combination of consideration other than cash to be received per share by holders of shares of such class or series of Voting Stock shall be at least equal to the highest of the following (it being intended that the requirements of this subparagraph 2 shall be required to be met with respect to every class or series of outstanding Voting Stock, whether or not an Interested Stockholder has previously acquired any shares of a particular class of Voting Stock):
    - (a) (if applicable) the highest per share price (including any brokerage commissions, transfer taxes and soliciting dealers' fees) paid in order to acquire any shares of such class or series of Voting Stock beneficially owned by an Interested Stockholder (i) within the two-year period immediately prior to the Announcement Date, (ii) within the two-year period immediately prior to the Determination Date, or (iii) in the transaction in which it became an Interested Stockholder, whichever is highest; or
    - (b) the Fair Market Value per share of such class or series of Voting Stock on the Announcement Date or the Determination Date, whichever is higher; or
    - (c) (if applicable) the highest preferential amount per share to which the holders of shares of such class or series of Voting Stock are entitled in the event of any voluntary or involuntary liquidation, dissolution or winding up of the corporation;
  3. The consideration to be received by holders of a particular class or series of outstanding Voting Stock (including Common Stock) shall be in cash or in the same form as was previously paid in order to acquire shares of such class or series of Voting Stock which are beneficially owned by an Interested Stockholder and, if an Interested Stockholder beneficially owns shares of any class or series of Voting Stock which were acquired with varying forms of consideration, the form of consideration for such class or series of Voting Stock shall be either cash or the form used to acquire the largest number of shares of such class or series of voting Stock beneficially owned by it. The price determination in accordance with subparagraphs 1 and 2 of this Paragraph (B) shall be subject to appropriate adjustment in the event of any recapitalization, stock dividend, stock split, combination of shares or similar event;

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4. After such Interested Stockholder has become an Interested Stockholder and prior to the consummation of such Business Combination:
    - (a) except as approved by a majority of the Continuing Directors, there shall have been no failure to declare and pay at the regular date therefor the full amount of any dividends (whether or not cumulative) payable on any outstanding preferred stock;
    - (b) there shall have been (i) no reduction in the annual rate of dividends paid on the Common Stock (except as necessary to reflect any subdivision of the Common Stock) other than as approved by a majority of the Continuing Directors and (ii) an increase in such annual rate of dividends as necessary to prevent any such reduction in the event of any reclassification (including any reverse stock split), recapitalization, reorganization or any similar transaction which has the effect of reducing the number of outstanding shares of the Common Stock, unless the failure so to increase such annual rate is approved by a majority of the Continuing Directors;
    - (c) such Interested Stockholder shall not have become the beneficial owner of any additional shares of Voting Stock at a price lower than that paid in the transaction in which it became an Interested Stockholder.
  5. After such Interested Stockholder has become an Interested Stockholder, such Interested Stockholder shall not have received the benefit, directly or indirectly (except proportionately as a stockholder), of any loans, advances, guarantees, pledges or other financial assistance or any tax credits or other tax advantages provided the corporation, whether in anticipation of or in connection with such Business Combination or otherwise; and
  6. A proxy or information statement describing the proposed Business Combination and complying with the requirements of the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder (or any subsequent provisions replacing such act, rules or regulations) shall be mailed to the stockholders of the corporation, no later than the earlier of (a) thirty (30) days prior to any vote on the proposed Business Combination or (b) if no vote on such Business Combination is required, sixty (60) days prior to the consummation of such Business Combination (whether or not such proxy or information statement is required to be mailed pursuant to such Act or subsequent provisions). Such proxy statement shall contain at the front thereof, in a prominent place, any recommendations as to the advisability (or inadvisability) of the Business Combination which the Continuing Directors, or any of them, may have furnished in writing and, if deemed advisable by a majority of the Continuing Directors, an opinion of a reputable investment banking firm as to the fairness (or lack of fairness) of the terms of such Business Combination, from the point of view of the holder of Voting Stock other than an Interested Stockholder (such investment banking firm to be selected by a majority of the Continuing Directors, to be furnished with all information it reasonably requests and to be paid a reasonable fee for its services upon receipt by the corporation of such opinion)
- (C) For the purposes of this Provision:
1. "Business Combination" shall mean any transaction which is referred to in any one or more of subparagraphs 1 through 5 of Paragraph (A) of this Provision.
  2. "Voting Stock" shall mean stock of all classes and series of the corporation entitled to vote generally in the election of directors.
  3. "Person" shall mean any individual, firm, trust, partnership, association, corporation or other entity.
  4. "Interested Stockholder" shall mean any person (other than the corporation or any Subsidiary or any person who was a stockholder of the corporation on January 8, 1981) who or which:
    - (a) is the beneficial owner, directly or indirectly, of more than ten (10%) percent of the combined voting power of the then outstanding Voting Stock; or

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- (b) is an Affiliate of the corporation and at any time within the two-year period immediately prior to the date in question was the beneficial owner, directly or indirectly, of more than ten (10%) percent of the combined voting power of the then outstanding Voting Stock; or
  - (c) is an assignee of or has otherwise succeeded to the beneficial ownership of any shares of Voting Stock which were at any time within the two-year period immediately prior to the date in question beneficially owned by an Interested Stockholder, unless such assignment or succession shall have occurred pursuant to a Public Transaction (as hereinafter defined) or any series of transactions involving a Public Transaction.

For the purposes of determining whether a person is an Interested Stockholder, the number of shares of Voting Stock deemed to be outstanding shall include shares deemed owned through application of subparagraph 6 below but shall not include any other shares of Voting Stock which may be issuable pursuant to any agreement, arrangement or understanding, or upon exercise of conversion rights, warrants or option, or otherwise.

- 5. "Public Transaction" shall mean any (a) purchase of shares offered pursuant to an effective registration statement under the Securities Act of 1933 or (b) open-market purchase of shares on a national securities exchange if, in either such case, the price and other terms of sale are not negotiated by the purchaser and the seller of the beneficial interest in the shares.
- 6. A person shall be a "beneficial owner" of any Voting Stock:
  - (a) which such person or any of its Affiliates beneficially owns, directly or indirectly; or
  - (b) which such person or any of its Affiliates has (i) the right to acquire (whether such right is exercisable immediately or only after the passage of time) pursuant to any agreement, arrangement or understanding or upon the exercise of conversion rights, exchange rights, warrants or options, or otherwise or (ii) the right to vote or to direct the voting thereof pursuant to any agreement, arrangement or understanding; or
  - (c) which is beneficially owned, directly or indirectly, by any other person with which such person or any of its Affiliates has any agreement, arrangement or understanding for the purpose of acquiring, holding, voting or disposing of any shares of Voting Stock.
- 7. "Affiliate" shall have the meaning ascribed to such term in Rule 12b-2 of the General Rules and Regulations under the Securities Exchange Act of 1934, as in effect on June 27, 1989.
- 8. "Subsidiary" shall mean any corporation of which a majority of any class of equity security (as defined in Rule 3a1.1 of the General Rules and Regulations under the Securities Exchange Act of 1934, as in effect on June 27, 1989) is owned, directly or indirectly, by the corporation; provided, however, that for the purposes of the definition of Interested Stockholder set forth in subparagraph 4, the term "Subsidiary" shall mean only a corporation of which a majority of each class of equity security is owned, directly or indirectly, by the corporation.
- 9. "Continuing Director" shall mean any member of the Board of Directors of the corporation who is unaffiliated with, and not a nominee of, an Interested Stockholder and was a member of the Board prior to the time that such Interested Stockholder became an Interested Stockholder, and any successor of a Continuing Director who is unaffiliated with, and not a nominee of, an Interested Stockholder and is recommended to succeed a Continuing Director by a majority of Continuing Directors then on the Board.
- 10. "Announcement Date" shall mean the date of the first public announcement of the proposed Business Combination.
- 11. "Determination Date" shall mean the date on which an Interested Stockholder became an Interested Stockholder.



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12. "Fair Market Value" shall mean: (a) in the case of stock, the highest closing sale price during the thirty (30)-day period immediately preceding the date in question of a share of such stock on the National Market System of the National Association of Securities Dealers Automated Quotation System or any system then in use on any national securities exchange or automated quotation system, or if no such quotations are available, the fair market value on the date in question of a share of such stock as determined by a majority of the Continuing Directors in good faith; and (b) in the case of property other than cash or stock, the fair market value of such property on the date in question as determined by a majority of the Continuing Directors in good faith.
- (D) A majority of the Continuing Directors shall have the power and duty to determine for the purposes of this Provision, on the basis of information known to them after reasonable inquiry, all facts necessary to determine compliance with this Provision, including, without limitation, (1) whether a person is an Interested Stockholder, (2) the number of shares of Voting Stock beneficially owned by any person, (3) whether a person is an Affiliate of another, (4) whether the requirements of Paragraph (B) of this Provision have been met and (5) such other matters with respect to which a determination is required under this Provision. The good faith determination of a majority of the Continuing Directors on such matters shall be conclusive and binding for all purposes of this Provision.
- (E) Nothing contained in this Provision shall be construed to relieve an Interested Stockholder of any fiduciary obligation imposed by law.
- (F) Notwithstanding any other provisions of these Articles of Organization or the By-laws of the corporation or the fact that a lesser percentage may be specified by law, these Articles of Organization or the By-laws of the corporation, the affirmative vote of the holders of at least eighty (80%) percent of the combined voting power of the then outstanding Voting Stock, voting together as a single class, shall be required to amend, alter, adopt any provision inconsistent with or repeal this Provision; provided however that if any such proposal receives the affirmative vote of each holder of at least 15% of the outstanding Voting Stock who also held at least 15% of the outstanding Voting Stock of the corporation on May 15, 1989, then such proposal shall require only the affirmative vote of the holders of at least a majority of the outstanding Voting Stock of the corporation.

#### **Redemption of Shares**

In accordance with Section 6 of Chapter 110D of the General Laws of the Commonwealth of Massachusetts the corporation by action of its Board of Directors is authorized, at the option of the corporation by such Board action but without requiring the agreement of the person who has made a control share acquisition (as defined in said Chapter 110D), to redeem all but not less than all shares acquired in such a control share acquisition in accordance with and subject to the limitations contained in said Chapter 110D including Section 6 thereof.

#### **Supramajority Vote**

In addition to any affirmative vote required by law or these Articles of Organization, with respect to certain Business Combinations, until December 31, 1994:

1. any merger or consolidation of the corporation or any Subsidiary with any other corporation, person, business or entity ("Subsidiary" is defined as any corporation of which a majority of any class of equity security (as defined in Rule 3a1.1 of the General Rules and Regulations under the Securities Exchange Act of 1934, as in effect on June 27, 1989) is owned, directly or indirectly, by the corporation); or
2. any sale, lease, exchange, transfer or other disposition (in one transaction or a series of transactions) of all or substantially all of the assets of the corporation, but specifically excluding any granting of a security interest associated with a debt transaction approved by the Board of Directors; or
3. the adoption of any plan or proposal for the liquidation or dissolution of the corporation; or

---

4. any amendment to or rescission of this subsection of Article 6 entitled "Supramajority Vote";

shall not be consummated unless such consummation shall have been approved by the affirmative vote of the holders of at least eighty (80%) percent of the combined voting power of the then outstanding shares of voting stock of the corporation entitled to vote thereon ("Voting Stock"), voting together as a single class; provided, however that if any such action receives the affirmative vote of each holder of at least 15% of the outstanding Voting Stock of the corporation who also held at least 15% of the outstanding Voting Stock of the corporation on May 15, 1989, then such proposal shall require only the affirmative vote of the holders of that number of the outstanding Voting Stock of the corporation as is required by applicable law, these Articles of Organization or the by-laws.

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**Exhibit A**

**COGNEX CORPORATION  
PLAN OF RECAPITALIZATION**

June 27, 1989

1. **COMMON STOCK.** As of the Effective Date (as defined below), Cognex Corporation (the "Company") will complete a one-for-two reverse stock split pursuant to which (A) each holder of two (2) shares of the currently issued and outstanding Class A Common Stock, with \$.001 par value per share ("Old Class A Stock") of the Company will be entitled to receive, in exchange therefor, one (1) share of the newly authorized but unissued Class A Common Stock, with \$.002 par value per share ("New Class A Stock") of the Company and (B) each holder of two (2) shares of the currently issued and outstanding Class B Common Stock with \$.001 par value per share ("Old Class B Stock") will be entitled to receive, in exchange therefor, one (1) share of the newly authorized but unissued Class B Common Stock of the Company with \$.002 par value per share ("New Class B Stock"). Fractional shares will not be issued by the Company and, in lieu thereof, holders will receive cash in an amount equal to the fair value of that fractional share as of the Effective Date as determined by the Board of Directors of the Company. Stockholders must return for exchange all certificates representing shares of Old Class A Stock and Old Class B Stock in order to receive cash or certificates representing New Class A Stock or New Class B Stock. Accompanying the Notice of the Special Meeting is a Letter of Transmittal for each holder to complete, date, execute and return to the Company together with all certificates representing Old Class A Stock and Old Class B Stock. The Transmittal Letter and the certificates will be held by the Company until the Plan of Recapitalization is approved. Certificates representing the New Class A Stock and New Class B Stock need not be issued in the event that the Company completes the total conversion of all of its capital stock to a single series and class of Common Stock. In such event, certificates representing such single class of Common Stock will be issued. If the Plan is not approved, the certificates and the Transmittal Letter will be returned to the holder.
2. **PREFERRED STOCK.** As a result of the reverse stock split approved in paragraph 1 above, the conversion rates for the Company's currently authorized Preferred Stock shall be adjusted (and Article 4 of the Articles of Organization of the Company shall be amended) as follows: (A) the applicable Conversion Rate for the Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock, upon the consummation of the reverse stock split, shall be five (5) such that each share of Series A, B and C Preferred Stock converts into five (5) shares of New Class A Stock and (B) the applicable Conversion Rate for the Series D Preferred Stock, upon the consummation of the reverse stock split, shall be one-half (1/2) such that each share of Series D Preferred Stock shall convert into one-half (1/2) share of New Class A Stock.
3. **AMENDMENTS TO ARTICLES OF ORGANIZATION.** As a result of the reverse stock split approved in paragraph 1 above, by adoption of this Plan of Recapitalization, the Articles of Organization of the Company are amended such that the total number of shares and the par value, if any, of the Common Stock that the Company is authorized to issue shall be changed from 10,000,000 shares of Class A Common Stock with \$.001 par value per share and 2,500,000 shares of Class B Common Stock with \$.001 par value per share to 5,000,000 shares of Class A Common Stock with \$.002 par value per share and 1,250,000 shares of Class B Common Stock with \$.002 par value per share. In addition, by adoption of this Plan of Recapitalization, the Articles of Organization are hereby further amended to increase the number of shares of Class A Common Stock that the Corporation is authorized to issue from 5,000,000 shares with \$.002 par value per share to 10,000,000 shares with \$.002 par value per share (such new shares to be known as "Common Stock"). The Company need not file two separate Articles of Amendment to reflect these amendments and may make one filing with the Secretary of the Commonwealth of Massachusetts showing the ultimate effect to the Articles of Organization of this Plan of Recapitalization.
4. **EFFECTIVE DATE.** As used herein, the term "Effective Date" shall mean June 28, 1989.

