LUMINEX CORP
Form 10-Q
August 06, 2010

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**UNITED STATES**
**SECURITIES AND EXCHANGE COMMISSION**
**WASHINGTON, D.C. 20549**
**FORM 10-Q**

þ **Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**for the quarterly period ended June 30, 2010**
**or**

o **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: 000-30109**
**LUMINEX CORPORATION**
(Exact name of registrant as specified in its charter)

| | |
|---|---|
| **DELAWARE** | **74-2747608** |
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |
| **12212 TECHNOLOGY BLVD., AUSTIN, TEXAS** | **78727** |
| (Address of principal executive offices) | (Zip Code) |

**(512) 219-8020**
(Registrant s telephone number, including area code)

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

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 þ No o

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

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

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

There were 42,295,682 shares of the Company s Common Stock, par value $0.001 per share, outstanding on August 2, 2010.

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## PART I. FINANCIAL INFORMATION
## ITEM 1. FINANCIAL STATEMENTS
### LUMINEX CORPORATION
### CONDENSED CONSOLIDATED BALANCE SHEETS
### (in thousands)

| | June 30, 2010 (unaudited) | December 31, 2009 |
|---|---|---|
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | $ 83,986 | $ 90,843 |
| Restricted cash | 1,000 | |
| Short-term investments | 16,527 | 8,511 |
| Accounts receivable, net | 17,678 | 22,108 |
| Inventories, net | 21,001 | 17,524 |
| Deferred income taxes | 3,935 | 1,040 |
| Prepaids and other | 3,170 | 2,130 |
| Total current assets | 147,297 | 142,156 |
| Property and equipment, net | 19,521 | 17,255 |
| Intangible assets, net | 13,762 | 12,938 |
| Deferred income taxes | 10,610 | 14,732 |
| Long-term investments | 17,605 | 20,228 |
| Goodwill | 41,718 | 39,617 |
| Other | 3,902 | 1,087 |
| Total assets | $ 254,415 | $ 248,013 |
| LIABILITIES AND STOCKHOLDERS EQUITY | | |
| Current liabilities: | | |
| Accounts payable | $ 5,681 | $ 8,430 |
| Accrued liabilities | 5,361 | 7,493 |
| Deferred revenue | 3,889 | 2,967 |
| Current portion of long term debt | 382 | 868 |
| Other | 114 | |
| Total current liabilities | 15,427 | 19,758 |
| Long-term debt | 3,437 | 3,591 |
| Deferred revenue | 4,461 | 4,614 |
| Other | 3,335 | 1,312 |

| | | |
|---|---|---|
| Total liabilities | 26,660 | 29,275 |
| Stockholders equity: | | |
| Common stock, $.001 par value, 200,000,000 shares authorized; issued and outstanding: 41,093,571 shares at June 30, 2010; 40,736,340 shares at December 31, 2009 | 41 | 41 |
| Preferred stock, $.001 par value, 5,000,000 shares authorized; no shares issued and outstanding | | |
| Additional paid-in capital | 291,779 | 285,648 |
| Accumulated other comprehensive gain | 155 | 28 |
| Accumulated deficit | (64,220) | (66,979) |
| Total stockholders equity | 227,755 | 218,738 |
| Total liabilities and stockholders equity | $ 254,415 | $ 248,013 |

See the accompanying notes which are an integral part of these
Condensed Consolidated Financial Statements.

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**LUMINEX CORPORATION**
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**
**(in thousands, except per share amounts)**

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2010 | 2009 | 2010 | 2009 |
| | (unaudited) | | (unaudited) | |
| Revenue | $ 33,242 | $ 27,801 | $ 66,494 | $ 53,358 |
| Cost of revenue | 10,082 | 8,501 | 20,558 | 16,490 |
| Gross profit | 23,160 | 19,300 | 45,936 | 36,868 |
| Operating expenses: | | | | |
| Research and development | 5,879 | 4,977 | 10,858 | 9,603 |
| Selling, general and administrative | 15,016 | 13,294 | 29,065 | 24,652 |
| Total operating expenses | 20,895 | 18,271 | 39,923 | 34,255 |
| Income from operations | 2,265 | 1,029 | 6,013 | 2,613 |
| Interest expense from long-term debt | (112) | (124) | (228) | (242) |
| Other income, net | 114 | 178 | 241 | 449 |
| Settlement of litigation | | | | (4,350) |
| Income (loss) before income taxes | 2,267 | 1,083 | 6,026 | (1,530) |
| Income taxes | (1,383) | 29 | (3,267) | (148) |
| Net income (loss) | $ 884 | $ 1,112 | $ 2,759 | $ (1,678) |
| Net income (loss) per share, basic | $ 0.02 | $ 0.03 | $ 0.07 | $ (0.04) |
| Shares used in computing net income (loss) per share, basic | 41,001 | 40,533 | 40,893 | 40,441 |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Net income (loss) per share, diluted | $ | 0.02 | $ | 0.03 | $ | 0.07 | $ | (0.04) |
| Shares used in computing net income (loss) per share, diluted | | 42,281 | | 41,353 | | 41,986 | | 40,441 |

See the accompanying notes which are an integral part of these
Condensed Consolidated Financial Statements.

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**LUMINEX CORPORATION**
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**
**(in thousands)**

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2010 | 2009 | 2010 | 2009 |
| | (unaudited) | | (unaudited) | |
| Cash flows from operating activities: | | | | |
| Net income (loss) | $ 884 | $ 1,112 | $ 2,759 | $ (1,678) |
| Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities: | | | | |
| Depreciation and amortization | 2,121 | 1,916 | 4,284 | 3,879 |
| Amortization of deferred stock, restricted stock and stock compensation expense | 2,439 | 1,815 | 4,606 | 3,586 |
| Deferred income tax benefit | 911 | | 2,505 | 2 |
| Excess income tax benefit from employee stock-based awards | (1,524) | | (1,524) | |
| Loss on disposal of assets | | 15 | | 25 |
| Other | (72) | 712 | 263 | 581 |
| Changes in operating assets and liabilities: | | | | |
| Accounts receivable, net | (1,042) | (3,990) | 5,210 | (7,090) |
| Inventories, net | (547) | (964) | (2,113) | (822) |
| Other assets | (818) | (990) | (745) | (433) |
| Accounts payable | 721 | (4,542) | (3,466) | (1,061) |
| Accrued liabilities | 2,038 | (1,009) | (1,345) | (4,318) |
| Deferred revenue | (37) | 225 | 740 | 341 |
| Net cash provided by (used in) operating activities | 5,074 | (5,700) | 11,174 | (6,988) |
| Cash flows from investing activities: | | | | |
| Purchases of available-for-sale securities | (9,054) | (13,165) | (21,667) | (44,646) |
| Maturities of available-for-sale securities | 12,998 | 4,994 | 16,193 | 4,994 |
| Maturities of held-to-maturity securities | | 13,441 | | 36,140 |
| Purchase of property and equipment | (3,985) | (3,585) | (5,449) | (5,116) |
| Business acquisition consideration, net of cash acquired | (5,036) | | (5,036) | |
| Increase in restricted cash | (1,000) | | (1,000) | |
| Purchase of cost method investment | (2,000) | | (2,000) | |
| Acquired technology rights | (1,200) | (14) | (1,200) | (21) |
| Net cash (used in) provided by investing activities | (9,277) | 1,671 | (20,159) | (8,649) |
| Cash flows from financing activities: | | | | |
| Payment on debt | (895) | (440) | (895) | (440) |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Proceeds from debt | | | | | | | | 454 |
| Proceeds from issuance of common stock | | 301 | | 146 | | 1,440 | | 285 |
| Excess income tax benefit from employee stock-based awards | | 1,524 | | | | 1,524 | | |
| Net cash provided by (used in) financing activities | | 930 | | (294) | | 2,069 | | 299 |
| Effect of foreign currency exchange rate on cash | | 86 | | (241) | | 59 | | (130) |
| Change in cash and cash equivalents | | (3,187) | | (4,564) | | (6,857) | | (15,468) |
| Cash and cash equivalents, beginning of period | | 87,173 | | 70,715 | | 90,843 | | 81,619 |
| Cash and cash equivalents, end of period | $ | 83,986 | $ | 66,151 | $ | 83,986 | $ | 66,151 |

See the accompanying notes which are an integral part of these
Condensed Consolidated Financial Statements.

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**LUMINEX CORPORATION**
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**
**(UNAUDITED)**

**NOTE 1 BASIS OF PRESENTATION**

The accompanying unaudited condensed consolidated financial statements have been prepared by Luminex Corporation (the Company or Luminex ) in accordance with United States generally accepted accounting principles for interim financial information and the rules and regulations of the Securities and Exchange Commission. Accordingly, they do not include all of the information and footnotes required by United States generally accepted accounting principles for complete financial statements. The condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation. In the opinion of management, all adjustments (consisting of normal recurring entries) considered necessary for a fair presentation have been included. Operating results for the three and six months ended June 30, 2010 are not necessarily indicative of the results that may be expected for the year ending December 31, 2010. These financial statements should be read in conjunction with the financial statements and notes thereto included in the Company s Annual Report on Form 10-K for the year ended December 31, 2009.

The Company s comprehensive income or loss is comprised of net income or loss, unrealized gains and losses on securities classified as available for sale, and foreign currency translation. Comprehensive income (loss), net of tax, for the three and six months ended June 30, 2010 was approximately $1.0 million and approximately $2.8 million, respectively, and comprehensive income (loss), net of tax, for the three and six months ended June 30, 2009 was approximately $1.3 million and $(1.6) million, respectively.

The Company has two segments for financial reporting purposes. During the second quarter of 2010, the technology segment changed its name to the technology and strategic partnerships ( TSP ) segment, and the assay segment changed its name to the assays and related products ( ARP ) segment. This was only a name change, and there have been no changes to the historical segment financial information or underlying operational activity other than the acquisition of Bizpac (Australia) Pty. Ltd. described below. See Note 8 Segment Information.

No material subsequent events have occurred since June 30, 2010 that require recognition or disclosure in these financial statements.

**NOTE 2 BUSINESS COMBINATIONS**

On May 24, 2010, the Company completed the acquisition of 100% of the outstanding shares of Bizpac (Australia) Pty. Ltd. ( BSD ), an Australia-based manufacturer and wholesaler of laboratory instruments. This acquisition was undertaken to provide the company access to new technology and products, an innovative development team, and an established presence in important strategic markets.

BSD specializes in automation and robotics in the field of dry sample handling. The privately held company, which was founded in 1991, is headquartered in Brisbane, Queensland, Australia. BSD has established positions in the worldwide newborn screening, forensics, human identification and several molecular diagnostics markets.

The results of operations for BSD have been included in the Company s consolidated financial statements from the date of acquisition as part of the Company s ARP segment. The Company has concluded that the acquisition of BSD does not represent a material business combination and therefore no pro forma financial information has been provided herein.

