

SUNPOWER CORP
Form 10-Q
April 30, 2014
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended March 30, 2014

OR

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

For the transition period from _____ to _____

Commission file number 001-34166

SunPower Corporation

(Exact Name of Registrant as Specified in Its Charter)

Delaware

94-3008969

(State or Other Jurisdiction of Incorporation or Organization)

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

77 Rio Robles, San Jose, California 95134

(Address of Principal Executive Offices and Zip Code)

(408) 240-5500

(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Sections 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 (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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

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(Do not check if a smaller
reporting company)

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

Yes No

The total number of outstanding shares of the registrant's common stock as of April 25, 2014 was 130,686,326.

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

SunPower Corporation

Consolidated Balance Sheets

(In thousands, except share data)

(unaudited)

	March 30, 2014	December 29, 2013
Assets		
Current assets:		
Cash and cash equivalents	\$754,741	\$762,511
Restricted cash and cash equivalents, current portion	14,140	13,926
Accounts receivable, net	265,402	360,594
Costs and estimated earnings in excess of billings	17,778	31,787
Inventories	234,380	245,575
Advances to suppliers, current portion	69,103	58,619
Project assets - plants and land, current portion	30,304	69,196
Prepaid expenses and other current assets ¹	648,979	646,270
Total current assets	2,034,827	2,188,478
Restricted cash and cash equivalents, net of current portion	19,652	17,573
Restricted long-term marketable securities	8,715	8,892
Property, plant and equipment, net	535,287	533,387
Solar power systems leased and to be leased, net	360,571	345,504
Project assets - plants and land, net of current portion	7,751	6,411
Advances to suppliers, net of current portion	321,474	324,695
Long-term financing receivables, net	207,606	175,273
Other long-term assets ¹	330,458	298,477
Total assets	\$3,826,341	\$3,898,690
Liabilities and Equity		
Current liabilities:		
Accounts payable ¹	\$418,566	\$443,969
Accrued liabilities	378,501	358,157
Billings in excess of costs and estimated earnings ¹	191,641	308,650
Short-term debt	17,157	56,912
Convertible debt, current portion	460,501	455,889
Customer advances, current portion ¹	38,752	36,883
Total current liabilities	1,505,118	1,660,460
Long-term debt	123,423	93,095
Convertible debt, net of current portion ¹	300,079	300,079
Customer advances, net of current portion ¹	162,686	167,282
Other long-term liabilities	544,646	523,991

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Total liabilities	2,635,952	2,744,907
Commitments and contingencies (Note 7)		
Equity:		
Preferred stock, \$0.001 par value; 10,000,000 shares authorized; none issued and outstanding as of both March 30, 2014 and December 29, 2013	—	—
Common stock, \$0.001 par value, 367,500,000 shares authorized; 130,266,418 shares issued, and 123,542,147 outstanding as of March 30, 2014; 126,946,763 shares issued, and 121,535,913 outstanding as of December 29, 2013	124	122
Additional paid-in capital	1,987,870	1,980,778
Accumulated deficit	(741,448) (806,492)
Accumulated other comprehensive loss	(3,769) (4,318)
Treasury stock, at cost; 6,724,271 shares of common stock as of March 30, 2014; 5,410,850 shares of common stock as of December 29, 2013	(97,443) (53,937)
Total stockholders' equity	1,145,334	1,116,153
Noncontrolling interests in subsidiaries	45,055	37,630
Total equity	1,190,389	1,153,783
Total liabilities and equity	\$3,826,341	\$3,898,690

The Company has related party balances in connection with transactions made with Total and its affiliates as well as unconsolidated entities in which the Company has a direct equity investment. These related party balances are recorded within the "Prepaid expenses and other current assets," "Other long-term assets," "Accounts payable," "Billings in excess of costs and estimated earnings," "Customer advances, current portion," "Convertible debt, net of current portion," and "Customer advances, net of current portion" financial statement line items in the Condensed Consolidated Balance Sheets (see Note 2, Note 3, Note 7, Note 8, and Note 9).

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

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SunPower Corporation
 Consolidated Statements of Operations
 (In thousands, except per share data)
 (unaudited)

	Three Months Ended	
	March 30, 2014	March 31, 2013
Revenue	\$692,422	\$635,433
Cost of revenue	529,433	576,120
Gross margin	162,989	59,313
Operating expenses:		
Research and development	16,746	13,170
Sales, general and administrative	73,928	70,092
Restructuring charges	(461)	(337)
Total operating expenses	90,213	82,925
Operating income (loss)	72,776	(23,612)
Other income (expense), net:		
Interest income	318	255
Interest expense	(19,592)	(27,034)
Other, net	1,369	(8,256)
Other expense, net	(17,905)	(35,035)
Income (loss) before income taxes and equity in earnings (loss) of unconsolidated investees	54,871	(58,647)
Provision for income taxes	(13,620)	(2,989)
Equity in earnings (loss) of unconsolidated investees	1,783	(333)
Net income (loss)	43,034	(61,969)
Net loss attributable to noncontrolling interests	22,010	7,273
Net income (loss) attributable to stockholders	\$65,044	\$(54,696)
Net income (loss) per share attributable to stockholders:		
Basic	\$0.53	\$(0.46)
Diluted	\$0.42	\$(0.46)
Weighted-average shares:		
Basic	122,196	119,553
Diluted	160,434	119,553

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

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SunPower Corporation
 Consolidated Statements of Comprehensive Income (Loss)
 (In thousands)
 (unaudited)

(In thousands)	Three Months Ended	
	March 30, 2014	March 31, 2013
Net income (loss)	\$43,034	\$(61,969)
Components of comprehensive income (loss):		
Translation adjustment	274	(1,343)
Net unrealized gain on derivatives (Note 10)	385	2,835
Income taxes	(110)	(533)
Net change in accumulated other comprehensive income (loss)	549	959
Total comprehensive income (loss)	43,583	(61,010)
Comprehensive loss attributable to noncontrolling interests	22,010	7,273
Comprehensive income (loss) attributable to stockholders	\$65,593	\$(53,737)

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

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SunPower Corporation
Consolidated Statement of Equity
(In thousands)
(unaudited)

	Common Stock				Accumulated Other Comprehensive Income (Loss)	Retained Earnings (Accumulated Deficit)	Total Stockholders' Equity	Noncontrolling Interests	Controlling Total Equity	
	Shares	Value	Additional Paid-in Capital	Treasury Stock						
Balances at December 29, 2013	121,536	\$ 122	\$ 1,980,778	\$(53,937)	\$(4,318)	\$(806,492)	\$ 1,116,153	\$ 37,630	\$ 1,153,783	
Net income (loss)	—	—	—	—	—	65,044	65,044	22,010	43,034	
Other comprehensive income	—	—	—	—	549	—	549	—	549	
Issuance of common stock upon exercise of options	18	—	68	—	—	—	68	—	68	
Issuance of restricted stock to employees, net of cancellations	3,300	2	(2) —	—	—	—	—	—	
Conversion of 4.75% debentures	1	—	35	—	—	—	35	—	35	
Settlement of the 4.75% Bond hedge	—	—	68,842	—	—	—	68,842	—	68,842	
Settlement of the 4.75% Warrants	—	—	(81,077) —	—	—	(81,077) —	(81,077)
Stock-based compensation expense	—	—	14,876	—	—	—	14,876	—	14,876	
Tax benefit from convertible debt interest deduction	—	—	3,589	—	—	—	3,589	—	3,589	
Tax benefit from stock-based	—	—	761	—	—	—	761	—	761	

compensation									
Contributions									
from									
noncontrolling	—	—	—	—	—	—	—	30,552	30,552
interests									
Distributions to									
noncontrolling	—	—	—	—	—	—	—	(1,117)	(1,117)
interests									
Purchases of									
treasury stock	(1,313)	—	—	(43,506)	—	—	(43,506)	—	(43,506)
Balances at									
March 30, 2014	123,542	\$ 124	\$ 1,987,870	\$ (97,443)	\$ (3,769)	\$ (741,448)	\$ 1,145,334	\$ 45,055	\$ 1,190,389

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

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SunPower Corporation
Consolidated Statements of Cash Flows
(In thousands)
(unaudited)

	Three Months Ended	
	March 30, 2014	March 31, 2013
Cash flows from operating activities:		
Net income (loss)	\$43,034	\$(61,969)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	25,371	23,767
Stock-based compensation	14,867	8,516
Non-cash interest expense	5,170	11,890
Equity in (earnings) loss of unconsolidated investees	(1,783)	333
Deferred income taxes and other tax liabilities	17,985	4,724
Other, net	9	1,094
Changes in operating assets and liabilities, net of effect of acquisition:		
Accounts receivable	93,574	60,340
Costs and estimated earnings in excess of billings	14,009	(849)
Inventories	4,043	(5,606)
Project assets	22,491	(35,250)
Long-term financing receivables, net	(32,333)	(25,798)
Prepaid expenses and other assets	(11,994)	223,287
Advances to suppliers	(7,263)	(4,319)
Accounts payable and other accrued liabilities	(16,972)	(28,825)
Billings in excess of costs and estimated earnings	(117,009)	(2,697)
Customer advances	(2,727)	(1,775)
Net cash provided by operating activities	50,472	166,863
Cash flows from investing activities:		
Decrease (increase) in restricted cash and cash equivalents	(2,293)	17,797
Purchases of property, plant and equipment	(8,800)	(12,042)
Cash paid for solar power systems, leased and to be leased	(14,989)	(41,688)
Proceeds from sale of equipment to third-party	—	11
Cash paid for investments in unconsolidated investees	(5,013)	—
Net cash used in investing activities	(31,095)	(35,922)
Cash flows from financing activities:		
Proceeds from issuance of non-recourse debt financing, net of issuance costs	39,108	—
Proceeds from issuance of project loans, net of issuance costs	—	24,061
Proceeds from residential lease financing	—	39,090
Proceeds from sale-leaseback financing	16,685	33,850
Contributions from noncontrolling interests	30,552	12,315
Proceeds from exercise of stock options	68	25
Proceeds from settlement of 4.75% Bond Hedge	68,842	—
Payments to settle 4.75% Warrants	(81,077)	—
Repayment of bank loans, project loans and other debt	(7,850)	(180,501)
Assumption of project loan by customer	(40,672)	—
Repayment of residential lease financing	(7,213)	—

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Repayment of sale-leaseback financing	(779) —	
Distributions to noncontrolling interests	(1,117) —	
Purchases of stock for tax withholding obligations on vested restricted stock	(43,506) (10,739)
Cash paid for repurchase of convertible debt	(1) —	
Net cash used in financing activities	(26,960) (81,899)
Effect of exchange rate changes on cash and cash equivalents	(187) (942)
Net increase (decrease) in cash and cash equivalents	(7,770) 48,100	
Cash and cash equivalents, beginning of period	762,511	457,487	
Cash and cash equivalents, end of period	\$754,741	\$505,587	
Non-cash transactions:			
Assignment of residential lease receivables to a third party financial institution	\$1,496	\$33,969	
Costs of solar power systems, leased and to be leased, sourced from existing inventory	\$7,120	\$15,536	
Costs of solar power systems, leased and to be leased, funded by liabilities	\$1,634	\$4,070	
Costs of solar power systems under sale-leaseback financing arrangements, sourced from project assets	\$15,269	\$20,066	
Property, plant and equipment acquisitions funded by liabilities	\$5,544	\$5,042	

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

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Note 1. THE COMPANY AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Company

SunPower Corporation (together with its subsidiaries, the "Company" or "SunPower") is a vertically integrated solar products and solutions company that designs, manufactures and delivers high-performance solar systems worldwide, serving as a one-stop shop for residential, commercial, and utility-scale power plant customers. SunPower Corporation is a majority owned subsidiary of Total Energies Nouvelles Activités USA ("Total"), a subsidiary of Total S.A. ("Total S.A.") (see Note 2).

Basis of Presentation and Preparation

Principles of Consolidation

The consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America ("United States" or "U.S.") and include the accounts of the Company, all of its subsidiaries and special purpose entities, as appropriate under consolidation accounting guidelines. Intercompany transactions and balances have been eliminated in consolidation. The assets of the special purpose entities that the Company sets up related to project financing for customers are not designed to be available to service the general liabilities and obligations of the Company in certain circumstances.

Reclassifications

Certain prior period balances have been reclassified to conform to the current period presentation in the Company's consolidated financial statements and the accompanying notes. Such reclassifications had no effect on previously reported results of operations or accumulated deficit.

Fiscal Years

The Company has a 52-to-53-week fiscal year that ends on the Sunday closest to December 31. Accordingly, every fifth or sixth year will be a 53-week fiscal year. Both fiscal 2014 and 2013 are 52-week fiscal years. The first quarter of fiscal 2014 ended on March 30, 2014, while the first quarter of fiscal 2013 ended on March 31, 2013. Both the first quarter of fiscal 2014 and fiscal 2013 were 13-week quarters.