---

\*We further certify that the foregoing restated articles of organization effect no amendments to the articles of organization of the corporation as heretofore amended, except amendments to the following articles

**Article 3, Article 4 and Article 6**

---

(\*If there are no such amendments, state "None".)

Briefly describe amendments in space below:

**To Article 3**

1. Adopted the Cognex Corporation Plan of Recapitalization on June 27, 1989 (see Exhibit A hereto), following which the only shares of capital stock which the Corporation shall have authority to issue shall be 10,000,000 shares of a single class of Common Stock having a par value of \$.002 per share and 400,000 shares of Preferred Stock par value \$.01 per share, all the previously issued Class A and Class B Common Stock and the Series A, B, C and D Preferred Stock having been converted into shares of a single class of Common Stock.

**To Article 4**

1. Amended description of each of the different classes of stock.

**To Article 6**

1. Creation of a classified Board of Directors.
2. Adoption of a Fair Price Amendment.
3. Adoption of provision regarding the redemption by the Corporation of shares acquired in a control share acquisition; and
4. Adoption of provision regarding supramajority voting to approve certain transactions.

IN WITNESS WHEREOF AND UNDER PENALTIES OF PERJURY, we have hereto signed our names this 27th day of June in the year 1989.

/s/ Robert J. Shillman

President

/s/ Anthony J. Medaglia, Jr.

Clerk

---

**THE COMMONWEALTH OF MASSACHUSETTS**

**RESTATED ARTICLES OF ORGANIZATION**  
(GENERAL LAWS, CHAPTER 156B, SECTION 74)

I hereby approve the within restated articles of organization and, the filing fee in the amount of \$ having been paid, said articles are deemed to have been filed with me this day of , 1989.

/s/ Michael Joseph Connolly  
MICHAEL JOSEPH CONNOLLY  
Secretary of State

**TO BE FILLED IN BY CORPORATION**

**PHOTO COPY OF RESTATED ARTICLES OF ORGANIZATION TO BE**

**SENT TO:**

**Anthony J. Medaglia, Jr.**  
**Hutchins & Wheeler**  
**101 Federal Street, Boston, MA 02110**  
**Telephone (617) 951-6600**

**Copy Mailed**

EXAMINER

The Commonwealth of Massachusetts  
OFFICE OF THE MASSACHUSETTS SECRETARY OF STATE  
MICHAEL J. CONNOLLY, Secretary  
ONE ASHBURTON PLACE,  
BOSTON, MASSACHUSETTS 02108

04-2713778  
FEDERAL IDENTIFICATION NO.

ARTICLES OF AMENDMENT  
GENERAL LAWS, CHAPTER 156B, SECTION 72

We, Robert J. Shillman, President/, and Anthony J. Medaglia, Jr., Clerk/ of

**COGNEX CORPORATION**

(EXACT Name of Corporation)

located at 15 Crawford Street, Needham, Massachusetts 02194

do hereby certify that these ARTICLES OF AMENDMENT affecting Articles NUMBERED:

3

(Number those articles 1, 2, 3, 4, 5 and/or 6 being amended hereby)

of the Articles of Organization were duly adopted at a meeting held on April 30, 1991, by vote of:

Name				
Approved				
<u>2,547,604</u>	shares of	<u>Common Stock</u>	out of	<u>4,087,176</u> shares outstanding,
		type, class and series, (if any)		
<u>-0-</u>	shares of	<u>Preferred Stock</u>	out of	<u>-0-</u> shares outstanding, and
		type, class and series, (if any)		
<u>          </u>	shares of	<u>                                  </u>	out of	<u>          </u> shares outstanding, and
		type, class and series, (if any)		

CROSS OUT INAPPLICABLE CLAUSE being at least a majority of each type, class or series outstanding and entitled to vote thereon: (1)

C | |  
P | |

M | | (1) For amendments adopted pursuant to Chapter 156B, Section 70.  
RA | | (2) For amendments adopted pursuant to Chapter 156B, Section 71.

**P.C.**

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper leaving a left hand margin of at least 1 inch for binding. Additions to more than one article may be continued on a single sheet so long as each article requiring each such addition is clearly indicated.

To CHANGE the number of shares and the par value (if any) of any type, class or series of stock which the corporation is authorized to issue, fill in the following:

The total presently authorized is:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
<u>TYPE</u>	<u>NUMBER OF SHARES</u>	<u>TYPE</u>	<u>NUMBER OF SHARES</u>	<u>PAR VALUE</u>
COMMON:	N/A	COMMON:	10,000,000	\$ .002
PREFERRED:	N/A	PREFERRED:	400,000	\$ 0.01

CHANGE the total authorized to:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
<u>TYPE</u>	<u>NUMBER OF SHARES</u>	<u>TYPE</u>	<u>NUMBER OF SHARES</u>	<u>PAR VALUE</u>
COMMON:	N/A	COMMON:	15,000,000	\$ .002
PREFERRED:	N/A	PREFERRED:	400,000	\$ 0.01

The foregoing amendment will become effective when these articles of amendment are filed in accordance with Chapter 156B, Section 6 of The General Laws unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than thirty days after such filing, in which event the amendment will become effective on such later date.

EFFECTIVE DATE: Date of Filing

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereunto signed our names this Thirtieth day of April, in the year 1991.

/s/ Robert J. Shillman

President

/s/ Anthony J. Medaglia, Jr.

Clerk

---

**THE COMMONWEALTH OF MASSACHUSETTS**  
**ARTICLES OF AMENDMENT**  
**GENERAL LAWS, CHAPTER 156B, SECTION 72**

---

I hereby approve the within articles of amendment and, the filing fee in the amount of \$5,000.00 having been paid, said articles are deemed to have been filed with me this 9<sup>th</sup> day of May, 1991.

/s/ Michael J. Connolly  
MICHAEL JOSEPH CONNOLLY  
Secretary of State

**TO BE FILLED IN BY CORPORATION**  
**PHOTOCOPY OF ARTICLES OF AMENDMENT TO BE SENT TO:**

**ANTHONY J. MEDAGLIA, JR.**  
**HUTCHINS & WHEELER**  
**101 FEDERAL STREET, BOSTON, MA 02110**  
**TELEPHONE: (617) 951-6600**



EXAMINER

The Commonwealth of Massachusetts  
OFFICE OF THE MASSACHUSETTS SECRETARY OF STATE  
MICHAEL J. CONNOLLY, Secretary  
ONE ASHBURTON PLACE,  
BOSTON, MASSACHUSETTS 02108

04-2713778  
FEDERAL IDENTIFICATION NO.

ARTICLES OF AMENDMENT  
GENERAL LAWS, CHAPTER 156B, SECTION 72

We, Robert J. Shillman, President/, and Anthony J. Medaglia, Jr., Clerk/ of

**COGNEX CORPORATION**

(EXACT Name of Corporation)

located at 15 Crawford Street, Needham, Massachusetts 02194

do hereby certify that these ARTICLES OF AMENDMENT affecting Articles NUMBERED:

3

(Number those articles 1, 2, 3, 4, 5 and/or 6 being amended hereby)

of the Articles of Organization were duly adopted at a meeting held on April 21, 1992, by vote of:

Name				
Approved				
<u>5,387,004</u>	shares of	<u>Common Stock</u>	out of	<u>8,450,806</u> shares outstanding,
		type, class and series, (if any)		
<u>-0-</u>	shares of	<u>Preferred Stock</u>	out of	<u>-0-</u> shares outstanding, and
		type, class and series, (if any)		
<u>          </u>	shares of	<u>                                  </u>	out of	<u>          </u> shares outstanding, and
		type, class and series, (if any)		

CROSS OUT INAPPLICABLE CLAUSE being at least a majority of each type, class or series outstanding and entitled to vote thereon: (1)

C | |  
P | |

M | | (1) For amendments adopted pursuant to Chapter 156B, Section 70.  
RA | | (2) For amendments adopted pursuant to Chapter 156B, Section 71.

**P.C.**  
Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper leaving a left hand margin of at least 1 inch for binding. Additions to more than one article may be continued on a single sheet so long as each article requiring each such addition is clearly indicated.

To CHANGE the number of shares and the par value (if any) of any type, class or series of stock which the corporation is authorized to issue, fill in the following:

The total presently authorized is:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
<u>TYPE</u>	<u>NUMBER OF SHARES</u>	<u>TYPE</u>	<u>NUMBER OF SHARES</u>	<u>PAR VALUE</u>
COMMON:	N/A	COMMON:	15,000,000	\$ .002
PREFERRED:	N/A	PREFERRED:	400,000	\$ 0.01

CHANGE the total authorized to:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
<u>TYPE</u>	<u>NUMBER OF SHARES</u>	<u>TYPE</u>	<u>NUMBER OF SHARES</u>	<u>PAR VALUE</u>
COMMON:	N/A	COMMON:	25,000,000	\$ .002
PREFERRED:	N/A	PREFERRED:	400,000	\$ 0.01

The foregoing amendment will become effective when these articles of amendment are filed in accordance with Chapter 156B, Section 6 of The General Laws unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than thirty days after such filing, in which event the amendment will become effective on such later date.

EFFECTIVE DATE: Date of Filing

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereunto signed our names this 21<sup>st</sup> day of April, in the year 1992.

/s/ Robert J. Shillman

President

/s/ Anthony J. Medaglia, Jr.

Clerk

---

**THE COMMONWEALTH OF MASSACHUSETTS**  
**ARTICLES OF AMENDMENT**  
**GENERAL LAWS, CHAPTER 156B, SECTION 72**

---

I hereby approve the within articles of amendment and, the filing fee in the amount of \$10,000.00 having been paid, said articles are deemed to have been filed with me this 3<sup>rd</sup> day of August, 1992.

/s/ Michael J. Connolly  
MICHAEL J. CONNOLLY  
Secretary of State

**TO BE FILLED IN BY CORPORATION**

**PHOTOCOPY OF ARTICLES OF AMENDMENT TO BE SENT TO:**

**ANTHONY J. MEDAGLIA, JR.**  
**HUTCHINS & WHEELER**  
**101 FEDERAL STREET, BOSTON, MA 02110**  
**TELEPHONE: (617) 951-6600**

EXAMINER

The Commonwealth of Massachusetts  
OFFICE OF THE MASSACHUSETTS SECRETARY OF STATE  
MICHAEL J. CONNOLLY, Secretary  
ONE ASHBURTON PLACE,  
BOSTON, MASSACHUSETTS 02108

04-2713778  
FEDERAL IDENTIFICATION NO.

ARTICLES OF AMENDMENT  
GENERAL LAWS, CHAPTER 156B, SECTION 72

We, Robert J. Shillman, President/, and Anthony J. Medaglia, Jr., Clerk/ of

**COGNEX CORPORATION**

(EXACT Name of Corporation)

located at 15 Crawford Street, Needham, Massachusetts 02194

do hereby certify that these ARTICLES OF AMENDMENT affecting Articles NUMBERED:

3

(Number those articles 1, 2, 3, 4, 5 and/or 6 being amended hereby)

of the Articles of Organization were duly adopted at a meeting held on April 25, 1995, by vote of:

Name	Approved			
<u>13,514,984</u>	shares of	<u>Common Stock</u>	out of	<u>18,840,535</u> shares outstanding,
		type, class and series, (if any)		
	shares of		out of	shares outstanding, and
		type, class and series, (if any)		
	shares of		out of	shares outstanding, and
		type, class and series, (if any)		

CROSS OUT INAPPLICABLE CLAUSE being at least a majority of each type, class or series outstanding and entitled to vote thereon: (1)

C [ ]

P [ ]

- M [ ] (1) For amendments adopted pursuant to Chapter 156B, Section 70.
- RA [ ] (2) For amendments adopted pursuant to Chapter 156B, Section 71.

**P.C.**

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper leaving a left hand margin of at least 1 inch for binding. Additions to more than one article may be continued on a single sheet so long as each article requiring each such addition is clearly indicated.

To CHANGE the number of shares and the par value (if any) of any type, class or series of stock which the corporation is authorized to issue, fill in the following:

The total presently authorized is:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
<u>TYPE</u>	<u>NUMBER OF SHARES</u>	<u>TYPE</u>	<u>NUMBER OF SHARES</u>	<u>PAR VALUE</u>
COMMON:	N/A	COMMON:	25,000,000	\$ .002
PREFERRED:	N/A	PREFERRED:	400,000	\$ 0.01

CHANGE the total authorized to:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
<u>TYPE</u>	<u>NUMBER OF SHARES</u>	<u>TYPE</u>	<u>NUMBER OF SHARES</u>	<u>PAR VALUE</u>
COMMON:	N/A	COMMON:	60,000,000	\$ .002
PREFERRED:	N/A	PREFERRED:	400,000	\$ 0.01

The foregoing amendment will become effective when these articles of amendment are filed in accordance with Chapter 156B, Section 6 of The General Laws unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than thirty days after such filing, in which event the amendment will become effective on such later date.

EFFECTIVE DATE: Date of Filing

IN WITNESS WHEREOF AND UNDER THE PENALTIES OF PERJURY, we have hereunto signed our names this 25<sup>th</sup> day of April, in the year 1995.

/s/ Robert J. Shillman

President

/s/ Anthony J. Medaglia, Jr.

Clerk

---

**THE COMMONWEALTH OF MASSACHUSETTS**  
**ARTICLES OF AMENDMENT**  
**GENERAL LAWS, CHAPTER 156B, SECTION 72**

---

I hereby approve the within articles of amendment and, the filing fee in the amount of \$35,000.00 having been paid, said articles are deemed to have been filed with me this 18<sup>th</sup> day of May, 1995.

/s/ William Francis Galvin  
WILLIAM FRANCIS GALVIN  
Secretary of the Commonwealth

**TO BE FILLED IN BY CORPORATION**

**PHOTOCOPY OF ARTICLES OF AMENDMENT TO BE SENT TO:**

**SHANNON D. WHISENART**  
**HUTCHINS & WHEELER & DITTMAR**  
**101 FEDERAL STREET, BOSTON, MA 02110**  
**TELEPHONE: (617) 951-6600**

FEDERAL IDENTIFICATION

NO. 04-2713778

Examiner

The Commonwealth of Massachusetts
William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

Name Approved

ARTICLES OF AMENDMENT
(General Laws, Chapter 156B, Section 72)

We, Robert Shillman, \*President/
and Anthony J. Medaglia, Jr. \*Clerk/
of COGNEX CORPORATION

(Exact name of corporation)

located at One Vision Drive, Natick, MA 01760
(Street address of corporation in Massachusetts)

certify that these Articles of Amendment affecting articles numbered:

3

(Number those articles 1, 2, 3, 4, 5 and/or 6 being amended hereby)

of the Articles of Organization were duly adopted at a meeting held on April 23, 1996, by vote of:

31,729,416 shares of Common Stock out of 39,116,359 shares outstanding,
(type, class and series, if any)
shares of out of shares outstanding, and
(type, class and series, if any)
shares of out of shares outstanding, and
(type, class and series, if any)

C [ ]
P [ ]

M [ ] (1)\*\*being at least a majority of each type, class or series outstanding and entitled to vote thereon:/or (2)\*\*being at least
R.A. [ ] two-thirds of each type, class or series outstanding and entitled to vote thereon and of each type, class or series
outstanding and entitled to vote thereon and of each type, class or series of stock

whose rights are adversely affected thereby:

\*Delete the inapplicable words. \*\*Delete the inapplicable clause.