The aggregate purchase price of $5.3 million (subject to adjustment) in cash was comprised of the following components (in thousands):

| | | |
|---|---|---|
| Cash consideration | $ | 5,212 |
| Contingent consideration | | 41 |
| Total purchase price | $ | 5,253 |

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**LUMINEX CORPORATION**
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**
**(UNAUDITED)**

The acquisition also provides for contingent consideration made up of earn-out payments not to exceed AUD $1.4 million ($1.2 million USD) based on BSD s exceeding gross revenue targets between the acquisition date and December 31, 2015. The Company has considered the guidance under Financial Accounting Standards Board ( FASB ) Accounting Standards Codification (ASC) 805, *Business Combinations*, and concluded that this contingent consideration will represent additional purchase price. The Company has recognized this contingent consideration at the acquisition date at its fair value of $41,000. This fair value was estimated using a probability-weighted discounted cash flow model. This fair value measurement is based on significant inputs not observable in the market and thus represents a Level 3 measurement as defined in Note 3. The key assumptions in applying the income approach are the 21% discount rate and the probability adjusted revenues of BSD. Subsequent changes in the fair value of this contingent consideration will be recognized in the income statement. There is an additional payment to one of the previous shareholders of BSD of AUD $91,000 ($78,000 USD) that is payable over two years that will be considered compensation under ASC 805, and therefore, is not included in the purchase price. This payment could be accelerated if the 2011 earn-out gross revenue target is met.

The following table summarizes the estimated fair values of the assets acquired and liabilities assumed at the acquisition date (in thousands):

| | | |
|---|---|---|
| Net tangible assets assumed as of May 24, 2010 | $ | 1,417 |
| Intangible assets subject to amortization | | 1,792 |
| Goodwill | | 2,044 |
| Total purchase price | $ | 5,253 |

The Company is in the process of obtaining third-party valuations of certain intangible assets; thus the provisional measurement of intangible assets and goodwill are subject to change. If information later becomes available which would indicate adjustments are required to the purchase price allocation, such adjustments will be included in the purchase price allocation retrospectively through revisions to the fair values of the intangible assets and resulting goodwill recorded.

*Restricted Cash*

The Company had $1.0 million and $0 of restricted cash as of June 30, 2010 and December 31, 2009, respectively, representing funds placed in escrow in a Luminex account for the acquisition of BSD. The Company is holding these funds back from the cash consideration paid to the sellers of BSD for a term of two years. These funds will be available to compensate the Company for certain losses, damages and other costs as defined in the agreement related to the BSD acquisition. The Company has recorded a corresponding amount in other long-term liabilities.

**NOTE 3 INVESTMENTS**

*Marketable Securities*

The Company determines the appropriate classification of its investments in debt and equity securities at the time of purchase and reevaluates such determinations at each balance sheet date. Cash and cash equivalents consist of cash deposits and highly liquid investments with original maturities of three months or less when purchased. Debt securities are classified as held-to-maturity when the Company has the positive intent and ability to hold the securities to maturity. Debt securities for which the Company does not have the intent or ability to hold to maturity are classified as available for sale. Held-to-maturity securities are stated at amortized cost, which approximates fair value of these investments. Marketable securities that are bought and held principally for the purpose of selling them in the near term are classified as trading securities and are reported at fair value, with unrealized gains and losses recognized in earnings. Debt and marketable equity securities not classified as held-to-maturity or as trading are classified as available for sale, and are carried at fair market value on a recurring basis, with the unrealized gains and losses, net of tax, included in the determination of comprehensive income and reported in stockholders equity. There are no withdrawal restrictions on these cash and cash equivalents or securities. Marketable securities are recorded as either short-term or long-term on the balance sheet based on contractual maturity date. The fair value of all securities is determined by quoted market prices and market interest rates as of the end of the reporting period. Declines in fair value below the Company s carrying value deemed to be other than temporary are charged against net earnings.

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**LUMINEX CORPORATION**
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**
**(UNAUDITED)**

Available-for-sale securities consisted of the following as of June 30, 2010 (in thousands):

| | Cost | Gains in Accumulated Other Comprehensive Gain | Losses in Accumulated Other Comprehensive Gain | Estimated Fair Value |
|---|---|---|---|---|
| Current: | | | | |
| Money Market funds | $ 48,711 | $ | $ | $ 48,711 |
| Non-government sponsored debt securities | 39,418 | 68 | | 39,486 |
| Total current securities | 88,129 | 68 | | 88,197 |
| Noncurrent: | | | | |
| Non-government sponsored debt securities | 17,543 | 63 | | 17,606 |
| Government sponsored debt securities | 2,022 | 15 | | 2,037 |
| Total noncurrent securities | 19,565 | 78 | | 19,643 |
| Total available-for-sale securities | $ 107,694 | $ 146 | $ | $ 107,840 |

Available-for-sale securities consisted of the following as of December 31, 2009 (in thousands):

| | Cost | Gains in Accumulated Other Comprehensive Gain | Losses in Accumulated Other Comprehensive Gain | Estimated Fair Value |
|---|---|---|---|---|
| Current: | | | | |
| Money Market funds | $ 60,299 | $ | $ | $ 60,299 |
| Non-government sponsored debt securities | 33,495 | 19 | (5) | 33,509 |
| Total current securities | 93,794 | 19 | (5) | 93,808 |
| Noncurrent: | | | | |
| Non-government sponsored debt securities | 18,144 | 72 | (35) | 18,181 |
| Government sponsored debt securities | 2,035 | 12 | | 2,047 |
| Total noncurrent securities | 20,179 | 84 | (35) | 20,228 |
| Total available-for-sale securities | $ 113,973 | $ 103 | $ (40) | $ 114,036 |

There were no proceeds from the sales of available-for-sale securities during the three months ended June 30, 2010 or 2009. Net unrealized holding gains on available-for-sale securities in the amount of $145,000 have been included in accumulated other comprehensive gain as of June 30, 2010. All of the Company s available-for-sale securities with gross unrealized losses as of June 30, 2010 and December 31, 2009 had been in a loss position for less than 12 months.

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**LUMINEX CORPORATION**
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**
**(UNAUDITED)**

The estimated fair value of available-for-sale debt securities at June 30, 2010 and December 31, 2009, by contractual maturity, was as follows (in thousands):

| | Estimated Fair Value | |
|---|---|---|
| | **June 30, 2010** | **December 31, 2009** |
| Due in one year or less | $ 39,486 | $ 33,509 |
| Due after one year through two years | 19,643 | 20,228 |
| | $ 59,129 | $ 53,737 |

Expected maturities may differ from contractual maturities because the issuers of the securities may have the right to prepay obligations without prepayment penalties.

The Fair Value Measurements and Disclosures Topic of the FASB Accounting Standards Codification ( ASC ) defines fair value, establishes a framework for measuring fair value under generally accepted accounting principles and enhances disclosures about fair value measurements. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. The ASC describes a fair value hierarchy based on the following three levels of inputs that may be used to measure fair value, of which the first two are considered observable and the last unobservable:

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

Level 2 Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The following table represents the Company s fair value hierarchy for its financial assets (cash equivalents and investments) measured at fair value on a recurring basis as of June 30, 2010 (in thousands):

| | Fair Value Measurements at Reporting Date Using | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total |
| Money Market funds | $ 48,711 | | | $ 48,711 |
| Non-government sponsored debt securities | 57,092 | | | 57,092 |
| Government sponsored debt securities | 2,037 | | | 2,037 |
| Total | $ 107,840 | | | $ 107,840 |
| Amounts included in: | | | | |
| Cash and cash equivalents | $ 73,708 | | | $ 73,708 |
| Short-term investments | 16,527 | | | 16,527 |
| Long-term investments | 17,605 | | | 17,605 |

| | | |
|---|---|---|
| Total | $ 107,840 | $ 107,840 |

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**LUMINEX CORPORATION**
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**
**(UNAUDITED)**

*Non-Marketable Securities and Other-Than-Temporary Impairment*

In the second quarter of 2010, the Company invested $2.0 million in a private company based in the U.S. This minority investment in the private company is included at cost in other long-term assets on the Company s Consolidated Balance Sheets as the Company does not have significant influence over the investee and the investee is not publicly traded.

**NOTE 4 INVENTORY, NET**

Inventory is stated at the lower of cost or market, with cost determined according to the standard cost method. Inventory consisted of the following (in thousands):

| | June 30, 2010 | December 31, 2009 |
|---|---|---|
| Parts and supplies | $ 11,835 | $ 9,499 |
| Work-in-progress | 4,901 | 4,064 |
| Finished goods | 4,265 | 3,961 |
| | $ 21,001 | $ 17,524 |

**NOTE 5 GOODWILL AND OTHER INTANGIBLE ASSETS**

On May 24, 2010, the Company completed the acquisition of BSD. As a result, the Company recorded approximately $2.1 million of goodwill and $1.8 million of other identifiable intangible assets. The purchase price allocation is preliminary as the Company s determination of the fair values of the assets acquired and liabilities assumed is still in progress. For impairment testing purposes, the Company has assigned all of the BSD goodwill to the ARP segment. This goodwill is not expected to be deductible for tax purposes.

The changes in the carrying amount of goodwill during the period are as follows (in thousands):

| | June 30, 2010 | December 31, 2009 |
|---|---|---|
| Balance at beginning of year | $ 39,617 | $ 39,617 |
| Acquisition of BSD | 2,044 | |
| Foreign currency translation adjustments | 57 | |
| Balance at end of period | $ 41,718 | $ 39,617 |

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**LUMINEX CORPORATION**
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**
**(UNAUDITED)**

Also as a result of the acquisition of BSD, the Company acquired amortizable identifiable intangible assets consisting of developed technology of $825,000, in-process research and development of $583,000, customer relationships and contracts of $152,000, trade name of $193,000, and a non-compete agreement of $39,000. These will be amortized over their estimated lives of five years for the developed technology, four years for the customer relationships and contracts, two years for the trade name, and 7 years for the non-compete agreement. The in-process research and development will be an indefinite-lived intangible asset until completion or abandonment at which point it will be accounted for as a finite-lived intangible asset or written off if abandoned. These newly acquired intangible assets are reflected with the Company s previously acquired intangible assets in the table below (in thousands, except weighted average lives):

| | | Finite-lived | | Indefinite-lived | |
|---|---|---|---|---|---|
| | Technology, trade secrets and know-how | Customer lists and contracts | Other identifiable intangible assets | IP R&D | Total |
| 2009 | | | | | |
| Balance at December 31, 2008 | $ 17,400 | $ 1,100 | $ | $ | $ 18,500 |
| Additions due to acquisition of BSD | | | | | |
| Foreign currency translation adjustments | | | | | |
| Balance at December 31, 2009 | 17,400 | 1,100 | | | 18,500 |
| Less: accumulated amortization: | | | | | |
| Accumulated amortization balance at December 31, 2008 | (3,465) | (134) | | | (3,599) |
| Amortization expense | (1,890) | (73) | | | (1,963) |
| Foreign currency translation adjustments | | | | | |
| Accumulated amortization balance at December 31, 2009 | (5,355) | (207) | | | (5,562) |
| Net balance at December 31, 2009 | $ 12,045 | $ 893 | $ | $ | $ 12,938 |
| Weighted average life (in years) | 9 | 15 | | | |
| 2010 | | | | | |
| Balance at December 31, 2009 | $ 17,400 | $ 1,100 | $ | $ | $ 18,500 |
| Additions due to acquisition of BSD | 825 | 152 | 232 | 583 | 1,792 |
| Foreign currency translation adjustments | 24 | 4 | 7 | 17 | 52 |

| | | | | | |
|---|---|---|---|---|---|
| Balance at June 30, 2010 | 18,249 | 1,256 | 239 | 600 | 20,344 |
| Less: accumulated amortization: | | | | | |
| Accumulated amortization balance at December 31, 2009 | (5,355) | (207) | | | (5,562) |
| Amortization expense | (964) | (41) | (15) | | (1,020) |
| Foreign currency translation adjustments | | | | | |
| Accumulated amortization balance at June 30, 2010 | (6,319) | (248) | (15) | | (6,582) |
| Net balance at June 30, 2010 | $ 11,930 | $ 1,008 | $ 224 | $ 600 | $ 13,762 |
| Weighted average life (in years) | 9 | 15 | 4 | | |

