MAGNACHIP SEMICONDUCTOR Corp
Form 10-Q
November 07, 2018
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended September 30, 2018

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from __________ to __________.

Commission File Number: 001-34791

MagnaChip Semiconductor Corporation

(Exact name of registrant as specified in its charter)

Delaware	**83-0406195**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

c/o MagnaChip Semiconductor S.A.

1, Allée Scheffer, L-2520

Luxembourg, Grand Duchy of Luxembourg

(352) 45-62-62

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

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

Indicate by check mark whether the registrant has submitted electronically, every Interactive Data File required to be submitted 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 such files). Yes No

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

Large accelerated filer	Accelerated filer
Non-accelerated filer	Smaller reporting company
Emerging growth company	

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

As of October 31, 2018, the registrant had 34,621,962 shares of common stock outstanding.

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MAGNACHIP SEMICONDUCTOR CORPORATION AND SUBSIDIARIES

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PART I FINANCIAL INFORMATION

Item 1. Interim Consolidated Financial Statements (Unaudited)

MAGNACHIP SEMICONDUCTOR CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS (Unaudited)

	September 30, 2018	December 31, 2017
	(In thousands of US dollars, except share data)	
Assets		
Current assets		
Cash and cash equivalents	$ 133,482	$ 128,575
Accounts receivable, net	103,221	92,026
Unbilled accounts receivable	35,837	
Inventories, net	71,532	73,073
Other receivables	7,510	4,292
Prepaid expenses	15,481	9,250
Hedge collateral (Note 7)	6,970	7,600
Other current assets (Notes 7 and 18)	10,711	15,444
Total current assets	384,744	330,260
Property, plant and equipment, net	200,393	205,903
Intangible assets, net	3,995	4,061
Long-term prepaid expenses	17,744	12,791
Other non-current assets	5,830	5,774
Total assets	$ 612,706	$ 558,789
Liabilities and Stockholders Equity		
Current liabilities		
Accounts payable	$ 81,570	$ 65,940
Other accounts payable	16,445	10,261
Accrued expenses	45,641	51,746
Deferred revenue	11,682	8,335
Other current liabilities (Note 7)	4,772	1,860
Total current liabilities	160,110	138,142
Long-term borrowings, net	305,039	303,416
Accrued severance benefits, net	148,148	148,905

Other non-current liabilities (Note 4)	16,861	7,963
Total liabilities	630,158	598,426
Commitments and contingencies (Note 18)		
Stockholders equity		
Common stock, $0.01 par value, 150,000,000 shares authorized, 42,994,105 shares issued and 34,600,464 outstanding at September 30, 2018 and 42,563,808 shares issued and 34,189,599 outstanding at December 31, 2017	430	426
Additional paid-in capital	141,261	136,259
Accumulated deficit	(33,925)	(40,889)
Treasury stock, 8,393,641 shares at September 30, 2018 and 8,374,209 shares at December 31, 2017	(102,518)	(102,319)
Accumulated other comprehensive loss	(22,700)	(33,114)
Total stockholders deficit	(17,452)	(39,637)
Total liabilities and stockholders equity	$ 612,706	$ 558,789

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

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MAGNACHIP SEMICONDUCTOR CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)

	Three Months Ended		Nine Months Ended	
	September 30 2018	September 30 2017	September 30 2018	September 30 2017
	(In thousands of US dollars, except share data)			
Net sales	$ 206,000	$ 176,697	$ 571,504	$ 505,092
Cost of sales	150,251	126,387	417,320	366,550
Gross profit	55,749	50,310	154,184	138,542
Operating expenses				
Selling, general and administrative expenses	18,566	17,266	55,123	58,144
Research and development expenses	18,918	17,554	59,503	52,440
Restructuring and other gain				(17,010)
Early termination charges				13,369
Total operating expenses	37,484	34,820	114,626	106,943
Operating income	18,265	15,490	39,558	31,599
Interest expense	(5,587)	(5,485)	(16,539)	(16,099)
Foreign currency gain (loss), net	6,002	(3,662)	(20,129)	26,219
Other income (expense), net	150	198	(291)	1,892
Income before income taxes	18,830	6,541	2,599	43,611
Income tax expenses	1,608	937	4,119	2,328
Net income (loss)	$ 17,222	$ 5,604	$ (1,520)	$ 41,283
Earnings (loss) per common share				
Basic	$ 0.50	$ 0.16	$ (0.04)	$ 1.22
Diluted	$ 0.41	$ 0.15	$ (0.04)	$ 1.02
Weighted average number of shares				
Basic	34,573,377	34,103,029	34,416,887	33,907,581
Diluted	46,021,610	45,542,418	34,416,887	44,438,871

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

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MAGNACHIP SEMICONDUCTOR CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (Unaudited)

	Three Months Ended		Nine Months Ended	
	September 30, 2018	September 30, 2017	September 30, 2018	September 30, 2017
	(In thousands of US dollars)			
Net income (loss)	$ 17,222	$ 5,604	$ (1,520)	$ 41,283
Other comprehensive income (loss)				
Foreign currency translation adjustments	(3,827)	2,692	15,806	(23,270)
Derivative adjustments				
Fair valuation of derivatives	1,046	(193)	(891)	716
Reclassification adjustment for loss (gain) on derivatives included in net income (loss)	140	(42)	(4,501)	(1,347)
Total other comprehensive income (loss)	(2,641)	2,457	10,414	(23,901)
Total comprehensive income	$ 14,581	$ 8,061	$ 8,894	$ 17,382

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

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MAGNACHIP SEMICONDUCTOR CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS EQUITY (Unaudited)

(In thousands of US dollars, except share data)	Common Stock Shares	Common Stock Amount	Additional Paid-In Capital	Accumulated Deficit	Treasury Stock	Accumulated Other Comprehensive Loss	Total
Nine Months Ended September 30, 2018:							
Balance at December 31, 2017, as previously reported	34,189,599	$ 426	$ 136,259	$ (40,889)	$ (102,319)	$ (33,114)	$ (39,637)
Impact of adopting the new revenue standard				8,484			8,484
Balance at January 1, 2018, as adjusted	34,189,599	$ 426	$ 136,259	$ (32,405)	$ (102,319)	$ (33,114)	$ (31,153)
Stock-based compensation			3,893				3,893
Exercise of stock options	159,841	2	1,111				1,113
Settlement of restricted stock units	270,456	2	(2)				
Acquisition of treasury stock	(19,432)				(199)		(199)
Other comprehensive income, net						10,414	10,414
Net loss				(1,520)			(1,520)
Balance at September 30, 2018	34,600,464	$ 430	$ 141,261	$ (33,925)	$ (102,518)	$ (22,700)	$ (17,452)
Nine Months Ended September 30, 2017:							
Balance at January 1, 2017	35,048,338	$ 416	$ 130,189	$ (125,825)	$ (90,918)	$ 14,024	$ (72,114)
Stock-based compensation			1,614				1,614
Exercise of stock options	487,873	5	3,386				3,391
Settlement of restricted stock units	397,522	4	(4)				
Acquisition of treasury stock	(1,795,444)				(11,401)		(11,401)
Other comprehensive loss, net						(23,901)	(23,901)
Net income				41,283			41,283
Balance at September 30, 2017	34,138,289	$ 425	$ 135,185	$ (84,542)	$ (102,319)	$ (9,877)	$ (61,128)

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

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MAGNACHIP SEMICONDUCTOR CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)

	Nine Months Ended September 30, 2018	Nine Months Ended September 30, 2017
	(In thousands of US dollars)	
Cash flows from operating activities		
Net income (loss)	$ (1,520)	$ 41,283
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities		
Depreciation and amortization	23,883	20,689
Provision for severance benefits	14,686	15,354
Amortization of debt issuance costs and original issue discount	1,623	1,464
Loss (gain) on foreign currency, net	26,931	(30,615)
Restructuring and other gain		(17,010)
Stock-based compensation	3,893	1,614
Other	(964)	459
Changes in operating assets and liabilities		
Accounts receivable, net	(14,282)	(20,241)
Unbilled accounts receivable	1,187	
Inventories, net	(30,296)	3,281
Other receivables	(2,669)	3,541
Other current assets	2,514	2,897
Accounts payable	17,414	178
Other accounts payable	(8,811)	(8,378)
Accrued expenses	(5,370)	(16,459)
Deferred revenue	3,560	(2,243)
Other current liabilities	1,533	(822)
Other non-current liabilities	1,035	283
Payment of severance benefits	(9,004)	(19,578)
Other	(329)	(11)
Net cash provided by (used in) operating activities	25,014	(24,314)
Cash flows from investing activities		
Proceeds from settlement of hedge collateral	11,290	8,556
Payment of hedge collateral	(10,965)	(14,839)
Proceeds from disposal of plant, property and equipment	1,685	1,128
Purchase of plant, property and equipment	(18,875)	(19,269)
Payment for property related to water treatment facility arrangement (Note 4)	(4,283)	
Payment for intellectual property registration	(776)	(977)
Collection of guarantee deposits	794	1,426
Payment of guarantee deposits	(89)	(41)
Other	(38)	24

