# Teradyne Reports Fourth Quarter and Fiscal Year 2018 Results

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- Revenue of \$520 million in Q4'18, organic growth of 5% from Q4'17
- · Record full year memory and analog test shipments
- Record 60% quarterly and 58% full year gross margin
- Expect to repurchase \$500 million in shares in 2019
- Quarterly dividend of \$0.09 declared

	Q4'18	Q4'17	Q3'18	FY 2018	FY 2017
Revenue (mil)	<b>\$520</b>	\$479	<b>\$567</b>	\$2,101	\$2,137
GAAP EPS	<b>\$0.79</b>	(\$0.54)	\$0.63	<b>\$2.35</b>	<b>\$1.28</b>
Non-GAAP EPS	\$0.63	\$0.46	<b>\$0.71</b>	\$2.37	\$2.34

NORTH READING, Mass., Jan. 23, 2019 (GLOBE NEWSWIRE) -- Teradyne, Inc. (NASDAQ: TER) reported revenue of \$520 million for the fourth quarter of 2018 of which \$342 million was in Semiconductor Test, \$84 million in Industrial Automation (IA), \$54 million in System Test and \$40 million in Wireless Test. GAAP net income for the fourth quarter was \$143.8 million or \$0.79 per share. On a non-GAAP basis, Teradyne's net income in the fourth quarter was \$113.0 million, or \$0.63 per diluted share, which excluded restructuring and other charges, acquired intangible asset amortization, pension actuarial gains, non-cash convertible debt interest, discrete income tax adjustments, and included the related tax impact on non-GAAP adjustments.

"We finished 2018 with strong fourth quarter sales above the high end of our guidance driven by upside demand in our Semiconductor and Wireless test businesses," said CEO and President Mark Jagiela. "For the full year, our Semiconductor Test group delivered record memory and analog revenues, which lessened the impact of lower mobility test shipments. Gross margin for the year was at a record level due mainly to continued Universal Robots manufacturing cost reductions and a favorable product mix overall. In IA, Universal Robots' full year growth of 38%, while strong, was below our target due mainly to slowing demand in China and the automotive sector. MiR sales for the year more than doubled on a pro-forma basis."

As part of the \$1.5 billion authorization established in January 2018, Teradyne purchased \$823 million of its common shares in 2018 and expects to repurchase \$500 million of its common shares in 2019.

Teradyne's Board of Directors declared a quarterly cash dividend of \$0.09 per share, payable on March 22, 2019 to shareholders of record as of the close of business on February 22, 2019.

Guidance for the first quarter of 2019 is revenue of \$460 million to \$490 million, with GAAP net income of \$0.31 to \$0.39 per diluted share and non-GAAP net income of \$0.39 to \$0.47 per diluted share. Non-GAAP guidance excludes acquired intangible asset amortization, non-cash convertible debt interest and includes the related tax impact on non-GAAP adjustments.

#### Webcast

A conference call to discuss the fourth quarter results, along with management's business outlook, will follow at 10:00 a.m. ET, Thursday, January 24. Interested investors should access the webcast at investors.teradyne.com/events-presentations at least five minutes before the call begins.

Presentation materials will be available starting at 10:00 a.m. ET. A replay will be available on the Teradyne website at teradyne.com/investors.