**LUMINEX CORPORATION**
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**
**(UNAUDITED)**

The estimated aggregate amortization expense for the next five years and thereafter is as follows (in thousands):

| | |
|---|---|
| 2010 (six months) | $ 1,134 |
| 2011 | 2,268 |
| 2012 | 2,220 |
| 2013 | 2,172 |
| 2014 | 2,153 |
| Thereafter | 3,215 |
| | 13,162 |
| IP R&D | 600 |
| | $ 13,762 |

## NOTE 6 EARNINGS PER SHARE

A reconciliation of the denominators used in computing per share net income, or EPS, is as follows (in thousands, except per share amounts):

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2010 | 2009 | 2010 | 2009 |
| Numerator: | | | | |
| Net income (loss) | $ 884 | $ 1,112 | $ 2,759 | $ (1,678) |
| Denominator: | | | | |
| Denominator for basic net income (loss) per share weighted average common stock outstanding | 41,001 | 40,533 | 40,893 | 40,441 |
| Effect of dilutive securities: stock options and awards | 1,280 | 820 | 1,093 | |
| Denominator for diluted net income (loss) per share weighted average shares outstanding diluted | 42,281 | 41,353 | 41,986 | 40,441 |
| Basic net income (loss) per share | $ 0.02 | $ 0.03 | $ 0.07 | $ (0.04) |
| Diluted net income (loss) per share | $ 0.02 | $ 0.03 | $ 0.07 | $ (0.04) |

Basic net income (loss) per share is computed by dividing the net income (loss) for the period by the weighted average number of common shares outstanding during the period. Diluted net income (loss) per share is computed by dividing the net income (loss) for the period by the weighted average number of common and common equivalent shares outstanding during the period. Restricted stock (consisting of restricted stock awards, or RSAs, and restricted stock units, or RSUs) and stock options to acquire approximately 0.7 million and 0.5 million shares for the three months ended June 30, 2010 and 2009, respectively, and 0.7 million and 1.4 million shares, respectively, for the six months ended June 30, 2010 and 2009 were excluded from the computations of diluted EPS because the effect of including the RSAs, RSUs, and stock options would have been anti-dilutive.

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LUMINEX CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

**NOTE 7 STOCK-BASED COMPENSATION**

The Company s stock option activity for the six months ended June 30, 2010 was as follows:

| Stock Options | Shares (in thousands) | Weighted Average Exercise Price |
|---|---|---|
| Outstanding at December 31, 2009 | 2,796 | $ 12.18 |
| Granted | 128 | 16.55 |
| Exercised | (160) | 11.38 |
| Cancelled or expired | (65) | 18.58 |
| Outstanding at June 30, 2010 | 2,699 | $ 12.28 |

The Company had $2.2 million of total unrecognized compensation costs related to stock options at June 30, 2010 that are expected to be recognized over a weighted average period of 2.4 years.

The Company s restricted share activity for the six months ended June 30, 2010 was as follows:

| Restricted Stock Awards | Shares (in thousands) | Weighted Average Grant-Date Fair Value |
|---|---|---|
| Non-vested at December 31, 2009 | 1,101 | $ 15.90 |
| Granted | 405 | 16.54 |
| Vested | (271) | 15.37 |
| Cancelled or expired | (20) | 16.42 |
| Non-vested at June 30, 2010 | 1,215 | $ 16.22 |

| Restricted Stock Units | Shares (in thousands) |
|---|---|
| Non-vested at December 31, 2009 | 545 |
| Granted | 330 |
| Vested | (32) |
| Cancelled or expired | (13) |
| Non-vested at June 30, 2010 | 830 |

As of June 30, 2010, there was $19.6 million and $7.2 million of unrecognized compensation cost related to RSAs and RSUs, respectively. That cost is expected to be recognized over a weighted average period of 3.4 years for the RSAs and 2.4 years for the RSUs.

The following are the stock-based compensation costs recognized in the Company s condensed consolidated statements of income (in thousands):

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2010 | 2009 | 2010 | 2009 |

| | | | | |
|---|---|---|---|---|
| Cost of revenue | $ 246 | $ 162 | $ 424 | $ 289 |
| Research and development | 422 | 240 | 698 | 542 |
| Selling, general and administrative | 1,771 | 1,413 | 3,484 | 2,755 |
| Stock-based compensation costs reflected in net income (loss) | $ 2,439 | $ 1,815 | $ 4,606 | $ 3,586 |

**LUMINEX CORPORATION**
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**
**(UNAUDITED)**

**NOTE 8 SEGMENT INFORMATION**

Management has determined that the Company has two segments for financial reporting purposes. During the second quarter of 2010, the technology segment changed its name to the technology and strategic partnerships ( TSP ) segment, and the assay segment changed its name to the assays and related products ( ARP ) segment. This was only a name change, and there have been no changes to the historical segment financial information or underlying operational activity other than the acquisition of BSD. The accounting principles of the segments are the same as those described in the Summary of Significant Accounting Policies in the Company s Annual Report on Form 10-K for the year ended December 31, 2009.

Intersegment sales are recorded at fixed prices which approximate the prices charged to third party strategic partners and are not a measure of segment operating earnings. Intersegment sales of approximately $2.1 million and $1.4 million for the quarters ending June 30, 2010 and 2009, respectively and $3.2 million and $2.4 million for the six months ended June 30, 2010 and 2009, respectively have been eliminated upon consolidation, respectively. Following is selected segment information for and as of the periods indicated (in thousands).

| | Three Months Ended June 30, 2010 | | | Three Months Ended June 30, 2009 | | |
|---|---|---|---|---|---|---|
| | TSP Segment | ARP Segment | Consolidated | TSP Segment | ARP Segment | Consolidated |
| Revenues from external customers | $ 25,227 | $ 8,015 | $ 33,242 | $ 19,466 | $ 8,335 | $ 27,801 |
| Depreciation and amortization | 1,232 | 889 | $ 2,121 | 1,057 | 859 | $ 1,916 |
| Segment profit (loss) | 1,999 | (1,115) | $ 884 | 1,448 | (336) | $ 1,112 |
| Segment assets | 175,721 | 78,694 | $ 254,415 | 141,126 | 73,947 | $ 215,073 |

| | Six Months Ended June 30, 2010 | | | Six Months Ended June 30, 2009 | | |
|---|---|---|---|---|---|---|
| | TSP Segment | ARP Segment | Consolidated | TSP Segment | ARP Segment | Consolidated |
| Revenues from external customers | $ 50,443 | $ 16,051 | $ 66,494 | $ 40,564 | $ 12,794 | $ 53,358 |
| Depreciation and amortization | 2,534 | 1,750 | $ 4,284 | 2,028 | 1,851 | $ 3,879 |
| Segment profit (loss) | 4,523 | (1,764) | $ 2,759 | 3,357 | (5,035) | $ (1,678) |
| Segment assets | 175,721 | 78,694 | $ 254,415 | 141,126 | 73,947 | $ 215,073 |

**LUMINEX CORPORATION**
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**
**(UNAUDITED)**

**NOTE 9 ACCRUED WARRANTY COSTS**

Sales of certain of the Company s systems are subject to a warranty. System warranties typically extend for a period of twelve months from the date of installation or no more than 15 months from the date of shipment. The Company estimates the amount of warranty claims on sold products that may be incurred based on current and historical data. The actual warranty expense could differ from the estimates made by the Company based on product performance. Warranty expenses are evaluated and adjusted periodically.

The following table summarizes the changes in the warranty accrual (in thousands):

| | | |
|---|---|---|
| Accrued warranty costs at December 31, 2009 | $ | 581 |
| Warranty expenses | | (1,128) |
| Accrual for warranty costs | | 1,151 |
| Accrued warranty costs at June 30, 2010 | $ | 604 |

**NOTE 10 INCOME TAXES**

At the end of each interim reporting period, an estimate is made of the effective tax rate expected to be applicable for the full year. The estimated full year s effective tax rate is used to determine the income tax rate for each applicable interim reporting period. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the results of operations in the period of the enactment date. The effective tax rate for the six months ended June 30, 2010 was 57.47%, excluding amounts recorded for discrete events. This differs from the statutory rate of 35% primarily because of the worldwide mix of consolidated earnings before taxes and an assessment regarding the realizability of our deferred tax assets. The Company s tax expense reflects the full Federal, various state, and foreign blended statutory rates. The Company is utilizing its net operating losses in the US; therefore cash taxes to be paid are expected to be in the range of 6-10% of pre-tax book income.

The Company or one of its subsidiaries files income tax returns in the U.S. federal jurisdiction, Australia, Canada, China, Japan, the Netherlands, and various states. Due to net operating losses, the U.S. tax returns dating back to 1996 can still be reviewed by the taxing authorities. With respect to Canada, tax returns dating back to 2003 can still be reviewed by the authorities. The Company has recorded an increase of $0.3 million to the estimated amount of liability associated with its uncertain tax position in the second quarter. No other material changes to this liability are expected within the next twelve months. The Company recognizes interest and penalties related to uncertain tax positions in the provision for income taxes.

**NOTE 11 RECENT ACCOUNTING PRONOUNCEMENTS**

The FASB recently amended its guidance on the information that a reporting entity must provide in its financial reports about a transfer of financial assets; the effects of a transfer on its financial position, financial performance, and cash flows; and a transferor s continuing involvement in transferred financial assets. Specifically, among other aspects, the new guidance amends previous guidance related to the concept of a qualifying special-purpose entity, variable interest entities that are qualifying special-purpose entities and the financial-components approach. The new guidance is effective for transfers of financial assets occurring on or after January 1, 2010. Historically, the Company has not had any material transfers of financial assets. Additionally, the FASB recently amended its guidance surrounding a company s analysis to determine whether its variable interest or interests give it a controlling financial interest in a variable interest entity. The primary beneficiary of a variable interest entity is the enterprise that has both (1) the power to direct the activities of a variable interest entity that most significantly impact the entity s economic performance and (2) the obligation to absorb losses of the entity that could potentially be significant to the variable interest entity or the right to receive benefits from the entity that could potentially be significant to the variable interest entity. This new guidance also requires ongoing reassessments of whether an enterprise is the primary beneficiary of a variable interest entity. The guidance is effective for all variable interest entities and relationships with variable interest entities existing as of January 1, 2010. The impact of the adoption of this standard to the Company s non-financial assets and liabilities was not material.