Net cash used in investing activities		(21,257)		(23,992)
Cash flows from financing activities				
Proceeds from issuance of senior notes				86,250
Payment of debt issuance costs				(5,902)
Proceeds from exercise of stock options		1,113		3,391
Acquisition of treasury stock		(199)		(11,401)
Proceeds from property related to water treatment facility arrangement (Note 4)		4,283		
Repayment of financing related to water treatment facility arrangement (Note 4)		(73)		
Net cash provided by financing activities		5,124		72,338
Effect of exchange rates on cash, cash equivalents and restricted cash		(3,974)		2,787
Net increase in cash, cash equivalents and restricted cash		4,907		26,819
Cash, cash equivalents and restricted cash				
Beginning of the period		128,575		101,606
End of the period	$	133,482	$	128,425
Supplemental cash flow information				
Cash paid for interest	$	19,219	$	17,590
Cash paid for income taxes	$	812	$	830
Non-cash investing activities				
Property, plant and equipment additions in other accounts payable	$	4,668	$	2,092

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

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MAGNACHIP SEMICONDUCTOR CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(TABULAR DOLLARS IN THOUSANDS, EXCEPT SHARE DATA)

1. Business, Basis of Presentation and Significant Accounting Policies

Business

MagnaChip Semiconductor Corporation (together with its subsidiaries, the Company) is a designer and manufacturer of analog and mixed-signal semiconductor platform solutions for communications, Internet of Things (IoT) applications, consumer, industrial and automotive applications. The Company provides technology platforms for analog, mixed signal, power, high voltage, non-volatile memory and Radio Frequency (RF) applications. The Company s business is comprised of two operating segments: Foundry Services Group and Standard Products Group. The Company s Foundry Services Group provides specialty analog and mixed-signal foundry services mainly for fabless and Integrated Device Manufacturer (IDM) semiconductor companies that primarily serve communications, IoT, consumer, industrial and automotive applications. The Company s Standard Products Group is comprised of two business lines: Display Solutions and Power Solutions. The Company s Display Solutions products provide panel display solutions to major suppliers of large and small rigid and flexible panel displays, and mobile, automotive applications and home appliances. The Company s Power Solutions products include discrete and integrated circuit solutions for power management in communications, consumer and industrial applications.

Basis of Presentation

The accompanying unaudited interim consolidated financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States of America (US GAAP). These interim consolidated financial statements include normal recurring adjustments and the elimination of all intercompany accounts and transactions which are, in the opinion of management, necessary to provide a fair statement of the Company s financial condition and results of operations for the periods presented. These interim consolidated financial statements are presented in accordance with Accounting Standards Codification 270, *Interim Reporting* and, accordingly, do not include all of the information and note disclosures required by US GAAP for complete financial statements, except for the changes below. The results of operations for the three and nine months ended September 30, 2018 are not necessarily indicative of the results to be expected for a full year or for any other periods.

The December 31, 2017 balance sheet data was derived from the Company s audited financial statements, but does not include all disclosures required by US GAAP.

Upon the adoption of Accounting Standards Update No. 2014-09, Revenue from Contracts with Customers (Topic 606) (ASU 2014-09) effective on January 1, 2018 (the new revenue standard), the Company has updated its accounting policy for revenue recognition as detailed below. As the Company adopted the new revenue standard using the modified retrospective method, which allows the recognition of the cumulative effect of initially applying the new revenue standard as an adjustment to the Company s equity as of January 1, 2018. The comparative information has not been restated and continues to be reported under the accounting standards in effect for those periods.

Revenue Recognition

The Company recognizes revenue when it satisfies a performance obligation by transferring control over a product or service to a customer. Revenue is measured based on a consideration specified in a contract with a customer in exchange for such product or service.

The Foundry Services Group of the Company manufactures products based on customers specific product designs. The Company recognizes revenue over time for those foundry products without alternative use where the Company has an enforceable right to payment for the related foundry services completed to date. The revenue recognized over time is in proportion of wafer manufacturing costs incurred relative to total estimated costs at completion to measure the Company s performance to date. However, in certain circumstances, the Company may not have an enforceable right to payment for performed foundry services pursuant to a customer contract or an individual purchase order. In this situation, the Company recognizes revenue when a customer obtains control of the product, which is generally upon product shipment, delivery at the customer s location or upon customer acceptance, depending on the terms of the arrangement.

The Standards Products Group of the Company sells products manufactured based on the Company s design. The Standard Products Group s products are either standardized with an alternative use or the Company does not have an enforceable right to payment for the related manufacturing services completed to date. For those products, revenue is recognized when a customer obtains control of the product, which is generally upon product shipment, delivery at the customer s location or upon customer acceptance, depending on the terms of the arrangement.

A portion of the Company s sales are made through distributors for which the Company applies the same revenue recognition guidance as described above. The Company defers recognition of revenue when it receives cash from certain customers and distributors for the sale of products prior to obtaining an enforceable right to payment for performance completed to date or control of the product being transferred to the customer.

In accordance with revenue recognition guidance, any tax assessed by a governmental authority that is both imposed on and concurrent with a specific revenue-producing transaction, and that is collected by the Company from a customer, is excluded from revenue and presented in the statement of operations on a net basis.

The Company provides a warranty, under which customers can return defective products. The Company estimates the costs related to those defective product returns and records them as a component of cost of sales.

In addition, the Company offers sales returns (other than those that relate to defective products under warranty), cash discounts for early payments, volume rebates and certain allowances to its customers, including distributors. The Company records reserves for those returns, discounts and allowances as a deduction from sales, based on historical experience and other quantitative and qualitative factors.

Substantially all of the Company s contracts are one year or less in duration. The standard payment terms with customers is generally thirty to sixty days from the time of shipment, product delivery at the customer s location or customer acceptance, depending on the terms of the related arrangement.

Recent Accounting Pronouncements

In August 2018, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update No. 2018-13 Fair Value Measurement (Topic 820): Disclosure Framework Changes to the Disclosure Requirements for Fair Value Measurement (ASU 2018-13). ASU 2018-13 amends existing fair value measurement disclosure requirements by adding, changing, or removing certain disclosures. ASU 2018-13 is effective for fiscal years beginning after December 15, 2019, and interim periods within those fiscal years, with early adoption permitted for any eliminated or modified disclosures. The Company does not expect that the adoption will have an impact on the Company s consolidated financial statements.

In February 2018, the FASB issued Accounting Standards Update No. 2018-02 Income Statement Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income (ASU 2018-02). ASU 2018-02 addresses the accounting issue pertaining to the deferred tax amounts that are stranded in accumulated other comprehensive income as a result of the Tax Cuts and Jobs Act. ASU 2018-02 is effective for interim and annual periods beginning after December 15, 2018 and interim periods within those fiscal years. The Company does not have deferred tax amounts recorded through accumulated other comprehensive income and thus does not expect that the adoption will have an impact on its consolidated financial statements.

In August 2017, the FASB issued Accounting Standards Update No. 2017-12, Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities (ASU 2017-12). ASU 2017-12 provides new guidance about income statement classification and eliminates the requirement to separately measure and report hedge ineffectiveness. The entire change in fair value for qualifying hedge instruments included in the effectiveness will be recorded in other comprehensive income (OCI) and amounts deferred in OCI will be reclassified to earnings in the same income statement line item in which the earnings effect of the hedged item is reported. ASU 2017-12 is effective for interim and annual periods for the Company on January 1, 2019, with early adoption permitted. The Company is currently evaluating the impact of adoption of ASU 2017-12 on its consolidated financial statements.

In July 2017, the FASB issued Accounting Standards Update No. 2017-11, Earnings Per Share (Topic 260); Distinguishing Liabilities from Equity (Topic 480); Derivatives and Hedging (Topic 815) (ASU 2017-11), which addresses the complexity of accounting for certain financial instruments with down round features. Down round features are features of certain equity-linked instruments (or embedded features) that result in the strike price being reduced on the basis of the pricing of future equity offerings. Current accounting guidance creates cost and complexity for entities that issue financial instruments (such as warrants and convertible instruments) with down round features that require fair value measurement of the entire instrument or conversion option. For public business entities, the amendments in ASU 2017-11 are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. The Company is currently evaluating the impact of adoption of ASU 2017-11 on its consolidated financial statements.