(1) For amendments adopted pursuant to Chapter 156B, Section 70.

(2) For amendments adopted pursuant to Chapter 156B, Section 71. Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

P.C.

To CHANGE the number of shares and the par value (if any) of any type, class or series of stock which the corporation is authorized to issue, fill in the following:

The total presently authorized is:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
<u>TYPE</u>	<u>NUMBER OF SHARES</u>	<u>TYPE</u>	<u>NUMBER OF SHARES</u>	<u>PAR VALUE</u>
COMMON:		COMMON:	60,000,000	\$ .002
PREFERRED:		PREFERRED:	400,000	\$ 0.01

CHANGE the total authorized to:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
<u>TYPE</u>	<u>NUMBER OF SHARES</u>	<u>TYPE</u>	<u>NUMBER OF SHARES</u>	<u>PAR VALUE</u>
COMMON:		COMMON:	12,000,000	\$ .002
PREFERRED:		PREFERRED:	400,000	\$ 0.01

The foregoing amendment will become effective when these articles of amendment are filed in accordance with General Laws, Chapter 156B, Section 6 unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than thirty days after such filing, in which event the amendment will become effective on such later date.

Later Effective date:

**SIGNED UNDER THE PENALTIES OF PERJURY, this 23<sup>rd</sup> day of April, in the year 1996.**

/s/ Robert J. Shillman

Robert J. Shillman  
President

/s/ Anthony J. Medaglia, Jr.

Anthony J. Medaglia, Jr.  
Clerk

\* Delete the inapplicable words.



---

**THE COMMONWEALTH OF MASSACHUSETTS**

**ARTICLES OF AMENDMENT**

**GENERAL LAWS, CHAPTER 156B, SECTION 72**

---

I hereby approve the within articles of amendment and, the filing fee in the amount of \$60,000.00 having been paid, said articles are deemed to have been filed with me this 10<sup>th</sup> day of May, 1996.

Effective date: \_\_\_\_\_

/s/ William Francis Galvin  
\_\_\_\_\_  
WILLIAM FRANCIS GALVIN  
Secretary of the Commonwealth

**TO BE FILLED IN BY CORPORATION**

**PHOTOCOPY OF ARTICLES OF AMENDMENT TO BE SENT TO:**

**PATRICIA ROBICHAUD  
HUTCHINS & WHEELER & DITTMAR  
101 FEDERAL STREET  
BOSTON, MA 02110  
TELEPHONE: (617) 951-6600**

FEDERAL IDENTIFICATION

No. 04-2713778

THE COMMONWEALTH OF MASSACHUSETTS

Examiner

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth
One Ashburton Place, Boston Massachusetts 02108-1512

Name
Approved

ARTICLES OF AMENDMENT
(GENERAL LAWS, CHAPTER 156B, SECTION 72)

We, Robert Shillman, \*President / XXXXXXXXX,
and Anthony J. Medaglia, Jr., \*Clerk / XXXXXXXXX
of Cognex Corporation
(Exact name of corporation)

location at One Vision Drive, Natick, MA 01760,

(Street address of corporation in Massachusetts)

certify that these Articles of Amendment affecting articles number:

3

(Number those articles 1, 2, 3, 4, 5 and/or 6 being amended)

of the Articles of Organization were duly adopted at a meeting held on

May 8, 2000, by vote of: 35,885,629 shares of Common Stock of
(type, class & series, if any)

42,774,560 shares outstanding,

shares of of
(type, class & series, if any)

shares outstanding, and shares of
of shares outstanding,
(type, class & series, if any)

C [ ]

C [ ] (1)\*\* being at least a majority of each type, class or series outstanding and entitled to vote thereon: / or (2)\*\* being at least P [ ] two-thirds of each type, class or series outstanding and entitled to vote thereon and of each type, class or series of stock whose rights R.A. [ ] are adversely affected thereby:

\*Delete the inapplicable words. \*\*Delete the inapplicable clause.

- (1) For amendments adopted pursuant to Chapter 156B, Section 70.
(2) For amendments adopted pursuant to chapter 156B, Section 71.

P.C.

NOTE: IF THE SPACE PROVIDED UNDER ANY ARTICLE OR ITEM ON THIS FORM IS INSUFFICIENT, ADDITIONS SHALL BE SET FORTH ON ONE SIDE ONLY OF SEPARATE 8 1/2 X 11 SHEETS OF PAPER WITH A LEFT MARGIN OF AT LEAST 1 INCH. ADDITIONS TO MORE THAN ONE ARTICLE MAY BE MADE ON A SINGLE SHEET SO LONG AS EACH ARTICLE REQUIRING EACH ADDITION IS CLEARLY INDICATED.

To change the number of shares and the par value (if any) of any type, class or series of stock which the corporation is authorized to issue, fill in the following:

The total presently authorized is:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:	120,000,000	\$ .002
Preferred:		Preferred:	400,000	\$ 0.01

Change the total authorized to:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:	140,000,000	\$ .002
Preferred:		Preferred:	400,000	\$ 0.01

The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 156B, Section 6 unless these articles specify, in accordance with the vote adopting the amendment, a later effective date not more than thirty days after such filing, in which event the amendment will become effective on such later date.

Later effective date: \_\_\_\_\_

SIGNED UNDER THE PENALTIES OF PERJURY, this 8<sup>th</sup> day of May, 2000,

/s/ Robert Shillman , \*President / XXXXXXXX  
Robert Shillman

/s/ Anthony J. Medaglia, Jr. , \*Clerk / XXXXXXXX  
Anthony J. Medaglia, Jr.

\* Delete the inapplicable words.

---

**THE COMMONWEALTH OF MASSACHUSETTS**

**ARTICLES OF AMENDMENT**

(GENERAL LAWS, CHAPTER 156B, SECTION 72)

I hereby approve the within Articles of Amendment and, the filing fee in the amount of \$20,000 having been paid, said articles are deemed to have been filed with me this 10th day of May 2000.

Effective date: May 10, 2002

**WILLIAM FRANCIS GALVIN**

**Secretary of the Commonwealth**

**TO BE FILLED IN BY CORPORATION  
PHOTOCOPY OF DOCUMENT TO BE SENT TO:**

Patricia Robichaud, Corporate Paralegal

---

c/o Hutchins, Wheeler & Dittmar, 101 Federal Street

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**AMENDED AND RESTATED BY-LAWS**

**OF**

**COGNEX CORPORATION**

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**AMENDED AND RESTATED BY-LAWS**

**Of**

**COGNEX CORPORATION**

**ARTICLE 1**

**Articles of Organization**

The name and purposes of the Corporation shall be as set forth in the Articles of Organization. These By-Laws, the powers of the Corporation and its Directors and stockholders, and all matters concerning the conduct and regulation of the business of the Corporation, shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Organization. All references in these By-Laws to the Articles of Organization shall be construed to mean the Articles of Organization of the Corporation as from time to time amended or restated.

**ARTICLE 2**

**Fiscal Year**

Except as from time to time otherwise determined by the Directors, the fiscal year of the Corporation shall be the twelve months ending on December 31.

**ARTICLE 3**

**Meetings of Stockholders**

Section 3.1 Annual Meeting. The Annual Meeting of the Stockholders shall be held at 10:00 o'clock A.M. on the second Tuesday of April in each year. Purposes for which an annual meeting is to be held, additional to those prescribed by law and by these By-Laws, may be specified by the President or by the Directors.

If such annual meeting has not been held on the day herein provided therefor, a special meeting of the stockholders in lieu of the annual meeting may be held, and any business



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transacted or elections held at such special meeting shall have the same effect as if transacted or held at the annual meeting, and in such case all references in these By-Laws, except in this Section 3.1, to the annual meeting of the stockholders shall be deemed to refer to such special meeting. Any such special meeting shall be called, and the purposes thereof shall be specified in the call, as provided in Section 3.2 of this Article III.

To be properly brought before the meeting, business must be of a nature that is appropriate for consideration at an annual meeting and must be (i) specified in the notice of meeting (or any supplement thereto) given by or at the direction of the Board of Directors, (ii) otherwise properly brought before the meeting by or at the direction of the Board of Directors, or (iii) otherwise properly brought before the meeting by a stockholder. In addition to any other applicable requirements, for business to be properly brought before the annual meeting by a stockholder, the stockholder must have given timely Notice thereof in writing to the Clerk of the corporation. To be timely, each such Notice must be given either by personal delivery or by United States mail, postage prepaid, to the Clerk of the corporation not later than (1) with respect to a matter to be brought before an annual meeting of stockholders or special meeting in lieu of an annual meeting, sixty (60) days prior to the date set forth in the By-Laws for the annual meeting and (2) with respect to a matter to be brought before a special meeting of the stockholders not in lieu of an annual meeting, the close of business on the tenth (10th) day following the date on which notice of such meeting is first given to Stockholders. The Notice shall set forth (i) information concerning the stockholder, including his or her name and address; (ii) a representation that the stockholder is entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to present the matter specified in the Notice, and (iii) such other information as would be required to be included in a proxy statement soliciting proxies for the presentation of such matter to the meeting.

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Notwithstanding anything in these By-Laws to the contrary, no business shall be transacted at the annual meeting except in accordance with the procedures set forth in this Section; provided, however, that nothing in this Section shall be deemed to preclude discussion by any stockholder of any business properly brought before the annual meeting in accordance with these By-Laws.

Section 3.2 Special Meetings. Special Meeting of the Stockholders may be called at any time by the President, or by a majority of the Directors acting by vote or a written instrument or instruments signed by them. A Special Meeting of the Stockholders shall be called by the Clerk or in the case of the death, absence, incapacity or refusal of the Clerk, by any other officer upon written application of one or more stockholders who hold at least forty (40) percent in interest of the capital stock entitled to vote thereat and, also, upon application of any holder of at least ten (10) percent of the capital stock entitled to vote at such meeting, if such ten (10) percent holder also held on May 15, 1989 at least fifteen (15) percent of the capital stock of the Corporation entitled on that date to vote generally on the election of Directors. Such call shall state the time, place and purpose of the meeting.

Section 3.3 Place of Meetings. All meetings of the stockholders shall be held at the principal office of the Corporation in Massachusetts, unless a different place within Massachusetts or, if permitted by the Articles of Organization, elsewhere within the United States is designated by the President or by a majority of the Directors acting by vote or by written instrument or instruments signed by them. Any adjourned session of any meeting of the stockholders shall be held at such place within Massachusetts or, if permitted by the Articles of Organization, elsewhere within the United States as is designated in the vote of adjournment.

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Section 3.4 Notice of Meetings. A written Notice of the place, date and hour of all meetings of stockholders stating the purposes of the meeting shall be given at least seven (7) days before the meeting to each stockholder entitled to vote thereat, by leaving such Notice with him or at his residence or usual place of business, or by mailing, postage prepaid, and addressed to such stockholder at his address as it appears in the records of the Corporation. Such Notice shall be given by the Clerk, or in the case of the death, absence, incapacity or refusal of the Clerk, by any other officer or by a person designated either by the Clerk, by the person or persons calling the meeting or by the Board of Directors. Whenever Notice of a meeting is required to be given a stockholder under any provision of law, of the Articles of Organization, or of these By-Laws, a written Waiver thereof, executed before or after the meeting by such stockholder or his attorney thereunto authorized, and filed with the records of the meeting, shall be deemed equivalent to such Notice.

Section 3.5 Quorum. At any meeting of the stockholders, a quorum for the election of any Director or for the consideration of any question shall consist of a majority in interest of all stock issued, outstanding and entitled to vote at such election or upon such question, respectively, except that if two or more classes of stock are entitled to vote as separate classes for the election of any Director or upon any question, then in the case of each such class a quorum for the election of any Director or for the consideration of such question shall consist of a majority in interest of all stock of that class issued, outstanding and entitled to vote thereon. Stock owned by the Corporation, if any, shall be disregarded in determining any quorum. Both abstentions and broker non-votes are to be counted as present for the purpose of determining the

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existence of a quorum for the transaction of business at any meeting. Whether or not a quorum is present, any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question, and the meeting may be held as adjourned without further notice.

When a quorum for an election is present at any "meeting, a plurality of the votes properly cast for any office shall elect such office. When a quorum for the consideration of a question is present at any meeting, a majority of the votes properly cast upon the question shall decide the question; except that if two or more classes of stock are entitled to vote as separate classes upon such question, then in the case of each such class a majority of the votes of such class properly cast upon the question shall decide the vote of that class upon the question; and except in any case where a larger vote is required by law or by the Articles of Organization. For purposes of determining the number of shares voting on a particular proposal, abstentions and broker non-votes are not to be counted as votes cast or shares voting.

Section 3.6 Action without Meeting. Any action required or permitted to be taken at any meeting of the stockholders may be taken without a meeting if all stockholders entitled to vote on the matter consent to the action in writing and the written Consents are filed with the records of the meetings of stockholders. Such Consents shall be treated for all purposes as a vote at a meeting.

Section 3.7 Proxies and Voting. Except as may otherwise be provided in the Articles of Organization, stockholders entitled to vote shall have one vote for each share of stock entitled to vote owned by them. Stockholders entitled to vote may vote in person or by proxy. No proxy dated more than six (6) months before the meeting named therein shall be valid and no proxy shall be valid after the final adjournment of such meeting. A proxy with respect to stock held in the name of two or more persons shall be valid if executed by any one of them unless at or prior

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to the exercise of the proxy the Corporation receives specific written notice to the contrary from any one of them. A proxy purporting to be executed by or on behalf of a stockholder shall be deemed valid unless challenged at or prior to its exercise and the burden of proving invalidity shall rest on the challenger. Proxies shall be filed with the Clerk, or person performing the duties of clerk, at the meeting, or any adjournment thereof, before being voted.

The Corporation shall not, directly or indirectly, vote upon any share of its own stock. Both abstentions and broker non-votes are to be counted as present for the purpose of determining the existence of a quorum for the transaction of business at any meeting. However, for purposes of determining the number of shares voting on a particular proposal, abstentions and broker non-votes are not to be counted as votes cast or shares voting.