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**LUMINEX CORPORATION**
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**
**(UNAUDITED)**

In October 2009, the FASB updated its revenue recognition guidance, amending the criteria for separating consideration in multiple-deliverable arrangements. The amendments establish a selling price hierarchy for determining the selling price of a deliverable. The selling price used for each deliverable will be based on vendor-specific objective evidence if available, third-party evidence if vendor-specific objective evidence is not available, or estimated selling price if neither vendor-specific objective evidence nor third-party evidence is available. The amendments will eliminate the residual method of allocation and require that arrangement consideration be allocated at the inception of the arrangement to all deliverables using the relative selling price method. The relative selling price method allocates any discount in the arrangement proportionally to each deliverable on the basis of each deliverable s selling price. This update will be effective prospectively for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010. Early adoption is permitted. The Company is currently evaluating the requirements of this update and has not yet determined the impact on the Company s consolidated financial statements.

In October 2009, the FASB updated its software guidance, changing the accounting model for revenue arrangements that include both tangible products and software elements. Tangible products containing software components and non-software components that function together to deliver the tangible product s essential functionality are no longer within the scope of the software revenue guidance. In addition, the amendments require that hardware components of a tangible product containing software components always be excluded from the software revenue guidance. This update will be effective prospectively for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010. Early adoption is permitted. The Company is currently evaluating the requirements of this update and has not yet determined the impact on the Company s consolidated financial statements.

In January 2010, the FASB updated it guidance related to fair value measurements and disclosures. This guidance requires some new disclosures and clarifies some existing disclosure requirements about fair value measurement in order to improve these disclosures and, thus, increase the transparency in financial reporting. Specifically, guidance requires a reporting entity to disclose separately the amounts of significant transfers in and out of Level 1 and Level 2 fair value measurements and describe the reasons for the transfers and present separately information about purchases, sales, issuances, and settlements in the reconciliation for fair value measurements using significant unobservable inputs. In addition, the FASB clarified the disclosure requirements related to the use of judgment in determining the appropriate classes of assets and liabilities when reporting fair value measurement for each class and about the valuation techniques and inputs used to measure fair value for both recurring and nonrecurring fair value measurements. The update is effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures about purchases, sales, issuances, and settlements in the roll forward of activity in Level 3 fair value measurements. Those disclosures are effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. Early application is permitted. As the Company only held Level 1 assets, the impact of the adoption of this standard to the Company s financial position and results of operations was not material.

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**ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following information should be read in conjunction with the condensed consolidated financial statements and the accompanying notes included in Part I, Item 1 of this Report, and the Risk Factors included in Part II Item 1A of this Report and Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2009 (the 2009 10-K ).

**SAFE HARBOR CAUTIONARY STATEMENT**

This quarterly report on Form 10-Q contains statements that are forward-looking statements under the Private Securities Litigation Reform Act of 1995. Forward-looking statements give our current expectations of forecasts of future events. All statements other than statements of current or historical fact contained in this annual report, including statements regarding our future financial position, business strategy, new products, assay sales, budgets, liquidity, cash flows, projected costs, litigation costs, including the costs or impact of any litigation settlements or orders, regulatory approvals or the impact of any laws or regulations applicable to us, and plans and objectives of management for future operations, are forward-looking statements. The words anticipate, believe, continue, shoul estimate, expect, intend, may, plan, projects, will, and similar expressions, as they relate to us, are intende forward-looking statements. These statements are based on our current plans and actual future activities, and our financial condition and results of operations may be materially different from those set forth in the forward-looking statements as a result of known or unknown risks and uncertainties, including, among other things:

- risks and uncertainties relating to market demand and acceptance of our products and technology;
- dependence on strategic partners for development, commercialization and distribution of products;
- the impact of the ongoing uncertainty in U.S. and global finance markets and changes in government funding (including pursuant to the recent health reform legislation), including its effects on the capital spending policies of our partners and end users and their ability to finance purchases of our products;
- concentration of our revenue in a limited number of strategic partners some of which may be experiencing decreased demand for their products utilizing or incorporating our technology and budget or finance constraints in the current economic environment or periodic variability in their purchasing patterns or practices;
- fluctuations in quarterly results and financial position due to a lengthy and unpredictable sales cycle, fluctuations in foreign exchange rates, bulk purchases of consumables, fluctuations in product mix, and the seasonal nature of some of our assay products;
- our ability to obtain and enforce intellectual property protections on our products and technologies;
- reliance on third party distributors for distribution of specific assay products;
- our ability to scale manufacturing operations and manage operating expenses, gross margins and inventory levels;
- potential shortages, or increases in costs, of components or other disruptions to our manufacturing operations;
- competition;
- our ability to successfully launch new products and their impact on sales of our legacy products;
- the timing of regulatory approvals;
- the implementation, including any modification, of our strategic operating plans;

- the uncertainty regarding the outcome or expense of any litigation brought against or initiated by us;
- risks relating to our foreign operations; and
- risks and uncertainties associated with implementing our acquisition strategy including our ability to obtain financing, our ability to integrate acquired companies or selected assets into our consolidated business operations, and the ability to recognize the benefits of our acquisitions.

Many of these risks, uncertainties and other factors are beyond our control and are difficult to predict. Any or all of our forward-looking statements in this quarterly report may turn out to be inaccurate. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, results of operations, business strategy and financial needs. New factors could also emerge from time to time that could adversely affect our business. The forward-looking statements herein can be affected by inaccurate assumptions we might make or by known or unknown risks, uncertainties and assumptions, including the risks, uncertainties and assumptions outlined above and described in Part II, Item 1A Risk Factors below and in our 2009 10-K. In light of these risks, uncertainties and assumptions, the forward-looking events and circumstances discussed in this quarterly report may not occur and actual results could differ materially from those anticipated or implied in the forward-looking statements. When you consider these forward-looking statements, you should keep in mind these risk factors and other cautionary statements in this quarterly report including in this Item 2 Management s Discussion and Analysis of Financial Condition and Results of Operations and in Part II, Item 1A Risk Factors and our other annual and periodic reports.

Our forward-looking statements speak only as of the date made. We undertake no obligation to publicly update or revise forward-looking statements, whether as a result of new information, future events or otherwise. All subsequent written and oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the cautionary statements contained in this report.

Unless the context requires otherwise, references in this Quarterly Report on Form 10-Q to Luminex, the Company, we, us and our refer to Luminex Corporation and its subsidiaries.

*Segment Information*

Luminex has two reportable segments. During the second quarter of 2010, the technology segment changed its name to the technology and strategic partnerships ( TSP ) segment, and the assay segment changed its name to the assays and related products ( ARP ) segment. This was only a name change, and there have been no changes to the historical segment financial information or underlying operational activity other than the acquisition of BSD. The TSP segment, which is our base business, consists of system sales to partners, raw bead sales, royalties, service and support of the technology, and other miscellaneous items. The ARP segment is primarily involved in the development and sale of assays on xMAP technology for use on Luminex s installed base of systems.

**OVERVIEW**

We develop, manufacture and sell proprietary biological testing technologies and products with applications throughout the life sciences and diagnostics industries. These industries depend on a broad range of tests, called bioassays, to perform diagnostic tests, discover and develop new drugs and identify genes. Our xMAP® technology, an open architecture, multiplexing technology, allows simultaneous analysis of up to 500 bioassays from a small sample volume, typically a single drop of fluid, by reading biological tests on the surface of microscopic polystyrene or magnetic beads called microspheres. xMAP technology combines this miniaturized liquid array bioassay capability with small lasers, digital signal processors and proprietary software to create a system offering advantages in speed, precision, flexibility and cost. Our xMAP technology is currently being used within various segments of the life sciences industry which includes the fields of drug discovery and development, clinical diagnostics, genetic analysis, bio-defense, protein analysis and biomedical research.

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Our end user customers and partners, which include laboratory professionals performing research, clinical laboratories performing tests on patients as ordered by a physician and other laboratories, have a fundamental need to perform high quality testing as efficiently as possible. Luminex has adopted a business model built, in part, around strategic partnerships. We have licensed our xMAP technology to partner companies, which in turn develop products that incorporate the xMAP technology into products that they sell to end users. Luminex develops and manufactures the proprietary xMAP laboratory instrumentation and the proprietary xMAP microspheres and sells these products to our partners. Our partners then sell xMAP instrumentation and xMAP-based reagent consumable products, which run on the instrumentation, to the end user laboratories. As of June 30, 2010, Luminex had approximately 65 strategic partners and these partners have purchased and placed the majority of the cumulative 7,183 xMAP-based systems shipped. Of the 65 strategic partners, 41 have released commercialized reagent-based products utilizing our technology.

Beginning in 2006, we began developing proprietary xMAP-based assays. This development was supplemented in 2007 by our acquisition of Tm Bioscience, which we now refer to as LMD and which is included in our ARP segment. Our ARP segment focuses on the molecular diagnostics market and certain specialty markets.

Luminex has several forms of revenue that result from our business model:

- System revenue is generated from the sale of our xMAP systems and peripherals and BSD laboratory instruments. Currently, system revenue is derived from the sale of the Luminex® 100 and 200 analyzers, our FLEXMAP 3D® system, our optional XY Platform and Sheath Delivery Systems, and the various BSD systems.
- Consumable revenue is generated from the sale of our dyed polystyrene and magnetic microspheres and sheath fluid. Our larger commercial and development partners often purchase these consumables in bulk to minimize the number of incoming qualification events and to allow for longer development and production runs.
- Royalty revenue is generated when a partner sells our proprietary microspheres to an end user, a partner sells a kit incorporating our proprietary microspheres to an end user or when a partner utilizes a kit to provide a testing result to a user. End users can be facilities such as testing labs, development facilities and research facilities that buy prepared kits and have specific testing needs or testing service companies that provide assay results to pharmaceutical research companies or physicians.
- Assay revenue is generated from the sale of our kits which are a combination of chemical and biological reagents and our proprietary xMAP bead technology used to perform diagnostic and research assays on samples.
- Service revenue is generated when a partner or other owner of a system purchases a service contract from us after the standard warranty has expired. Service contract revenue is amortized over the life of the contract and the costs associated with those contracts are recognized as incurred.
- Other revenue consists of items such as training, shipping, parts sales, license revenue, grant revenue, contract research and development fees, milestone revenue and other items that individually amount to less than 5% of total revenue.

*Second Quarter 2010 Highlights*

- Consolidated revenue of $33.2 million for the quarter ended June 30, 2010, representing a 20% increase over revenue for the second quarter of 2009
- System shipments of 219, up 15% from a year ago, resulting in cumulative life-to-date shipments of 7,183
- Our partners reported over $72 million of royalty bearing end user sales on xMAP technology for the quarter, an 8% increase over the second quarter of 2009
- Signed an agreement with High Throughput Genomics, Inc. to co-develop a new research gene expression product, the qBead Gene Expression Assay
- Completed our acquisition of BSD Robotics, an Australian-based private company with advanced robotics technology for newborn screening and forensics

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We have experienced significant fluctuations in consumable revenue since the third quarter of 2008. After thorough analysis, we have identified several factors contributing to the fluctuations. Overall, the fluctuations manifested themselves through changes in activity at varying times from our largest bulk purchasing partners. From the second quarter of 2009 through the second quarter of 2010, we had quarterly bulk purchases totaling \$5.5 million, \$4.3 million, \$6.4 million, \$7.6 million, and \$7.9 million in consumables, respectively. We believe the fluctuations in bulk purchases can be attributed to several factors including (1) the timing of purchases of significant volumes of consumables related to the conversion of our partners assay product portfolios from carboxyl beads to magnetic beads primarily in anticipation of the release of our new MAGPIX® system in 2010; (2) volume fluctuations in bulk purchases from several of our partners as a result of a changes in total consumable needs prior to the regulatory clearance and commercialization phases of development of new products and transitioning product lines; (3) increased attention on inventory management by our partners resulting from changes in the macroeconomic climate and (4) recent revenue increases from improvement in the macroeconomic climate coupled with increased commercialization efforts driving re-stocking by our partners following periods of tightened inventory management. Even though we experience variability as a result of the factors listed above, the trend of our long-term average of consumable sales, one of our key indicators of performance, indicates a continued growth pattern. Another indicator of the success of our partners commercialization efforts is the rising level of royalties and reported royalty bearing sales during the past several years.