In February 2016, the FASB issued Accounting Standards Update No. 2016-02, Leases (Topic 842) (ASU 2016-02) in order to increase transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet for those leases classified as operating leases under US GAAP. ASU 2016-02 requires that a lessee recognizes a liability to make lease payments and a right-of-use asset representing its right to use the underlying asset for the lease term on the balance sheet. ASU 2016-02 is effective for fiscal years beginning after December 15, 2018, including interim periods within those reporting periods using a modified retrospective approach and early adoption is permitted. In January 2018, the FASB issued Accounting Standards Update

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No 2018-01, Leases (Topic 842) Land Easement Practical Expedient for Transition to Topic 842 (ASU 2018-01). ASU 2018-01 permits an entity to elect an optional transition practical expedient not to evaluate land easements that exist or expired before the entity s adoption of ASU 2016-02 and that were not accounted for as leases under previous lease guidance. In July 2018, the FASB issued Accounting Standards Update No 2018-10, Codification Improvements to Topic 842 Leases (ASU 2018-10). ASU 2018-10 provides narrow amendments to clarify how to apply certain aspects of the new lease standard. In July 2018, the FASB also issued Accounting Standards Update No 2018-11, Leases (Topic 842) Targeted Improvements (ASU 2018-11). ASU 2018-11 allows an entity to recognize a cumulative-effect adjustment to the opening balance of retained earnings upon adoption of ASU 2016-02. The effective date and transition requirements for ASU 2016-02, ASU 2018-01, ASU 2018-10 and ASU 2018-11 are the same.

The Company has not yet completed its assessment. As the Company continues its assessment, it is in the process of identifying and preparing to implement appropriate changes to accounting policies, business processes and internal controls to support the new lease standard and related disclosure requirements. As permitted under ASU 2018-11, the Company will recognize a cumulative-effect adjustment from the adoption of the new lease standard to the opening balance of retained earnings on January 1, 2019.

Recently Adopted Accounting Pronouncements

In May 2017, the FASB issued Accounting Standards Update No. 2017-09, Compensation-Stock Compensation (Topic 718): Scope of Modification Accounting (ASU 2017-09). ASU 2017-09 provides clarity and reduces both (i) diversity in practice and (ii) cost and complexity when applying the guidance in Topic 718 to a change to the terms or conditions of a share-based payment award. The amendments in ASU 2017-09 provide guidance about which changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting in Topic 718. The Company adopted ASU 2017-09 in the first quarter of 2018, and the adoption did not impact the Company s consolidated financial statements.

In November 2016, the FASB issued ASU 2016-18, Statement of Cash Flows (Topic 230), Restricted Cash (ASU 2016-18). ASU 2016-18 clarifies certain existing principles in ASC 230, Statement of Cash Flows (ASC 230), including providing additional guidance related to transfers between cash and restricted cash and how entities present, net cash used in operating and net cash used in investing in their statement of cash flows, the cash receipts and cash payments that directly affect the restricted cash accounts. The Company adopted ASU 2016-18 in the first quarter of 2018. As of December 31, 2016, the Company held $18,251 thousand of restricted cash in connection with an arrangement to sell the building that housed the Company s legacy 6-inch fab. This restricted cash was not previously included in the ending cash balance as of December 31, 2016 within the consolidated statements of cash flows. As a result of adopting ASU 2016-18, the consolidated statement of cash flows for the nine months ended September 30, 2017 was revised to include such receipt of restricted cash of $18,251 thousand as cash, cash equivalents and restricted cash as of January 1, 2017, resulting in a cash outflow of $1,809 thousand in operating cash flows, a cash outflow of $17,625 thousand in investing cash flows, and an increase of $1,183 thousand in cash, cash equivalents and restricted cash due to the effect of exchange rates, from what was previously reported.

In August 2016, the FASB issued Accounting Standards Update No. 2016-15, Statement of Cash Flows (Topic 230), Classification of Certain Cash Receipts and Cash Payments (ASU 2016-15). ASU 2016-15 reduces the existing diversity in practice in financial reporting across all industries by clarifying certain existing principles in ASC 230, including providing additional guidance on how and what an entity should consider in determining the classification of certain cash flows. The Company adopted ASU 2016-15 in the first quarter of 2018, and the adoption of ASU 2016-15 did not impact the Company s consolidated financial statements.

In May 2014, the FASB issued ASU 2014-09. ASU 2014-09 supersedes the revenue recognition requirements in Revenue Recognition (Topic 605) , and requires entities to recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled to in exchange for those goods or services. ASU 2014-09 is effective for annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period. The new guidance allows for the amendments to be applied either retrospectively to each prior reporting period presented (the full retrospective method) or retrospectively as a cumulative-effect adjustment as of the date of adoption (the modified retrospective method). In March 2016, the FASB issued ASU 2016-08, which clarifies the implementation guidance on principal versus agent considerations. In April 2016, the FASB issued ASU 2016-10, which clarifies identifying performance obligations and the licensing implementation guidance. In May 2016, the FASB issued ASU 2016-12, which improves certain aspects of ASC Topic 606 Revenue from Contracts with Customers. In December 2016, the FASB issued ASU 2016-20, which improves certain aspects of ASC Topic 606 Revenue from Contracts with Customers. The effective date and transition requirements for ASU 2016-08, ASU 2016-10, ASU 2016-12 and ASU 2016-20 are the same as the effective date and transition requirements of ASU 2014-09 (collectively, the new revenue standard).

Prior to the adoption of the new revenue standard effective on January 1, 2018, the Company had historically recognized revenue when risk and reward of ownership pass to the customer either upon shipment, upon product delivery at the customer s location or upon customer acceptance, depending on the terms of the related arrangement. After the adoption of the new revenue standard effective on January 1, 2018, the Company recognizes revenue over time for those foundry products without alternative use where the Company has an enforceable right to payment for the related foundry services completed to date. As the Company adopted the new revenue standard using the modified retrospective method, it recognized the cumulative effect of initially applying the new revenue standard as an adjustment to the Company s equity as of January 1, 2018, while prior period amounts are not adjusted and continue to be reported under the accounting standards in effect for such periods. The cumulative-effect adjustments increased unbilled accounts receivable by $38,307 thousand and decreased inventories, net by $29,823 thousand, resulting in a net increase of $8,484 thousand in the Company s beginning equity as of January 1, 2018. There was no net income tax impact from those cumulative-effect adjustments due to full allowance on deferred tax assets.

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Of the recorded unbilled accounts receivable of $38,307 thousand as of January 1, 2018, $871 thousand and $35,909 thousand were billed to customers upon shipment, upon product delivery or upon customer acceptance, depending on the terms of the related arrangement, during the three and nine months ended September 30, 2018, respectively. Of the recorded deferred revenue of $8,335 thousand as of December 31, 2017, $2,256 thousand and $3,478 thousand were recognized as revenue during the three and nine months ended September 30, 2018, respectively.

The impacts of adopting the new revenue standard on the Company s consolidated financial statements for the nine months ended September 30, 2018 are as follows (in thousands):

	As of September 30, 2018		
	As Reported	Adjustments	Amounts Without Adoption of Topic 606
	(In thousands of US dollars, except share data)		
Assets			
Current assets			
Unbilled accounts receivable	$ 35,837	$ 35,837	$
Inventories, net	71,532	(27,675)	99,207
Total current assets	384,744	8,162	376,582
Total assets	612,706	8,162	604,544
Liabilities and Stockholders Equity			
Stockholders equity			
Accumulated deficit	(33,925)	8,505	(42,430)
Accumulated other comprehensive loss	(22,700)	(343)	(22,357)
Total stockholders deficit	(17,452)	8,162	(25,614)
Total liabilities and stockholders deficit	$ 612,706	$ 8,162	$ 604,544

Unbilled accounts receivable represents the Company s contractual right to consideration for manufacturing work performed on a customer contract or an individual purchase order basis, which has not been invoiced to the customer.

	Three Months Ended September 30, 2018			Nine Months Ended September 30, 2018		
	As Reported	As Adjusted	Amounts Without Adoption of Topic 606	As Reported	As Adjusted	Amounts Without Adoption of Topic 606
	(In thousands of US dollars, except share data)					
Net sales	$ 206,000	$ (299)	$ 206,299	$ 571,504	$ (1,186)	$ 572,690
Cost of sales	150,251	803	149,448	417,320	(1,207)	418,527
Gross profit	55,749	(1,102)	56,851	154,184	21	154,163

Operating income	18,265	(1,102)	19,367	39,558	21	39,537
Income before income tax expenses	18,830	(1,102)	19,932	2,599	21	2,578
Net income (loss)	$ 17,222	$ (1,102)	$ 18,324	$ (1,520)	$ 21	$ (1,541)
Earnings (loss) per common share						
Basic	$ 0.50	$ (0.03)	$ 0.53	$ (0.04)	$	$ (0.04)
Diluted	$ 0.41	$ (0.02)	$ 0.43	$ (0.04)	$	$ (0.04)

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2. Sales of Accounts Receivable and Receivable Discount Program

The Company has entered into an agreement to sell selected trade accounts receivable to a financial institution from time to time since March 2012. After the sale, the Company does not retain any interest in the receivables and the applicable financial institution collects these accounts receivable directly from the customer. The proceeds from the sales of these accounts receivable totaled $17,156 thousand and $16,180 thousand for the nine months ended September 30, 2018 and 2017, respectively, and these sales resulted in pre-tax losses of $35 thousand and $47 thousand for the nine months ended September 30, 2018 and 2017, respectively, which are included in selling, general and administrative expenses in the consolidated statements of operations. Net proceeds of this accounts receivable sale program are recognized in the consolidated statements of cash flows as part of operating cash flows.