Management Estimates

The preparation of the consolidated financial statements in conformity with U.S. generally accepted accounting principles ("U.S. GAAP") requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Significant estimates in these consolidated financial statements include percentage-of-completion for construction projects; allowances for doubtful accounts receivable and sales returns; inventory and project asset write-downs; stock-based compensation; estimates for future cash flows and economic useful lives of property, plant and equipment and other long-term assets; the fair value and residual value of leased solar power systems; fair value of financial instruments; valuation of certain accrued liabilities such as accrued warranty; and income taxes and tax valuation allowances. Actual results could materially differ from those estimates.

Recent Accounting Pronouncements

In July 2013, the Financial Accounting Standards Board ("FASB") amended its guidance related to the presentation of unrecognized tax benefits. The amended guidance specifies when an unrecognized tax benefit or a portion of an unrecognized tax benefit should be presented as a liability versus an offset against a deferred tax asset when a net operating loss carryforward, a similar tax loss or tax credit carryforward exists. The amendment became effective for the Company in the first quarter of fiscal 2014 and did not have a material impact on its consolidated financial statements.

In March 2013, the FASB and International Accounting Standards Board ("IASB") issued common disclosure requirements that are intended to enhance comparability between financial statements prepared in accordance with U.S. GAAP and those prepared in accordance with International Financial Reporting Standards ("IFRS"). This new guidance is applicable to companies that have financial instruments or derivatives that are either offset in the balance sheet (presented on a net basis) or subject to an enforceable master netting arrangement or similar arrangement. The requirement does not change the existing offsetting eligibility criteria or the permitted balance sheet presentation for those instruments that meet the eligibility criteria. However, once this disclosure requirement becomes effective, companies will also be required to disclose information about

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financial instruments and derivatives instruments that have been offset and related arrangements and to provide both net (offset amounts) and gross information in the notes to the financial statements for relevant assets and liabilities that are offset. The disclosure requirement became effective retrospectively in the first quarter of the Company's fiscal year 2014 and did not have a material impact on its consolidated financial statements as it is disclosure only in nature.

In March 2013, the FASB amended its guidance related to foreign currency matters requiring the release of the cumulative translation adjustment into net income when an entity ceases to have a controlling financial interest in a subsidiary or a group of assets within a foreign entity. The amendment became effective for the Company in the first quarter of fiscal 2014 and did not have a material impact on its consolidated financial statements.

Other than as described above, there has been no issued accounting guidance not yet adopted by the Company that it believes is material or potentially material to its consolidated financial statements.

Note 2. TRANSACTIONS WITH TOTAL AND TOTAL S.A.

In June 2011, Total completed a cash tender offer to acquire 60% of the Company's then outstanding shares of common stock at a price of \$23.25 per share, for a total cost of approximately \$1.4 billion. In December 2011, the Company entered into a Private Placement Agreement with Total, under which Total purchased, and the Company issued and sold, 18.6 million shares of the Company's common stock for a purchase price of \$8.80 per share, thereby increasing Total's ownership to approximately 66% of the Company's outstanding common stock as of that date.

Credit Support Agreement

In fiscal 2011, the Company and Total S.A. entered into a Credit Support Agreement (the "Credit Support Agreement") under which Total S.A. agreed to enter into one or more guarantee agreements (each a "Guaranty") with banks providing letter of credit facilities to the Company. Total S.A. will guarantee the Company's obligation to reimburse the applicable issuing bank a draw on a letter of credit and pay interest thereon in accordance with the letter of credit facility between such bank and the Company. Under the Credit Support Agreement, the Company may also request that Total S.A. provide a Guaranty in support of the Company's payment obligations with respect to a letter of credit facility. The Company is required to pay Total S.A. a guarantee fee for each letter of credit that is the subject of a Guaranty under the Credit Support Agreement and was outstanding for all or part of the preceding calendar quarter.

The Credit Support Agreement will terminate following the fifth anniversary of the CSA Effective Date, after the later of the payment in full of all obligations thereunder and the termination or expiration of each Guaranty provided thereunder.

Affiliation Agreement

The Company and Total have entered into an Affiliation Agreement that governs the relationship between Total and the Company (the "Affiliation Agreement"). Until the expiration of a standstill period (the "Standstill Period"), and subject to certain exceptions, Total, Total S.A., any of their respective affiliates and certain other related parties (the "Total Group") may not effect, seek, or enter into discussions with any third-party regarding any transaction that would result in the Total Group beneficially owning shares of the Company in excess of certain thresholds, or request the Company or the Company's independent directors, officers or employees, to amend or waive any of the standstill restrictions applicable to the Total Group.

The Affiliation Agreement imposes certain limitations on the Total Group's ability to seek to effect a tender offer or merger to acquire 100% of the outstanding voting power of the Company and imposes certain limitations on the Total

Group's ability to transfer 40% or more of outstanding shares or voting power of the Company to a single person or group that is not a direct or indirect subsidiary of Total S.A. During the Standstill Period, no member of the Total Group may, among other things, solicit proxies or become a participant in an election contest relating to the election of directors to the Company's Board of Directors.

The Affiliation Agreement provides Total with the right to maintain its percentage ownership in connection with any new securities issued by the Company, and Total may also purchase shares on the open market or in private transactions with disinterested stockholders, subject in each case to certain restrictions.

The Affiliation Agreement also imposes certain restrictions with respect to the Company's and the Company's Board of Directors' ability to take certain actions, including specifying certain actions that require approval by the directors other than the directors appointed by Total and other actions that require stockholder approval by Total.

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Research & Collaboration Agreement

Total and the Company have entered into a Research & Collaboration Agreement (the "R&D Agreement") that establishes a framework under which the parties engage in long-term research and development collaboration ("R&D Collaboration"). The R&D Collaboration encompasses a number of different projects, with a focus on advancing the Company's technology position in the crystalline silicon domain, as well as ensuring the Company's industrial competitiveness. The R&D Agreement enables a joint committee to identify, plan and manage the R&D Collaboration.

Liquidity Support Agreement with Total S.A.

The Company was party to an agreement with a customer to construct the California Valley Solar Ranch, a solar park. Part of the debt financing necessary for the customer to pay for the construction of this solar park was provided by the Federal Financing Bank in reliance on a guarantee of repayment provided by the Department of Energy (the "DOE") under a loan guarantee program. In February 2012, the Company entered into a Liquidity Support Agreement with Total S.A. and the DOE, and a series of related agreements with Total S.A. and Total, under which Total S.A. agreed to provide the Company, or cause to be provided, additional liquidity under certain circumstances to a maximum amount of \$600.0 million ("Liquidity Support Facility"). The Liquidity Support Facility was available until the completion of the solar park, which was completed in accordance with the terms of the relevant agreement in March 2014. Upon completion, the Liquidity Support Agreement was terminated. There were no outstanding guarantees or debt under the facility upon termination.

Compensation and Funding Agreement

In connection with the Liquidity Support Agreement, in February 2012, the Company entered into a Compensation and Funding Agreement (the "Compensation and Funding Agreement") with Total S.A., pursuant to which, among other things, the Company and Total S.A. established the parameters for the terms of the Liquidity Support Facility and any liquidity injections that may be required to be provided by Total S.A. to the Company pursuant to the Liquidity Support Agreement.

During the term of the Compensation and Funding Agreement, the Company is required to pay Total S.A. commitment and guarantee fees as follows: (i) quarterly payment of a commitment fee in an amount equal to 0.25% of the unused portion of the \$600.0 million Liquidity Support Facility as of the end of such quarter; and (ii) quarterly payment of a guarantee fee in an amount equal to 2.75% per annum of the average amount of the Company's indebtedness that is guaranteed by Total S.A. pursuant to any guaranty issued in accordance with the terms of the Compensation and Funding Agreement during such quarter. Any payment obligations of the Company to Total S.A. under the Compensation and Funding Agreement that are not paid when due shall accrue interest until paid in full at a rate equal to 6-month U.S. LIBOR as in effect from time to time plus 5.00% per annum.

In July 2013, Total S.A. issued a guarantee for the Company's obligations under the July 2013 revolving credit facility with Credit Agricole (the "July 2013 revolving credit facility"), which reduced the capacity available under the Liquidity Support Facility from \$600.0 million to \$350.0 million. The Company was required to pay Total S.A. an annual guarantee fee of 2.75% of the outstanding amount under the July 2013 revolving credit facility through expiration of the guarantee on January 31, 2014 (see Note 9).

Upfront Warrant

In February 2012, as consideration for Total S.A.'s agreement to provide the Liquidity Support Facility, the Company issued a warrant ("the Upfront Warrant") to purchase 9,531,677 shares of the Company's common stock with an exercise price of \$7.8685, subject to adjustment for customary anti-dilution and other events. The Upfront Warrant, governed by the Private Placement Agreement and the Compensation and Funding Agreement, will be exercisable at any time for seven years after its issuance, provided that, so long as at least \$25.0 million of the Company's convertible debt remains outstanding, such exercise will not cause "any person," including Total S.A., to, directly or indirectly, including through one or more wholly-owned subsidiaries, become the "beneficial owner" (as such terms are defined in Rule 13d-3 and Rule 13d-5 under the Securities and Exchange Act of 1934, as amended), of more than 74.99% of the voting power of the Company's common stock at such time, a circumstance which would trigger the repurchase or conversion of the Company's existing convertible debt.

0.75% Debentures Due 2018

In May 2013, the Company issued \$300.0 million in principal amount of its 0.75% senior convertible debentures due 2018 (the "0.75% debentures due 2018"). \$200.0 million in aggregate principal amount of the 0.75% debentures due 2018 were acquired by Total. The 0.75% debentures due 2018 are convertible into shares of the Company's common stock at any time

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based on an initial conversion price equal to \$24.95 per share, which provides Total the right to acquire up to 8,017,420 shares of the Company's common stock. The applicable conversion rate may adjust in certain circumstances, including a fundamental change, as described in the indenture governing the 0.75% debentures due 2018 (see Note 9).

Joint Projects with Total and its Affiliates:

We enter into various engineering, procurement and construction ("EPC") and operations and maintenance ("O&M") agreements relating to solar projects, including EPC services and O&M agreements relating to projects owned or partially owned by Total and its affiliates. As of March 30, 2014, the Company had \$9.1 million of "Billings in excess of costs and estimated earnings" on its Consolidated Balance Sheets related to projects in which Total has a direct or indirect interest.

Related Party Transactions with Total and its Affiliates:

(In thousands)	Three Months Ended	
	March 30, 2014	March 31, 2013
Revenue:		
EPC and O&M revenue under joint projects	\$2,889	\$—
Research and development expense:		
Offsetting contributions received under R&D Agreement	\$260	\$—
Interest expense:		
Guarantee fees incurred under Credit Support Agreement	\$2,745	\$1,811
Fees incurred under the Compensation and Funding Agreement	\$1,200	\$1,701
Interest expense incurred on the 0.75% debentures due 2018	\$375	\$—

Note 3. BALANCE SHEET COMPONENTS

(In thousands)	As of	
	March 30, 2014	December 29, 2013
Accounts receivable, net:		
Accounts receivable, gross ^{1,2}	\$293,813	\$389,152
Less: allowance for doubtful accounts	(26,474)	(26,463)
Less: allowance for sales returns	(1,937)	(2,095)
	\$265,402	\$360,594

¹ Includes short-term financing receivables associated with solar power systems leased of \$5.7 million and \$4.4 million as of March 30, 2014 and December 29, 2013, respectively (see Note 4).

² Includes short-term retainage of \$4.4 million and \$8.3 million as of March 30, 2014 and December 29, 2013, respectively. Retainage refers to the earned, but unbilled, portion of a construction and development project which is withheld for payment by the customer until certain milestones are met in accordance with the related contract.

(In thousands)	As of	
	March 30, 2014	December 29, 2013
Inventories:		
Raw materials	\$45,027	\$51,905
Work-in-process	63,553	52,756

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Finished goods	125,800	140,914
	\$234,380	\$245,575

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(In thousands)	As of March 30, 2014	December 29, 2013
Prepaid expenses and other current assets:		
Deferred project costs	\$285,387	\$275,389
Bond hedge derivative	129,539	110,477
VAT receivables, current portion	16,116	21,481
Deferred costs for solar power systems to be leased	13,708	23,429
Foreign currency derivatives	1,677	4,642
Other receivables	86,399	112,062
Other prepaid expenses	50,134	28,629
Other current assets	66,019	70,161
	\$648,979	\$646,270
(In thousands)	As of March 30, 2014	December 29, 2013
Project assets - plants and land:		
Project assets — plants	\$31,822	\$64,564
Project assets — land	6,233	11,043
	\$38,055	\$75,607
Project assets - plants and land, current portion	\$30,304	\$69,196
Project assets - plants and land, net of current portion	\$7,751	\$6,411
(In thousands)	As of March 30, 2014	December 29, 2013
Property, plant and equipment, net:		
Manufacturing equipment ³	\$542,422	\$538,616
Land and buildings	26,138	26,138
Leasehold improvements	230,503	229,846
Solar power systems ⁴	97,127	82,036
Computer equipment	82,038	79,519
Furniture and fixtures	8,432	8,392
Construction-in-process	13,953	11,724
	1,000,613	976,271
Less: accumulated depreciation	(465,326)	(442,884)
	\$535,287	\$533,387

The Company's mortgage loan agreement with International Finance Corporation ("IFC") is collateralized by certain ³ manufacturing equipment with a net book value of \$138.3 million and \$145.9 million as of March 30, 2014 and December 29, 2013, respectively.