We experienced a decrease in royalty revenue from the first quarter of 2010 resulting from variability in our partners end user sales which is reflected in reported royalty revenues on a quarterly basis. Our first quarter of 2010 included approximately \$0.6 million of annual minimum royalty payments reflected in royalty revenue. Finally, two of our significant partners reported sequential declines in end user sales. Our current quarter royalty revenue typically reflects prior quarter sales as reported by our partners.

*Future Operations*

We anticipate 2010 revenue growth to be driven by continued adoption of our core technology coupled with system and assay introductions and commercialization by Luminex and our partners in both existing and new geographic locations. We anticipate continued revenue concentration in our high margin items (assays, consumables and royalties) contributing to favorable, but variable, gross margin percentages. Additionally, we believe that a sustained investment in R&D is necessary in order to meet the needs of our marketplace and provide a sustainable new product pipeline. Therefore, we estimate that R&D expenditures will increase in absolute dollars over time, but decrease as a percentage of total revenue towards our long term target of 15% of revenue. We could experience volatility in R&D expenses as a percentage of revenue on a quarterly basis. Consistent with this trend our R&D expenses increased by \$0.9 million or 18% from the second quarter of 2009 to the second quarter of 2010, but remained consistent as a percentage of total revenue at 18% in the second quarter of 2010 and 2009. While we currently expect modest increases in absolute dollars of selling, general, and administrative expenses in 2010, excluding the impact of foreign exchange rates on foreign denominated balances, we expect selling, general, and administrative expenses to decrease as a percentage of total revenue in 2010.

We expect our primary challenges throughout the remainder of 2010 to be the continued adoption and development of partner products incorporating Luminex technology, the timing effect of the ongoing uncertainty in global finance markets and changes in government funding on planned purchases by end users, commercialization, regulatory acceptance and market adoption of output from the ARP segment and the expansion and enhancement of our installed base and leadership position within our identified target market segments.

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## CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The discussion and analysis of our financial condition and results of operations are based upon our condensed consolidated financial statements, which have been prepared in accordance with United States generally accepted accounting principles for interim financial statements. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Estimates and assumptions are reviewed periodically. Actual results may differ from these estimates under different assumptions or conditions.

Management believes there have been no significant changes during the quarter ended June 30, 2010 to the items that we disclosed as our critical accounting policies and estimates in Management s Discussion and Analysis of Financial Condition and Results of Operations in the 2009 10-K other than the addition of our policy on cost method investments below.

All of the Company s available-for-sale investments and non-marketable securities are subject to a periodic impairment review at least annually. Investments are considered to be impaired when a decline in fair value is judged to be other-than-temporary. Marketable securities are evaluated for impairment if the decline in fair value below cost basis is significant and/or has lasted for an extended period of time. Non-marketable securities are considered to be impaired when a decline in fair value is judged to be other-than-temporary. As the inputs utilized for the Company s periodic impairment review of the non-marketable securities are not based on observable market data, this cost-method investment is classified within Level 3 of the fair value hierarchy on a non-recurring basis. To determine the fair value of such as investment, the Company uses all available financial information related to the private company, including information based on recent or pending third-party equity investments in the private company. Factors indicative of an other-than-temporary decline include recurring operating losses, credit defaults and subsequent rounds of financings at an amount below the cost basis of the investment. When a decline in value is deemed to be other-than-temporary, the Company recognizes an impairment loss in the current period s operating results to the extent of the decline. In certain circumstances, the Company s cost-method investment s fair value is not estimated as there are no identified events or changes in circumstances that may have a significant adverse effect on the fair value of the investment and to do so would be impractical. Dividends and other distributions of earnings from this investment accounted for at cost are included in income when declared. Any gain will be recorded at the time of liquidation of the non-marketable security or other investment.

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**RESULTS OF OPERATIONS**

**THREE MONTHS ENDED JUNE 30, 2010 COMPARED TO THREE MONTHS ENDED JUNE 30, 2009**

Selected consolidated financial data for the three months ended June 30, 2010 and 2009 is as follows (dollars in thousands):

| | Three Months Ended June 30, 2010 | Three Months Ended June 30, 2009 |
|---|---|---|
| Revenue | $ 33,242 | $ 27,801 |
| Gross profit | $ 23,160 | $ 19,300 |
| Gross profit margin percentage | 70% | 69% |
| Operating expenses | $ 20,895 | $ 18,271 |
| Income from operations | $ 2,265 | $ 1,029 |

Total revenue increased by 20% to $33.2 million for the three months ended June 30, 2010 from $27.8 million for the comparable period in 2009. The increase in revenue was primarily attributable to an increase of $3.6 million in consumable and royalty revenue resulting from continued menu expansion and the corresponding increased consumption and increased consumable sales and depressed second quarter 2009 consumable sales that resulted from increased attention on consumable inventory management by our partners stimulated by economic conditions existing at that time, and an increase of $1.8 million in system sales. We sold 219 systems in the second quarter of 2010 compared to 158 systems for the corresponding prior year period bringing total system sales since inception to 7,183 as of June 30, 2010.

A breakdown of revenue for the three months ended June 30, 2010 and 2009 is as follows (in thousands):

| | Three Months Ended June 30, 2010 | Three Months Ended June 30, 2009 | Variance | Variance (%) |
|---|---|---|---|---|
| System sales | $ 7,896 | $ 6,111 | $ 1,785 | 29% |
| Consumable sales | 9,698 | 6,682 | 3,016 | 45% |
| Royalty revenue | 4,861 | 4,298 | 563 | 13% |
| Assay revenue | 7,439 | 7,769 | (330) | -4% |
| Service revenue | 1,620 | 1,424 | 196 | 14% |
| Other revenue | 1,728 | 1,517 | 211 | 14% |
| | $ 33,242 | $ 27,801 | $ 5,441 | 20% |

We continue to experience revenue concentration in a limited number of strategic partners. Two customers accounted for 25% of consolidated total revenue in the second quarter of 2010 (14% and 11%, respectively). For comparative purposes, these same two customers accounted for 30% of total revenue (19% and 11%, respectively) in the second quarter of 2009. No other customer accounted for more than 10% of total revenue in this quarter.

Gross profit margin percentage for the three months ended June 30, 2010 was consistent with the gross profit margin percentage for the comparable period in 2009. The increase in total operating expense dollars from $18.3 million to $20.9 million, but decrease in total operating expenses as a percentage of total revenue from 66% for the second quarter of 2009 to 63% for the second quarter of 2010, illustrates the effect of the leverage inherent in our partnership and distribution business model. Net operating income increased due to the increase in revenue, the maintenance of favorable gross margins, and our success in leveraging our operating expenses. See additional discussions by segment below.

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**Technology and Strategic Partnerships ( TSP ) Segment**

Selected financial data for our TSP segment for the three months ended June 30, 2010 and 2009 is as follows (dollars in thousands):

| | Three Months Ended June 30, 2010 | Three Months Ended June 30, 2009 |
|---|---|---|
| Revenue | $ 25,227 | $ 19,466 |
| Gross profit | $ 17,680 | $ 12,958 |
| Gross profit margin percentage | 70% | 67% |
| Operating expenses | $ 14,064 | $ 11,572 |
| Income from operations | $ 3,616 | $ 1,386 |

*Revenue.* Total revenue for our TSP segment increased by 33% to $25.2 million for the three months ended June 30, 2010 from $19.5 million for the comparable period in 2009. The increase in revenue was primarily attributable to an increase in consumable and royalty revenue resulting from continued menu expansion and the corresponding increased consumption and depressed second quarter 2009 consumable sales that resulted from increased attention on consumable inventory management by our partners stimulated by economic conditions existing at that time, and an increase of $1.9 million in system sales in the TSP segment. We remain confident in our long term guidance of 175 to 225 systems per quarter, recognizing that volatility in the number of systems sold per quarter can be expected in the short term.

Three customers accounted for 43% of total TSP segment revenue in the second quarter of 2010 (18%, 14%, and 11%, respectively). For comparative purposes, these same three customers accounted for 44% of total TSP segment revenue (24%, 13%, and less than 10%, respectively) in the second quarter of 2009.

A breakdown of revenue in the TSP segment for the three months ended June 30, 2010 and 2009 is as follows (in thousands):

| | Three Months Ended June 30, 2010 | Three Months Ended June 30, 2009 | Variance | Variance (%) |
|---|---|---|---|---|
| System sales | $ 7,614 | $ 5,719 | $ 1,895 | 33% |
| Consumable sales | 9,668 | 6,660 | 3,008 | 45% |
| Royalty revenue | 4,861 | 4,298 | 563 | 13% |
| Service revenue | 1,506 | 1,353 | 153 | 11% |
| Other revenue | 1,578 | 1,436 | 142 | 10% |
| | $ 25,227 | $ 19,466 | $ 5,761 | 30% |

System and peripheral component sales increased by 33% to $7.6 million for the three months ended June 30, 2010 from $5.7 million for the comparable period of 2009. The TSP segment sold 216 of the 219 total system sales in the three months ended June 30, 2010. For the three months ended June 30, 2010, five of our partners accounted for 153, or 67%. of total TSP segment system sales for the period. The top five partners accounted for 106, or 60%, of total TSP segment system sales in the three months ended June 30, 2009.

Consumable sales, comprised of microspheres and sheath fluid, increased 45% to $9.7 million for the three months ended June 30, 2010 from $6.7 million for the three months ended June 30, 2009. This is primarily the result of an increase in bulk purchases due to increased commercial activity by our partners. A bulk purchase is defined as the purchase of $100,000 or more of consumables in a quarter. During the three months ended June 30, 2010, we had 19 bulk purchases of consumables totaling approximately $7.9 million as compared with 13 bulk purchases totaling approximately $5.5 million in the three months ended June 30, 2009. Partners who reported royalty bearing sales accounted for $6.8 million, or 70%, of total consumable sales for the three months ended June 30, 2010.