The Company uses receivable discount programs with certain customers. These discount arrangements allow the Company to accelerate collection of customers receivables.

3. Inventories

Inventories as of September 30, 2018 and December 31, 2017 consist of the following (in thousands):

	September 30, 2018	December 31, 2017
Finished goods	$ 11,799	$ 13,737
Semi-finished goods and work-in-process	42,322	53,148
Raw materials	17,469	12,445
Materials in-transit	3,792	134
Less: inventory reserve	(3,850)	(6,391)
Inventories, net	$ 71,532	$ 73,073

Changes in inventory reserve for the three and nine months ended September 30, 2018 and 2017 are as follows (in thousands):

	Three Months Ended September 30, 2018	Nine Months Ended September 30, 2018	Three Months Ended September 30, 2017	Nine Months Ended September 30, 2017
Beginning balance	$ (4,699)	$ (6,391)	$ (5,297)	$ (7,177)
Change in reserve				
Inventory reserve charged to costs of sales	(980)	(2,837)	(2,084)	(3,479)
Sale of previously reserved inventory	1,208	1,681	816	3,380
	228	(1,156)	(1,268)	(99)
Write off	656	3,497	433	1,584
Translation adjustments	(35)	200	43	(397)

Ending balance	$ (3,850)	$ (3,850)	$ (6,089)	$ (6,089)

Inventory reserve represents the Company s best estimate in value lost due to excessive inventory level, physical deterioration, obsolescence, changes in price levels, or other causes based on individual facts and circumstances. Inventory reserve relates to inventory items including finished goods, semi-finished goods, work-in-process and raw materials. Write off of this reserve is recognized only when the related inventory has been disposed or scrapped.

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4. Property, Plant and Equipment

Property, plant and equipment as of September 30, 2018 and December 31, 2017 are comprised of the following (in thousands):

	September 30, 2018	December 31, 2017
Buildings and related structures	$ 70,840	$ 69,958
Machinery and equipment	313,611	308,713
Others	45,571	42,497
	430,022	421,168
Less: accumulated depreciation	(245,122)	(231,356)
Land	15,493	16,091
Property, plant and equipment, net	$ 200,393	$ 205,903

Aggregate depreciation expenses totaled $23,272 thousand and $20,224 thousand for the nine months ended September 30, 2018 and 2017, respectively.

As of June 29, 2018, the Company s Korean subsidiary entered into an arrangement whereby it acquired a water treatment facility to support its fab in Gumi, Korea from SK Hynix for $4,172 thousand, and sold it for $4,172 thousand to a third party management company that the Company has engaged to run the facility for a 10-year term. This arrangement is accounted for as a financing due to the Company s Korean subsidiary s continuing involvement with the facility. As a result, on an acquisition date, the Company recorded the water treatment facility of $4,172 thousand as property, plant and equipment, net, which is depreciated over its estimated useful life. The Company also recorded the related liabilities of $553 thousand as other current liabilities and $3,619 thousand as other non-current liabilities, which relates to the financing and service portion of the arrangement and is amortized using the effective interest method over the contract period.

5. Intangible Assets

Intangible assets as of September 30, 2018 and December 31, 2017 are comprised of the following (in thousands):

	September 30, 2018		
	Gross amount	Accumulated amortization	Net amount
Technology	$ 19,444	$ (19,444)	$
Customer relationships	27,926	(27,926)	
Intellectual property assets	11,448	(7,453)	3,995
Intangible assets, net	$ 58,818	$ (54,823)	$ 3,995

	December 31, 2017		
	Gross amount	Accumulated amortization	Net amount
Technology	$ 20,194	$ (20,194)	$
Customer relationships	29,002	(29,002)	
Intellectual property assets	11,319	(7,258)	4,061
Intangible assets, net	$ 60,515	$ (56,454)	$ 4,061

Aggregate amortization expenses for intangible assets totaled $611 thousand and $465 thousand for the nine months ended September 30, 2018 and 2017, respectively.

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6. Accrued Expenses

Accrued expenses as of September 30, 2018 and December 31, 2017 are comprised of the following (in thousands):

	September 30, 2018	December 31, 2017
Payroll, benefits and related taxes, excluding severance benefits	$ 19,237	$ 16,724
Withholding tax attributable to intercompany interest income	20,062	18,138
Interest on senior notes	3,463	8,268
Outside service fees	1,272	1,942
Others	1,607	6,674
Accrued expenses	$ 45,641	$ 51,746

7. Derivative Financial Instruments

The Company s Korean subsidiary from time to time has entered into zero cost collar and forward contracts to hedge the risk of changes in the functional-currency-equivalent cash flows attributable to currency rate changes on U.S. dollar denominated revenues.

Details of derivative contracts as of September 30, 2018 are as follows (in thousands):

Date of transaction	Type of derivative	Total notional amount	Month of settlement
June 18, 2018	Zero cost collar	$ 15,000	October 2018 to December 2018
June 18, 2018	Forward	$ 30,000	October 2018 to December 2018
June 27, 2018	Zero cost collar	$ 27,000	October 2018 to June 2019
June 27, 2018	Forward	$ 48,000	October 2018 to June 2019

Details of derivative contracts as of December 31, 2017 are as follows (in thousands):

Date of transaction	Type of derivative	Total notional amount	Month of settlement
June 22, 2017	Zero cost collar	$ 20,000	January 2018 to February 2018
September 28, 2017	Zero cost collar	$ 54,000	January 2018 to June 2018
September 28, 2017	Forward	$ 36,000	January 2018 to June 2018

The zero cost collar and forward contracts qualify as cash flow hedges under ASC 815, Derivatives and Hedging, since at both the inception of the contracts and on an ongoing basis, the hedging relationship was and is expected to be highly effective in achieving offsetting cash flows attributable to the hedged risk during the term of the contracts. The Company is utilizing the hypothetical derivative method to measure the effectiveness by comparing the changes in value of the actual derivative versus the change in fair value of the hypothetical derivative.

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The fair values of the Company s outstanding zero cost collar and forward contracts recorded as assets and liabilities as of September 30, 2018 and December 31, 2017 are as follows (in thousands):

Derivatives designated as hedging instruments:		**September 30, 2018**	**December 31, 2017**
Asset Derivatives:			
Zero cost collars	Other current assets	$	$ 2,827
Forward	Other current assets	$	$ 2,352
Liability Derivatives:			
Zero cost collars	Other current liabilities	$ 257	$
Forward	Other current liabilities	$ 1,174	$

Offsetting of derivative liabilities as of September 30, 2018 is as follows (in thousands):

As of September 30, 2018	**Gross amounts of recognized liabilities**	**Gross amounts offset in the balance sheets**	**Net amounts of liabilities presented in the balance sheets**	**Gross amounts not offset in the balance sheets: Financial instruments**	**Gross amounts not offset in the balance sheets: Cash collateral pledged**	**Net amount**
Liability Derivatives:						
Zero cost collars	$ 257	$	$ 257	$	$ (340)	$ (83)
Forward	$ 1,174	$	$ 1,174	$	$ (1,330)	$ (156)

Offsetting of derivative assets as of December 31, 2017 is as follows (in thousands):

As of December 31, 2017	**Gross amounts of recognized assets**	**Gross amounts offset in the balance sheets**	**Net amounts of assets presented in the balance sheets**	**Gross amounts not offset in the balance sheets: Financial instruments**	**Gross amounts not offset in the balance sheets: Cash collateral pledged**	**Net amount**
Asset Derivatives:						
Zero cost collars	$ 2,827	$	$ 2,827	$	$	$ 2,827
Forward	$ 2,352	$	$ 2,352	$	$	$ 2,352

For derivative instruments that are designated and qualify as cash flow hedges, the effective portion of the gain or loss on the derivative is reported as a component of accumulated other comprehensive income (AOCI) and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings. Gains and losses on the derivative, representing either hedge ineffectiveness or hedge components excluded from the assessment of effectiveness, are recognized in current earnings.