Includes \$67.9 million and \$52.6 million of solar power systems associated with sale-leaseback transactions under ⁴ the financing method as of March 30, 2014 and December 29, 2013 which are depreciated using the straight-line method to their estimated residual values over the lease terms of up to 20 years (see Note 4).

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(In thousands)	As of March 30, 2014	December 29, 2013
Property, plant and equipment, net by geography ⁵ :		
Philippines	\$311,499	\$321,410
United States	165,035	153,074
Mexico	32,948	32,705
Europe	24,769	25,293
Other	1,036	905
	\$535,287	\$533,387

⁵ Property, plant and equipment, net by geography is based on the physical location of the assets.

(In thousands)	As of March 30, 2014	December 29, 2013
Other long-term assets:		
Equity method investments	\$133,537	\$131,739
Retainage ⁶	114,335	88,934
Cost method investments	17,344	12,374
Long-term debt issuance costs	10,081	10,274
Other	55,161	55,156
	\$330,458	\$298,477

Retainage refers to the earned, but unbilled, portion of a construction and development project which is withheld for payment by the customer until certain milestones are met in accordance with the related contract. The Company's noncurrent retainage is expected to be collected in 2015 through 2016.

(In thousands)	As of March 30, 2014	December 29, 2013
Accrued liabilities:		
Bond hedge derivatives	\$129,548	\$110,477
Employee compensation and employee benefits	47,555	50,449
Deferred revenue	30,737	29,287
Short-term residential lease financing	7,379	14,436
Interest payable	9,730	10,971
Short-term warranty reserves	10,988	10,426
Restructuring reserve	4,095	7,134
VAT payables	6,605	7,089
Foreign currency derivatives	1,700	6,170
Other	130,164	111,718
	\$378,501	\$358,157

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(In thousands)	As of March 30, 2014	December 29, 2013
Other long-term liabilities:		
Deferred revenue	\$177,976	\$176,925
Long-term warranty reserves	140,427	138,946
Long-term sale-leaseback financing	82,008	65,944
Long-term residential lease financing	31,400	31,933
Unrecognized tax benefits	32,533	28,927
Other	80,302	81,316
	\$544,646	\$523,991
(In thousands)	As of March 30, 2014	December 29, 2013
Accumulated other comprehensive loss:		
Cumulative translation adjustment	\$(3,492)	\$(3,766)
Net unrealized loss on derivatives	(420)	(805)
Deferred taxes	143	253
	\$(3,769)	\$(4,318)

Note 4. LEASING

Residential Lease Program

The Company offers a solar lease program, in partnership with third-party financial institutions, which allows its residential customers to obtain SunPower systems under lease agreements for terms of up to 20 years. Leases are classified as either operating or sales-type leases in accordance with the relevant accounting guidelines.

Operating Leases

The following table summarizes "Solar power systems leased and to be leased" under operating leases on the Company's Consolidated Balance Sheets as of March 30, 2014 and December 29, 2013, respectively:

(In thousands)	As of March 30, 2014	December 29, 2013
Solar power systems leased and to be leased, net ^{1,2} :		
Solar power systems leased	\$359,918	\$324,202
Solar power systems to be leased	24,621	36,645
	384,539	360,847
Less: accumulated depreciation	(23,968)	(15,343)
	\$360,571	\$345,504

¹ Solar power systems leased and to be leased, net are physically located in the United States.

As of March 30, 2014 and December 29, 2013, the Company has pledged solar assets with an aggregate book value ² of \$144.7 million and \$147.7 million, respectively, to the third-party investors as security for its obligations under the contractual arrangements.

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The following table presents the Company's minimum future rental receipts on operating leases placed in service as of March 30, 2014:

(In thousands)	2014 (remaining nine months)	2015	2016	2017	2018	Thereafter	Total
Minimum future rentals on operating leases placed in service ¹	\$9,419	9,552	9,588	9,626	9,666	143,501	\$191,352

¹ Minimum future rentals on operating leases placed in service does not include contingent rentals that may be received from customers under agreements which include performance based incentives.

Sales-Type Leases

As of March 30, 2014 and December 29, 2013, the Company's net investment in sales-type leases presented in "Accounts receivable" and "Long-term financing receivables, net" on the Company's Consolidated Balance Sheets was as follows:

(In thousands)	As of March 30, 2014	December 29, 2013
Financing receivables:		
Minimum lease payments receivable ¹	\$252,487	\$217,666
Unguaranteed residual value	26,144	23,366
Unearned income	(65,306)	(61,326)
Net financing receivables	\$213,325	\$179,706
Current	\$5,719	\$4,433
Long-term	\$207,606	\$175,273

¹ Net of allowance for doubtful accounts.

As of March 30, 2014, future maturities of net financing receivables for sales-type leases are as follows:

(In thousands)	2014 (remaining nine months)	2015	2016	2017	2018	Thereafter	Total
Scheduled maturities of minimum lease payments receivable ¹	\$9,241	11,674	11,837	12,004	12,177	195,554	\$252,487

¹ Minimum future rentals on sales-type leases placed in service does not include contingent rentals that may be received from customers under agreements which include performance based incentives.

Third-Party Financing Arrangements

The Company has entered into multiple facilities under which solar power systems are financed with third-party investors. Under the terms of certain programs the investors make upfront payments to the Company, which the Company recognizes as a non-recourse liability that will be reduced over the specified term of the program as customer receivables and government incentives are received by the third-party investors. As the non-recourse liability is reduced over time, the Company makes a corresponding reduction in customer and government incentive

receivables on its balance sheet. Under this approach, for both operating and sales-type leases the Company continues to account for these arrangements with its residential lease customers in the consolidated financial statements. As of March 30, 2014, and December 29, 2013, the remaining liability to the third-party investors, presented in "Accrued liabilities" and "Other long-term liabilities" on the Company's Consolidated Balance Sheets, was \$38.8 million and \$46.4 million, respectively (see Note 3).

The Company has entered into facilities with third-party investors under which the parties invest in entities that hold SunPower solar power systems and leases with residential customers. The Company was determined to hold controlling

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interests in these less-than-wholly-owned entities and has fully consolidated these entities as a result. The Company accounts for the portion of net assets in the consolidated entities attributable to the investors as "Noncontrolling interests" in its consolidated financial statements. As of March 30, 2014, the Company has entered into a total of six facilities with third-party investors. During the three months ended March 30, 2014 and March 31, 2013, the Company received \$30.6 million and \$12.3 million, respectively, in contributions from investors under the related facilities and attributed \$22.0 million and \$7.3 million, respectively, in losses to the third-party investors primarily as a result of allocating certain assets, including tax credits, to the investors.

Sale-Leaseback Arrangements

The Company enters into sale-leaseback arrangements under which solar power systems are sold to third parties and subsequently leased back over minimum lease terms of up to 20 years. Separately, the Company enters into power purchase agreements ("PPAs") with end customers, who host the leased solar power systems and buy the electricity directly from the Company under PPAs with durations of up to 20 years. At the end of the lease term, the Company has the option to purchase the systems at fair value or may be required to remove the systems and return them to the third parties.

The Company has classified its sale-leaseback arrangements of solar power systems not involving integral equipment as operating leases. The deferred profit on the sale of these systems is recognized over the term of the lease. As of March 30, 2014, future minimum lease obligations associated with these systems was \$101.7 million, which will be recognized over the minimum lease terms. Future minimum payments to be received from customers under PPAs associated with the solar power systems under sale-leaseback arrangements classified as operating leases will be recognized over the lease terms of up to 20 years and are contingent upon the energy produced by the solar power systems.

The Company enters into sale-leaseback arrangements under which the systems under the sale-leaseback arrangements have been determined to be integral equipment as defined under the accounting guidance for such transactions. The Company was further determined to have continuing involvement with the solar power systems throughout the lease due to purchase option rights. As a result of such continuing involvement, the Company accounts for each transaction as a financing. Under the financing method, the proceeds received from the sale of the solar power systems are recorded by the Company as financing liabilities and presented within "Other long-term liabilities" in the Company's Consolidated Balance Sheets (see Note 3). The financing liabilities are subsequently reduced by the Company's payments to lease back the solar power systems, less interest expense calculated based on the Company's incremental borrowing rate adjusted to the rate required to prevent negative amortization. The solar power systems under the sale-leaseback arrangements remains on the Company's balance sheet and are classified within "Property, plant and equipment, net" (see Note 3). As of March 30, 2014, future minimum lease obligations for the sale-leaseback arrangements accounted for under the financing method were \$78.0 million, which will be recognized over the lease terms of up to 20 years.

Note 5. FAIR VALUE MEASUREMENTS

Fair value is estimated by applying the following hierarchy, which prioritizes the inputs used to measure fair value into three levels and bases the categorization within the hierarchy upon the lowest level of input that is available and significant to the fair value measurement (observable inputs are the preferred basis of valuation):

Level 1 — Quoted prices in active markets for identical assets or liabilities.

•

Level 2 — Measurements are inputs that are observable for assets or liabilities, either directly or indirectly, other than quoted prices included within Level 1.

Level 3 — Prices or valuations that require management inputs that are both significant to the fair value measurement and unobservable.

Assets and Liabilities Measured at Fair Value on a Recurring Basis

The Company measures certain assets and liabilities at fair value on a recurring basis. There were no transfers between fair value measurement levels during any presented period. The Company did not have any assets or liabilities measured at fair value on a recurring basis requiring Level 3 inputs as of March 30, 2014 or December 29, 2013.

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The following table summarizes the Company's assets and liabilities measured and recorded at fair value on a recurring basis as of March 30, 2014 and December 29, 2013, respectively:

(In thousands)	March 30, 2014			December 29, 2013		
	Total	Level 1	Level 2	Total	Level 1	Level 2
Assets						
Cash and cash equivalents:						
Money market funds ¹	\$ 378,001	\$ 378,001	\$—	\$ 358,001	\$ 358,001	\$—
Prepaid expenses and other current assets:						
Debt derivatives (Note 9)	129,539	—	129,539	110,477	—	110,477
Foreign currency derivatives (Note 10)	1,677	—	1,677	4,642	—	4,642
Other long-term assets:						
Foreign currency derivatives (Note 10)	237	—	237	588	—	588
Total assets	\$ 509,454	\$ 378,001	\$ 131,453	\$ 473,708	\$ 358,001	\$ 115,707
Liabilities						
Accrued liabilities:						
Debt derivatives (Note 9)	\$ 129,548	\$—	\$ 129,548	\$ 110,477	\$—	\$ 110,477
Foreign currency derivatives (Note 10)	1,700	—	1,700	6,170	—	6,170
Other long-term liabilities:						
Foreign currency derivatives (Note 10)	191	—	191	555	—	555
Total liabilities	\$ 131,439	\$—	\$ 131,439	\$ 117,202	\$—	\$ 117,202

The Company's cash equivalents consist of money market fund instruments which are classified as available-for-sale¹ and within Level 1 of the fair value hierarchy because they are valued using quoted market prices for identical instruments in active markets.

Other financial instruments, including the Company's accounts receivable, accounts payable and accrued liabilities, are carried at cost, which generally approximates fair value due to the short-term nature of these instruments.

Debt Derivatives

The 4.50% Bond Hedge (as defined in Note 9) and the embedded cash conversion option within the 4.50% debentures (as defined in Note 9) are classified as derivative instruments that require mark-to-market treatment with changes in fair value reported in the Company's Consolidated Statements of Operations. The fair values of these derivative instruments were determined utilizing the following Level 1 and Level 2 inputs:

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	As of ¹			
	March 30, 2014	December 29, 2013		
Stock price	\$ 31.85	\$ 28.91		
Exercise price	\$ 22.53	\$ 22.53		
Interest rate	0.27	% 0.33	%	%
Stock volatility	58.1	% 57.7	%	%
Credit risk adjustment	0.73	% 0.71	%	%
Maturity date	February 18, 2015	February 18, 2015		

The valuation model utilizes these inputs to value the right but not the obligation to purchase one share at \$22.53.

¹ The Company utilized a Black-Scholes valuation model to value the 4.50% Bond Hedge and embedded cash conversion option. The underlying input assumptions were determined as follows:

- (i) Stock price. The closing price of the Company's common stock on the last trading day of the quarter.
- (ii) Exercise price. The exercise price of the 4.50% Bond Hedge and the embedded cash conversion option.
- (iii) Interest rate. The Treasury Strip rate associated with the life of the 4.50% Bond Hedge and the embedded cash conversion option.
- (iv) Stock volatility. The volatility of the Company's common stock over the life of the 4.50% Bond Hedge and the embedded cash conversion option.
- (v) Credit risk adjustment. Represents the weighted average of the credit default swap rate of the counterparties.

Assets and Liabilities Measured at Fair Value on a Non-Recurring Basis

The Company measures certain investments and non-financial assets (including project assets, property, plant and equipment, and other intangible assets) at fair value on a non-recurring basis in periods after initial measurement in circumstances when the fair value of such asset is impaired below its recorded cost.