#### ARTICLE 4

##### Directors

Section 4.1 Enumeration, Election and Term of Office. The business and affairs of this corporation shall be managed under the direction of a Board of Directors consisting of not fewer than three (3) nor more than fifteen (15) Directors, the exact number to be determined from time to time by resolution adopted by the affirmative vote of a majority of the entire Board of Directors, such Board of Directors to be divided into such classes and elected by such stockholders as have the right to vote thereon, for such terms as are provided in the Articles of Organization. Each director shall hold office until his successor shall have been elected and qualified, subject to Article VI of these By-Laws. Whenever used in these By-Laws, the phrase "entire Board of Directors" shall mean that number of Directors fixed by the most recent resolution adopted pursuant to the preceding sentence prior to the date as of which a determination of the number of Directors then constituting the entire Board of Directors shall be

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relevant for any purpose under these By-Laws. Subject to the foregoing limitations and the requirements of the Articles of Organization, the Board of Directors may be enlarged by the stockholders at any meeting or by the affirmative vote of a majority of the entire Board of Directors then in office.

Nominations for the election of Directors may be made by the Board of Directors or a committee appointed by the Board of Directors or by any stockholder entitled to vote generally in the election of Directors. However, any stockholder entitled to vote generally in the election of Directors may nominate one or more persons for election as Directors at a meeting only if written Notice of such stockholder's intent to make such nomination or nominations has been given, either by personal delivery or by United States mail, postage prepaid, to the Clerk of the corporation not later than (1) with respect to an election to be held at an annual meeting of stockholders or special meeting in lieu of an annual meeting, sixty (60) days prior to the date for the annual meeting set forth in the By-Laws and (2) with respect to an election to be held at a special meeting of stockholders not in lieu of an annual meeting, the close of business on the tenth (10th) day following the date on which notice of such meeting is first given to stockholders. Each such Notice to the Clerk shall set forth (i) the name and addresses of the stockholder and his or her nominees; (ii) a representation that the stockholder is entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to nominate the person or persons specified in the notice; (iii) a description of all arrangements or understandings between the stockholder and each such nominee; (iv) such other information as would be required to be included in a proxy statement soliciting proxies or the election of the nominees of such stockholder; and (v) the consent of each nominee to serve as a director of the corporation if so elected. The corporation may require any proposed nominee to furnish such other information

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as may reasonably be required by the corporation to determine the eligibility of such proposed nominee to serve as a director of the corporation. The presiding officer of the meeting may, if the facts warrant, determine that a nomination was not made in accordance with the foregoing procedure, and if he should so determine, he shall so declare to the meeting and the defective nomination shall be disregarded.

No director need be a stockholder. Any election of directors by the stockholders shall be by ballot if so requested by any stockholder entitled to vote thereon.

Section 4.2 Powers. The business of the Corporation shall be managed by the Board of Directors, which shall exercise all the powers of the Corporation except as otherwise required by law, by the Articles of Organization or by these By-Laws. In the event of one or more vacancies in the Board of Directors, the remaining Directors, if at least two (2) Directors still remain in office, may exercise the powers of the full Board until such vacancy or vacancies are filled.

Section 4.3 Meetings of Directors. Regular meetings of the Directors may be held without notice at such places and at such times as may be fixed from time to time by the Directors. A regular meeting of the Directors may be held without notice immediately following the Annual Meeting of Stockholders or any Special Meeting held in lieu thereof.

Special Meetings of Directors may be called by the Chairman of the Board, the President, the Treasurer or any two (2) or more Directors, or if there shall be less than three (3) Directors by any one (1) Director, and shall be held at such time and place as specified in the Call. Reasonable notice of each special meeting of the Directors shall be given to each Director. Such notice may be given by the Secretary or Assistant Secretary of the Board, the Clerk or any Assistant Clerk or by the officer or one of the Directors calling the meeting. Notice to a Director

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shall in any case be sufficient if sent by telegram at least forty-eight (48) hours or by mail at least ninety-six (96) hours before the meeting addressed to him at his usual or last known business or residence address, or if given to him at least forty-eight (48) hours before the meeting in person or by telephone or by handing him a written Notice. Notice of a meeting need not be given to any Director if a written Waiver of Notice, executed by him, before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him. A Notice or Waiver of Notice need not specify the purposes of the meeting.

Section 4.4 Quorum of Directors. At any meeting of the Directors, a quorum for any election or for the consideration of any question shall consist of a majority of the Directors then in office. Whether or not a quorum is present any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question, and the meeting may be held as adjourned without further Notice. When a quorum is present at any meeting, the votes of a majority of the Directors present shall be requisite and sufficient for election to any office and shall decide any question brought before such meeting, except in any case where a larger vote is required by law, by the Articles of Organization or by these By-Laws.

Section 4.5 Consent in Lieu of Meeting and Participation in Meetings by Communications Equipment. Any action required or permitted to be taken at any meeting of the Directors may be taken without a meeting if all the Directors consent to the action in writing and the written Consents are filed with the records of the meetings of the Directors. Such Consents shall be treated for all purposes as a vote of the Directors at a meeting.

Members of the Board of Directors or any Committee designated thereby may participate in a meeting of such Board or Committee by means of a conference telephone or similar



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communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Section 4.6 Committees. By vote of a majority of the Directors then in office, the Directors may elect from their own number an Executive Committee or other Committees and may by like vote delegate to any such Committee some or all of their powers except those which by law may not be delegated.

## ARTICLE 5

### Officers

Section 5.1 Enumeration, Election and Term of Office. The officers of the Corporation shall include a President, a Treasurer and a Clerk, who shall be chosen by the Directors at their first meeting following the Annual Meeting of the Stockholders. Each of them shall hold his office until the next annual election to the office which he holds and until his successor is chosen and qualified or until he sooner dies, resigns, is removed or becomes disqualified.

The Directors may choose one of their number to be Chairman of the Board and determine his powers, duties and term of office. The Directors may at any time appoint such other officers, including one or more Vice Presidents, Assistant Treasurers, Assistant Clerks, a Secretary of the Board and an Assistant Secretary of the Board as they deem wise, and may determine their respective powers, duties and terms of office.

No officer need be a stockholder or a Director except that the Chairman of the Board shall be a Director. The same person may hold more than one office, except that no person shall be both President and Clerk.

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The Company may also designate individuals as divisional, group, or segment vice presidents or vice presidents of a particular function, which individual shall carry such title on a non-executive basis and not as executive officers of the Corporation. Said non-executive vice presidents may be designated by the Board of Directors or by the President pursuant to Board resolutions so-authorizing the President to appoint non-executive vice presidents on a particular occasion or from time to time in his discretion, said honorary vice presidents to be titled "Vice President (specific area of function)".

Section 5.2 President and Chairman of the Board. The President shall be the Chief Executive Officer of the Corporation and, subject to the control and direction of the Directors, shall have general supervision and control of the business of the Corporation. He shall preside at all meetings of the stockholders at which he is present, and, if he is a Director, at all meetings of the Directors if there shall be no Chairman of the Board or in the absence of the Chairman of the Board.

If there shall be a Chairman of the Board, he shall make his counsel available to the other officers of the Corporation, and shall have such other duties and powers as may from time to time be conferred on him by the Directors. He shall preside at all meetings of the Directors at which he is present, and, in the absence of the President, at all meetings of stockholders.

Section 5.3 Treasurer and Assistant Treasurer. The Treasurer shall have the custody of the funds and valuable books and papers of the Corporation, except such as are directed by these By-Laws to be kept by the Clerk or by the Secretary of the Board. He shall perform all other duties usually incident to his office, and shall be at all times subject to the control and direction of the Directors. If required by the Directors, he shall give bond in such form and amount and with such sureties as shall be determined by the Directors.

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If the Treasurer is absent or unavailable, any Assistant Treasurer shall have the duties and powers of Treasurer and shall have such further duties and powers as the Directors shall from time to time determine.

Section 5.4 Clerk and Assistant Clerk. If the Corporation shall not have a resident agent appointed pursuant to law, the Clerk shall be a resident of the Commonwealth of Massachusetts. The Clerk shall record all proceedings of the stockholders in a book to be kept therefor. In case a Secretary of the Board is not elected, the Clerk shall also record all proceedings of the Directors in a book to be kept therefor.

If the Corporation shall not have a transfer agent, the Clerk shall also keep or cause to be kept the stock and transfer records of the Corporation, which shall contain the names of all stockholders and the record address and the amount of stock held by each.

If the Clerk is absent or unavailable, any Assistant Clerk shall have the duties and powers of the Clerk and shall have such further duties and powers as the Directors shall from time to time determine.

Section 5.5 Secretary of the Board and Assistant Secretary. If a Secretary of the Board is elected, he shall record all proceedings of the Directors in a book to be kept therefor.

If the Secretary of the Board is absent or unavailable, any Assistant Secretary shall have the duties and powers of the Secretary and shall have such further duties and powers as the Directors shall from time to time determine.

If no Secretary or Assistant Secretary has been elected, or if, having been elected, no Secretary or Assistant Secretary is present at a meeting of the Directors, the Clerk or an Assistant Clerk shall record the proceedings of the Directors.

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Section 5.6 Temporary Clerk and Temporary Secretary. If no Clerk or Assistant Clerk shall be present at any meeting of the stockholders, or if no Secretary, Assistant Secretary, Clerk or Assistant Clerk shall be present at any meeting of the Directors, the person presiding at the meeting shall designate a Temporary Clerk or Secretary to perform the duties of Clerk or Secretary.

Section 5.7 Other Powers and Duties. Each officer shall, subject to these By-Laws and to the control and direction of the Directors, have in addition to the duties and powers specifically set forth in these By-Laws, such duties and powers as are customarily incident to his office and such additional duties and powers as the Directors may from time to time determine.

## ARTICLE 6

### Resignations, Removals and Vacancies

Section 6.1 Resignations. Any Director or officer may resign at any time by delivering his resignation in writing to the President or the Clerk or to a meeting of the Directors. Such resignations shall take effect at such time as is specified therein, or if no such time is so specified, then upon delivery thereof to the President or the Clerk or to a meeting of the Directors.

Section 6.2 Removals. Directors, including Directors elected by the Directors to fill vacancies in the Board, may be removed from office (a) with cause by vote of the holders of a majority of the shares issued and outstanding and entitled to vote generally in the election of Directors; (b) with or without cause by vote of the holders of at least 80% of the votes entitled to be cast by the holders of all shares of the corporation entitled to vote generally in the election of Directors, voting together as a single class; (c) with cause by vote of a majority of the Directors then in office or (d) without cause by vote of at least 80% of the Directors then in office

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(including the Director to be removed in calculating said percentage); provided that the Directors of a class elected by a particular class of stockholders may be removed only by vote of the holders of a majority of the shares of such class.

The Directors may terminate or modify the authority of any agent or employee. The Directors may remove any officer from office with or without assignment of cause by vote of a majority of the Directors then in office.

If cause is assigned for removal of any Director or officer, such Director or officer may be removed only after a reasonable notice and opportunity to be heard before the body proposing to remove him.

No Director or officer who resigns or is removed shall have any right to any compensation as such Director or officer for any period following his resignation or removal, or any right to damages on account of such removal whether his compensation be by the month or by the year or otherwise; provided, however, that the foregoing provision shall not prevent such Director or officer from obtaining damages for breach of any contract of employment legally binding upon the corporation.

#### Section 6.3 Vacancies. Special Meeting of Stockholders

Any vacancy in the Board of Directors, including a vacancy resulting from an enlargement of the Board, may be filled by the Directors by vote of a majority of the remaining Directors then in office, though less than a quorum, or by the stockholders at a meeting called for the purpose provided that any vacancy created by the stockholders may be filled by the stockholders at the same meeting. Any Director elected in accordance with the preceding sentence shall hold office for the remainder of the full term of the class of Directors in which the new Directorship was created or the vacancy occurred and until such Directors' successor shall have been elected and qualified or until he sooner dies, resigns, is removed or becomes disqualified.

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If the office of any officer becomes vacant, the Directors may choose or appoint a successor by vote of a majority of the Directors present at the meeting at which such choice or appointment is made.

Each such successor shall hold office for the unexpired term of his predecessor and until his successor shall be chosen or appointed and qualified, or until he sooner dies, resigns, is removed or becomes disqualified.

#### ARTICLE 7

##### Indemnification of Directors and Others

Section 7.1 Definitions. For purposes of this Article 7:

(a) "Director/officer" means any person who is serving or has served as a Director, officer or employee of the Corporation appointed or elected by the Board of Directors or the stockholders of the Corporation, or any Director, officer or employee of the Corporation who is serving or has served at the request of the Corporation as a Director, officer, trustee, principal, partner, employee or other agent of any other organization.

(b) "Proceeding" means any action, suit or proceeding, civil or criminal, brought or threatened in or before any court, tribunal, administrative or legislative body or agency.

(c) "Expense" means any fine or penalty, and any liability fixed by a judgment, order, decree or award in a Proceeding, any amount reasonably paid in settlement of a Proceeding and any professional fees and other disbursements reasonably incurred in connection with a Proceeding.

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Section 7.2 Right to Indemnification. Except as limited by law or as provided in Sections 7.3 and 7.4 of this Article 7, each Director/officer (and his heirs and personal representatives) shall be indemnified by the Corporation against any Expense incurred by him in connection with each Proceeding in which he is involved as a result of his serving or having served as a Director/officer.

Section 7.3 Indemnification Not Available. No indemnification shall be provided to a Director/officer with respect to a Proceeding as to which it shall have been adjudicated that he did not act in good faith in the reasonable belief that his action was in the best interests of the Corporation.

Section 7.4 Compromise or Settlement. In the event that a Proceeding is compromised or settled so as to impose any liability or obligation on a Director/officer or upon the Corporation, no indemnification shall be provided as to said Director/officer with respect to such Proceeding if such Director/officer shall have been adjudicated not to have acted in good faith in the reasonable belief that his action was in the best interests of the Corporation.

Section 7.5 Advances. The Corporation shall pay sums on account of indemnification in advance of a final disposition of a Proceeding upon receipt of an undertaking by the Director/officer to repay such sums if it is subsequently established that he is not entitled to indemnification pursuant to Sections 7.3 and 7.4 hereof, which undertaking may be accepted without reference to the financial ability of such person to make repayment.

Section 7.6 Not Exclusive. Nothing in this Article 7 shall limit any lawful rights to indemnification existing independently of this Article 7.

Section 7.7 Insurance. The provisions of this Article 7 shall not limit the power of the Board of Directors to authorize the purchase and maintenance of insurance on behalf of any Director/officer against any Expense, whether or not the Corporation would have the power to indemnify him against such Expense under this Article 7.

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ARTICLE 8

Stock

Section 8.1 Stock Authorized. The total number of shares and the par value, if any, of each class of stock which the Corporation is authorized to issue, and if more than one class is authorized, the descriptions, preferences, voting powers, qualifications and special and relative rights and privileges as to each class and any series thereof, shall be as stated in the Articles of Organization.

Section 8.2 Issue of Authorized Unissued Capital Stock. Any unissued capital stock from time to time authorized under the Articles of Organization and Amendments thereto may be issued, by vote of the Directors. No stock shall be issued unless the cash, so far as due, or the property, services or expenses for which it was authorized to be issued, has been actually received or incurred by, or conveyed or rendered to, the Corporation, or is in its possession as surplus.