The following table summarizes the impact of derivative instruments on the consolidated statement of operations for the three months ended September 30, 2018 and 2017 (in thousands):

Derivatives in ASC	**Amount of Gain (Loss) Recognized in**	**Location of Gain (Loss)**	**Amount of Gain (Loss) Reclassified from**	**Location of Gain**	**Amount of Gain (Loss) Recognized in**

815 Cash Flow Hedging Relationships	AOCI on Derivatives (Effective Portion)		Reclassified from AOCI into Statement of Operations (Effective Portion)	AOCI into Statement of Operations (Effective Portion)		(Loss) Recognized in Statement of Operations on Derivative (Ineffective Portion)	Statement of Operations on Derivatives (Ineffective Portion)	
	Three Months Ended September 30,			Three Months Ended September 30,			Three Months Ended September 30,	
	2018	2017		2018	2017		2018	2017
Zero cost collars	$ 386	$ (217)	Net sales	$	$	Other income (expenses), net	$ 18	$ (142)
Forwards	$ 660	$ 24	Net sales	$ (140)	$ 42	Other income (expenses), net	$ (536)	$ (228)
Total	$ 1,046	$ (193)		$ (140)	$ 42		$ (518)	$ (370)

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The following table summarizes the impact of derivative instruments on the consolidated statement of operations for the nine months ended September 30, 2018 and 2017 (in thousands):

Derivatives in ASC 815 Cash Flow Hedging Relationships	Amount of Gain (Loss) Recognized in AOCI on Derivatives (Effective Portion) Nine Months Ended September 30, 2018	2017	Location of Gain Reclassified from AOCI into Statement of Operations (Effective Portion)	Amount of Gain Reclassified from AOCI into Statement of Operations (Effective Portion) Nine Months Ended September 30, 2018	2017	Location of Gain (Loss) Recognized in Statement of Operations on Derivative (Ineffective Portion)	Amount of Gain (Loss) Recognized in Statement of Operations on Derivatives (Ineffective Portion) Nine Months Ended September 30, 2018	2017
Zero cost collars	$ (756)	$ 666	Net sales	$ 2,191	$ 1,305	Other income (expenses), net	$ (300)	$ 127
Forwards	$ (136)	$ 50	Net sales	$ 2,310	$ 42	Other income (expenses), net	$ (1,926)	$ (327)
Total	$ (892)	$ 716		$ 4,501	$ 1,347		$ (2,226)	$ (200)

As of September 30, 2018, the amount expected to be reclassified from accumulated other comprehensive loss into loss within the next twelve months is $94 thousand.

The Company set aside $5,300 thousand and $7,600 thousand of cash deposits to the counterparty, Nomura Financial Investment (Korea) Co., Ltd. (NFIK) as required for the zero cost collar and forward contracts outstanding as of September 30, 2018 and December 31, 2017, respectively. These cash deposits are recorded as hedge collateral on the consolidated balance sheets.

The Company is required to deposit additional cash collateral with NFIK for any exposure in excess of $500 thousand and $1,670 thousand of additional cash collateral were required as of September 30, 2018 and recorded as hedge collateral on the consolidated balance sheets. These outstanding zero cost collar and forward contracts are subject to termination if the sum of qualified and unrestricted cash and cash equivalents held by the Company is less than $30,000 thousand on the last day of a fiscal quarter.

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8. Fair Value Measurements

Fair Value of Financial Instruments

As of September 30, 2018, the following table represents the Company s liabilities measured at fair value on a recurring basis and the basis for that measurement (in thousands):

	Carrying Value September 30, 2018	Fair Value Measurement September 30, 2018	Quoted Prices in Active Markets for Identical Asset (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Liabilities:					
Derivative liabilities (other current liabilities)	$ 1,431	$ 1,431		$ 1,431	

As of December 31, 2017, the following table represents the Company s assets measured at fair value on a recurring basis and the basis for that measurement (in thousands):

	Carrying Value December 31, 2017	Fair Value Measurement December 31, 2017	Quoted Prices in Active Markets for Identical Asset (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:					
Derivative assets (other current assets)	$ 5,179	$ 5,179		$ 5,179	

Items not reflected in the table above include cash equivalents, accounts receivable, other receivables, accounts payable, and other accounts payable, fair value of which approximate carrying values due to the short-term nature of these instruments. The fair value of assets and liabilities whose carrying value approximates fair value is determined using Level 2 inputs.

Fair Value of Long-term Borrowings

	September 30, 2018		December 31, 2017	
	Carrying Value	Fair Value	Carrying Value	Fair Value
	(In thousands of US dollars)			
Long-term Borrowings:				
5.0% Exchangeable Senior Notes due March 2021 (Level 2)	$ 82,593	$ 129,778	$ 81,576	$ 127,617
6.625% Senior Notes due July 2021 (Level 2)	$ 222,446	$ 222,244	$ 221,840	$ 224,719

On January 17, 2017, the Company s wholly-owned subsidiary, MagnaChip Semiconductor S.A., closed an offering (the Exchangeable Notes Offering) of 5.0% Exchangeable Senior Notes due March 1, 2021 (the Exchangeable Notes) of $86,250 thousand, which represents the principal amount, excluding $5,902 thousand of debt issuance costs. The Company estimates the fair value of the Exchangeable Notes using the market approach, which utilizes quoted market prices that fall under Level 2. For further description of the Exchangeable Notes, see Note 9, Long-term Borrowings .

On July 18, 2013, the Company issued 6.625% senior notes due July 15, 2021 (the 2021 Notes) of $225.0 million, which represents the principal amount, excluding $1.1 million of original issue discount and $5.0 million of debt issuance costs. The Company estimates the fair value of the 2021 Notes using the market approach, which utilizes quoted market prices that fall under Level 2. For further description of the 2021 Notes, see Note 9, Long-term Borrowings .

Fair Values Measured on a Non-recurring Basis

The Company s non-financial assets, such as property, plant and equipment, and intangible assets are recorded at fair value upon acquisition and are remeasured at fair value only if an impairment charge is recognized. As of September 30, 2018 and 2017, the Company did not have any assets or liabilities measured at fair value on a non-recurring basis.

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9. Long-Term Borrowings

Long-term borrowings as of September 30, 2018 and December 31, 2017 are as follows (in thousands):

	September 30, 2018	December 31, 2017
5.0% Exchangeable Senior Notes due March 2021	$ 86,250	$ 86,250
6.625% Senior Notes due July 2021	$ 225,000	$ 225,000
Less: unamortized discount and debt issuance costs	(6,211)	(7,834)
Long-term borrowings, net of unamortized discount and debt issuance costs	$ 305,039	$ 303,416

5.0% Exchangeable Senior Notes

On January 17, 2017, MagnaChip Semiconductor S.A. closed the Exchangeable Notes Offering of $86,250 thousand aggregate principal amount of 5.0% Exchangeable Notes. Interest on the Exchangeable Notes accrues at a rate of 5.0% per annum, payable semi-annually on March 1 and September 1 of each year, beginning on March 1, 2017. The Exchangeable Notes will mature on March 1, 2021, unless earlier repurchased or converted. Holders may convert their notes at their option at any time prior to the close of business on the business day immediately preceding the stated maturity date.

The Company used a portion of the net proceeds from the issuance to repurchase 1,795,444 shares of common stock under its stock repurchase program at an aggregate cost of $11,401 thousand.

Upon conversion, the Company will deliver for each $1,000 principal amount of converted notes a number of shares equally to the exchange rate, which will initially be 121.1387 shares of common stock per $1 thousand principal amount of Exchangeable Notes, equivalent to an initial exchange price of approximately $8.26 per share of common stock. The exchange rate will be subject to adjustment in some circumstances, but will not be adjusted for any accrued and unpaid interest. In addition, if a make-whole fundamental change (as defined in the Exchangeable Notes indenture (the Exchangeable Notes Indenture)) occurs prior to the stated maturity date, the Company will increase the exchange rate for a holder who elects to convert its notes in connection with such make-whole fundamental change in certain circumstances. MagnaChip Semiconductor S.A. may also, under certain circumstances, be required to pay additional amounts to holders of Exchangeable Notes if withholding or deduction is required in a relevant tax jurisdiction.

If the Company undergoes a fundamental change, subject to certain conditions, holders may require the Company to repurchase for cash all or part of their notes at a purchase price equal to 100% of the principal amount of the notes to be repurchased, plus accrued and unpaid interest to, but excluding, the fundamental change purchase date. In addition, upon certain events of default described in the Exchangeable Notes Indenture, the trustee or holders of at least 25% principal amount of the Exchangeable Notes may declare 100% of the then outstanding Exchangeable Notes due and payable in full, together with all accrued and unpaid interest thereon. Payment of principal on the Exchangeable Notes may also accelerate and become automatically due and payable upon certain events of default involving bankruptcy or insolvency proceedings involving the Company, MagnaChip Semiconductor S.A. and their significant subsidiaries. The Exchangeable Notes are not redeemable at the option of MagnaChip Semiconductor S.A. prior to the maturity date.

The Exchangeable Notes Indenture contains covenants that limit the ability of the Company, MagnaChip Semiconductor S.A. and the Company s other restricted subsidiaries to: (i) declare or pay any dividend or make any payment or distribution on account of or purchase or redeem the Company s capital stock or equity interests of the restricted subsidiaries; (ii) make any principal payment on, or redeem or repurchase, prior to any scheduled repayment or maturity, any subordinated indebtedness; (iii) make certain investments; (iv) incur additional indebtedness and issue certain types of capital stock; (v) create or incur any lien (except for permitted liens) that secures obligations under any indebtedness; (vi) merge with or into or sell all or substantially all of the Company s assets to other companies; (vii) enter into certain types of transactions with affiliates; (viii) guarantee the payment of any indebtedness; and (ix) designate unrestricted subsidiaries.