#### **Non-GAAP Results**

In addition to disclosing results that are determined in accordance with GAAP, Teradyne also discloses non-GAAP results of operations that exclude certain income items and charges. These results are provided as a complement to results provided in accordance with GAAP. Non-GAAP income from operations and non-GAAP net income exclude acquired intangible assets amortization, non-cash convertible debt interest, pension actuarial gains and losses, discrete income tax adjustments, fair value inventory step-up related to Mobile Industrial Robots, and restructuring and other, and includes the related tax impact on non-GAAP adjustments. GAAP requires that these items be included in determining income from operations and net income. Non-GAAP income from operations, non-GAAP net income, non-GAAP income from operations as a percentage of revenue, non-GAAP net income as a percentage of revenue, and non-GAAP net income per share are non-GAAP performance measures presented to provide meaningful supplemental information regarding Teradyne's baseline performance before gains, losses or other charges that may not be indicative of Teradyne's current core business or future outlook. These non-GAAP performance measures are used to make operational decisions, to determine employee compensation, to forecast future operational results, and for comparison with Teradyne's business plan, historical operating results and the operating results of Teradyne's competitors. Non-GAAP gross margin excludes fair value inventory step-up related to Mobile Industrial Robots. GAAP requires that this item be included in determining gross margin. Non-GAAP gross margin dollar amount and percentage are non-GAAP performance measures that management believes provide useful supplemental information for management and the investor. Management uses non-GAAP gross margin as a performance measure for Teradyne's current core business and future outlook and for comparison with Teradyne's business plan, historical gross margin results and the gross margin results of Teradyne's competitors. Non-GAAP diluted shares include the impact of Teradyne's call option on its shares. Management believes each of these non-GAAP performance measures provides useful supplemental information for investors, allowing greater transparency to the information used by management in its operational decision making and in the review of Teradyne's financial and operational performance, as well as facilitating meaningful comparisons of Teradyne's results in the current period compared with those in prior and future periods. A reconciliation of each available GAAP to non-GAAP financial measure discussed in this press release is contained in the attached exhibits and on the Teradyne website at www.teradyne.com by clicking on "Investors" and then selecting the "GAAP to Non-GAAP Reconciliation" link, The non-GAAP performance measures discussed in this press release may not be comparable to similarly titled measures used by other companies. The presentation of non-GAAP measures is not meant to be considered in isolation, as a substitute for, or superior to, financial measures or information provided in accordance with GAAP.

#### **About Teradyne**

Teradyne (NASDAQ:TER) is a leading supplier of automation equipment for test and industrial applications. Teradyne Automatic Test Equipment (ATE) is used to test semiconductors, wireless products, data storage and complex electronic systems, which serve consumer, communications, industrial and government customers. Our Industrial Automation products include collaborative robots, autonomous mobile robots and sensing and simulation software, used by global manufacturing and industrial customers to improve quality and increase manufacturing efficiency. In 2018, Teradyne had revenue of \$2.1 billion and currently employs approximately 4,900 people worldwide. For more information, visit teradyne.com. Teradyne<sup>®</sup> is a registered trademark of Teradyne, Inc. in the U.S. and other countries.

#### **Safe Harbor Statement**

This release contains forward-looking statements regarding Teradyne's future business prospects,

results of operations, market conditions, earnings per share, the payment of a quarterly dividend, the repurchase of Teradyne common stock pursuant to a share repurchase program, use of proceeds and potential dilution from the senior convertible notes offering, potential borrowings under a senior secured credit facility, and the impact of the U.S. tax reform, export and tariff laws. Such statements are based on the current assumptions and expectations of Teradyne's management and are neither promises nor guarantees of future performance, events, earnings per share, use of cash, payment of dividends, repurchases of common stock, payment of the senior convertible notes, availability of, or borrowing under, the credit facility, or the impact of the U.S. tax reform, export and tariff laws. There can be no assurance that management's estimates of Teradyne's future results or other forward-looking statements will be achieved. Additionally, the current dividend and share repurchase programs may be modified, suspended or discontinued at any time. Important factors that could cause actual results, earnings per share, use of cash, dividend payments, repurchases of common stock, payment of the senior convertible notes or borrowings under the credit facility to differ materially from those presently expected include: conditions affecting the markets in which Teradyne operates; decreased or delayed product demand from one or more significant customers; development, delivery and acceptance of new products; the ability to grow the Industrial Automation business; increased research and development spending; deterioration of Teradyne's financial condition; the consummation and success of any mergers or acquisitions; unexpected cash needs; insufficient cash flow to make required payments and pay the principal amount on the senior convertible notes; the business judgment of the board of directors that a declaration of a dividend, the repurchase of common stock or borrowing under the credit facility is not in the company's best interests; additional U.S. tax regulations or IRS guidance; the impact of any tariffs or export controls imposed in the U.S. or China; and other events, factors and risks disclosed in filings with the SEC, including, but not limited to, the "Risk Factors" section of Teradyne's Annual Report on Form 10-K for the fiscal year ended December 31, 2017 and the Quarterly Report on Form 10-Q for the period ended September 30, 2018. The forward-looking statements provided by Teradyne in this press release represent management's views as of the date of this release. Teradyne anticipates that subsequent events and developments may cause management's views to change. However, while Teradyne may elect to update these forward-looking statements at some point in the future, Teradyne specifically disclaims any obligation to do so. These forward-looking statements should not be relied upon as representing Teradyne's views as of any date subsequent to the date of this release.