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Royalty revenue, which results when our partners sell products or services incorporating our technology, increased by 13% to $4.9 million for the three months ended June 30, 2010 compared with $4.3 million for the three months ended June 30, 2009. We believe this is primarily the result of menu expansion and increased utilization of our partners assays on our technology. Our partners end user sales may reflect volatility from quarter to quarter and therefore, that same volatility is reflected in our reported royalty revenues on a quarterly basis. Additionally, we expect modest fluctuations in the number of commercial partners submitting royalties quarter to quarter based upon the varying contractual terms, consolidations among partners, differing reporting and payment requirements, and the addition of new partners. For the three months ended June 30, 2010, we had 37 commercial partners submitting royalties as compared to 33 for the three months ended June 30, 2009. One of our partners reported royalties totaling approximately $1.6 million or 34% of total royalties for the current quarter compared to $1.4 million or 34% for the quarter ended June 30, 2009. Three other customers reported royalties totaling approximately $1.9 million or 39% of total TSP segment revenue (14%, 13%, and 12%, respectively) for the current quarter. No other customer accounted for more than 10% of total royalty revenue for the current quarter. For comparative purposes, these same three customers accounted for approximately $1.5 million or 35% (13%, 11%, and 11%, respectively) of total TSP royalty revenue in the second quarter of 2009. Total royalty bearing sales reported to us by our partners were over $72 million for the quarter ended June 30, 2010 compared with over $67 million for the quarter ended June 30, 2009.

Service revenue, comprised of extended warranty contracts earned ratably over the term of a contract and fees for service revenue, increased by 11% to $1.5 million for the second quarter of 2010 from $1.4 million for the second quarter of 2009. This increase is attributable to both an expansion of units available for service and additional resources allocated to the sale of extended service agreements resulting in increased penetration of the expanded installed base. At June 30, 2010 and 2009, we had 1,169 and 1,008 Luminex systems, respectively, covered under extended service agreements.

Other revenues, comprised of training revenue, shipping revenue, miscellaneous part sales, amortized license fees, reagent sales, and grant revenue, increased by 10% to $1.6 million for the three months ended June 30, 2010 from $1.4 million for the three months ended June 30, 2009. This increase is primarily the result of an increase in miscellaneous part sales of $291,000, offset by a decrease in grant revenue of $102,000.

*Gross profit*. The gross profit margin percentage (gross profit as a percentage of total revenue) for the TSP segment increased to 70% for the three months ended June 30, 2010 compared to 67% for the three months ended June 30, 2009. Gross profit for the TSP segment increased to $17.7 million for the three months ended June 30, 2010, as compared to $13.0 million for the three months ended June 30, 2009. The increase in gross profit was attributable to the overall increase in revenue, an increase in average system price, and an increase in gross profit margins. Consumables and royalties, two of our higher margin items, comprised $14.5 million, or 58%, of TSP segment revenue for the current quarter and $11.0 million, or 56%, of TSP segment revenue for the quarter ended June 30, 2009.

*Research and development expense*. Research and development expenses for the TSP segment increased to $2.9 million, or 11% of TSP segment revenue for the three months ended June 30, 2010 from $2.4 million, or 12%, for the comparable period in 2009. The increase was primarily attributable to increases in materials and supplies for the expansion and development of our systems and applications for use on our platforms as well as additional personnel costs related to the appointment of our Vice President of Systems R&D in the third quarter of 2009.

*Selling, general and administrative expense*. Selling, general and administrative expense for the TSP segment increased to $11.2 million for the three months ended June 30, 2010 from $9.2 million for the comparable period in 2009. The increase was primarily related to additional personnel costs and the related stock compensation and travel costs associated with the increase in selling, general, and administrative employees and contract employees of the TSP segment to 139 at June 30, 2010 from 108 at June 30, 2009. The additional employees include employees added in our recent expansions into the People s Republic of China and Japan which increase our international support, service and marketing capabilities. As a percentage of revenue, selling, general, and administrative expenses were 44% for the three months ended June 30, 2010 compared to 47% for the three months ended June 30, 2009.

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*Other income, net.* Other income decreased to $97,000 for the three months ended June 30, 2010 from $178,000 for the comparable period in 2009. The decrease is due to the decrease in the average rate earned on current invested balances which decreased to 0.3% at June 30, 2010 from 0.6% at June 30, 2009. This decrease in the average rate earned is the result of an overall decrease in market rates compared to the prior year period.

**Assays and Related Products ( ARP ) Segment**

Selected financial data for our ARP segment for the three months ended June 30, 2010 and 2009 is as follows (dollars in thousands):

| | Three Months Ended June 30, 2010 | Three Months Ended June 30, 2009 |
|---|---|---|
| Revenue | $ 8,015 | $ 8,335 |
| Gross profit | $ 5,480 | $ 6,342 |
| Gross profit margin percentage | 68% | 76% |
| Operating expenses | $ 6,831 | $ 6,699 |
| Loss from operations | $ (1,351) | $ (357) |

A breakdown of revenue in the ARP segment for the three months ended June 30, 2010 and 2009 is as follows (in thousands):

| | Three Months Ended June 30, 2010 | Three Months Ended June 30, 2009 | Variance | Variance (%) |
|---|---|---|---|---|
| System sales | $ 282 | $ 392 | $ (110) | -28% |
| Consumable sales | 30 | 22 | 8 | 36% |
| Assay revenue | 7,439 | 7,769 | (330) | -4% |
| Service revenue | 114 | 71 | 43 | 61% |
| Other revenue | 150 | 81 | 69 | 85% |
| | $ 8,015 | $ 8,335 | $ (320) | -4% |

*Revenue.* Total revenue for our ARP segment decreased by 4% to $8.0 million for the three months ended June 30, 2010 from $8.3 million for the comparable period in 2009. The decrease in revenue was predominantly attributable to a decrease in assay revenue, driven primarily by the prior year sales of Respiratory Viral Panel ( RVP ) due to the 2009 novel influenza H1N1. BSD Revenue from May 24, 2010, the date of acquisition, to June 30, 2010 has been included in the ARP segment. Our top two product categories in the current quarter were cystic fibrosis ( CF ) and RVP, which represented over 88% of total assay revenue. The top five customers, by revenue, accounted for 80% of total ARP segment revenue for the three months ended June 30, 2010 compared to 73% for the three months ended June 30, 2009. In particular, four customers accounted for 74% of total ARP segment revenue (28%, 19%, 14% and 13%, respectively) for the three months ended June 30, 2010. No other customer accounted for more than 10% of total ARP segment revenue. During the three months ended June 30, 2010, our ARP segment sold three systems. Other revenue includes shipping revenue and training revenue.

*Gross profit.* The gross profit margin percentage (gross profit as a percentage of total revenue) for the ARP segment decreased to 68% for the three months ended June 30, 2010 from 76% for the three months ended June 30, 2009. Gross profit for the ARP segment decreased to $5.5 million for the three months ended June 30, 2010, as compared to $6.3 million for the three months ended June 30, 2009. The decrease in gross profit margin percentage was primarily attributable to the prior year sales of RVP due to the 2009 novel influenza H1N1 and changes in revenue mix between our higher and lower gross margin items.

*Research and development expense.* Research and development expenses for our ARP segment were $3.0 million and $2.6 million for the three months ended June 30, 2010 and 2009, respectively. The increase in research and development expenses was primarily due to increased product development activity and additional personnel costs associated with the increase in research and development employees of the ARP segment to 69 at June 30, 2010 from 53 at June 30, 2009.

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*Selling, general and administrative expense*. Selling, general and administrative expenses, including the amortization of acquired intangibles, for the ARP segment were $3.8 million and $4.1 million for the three months ended June 30, 2010 and 2009, respectively. The overall decrease in selling, general, and administrative expenses results from the prior year payment of $780,000 made related to the termination of a supply contract associated with our FlexmiR product line offset by increased management and support activity resulting from an expansion of our assay development activities and pipeline.

**SIX MONTHS ENDED JUNE 30, 2010 COMPARED TO SIX MONTHS ENDED JUNE 30, 2009**

Selected consolidated financial data for the six months ended June 30, 2010 and 2009 is as follows (dollars in thousands):

| | Six Months Ended June 30, 2010 | Six Months Ended June 30, 2009 |
|---|---|---|
| Revenue | $ 66,494 | $ 53,358 |
| Gross profit | $ 45,936 | $ 36,868 |
| Gross profit margin percentage | 69% | 69% |
| Operating expenses | $ 39,923 | $ 34,255 |
| Income from operations | $ 6,013 | $ 2,613 |

Total revenue increased by 25% to $66.5 million for the six months ended June 30, 2010 from $53.4 million for the comparable period in 2009. The increase in revenue was primarily attributable to an increase of $5.2 million in consumable revenue in the TSP segment resulting from continued menu expansion and the corresponding increased consumption and an increase of $3.1 million in our assay revenue in the ARP segment. We sold 416 systems in the first half of 2010 compared to 361 systems for the corresponding prior year period bringing total system sales since inception to 7,183 as of June 30, 2010.

A breakdown of revenue for the six months ended June 30, 2010 and 2009 is as follows (in thousands):

| | Six Months Ended June 30, 2010 | Six Months Ended June 30, 2009 | Variance | Variance (%) |
|---|---|---|---|---|
| System sales | $ 14,595 | $ 12,238 | $ 2,357 | 19% |
| Consumable sales | 19,517 | 14,285 | 5,232 | 37% |
| Assay revenue | 15,099 | 11,965 | 3,134 | 26% |
| Royalty revenue | 10,710 | 8,825 | 1,885 | 21% |
| Service contracts | 3,207 | 2,856 | 351 | 12% |
| Other revenue | 3,366 | 3,189 | 177 | 6% |
| | $ 66,494 | $ 53,358 | $ 13,136 | 25% |

We continue to experience revenue concentration in a limited number of strategic partners. Two customers accounted for 27% of consolidated total revenue in the six months ended June 30, 2010 (16% and 11%, respectively). For comparative purposes, these same two customers accounted for 30% of total revenue (19% and 11%, respectively) in the six months ended June 30, 2009. No other customer accounted for more than 10% of total revenue in the six months ended June 30, 2010.

Gross profit margin percentage remained consistent at 69% for the six months ended June 30, 2010 and 2009. The increase in total operating expense dollars from $34.3 million to $39.9 million, but decrease in total operating expenses as a percentage of total revenue from 64% for the six months ended June 30, 2009 to 60% for the six months ended June 30, 2010, illustrates the effect of the leverage inherent in our partnership and distribution business model. Net operating income increased due to the increase in revenue, the maintenance of favorable gross margins, and our success in leveraging our operating expenses. See additional discussions by segment below.

**Technology and Strategic Partnerships ( TSP ) Segment**

Selected financial data for our TSP segment for the six months ended June 30, 2010 and 2009 is as follows (dollars in thousands):

| | Six Months Ended June 30, 2010 | Six Months Ended June 30, 2009 |
|---|---|---|
| Revenue | $ 50,443 | $ 40,564 |
| Gross profit | $ 35,179 | $ 27,541 |
| Gross profit margin percentage | 70% | 68% |
| Operating expenses | $ 27,267 | $ 22,637 |
| Income from operations | $ 7,912 | $ 4,904 |

*Revenue.* Total revenue for our TSP segment increased by 24% to $50.4 million for the six months ended June 30, 2010 from $40.6 million for the comparable period in 2009. The increase in revenue was primarily attributable to an increase in consumable sales of $5.2 million resulting from continued menu expansion and the corresponding increased consumption and an increase of $2.4 million in system sales in the TSP segment. Three customers accounted for 47% of total TSP segment revenue in the six months ended June 30, 2010 (21%, 15%, and 11%, respectively). For comparative purposes, these same three customers accounted for 46% of total TSP segment revenue (24%, 15%, and less than 10%, respectively) in the six months ended June 30, 2009.