Held-to-Maturity Debt Securities

The Company's debt securities, classified as held-to-maturity, consist of Philippine government bonds which are maintained as collateral for present and future business transactions within the country. These bonds have maturity dates of up to 5 years and are classified as "Restricted long-term marketable securities" on the Company's Consolidated Balance Sheets. As of March 30, 2014 and December 29, 2013, these bonds had a carrying value of \$8.7 million and \$8.9 million respectively. The Company records such held-to-maturity investments at amortized cost based on its ability and intent to hold the securities until maturity. The Company monitors for changes in circumstances and events that would impact its ability and intent to hold such securities until the recorded amortized costs are recovered. No other-than-temporary impairment loss was incurred during any presented period. The held-to-maturity debt securities were categorized in Level 2 of the fair value hierarchy.

Equity and Cost Method Investments

The Company holds equity investments in non-consolidated entities which are accounted for under the both equity and cost method. The Company monitors these investments, which are included in "Other long-term assets" in its Consolidated Balance Sheets, for impairment and records reductions in the carrying values when necessary. Circumstances that indicate an other-than-temporary decline include Level 2 and Level 3 measurements such as the valuation ascribed to the issuing company in subsequent financing rounds, decreases in quoted market prices, and declines in operations of the issuer.

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As of March 30, 2014 and December 29, 2013, the Company had \$133.5 million and \$131.7 million, respectively, in investments accounted for under the equity method (see Note 8). As of March 30, 2014 and December 29, 2013, the Company had \$17.3 million and \$12.4 million, respectively, in investments accounted for under the cost method.

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Related Party Transactions with Equity and Cost Method Investees:

(In thousands)	As of	
	March 30, 2014	December 29, 2013
Accounts receivable	\$16,230	\$11,780
Accounts payable	\$53,940	\$51,499
Other long-term assets:		
Long-term note receivable	\$3,755	\$3,688
	Three Months Ended	
(In thousands)	March 30, 2014	March 31, 2013
Payments made to investees for products/services	\$112,039	\$134,916

Note 6. RESTRUCTURING

October 2012 Restructuring Plan

In fiscal 2012, the Company's Board of Directors approved a reorganization (the "October 2012 Plan") to accelerate operating cost reduction and improve overall operating efficiency. In connection with the October 2012 Plan, which is expected to be completed within the first half of fiscal 2014, the Company expects to eliminate approximately 900 positions, primarily in the Philippines, representing approximately 15% of the Company's global workforce. As a result, the Company expects to record restructuring charges totaling \$30.0 million to \$35.0 million, related to all segments. Such charges are composed of severance benefits, lease and related termination costs, and other associated costs. The Company expects greater than 90% of these charges to be cash. The Company has recorded \$31.5 million in restructuring charges in connection with the October 2012 Plan to date.

Legacy Restructuring Plans

During fiscal 2012 and 2011, the Company implemented approved restructuring plans, related to all segments, to align with changes in the global solar market which included the consolidation of the Company's Philippine manufacturing operations as well as actions to accelerate operating cost reduction and improve overall operating efficiency. These restructuring activities were substantially complete as of March 30, 2014. The Company expects to continue to incur costs as it finalizes previous estimates and actions in connection with these plans, primarily due to other costs, such as legal services.

The following table summarizes the restructuring reserve activity during the three months ended March 30, 2014:

(In thousands)	Three Months Ended			
	December 29, 2013	Charges (Benefits)	Payments	March 30, 2014
October 2012 Plan:				
Severance and benefits	\$3,942	\$(495)	\$(1,255)	\$2,192
Lease and related termination costs	362	(233)	(100)	29
Other costs ¹	914	711	(403)	1,222
Legacy Restructuring Plans:				
Severance and benefits	19	(36)	17	—
Lease and related termination costs	1,247	(169)	(1,078)	—
Other costs ¹	650	(239)	241	652
Total restructuring liabilities	\$7,134	\$(461)	\$(2,578)	\$4,095

¹ Other costs primarily represent associated legal services.

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Note 7. COMMITMENTS AND CONTINGENCIES

Facility and Equipment Lease Commitments

The Company leases certain facilities under non-cancellable operating leases from unaffiliated third parties. As of March 30, 2014, future minimum lease payments for facilities under operating leases was \$61.5 million, which will be paid over the remaining contractual terms of up to 10 years. The Company additionally leases certain buildings, machinery and equipment under non-cancelable capital leases. As of March 30, 2014, future minimum lease payments for assets under capital leases was \$6.3 million, which will be paid over the remaining contractual terms of up to 10 years.

Purchase Commitments

The Company purchases raw materials for inventory and manufacturing equipment from a variety of vendors. During the normal course of business, in order to manage manufacturing lead times and help assure adequate supply, the Company enters into agreements with contract manufacturers and suppliers that either allow them to procure goods and services based on specifications defined by the Company, or that establish parameters defining the Company's requirements. In certain instances, these agreements allow the Company the option to cancel, reschedule or adjust the Company's requirements based on its business needs prior to firm orders being placed. Consequently, only a portion of the Company's disclosed purchase commitments arising from these agreements are firm, non-cancellable, and unconditional commitments.

The Company also has agreements with several suppliers, including some of its non-consolidated investees, for the procurement of polysilicon, ingots, wafers, and Solar Renewable Energy Credits, among others, which specify future quantities and pricing of products to be supplied by the vendors for periods up to 10 years and provide for certain consequences, such as forfeiture of advanced deposits and liquidated damages relating to previous purchases, in the event that the Company terminates the arrangements.

Future purchase obligations under non-cancellable purchase orders and long-term supply agreements as of March 30, 2014 are as follows:

(In thousands)	2014 (remaining nine months)	2015	2016	2017	2018	Thereafter	Total ^{1,2}
Future purchase obligations	\$710,375	373,353	336,247	299,782	181,216	335,542	\$2,236,515

¹ Total future purchase obligations as of March 30, 2014 include \$80.7 million to related parties.

² Total future purchase obligations was comprised of \$212.5 million related to non-cancellable purchase orders and \$2.0 billion related to long-term supply agreements.

The Company expects that all obligations related to non-cancellable purchase orders for manufacturing equipment will be recovered through future cash flows of the solar cell manufacturing lines and solar panel assembly lines when such long-lived assets are placed in service. Factors considered important that could result in an impairment review include significant under-performance relative to expected historical or projected future operating results, significant changes in the manner of use of acquired assets, and significant negative industry or economic trends. Obligations related to non-cancellable purchase orders for inventories match current and forecasted sales orders that will consume these ordered materials and actual consumption of these ordered materials are compared to expected demand regularly. The Company anticipates total obligations related to long-term supply agreements for inventories will be

recovered because quantities are less than management's expected demand for its solar power products. The terms of the long-term supply agreements are reviewed by management and the Company assesses the need for any accruals for estimated losses on adverse purchase commitments, such as lower of cost or market value adjustments that will not be recovered by future sales prices, forfeiture of advanced deposits and liquidated damages, as necessary.

Advances to Suppliers

As noted above, the Company has entered into agreements with various vendors that specify future quantities and pricing of products to be supplied. Certain agreements also provide for penalties or forfeiture of advanced deposits in the event the Company terminates the arrangements. Under certain agreements, the Company is required to make prepayments to the vendors over the terms of the arrangements. During the three months ended March 30, 2014, the Company made additional

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advance payments totaling \$16.5 million in accordance with the terms of existing long-term supply agreements. As of March 30, 2014 and December 29, 2013, advances to suppliers totaled \$390.6 million and \$383.3 million, respectively, of which \$69.1 million and \$58.6 million, respectively, is classified as short-term in the Company's Consolidated Balance Sheets. Two suppliers accounted for 79% and 21% of total advances to suppliers as of March 30, 2014, and 77% and 22% as of December 29, 2013. As of March 30, 2014, the Company has future prepayment obligations through fiscal 2014 totaling \$49.3 million.

Advances from Customers

The Company has entered into other agreements with customers who have made advance payments for solar power products and systems. These advances will be applied as shipments of product occur or upon completion of certain project milestones. The estimated utilization of advances from customers as of March 30, 2014 is as follows:

(In thousands)	2014 (remaining nine months)	2015	2016	2017	2018	Thereafter	Total
Estimated utilization of advances from customers	\$26,082	26,461	22,713	27,039	27,039	72,104	\$201,438

In fiscal 2010, the Company and its joint venture, AUO SunPower Sdn. Bhd. ("AUOSP"), entered into an agreement under which the Company resells to AUOSP polysilicon purchased from a third-party supplier. Advance payments provided by AUOSP related to such polysilicon are then made by the Company to the third-party supplier. These advance payments are applied as a credit against AUOSP's polysilicon purchases from the Company. Such polysilicon is used by AUOSP to manufacture solar cells which are sold to the Company on a "cost-plus" basis. As of March 30, 2014 and December 29, 2013, outstanding advance payments received from AUOSP totaled \$177.8 million and \$181.3 million, respectively, of which \$15.1 million and \$14.0 million, respectively, is classified as short-term in the Company's Consolidated Balance Sheets, based on projected product shipment dates.

Product Warranties

The following table summarizes accrued warranty activity for the three months ended March 31, 2013 and March 30, 2014, respectively:

(In thousands)	Three Months Ended	
	March 30, 2014	March 31, 2013
Balance at the beginning of the period	\$149,372	\$117,172
Accruals for warranties issued during the period	5,190	4,455
Settlements made during the period	(3,147)	(2,078)
Balance at the end of the period	\$151,415	\$119,549

Contingent Obligations

Projects often require the Company to undertake obligations including: (i) system output performance guarantees; (ii) system maintenance; (iii) penalty payments or customer termination rights if the system the Company is constructing is not commissioned within specified timeframes or other milestones are not achieved; and (iv) system put-rights whereby the Company could be required to buy-back a customer's system at fair value on specified future dates if certain minimum performance thresholds are not met for periods of up to two years. Historically the systems have performed significantly above the performance guarantee thresholds, and there have been no cases in which the

Company had to buy back a system.

Future Financing Commitments

The Company is required to provide certain funding under the joint venture agreement with AU Optronics Singapore Pte. Ltd. ("AUO") and another unconsolidated investee, subject to certain conditions (see Note 8). As of March 30, 2014, the Company has future financing obligations through fiscal 2014 totaling \$243.9 million.

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Liabilities Associated with Uncertain Tax Positions

Total liabilities associated with uncertain tax positions were \$32.5 million and \$28.9 million as of March 30, 2014 and December 29, 2013, respectively, and are included in "Other long-term liabilities" in the Company's Consolidated Balance Sheets as they are not expected to be paid within the next twelve months. Due to the complexity and uncertainty associated with its tax positions, the Company cannot make a reasonably reliable estimate of the period in which cash settlement, if any, would be made for its liabilities associated with uncertain tax positions in other long-term liabilities.

Indemnifications

The Company is a party to a variety of agreements under which it may be obligated to indemnify the other party with respect to certain matters. Typically, these obligations arise in connection with contracts and license agreements or the sale of assets, under which the Company customarily agrees to hold the other party harmless against losses arising from a breach of warranties, representations and covenants related to such matters as title to assets sold, negligent acts, damage to property, validity of certain intellectual property rights, non-infringement of third-party rights, and certain tax related matters including indemnification to customers under §48(c) solar commercial investment tax credit ("ITC") and Treasury Grant payments under Section 1603 of the American Recovery and Reinvestment Act ("Cash Grant"). In each of these circumstances, payment by the Company is typically subject to the other party making a claim to the Company that is contemplated by and valid under the indemnification provisions of the particular contract, which provisions are typically contract-specific, as well as bringing the claim under the procedures specified in the particular contract. These procedures usually allow the Company to challenge the other party's claims or, in case of breach of intellectual property representations or covenants, to control the defense or settlement of any third party claims brought against the other party. Further, the Company's obligations under these agreements may be limited in terms of activity (typically to replace or correct the products or terminate the agreement with a refund to the other party), duration and/or amounts. In some instances, the Company may have recourse against third parties and/or insurance covering certain payments made by the Company.

In certain limited circumstances the Company has provided indemnification to customers and investors under which the Company is contractually obligated to compensate these parties for losses they may suffer as a result of reductions in benefits received under ITC and Treasury Cash Grant programs. The Company applies for ITC and Cash Grant incentives based on guidance provided by IRS and the Treasury Department, which include assumptions regarding the fair value of the qualified solar power systems, among others. Certain of the Company's development agreements, sales-leaseback arrangements, and financing arrangements with investors of its residential lease program, incorporate assumptions regarding the future level of incentives to be received, which in some instances may be claimed directly by its customers and investors. Since the Company cannot determine future revisions to the U.S. Treasury guidelines governing system values or how the IRS will evaluate system values used in claiming ITCs, the Company is unable to reliably estimate the maximum potential future payments that it could have to make under the Company's contractual investor obligation as of each reporting date.