TERADYNE, INC. REPORT FOR FOURTH FISCAL QUARTER OF 2018

## CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per share amounts)

	Quarter En	ded		Twelve Months Ended			
	December 31, 2018	September 30, 2018	December 31, 2017 (1)	December 31, 2018	December 31, 2017 (1)		
Net revenues	\$ 519,558	\$ 566,848	\$ 479,415	\$ <sub>2,100,802</sub>	\$ 2.136.606		

	Cost of revenues (exclusive of acquired intangible assets amortization shown separately below) (2)	210,022	233,155	208,485	880,408	915,153
Gross p	profit	309,536	333,693	270,930	1,220,394	1,221,453
Operati	ing expenses: Selling and	100 552	100 100	07 000	200 660	240 012
	administrative	100,552	100,199	87,880	390,669	348,913
	Engineering and development	74,706	77,049	72,070	301,505	307,305
	Acquired intangible assets amortization	10,559	11,142	7,384	39,191	30,530
	Restructuring and other (3)	11,446	1,710	8,970	15,232	9,362
	Operating expenses	197,263	190,100	176,304	746,597	696,110
Income	e from operations	112,273	143,593	94,626	473,797	525,343
	Interest and other expense (income) (4)	1,144	2,749	(3,458 )	5,996	931
Income taxes	e before income	111,129	140,844	98,084	467,801	524,412
	Income tax (benefit) provision (5)	(32,662)	20,863	204,007	16,022	266,720
Net inc	come (loss)	\$ 143,791 \$	119,981	\$ (105,923)	\$ 451,779	\$ 257,692
	come (loss) per on share:					
Basic	ni siidie.	\$ 0.80 \$	0.65	\$ (0.54)	\$ 2.41	\$ 1.30
Diluted	l		0.63	\$ ` /	2.35	1.28
Weight shares	red average common - basic	178,958	185,744	196,010	187,672	198,069
_	red average common - diluted (6)	181,520	190,505	196,010	192,605	201,641

Certain prior period amounts were reclassified to conform with the first quarter 2018 adoption of new accounting guidance for the presentation of pension and post retirement (1) costs.

(2	)	Cost of revenues includes:	Q	uarter End	led	I	Twelve Months Ended					
		merades.	31	ecember  ,   18	30	eptember ), )18	31	ecember l, )17	<b>3</b> 1	ecember  ,   18	3	ecember 1, 017
		Provision for excess and obsolete inventory Sale of		1,720		3,347		1,690		11,242		8,844
		previously written down inventory		(1,501 )		(1,013 )		(1,048 )		(6,679 )		(7,451 )
		inventory	\$	219	\$	2,334	\$	642	\$	4,563	\$	1,393
(3	)	Restructuring and other consists of:	Q	uarter End	led	I			T	welve Mont	hs	Ended
			31	ecember l, )18	30	eptember ), )18	31	ecember l, )17	<b>3</b> 1	ecember  ,   18	3	ecember 1, 017
		Contingent consideration fair value adjustment	\$	10,223	\$	(768 )	\$	5,973	\$	987	\$	7,820
		Employee severance		768		1,667		1,801		8,714		3,754
		Acquisition related expenses and compensation		455		811		-		4,584		-
		Impairment of fixed assets		-		-		1,124		-		1,124
		Other		-		-		72		947		973
		Property insurance recovery, net		-		-		-		-		(4,309 )
		J.	\$	11,446	\$	1,710	\$	8,970	\$	15,232	\$	9,362