These covenants are subject to a number of exceptions and qualifications. Certain of these restrictive covenants will terminate if the Exchangeable Notes are rated investment grade at any time.

The Company incurred debt issuance costs of $5,902 thousand related to the issuance of the Exchangeable Notes. The debt issuance costs are recorded as a direct deduction from the long-term borrowings in the consolidated balance sheets and amortized to interest expense using the effective interest method over the term of the Exchangeable Notes. Interest expense related to the Exchangeable Notes for the three and nine months ended September 30, 2018 were $1,422 thousand and $4,251 thousand, respectively. Interest expense related to the Exchangeable Notes for the three and nine months ended September 30, 2017 were $1,400 thousand and $3,942 thousand, respectively.

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6.625% Senior Notes

On July 18, 2013, the Company issued a $225,000,000 aggregate principal amount of the 2021 Notes at a price of 99.5%. Interest on the 2021 Notes accrues at a rate of 6.625% per annum, payable semi-annually on January 15 and July 15 of each year, beginning on January 15, 2014.

The Company may on any one or more occasions redeem all or a part of the 2021 Notes, at a redemption price equal to 101.656% and 100% of the principal amount of the notes redeemed on or after July 15, 2018 and 2019, respectively, plus accrued and unpaid interest and special interest, if any, on the notes redeemed, to the applicable date of redemption.

The Indenture relating to the 2021 Notes contains covenants that limit the ability of the Company and its restricted subsidiaries to: (i) declare or pay any dividend or make any payment or distribution on account of or purchase or redeem the Company s capital stock or equity interests of the restricted subsidiaries; (ii) make any principal payment on, or redeem or repurchase, prior to any scheduled repayment or maturity, any subordinated indebtedness; (iii) make certain investments; (iv) incur additional indebtedness and issue certain types of capital stock; (v) create or incur any lien (except for permitted liens) that secures obligations under any indebtedness; (vi) merge with or into or sell all or substantially all of the Company s assets to other companies; (vii) enter into certain types of transactions with affiliates; (viii) guarantee the payment of any indebtedness; (ix) enter into sale-leaseback transactions; (x) enter into agreements that would restrict the ability of the restricted subsidiaries to make distributions with respect to their equity to the Company or other restricted subsidiaries, to make loans to the Company or other restricted subsidiaries or to transfer assets to the Company or other restricted subsidiaries; and (xi) designate unrestricted subsidiaries.

These covenants are subject to a number of exceptions and qualifications. Certain of these restrictive covenants will terminate if the 2021 Notes are rated investment grade at any time.

The Company incurred original issue discount of $1,125 thousand and debt issuance costs of $5,039 thousand related to the issuance of the 2021 Notes. The original issue discount and the debt issuance costs are recorded as a direct deduction from the long-term borrowings in the consolidated balance sheets and amortized to interest expense using the effective interest method over the term of the 2021 Notes. Interest expenses related to the 2021 Notes for the three and nine months ended September 30, 2018 were $3,933 thousand and $11,785 thousand, respectively. Interest expenses related to the 2021 Notes for the three and nine months ended September 30, 2017 were $3,918 thousand and $11,744 thousand, respectively.

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10. Accrued Severance Benefits

The majority of accrued severance benefits are for employees in the Company s Korean subsidiary. Pursuant to the Employee Retirement Benefit Security Act of Korea, eligible employees and executive officers with one or more years of service are entitled to severance benefits upon the termination of their employment based on their length of service and rate of pay. As of September 30, 2018, 98% of employees of the Company were eligible for severance benefits.

Changes in accrued severance benefits are as follows (in thousands):

	Three Months Ended September 30, 2018	Nine Months Ended September 30, 2018	Three Months Ended September 30, 2017	Nine Months Ended September 30, 2017
Beginning balance	$ 146,375	$ 149,795	$ 130,894	$ 130,144
Provisions	5,521	14,686	4,578	15,354
Severance payments	(3,250)	(9,004)	(1,496)	(19,578)
Translation adjustments	1,194	(5,637)	(852)	7,204
	149,840	149,840	133,124	133,124
Less: Cumulative contributions to severance insurance deposit accounts	(858)	(858)		
The National Pension Fund	(236)	(236)	(243)	(243)
Group severance insurance plan	(598)	(598)	(593)	(593)
Accrued severance benefits, net	$ 148,148	$ 148,148	$ 132,288	$ 132,288

The severance benefits funded through the Company s National Pension Fund and group severance insurance plan will be used exclusively for payment of severance benefits to eligible employees. These amounts have been deducted from the accrued severance benefit balance.

Beginning in July 2018, the Company contributes a certain percentage of severance benefits, accrued for eligible employees for their services from January 1, 2018, to certain severance insurance deposit accounts. These accounts consist of time deposits and other guaranteed principal and interest, and are maintained at insurance companies, banks or security companies for the benefit of employees. The Company deducts the contributions made to certain severance insurance deposit accounts from its accrued severance benefits.

The Company is liable to pay the following future benefits to its non-executive employees upon their normal retirement age (in thousands):

	Severance benefit
Remainder of 2018	$
2019	598
2020	1,092
2021	1,569

2022	1,343
2023	1,836
2024 2028	27,152

The above amounts were determined based on the non-executive employees current salary rates and the number of service years that will be accumulated upon their retirement dates. These amounts do not include amounts that might be paid to non-executive employees that will cease working with the Company before their normal retirement ages.

Korea s mandatory retirement age is 60 under the Employment Promotion for the Aged Act.

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11. Foreign Currency Gain (Loss), Net

Net foreign currency gain or loss includes non-cash translation gain or loss associated with intercompany balances. A substantial portion of the Company s net foreign currency gain or loss is non-cash translation gain or loss associated with intercompany long-term loans to our Korean subsidiary. The loans are denominated in U.S. dollars and are affected by changes in the exchange rate between the Korean won and the U.S. dollar. As of September 30, 2018 and December 31, 2017, the outstanding intercompany loan balances including accrued interest between the Korean subsidiary and the Dutch subsidiary were $680,442 thousand and $677,267 thousand, respectively. The Korean won to U.S. dollar exchange rates were 1,112.7:1, 1,071.4:1 using the first base rate as of September 30, 2018, December 31, 2017, respectively, as quoted by the KEB Hana Bank.

12. Restructuring and other gain

As of December 21, 2016, the Company entered into a purchase and sale agreement to sell a building located in Cheongju, South Korea. The building has historically been used to house the Company s six-inch fabrication facility in Cheongju, South Korea (the 6-inch fab) and became vacant upon the closure of the fabrication facility in February 2016. As of December 31, 2015, the building was fully impaired. The Company received proceeds of $18,204 thousand, including a $1,655 thousand value-added tax, for the sale of the building in December 2016. As the Company was obligated to perform certain removal construction work, it recorded the $18,204 thousand proceeds as restricted cash and $16,549 thousand as deposits received in its consolidated balance sheets as of December 31, 2016. During the first quarter of 2017, the Company completed all removal construction work necessary to transfer the title of the building, and the $18,204 thousand of restricted cash was fully released. Accordingly, the Company recorded $16,635 thousand as restructuring gain in the consolidated statements of operations for the three months ended March 31, 2017.

In March 2017, the Company sold its sensor product business, which was included in and reported as part of Display Solutions line of its Standard Products Group, to a third party for proceeds of $1,295 thousand, in an effort to improve our overall profitability. The Company recorded $375 thousand net gain from this sale after deducting the book values of certain assets transferred to the buyer.

13. Early Termination Charges

As of February 22, 2017, the Company s Board of Directors approved the implementation of a new headcount reduction plan (the Headcount Reduction Plan). As of June 30, 2017, 352 employees elected to resign from the Company during the period in which the Headcount Reduction Plan was offered. The total cash cost of approximately $31 million has been fully paid. The Company recorded in its consolidated statement of operations $11,107 thousand and $2,262 thousand in termination related charges as early termination charges for the three months ended March 31, 2017 and June 30, 2017, respectively. The remaining total estimated cost relates to statutory severance benefits, which are required by law and have already been fully accrued in the Company s financial statements.

14. Income Taxes

The Company files income tax returns in the U.S., Korea, Japan, Taiwan and various other jurisdictions. The Company is subject to income- or non-income-based tax examinations by tax authorities of the U.S., Korea and multiple other foreign jurisdictions, where applicable, for all open tax years.

Income tax expenses recorded for three and nine months ended September 30, 2018 were $1,608 thousand and was $4,119, respectively. Income tax expenses recorded for three and nine months ended September 30, 2017 were

$937 thousand and was $2,328, respectively. The amounts recorded during 2018 included income tax expense for the Korean subsidiary, which is estimated to generate taxable income for the fiscal year ending December 31, 2018, combined with its ability to utilize net operating loss carryforwards up to 70% of taxable income for the year.