Legal Matters

Derivative Litigation

Derivative actions purporting to be brought on the Company's behalf have been filed in state and federal courts against several of the Company's current and former officers and directors. The actions arise from the Audit Committee's investigation announcement on November 16, 2009 regarding certain unsubstantiated accounting entries. The California state derivative cases were consolidated as *In re SunPower Corp. S'holder Derivative Litig.*, Lead Case No.

1-09-CV-158522 (Santa Clara Sup. Ct.), and co-lead counsel for plaintiffs have been appointed. The complaints assert state-law claims for breach of fiduciary duty, abuse of control, unjust enrichment, gross mismanagement, and waste of corporate assets. Plaintiffs filed a consolidated amended complaint on March 5, 2012. The federal derivative complaints were consolidated as *In re SunPower Corp. S'holder Derivative Litig.*, Master File No. CV-09-05731-RS (N.D. Cal.), and lead plaintiffs and co-lead counsel were appointed on January 4, 2010. The federal complaints assert state-law claims for breach of fiduciary duty, waste of corporate assets, and unjust enrichment, and seek an unspecified amount of damages. Plaintiffs filed a consolidated complaint on May 13, 2011. A Delaware state derivative case, *Brenner v. Albrecht, et al.*, C.A. No. 6514-VCP (Del Ch.), was filed on May 23, 2011 in the Delaware Court of Chancery. The complaint asserts state-law claims for breach of fiduciary duty and contribution and indemnification, and seeks an unspecified amount of damages. On June 29, 2013, the parties to each of the derivative actions entered into an agreement in principle to settle all the derivative actions, and on December 19, 2013, the parties executed a stipulated settlement agreement, providing that the Company institute certain specified corporate governance measures, which were implemented by the Board of Directors on October 22, 2013 in connection with periodic review and update of corporate governance matters, that all claims against all defendants will be released and dismissed with prejudice, and that the Company will not oppose a request by the plaintiffs' counsel for an award of attorneys' fees up to \$1 million, one half of which will be

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paid from the proceeds of directors and officers liability insurance. On January 24, 2014, the parties filed a motion with the court in the consolidated California state derivative cases to approve the stipulated settlement. A preliminary approval hearing is scheduled to occur on May 16, 2014.

Tax Benefit Indemnification Litigation

On March 19, 2014, the Company received notice that a lawsuit had been filed by NRG Solar LLC ("NRG") against SunPower Corporation, Systems, a wholly-owned subsidiary of the Company ("SunPower Systems"), in the Superior Court of Contra Costa County, California. The complaint asserts that, according to the indemnification provisions in the contract pertaining to SunPower Systems' sale of a large California solar project to NRG, SunPower Systems owes NRG \$75 million in connection with certain tax benefits associated with the project that were approved by the Treasury Department for an amount that was less than expected. The Company does not believe that the facts support NRG's claim under the operative indemnification provisions and intends to vigorously contest the claim. SunPower Systems' response to NRG's complaint is due on May 5, 2014. The Court has not yet set a trial date or case schedule.

Other Litigation

The Company is also a party to various other litigation matters and claims that arise from time to time in the ordinary course of its business. While the Company believes that the ultimate outcome of such matters will not have a material adverse effect on the Company, their outcomes are not determinable and negative outcomes may adversely affect the Company's financial position, liquidity or results of operations.

Note 8. EQUITY METHOD INVESTMENTS

As of March 30, 2014 and December 29, 2013, the Company's carrying value of its equity method investments totaled \$133.5 million and \$131.7 million, respectively, and is classified as "Other long-term assets" in its Consolidated Balance Sheets. The Company's share of its earnings (loss) from equity method investments is reflected as "Equity in earnings (loss) of unconsolidated investees" in its Consolidated Statement of Operations.

Equity Investment in Huaxia CPV (Inner Mongolia) Power Co., Ltd. ("CCPV")

In December 2012, the Company entered into an agreement with Tianjin Zhonghuan Semiconductor Co. Ltd., Inner Mongolia Power Group Co. Ltd. and Hohhot Jinqiao City Development Company Co., Ltd. to form CCPV, a jointly owned entity to manufacture and deploy the Company's C-7 Tracker concentrator technology in Inner Mongolia and other regions in China. CCPV is based in Hohhot, Inner Mongolia. The establishment of the entity was subject to approval of the Chinese government, which was received in the fourth quarter of fiscal 2013. In December 2013, the Company made a \$16.4 million equity investment in CCPV, for a 25% equity ownership.

The Company has concluded that it is not the primary beneficiary of CCPV since, although the Company is obligated to absorb losses and has the right to receive benefits, the Company alone does not have the power to direct the activities of CCPV that most significantly impact its economic performance. The Company accounts for its investment in CCPV using the equity method since the Company is able to exercise significant influence over CCPV due to its board position.

Equity Investment in Diamond Energy Pty Ltd. ("Diamond Energy")

In October 2012, the Company made a \$3.0 million equity investment in Diamond Energy, an alternative energy project developer and clean electricity retailer headquartered in Melbourne, Australia, in exchange for a 25% equity

ownership. The Company additionally provided Diamond Energy AUD 2.0 million (or \$1.9 million based on the exchange rate as of March 30, 2014) under a five-year convertible note agreement and will receive interest of 1% per annum on the amounts lent to Diamond Energy, to be paid upon conversion or maturity.

The Company has concluded that it is not the primary beneficiary of Diamond Energy since, although the Company is obligated to absorb losses and has the right to receive benefits, the Company alone does not have the power to direct the activities of Diamond that most significantly impact its economic performance. The Company accounts for its investment in Diamond using the equity method since the Company is able to exercise significant influence over Diamond due to its board position.

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Equity Investment and Joint Venture with AUOSP

In fiscal 2010, the Company, AUO and AU Optronics Corporation, the ultimate parent company of AUO ("AUO Taiwan"), formed the joint venture AUOSP. The Company and AUO each own 50% of the joint venture AUOSP. AUOSP owns a solar cell manufacturing facility in Malaysia and manufactures solar cells and sells them on a "cost-plus" basis to the Company and AUO.

In connection with the joint venture agreement, the Company and AUO also entered into licensing and joint development, supply, and other ancillary transaction agreements. Through the licensing agreement, the Company and AUO licensed to AUOSP, on a non-exclusive, royalty-free basis, certain background intellectual property related to solar cell manufacturing (in the case of the Company), and manufacturing processes (in the case of AUO). Under the seven-year supply agreement with AUOSP, renewable by the Company for one-year periods thereafter, the Company is committed to purchase 80% of AUOSP's total annual output allocated on a monthly basis to the Company. The Company and AUO have the right to reallocate supplies from time to time under a written agreement. In fiscal 2010, the Company and AUOSP entered into an agreement under which the Company will resell to AUOSP polysilicon purchased from a third-party supplier and AUOSP will provide prepayments to the Company related to such polysilicon, which prepayment will then be made by the Company to the third-party supplier.

The Company and AUO are not permitted to transfer any of AUOSP's shares held by them, except to each other. In the joint venture agreement, the Company and AUO agreed to each contribute additional amounts through 2014 amounting to \$241.0 million, or such lesser amount as the parties may mutually agree. In addition, if AUOSP, the Company or AUO requests additional equity financing to AUOSP, then the Company and AUO will each be required to make additional cash contributions of up to \$50.0 million in the aggregate.

The Company has concluded that it is not the primary beneficiary of AUOSP since, although the Company and AUO are both obligated to absorb losses or have the right to receive benefits, the Company alone does not have the power to direct the activities of AUOSP that most significantly impact its economic performance. In making this determination the Company considered the shared power arrangement, including equal board governance for significant decisions, elective appointment, and the fact that both parties contribute to the activities that most significantly impact the joint venture's economic performance. The Company accounts for its investment in AUOSP using the equity method as a result of the shared power arrangement. As of March 30, 2014, the Company's maximum exposure to loss as a result of its involvement with AUOSP is limited to the carrying value of its investment.

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Note 9. DEBT AND CREDIT SOURCES

The following table summarizes the Company's outstanding debt on its Consolidated Balance Sheets:

(In thousands)	March 30, 2014				December 29, 2013			
	Face Value	Short-term	Long-term	Total	Face Value	Short-term	Long-term	Total
Convertible debt:								
0.75% debentures due 2018	\$ 300,000	\$—	\$ 300,000	\$ 300,000	\$ 300,000	\$—	\$ 300,000	\$ 300,000
4.50% debentures due 2015	250,000	230,537	—	230,537	250,000	225,889	—	225,889
4.75% debentures due 2014	230,000	229,964	—	229,964	230,000	230,000	—	230,000
0.75% debentures due 2015	79	—	79	79	79	—	79	79
IFC mortgage loan	55,000	15,000	40,000	55,000	62,500	15,000	47,500	62,500
CEDA loan	30,000	—	30,000	30,000	30,000	—	30,000	30,000
Credit Agricole revolving credit facility	—	—	—	—	—	—	—	—
Other debt ¹	49,284	1,320	47,964	49,284	50,926	41,227	9,699	50,926
	\$ 914,363	\$ 476,821	\$ 418,043	\$ 894,864	\$ 923,505	\$ 512,116	\$ 387,278	\$ 899,394

¹ The balance of Other debt excludes payments related to capital leases which are disclosed in Note 7. "Commitments and Contingencies" to these consolidated financial statements.

As of March 30, 2014 the aggregate future contractual maturities of the Company's outstanding debt, at face value, was as follows:

(In thousands)	2014							Total
	(remaining nine months)	2015	2016	2017	2018	Thereafter		
Aggregate future maturities of outstanding debt	\$ 238,395	266,166	16,217	16,272	303,852	73,461	\$ 914,363	

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Convertible Debt

The following table summarizes the Company's outstanding convertible debt:

(In thousands)	March 30, 2014			December 29, 2013		
	Carrying Value	Face Value	Fair Value ¹	Carrying Value	Face Value	Fair Value ¹
Convertible debt:						
0.75% debentures due 2018	\$ 300,000	\$ 300,000	\$ 417,132	\$ 300,000	\$ 300,000	\$ 367,578
4.50% debentures due 2015	230,537	250,000	372,500	225,889	250,000	343,895
4.75% debentures due 2014	229,964	230,000	275,704	230,000	230,000	269,252
0.75% debentures due 2015	79	79	80	79	79	102
	\$ 760,580	\$ 780,079	\$ 1,065,416	\$ 755,968	\$ 780,079	\$ 980,827

¹ The fair value of the convertible debt was determined using Level 1 inputs based on quarterly market prices as reported by an independent pricing source.

The Company's outstanding convertible debentures are senior, unsecured obligations of the Company, ranking equally with all existing and future senior unsecured indebtedness of the Company.

0.75% Debentures Due 2018

In May 2013, the Company issued \$300.0 million in principal amount of its 0.75% debentures due 2018. Interest is payable semi-annually, beginning on December 1, 2013. Holders are able to exercise their right to convert the debentures at any time into shares of the Company's common stock at an initial conversion price approximately equal to \$24.95 per share, subject to adjustment in certain circumstances. The maximum number of shares of the Company's common stock that may be issued through the conversion is 15,633,957, subject to anti-dilution and certain other adjustments. If not earlier repurchased or converted, the 0.75% debentures due 2018 mature on June 1, 2018.

4.50% Debentures due 2015

In fiscal 2010, the Company issued \$250.0 million in principal amount of its 4.50% senior cash convertible debentures ("4.50% debentures due 2015"). Interest is payable semi-annually, beginning on September 15, 2010. If not earlier repurchased or converted, the 4.50% debentures due 2015 mature on March 15, 2015. The 4.50% debentures due 2015 are convertible, upon certain events and restrictions, only into cash, and not into shares of the Company's common stock (or any other securities) at an initial conversion price of \$22.53 per share. The conversion price is subject to adjustment in certain events, such as distributions of dividends or stock splits. Upon conversion, the Company will deliver an amount of cash calculated by reference to the price of its common stock over the applicable observation period.

The embedded cash conversion option is a derivative instrument (derivative liability) that is required to be separated from the 4.50% debentures due 2015. The fair value of the derivative liability is classified within "Other long-term liabilities" on the Company's Consolidated Balance Sheets. Changes in the fair value of the derivative liability are reported in the Company's Consolidated Statements of Operations until such transaction settles or expires.

During the three months ended March 30, 2014 and March 31, 2013 the Company recognized a non-cash loss of \$19.1 million and \$11.6 million, respectively, recorded in "Other, net" in the Company's Consolidated Statement of Operations related to the change in fair value of the embedded cash conversion option.

Call Spread Overlay with Respect to 4.50% Debentures

Concurrent with the issuance of the 4.50% debentures due 2015, the Company entered into privately negotiated convertible debenture hedge transactions (collectively, the "4.50% Bond Hedge") and warrant transactions (collectively, the "4.50% Warrants" and together with the 4.50% Bond Hedge, the "CSO2015"), with certain of the initial purchasers of the 4.50% debentures due 2015 or their affiliates. The CSO2015 transactions represent a call spread overlay with respect to the 4.50% debentures due 2015, whereby the cost of the 4.50% Bond Hedge purchased by the Company to cover the cash outlay upon conversion of the debentures is reduced by the sales prices of the 4.50% Warrants. Assuming full performance by the counterparties (and 4.50% Warrants strike prices in excess of the conversion price of the 4.50% debentures due 2015), the

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transactions effectively reduce the Company's potential payout over the principal amount on the 4.50% debentures due 2015 upon conversion of the 4.50% debentures due 2015.