Interest and other (4 ) (income) expense, **Quarter Ended** includes:

**Twelve Months Ended** 

	3	ecember 1, 018	1	30	eptember ), )18	3		1	3	ecember l, )18		<b>3</b> 1	ecembei l, )17	1
Non-cash convertible debt interest	\$	3,327		\$	3,286	\$	3,166		\$	13,064		\$	12,431	
Pension actuarial (gain) loss		(3,512	)		267		(3,786	)		(3,316	)		(6,624	)
	\$	(185	)	\$	3,553	\$	(620	)	\$	9,748		\$	5,807	

For the quarter and twelve months ended December 31, 2018 income tax (benefit) provision includes a \$52 million tax benefit related to the finalization of our U.S. toll tax (5) liability. For the quarter and twelve months ended December 31, 2017, income tax provision included an expense of \$186 million related to the estimated impact of the U.S. Tax Reform Act.

Under GAAP, when calculating diluted earnings per share, convertible debt must be assumed to have converted if the effect on EPS would be dilutive. Diluted shares assume the conversion of the convertible debt as the effect would be dilutive. Accordingly, for the quarters ended December 31, 2018, September 30, 2018 and December 31, 2017, 0.9 million, 3.0 million and 3.3 million shares, respectively, have been included in diluted shares. For the twelve months ended December 31, 2018 and December 31, 2017, 2.7 million and 1.3 million shares, respectively, have been included in diluted shares. For the twelve months ended December 31, 2018 and December 31, 2017, diluted shares also included 0.5 million shares and 0.1 million shares, respectively, from the convertible note hedge transaction.

CONDENSED
CONSOLIDATED
BALANCE SHEETS (In thousands)

		December 31, 2018	December 31, 2017
Assets			
	Cash and cash equivalents	\$ 926,752	\$ 429,843
	Marketable securities	190,096	1,347,979
	Accounts receivable, net	291,267	272,783
	Inventories, net	153,541	107,525
	Prepayments and other current assets	170,817	112,151

	Total current assets	-	1,732,473	7	2,270,281
	Property, plant and equipment, net		279,821		268,447
	Marketable securities		87,731		125,926
	Deferred tax assets		70,858		84,026
	Other assets		11,508		12,275
	Retirement plans assets		16,883		17,491
	Acquired intangible assets, net		125,482		79,088
	Goodwill		381,850		252,011
	Total assets	\$ ;	2,706,606	\$ 3	3,109,545
Liabiliti					
	Accounts payable Accrued	\$	100,688	\$	86,393
	employees' compensation and withholdings		148,566		141,694
	Deferred revenue and customer advances		78,427		83,614
	Other accrued liabilities		78,272		59,083
	Contingent consideration		34,865		24,497
	Income taxes payable		36,185		59,055
	Total current liabilities		477,003		454,336
	Retirement plans liabilities		117,456		119,776
	Long-term deferred revenue and customer advances		32,033		30,127
	Deferred tax liabilities		20,662		6,720
	Long-term other accrued liabilities		37,548		10,273

Long-term contingent consideration	35,678	20,605
Long-term income taxes payable	83,891	148,075
Long-term debt	379,981	365,987
Total liabilities	1,184,252	1,155,899
Shareholders' equity	1,522,354	1,953,646
Total liabilities and shareholders' equity	\$ <sub>2,706,606</sub>	\$3,109,545

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (In thousands)

	Quarter En	ıded	<b>Twelve Months Ended</b>					
	December 31, 2018	December 31, 2017	December 31, 2018	December 31, 2017				
Cash flows from operation activities:	ng							
Net income (los	s) \$ 143,791	\$ <sub>(105,923</sub> )	\$ 451,779	\$ 257,692				
Adjustments to reconcile net income to net caprovided by operating activities:	ash	, , ,						
Depreciation	17,485	16,879	67,415	66,122				
Amortization	12,900	9,640	45,809	41,953				
Stock-based compensation	8,250	8,477	33,577	34,097				
Deferred taxes	3,898	37,784	28,340	37,105				
Provision for excess and obsolete inventory	1,720	1,690	11,242	8,844				
Contingent consideration for value adjustme	,	5,973	987	7,820				