On December 22, 2017, H.R. 1, originally known as the Tax Cuts and Jobs Act, was enacted in the U.S (the Tax Reform Act). The Tax Reform Act reduces the U.S. federal statutory rate to 21.0% from 35.0% effective January 1, 2018. The key provisions contained in the Tax Reform Act are mandatory deemed repatriation tax, global intangible low tax income and foreign derived intangible income provisions. The Company does not expect that the global intangible low tax income and foreign derived intangible income provisions will have any material impact to its income tax expense. The Company is currently reviewing the provision relating to the mandatory deemed repatriation tax and will complete its assessment before the measurement period ending in December 2018.

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15. Geographic and Segment Information

The Company has two operating segments: Foundry Services Group and Standard Products Group. The Company s chief operating decision maker is its Chief Executive Officer who allocates resources and assesses performance of the business and other activities based on gross profit.

In January 2018, as part of the Company s ongoing portfolio optimization effort to realign business processes and streamline the Company s organizational structure, the Company transferred a portion of its non-OLED Display business from the Standard Products Group to the Foundry Services Group. The transferred non-OLED Display business has technical and business characteristics more closely aligned with the Company s Foundry Services business than with the Company s Standard Products business, which resided within the Company s Display Solutions business line primarily as a result of a long standing customer relationship established many years ago. The Company recast comparative segment financial information to conform to this current period change. For the three months ended September 30, 2017, $8,600 thousand of net sales and $1,970 thousand of gross profit, and were reclassified from the Display Solutions business line in the Standard Products Group to the Foundry Services Group. For the nine months ended September 30, 2017, $20,635 thousand of net sales and $4,432 thousand of gross profit were reclassified from the Display Solutions business line in the Standard Products Group to the Foundry Services Group.

The following sets forth information relating to the operating segment (in thousands):

	Three Months Ended		Nine Months Ended	
	September 30, 2018	**September 30, 2017 *As Adjusted***	**September 30, 2018**	**September 30, 2017 *As Adjusted***
Net Sales				
Foundry Services Group	$ 83,862	$ 89,004	$ 242,198	$ 260,095
Standard Products Group				
Display Solutions	77,578	48,636	205,986	135,233
Power Solutions	44,458	39,001	123,153	109,595
Total Standard Products Group	122,036	87,637	329,139	244,828
All other	102	56	167	169
Total net sales	$ 206,000	$ 176,697	$ 571,504	$ 505,092

	Three Months Ended		Nine Months Ended	
	September 30, 2018	**September 30, 2017 *As Adjusted***	**September 30, 2018**	**September 30, 2017 *As Adjusted***
Gross Profit				
Foundry Services Group	$ 20,443	$ 26,344	$ 63,292	$ 74,326
Standard Products Group	35,204	23,910	90,874	64,047
All other	102	56	18	169
Total gross profit	$ 55,749	$ 50,310	$ 154,184	$ 138,542

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Upon the adoption of the new revenue standard, the Company s revenue for Foundry Services Group is disaggregated depending on the timing of revenue recognition (in thousands):

	Three Months Ended September 30, 2018			Nine Months Ended September 30, 2018		
	Revenue recognized at the time of shipment or delivery	Revenue recognized over time	Total	Revenue recognized at the time of shipment or delivery	Revenue recognized over time	Total
Net Sales						
Foundry Services Group	$ 26,257	$ 57,605	$ 83,862	$ 52,024	$ 190,174	$ 242,198

The following is a summary of net sales by geographic region, based on the location to which the products are billed (in thousands):

	Three Months Ended	
	September 30, 2018	September 30, 2017
Korea	$ 91,570	$ 74,327
Asia Pacific (other than Korea)	93,475	83,221
U.S.A.	5,831	8,399
Europe	14,444	10,492
Others	680	258
Total	$ 206,000	$ 176,697

	Nine Months Ended	
	September 30, 2018	September 30, 2017
Korea	$ 204,319	$ 207,389
Asia Pacific (other than Korea)	302,906	239,209
U.S.A.	29,242	28,721
Europe	33,041	29,070
Others	1,996	703
Total	$ 571,504	$ 505,092

For the three months ended September 30, 2018 and 2017, of the Company s net sales in Asia Pacific (other than Korea), net sales in Greater China (China, Hong Kong and Macau) represented 64.1% and 47.9%, respectively, and net sales in Taiwan represented 29.7% and 40.7%, respectively.

For the nine months ended September 30, 2018 and 2017, of the Company s net sales in Asia Pacific (other than Korea), net sales in Greater China (China, Hong Kong and Macau) represented 67.6% and 49.5%, respectively, and net sales in Taiwan represented 25.8% and 35.1%, respectively.

Net sales from the Company s top ten largest customers accounted for 65% and 58% for the three months ended September 30, 2018 and 2017, respectively, and 62% and 59% for the nine months ended September 30, 2018 and 2017, respectively.

For the three months ended September 30, 2018, the Company had two customers that represented 18.8% and 17.6% of its net sales, respectively, and for the nine months ended September 30, 2018, the Company had two customers that represented 21.6% and 13.0% of its net sales, respectively.

For the three months ended September 30, 2017, the Company had one customer that represented 16.9% of its net sales, and for the nine months ended September 30, 2017, the Company had one customer that represented 15.6% of its net sales.

97% of the Company s property, plant and equipment are located in Korea as of September 30, 2018.

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16. Accumulated Other Comprehensive Loss

Accumulated other comprehensive loss consists of the following as of September 30, 2018 and December 31, 2017, respectively (in thousands):

	September 30, 2018	December 31, 2017
Foreign currency translation adjustments	$ (22,607)	$ (38,413)
Derivative adjustments	(93)	5,299
Total	$ (22,700)	$ (33,114)

Changes in accumulated other comprehensive loss for the three months ended September 30, 2018 and 2017 are as follows (in thousands):

Three Months Ended September 30, 2018	Foreign currency translation adjustments	Derivative adjustments	Total
Beginning balance	$ (18,780)	$ (1,279)	$ (20,059)
Other comprehensive income (loss) before reclassifications	(3,827)	1,046	(2,781)
Amounts reclassified from accumulated other comprehensive loss		140	140
Net current-period other comprehensive income (loss)	(3,827)	1,186	(2,641)
Ending balance	$ (22,607)	$ (93)	$ (22,700)

Three Months Ended September 30, 2017	Foreign currency translation adjustments	Derivative adjustments	Total
Beginning balance	$ (11,502)	$ (832)	$ (12,334)
Other comprehensive income (loss) before reclassifications	2,692	(193)	2,499
Amounts reclassified from accumulated other comprehensive income		(42)	(42)
Net current-period other comprehensive income (loss)	2,692	(235)	2,457

Ending balance	$ (8,810)	$ (1,067)	$ (9,877)

Changes in accumulated other comprehensive loss for the nine months ended September 30, 2018 and 2017 are as follows (in thousands):

Nine Months Ended September 30, 2018	**Foreign currency translation adjustments**	**Derivative adjustments**	**Total**
Beginning balance	$ (38,413)	$ 5,299	$ (33,114)
Other comprehensive income (loss) before reclassifications	15,806	(891)	14,915
Amounts reclassified from accumulated other comprehensive income		(4,501)	(4,501)
Net current-period other comprehensive income (loss)	15,806	(5,392)	10,414
Ending balance	$ (22,607)	$ (93)	$ (22,700)

Nine Months Ended September 30, 2017	**Foreign currency translation adjustments**	**Derivative adjustments**	**Total**
Beginning balance	$ 14,460	$ (436)	$ 14,024
Other comprehensive income (loss) before reclassifications	(23,270)	716	(22,554)
Amounts reclassified from accumulated other comprehensive income		(1,347)	(1,347)
Net current-period other comprehensive loss	(23,270)	(631)	(23,901)
Ending balance	$ (8,810)	$ (1,067)	$ (9,877)

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There was no income tax impact related to changes in accumulated other comprehensive loss for the nine months ended September 30, 2018 and 2017 due to net operating loss carry-forwards available to offset taxable income and full allowance for deferred tax assets.