A breakdown of revenue in the TSP segment for the six months ended June 30, 2010 and 2009 is as follows (in thousands):

| | Six Months Ended June 30, 2010 | Six Months Ended June 30, 2009 | Variance | Variance (%) |
|---|---|---|---|---|
| System sales | $ 14,172 | $ 11,730 | $ 2,442 | 21% |
| Consumable sales | 19,466 | 14,250 | 5,216 | 37% |
| Royalty revenue | 10,710 | 8,825 | 1,885 | 21% |
| Service contracts | 2,998 | 2,725 | 273 | 10% |
| Other revenue | 3,097 | 3,034 | 63 | 2% |
| | $ 50,443 | $ 40,564 | $ 9,879 | 24% |

System and peripheral component sales increased by 21% to $14.2 million for the six months ended June 30, 2010 from $11.7 million for the comparable period of 2009. The TSP segment sold 409 of the 416 total system sales in the six months ended June 30, 2010. For the six months ended June 30, 2010, five of our partners accounted for 311, or 71%, of total TSP segment system sales for the period. The top five partners accounted for 230, or 56%, of total TSP segment system sales in the six months ended June 30, 2009.

Consumable sales, comprised of microspheres and sheath fluid, increased 37% to $19.5 million for the six months ended June 30, 2010 from $14.3 million for the six months ended June 30, 2009. This is primarily the result of an increase in bulk purchases due to increased commercial activity by our partners. During the six months ended June 30, 2010, we had 31 bulk purchases of consumables totaling approximately $15.6 million as compared with 24 bulk purchases totaling approximately $11.6 million in the six months ended June 30, 2009. Partners who reported royalty bearing sales accounted for $14.7 million, or 75% of total consumable sales for the six months ended June 30, 2010.

Royalty revenue, which results when our partners sell products or services incorporating our technology, increased by 21% to $10.7 million for the six months ended June 30, 2010 compared with $8.8 million for the six months ended June 30, 2009. We believe this is primarily the result of menu expansion and increased utilization of our partners assays on our technology. Our partners end user sales may reflect volatility from quarter to quarter and therefore, that same volatility is reflected in our reported royalty revenues on a quarterly basis. We expect modest fluctuations in the number of commercial partners submitting royalties quarter to quarter based upon the varying contractual terms, consolidations among partners, differing reporting and payment requirements, and the addition of new partners. For the six months ended June 30, 2010, we had 41 commercial partners submitting royalties as compared to 38 for the six months ended June 30, 2009. One of our partners reported royalties totaling approximately $3.5 million or 33% of total royalties for the six months ended June 30, 2010 compared to $2.9 million or 32% for the six months ended June 30, 2009. Two other customers reported royalties totaling approximately $2.5 million or 13% and 11% of total royalties, respectively, for the six months ended June 30, 2010. No other customer accounted for more than 10% of total royalty revenue for the six months ended June 30, 2010. Total royalty bearing sales reported to us by our partners were over $158 million for the six months ended June 30, 2010 compared with over $132 million for the six months ended June 30, 2009.

Service revenue, comprised of extended warranty contracts earned ratably over the term of a contract and fees for service revenue, increased by 10% to $3.0 million for the six months ended June 30, 2010 from $2.7 million for the six months ended June 30, 2009. This increase is attributable to both an expansion of units available for service and additional resources allocated to the sale of extended service agreements resulting in increased penetration of the expanded installed base. At June 30, 2010 and 2009, we had 1,169 and 1,008 Luminex systems, respectively, covered under extended service agreements.

Other revenues, comprised of training revenue, shipping revenue, miscellaneous part sales, amortized license fees, reagent sales, and grant revenue, increased by 2% to $3.1 million for the six months ended June 30, 2010 from $3.0 million for the six months ended June 30, 2009. This slight increase is primarily the result of an increase in miscellaneous part sales of $520,000, offset by a decrease in grant revenue of $440,000.

*Gross profit*. The gross profit margin percentage (gross profit as a percentage of total revenue) for the TSP segment increased to 70% for the six months ended June 30, 2010 compared to 68% for the six months ended June 30, 2009. Gross profit for the TSP segment increased to $35.2 million for the six months ended June 30, 2010, as compared to $27.5 million for the six months ended June 30, 2009. The increase in gross profit was attributable to the overall increase in revenue coupled with the increase in gross profit margins. Consumables and royalties, two of our higher margin items, comprised $30.2 million, or 60%, of TSP segment revenue for the six months ended June 30, 2010 and $23.1 million, or 57%, of TSP segment revenue for the six months ended June 30, 2009.

*Research and development expense*. Research and development expenses for the TSP segment increased to $5.5 million, or 11%, of TSP segment revenue for the six months ended June 30, 2010 from $4.9 million, or 12%, for the comparable period in 2009. The increase was primarily related to additional personnel costs related to the appointment of our Vice President of Systems R&D in the third quarter of 2009.

*Selling, general and administrative expense*. Selling, general and administrative expense for the TSP segment increased to $21.8 million for the six months ended June 30, 2010 from $17.7 million for the comparable period in 2009. The increase was primarily related to additional personnel costs and the related stock compensation and travel costs associated with the increase in selling, general, and administrative employees and contract employees of the TSP segment to 139 at June 30, 2010 from 108 at June 30, 2009. The additional employees include employees added in our recent expansions into the People s Republic of China and Japan which increase our international support, service and marketing capabilities. As a percentage of revenue, selling, general, and administrative expenses were 43% for the six months ended June 30, 2010 compared to 44% for the six months ended June 30, 2009.

*Other income, net*. Other income decreased to $209,000 for the six months ended June 30, 2010 from $486,000 for the comparable period in 2009. The decrease is due to the decrease in the average rate earned on current invested balances which decreased to 0.4% at June 30, 2010 from 0.8% at June 30, 2009. This decrease in the average rate earned is the result of an overall decrease in market rates compared to the prior year period.

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**Assays and Related Products ( ARP ) Segment**

Selected financial data for our ARP segment for the six months ended June 30, 2010 and 2009 is as follows (dollars in thousands):

| | Six Months Ended June 30, 2010 | Six Months Ended June 30, 2009 |
|---|---|---|
| Revenue | $ 16,051 | $ 12,794 |
| Gross profit | $ 10,757 | $ 9,327 |
| Gross profit margin percentage | 67% | 73% |
| Operating expenses | $ 12,656 | $ 11,618 |
| Loss from operations | $ (1,899) | $ (2,291) |

A breakdown of revenue in the ARP segment for the six months ended June 30, 2010 and 2009 is as follows (in thousands):

| | Six Months Ended June 30, 2010 | Six Months Ended June 30, 2009 | Variance | Variance (%) |
|---|---|---|---|---|
| System sales | $ 423 | $ 508 | $ (85) | -17% |
| Consumable sales | 51 | 35 | 16 | 46% |
| Assay revenue | 15,099 | 11,965 | 3,134 | 26% |
| Service contracts | 209 | 131 | 78 | 60% |
| Other revenue | 269 | 155 | 114 | 74% |
| | $ 16,051 | $ 12,794 | $ 3,257 | 25% |

*Revenue.* Total revenue for our ARP segment increased by 25% to $16.1 million for the six months ended June 30, 2010 from $12.8 million for the comparable period in 2009. The increase in revenue was predominantly attributable to an increase in assay revenue, driven primarily by increased sales of our RVP products. BSD Revenue from May 24, 2010, the date of acquisition, to June 30, 2010 has been included in the ARP segment. Our top two product categories in the first half of 2010 were CF and RVP, which represented over 88% of total assay revenue. The top five customers, by revenue, accounted for 80% of total ARP segment revenue for the six months ended June 30, 2010 compared to 73% for the six months ended June 30, 2009. In particular, three customers accounted for 57% of total ARP segment revenue (24%, 17%, and 16%, respectively) for the six months ended June 30, 2009. In particular, four customers accounted for 74% of total ARP segment revenue (29%, 19%, 13% and 13%, respectively) for the six months ended June 30, 2010. No other customer accounted for more than 10% of total ARP segment revenue. During the six months ended June 30, 2010, our ARP segment sold seven systems. Other revenue includes shipping revenue and training revenue.

*Gross profit.* The gross profit margin percentage (gross profit as a percentage of total revenue) for the ARP segment decreased to 67% for the six months ended June 30, 2010 from 73% for the six months ended June 30, 2009. Gross profit for the ARP segment increased to $10.8 million for the six months ended June 30, 2010, as compared to $9.3 million for the six months ended June 30, 2009. The decrease in gross profit margin percentage was primarily attributable to the prior year sales of RVP due to the 2009 novel influenza H1N1, changes in revenue mix between our higher and lower gross margin items and intercompany eliminations which fluctuate depending upon the timing of sales of inventory purchased in prior periods.

*Research and development expense.* Research and development expenses for our ARP segment were $5.4 million and $4.7 million for the six months ended June 30, 2010 and 2009, respectively. The increase in research and development expenses was primarily due to increased product development activity and additional personnel costs associated with the increase in research and development employees of the ARP segment to 69 at June 30, 2010 from 53 at June 30, 2009.

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*Selling, general and administrative expense*. Selling, general and administrative expenses, including the amortization of acquired intangibles, for the ARP segment were $7.3 million and $6.9 million for the six months ended June 30, 2010 and 2009, respectively. The overall increase in selling, general, and administrative expenses is primarily due to increased management and support activity resulting from an expansion of our assay development activities and pipeline offset by the decrease from the prior year payment of $780,000 made related to the termination of a supply contract associated with our FlexmiR product line.

**LIQUIDITY AND CAPITAL RESOURCES**

| | June 30, 2010 (in thousands) | December 31, 2009 (in thousands) |
|---|---|---|
| Cash and cash equivalents | $ 83,986 | $ 90,843 |
| Short-term investments | 16,527 | 8,511 |
| Long-term investments | 17,605 | 20,228 |
| | $ 118,118 | $ 119,582 |

At June 30, 2010, we held cash and cash equivalents, short-term investments, and long-term investments of $118.1 million and had working capital of $131.9 million. At December 31, 2009, we held cash and cash equivalents, short-term investments, and long-term investments of $119.6 million and had working capital of $122.4 million. The decrease in cash, cash equivalents and long-term investments is primarily attributable to the acquisition of BSD and an increase in inventory, offset by a decrease in our accounts receivable in the six months ended June 30, 2010.

We have funded our operations to date primarily through the issuance of equity securities (in conjunction with an initial public offering in 2000, subsequent option exercises, and our secondary public offering in 2008) and cash generated from operations. Our cash reserves are held directly or indirectly in a variety of short-term, interest-bearing instruments, including obligations of the United States government or agencies thereof and U.S. corporate debt securities. We do not have any investments in asset-backed commercial paper, auction rate securities, mortgage backed or sub-prime style investments.

Cash provided by operating activities was $5.1 million for the three months ended June 30, 2010, compared with cash used in operating activities of $5.7 million for the three months ended June 30, 2009. Significant items affecting operating cash flows for the three months ended June 30, 2010 were our net income of $0.9 million, depreciation and amortization of $2.1 million, stock-based compensation of $2.4 million, and deferred income tax benefit of $0.9 million, offset by an increase in accounts receivable of $1.0 million and an excess income tax benefit from employee stock-based awards of $1.5 million.