	Losses (gains) on investments	3,914		(953	)	3,494		(878	)
	Retirement plan actuarial gains	(3,512	)	(3,786	)	(3,316	)	(6,624	)
	Property								
	insurance	_		_		_		(4,309	)
	recovery, net							( 1,505	,
	Other	144		891		1,083		1,585	
	Changes in								
	operating assets								
	and liabilities, net								
	of businesses acquired:								
	Accounts								
	receivable	59,869		(4,961	)	(17,938	)	(80,584	)
	Inventories	4,619		21,190		(29,498	)	44,960	
	Prepayments and	(29,683	)	(5,108	)	(58,402	)	2,254	
	other assets	(23,003	,	(5,100	,	(50, 102	,	2,201	
	Accounts								
	payable and accrued	(2,431	)	38,276		13,693		43,574	
	expenses								
	Deferred revenue								
	and customer	3,556		(29,551	)	13,379		4,984	
	advances								
	Retirement plans	(1,090	)	(1,040	)	(4,334	)	(5,902	)
	contributions								
Not each	Income taxes provided by	(47,277	)	157,994	ŀ	(80,429	)	173,802	
	g activities	186,376		147,472	<u> </u>	476,881		626,495	
operating	, detivities								
Cash flow	ws from investing								
	· Purchases of								
_	property, plant and	(26,110	)	(32.128	)		)	(105,375	5)
-	equipment	(20,110	,	(52,120	,	(114,379	,	(100,07)	, ,
	Proceeds from								
,	government								
	subsidy for	-		-		7,920		-	
	property, plant and								
	equipment Purchases of								
	marketable	,	)		)		)		)
	securities	(109,223	,	(355,394	,	(918,744	,	(1,391,91	7'
	Proceeds from								
	sales of marketable	2,958		84,577		846,122		527,746	
	securities								
	Proceeds from	336,339		228,426	<u>,                                     </u>	1 050 400		701,681	
]	maturities of	-		•		1,270,439	)	-	

marketable securities				
Proceeds from property insurance	-	-	-	5,064
Proceeds from life insurance	-	-	1,126	-
Acquisition of businesses, net of cash acquired	-	-	(169,474 )	-
Net cash provided by (used for) investing activities	203,964	(74,519)	923,010	(262,801)
Cash flows from financing activities:				
Issuance of common stock				
under stock purchase and stock option plans	14	31	20,973	24,493
Repurchase of common stock	(261,215 )	(48,482)	(823,478 )	(200,304)
Dividend payments Payment related to net settlement of		(13,717 )		(55,447 )
employee stock compensation	(182 )	(297 )	(20,023)	(12,881 )
awards Payment of contingent consideration	-	-	(13,571)	(1,050 )
Net cash used for financing activities	(277,385)	(62,465)	(903,421 )	(245,189)
Effects of exchange rate changes on cash and cash equivalents	(222 )	678	439	3,454
Increase in cash and cash equivalents	112,733	11,166	496,909	121,959
Cash and cash equivalents at beginning of period	814,019	418,677	429,843	307,884
Cash and cash equivalents at end of period	\$ 926,752 \$	429,843	\$ 926,752 \$	429,843

GAAP to Non-GAAP Earnings Reconciliation (In millions, except per share amounts)

	31	ecember , 18	% of N		Se 30	uarter Er eptember ), )18			31	ecen , 17 (
Net revenues	\$	519.6			\$	566.8			\$	479
Gross profit GAAP and non- GAAP	\$	309.5	59.6	%	\$	333.7	58.9	%	\$	270
Income from operations - GAAP	\$	112.3	21.6	%	\$	143.6	25.3	%	\$	94.
Acquired intangible assets amortization		10.6	2.0	%		11.1	2.0	%		7.4
Restructuring and other (2)		11.4	2.2	%		1.7	0.3	%		9.0
Income from operations - non-GAAP	\$	134.3	25.8	%	\$	156.4	27.6	%	\$	111