Section 8.3 Certificates of Stock. Each stockholder shall be entitled to a certificate in such form as may be prescribed from time to time by the Directors, stating the number and the class and the designation of the series, if any, of the shares held by him. Such certificates shall be signed by the President or a Vice President and by the Treasurer or an Assistant Treasurer. Such signatures may be facsimiles if the certificate is signed by a transfer agent, or by a registrar, other than a Director, officer or employee of the Corporation. In case any officer who has signed or whose facsimile signature has been placed on such certificate shall have ceased to be such officer before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer at the time of its issue.



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Every certificate issued by the Corporation for shares of stock at a time when such shares are subject to any restriction on transfer pursuant to the Articles of Organization, the By-Laws or any agreement to which the Corporation is a party shall have the restriction noted conspicuously on the certificate and shall also set forth on the face or back of the certificate either the full text of the restriction, or a statement of the existence of such restriction and a statement that the Corporation will furnish a copy thereof to the holder of such certificate upon written request and without charge. Every stock certificate issued by the Corporation at a time when it is authorized to issue more than one class or series of stock shall set forth upon the face or back of the certificate either the full text of the preferences, voting powers, qualifications and special and relative rights of the shares of each class and series, if any, authorized to be issued, as set forth in the Articles of Organization, or a statement of the existence of such preferences, powers, qualifications and rights and a statement that the Corporation will furnish a copy thereof to the holder of such certificate upon written request and without charge. Notwithstanding anything to the contrary provided in these By-Laws and consistent with Section 6.26 of the Massachusetts Business Corporation Act as now in effect and hereafter amended, the Board of Directors of the Corporation may authorize the issue of some or all of the shares of any or all of the classes or series without certificates. The authorization shall not effect shares already represented by certificates, until they are surrendered to the Corporation, and by the approval and adoption of these By-Laws, the Board of Directors has determined that all classes or series of the Corporation stock may

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be uncertificated shares, whether upon original issue, re-issuance or subsequent transfer. Within a reasonable time after the issue or transfer of shares without certificates, the Corporation shall send the shareholder a written statement of the information required on certificates by Sections (b) and (c) of Section 6.25 and, if applicable, Section 6.27 of the Massachusetts Business Corporation Act, as now in effect and from time to time amended.

Section 8.4 Replacement Certificate. In case of the alleged loss or destruction or the mutilation of a certificate of stock, a new certificate may be issued in place thereof, upon such conditions as the Directors may determine.

Section 8.5 Transfers. Subject to the restrictions, if any, imposed by the Articles of Organization, the By-Laws or any agreement to which the Corporation is a party, and unless otherwise provided by the Board of Directors, shares of stock of the Corporation that are represented by a certificate shall be transferred on the books of the Corporation only by the surrender to the Corporation or its transfer agent of the certificate representing such shares properly endorsed or accompanied by a written assignment of such shares or by a written power of attorney to sell, assign or transfer such shares, properly executed, with necessary transfer stamps affixed, and with such proof that the endorsement, assignment or power of attorney is genuine and effective as the Corporation or its transfer agent may reasonably require. Shares of stock that are not represented by a certificate shall be transferred or assignable on the stock transfer books of the Corporation, by the holders submitting to the Corporation or its transfer agent, such evidence of transfer and following such other procedures as the Corporation or its transfer agent may reasonably require. Except as may otherwise be required by law, the Corporation shall be entitled to treat the record holder of stock as shown on its books as the

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owner of such stock for all purposes, including the payment of dividends and the right to vote with respect thereto, regardless of any transfer, pledge or other disposition of such stock, until the shares have been transferred on the books of the Corporation in accordance with the requirements of these By-Laws. It shall be the duty of each stockholder to notify the Corporation of his post office address.”

Section 8.6 Record Date. The Directors may fix in advance a time, which shall be not more than sixty (60) days before the date of any meeting of stockholders or the date for the payment of any dividend or the making of any distribution to stockholders or the last day on which the consent or dissent of stockholders may be effectively expressed for any purpose, as the record date for determining the stockholders having the right to notice of and to vote at such meeting and any adjournment thereof or the right to receive such dividend or distribution or the right to give such consent or dissent, and in such case only stockholders of record on such date shall have such right, notwithstanding any transfer of stock on the books of the Corporation after the record date; or without fixing such record date the Directors may for any such purposes close the transfer books for all or any part of such period.

If no record date is fixed and the transfer books are not closed:

(1) The record date for determining stockholders having the right to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given.

(2) The record date for determining stockholders for any other purpose shall be at the close of business on the day on which the Board of Directors acts with respect thereto.

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ARTICLE 9

Miscellaneous Provisions

Section 9.1 Execution of Papers. All deeds, leases, transfers, contracts, bonds, notes, releases, checks, drafts and other obligations authorized to be executed on behalf of the Corporation shall be signed by the President or the Treasurer except as the Directors may generally or in particular cases otherwise determine.

Section 9.2 Voting of Securities. Except as the Directors may generally or in particular cases otherwise determine, the President or the Treasurer may, on behalf of the Corporation (i) waive Notice of any meeting of stockholders or shareholders of any other corporation, or of any association, trust or firm, of which any securities are held by this Corporation; (ii) appoint any person or persons to act as proxy or attorney-in-fact for the Corporation, with or without substitution, at any such meeting; and (iii) execute instruments of Consent to stockholder or shareholder action taken without a meeting.

Section 9.3 Corporate Seal. The seal of the Corporation shall be a circular die with the name of the Corporation, the word "Massachusetts" and the year of its incorporation cut or engraved thereon, or shall be in such other form as the Board of Directors or the stockholders may from time to time determine.

Section 9.4 Corporate Records. The original, or attested copies, of the Articles of Organization, By-Laws, and the records of all meetings of incorporators and stockholders, and the stock and transfer records, which shall contain the names of all stockholders and the record address and the amount of stock held by each, shall be kept in Massachusetts for inspection by the stockholders at the principal office of the Corporation or at an office of the Clerk, or if the Corporation shall have a transfer agent or a resident agent, at an office of either of them. Said copies and records need not all be kept in the same office.

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ARTICLE 10

Amendments

These By-Laws may be altered, amended or repealed or new By-Laws enacted by the affirmative vote of a majority of the entire Board of Directors (if notice of the proposed alteration or amendment is contained in the notice of the meeting at which such vote is taken or if all Directors are present) or at any regular meeting of the stockholders (or at any special meeting thereof duly called for that purpose) by the affirmative vote of a majority of the shares represented and entitled to vote at such meeting (if notice of the proposed alteration or amendment is contained in the notice of such meeting).

Notwithstanding anything contained in the preceding paragraph of this Article X to the contrary, either (i) the affirmative vote of the holders of at least eighty (80%) percent of the votes entitled to be cast by the holders of all shares of the corporation entitled to vote generally in the election of Directors, voting together as a single class, or (ii) the affirmative vote of a majority of the entire Board of Directors with the concurring vote of a majority of the Continuing Directors, voting separately and as a subclass of Directors, shall be required to alter, amend or repeal or adopt any provision inconsistent with, Section 3.1 of Article III, — Section 4.1 of Article IV, Section 6.1 and Section 6.2 of Article VI and this paragraph of this Article X; provided however that (notwithstanding any action by the Board of Directors) if such proposal is put to a vote of the stockholders and receives the affirmative vote of each holder of at least 15% of the votes entitled to be cast by the holders of all shares of the corporation entitled to vote generally in the election of Directors, voting together as a single class (which holders also held on May 15, 1989 at least 15% of the shares of the corporation entitled on that date to vote generally in the election of Directors), then such proposal shall require only the affirmative vote of a majority of the

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shares represented and entitled to vote at such meeting. For purposes of this Article X, the term “Continuing Director” shall have the meaning ascribed to it in Article 6 of the Articles of Organization of the corporation.

**AMENDMENT  
TO  
COGNEX CORPORATION  
1998 NON-EMPLOYEE DIRECTOR STOCK OPTION PLAN**

A. The Cognex Corporation 1998 Non-Employee Director Stock Option Plan (the "Plan") is hereby amended by adding the following sentence at the end of Section 2:

"Notwithstanding the foregoing, the number of shares of Common Stock otherwise available for issuance under this Plan is hereby reduced by 10,250 shares."

B. Except as otherwise amended herein, the Plan is confirmed in all other respects.

C. This Amendment is effective as of July 26, 2007.

Executed this 14<sup>th</sup> day of August, 2007, by and on behalf of Cognex Corporation by its duly authorized officer.

COGNEX CORPORATION

By: /s/ Anthony J. Medaglia, Jr.

Anthony J. Medaglia, Jr.  
Secretary

**THIRD AMENDMENT  
TO  
COGNEX CORPORATION  
1998 STOCK INCENTIVE PLAN**

- A. The Cognex Corporation 1998 Stock Incentive Plan (the "Plan") is hereby amended by adding the following sentence at the end of Section 2(a):

"Notwithstanding the foregoing, the number of shares of Common Stock otherwise available for issuance under this Plan in 2007 is hereby reduced by 3,599,750 shares."

- B. Except as otherwise amended herein, the Plan is confirmed in all other respects.  
C. This amendment is effective as of July 26, 2007.

Executed this 14<sup>th</sup> day of August, 2007, by and on behalf of Cognex Corporation by its duly authorized officer.

COGNEX CORPORATION

By: /s/ Anthony J. Medaglia, Jr.

Anthony J. Medaglia, Jr.  
Secretary



**COGNEX CORPORATION**  
**2007 STOCK OPTION AND INCENTIVE PLAN**

**Section 1. General Purpose of the Plan; Definitions**

The name of the plan is the Cognex Corporation 2007 Stock Option and Incentive Plan (the "Plan"). The purpose of the Plan is to encourage and enable the officers, employees, Non-Employee Directors and other key persons (including consultants) of Cognex Corporation (the "Company") and its Subsidiaries upon whose judgment, initiative and efforts the Company largely depends for the successful conduct of its business to acquire a proprietary interest in the Company. It is anticipated that providing such persons with a direct stake in the Company's welfare will assure a closer identification of their interests with those of the Company and its stockholders, thereby stimulating their efforts on the Company's behalf and strengthening their desire to remain with the Company.

The following terms shall be defined as set forth below:

"*Administrator*" means either the Board or the compensation committee of the Board or a similar committee performing the functions of the compensation committee and which is comprised of not less than two Non-Employee Directors who are independent.

"*Award*" or "*Awards*," except where referring to a particular category of grant under the Plan, shall include Incentive Stock Options, Non-Qualified Stock Options, Stock Appreciation Rights and Restricted Stock Awards.

"*Award Agreement*" means a written or electronic agreement setting forth the terms and provisions applicable to an Award granted under the Plan. Each Award Agreement is subject to the terms and conditions of the Plan.

"*Board*" means the Board of Directors of the Company.

A "*Change of Control*" shall be deemed to have occurred if any person, or any two or more persons acting as a group, and all affiliates of such person or persons, who prior to such time owned less than fifty percent (50%) of the then outstanding Stock, shall acquire such additional shares of the Stock in one or more transactions, or series of transactions, such that following such transaction or transactions, such person or group and affiliates beneficially own sixty percent (60%) or more of the Stock outstanding.

"*Code*" means the Internal Revenue Code of 1986, as amended, and any successor Code, and related rules, regulations and interpretations.

"*Effective Date*" means the date on which the Plan is approved by stockholders as set forth in Section 14.

"*Exchange Act*" means the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder.

"*Fair Market Value*" of the Stock on any given date means the last reported sale price at which Stock is traded on such date or, if no Stock is traded on such date, the next preceding date on which Stock was traded, as reflected on NASDAQ Global Select Market or another national securities exchange.

"*Incentive Stock Option*" means any Stock Option designated and qualified as an "incentive stock option" as defined in Section 422 of the Code.

"*Non-Employee Director*" means a member of the Board who is not also an employee of the Company or any Subsidiary.

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“*Non-Qualified Stock Option*” means any Stock Option that is not an Incentive Stock Option.

“*Option*” or “*Stock Option*” means any option to purchase shares of Stock granted pursuant to Section 5.

“*Restricted Stock Award*” means an Award entitling the recipient to acquire, at such purchase price (which may be zero) as determined by the Administrator, shares of Stock subject to such restrictions and conditions as the Administrator may determine at the time of grant.

“*Sale Event*” shall mean (i) the sale of all or substantially all of the assets of the Company on a consolidated basis to an unrelated person or entity, (ii) a merger, reorganization or consolidation in which the outstanding shares of Stock are converted into or exchanged for securities of the successor entity and the holders of the Company’s outstanding voting power immediately prior to such transaction do not own a majority of the outstanding voting power of the successor entity immediately upon completion of such transaction, or (iii) the sale of all of the Stock of the Company to an unrelated person or entity.

“*Sale Price*” means the value as determined by the Administrator of the consideration payable, or otherwise to be received by stockholders, per share of Stock pursuant to a Sale Event.

“*Section 409A*” means Section 409A of the Code and the regulations and other guidance promulgated thereunder.

“*Stock*” means the Common Stock, par value \$.002 per share, of the Company, subject to adjustments pursuant to Section 3.

“*Stock Appreciation Right*” means an Award entitling the recipient to receive shares of Stock having a value equal to the excess of the Fair Market Value of the Stock on the date of exercise over the exercise price of the Stock Appreciation Right multiplied by the number of shares of Stock with respect to which the Stock Appreciation Right shall have been exercised.

“*Subsidiary*” means any corporation or other entity (other than the Company) in which the Company has at least a 50 percent interest, either directly or indirectly.

“*Ten Percent Owner*” means an employee who owns or is deemed to own (by reason of the attribution rules of Section 424(d) of the Code) more than 10 percent of the combined voting power of all classes of stock of the Company or any parent or subsidiary corporation.

**Section 2. Administration of Plan; Administrator Authority to Select Grantees and Determine Awards**

(a) Administration of Plan. The Plan shall be administered by the Administrator.

(b) Powers of Administrator. The Administrator shall have the power and authority to grant Awards consistent with the terms of the Plan, including the power and authority:

(i) to select the individuals to whom Awards may from time to time be granted;

(ii) to determine the time or times of grant, and the extent, if any, of Incentive Stock Options, Non-Qualified Stock Options, Stock Appreciation Rights, Restricted Stock Awards or any combination of the foregoing, granted to any one or more grantees;

(iii) to determine the number of shares of Stock to be covered by any Award;

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- (iv) to determine and modify from time to time the terms and conditions, including restrictions, not inconsistent with the terms of the Plan, of any Award, which terms and conditions may differ among individual awards and grantees, and to approve the form of written instruments evidencing the Awards;
  - (v) to accelerate at any time the exercisability or vesting of all or any portion of any Award, including upon a Change of Control or a Sale Event;
  - (vi) subject to the provisions of Section 5(a)(ii), to extend at any time the period in which Stock Options may be exercised; and
  - (vii) at any time to adopt, alter and repeal such rules, guidelines and practices for administration of the Plan and for its own acts and proceedings as it shall deem advisable; to interpret the terms and provisions of the Plan and any Award (including related written instruments); to make all determinations it deems advisable for the administration of the Plan; to decide all disputes arising in connection with the Plan; and to otherwise supervise the administration of the Plan.