Cash used in investing activities was $9.3 million for the three months ended June 30, 2010, compared with cash provided by investing activities of $1.7 million for the three months ended June 30, 2009. Significant uses of cash in the second quarter of 2010 were our $5.0 million acquisition of BSD, a $2.0 million cost-method investment in a private company, and additional acquired technology rights of $1.2 million.

Our operating expenses during the three months ended June 30, 2010 were $20.9 million, of which $5.9 million was research and development expense and $15.0 million was selling, general and administrative expense, including the amortization of acquired intangibles. We expect research and development expense as a percent of revenue to be between 15% and 18% of total revenue for 2010. While research and development expense as a percentage of revenue is expected to decrease long term, we expect the absolute dollars of research and development expense to scale with our revenue growth as a result of our intent to invest in the research and development pipeline to support our strategy and expanded focus on product and platform development. We do not currently expect selling, general, and administrative expenses in 2010, excluding the impact of foreign exchange on foreign denominated balances, to increase at the same rate as in prior years, and overall we expect it to decline as a percentage of revenue in 2010 compared to 2009.

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Our future capital requirements will depend on a number of factors, including our success in developing and expanding markets for our products, payments under possible future strategic arrangements, continued progress of our research and development of potential products, the timing and outcome of regulatory approvals, the need to acquire licenses to new technology, costs associated with strategic acquisitions including integration costs and assumed liabilities, litigation expense, the status of competitive products and potential cost associated with both protecting and defending our intellectual property. Additionally, actions taken as a result of the ongoing internal evaluation of our business could result in expenditures not currently contemplated in our estimates for 2010. We believe, however, that our existing cash and cash equivalents are sufficient to fund our operating expenses, capital equipment requirements and other expected liquidity requirements for the coming twelve months. Factors that could affect our capital requirements, in addition to those listed above include: (i) continued collections of accounts receivable consistent with our historical experience, (ii) our ability to manage our inventory levels consistent with past practices, (iii) signing of partnership agreements which include significant up front license fees and (iv) signing of strategic acquisition agreements requiring significant cash consideration. See also the Safe Harbor Cautionary Statement of this report and the Risk Factors in this report and in our 2009 10-K.

To the extent our capital resources are insufficient to meet future capital requirements we will have to raise additional funds to continue the development and deployment of our technologies. There can be no assurance that debt or equity funds will be available on favorable terms, if at all, particularly given the current state of the capital markets. To the extent that additional capital is raised through the sale of equity or convertible debt securities, the issuance of those securities could result in dilution to our stockholders. Moreover, incurring debt financing could result in a substantial portion of our operating cash flow being dedicated to the payment of principal and interest on such indebtedness, could render us more vulnerable to competitive pressures and economic downturns and could impose restrictions on our operations. If adequate funds are not available, we may be required to curtail operations significantly or to obtain funds through entering into agreements on unattractive terms.

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**Contractual Obligations**

As of June 30, 2010, we had approximately $13.8 million in non-cancelable obligations for the next 12 months. These obligations are included in our estimated cash usage described below. The following table reflects our total current non-cancelable obligations by period as of June 30, 2010 (in thousands):

| | Payment Due By Period | | | | |
|---|---|---|---|---|---|
| Contractual Obligations | Total | Less Than 1 Year | 1-3 Years | 3-5 Years | More Than 5 Years |
| Non-cancelable rental obligations | $ 11,471 | $ 2,680 | $ 5,028 | $ 3,763 | $ |
| Non-cancelable purchase obligations [1] | $ 13,841 | 10,122 | 934 | 1,087 | 1,698 |
| Long-term debt obligations [2] | $ 4,907 | 948 | 2,506 | 1,453 | |
| Capital lease obligations | $ 4 | 4 | | | |
| Total [3] | $ 30,223 | $ 13,754 | $ 8,468 | $ 6,303 | $ 1,698 |

(1) Purchase obligations include contractual arrangements in the form of purchase orders primarily as a result of normal inventory purchases or minimum payments due resulting when minimum purchase commitments are not met.

(2) On December 12, 2003, LMD entered into an agreement with the Ministry of Industry of the Government of Canada under which the Government

agreed to invest up to Canadian (Cdn) $7.3 million relating to the development of several genetic tests. This agreement was amended in March 2009. Funds were advanced from Technology Partnerships Canada (TPC), a special operating program. The actual payments we received were predicated on eligible expenditures made during the project period which ended July 31, 2008. LMD has received Cdn $4.9 million from TPC which is expected to be repaid along with approximately Cdn $1.6 million of imputed interest for a total of approximately Cdn $6.5 million.

LMD has agreed to repay the TPC funding through a royalty on revenues.

Royalty payments commenced in 2007 at a rate of 1% of total revenue and at a rate of 2.5% for 2008 and thereafter. Aggregate royalty repayment will continue until total advances plus imputed interest has been repaid or until December 31, 2016, whichever is earlier. The repayment obligation expires on December 31, 2016 and any unpaid balance will be cancelled and forgiven on that date. Should the term of repayment be shorter than expected due to higher than expected assay revenue, the effective interest rate would increase as repayment is accelerated. Repayments denominated in U.S. Dollars are currently projected to be as shown in the table above, but actual future sales generating a repayment obligation will vary from this projection and are subject to the risks and uncertainties described elsewhere in this report, including under Risk Factors and Safe Harbor Cautionary Statement, and the Risk Factors in our 2009 10-K. Furthermore, payment reflected in U.S. Dollars is subject to adjustment based upon applicable exchange rates as of the reporting date. The amount due within one year, as shown in the table above, is our estimated repayment amount based on sales for the full year 2009.

(3) Due to the uncertainty with respect to the timing of future cash flows associated with Luminex s unrecognized tax benefits at June 30, 2010, Luminex is unable to make

reasonably reliable estimates of the timing of cash settlement with the respective taxing authorities. Therefore, $1.1 million of unrecognized tax benefits have been excluded from the contractual obligations table above. See Note 10 to the Condensed Consolidated Financial Statements for a discussion on income taxes.

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## ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

*Interest Rate Risk.* Our interest income is sensitive to changes in the general level of domestic interest rates, particularly since our investments are in short-term and long-term instruments available-for-sale. A 50 basis point fluctuation from average investment returns at June 30, 2010 would yield an approximate 1% variance in overall investment return. We believe that our investment policy is conservative, both in the duration of our investments and the credit quality of the investments we hold.

*Foreign Currency Risk.* Our international business is subject to risks, including, but not limited to: foreign exchange rate volatility, differing tax structures, unique economic conditions, other regulations and restrictions, and changes in political climate. Accordingly, our future results could be materially adversely impacted by changes in these and other factors.

As of June 30, 2010, as a result of our foreign operations, we have costs, assets and liabilities that are denominated in foreign currencies, primarily Canadian dollars and to a lesser extent the Euro, Australian dollar, Renminbi, and Yen. For example, some fixed asset purchases, certain expenses, and the TPC debt of our Canadian subsidiary are denominated in Canadian dollars while sales of products are primarily denominated in U.S. dollars. All transactions in our Netherlands and Japanese subsidiaries are denominated in Euros and Yen, respectively. All transactions, with the exception of our initial capital investment, in our Chinese subsidiary are denominated in Renminbi. Sales transactions in our Australian subsidiary are primarily denominated in Australian or U.S. dollars while fixed asset purchases and expenses are primarily denominated in Australian dollars. As a consequence, movements in exchange rates could cause our foreign currency denominated expenses to fluctuate as a percentage of net revenue, affecting our profitability and cash flows. A significant majority of our revenues are denominated in U.S. dollars. The impact of foreign exchange on foreign denominated balances will vary in relation to changes between the U.S. dollar, Canadian dollar, Australian dollar, Euro, Yen, and Renminbi exchange rates. A 10% change in these exchange rates in relation to the U.S. dollar would result in an impact of approximately $600,000. As a result of our efforts to expand globally, in the future we will be exposed to additional foreign currency risk in multiple currencies; however, at this time, our exposure to foreign currency fluctuations is not material.

In addition, the indirect effect of fluctuations in interest rates and foreign currency exchange rates could have a material adverse effect on our business financial condition and results of operations. For example, currency exchange rate fluctuations could affect international demand for our products. In addition, interest rate fluctuations could affect our customers buying patterns. Furthermore, interest rate and currency exchange rate fluctuations may broadly influence the United States and foreign economies resulting in a material adverse effect on our business, financial condition and results of operations. As a result, we cannot give any assurance as to the effect that future changes in foreign currency rates will have on our consolidated financial position, results of operations or cash flows. Our aggregate foreign currency transaction gain of $14,000 was included in determining our consolidated results for the quarter ended June 30, 2010.

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## ITEM 4. CONTROLS AND PROCEDURES

**Evaluation of Disclosure Controls and Procedures**

We maintain disclosure controls and procedures, as defined in Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934 (Exchange Act), which are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission s rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. We carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures, as of the end of the period covered by this quarterly report. Based on the evaluation and criteria of these disclosure controls and procedures, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective.

**Changes in Internal Control over Financial Reporting**

There were no changes in our internal control over financial reporting identified in connection with the evaluation required by Exchange Act Rule 13a-15(d) during the quarter ended June 30, 2010 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II. OTHER INFORMATION

## ITEM 1A. RISK FACTORS

Reference is made to the factors set forth under the caption Safe Harbor Cautionary Statement in Part I, Item 2 of this report and other risk factors described in Part I, Item 1A of our 2009 10-K, which are incorporated herein by reference. There have been no material changes from the risk factors previously disclosed in our 2009 10-K.

## ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The stock repurchase activity for the second quarter of 2010 was as follows:

**ISSUER PURCHASES OF EQUITY SECURITIES**

| Period | Total Number of Shares Purchased | Average Price Paid per Share (1)($) | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Appromixate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs |
|---|---|---|---|---|
| 04/01/10 04/30/10 | 7,866 | 17.19 | | |
| 05/01/10 05/31/10 | 8,632 | 17.28 | | |
| 06/01/10 06/30/10 | 32,630 | 17.31 | | |
| Total Second Quarter | 49,128 | 17.28 | | |

(1) Shares purchased are attributable to the withholding of shares by Luminex to satisfy the payment of tax

obligations related to the vesting of restricted shares.

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**ITEM 6. EXHIBITS**

The following exhibits are filed herewith:

| Exhibit Number | Description of Documents |
|---|---|
| 31.1 | Certification by CEO pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2 | Certification by CFO pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.1 | Certification by CEO pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 32.2 | Certification of CFO pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 101 | The following materials from Luminex Corporation s Quarterly Report on Form 10-Q for the quarter and six months ended June 30, 2010, formatted in XBRL: (i) Condensed Consolidated Balance Sheets; (ii) Condensed Consolidated Statements of Operations; (iii) Condensed Consolidated Statement of Cash Flows; and (iv) Notes to Condensed Consolidated Financial Statements, tagged as blocks of text. |

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: August 6, 2010

LUMINEX CORPORATION

By: /s/ Harriss T. Currie
Harriss T. Currie
Chief Financial Officer, Vice President of Finance
(Principal Financial Officer)

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