				Net Inco	_						come per on Share	
	December 31, 2018	% of N Reven		Basic	Diluted	30	eptember ), 18	% of Reve		Basic	Diluted	Decen 31, 2017
Net income (loss) – GAAP	\$ 143.8	27.7	%	\$ <sub>0.80</sub>	\$ <sub>0.79</sub>	\$	120.0	21.2	%	\$ <sub>0.65</sub>	\$ <sub>0.63</sub>	\$ (105
Acquired intangible assets amortization	10.6	2.0	%	0.06	0.06		11.1	2.0	%	0.06	0.06	7.4
Interest and other (3)	3.3	0.6	%	0.02	0.02		3.3	0.6	%	0.02	0.02	3.2
Restructuring and other (2)	11.4	2.2	%	0.06	0.06		1.7	0.3	%	0.01	0.01	9.0
Pension mark- to-market adjustment (3)	(3.5)	-0.7	%	(0.02)	(0.02)		0.3	0.1	%	0.00	0.00	(3.
Exclude discrete tax	(52.9)	-10.2	2 %	(0.30)	(0.29)		0.3	0.1	%	0.00	0.00	184

adjustments (4) Non-GAAP											
tax adjustments	0.3	0.1	%	0.00	0.00	(3.4	) -0.6	; %	(0.02)	(0.02)	(2.9
Convertible share adjustment	-	-		-	-	-	-		-	0.01	-
Net income - non- \$ GAAP	113.0	21.7 %	% !	\$ <sub>0.63</sub>	\$ <sub>0.63</sub>	\$ 133.3	23.	5 %	\$ <sub>0.72</sub>	\$ <sub>0.71</sub>	\$ 91.
GAAP and non- GAAP weighted average common shares - basic	179.0					185.7					196
GAAP weighted average common shares - diluted	181.5					190.5					196
Include dilutive shares	-					-					3.0
Exclude dilutive shares related to convertible note transaction	(0.9 )					(3.1	)				-
Non-GAAP weighted average common shares - diluted	180.6					187.4					199

(1) Certain prior period amounts were reclassified to conform with the first quarter 2018 adoption of new account presentation of pension and post retirement costs.

### (2) Restructuring and other consists of:

I 3	Quarter Ended December 31, 2018	September 30, 2018	Decen 31, 2017
Contingent consideration fair value adjustment		\$ (0.8 )	\$ 6.0
Employee severance	0.8	1.7	1.8
Acquisition related expenses and compensation	0.5	0.8	-

mpammen	.l		
of fixed	-	-	1.1
assets			
Other	-	-	0.1
	\$ 11.4	\$ 1.7	\$ 9.0

Impairment

For the quarters ended December 31, 2018, September 30, 2018 and December 31, 2017, adjustment to exc. (3) interest expense and adjustment to exclude actuarial (gains)losses recognized under GAAP in accordance we pension accounting.

For the quarters ended December 31, 2018, September 30, 2018 and December 31, 2017, adjustment to exclude the quarter ended December 31, 2018, adjustment to treat the \$52 million tax benefit related to the finalization discrete item. For the quarter ended December 31, 2017, adjustment to treat the \$186 million expense related U.S. Tax Reform Act, as a discrete item.

	Twelve Months Ended			nded	ъ 1					
	31	ecember l, )18	% of N Reven			31	ecember , 17 (1)	% of Reve		
Net Revenues	\$	2,100.8				\$	2,136.6			
Gross profit GAAP	\$	1,220.4	58.1	%		\$	1,221.5	57.2	%	
Inventory step-up		0.4	0.0	%			-	-		
Gross profit non- GAAP	\$	1,220.8	58.1	%		\$	1,221.5	57.2	%	
Income from operations - GAAP	\$	473.8	22.6	%		\$	525.3	24.6	%	
Acquired intangible assets amortization		39.2	1.9	%			30.5	1.4	%	
Restructuring and other (2)		15.2	0.7	%			9.4	0.4	%	
Inventory step-up		0.4	0.0	%			-	-		
Income from operations - non-GAAP	\$	528.6	25.2	%		\$	565.2	26.5	%	