Under the terms of the 4.50% Bond Hedge, the Company bought from affiliates of certain of the initial purchasers options to acquire, at an exercise price of \$22.53 per share, subject to customary adjustments for anti-dilution and other events, cash in an amount equal to the market value of up to 11.1 million shares of the Company's common stock. Under the terms of the 4.50% Warrants the Company sold to affiliates of certain of the initial purchasers of the 4.50% cash convertible debentures warrants to acquire, at an exercise price of \$24.00 per share, up to 11.1 million shares of the Company's common stock. Each 4.50% Bond Hedge and 4.50% Warrant transaction is a separate transaction, entered into by the Company with each counterparty, and is not part of the terms of the 4.50% debentures due 2015.

The 4.50% Bond Hedge, which is indexed to the Company's common stock, is a derivative instrument that requires mark-to-market accounting treatment due to the cash settlement features until such transactions settle or expire. The fair value of the 4.50% Bond Hedge is classified as "Other long-term assets" in the Company's Consolidated Balance Sheets.

During the three months ended March 30, 2014 and March 31, 2013, the Company recognized a non-cash gain of \$19.1 million and \$11.6 million, respectively, in "Other, net" in the Company's Consolidated Statement of Operations related to the change in fair value of the 4.50% Bond Hedge.

4.75% Debentures

In May 2009, the Company issued \$230.0 million in principal amount of its 4.75% senior convertible debentures ("4.75% debentures due 2014"). Interest on the 4.75% debentures due 2014 is payable semi-annually, beginning October 15, 2009. Holders of the 4.75% debentures due 2014 are able to exercise their right to convert the debentures at any time into shares of the Company's common stock at a conversion price equal to \$26.40 per share, subject to adjustment upon certain events.

Call Spread Overlay with Respect to the 4.75% Debentures

Concurrently with the issuance of the 4.75% debentures due 2014, the Company entered into certain convertible debenture hedge transactions (the "4.75% Bond Hedge") and warrant transactions (the "4.75% Warrants") with affiliates of certain of the underwriters of the 4.75% debentures (together, the "CSO2014"), whereby the cost of the 4.75% Bond Hedges purchased by the Company to cover the potential share outlays upon conversion of the debentures is reduced by the sales prices of the 4.75% Warrants. The CSO2014 are not subject to mark-to-market accounting treatment since they may only be settled by issuance of the Company's common stock.

The 4.75% Bond Hedge allows the Company to purchase up to 8.7 million shares of the Company's common stock, on a net share basis. Each 4.75% Bond Hedge and 4.75% Warrant is a separate transaction, entered into by the Company with each counterparty, and is not part of the terms of the 4.75% debentures due 2014. The exercise prices of the 4.75% Bond Hedge are \$26.40 per share of the Company's common stock, subject to customary adjustment for anti-dilution and other events. In February 2014, the parties agreed to unwind the 4.75% Bond Hedge in full for a total cash settlement of \$68.8 million, calculated by reference to the weighted price of the Company's common stock on the settlement day, received by the Company.

Under the 4.75% Warrants, the Company sold warrants to acquire up to 8.7 million shares of the Company's common stock at an exercise price of \$26.40 per share of the Company's common stock, subject to adjustment for certain

anti-dilution and other events. The 4.75% Warrants expire in 2014. In February 2014, the parties agreed to unwind the 4.75% Warrants in full for a total cash settlement of \$81.1 million, calculated by reference to the weighted price of the Company's common stock on the settlement date, paid by the Company.

Other Debt and Credit Sources

Mortgage Loan Agreement with IFC

In May 2010, the Company entered into a mortgage loan agreement with IFC. Under the loan agreement, the Company may borrow up to \$75.0 million during the first two years, and shall repay the amount borrowed, starting 2 years after the date of borrowing, in 10 equal semi-annual installments. The Company is required to pay interest of LIBOR plus 3% per annum on outstanding borrowings; a front-end fee of 1% on the principal amount of borrowings at the time of borrowing; and a commitment fee of 0.5% per annum on funds available for borrowing and not borrowed. The Company may prepay all or a part of the outstanding principal, subject to a 1% prepayment premium. The Company has pledged certain assets as collateral

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supporting its repayment obligations (see Note 3). As of both March 30, 2014 and December 29, 2013, the Company had restricted cash and cash equivalents of \$9.2 million related to the IFC debt service reserve which contains the amount, as determined by IFC, equal to the aggregate principal and interest due on the next succeeding interest payment date.

Loan Agreement with California Enterprise Development Authority ("CEDA")

In fiscal 2010, the Company borrowed the proceeds of the \$30.0 million aggregate principal amount of CEDA's tax-exempt Recovery Zone Facility Revenue Bonds (SunPower Corporation - Headquarters Project) Series 2010 (the "Bonds") maturing April 1, 2031 under a loan agreement with CEDA. The Bonds mature on April 1, 2031, bear interest at a fixed rate of 8.50% through maturity, and include customary covenants of, and other restrictions on the Company.

July 2013 Revolving Credit Facility with Credit Agricole

In July 2013, the Company entered into a revolving credit facility with Credit Agricole, as administrative agent, and certain financial institutions, under which the Company may borrow up to \$250.0 million until the earliest of: (i) July 3, 2016, or (ii) December 31, 2014, if the Company has not repaid, exchanged or repurchased its outstanding 4.50% debentures due 2015 by September 30, 2014 and is not in compliance with certain liquidity requirements as of such date (the earliest of the above events, the "Maturity Date"). Amounts borrowed may be repaid and reborrowed until the Maturity Date. The Company may request increases to the available capacity of the July 2013 revolving credit facility to an aggregate of \$300.0 million, subject to the satisfaction of certain conditions. The July 2013 revolving credit facility includes representations, covenants, and events of default customary for financing transactions of this type.

The July 2013 revolving credit facility was entered into in conjunction with the delivery by Total S.A. of a guarantee of the Company's obligations under the related facility. On January 31, 2014, as contemplated by the facility, (i) the Company's obligations under the facility became secured by a pledge of certain accounts receivable and inventory; (ii) certain of the Company's subsidiaries entered into guarantees of the facility; and (iii) Total S.A.'s guarantee of the Company's obligations under the facility expired. Until the expiration of the guarantee on January 31, 2014, the Company was required to pay Total S.A. an annual guarantee fee of 2.75% of the outstanding amount under the July 2013 revolving credit facility.

Before January 31, 2014, the Company was required to pay interest on outstanding borrowings and fees of (a) with respect to any LIBOR rate loan, 0.60% plus the LIBOR rate divided by a percentage equal to one minus the stated maximum rate of all reserves required to be maintained against "Eurocurrency liabilities" as specified in Regulation D; (b) with respect to any alternative base rate loan, 0.25% plus the greater of (1) the prime rate, (2) the Federal funds rate plus 0.50%, and (3) the one month LIBOR rate plus 1%; and (c) a commitment fee of 0.06% per annum on funds available for borrowing and not borrowed.

After January 31, 2014, the Company is required to pay interest on outstanding borrowings and fees of (a) with respect to any LIBOR rate loan, an amount ranging from 1.50% to 2.00% (depending on the Company's leverage ratio from time to time) plus the LIBOR rate divided by a percentage equal to one minus the stated maximum rate of all reserves required to be maintained against "Eurocurrency liabilities" as specified in Regulation D; (b) with respect to any alternate base rate loan, an amount ranging from 0.50% to 1.00% (depending on the Company's leverage ratio from time to time) plus the greater of (1) the prime rate, (2) the Federal Funds rate plus 0.50%, and (3) the one-month LIBOR rate plus 1%; and (c) a commitment fee ranging from 0.25% to 0.35% (depending on the Company's leverage ratio from time to time) per annum on funds available for borrowing and not borrowed.

As of March 30, 2014 and December 29, 2013, the Company had no outstanding borrowing under the July 2013 revolving credit facility.

Liquidity Support Agreement with Total S.A.

In February 2012, the Company entered into a Liquidity Support Agreement with Total S.A. and the DOE, and a series of related agreements with Total S.A. and Total, under which Total S.A. has agreed to provide the Company, or cause to be provided, additional liquidity under certain circumstances. The Liquidity Support Agreement was terminated in the first quarter of fiscal 2014. There were no outstanding guarantees or debt under the agreement upon termination (see Note 2).

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Project Financing

In order to facilitate the construction and sale of certain solar projects, the Company obtains non-recourse project loans from third-party financial institutions and are contemplated as part of the structure of the sales transaction. The customer, which is not a related party to either the financial institution or the Company, in certain circumstances is permitted to assume the loans at the time that the project entity is sold to the customer. During fiscal 2013, the Company entered into a project loan with a consortium of lenders to facilitate the development of a 10 MW utility and power plant projects under construction in Israel. During the first quarter of fiscal 2014, the Company sold the Israeli project. The related loan, amounting to ILS 141.8 million (approximately \$40.7 million based on the exchange rate at the time of sale), and accrued and unpaid interest was assumed by the customer. In instances where the debt is issued as a form of pre-established customer financing, subsequent debt assumption is reflected as a financing outflow and operating inflow for purposes of the statement of cash flows to reflect the substance of the assumption as a facilitation of customer financing from a third-party.

Other Debt

During the first quarter of fiscal 2014, the Company entered into a long-term non-recourse loan to finance solar power systems and leases under its residential lease program. During the quarter, the Company drew down \$39.1 million of proceeds, net of issuance costs, under the loan agreement.

During fiscal 2013, the Company entered into a long-term non-recourse loan agreement with a third-party financial institution to finance a 5.4 MW utility and power plant operating in Arizona. The outstanding balance of the loan as of March 30, 2014 was \$9.0 million.

Other debt is further comprised of non-recourse project loans in EMEA which are scheduled to mature through 2028.

August 2011 Letter of Credit Facility with Deutsche Bank

In August 2011, the Company entered into a letter of credit facility agreement with Deutsche Bank, as administrative agent, and certain financial institutions. Payment of obligations under the letter of credit facility is guaranteed by Total S.A. pursuant to the Credit Support Agreement (see Note 2). The letter of credit facility provides for the issuance, upon request by the Company, of letters of credit by the issuing banks thereunder in order to support certain obligations of the Company, in an aggregate amount not to exceed (i) \$771.0 million for the period from January 1, 2013 through December 31, 2013, and (ii) \$878.0 million for the period from January 1, 2014 through December 31, 2014. Aggregate letter of credit amounts may be increased upon the agreement of the parties but, otherwise, may not exceed (i) \$936.0 million for the period from January 1, 2015 through December 31, 2015, and (ii) \$1.0 billion for the period from January 1, 2016 through June 28, 2016.

As of March 30, 2014 and December 29, 2013, letters of credit issued under the August 2011 letter of credit facility with Deutsche Bank totaled \$755.9 million and \$736.0 million, respectively.

September 2011 Letter of Credit Facility with Deutsche Bank Trust

In September 2011, the Company entered into a letter of credit facility with Deutsche Bank Trust which provides for the issuance, upon request by the Company, of letters of credit to support obligations of the Company in an aggregate amount not to exceed \$200.0 million. Each letter of credit issued under the facility is fully cash-collateralized and the Company has entered into a security agreement with Deutsche Bank Trust, granting them a security interest in a cash collateral account established for this purpose.

As of March 30, 2014 and December 29, 2013, letters of credit issued under the Deutsche Bank Trust facility amounted to \$2.3 million and \$2.4 million, respectively, which were fully collateralized with restricted cash on the Consolidated Balance Sheets.

Note 10. FOREIGN CURRENCY DERIVATIVES

The Company has non-U.S. subsidiaries that operate and sell the Company's products in various global markets, primarily in Europe. As a result, the Company is exposed to risks associated with changes in foreign currency exchange rates. It is the Company's policy to use various techniques, including entering into foreign currency derivative instruments, to manage the exposures associated with forecasted revenues, purchases of foreign sourced equipment and non-U.S. dollar denominated

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monetary assets and liabilities. The Company does not enter into foreign currency derivative financial instruments for speculative or trading purposes.