All decisions and interpretations of the Administrator shall be binding on all persons, including the Company and Plan grantees.

(c) Delegation of Authority to Grant Awards. Subject to applicable law, the Administrator, in its discretion, may delegate to the Chief Executive Officer of the Company all or part of the Administrator's authority and duties with respect to the granting of Awards, to individuals who are (i) not subject to the reporting and other provisions of Section 16 of the Exchange Act and (ii) not "covered employees" within the meaning of Section 162(m) of the Code. Any such delegation by the Administrator shall include a limitation as to the amount of Awards that may be granted during the period of the delegation and shall contain guidelines as to the determination of the exercise price and the vesting criteria. The Administrator may revoke or amend the terms of a delegation at any time but such action shall not invalidate any prior actions of the Administrator's delegate or delegates that were consistent with the terms of the Plan.

(d) Award Agreement. Awards under the Plan shall be evidenced by Award Agreements that set forth the terms, conditions and limitations for each Award which may include, without limitation, the term of an Award, the provisions applicable in the event employment or service terminates, and the Company's authority to unilaterally or bilaterally amend, modify, suspend, cancel or rescind an Award.

(e) Indemnification. Neither the Board nor the Administrator, nor any member of either or any delegate thereof, shall be liable for any act, omission, interpretation, construction or determination made in good faith in connection with the Plan, and the members of the Board and the Administrator (and any delegate thereof) shall be entitled in all cases to indemnification and reimbursement by the Company in respect of any claim, loss, damage or expense (including, without limitation, reasonable attorneys' fees) arising or resulting therefrom to the fullest extent permitted by law and/or under the Company's articles or bylaws or any directors' and officers' liability insurance coverage which may be in effect from time to time and/or any indemnification agreement between such individual and the Company.

### **Section 3. Stock Issuable Under the Plan; Mergers; Substitution**

(a) Stock Issuable. The maximum number of shares of Stock reserved and available for issuance under the Plan shall be 2,300,000 shares, subject to adjustment as provided in Section 3(b). For purposes of this limitation, the shares of Stock underlying any Awards that are forfeited, canceled or otherwise terminated (other than by exercise) shall be added back to the shares of Stock available for issuance under the Plan. Shares tendered or held back upon exercise of an Option or settlement of an Award to cover the exercise price or tax withholding shall not be available for future issuance under the Plan. In addition, upon exercise of Stock Appreciation Rights, the gross number of shares exercised shall be deducted from the total number of shares remaining available for issuance under the Plan. Subject to such overall limitations, shares of Stock may be issued up to such maximum number pursuant to any type

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or types of Award; provided, however, that Stock Options or Stock Appreciation Rights with respect to no more than 500,000 shares of Stock may be granted to any one individual grantee during any one calendar year period. The shares available for issuance under the Plan may be authorized but unissued shares of Stock or shares of Stock reacquired by the Company.

(b) Changes in Stock. Subject to Section 3(c) hereof, if, as a result of any reorganization, recapitalization, reclassification, stock dividend, stock split, reverse stock split or other similar change in the Company's capital stock, the outstanding shares of Stock are increased or decreased or are exchanged for a different number or kind of shares or other securities of the Company, or additional shares or new or different shares or other securities of the Company or other non-cash assets are distributed with respect to such shares of Stock or other securities, or, if, as a result of any merger or consolidation, sale of all or substantially all of the assets of the Company, the outstanding shares of Stock are converted into or exchanged for securities of the Company or any successor entity (or a parent or subsidiary thereof), the Administrator shall make an appropriate or proportionate adjustment in (i) the maximum number of shares reserved for issuance under the Plan, (ii) the number of Stock Options or Stock Appreciation Rights that can be granted to any one individual grantee, (iii) the number and kind of shares or other securities subject to any then outstanding Awards under the Plan, (iv) the repurchase price, if any, per share subject to each outstanding Restricted Stock Award, and (v) the price for each share subject to any then outstanding Stock Options and Stock Appreciation Rights under the Plan, without changing the aggregate exercise price (i.e., the exercise price multiplied by the number of Stock Options and Stock Appreciation Rights) as to which such Stock Options and Stock Appreciation Rights remain exercisable. The Administrator shall also make equitable or proportionate adjustments in the number of shares subject to outstanding Awards and the exercise price and the terms of outstanding Awards to take into consideration cash dividends paid other than in the ordinary course or any other extraordinary corporate event. Notwithstanding the foregoing, no adjustment shall be made under this Section 3(b) if the Administrator determines that such action could cause any Award to fail to satisfy the conditions of any applicable exception from the requirements of Section 409A or otherwise could subject the grantee to the additional tax imposed under Section 409A in respect of an outstanding Award or constitute a modification, extension or renewal of an Incentive Stock Option within the meaning of Section 424(h) of the Code. The adjustment by the Administrator shall be final, binding and conclusive. No fractional shares of Stock shall be issued under the Plan resulting from any such adjustment, but the Administrator in its discretion may make a cash payment in lieu of fractional shares.

(c) Mergers and Other Transactions. Upon the effective time of the Sale Event, the Plan and all outstanding Awards granted hereunder shall terminate, unless provision is made in connection with the Sale Event in the sole discretion of the parties thereto for the assumption or continuation of Awards theretofore granted by the successor entity, or the substitution of such Awards with new Awards of the successor entity or parent thereof, with appropriate adjustment as to the number and kind of shares and, if appropriate, the per share exercise prices, as such parties shall agree (after taking into account any acceleration hereunder). In the event of such termination, (i) the Company shall have the option (in its sole discretion) to make or provide for a cash payment to the grantees holding Options and Stock Appreciation Rights, in exchange for the cancellation thereof, in an amount equal to the difference between (A) the Sale Price multiplied by the number of shares of Stock subject to outstanding Options and Stock Appreciation Rights (to the extent then exercisable (after taking into account any acceleration thereof) at prices not in excess of the Sale Price) and (B) the aggregate exercise price of all such outstanding Options and Stock Appreciation Rights; or (ii) each grantee shall be permitted, within a specified period of time prior to the consummation of the Sale Event as determined by the Administrator, to exercise all outstanding Options and Stock Appreciation Rights held by such grantee.

(d) Substitute Awards. The Administrator may grant Awards under the Plan in substitution for stock and stock based awards held by employees, directors or other key persons of another corporation in connection with the merger or consolidation of the employing corporation with the Company or a Subsidiary or the acquisition by the Company or a Subsidiary of property or stock of the employing corporation. The Administrator may direct that the substitute awards be granted on such terms and conditions as the Administrator considers appropriate in the circumstances. Any substitute Awards granted under the Plan shall not count against the share limitation set forth in Section 3(a).

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**Section 4. Eligibility**

Grantees under the Plan will be such full or part-time officers and other employees, Non-Employee Directors and key persons (including consultants and prospective employees) of the Company and its Subsidiaries as are selected from time to time by the Administrator in its sole discretion.

**Section 5. Stock Options**

(a) Form of Stock Options. Any Stock Option granted under the Plan shall be in such form as the Administrator may from time to time approve.

Stock Options granted under the Plan may be either Incentive Stock Options or Non-Qualified Stock Options. Incentive Stock Options may be granted only to employees of the Company or any Subsidiary that is a “subsidiary corporation” within the meaning of Section 424(f) of the Code. To the extent that any Option does not qualify as an Incentive Stock Option, it shall be deemed a Non-Qualified Stock Option.

Stock Options granted pursuant to this Section 5 shall be subject to the following terms and conditions and shall contain such additional terms and conditions, not inconsistent with the terms of the Plan, as the Administrator shall deem desirable.

(b) Exercise Price. The exercise price per share for the Stock covered by a Stock Option granted pursuant to this Section 5 shall be determined by the Administrator at the time of grant but shall not be less than 100 percent of the Fair Market Value on the date of grant. In the case of an Incentive Stock Option that is granted to a Ten Percent Owner, the option price of such Incentive Stock Option shall be not less than 110 percent of the Fair Market Value on the grant date.

(c) Option Term. The term of each Stock Option shall be fixed by the Administrator, but no Stock Option shall be exercisable more than ten years after the date the Stock Option is granted. In the case of an Incentive Stock Option that is granted to a Ten Percent Owner, the term of such Stock Option shall be no more than five years from the date of grant.

(d) Exercisability; Rights of a Stockholder. Stock Options shall become exercisable at such time or times, whether or not in installments, as shall be determined by the Administrator at or after the grant date. The Administrator may at any time accelerate the exercisability of all or any portion of any Stock Option. An optionee shall have the rights of a stockholder only as to shares acquired upon the exercise of a Stock Option and not as to unexercised Stock Options.

(e) Method of Exercise. Stock Options may be exercised in whole or in part, by giving written notice of exercise to the Company, specifying the number of shares to be purchased. Payment of the purchase price may be made by one or more of the following methods to the extent provided in the Option Award Agreement:

(i) In cash, by certified or bank check or other instrument acceptable to the Administrator;

(ii) Through the delivery (or attestation to the ownership) of shares of Stock that have been purchased by the optionee on the open market or that are beneficially owned by the optionee and are not then subject to restrictions under any Company plan. Such surrendered shares shall be valued at Fair Market Value on the exercise date. To the extent required to avoid variable accounting treatment under FAS 123R or other applicable accounting rules, such surrendered shares shall have been owned by the optionee for at least six months; or

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(iii) By the optionee delivering to the Company a properly executed exercise notice together with irrevocable instructions to a broker to promptly deliver to the Company cash or a check payable and acceptable to the Company for the purchase price; provided that in the event the optionee chooses to pay the purchase price as so provided, the optionee and the broker shall comply with such procedures and enter into such agreements of indemnity and other agreements as the Administrator shall prescribe as a condition of such payment procedure.

Payment instruments will be received subject to collection. The transfer to the optionee on the records of the Company or of the transfer agent of the shares of Stock to be purchased pursuant to the exercise of a Stock Option will be contingent upon receipt from the optionee (or a purchaser acting in his stead in accordance with the provisions of the Stock Option) by the Company of the full purchase price for such shares and the fulfillment of any other requirements contained in the Option Award Agreement or applicable provisions of laws (including the satisfaction of any withholding taxes that the Company is obligated to withhold with respect to the optionee). In the event an optionee chooses to pay the purchase price by previously-owned shares of Stock through the attestation method, the number of shares of Stock transferred to the optionee upon the exercise of the Stock Option shall be net of the number of attested shares. In the event that the Company establishes, for itself or using the services of a third party, an automated system for the exercise of Stock Options, such as a system using an internet website or interactive voice response, then the paperless exercise of Stock Options may be permitted through the use of such an automated system.

(f) Annual Limit on Incentive Stock Options. To the extent required for “incentive stock option” treatment under Section 422 of the Code, the aggregate Fair Market Value (determined as of the time of grant) of the shares of Stock with respect to which Incentive Stock Options granted under this Plan and any other plan of the Company or its parent and subsidiary corporations become exercisable for the first time by an optionee during any calendar year shall not exceed \$100,000. To the extent that any Stock Option exceeds this limit, it shall constitute a Non-Qualified Stock Option.

**Section 6. Stock Appreciation Rights**

(a) Exercise Price of Stock Appreciation Rights. The exercise price of a Stock Appreciation Right shall not be less than 100 percent of the Fair Market Value of the Stock on the date of grant.

(b) Grant and Exercise of Stock Appreciation Rights. Stock Appreciation Rights may be granted by the Administrator independently of any Stock Option granted pursuant to Section 5 of the Plan.

(c) Terms and Conditions of Stock Appreciation Rights. Stock Appreciation Rights shall be subject to such terms and conditions as shall be determined from time to time by the Administrator.

**Section 7. Restricted Stock Awards**

(a) Nature of Restricted Stock Awards. The Administrator shall determine the restrictions and conditions applicable to each Restricted Stock Award at the time of grant. Conditions may be based on continuing employment (or other service relationship) and/or achievement of pre-established performance goals and objectives. The grant of a Restricted Stock Award is contingent on the grantee executing the Restricted Stock Award Agreement. The terms and conditions of each such Award Agreement shall be determined by the Administrator, and such terms and conditions may differ among individual Awards and grantees.

(b) Rights as a Stockholder. Upon execution of the Restricted Stock Award Agreement and payment of any applicable purchase price, a grantee shall have the rights of a stockholder with respect to the voting of the Restricted Stock, subject to such conditions contained in the Restricted Stock Award Agreement. Unless the Administrator shall otherwise determine, (i) uncertificated Restricted Stock shall be accompanied by a notation on the records of the Company or the transfer agent to the effect that they are subject to forfeiture until such Restricted Stock are vested as provided in Section 7(d) below, and (ii) certificated Restricted Stock shall remain in the possession of the Company until such Restricted Stock is vested as provided in Section 7(d) below, and the grantee shall be required, as a condition of the grant, to deliver to the Company such instruments of transfer as the Administrator may prescribe.

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(c) Restrictions. Restricted Stock may not be sold, assigned, transferred, pledged or otherwise encumbered or disposed of except as specifically provided herein or in the Restricted Stock Award Agreement. Except as may otherwise be provided by the Administrator either in the Award Agreement or, subject to Section 11 below, in writing after the Award Agreement is issued if a grantee's employment (or other service relationship) with the Company and its Subsidiaries terminates for any reason, any Restricted Stock that has not vested at the time of termination shall automatically and without any requirement of notice to such grantee from or other action by or on behalf of, the Company be deemed to have been reacquired by the Company at its original purchase price (if any) from such grantee or such grantee's legal representative simultaneously with such termination of employment (or other service relationship), and thereafter shall cease to represent any ownership of the Company by the grantee or rights of the grantee as a stockholder. Following such deemed reacquisition of unvested Restricted Stock that are represented by physical certificates, a grantee shall surrender such certificates to the Company upon request without consideration.

(d) Vesting of Restricted Stock. The Administrator at the time of grant shall specify the date or dates and/or the attainment of pre-established performance goals, objectives and other conditions on which the non-transferability of the Restricted Stock and the Company's right of repurchase or forfeiture shall lapse. Notwithstanding the foregoing, except in the case of retirement, death or disability, in the event that any such Restricted Stock granted to employees shall have a performance-based goal, the restriction period with respect to such shares shall not be less than one year, and in the event any such Restricted Stock granted to employees shall have a time-based restriction, the total restriction period with respect to such shares shall not be less than three years; provided, however, that Restricted Stock with a time-based restriction may become vested incrementally over such three-year period. Subsequent to such date or dates and/or the attainment of such pre-established performance goals, objectives and other conditions, the shares on which all restrictions have lapsed shall no longer be Restricted Stock and shall be deemed "vested." Except as may otherwise be provided by the Administrator either in the Award Agreement or, subject to Section 11 below, in writing after the Award Agreement is issued, a grantee's rights in any shares of Restricted Stock that have not vested shall automatically terminate upon the grantee's termination of employment (or other service relationship) with the Company and its Subsidiaries and such shares shall be subject to the provisions of Section 7(c) above.