Net Income per Common Share Net Income per Common Share

	December 31, 2018	% of Net Revenues	Basic	Diluted	December 31, 2017	% of Net Revenues	Basic	Diluted
Net income - GAAP	\$ 451.8	21.5 %	\$ <sub>2.41</sub>	\$ <sub>2.35</sub>	\$ 257.7	12.1 %	\$ <sub>1.30</sub>	\$ <sub>1.28</sub>
Acquired intangible assets amortization	39.2	1.9 %	0.21	0.20	30.5	1.4 %	0.15	0.15
Interest and other (3)	13.1	0.6 %	0.07	0.07	12.4	0.6 %	0.06	0.06
Restructuring and other (2)	15.2	0.7 %	0.08	0.08	9.4	0.4 %	0.05	0.05
Inventory step-up	0.4	0.0 %	0.00	0.00	-	-	-	-
Pension mark- to-market adjustment (3) Exclude	(3.3)	-0.2 %	(0.02)	(0.02)	(6.3)	-0.3 %	(0.03)	(0.03)
discrete tax adjustments (4)	(59.4)	-2.8 %	(0.32)	(0.31)	178.3	8.3 %	0.90	0.88
Non-GAAP tax adjustments Convertible	(8.4)	-0.4 %	(0.04)	(0.04)	(12.8 )	-0.6 %	(0.06)	(0.06)
share adjustment	-	-	-	0.04	-	-	-	0.01
Net income - non-GAAP	\$ 448.6	21.4 %	\$ <sub>2.39</sub>	\$ <sub>2.37</sub>	\$ 469.2	22.0 %	\$ <sub>2.37</sub>	\$ <sub>2.34</sub>
GAAP and non- GAAP weighted average common shares - basic	187.7				198.1			
GAAP weighted average common shares - diluted Exclude	192.6				201.6			
dilutive shares from convertible note	(3.2				(1.3 )			
Non-GAAP weighted average common shares - diluted	189.4				200.3			

<sup>(1)</sup> Certain prior period amounts were reclassified to conform with the first quarter 2018 adoption of new account presentation of pension and post retirement costs.

(2) Restructuring and other consists of:

]	Twelve Months Ended December 31, 2018	December 31, 2017
severance	\$ 8.7	\$ 3.8
Acquisition related expenses and compensation	4.6	-
Contingent consideration fair value adjustment	1.0	7.8
Other	0.9	1.0
Impairment of fixed assets	-	1.1
Property insurance recovery, net	-	(4.3 )
	\$ 15.2	\$ 9.4

For the twelve months ended December 31, 2018 and December 31, 2017, interest and other included non-c (3) expense. For the twelve months ended December 31, 2018 and December 31, 2017, adjustments to exclude GAAP in accordance with Teradyne's mark-to-market pension accounting.

For the twelve months ended December 31, 2018 and December 31, 2017, adjustment to exclude discrete in months ended December 31, 2018, adjustment to treat the \$52 million tax benefit related to the finalization of discrete item. For the twelve months ended December 31, 2017, adjustment to treat the \$186 million expens of the U.S. Tax Reform Act, as a discrete item.

#### GAAP to Non-GAAP Reconciliation of First Quarter 2019 guidance:

\$460 nillion	to \$490 to million
nillion	to million
\$ 0.31	\$ <sub>0.39</sub>
0.06	0.06
0.02	0.02
	\$ 0.31 0.06 0.02

convertible debt interest		
Tax effect of non-GAAP adjustments	(0.02)	(0.02)
Convertible share adjustment	0.01	0.01
Non-GAAP net income per diluted share	<sup>\$</sup> 0.39	\$ <sub>0.47</sub>

For press releases and other information of interest to investors, please visit Teradyne's homepage at teradyne.com.

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Source: Teradyne, Inc.