The Company is required to recognize derivative instruments as either assets or liabilities at fair value in its Balance Sheets. The Company utilizes the income approach and mid-market pricing to calculate the fair value of its option and forward contracts based on market volatilities, spot and forward rates, interest rates, and credit default swaps rates from published sources. It is the Company's policy to present all derivative fair value amounts gross on its Consolidated Balance Sheets regardless of legal right of offset. The following tables present information about the Company's hedge instruments measured at fair value on a recurring basis as of March 30, 2014 and December 29, 2013, all of which utilize Level 2 inputs under the fair value hierarchy:

(In thousands)	Balance Sheet Classification	March 30, 2014	December 29, 2013
Assets			
Derivatives designated as hedging instruments:			
Foreign currency option contracts	Prepaid expenses and other current assets	\$435	\$615
Foreign currency forward exchange contracts	Prepaid expenses and other current assets	—	35
Foreign currency option contracts	Other long-term assets	237	588
		\$672	\$1,238
Derivatives not designated as hedging instruments:			
Foreign currency option contracts	Prepaid expenses and other current assets	\$127	\$381
Foreign currency forward exchange contracts	Prepaid expenses and other current assets	1,115	3,611
		\$1,242	\$3,992
Liabilities			
Derivatives designated as hedging instruments:			
Foreign currency option contracts	Accrued liabilities	\$746	\$1,595
Foreign currency forward exchange contracts	Accrued liabilities	93	—
Foreign currency option contracts	Other long-term liabilities	191	555
		\$1,030	\$2,150
Derivatives not designated as hedging instruments:			
Foreign currency option contracts	Accrued liabilities	\$127	\$386
Foreign currency forward exchange contracts	Accrued liabilities	734	4,189
		\$861	\$4,575

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March 30, 2014				Gross Amounts Not Offset in the Consolidated Balance Sheets, but Have Rights to Offset		
(In thousands)	Gross Amounts Recognized	Gross Amounts Offset	Net Amounts Presented	Financial Instruments	Cash Collateral	Net Amounts
Derivative assets	\$1,914	\$—	\$1,914	\$1,523	\$—	\$391
Derivative liabilities	\$1,891	\$—	\$1,891	\$1,523	\$—	\$368

December 29, 2013				Gross Amounts Not Offset in the Consolidated Balance Sheets, but Have Rights to Offset		
(In thousands)	Gross Amounts Recognized	Gross Amounts Offset	Net Amounts Presented	Financial Instruments	Cash Collateral	Net Amounts
Derivative assets	\$5,230	\$—	\$5,230	\$4,512	\$—	\$718
Derivative liabilities	\$6,725	\$—	\$6,725	\$4,512	\$—	\$2,213

Valuations are based on quoted prices in markets that are not active or for which all significant inputs are observable, directly or indirectly. The selection of a particular technique to value an over-the-counter ("OTC") foreign currency derivative depends upon the contractual term of, and specific risks inherent with, the instrument as well as the availability of pricing information in the market. The Company generally uses similar techniques to value similar instruments. Valuation techniques utilize a variety of inputs, including contractual terms, market prices, yield curves, credit curves and measures of volatility. For OTC foreign currency derivatives that trade in liquid markets, such as generic forward and option contracts, inputs can generally be verified and selections do not involve significant management judgment.

The following table summarizes the pre-tax amount of unrealized gain or loss recognized in "Accumulated other comprehensive income" ("OCI") in "Stockholders' equity" in the Consolidated Balance Sheets:

(In thousands)	Three Months Ended	
	March 30, 2014	March 31, 2013
Derivatives designated as cash flow hedges:		
Gain (loss) in OCI at the beginning of the period	\$(805)	\$(243)
Unrealized gain (loss) recognized in OCI (effective portion)	(3)	2,448
Less: Loss reclassified from OCI to revenue (effective portion)	388	387
Net gain on derivatives	\$385	\$2,835
Gain (loss) in OCI at the end of the period	\$(420)	\$2,592

The following table summarizes the amount of gain or loss recognized in "Other, net" in the Consolidated Statements of Operations in the three months ended March 30, 2014 and March 31, 2013:

(In thousands)	Three Months Ended	
	March 30, 2014	March 31, 2013
Derivatives designated as cash flow hedges:		
	\$480	\$(789)

Gain (loss) recognized in "Other, net" on derivatives (ineffective portion and amount excluded from effectiveness testing)		
Derivatives not designated as hedging instruments:		
Gain recognized in "Other, net"	\$1,430	\$166

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Foreign Currency Exchange Risk

Designated Derivatives Hedging Cash Flow Exposure

The Company's cash flow exposure primarily relates to anticipated third party foreign currency revenues and expenses. To protect financial performance, the Company enters into foreign currency forward and option contracts designated as cash flow hedges to hedge certain forecasted revenue transactions denominated in currencies other than their functional currencies.

As of March 30, 2014, the Company had designated outstanding cash flow hedge option contracts and forward contracts with an aggregate notional value of \$92.9 million and \$27.4 million, respectively. As of December 29, 2013, the Company had designated outstanding cash flow hedge option contracts and forward contracts with an aggregate notional value of \$105.9 million and \$42.8 million, respectively. The Company designates either gross external or intercompany revenue up to its net economic exposure. These derivatives have a maturity of 15 months or less and consist of foreign currency option and forward contracts. The effective portion of these cash flow hedges are reclassified into revenue when third-party revenue is recognized in the Consolidated Statements of Operations.

The Company expects to reclassify substantially all of its net gains or losses related to these option and forward contracts that are included in accumulated other comprehensive loss as of March 30, 2014 to revenue in the next 12 months. The Company uses the spot to spot method to measure the effectiveness of its cash flow hedges. Under this method for each reporting period, the change in fair value of the forward contracts attributable to the changes in spot exchange rates (the effective portion) is reported in accumulated other comprehensive income (loss) on its consolidated balance sheet and the remaining change in fair value of the forward contract (the excluded and the ineffective portions, if any) is recognized in other income (expense), net, in its Consolidated Statement of Operations. The premium paid or time value of an option on the date of purchase is recorded as an asset in the Consolidated Balance Sheets. Thereafter, any change in value related to time value is included in "Other, net" in the Consolidated Statements of Operations.

Under cash flow hedge accounting rules for foreign currency derivatives, the Company reflects the effective gains and losses on its hedged transactions in accumulated other comprehensive income (loss) and will subsequently reclassify amounts into earnings when the hedged transactions occur. If the Company determines that the anticipated hedged transactions are probable not to occur, the corresponding amounts in OCI would be reclassified into its Consolidated Statement of Operations. During the three months ended March 30, 2014, the Company determined that all its anticipated hedged transactions were probable to occur.

Non-Designated Derivatives Hedging Transaction Exposure

Derivatives not designated as hedging instruments consist of forward and option contracts used to hedge re-measurement of foreign currency denominated monetary assets and liabilities primarily for intercompany transactions, receivables from customers, and payables to third parties. Changes in exchange rates between the Company's subsidiaries' functional currencies and the currencies in which these assets and liabilities are denominated can create fluctuations in the Company's reported consolidated financial position, results of operations and cash flows. The Company enters into forward contracts, which are originally designated as cash flow hedges, and de-designates them upon recognition of the anticipated transaction to protect resulting non-functional currency monetary assets. These forward contracts as well as additional forward contracts are entered into to hedge foreign currency denominated monetary assets and liabilities against the short-term effects of currency exchange rate fluctuations. The Company records its derivative contracts that are not designated as hedging instruments at fair value with the related gains or losses recorded in "Other, net" in the Consolidated Statements of Operations. The gains or losses on these

contracts are substantially offset by transaction gains or losses on the underlying balances being hedged. As of March 30, 2014, the Company held option contracts and forward contracts with an aggregate notional value of \$13.0 million and \$6.0 million, respectively, to hedge balance sheet exposure. The maturity dates of these contracts range from April 2014 to September 2014. The company held option contracts and forward contracts with an aggregate notional value of \$9.4 million and \$32.1 million, respectively, as of December 29, 2013, to hedge balance sheet exposure.

Credit Risk

The Company's option and forward contracts do not contain any credit-risk-related contingent features. The Company is exposed to credit losses in the event of nonperformance by the counterparties of its option and forward contracts. The Company enters into derivative contracts with high-quality financial institutions and limits the amount of credit exposure to any single counterparty. In addition, the derivative contracts are limited to a time period of 15 months or less and the Company continuously evaluates the credit standing of its counterparties.

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Note 11. INCOME TAXES

In the three months ended March 30, 2014, the Company's income tax provision of \$13.6 million on an income before income taxes and equity in earnings of unconsolidated investees of \$54.9 million was primarily due to projected tax expense in profitable jurisdictions, as well as minimum taxes. In the three months ended March 31, 2013, the Company's income tax provision was \$3.0 million on a loss before income taxes and equity in losses of unconsolidated investees of \$58.6 million was primarily due to projected tax expense in profitable foreign jurisdictions, as well as minimum taxes.

Note 12. NET INCOME (LOSS) PER SHARE

The Company calculates net income (loss) per share by dividing earnings allocated to common stockholders by the weighted average number of common shares outstanding for the period.

Diluted weighted average shares is computed using basic weighted average shares plus any potentially dilutive securities outstanding during the period using the treasury-stock-type method and the if-converted method, except when their effect is anti-dilutive. Potentially dilutive securities include stock options, restricted stock units, the Upfront Warrants held by Total, warrants associated with the CSO2015 and CSO2014, and senior convertible debentures.

The following table presents the calculation of basic and diluted net income (loss) per share:

(In thousands, except per share amounts)	Three Months Ended	
	March 30, 2014	March 31, 2013
Basic net income (loss) per share:		
Numerator		
Net income (loss) attributable to stockholders	\$65,044	\$(54,696)
Denominator		
Basic weighted-average common shares	122,196	119,553
Basic net income (loss) per share	\$0.53	\$(0.46)
Diluted net income (loss) per share:		
Numerator		
Net income (loss) attributable to stockholders	\$65,044	\$(54,696)
Add: Interest expense incurred on the 0.75% debentures due 2018, net of tax	450	—
Add: Interest expense incurred on the 4.75% debentures due 2014, net of tax	2,185	—
Net income (loss) available to common stockholders	\$67,679	\$(54,696)
Denominator		
Basic weighted-average common shares	122,196	119,553
Effect of dilutive securities:		
Stock options	108	—
Restricted stock units	6,202	—
Upfront Warrants (held by Total)	7,227	—
Warrants (under the CSO2015)	2,915	—
Warrants (under the CSO2014)	1,048	—
0.75% debentures due 2018	12,026	—
4.75% debentures due 2014	8,712	—
Dilutive weighted-average common shares	160,434	119,553

Dilutive net income (loss) per share	\$0.42	\$(0.46)
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The Upfront Warrants allow Total to acquire up to 9,531,677 shares of the Company's common stock at an exercise price of \$7.8685. Holders of the Warrants under the CSO2015 and CSO2014, may acquire up to 11.1 million and 8.7 million shares, respectively, of the Company's common stock at an exercise price of \$24.00 and \$26.40, respectively. If the market price per share of the Company's common stock for the period exceeds the established strike price of the respective warrants, they will have a dilutive effect on its diluted net income per share using the treasury-stock-type method. In February 2014, the CSO2014 was settled and the related Warrants were subsequently no longer outstanding (see Note 9).

Holders of the Company's 0.75% debentures due 2018 and the 4.75% debentures due 2014 may convert the debentures into shares of the Company's common stock, at the applicable conversion rate, at any time on or prior to maturity. These debentures are included in the calculation of diluted net income per share if their inclusion is dilutive under the if-converted method.

Holders of the Company's 4.50% debentures due 2015 may, under certain circumstances at their option, convert the debentures into cash, and not into shares of the Company's common stock (or any other securities). Therefore, the 4.50% debentures due 2015 are excluded from the net income per share calculation.

The following is a summary of outstanding anti-dilutive potential common stock which was excluded from income (loss) per diluted share in the following periods:

(In thousands)	Three Months Ended	
	March 30, 2014	March 31, 2013 ¹
Stock options	159	313
Restricted stock units	464	5,687
Upfront Warrants (held by Total)	—	9,532
Warrants (under the CSO2015)	—	*
Warrants (under the CSO2014)	—	*
0.75% debentures due 2018	—	n/a
4.75% debentures due 2014	—	8,712

As a result of the net loss per share for the three months ended March 31, 2013, the inclusion of all potentially dilutive stock options, restricted stock units, and common shares under noted warrants and convertible debt would be anti-dilutive. Therefore, those stock options, restricted stock units and shares were excluded from the computation of the weighted-average shares for diluted net loss per share for such period.

* The Company's average stock price during the period did not exceed the exercise price of the related warrants during the period.

Note 13. STOCK-BASED COMPENSATION

The following table summarizes the consolidated stock-based compensation expense by line item in the Consolidated Statements of Operations:

(In thousands)	Three Months Ended	
	March 30, 2014	March 31, 2013
Cost of Americas revenue	\$2,071	\$778
Cost of EMEA revenue	655	441
Cost of APAC revenue	830	491

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Research and development	1,797	1,122
Sales, general and administrative	9,514	5,684
Total stock-based compensation expense	\$14,867	\$8,516

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The following table summarizes the consolidated stock-based compensation expense by type of awards:

(In thousands)	Three Months Ended	
	March 30, 2014	March 31, 2013
Restricted stock units	\$14,876	\$8,811
Change in stock-based compensation capitalized in inventory	(9) (295
Total stock-based compensation expense	\$14,867	\$8,516

Note 14. SEGMENT INFORMATION

The Company's President and Chief Executive Officer, as the CODM, has organized the Company, manages resource allocations and measures performance of the Company's activities among three regional segments: (i) the Americas Segment, (ii) the EMEA Segment, and (iii) the APAC Segment. The Americas Segment includes both North and South America. The EMEA Segment includes European countries, as well as the Middle East and Africa. The APAC segment includes all Asia-Pacific countries.