**Section 8. Transferability of Awards**

(a) Transferability. Except as provided in Section 8(b) below, during a grantee's lifetime, his or her Awards shall be exercisable only by the grantee, or by the grantee's legal representative or guardian in the event of the grantee's incapacity. No Awards shall be sold, assigned, transferred or otherwise encumbered or disposed of by a grantee other than by will or by the laws of descent and distribution. No Awards shall be subject, in whole or in part, to attachment, execution, or levy of any kind, and any purported transfer in violation hereof shall be null and void.

(b) Administrator Action. Notwithstanding Section 8(a), (i) an optionee may transfer his or her options (other than any Incentive Stock Options) and stock appreciation rights to his or her immediate family members, to trusts for the benefit of such family members, or to partnerships in which such family members are the only partners, and (ii) an optionee may transfer awards granted under the Plan pursuant to a divorce decree or other domestic relations order as defined in the Code or Title I of the Employee Retirement Income Security Act of 1974, as amended (or the rules thereunder), provided in either case that the transferee agrees in writing with the Company to be bound by all of the terms and conditions of this Plan and the applicable Award.

(c) Family Member. For purposes of Section 8(b), “family member” shall mean a grantee’s child, stepchild, grandchild, parent, stepparent, grandparent, spouse, former spouse, sibling, niece, nephew, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, including adoptive relationships, any person sharing the grantee’s household (other than a tenant of the grantee), a trust in which these persons (or the grantee) have more than 50 percent of the beneficial interest, a foundation in which these persons (or the grantee) control the management of assets, and any other entity in which these persons (or the grantee) own more than 50 percent of the voting interests.

(d) Designation of Beneficiary. Each grantee to whom an Award has been made under the Plan may designate a beneficiary or beneficiaries to exercise any Award or receive any payment under any Award payable on or after the grantee’s death. Any such designation shall be on a form provided for that purpose by the Administrator and shall not be effective until received by the Administrator. If no beneficiary has been designated by a deceased grantee, or if the designated beneficiaries have predeceased the grantee, the beneficiary shall be the grantee’s estate.

**Section 9. Tax Withholding**

(a) Payment by Grantee. Each grantee shall, no later than the date as of which the value of an Award or of any Stock or other amounts received thereunder first becomes includable in the gross income of the grantee for Federal income tax purposes, pay to the Company, or make arrangements satisfactory to the Administrator regarding payment of, any Federal, state, or local taxes of any kind required by law to be withheld by the Company with respect to such income. The Company and its Subsidiaries shall, to the extent permitted by law, have the right to deduct any such taxes from any payment of any kind otherwise due to the grantee. The Company’s obligation to deliver evidence of book entry (or stock certificates) to any grantee is subject to and conditioned on tax withholding obligations being satisfied by the grantee.

(b) Payment in Stock. Subject to approval by the Administrator, a grantee may elect to have the Company’s minimum required tax withholding obligation satisfied, in whole or in part, by authorizing the Company to withhold from shares of Stock to be issued pursuant to any Award a number of shares with an aggregate Fair Market Value (as of the date the withholding is effected) that would satisfy the withholding amount due.

**Section 10. Transfer, Leave of Absence, Etc.**

For purposes of the Plan, the following events shall not be deemed a termination of employment:

- (a) a transfer to the employment of the Company from a Subsidiary or from the Company to a Subsidiary, or from one Subsidiary to another; or
- (b) an approved leave of absence for military service or sickness, or for any other purpose approved by the Company, if the employee’s right to re-employment is guaranteed either by a statute or by contract or under the policy pursuant to which the leave of absence was granted or if the Administrator otherwise so provides in writing.

**Section 11. Amendments and Termination**

The Board may, at any time, amend or discontinue the Plan and the Administrator may, at any time, amend or cancel any outstanding Award for the purpose of satisfying changes in law or for any other lawful purpose, but no such action shall adversely affect rights under any outstanding Award without the holder’s consent. Except as provided in Section 3(b) or 3(c), in no event may the Administrator exercise its discretion to reduce the exercise price of outstanding Stock Options or Stock Appreciation Rights or effect repricing through cancellation and re-grants. Any material Plan amendments (other than amendments that curtail the scope of the Plan), including any Plan amendments that (i) increase the number of shares reserved for issuance under the Plan, (ii) expand the type of Awards available under, materially expand the eligibility to participate in, or materially extend the term of, the Plan,



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or (iii) materially change the method of determining Fair Market Value, shall be subject to approval by the Company stockholders entitled to vote at a meeting of stockholders. In addition, to the extent determined by the Administrator to be required by the Code to ensure that Incentive Stock Options granted under the Plan are qualified under Section 422 of the Code or to ensure that compensation earned under Awards qualifies as performance-based compensation under Section 162(m) of the Code, Plan amendments shall be subject to approval by the Company stockholders entitled to vote at a meeting of stockholders. Nothing in this Section 11 shall limit the Administrator's authority to take any action permitted pursuant to Section 3(c).

**Section 12. Status of Plan**

With respect to the portion of any Award that has not been exercised and any payments in cash, Stock or other consideration not received by a grantee, a grantee shall have no rights greater than those of a general creditor of the Company unless the Administrator shall otherwise expressly determine in connection with any Award or Awards. In its sole discretion, the Administrator may authorize the creation of trusts or other arrangements to meet the Company's obligations to deliver Stock or make payments with respect to Awards hereunder, provided that the existence of such trusts or other arrangements is consistent with the foregoing sentence.

**Section 13. General Provisions**

(a) No Distribution. The Administrator may require each person acquiring Stock pursuant to an Award to represent to and agree with the Company in writing that such person is acquiring the shares without a view to distribution thereof.

(b) Delivery of Stock Certificates. Stock certificates to grantees under this Plan shall be deemed delivered for all purposes when the Company or a stock transfer agent of the Company shall have mailed such certificates in the United States mail, addressed to the grantee, at the grantee's last known address on file with the Company. Uncertificated Stock shall be deemed delivered for all purposes when the Company or a Stock transfer agent of the Company shall have given to the grantee by electronic mail (with proof of receipt) or by United States mail, addressed to the grantee, at the grantee's last known address on file with the Company, notice of issuance and recorded the issuance in its records (which may include electronic "book entry" records). Notwithstanding anything herein to the contrary, the Company shall not be required to issue or deliver any certificates evidencing shares of Stock pursuant to the exercise of any Award, unless and until the Administrator has determined, with advice of counsel (to the extent the Administrator deems such advice necessary or advisable), that the issuance and delivery of such certificates is in compliance with all applicable laws, regulations of governmental authorities and, if applicable, the requirements of any exchange on which the shares of Stock are listed, quoted or traded. All Stock certificates delivered pursuant to the Plan shall be subject to any stop-transfer orders and other restrictions as the Administrator deems necessary or advisable to comply with federal, state or foreign jurisdiction, securities or other laws, rules and quotation system on which the Stock is listed, quoted or traded. The Administrator may place legends on any Stock certificate to reference restrictions applicable to the Stock. In addition to the terms and conditions provided herein, the Administrator may require that an individual make such reasonable covenants, agreements, and representations as the Administrator, in its discretion, deems necessary or advisable in order to comply with any such laws, regulations, or requirements. The Administrator shall have the right to require any individual to comply with any timing or other restrictions with respect to the settlement or exercise of any Award, including a window-period limitation, as may be imposed in the discretion of the Administrator.

(c) Stockholder Rights. Until Stock is deemed delivered in accordance with Section 13(b), no right to vote or receive dividends or any other rights of a stockholder will exist with respect to shares of Stock to be issued in connection with an Award, notwithstanding the exercise of a Stock Option or any other action by the grantee with respect to an Award.

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(d) Other Compensation Arrangements; No Employment Rights. Nothing contained in this Plan shall prevent the Board from adopting other or additional compensation arrangements, including trusts, and such arrangements may be either generally applicable or applicable only in specific cases. The adoption of this Plan and the grant of Awards do not confer upon any employee any right to continued employment with the Company or any Subsidiary.

(e) Trading Policy Restrictions. Option exercises and other Awards under the Plan shall be subject to such Company's insider trading policy and procedures, as in effect from time to time.

**Section 14. Effective Date of Plan**

This Plan shall become effective upon approval by the holders of a majority of the votes cast at a meeting of stockholders at which a quorum is present. No grants of Stock Options and other Awards may be made hereunder after the tenth anniversary of the Effective Date and no grants of Incentive Stock Options may be made hereunder after the tenth anniversary of the date the Plan is approved by the Board.

**Section 15. Governing Law**

This Plan and all Awards and actions taken thereunder shall be governed by, and construed in accordance with, the laws of the Commonwealth of Massachusetts, applied without regard to conflict of law principles.

DATE APPROVED BY BOARD OF DIRECTORS: February 26, 2007

DATE APPROVED BY SHAREHOLDERS: April , 2007

July 26, 2007

[Name of Director]  
One Vision Drive  
Natick, MA 01760

Dear [name]:

This is to inform you that on April 18, 2007, the Compensation Committee took action to amend your outstanding options to acquire shares of common stock of Cognex Corporation (the "Corporation") as follows:

"In the event of a corporate transaction, including a merger or reorganization, whereby the holders of the outstanding shares of common stock of the Corporation before the transaction fail to have a beneficial interest of 51 percent or more of the shares of outstanding common stock of the Corporation or its successor (or its ultimate parent) after the consummation of the transaction, all your outstanding options to acquire shares of common stock of the Corporation shall become vested and fully exercisable immediately prior to the consummation of the transaction."

All your outstanding Stock Option Agreements with the Corporation as of the date of this letter, are deemed amended in accordance with the foregoing.

Sincerely yours,

/s/ Jerald Fishman

Jerald Fishman  
Chairman, Compensation Committee  
Cognex Corporation

**COGNEX CORPORATION**  
**STOCK OPTION AGREEMENT (NON-QUALIFIED)**  
**UNDER 1998 STOCK INCENTIVE PLAN**

AGREEMENT entered into as of [date], by and between COGNEX CORPORATION, a Massachusetts corporation (the "Company") and the undersigned employee, director or consultant of the Company or one of its subsidiaries (the "Optionee").

Recitals:

1. The Company desires to afford the Optionee an opportunity to purchase shares of its common stock (\$0.002 par value) ("Shares") to carry out the purposes of the Cognex Corporation 1998 Stock Incentive Plan (the "Plan").
2. Section 6 of the Plan provides that each option is to be evidenced by an option agreement, setting forth the terms and conditions of the option.

ACCORDINGLY, in consideration of the premises and of the mutual covenants and agreements contained herein, the Company and the Optionee hereby agree as follows:

1. Grant of Option

The Company hereby grants to the Optionee a non-qualified stock option (the "Option") to purchase all or any part of an aggregate of [number] Shares on the terms and conditions hereinafter set forth.

2. Purchase Price

The purchase price ("Purchase Price") for the Shares covered by the Option shall be \$[            ].

3. Time and Manner of Exercise of Option

- 3.1 The Option shall not be exercisable prior to [date]. Thereafter, the Option shall only be exercisable, in the amounts and on or after the vesting dates as follows:

Shares Becoming Available for Exercise On or After

Notwithstanding the foregoing, the Option shall not be exercisable until such time that the Optionee and the Company have duly executed all of the agreements required at the time of grant of the Option by the Company for 1) full-time employment by the Company, if the Optionee is an employee of the Company, including, but not limited to, the Company's Employee, Invention, Non-Disclosure and Non-Competition Agreement, or 2) consultancy by the Company, if the optionee is a consultant to the Company, including, but not limited to, the Company's Consultant Agreement, or 3) directorship of the Company, if the Optionee is a director of the Company, including, but not limited to, the Company's Confidentiality and Non-Competition Agreement.

*[Included for Directors:* In the event of a corporate transaction, including a merger or reorganization, whereby the holders of the outstanding shares of common stock of the Corporation before the transaction fail to have a beneficial interest of 51 percent or more of the shares of outstanding common stock of the Corporation or its successor (or its ultimate parent) after the consummation of the transaction, all your outstanding options to acquire shares of common stock of the Corporation shall become vested and fully exercisable immediately prior to the consummation of the transaction.]

*[Included for Executive Officers:* In the event of a corporate transaction, including a merger or reorganization, whereby the holders of the outstanding shares of common stock of the Corporation before the transaction fail to have a beneficial interest of 51 percent or more of the shares of outstanding common stock of the Corporation or its successor (or its ultimate parent) after the consummation of the transaction, and within 12 months of the consummation of the transaction, your employment is involuntarily terminated, all your outstanding options to

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acquire shares of common stock of the Corporation shall become immediately vested and fully exercisable. For purposes hereof, your employment is considered to be involuntarily terminated if the Corporation or its successor terminates your employment without Cause or you resign your employment for Good Reason.

The term "Cause" shall mean (i) your willful and continued failure to perform substantially your duties with the Corporation (other than any failure resulting from incapacity due to physical or mental illness), after a written demand of performance is delivered to you by the Board or the Chief Executive Officer of the Corporation which identifies the manner in which the Board or Chief Executive Officer believes that you have not substantially performed your duties; or (ii) your willful engagement in illegal conduct or gross misconduct which is materially injurious to the Corporation.

The term "Good Reason" shall mean (i) a material diminution in your duties or responsibilities, excluding for this purpose any diminution related solely to the Corporation ceasing to be a reporting company for purposes of the Securities Exchange Act of 1934, or (ii) the Corporation's requiring you to be based at any office or location that is more than fifty (50) miles from your current office.]