The CODM assesses the performance of the three regional segments using information about their revenue and gross margin after certain adjustments to reflect the substance of the revenue transactions for certain utility and power plant projects, and adding back certain non-cash expenses such as stock-based compensation expense and interest expense, as well as other items including gain on contract termination, loss on change in European government incentives, accelerated depreciation associated with the Company's manufacturing step reduction program, and amortization of other intangible assets. The CODM does not review asset information by segment.

The following tables present information by segment, including revenue, cost of revenue, gross margin, and depreciation.

(In thousands):	Three Months Ended	
	March 30, 2014	March 31, 2013
Revenue		
Americas	\$471,023	\$484,122
EMEA	126,258	68,652
APAC	95,141	82,659
Total Revenue	692,422	635,433
Cost of revenue		
Americas	350,313	416,081
EMEA	99,441	91,494
APAC	79,679	68,545
Total cost of revenue	529,433	576,120
Gross margin	\$162,989	\$59,313

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Revenue by Significant Category (in thousands):	Three Months Ended	
	March 30, 2014	March 31, 2013
Solar power products ¹	\$238,578	\$185,880
Solar power systems ²	403,755	404,915
Residential leases ³	38,732	35,250
Other revenue ⁴	11,357	9,388
	\$692,422	\$635,433

¹ Solar power products represents direct sales of panels, balance of system components, and inverters to dealers, systems integrators, and residential, commercial, and utility customers in all regions.

² Solar power systems represents revenue recognized in connection with our construction and development contracts.

³ Residential leases represents revenue recognized on solar power systems leased to customers under our solar lease program.

⁴ Other revenue includes revenue related to our solar power services and solutions, such as post-installation systems monitoring and maintenance and commercial power purchase agreements.

Depreciation by region (in thousands):	Three Months Ended	
	March 30, 2014	March 31, 2013
Americas	\$15,074	\$9,815
EMEA	\$4,479	\$5,833
APAC	\$5,818	\$7,972

(As a percentage of total revenue):	Business Segment	Three Months Ended	
		March 30, 2014	March 31, 2013
Significant Customers:			
MidAmerican Energy Holdings Company	Americas	42	% 13
NRG Solar, Inc.	Americas	*	44

* denotes less than 10% during the period

Revenue by region (in thousands):	Three Months Ended			March 31, 2013		
	AMERICAS	EMEA	APAC	AMERICAS	EMEA	APAC
As reviewed by CODM	\$462,314	\$126,258	\$95,141	\$423,321	\$68,652	\$82,659
Utility and power plant projects	8,709	—	—	60,801	—	—
GAAP	\$471,023	\$126,258	\$95,141	\$484,122	\$68,652	\$82,659

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	Three Months Ended March 30, 2014			March 31, 2013		
	AMERICAS	EMEA	APAC	AMERICAS	EMEA	APAC
Cost of revenue by region (in thousands):						
As reviewed by CODM	\$355,720	\$98,662	\$78,694	\$285,785	\$90,738	\$67,617
Utility and power plant projects	(7,899) —	—	128,939	—	—
Stock-based compensation expense	2,071	655	830	778	441	491
Non-cash interest expense	421	124	155	220	129	179
Other	—	—	—	359	186	258
GAAP	\$350,313	\$99,441	\$79,679	\$416,081	\$91,494	\$68,545

	Three Months Ended March 30, 2014			March 31, 2013			
	AMERICAS	EMEA	APAC	AMERICAS	EMEA	APAC	
Gross margin by region (in thousands):							
As reviewed by CODM	23	% 22	% 17	% 32	% (32)% 18	%
GAAP	26	% 21	% 16	% 14	% (33)% 17	%

Note 15. SUBSEQUENT EVENTS

Prior to maturity on April 15, 2014, certain holders exercised their rights to convert their 4.75% debentures into shares of the Company's common stock. On April 15, 2014, the remaining 4.75% debentures matured in accordance to their terms and subsequently no 4.75% debentures remained outstanding. The Company issued approximately 7.1 million shares of its common stock to holders which exercised conversion rights. Upon maturity of the remaining 4.75% debentures, the Company paid holders an aggregate of \$41.7 million in cash in connection with the settlement of the remaining 4.75% debentures.

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ITEM 2: MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Cautionary Statement Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are statements that do not represent historical facts and the assumptions underlying such statements. We use words such as "anticipate," "believe," "continue," "could," "estimate," "expect," "intend," "may," "plan," "predict," "potential," "will," "would," "should," and similar expressions to identify forward-looking statements. Forward-looking statements in this Quarterly Report on Form 10-Q include, but are not limited to, our plans and expectations regarding future financial results, expected operating results, business strategies, projected costs and cost reduction, products, our ability to monetize utility projects, competitive positions, management's plans and objectives for future operations, the sufficiency of our cash and our liquidity, our ability to obtain financing, our ability to comply with debt covenants or cure any defaults, trends in average selling prices, the success of our joint ventures and acquisitions, expected capital expenditures, warranty matters, outcomes of litigation, our exposure to foreign exchange, interest and credit risk, general business and economic conditions in our markets, industry trends, the impact of changes in government incentives, expected restructuring charges, and the likelihood of any impairment of project assets and long-lived assets. These forward-looking statements are based on information available to us as of the date of this Quarterly Report on Form 10-Q and current expectations, forecasts and assumptions and involve a number of risks and uncertainties that could cause actual results to differ materially from those anticipated by these forward-looking statements. Such risks and uncertainties include a variety of factors, some of which are beyond our control. Please see "Part II. Item 1A: Risk Factors" herein and our other filings with the Securities and Exchange Commission ("SEC"), including our Annual Report on Form 10-K for the year ended December 29, 2013, for additional information on risks and uncertainties that could cause actual results to differ. These forward-looking statements should not be relied upon as representing our views as of any subsequent date, and we are under no obligation to, and expressly disclaim any responsibility to, update or alter our forward-looking statements, whether as a result of new information, future events or otherwise.

The following information should be read in conjunction with the Consolidated Financial Statements and the accompanying Notes to Consolidated Financial Statements included in this Quarterly Report on Form 10-Q. Our fiscal year ends on the Sunday closest to the end of the applicable calendar year. All references to fiscal periods apply to our fiscal quarter or year, which end on the Sunday closest to the calendar month end.

Overview

SunPower is a leading global energy services company dedicated to changing the way the world is powered. We believe SunPower's breakthrough technology is unmatched in long-term reliability, efficiency and guaranteed performance. Through design, manufacturing, installation and ongoing maintenance and monitoring, SunPower provides its proprietary, high-performance solar technology to residential, commercial and utility customers worldwide. With demonstrated conversion efficiencies exceeding 24%, we believe our Maxeon solar cells perform better, are tested more extensively and improved continuously to deliver maximum return on investment when compared with our competitors. We believe that there are several factors that set us apart when compared with various competitors:

A go-to-market platform that is broad and deep, reflecting our long-standing experience in rooftop and ground mount channels, including turn-key systems:

-

Cutting-edge systems designed to meet customer needs and reduce cost, including non-penetrating, fast roof installation technologies;

Expanded reach enhanced by Total S.A.'s long-standing presence in many countries where significant solar installation goals are being established; and

End-to-end solutions management capabilities, including operations and maintenance of some of the world's largest solar power systems.

A technological advantage, which includes being the leading solar company manufacturing back-contact, back-junction cells enabling our panels to produce more electricity, last longer and resist degradation more effectively:

Superior performance, including the ability to generate up to 50% more power per unit area than conventional solar cells;

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• Superior aesthetics, with our uniformly black surface design that eliminates highly visible reflective grid lines and metal interconnection ribbons;

• Superior reliability, as confirmed by multiple independent reports and internal reliability data;

• Superior energy production per rated watt of power, as confirmed by multiple independent reports;

• The ability to transport more KW per pound using less packaging, resulting in lower distribution costs and environmental waste; and

• More efficient use of silicon, a key raw material used in the manufacture of solar cells;

– Costs that are decreasing faster and more steadily in comparison to many other solar companies as a result of an aggressive, but we believe achievable, cost reduction plan as well as value that benefits all customers:

- We offer a significantly lower area-related cost structure for our customers because our solar panels require a substantially smaller roof or land area than conventional solar technology and half or less of the roof or land area of many commercial solar thin film technologies;

• Our leasing program offers customers high efficiency solar products for no money down at competitive energy rates; and

• Our solar power systems are designed to generate electricity over a system life typically exceeding 25 years.

Segments Overview

We manage resource allocations and measure performance among three regional segments: (i) the Americas Segment, (ii) the EMEA Segment, and (iii) the APAC Segment. The Americas Segment includes both North and South America. The EMEA Segment includes European countries, as well as the Middle East and Africa. The APAC Segment includes all Asia-Pacific countries.

Unit of Power

When referring to our solar power systems, our facilities' manufacturing capacity, and total sales, the unit of electricity in watts for kilowatts ("KW"), megawatts ("MW"), and gigawatts ("GW") is direct current ("dc").

Levelized Cost of Energy ("LCOE")

LCOE is a measure used to evaluate the life-cycle energy cost and life-cycle energy production of an energy producing system. It allows alternative technologies to be compared when different scales of operation, investment, or operating time periods exist. The LCOE equation captures capital costs and ongoing system-related costs, along with the amount of electricity produced, and converts them into a common metric. Key drivers for LCOE reduction for photovoltaic products include panel efficiency, capacity factors, reliable system performance, and the life of the system.

Customer Cost of Electricity ("CCOE")

Our customers are focused on reducing their overall cost of energy by intelligently integrating solar and other distributed generation, energy efficiency, energy management, and energy storage systems with their existing utility-provided energy. CCOE is a measure used to evaluate a customer's overall cost of energy, taking into account the cost impact of each individual generation source (including the utility), energy storage systems, and energy management systems. The CCOE metric allows a customer to compare different portfolios of generation sources, energy storage, and energy management, and to tailor towards optimization. The CCOE equation includes capital costs and ongoing operating costs, along with the amount of electricity produced, stored, saved, or re-sold, and converts all of these variables into a common metric.

Seasonal Trends

Our business is subject to industry-specific seasonal fluctuations including changes in weather patterns and economic incentives, among others. Sales have historically reflected these seasonal trends with the largest percentage of total revenues

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realized during the last two calendar quarters of a fiscal year. The construction of solar power systems or installation of solar power products and related revenue may decline during cold winter months. In the United States, many customers make purchasing decisions towards the end of the year in order to take advantage of tax credits or for other budgetary reasons.

Fiscal Years

We have a 52-to-53-week fiscal year that ends on the Sunday closest to December 31. Accordingly, every fifth or sixth year will be a 53-week fiscal year. Both fiscal years 2014 and 2013 are 52-week fiscal years. The first quarter of fiscal 2014 ended on March 30, 2014, while the first quarter of fiscal 2013 ended on March 31, 2013. Both the first quarter of fiscal 2014 and 2013 were 13-week quarters. Fiscal 2014 will end on December 28, 2014.

Outlook

While remaining focused on our U.S. market, we plan to continue to expand our business in growing and sustainable markets, including South America, the Middle East, Africa and China. In fiscal 2013, we closed a joint venture agreement with partners in China to manufacture our C-7 Tracker systems for the Chinese market. We plan to expand our solar cell manufacturing capacity through the construction of a facility in the Philippines with a planned annual capacity of 350 MW once fully operational in fiscal 2015.

SunPower continues to improve our unique, differentiated solar cell and panel technology. In fiscal 2013 we commercially launched our SunPower X-Series Solar Panels, a new residential product line with demonstrated average panel efficiencies exceeding 21.5%. We are focused on reducing the cost of our solar panels and systems and are working with our suppliers and partners along all steps of the value chain to reduce costs by improving manufacturing technologies and expanding economies of scale. We continue to emphasize improvement of our solar cell efficiency and LCOE performance through enhancement of our existing products, development of new products and reduction of manufacturing cost and complexity in conjunction with our overall cost-control strategies. By 2015, we expect to reach production panel efficiencies of 23% using a simplified, lower cost manufacturing process. We further see significant and increasing opportunity in technologies and capabilities adjacent to our core product offerings, including the integration of energy storage and energy management functionality into our systems.

Projects Sold / Under Contract

The table below presents significant construction and development projects sold or under contract as of March 30, 2014:

Project	Location	Size (MW)	Third Party Owner / Purchaser	Power Purchase Agreement(s)	Expected Completion of Revenue Recognition
Solar Star Projects	California	748	MidAmerican Energy Holdings Company Total S.A., Etrion Corporation,	Southern California Edison	2015
Project Salvador ¹	Chile	70	Solventus Energias Renovables	N/A ²	2015

- ¹ We have entered into an EPC agreement and a long-term fixed price operations and maintenance ("O&M") agreement with the owners of Project Salvador.
- ² Electricity produced will be sold on the spot market.

As of March 30, 2014, an aggregate of approximately \$1.6 billion of remaining revenue is expected to be recognized on projects reflected in the table above through the expected completion dates noted. Projects will be removed from the table above in the period in which substantially all of the revenue for such project has been recognized.