- 3.2 To the extent that the right to exercise the Option has accrued and is in effect, the Option may be exercised in full at one time or in part from time to time, by giving written notice, signed by the person or persons exercising the Option, to the Company, stating the number of Shares with respect to which the Option is being exercised, accompanied by payment in full of the Purchase Price for such Shares, which payment may, at the Optionee's request and in the Company's sole discretion, be in whole or in part in shares of the common stock of the Company already owned by the person or persons exercising the Option, valued at fair market value. If such stock is traded on the NASDAQ National Market System, the price shall be the mean between the high and low sale prices quoted on NASDAQ on the date nearest preceding the date of exercise. There shall be no such exercise at any one time as to fewer than Two Hundred and Fifty (250) Shares or all of the remaining Shares then purchasable by the person or persons exercising the Option, if fewer than Two Hundred and Fifty (250) Shares. Upon such exercise, delivery of a certificate for paid-up, non-assessable Shares shall be made at the principal office of the Company to the person or persons exercising the Option at such time, during ordinary business hours, after fifteen (15) days but not more than thirty (30) days from the date of receipt of the notice by the Company, as shall be designated in such notice, or at such time, place and manner as may be agreed upon by the Company and the person or persons exercising the Option.
- 3.3 Accrual of the right to exercise the option ceases during a medical leave or leave of absence from the Company or upon a change of an employee's full-time employment status to part-time employment. The schedule shown in 3.1 will be extended one day for each day that the optionee was on leave or a part-time employee. The term of the option as specified in 4.1 shall remain as stated.
- 3.4 The Company shall at all times during the term of the Option reserve and keep available such number of shares of its common stock as will be sufficient to satisfy the requirements of the Option, shall pay all original issue and transfer taxes with respect to the issue and transfer of Shares pursuant hereto, and all other fees and expenses necessarily incurred by the Company in connection therewith. The holder of this Option shall not have any of the rights of a stockholder of the Company in respect of the Shares until one or more certificates for such Shares shall be delivered to him upon the due exercise of the Option.
- 3.5 Optionee agrees that he/she will not claim, now or at any time in the future, whether during Optionee's affiliation with the Company (i.e. during Optionee's employment if an employee, or during Optionee's consultancy engagement if a consultant, or during Optionee's tenure as a director if a director of Company) or after such affiliation has terminated (either voluntarily or involuntarily and whether with or without cause), that Optionee should be entitled to exercise any of the then remaining unvested shares prior to the vesting dates for any reason, including, but not limited to, any claim for services, contributions or efforts made by Optionee on behalf of Cognex during his/her affiliation with Cognex.
4. Term of Option
  - 4.1 The Option shall terminate on [date] , but shall be subject to earlier termination as hereinafter provided.
  - 4.2 In the event that the Optionee ceases to be affiliated with the Company (or one of its subsidiaries) by reason of termination of his or her employment (whether voluntary or involuntary and whether with or without cause),

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consultancy or directorship, the Option may be exercised, only to the extent then exercisable under Section 3.1 within seven (7) business days after the date on which the Optionee ceased his or her such affiliation with the Company unless termination (a) was by the Company for cause or was by the Optionee in breach of an employment, consulting or directorship contract, in any of which cases the Option shall terminate immediately at the time the Optionee ceases his or her such affiliation with the Company and shall not be exercisable, (b) was because the Optionee has become disabled (within the meaning of Section 105(d)(4) of the Internal Revenue Code of 1986, as amended), or (c) was by reason of the death of the Optionee. In the case of disability, the Option may be exercised, to the extent then exercisable under Sections 3.1 and 3.3, at any time within twelve (12) months after the date of termination of his or her such affiliation with the Company, but in any event prior to the expiration of ten (10) years from the date hereof.

- 4.3 In the event of the death of the Optionee, the Option may be exercised, to the extent the Optionee was entitled to do so on the date of his or her death under the provisions of Sections 3.1 and 3.3 by the estate of the Optionee or by any person or persons who acquire the right to exercise the Option by bequest or inheritance or otherwise by reason of the death of the Optionee. In such circumstances, the Option may be exercised at any time within twelve (12) months after the date of death of the Optionee, but in any event prior to the expiration of ten (10) years from the date hereof.

5. Transferability of Options

The right of the Optionee to exercise the Option shall not be assignable or transferable by the Optionee otherwise than by will or the laws of descent and distribution, and the Option may be exercised during the lifetime of the Optionee only by him, except that (i) the Optionee may transfer the Option to the Optionee's spouse or children or to a trust for the benefit of the Optionee or the Optionee's spouse or children and (ii) the Optionee may transfer the Option pursuant to a divorce decree or other domestic relations order as defined in the Code or Title I of the Employee Retirement Income Security Act of 1974, as amended (or the rules thereunder). The Option shall be null and void and without effect upon the bankruptcy of the Optionee or upon any attempted assignment or transfer, except as hereinabove provided, including without limitation, any purported assignment, whether voluntary or by operation of law, pledge, hypothecation or other disposition contrary to the provisions hereof, or other disposition, attachment, trustee process or similar process, whether legal or equitable, upon the Option.

6. Adjustments Upon Changes in Capitalization

In the event that the outstanding shares of the common stock of the Company are changed into or exchanged for a different number or kind of shares or other securities of the Company or of another corporation by reason of any reorganization, merger, consolidation, recapitalization, reclassification, stock split-up, combination of shares or dividend payable in capital stock, appropriate adjustment shall be made in the number and kind of shares as to which the Option, or any part thereof then unexercised, shall be exercisable, to the end that the proportionate interest of the Optionee shall remain as before the occurrence of such event; such adjustment in the Option shall be made without change in the total price applicable to the unexercised portion of the Option and with a corresponding adjustment in the Option price per share. In the event of a "Change in Control", as such term is defined in the Plan, the provisions of Section 12 of the Plan shall apply to this Option.

7. Severability

Each provision of this Agreement shall be treated as a separate and independent clause, and the unenforceability of any one clause shall in no way impair the enforceability of any of the other clauses herein. In the event that any provision hereof or any obligation or grant, or rights by the undersigned hereunder is found invalid or unenforceable pursuant to judicial decree or decision, any such provision, obligation, or grant of right shall be deemed and construed to extend only to the maximum permitted by law, and the remainder of this Agreement shall remain valid and enforceable according to its terms.

8. Withholding Taxes

Whenever Shares are to be issued upon exercise of this Option, the Company shall have the right to require the Optionee to remit to the Company an amount sufficient to satisfy all Federal, state and local withholding tax requirements prior to the delivery of any certificate or certificates for such Shares.

9. Transfer Restriction

The Optionee shall not, without the written consent of the Company, sell or transfer any Shares acquired pursuant to the exercise of this Option prior to the expiration of six (6) months after the date the Shares were purchased from the Company. The Company shall not be required to transfer on its books any Shares of the Company which shall have been sold or transferred in violation of this provision or to treat as owner of such Shares or to pay dividends to any transferee to whom such Shares shall have been so transferred. The company shall place a legend on the stock certificates issued to the Optionee for the Shares acquired pursuant to the exercise of this Option reflecting the restriction contained in this Section 9.

The foregoing paragraph of this Section 9 shall not apply in the event that one hundred percent (100%) of the aggregate Shares of this Option are available for purchase by the Optionee per Sections 3.1 and 3.3 above.

10. No Special Rights

Nothing contained in the Plan or in this Agreement shall be construed or deemed by any person under any circumstances to bind the Company to continue the affiliation of the Optionee, as either employee or consultant or director, with the Company for the period within which this Option may be exercised. If Optionee is an employee of the Company, he/she acknowledges the he/she is an employee "at will" and that Company provides no guarantee or assurance of Optionee's employment with Company prior to or after the vesting dates contained in Section 3 above.

11. Non-Competition

The Optionee reaffirms his/her promise to be bound by the non-competition provision as stated in the Employee Invention, Non-Disclosure and Non-Competition Agreement entered into between the Optionee and the Company, (the "Employment Agreement"). The Optionee agrees that any pre-tax gains realized by the Optionee pursuant to the exercise of this Option (along with other good and valuable consideration including, but not limited to employment by the Company, salary and other Company-provided benefits) are additional and sufficient consideration for the Optionee's performance of his/her non-competition obligations as stated in the Optionee's Employment Agreement. Optionee agrees that if he or she breaches the non-competition obligations of Optionee's Employment Agreement then he or she shall pay damages to the Company, including, but not limited to an amount equal to the sum of: (a) the total of all pre-tax gains realized by Optionee as a result of the exercise of any portion of the Stock Option and (b) the total of all pre-tax gains realized by Optionee as a result of the sale of any shares acquired by him/her through the exercise of any portion of the Stock Option.

IN WITNESS WHEREOF, the Company has caused this Agreement to be executed and its corporate seal to be hereto affixed by Robert J. Shillman., its CEO, and President thereunto duly authorized, and the Optionee has hereunto set his hand and seal, all as of the day and year first above written.

COGNEX CORPORATION

By \_\_\_\_\_  
CEO, President

\_\_\_\_\_  
Optionee

**COGNEX CORPORATION**  
**SUMMARY OF ANNUAL BONUS PROGRAM**

Cognex Corporation (the "Company") provides selected employees, including the Company's named executive officers, with an opportunity to earn cash bonuses pursuant to an annual bonus program (the "Bonus Program"). Each participant in the Bonus Program is assigned a target annual cash bonus. Participants may earn their bonuses based on the achievement of certain financial goals set forth in the Company's annual budget related to the Company's operating income (excluding stock-based compensation expense) as a percentage of revenue, or "operating margin." The Compensation/Stock Option Committee of the Company's Board of Directors establishes a minimum level of operating margin, which must be achieved for any cash bonus to be paid to a participant. Once the minimum threshold has been achieved, each participant's eligible bonus is calculated as follows:

- if the operating margin is above the minimum threshold but below the operating margin target in the annual budget, each employee is eligible to receive a pro-rata portion of his or her target bonus;
- if the operating margin is equal to the operating margin set forth in the annual budget, each employee is eligible to receive 100% of his or her target bonus; and
- if the operating margin is above the operating margin set forth in the annual budget, all exempt employees are eligible to receive an additional amount depending upon his or her grade level and up to a maximum level approved by the Compensation/Stock Option Committee.

The Compensation/Stock Option Committee approves the target bonus for each employee at director level and above, which includes the Company's named executive officers, and the amount by which each individual can participate in any increase due to performance in excess of the budget target. Once the operating margin criterion is met, the amount each employee at director level and above, which includes the Company's named executive officers, receives depends upon the achievement of individual performance goals, which are established annually.

Under the Bonus Program, Robert J. Shillman, the Chairman of the Board of Directors and Chief Culture Officer, has the opportunity to earn 0-300% of his target bonus amount based on the achievement of the specified performance goals, Robert J. Willett, President and Chief Executive Officer, has the opportunity to earn 0-300% of his target bonus amount based on the achievement of the specified performance goals, and Richard A. Morin, Executive Vice President of Finance and Administration and Chief Financial Officer has the opportunity to earn 0-200% of his target bonus amounts based on the achievement of the specified performance goals.

The annual bonuses for the Company's named executive officers are listed in the Summary Compensation Table set forth in the Company's proxy statement for its annual meeting of shareholders.



**COGNEX CORPORATION**  
**SUMMARY OF DIRECTOR COMPENSATION**

Cognex Corporation (the "Company") pays each Director (other than Robert J. Shillman, Robert J. Willett, and Patrick A. Alias) an annual fee for his services on the Company's Board of Directors and its committees, plus additional amounts for participation in on-site and telephonic meetings. Each Director receives annual cash compensation in the amount of \$10,000, plus an additional \$5,000 for each on-site meeting attended. Each Director receives \$500 for each meeting attended via telephone.

Each Director who serves on the Compensation/Stock Option Committee of the Company's Board of Directors receives an annual fee of \$2,000, plus \$500 for each meeting attended on a day other than that of a Board meeting. Each Director who serves on the Audit Committee of the Company's Board of Directors receives an annual fee of \$4,500. The Chairman of the Audit Committee receives an additional fee of \$4,000 for the year. Each Audit Committee member receives \$1,500 for each committee meeting attended in person or \$500 for each telephonic meeting attended to discuss the Company's financial results and related topics. Each Director who serves on the Nominating Committee receives an annual fee of \$500.

Neither Dr. Shillman, Mr. Willett, nor Mr. Alias receive additional cash compensation to serve on the Company's Board of Directors.

Dr. Shillman, Mr. Willett, and Mr. Alias each receive stock options as employees of the Company. Directors are also eligible to receive stock options, as part of the Company's annual grant. All stock option grants are reviewed by the Compensation Committee.

**COGNEX CORPORATION  
SUBSIDIARIES OF THE REGISTRANT**

As of December 31, 2012, the registrant had the following subsidiaries, the financial statements of which are all included in the consolidated financial statements of the registrant:

NAME OF SUBSIDIARY	STATE/COUNTRY OF INCORPORATION	PERCENT OWNERSHIP
Cognex Asia, Inc. (formerly Cognex China, Inc.)	Delaware	100%
Cognex Canada, Inc.	Delaware	100%
Cognex Canada Technology, Inc.	California	100%
Cognex Europe, B.V.	Netherlands	100%
Cognex Europe, Inc.	Delaware	100%
Cognex Foreign Sales Corporation	Barbados	100%
Cognex Germany, Inc.	Massachusetts	100%
Cognex Goruntu Sistemleri Satis ve Ticaret Limited Sirketi	Turkey	100%
Cognex Hungary Kft.	Hungary	100%
Cognex International, Inc.	Delaware	100%
Cognex Ireland Ltd.	Ireland	100%
Cognex K.K.	Japan	100%
Cognex Korea, Inc.	Delaware	100%
Cognex, Ltd.	Ireland	100%
Cognex Representacao Comercial E Participacoes Ltda.	Brazil	100%
Cognex Sensors India Private Limited	India	100%
Cognex Service, Inc	Delaware	100%
Cognex Service Ltd.	Ireland	100%
Cognex Singapore, Inc.	Delaware	100%
Cognex Taiwan, Inc.	Delaware	100%
Cognex Technology and Investment LLC	California	100%
Cognex UK Ltd.	United Kingdom	100%
Cognex Vision B.V.	Netherlands	100%
Cognex Vision Inspection System (Shanghai) Co., Ltd.	China	100%
Vision Drive, Inc.	Delaware	100%
One Vision Drive LLC (formerly Vision Drive Retail LLC)	Massachusetts	100%

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We have issued our reports dated February 11, 2013, with respect to the consolidated financial statements, supplemental schedule, and internal control over financial reporting included in the Annual Report of Cognex Corporation and subsidiaries on Form 10-K for the year ended December 31, 2012. We hereby consent to the incorporation of said reports in the Registration Statements on Forms S-8 (File Nos. 333-02151, effective April 21, 1996; 333-60807, effective August 6, 1998; 333-68158, effective August 22, 2001; 333-96961, effective July 23, 2002; 333-100709, effective October 24, 2002; 333-126787, effective July 21, 2005; and 333-150315, effective April 18, 2008).

/s/ GRANT THORNTON LLP

Boston, Massachusetts  
February 11, 2013

## CERTIFICATION

I, Robert J. Willett, certify that:

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

Date: February 11, 2013

/s/ Robert J. Willett

Robert J. Willett  
President and Chief Executive Officer

## CERTIFICATION

I, Richard A. Morin, certify that:

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

Date: February 11, 2013

/s/ Richard A. Morin

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Richard A. Morin  
Executive Vice President of Finance and Administration and Chief  
Financial Officer

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

The undersigned officer of Cognex Corporation (the "Company") hereby certifies that the Company's Annual Report on Form 10-K for the year ended December 31, 2012 (the "Report"), as filed with the Securities and Exchange Commission on the date hereof, fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended, and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 11, 2013

/s/ Robert J. Willett  
Robert J. Willett  
President and Chief Executive Officer  
(principal executive officer)

\* This certification shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that section, nor shall it be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934.

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

The undersigned officer of Cognex Corporation (the "Company") hereby certifies that the Company's Annual Report on Form 10-K for the year ended December 31, 2012 (the "Report"), as filed with the Securities and Exchange Commission on the date hereof, fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, as amended, and that the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 11, 2013

/s/ Richard A. Morin

Richard A. Morin

Executive Vice President of Finance and Administration and Chief  
Financial Officer

(principal financial officer)

\* This certification shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that section, nor shall it be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934.