17. Earnings (Loss) per Share

The following table illustrates the computation of basic and diluted earnings (loss) per common share for the three and nine months ended September 30, 2018 and 2017:

	Three Months Ended September 30, 2018	Three Months Ended September 30, 2017
	(In thousands of US dollars, except share data)	
Basic Earnings per Share		
Net income	$ 17,222	$ 5,604
Basic weighted average common stock outstanding	34,573,377	34,103,029
Basic earnings per share	$ 0.50	$ 0.16
Diluted Earnings per Share		
Net income	$ 17,222	$ 5,604
Add back: Interest expense on Exchangeable Notes	1,422	1,400
Net income allocated to common stockholders	$ 18,644	$ 7,004
Basic weighted average common stock outstanding	34,573,377	34,103,029
Net effect of dilutive equity awards	1,000,020	991,176
Net effect of assumed conversion of 5.0% Exchangeable Notes to common stock	10,448,213	10,448,213
Diluted weighted average common stock outstanding	46,021,610	45,542,418
Diluted earnings per share	$ 0.41	$ 0.15

	Nine Months Ended September 30, 2018	Nine Months Ended September 30, 2017
	(In thousands of US dollars, except share data)	
Basic Earnings (Loss) per Share		
Net income (loss)	$ (1,520)	$ 41,283

Basic weighted average common stock outstanding		34,416,887		33,907,581
Basic earnings (loss) per share	$	(0.04)	$	1.22
Diluted Earnings (Loss) per Share				
Net income (loss)	$	(1,520)	$	41,283
Add back: Interest expense on Exchangeable Notes				3,942
Net income allocated to common stockholders	$	(1,520)	$	45,225
Basic weighted average common stock outstanding		34,416,887		33,907,581
Net effect of dilutive equity awards				695,427
Net effect of assumed conversion of 5.0% Exchangeable Notes to common stock				9,835,863
Diluted weighted average common stock outstanding		34,416,887		44,438,871
Diluted earnings (loss) per share	$	(0.04)	$	1.02

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The following outstanding instruments were excluded from the computation of diluted earnings (loss) per share, as they have an anti-dilutive effect on the calculation:

	Three Months Ended		Nine Months Ended	
	September 30, 2018	September 30, 2017	September 30, 2018	September 30, 2017
Options	723,117	809,417	2,684,558	860,572
Restricted Stock Units			581,759	

For the nine months ended September 30, 2018, 10,448,213 of potential common stock from the assumed conversion of Exchangeable Notes was excluded from the computation of diluted loss per share as the effect was anti-dilutive for the period.

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18. Commitments and Contingencies

Long-term Purchase Agreements and Advances to Suppliers

The Company purchases raw materials from a variety of vendors. During the normal course of business, in order to manage manufacturing lead times and help assure adequacy supply, the Company from time to time may enter into multi-year purchase agreements, which specify future quantities and pricing of materials to be supplied by the vendors. The Company reviews the terms of the long-term supply agreements and assesses the need for any accrual for estimated losses, such as lower of cost or net realizable value that will not be recovered by future sales prices. No such accrual was required as of September 30, 2018 and December 31, 2017, respectively.

The Company, from time to time, may make prepayments to suppliers to procure materials to meet its planned production. The Company recorded prepayments of $8,667 thousand and $7,404 thousand as other current assets as of September 30, 2018 and December 31, 2017, respectively.

SEC Enforcement Staff Review

In March 2014, the Company voluntarily reported to the Securities and Exchange Commission, or the SEC, that the Company s Audit Committee had determined that the Company incorrectly recognized revenue on certain transactions and as a result would restate its financial statements, and that the Audit Committee had commenced an independent investigation. Over the course of 2014 and the first two quarters of 2015, the Company voluntarily produced documents to the SEC regarding the various accounting issues identified during the independent investigation, and whether the Company s hiring of an accountant from the Company s independent registered public accounting firm impacted that accounting firm s independence. On July 22, 2014, the Staff of the SEC s Division of Enforcement obtained a Formal Order of Investigation. On March 12, 2015, the SEC issued a subpoena for documents to the Company in connection with its investigation. On May 1, 2017, the SEC announced that it had reached a final settlement with the Company, resolving the SEC s investigation. In connection therewith, the Company has consented, without admitting or denying the SEC s findings, to the entry of an administrative order by the SEC directing that the Company cease and desist from committing or causing any violations of certain provisions of the federal securities laws and related SEC regulations. The SEC s administrative order was entered on May 1, 2017. The SEC imposed a monetary penalty of $3,000 thousand on the Company. In the first quarter ended March 31, 2017, the Company established a reserve in that amount for the potential settlement of this matter. The reserved monetary penalty of $3,000 thousand was paid to the SEC during the second quarter of 2017. The Company also agreed to an undertaking to cooperate fully with the SEC in any and all investigations, litigations or other proceedings relating to or arising from the matters described in the SEC s order. In connection with the settlement, the SEC considered remedial acts promptly undertaken by the Company and its cooperation with the SEC staff during the course of the investigation. Among other things, as previously disclosed in the Company s filings with the SEC, the Audit Committee of the Company self-investigated and self-reported the accounting errors, selected new management and implemented various additional controls designed to prevent similar errors going forward.

Securities Class Action Complaints

On March 12, 2014, a purported class action was filed against the Company and certain of the Company s now-former officers. On April 21, 2015, a related purported class action lawsuit (Okla. Police Pension & Retirement Sys. v. MagnaChip Semiconductor Corp., et al., No. 3:15-cv-01797) was filed against the Company, certain of the Company s current directors and former and now-former officers, a shareholder of the Company, and certain financial firms that acted as underwriters of the Company s public stock offerings. On June 15, 2015, these two class action lawsuits were consolidated. On June 26, 2015, an amended complaint was filed in the consolidated action, against the Company, certain of the Company s current directors and former officers, a shareholder of the Company, and certain financial firms that acted as underwriters of the Company s public stock offerings on behalf of a putative class consisting of all persons other than the defendants who purchased or acquired the Company s securities between February 1, 2012 and February 12, 2015 and a putative subclass consisting of all purchasers of the Company s common stock pursuant to or traceable to a shelf registration statement and prospectus issued in connection with the Company s February 6, 2013 public stock offering. The consolidated amended complaint asserted claims on behalf of the putative class for (i) alleged violations of Section 10(b) of the Exchange Act and Rule 10b-5 promulgated thereunder by the Company and certain of the Company s current directors and former officers, (ii) alleged violations of Section 20(a) of the Exchange Act by certain of the Company s current directors and former officers, and (iii) alleged violations of Sections 20(a) and 20(A) of the Exchange Act by a shareholder. The consolidated amended complaint also asserted claims on behalf the subclass for (i) alleged violations of Section 11 of the Securities Act by the Company, certain of the Company s current directors and former officers, and certain financial firms that acted as underwriters of the Company s public stock offerings, (ii) alleged violations of Section 12 of the Securities Act by the Company, certain of the Company s current directors and former officers, a shareholder of the Company, and certain financial firms that acted as underwriters of the Company s public stock offerings, (iii) alleged violations of Section 15 of the Securities Act by the Company, certain of the Company s former officers, and a shareholder of the Company.

On December 10, 2015, the Company and certain of its current and former officers and directors entered into a Memorandum of Understanding with the plaintiffs representatives to memorialize an agreement in principle to settle the consolidated securities class action lawsuit, Thomas, et al. v. MagnaChip Semiconductor Corp. et al., Civil Action No. 3:14-CV-01160-JST, pending in the United States District Court for the Northern District of California (the Class Action Litigation). On February 5, 2016, the plaintiffs in the consolidated securities class action filed a motion for preliminary approval of the settlement, as well as the stipulation and agreement of settlement and related exhibits. The stipulation and agreement of settlement provided that all claims asserted against all defendants in the Class Action Litigation except for Avenue Capital Management II, L.P. would be released. The stipulation and agreement of settlement also provided for an aggregate settlement payment by the Company of $23,500 thousand, which would include all attorneys fees, costs of administration and plaintiffs out-of-pocket expenses, lead plaintiff compensatory awards and disbursements. The settlement also included the dismissal of all claims against the Company and the named individuals in the Class Action Litigation without any liability or wrongdoing attributed to them.

On April 13, 2016, the plaintiffs filed a renewed motion for preliminary approval of the settlement. On July 18, 2016, the court granted plaintiffs renewed motion for preliminary approval of the settlement. On October 17, 2016, plaintiffs filed their motions for final approval of the settlement and plan of allocation of the settlement and for an award of attorneys fees, reimbursement of litigation expenses, and reimbursement of the costs and expenses of Lead Plaintiff Keith Thomas. On December 1, 2016, following a hearing on November 21, 2016 and an order dated November 21, 2016, the court entered a supplemental order and final judgment (the Judgment) granting final approval of the settlement. The Judgment was not appealed within the applicable appeals period (on or before January 3, 2017). The settlement therefore became effective after the expiration of the appeals period. The settlement was fully funded by insurance proceeds.

The Company recorded the $23,500 thousand of the settlement obligation for the Class Action Litigation as accrued expenses in the consolidated balance sheets as of December 31, 2015 and as selling, general and administrative expenses in the consolidated statements of operations for the year ended December 31, 2015. The Company recorded $29,571 thousand of the proceeds from the insurers as other receivables in the consolidated balance sheets as of December 31, 2015 and as a deduction of the selling, general and administrative expenses in the consolidated statements of operations for the year ended December 31, 2015. The proceeds from the insurers of $29,571 thousand were deposited into the Company s escrow account during the first quarter of 2016 and the Company reclassified the $29,571 thousand deposits recorded in other receivables into restricted cash. During the third quarter of 2016, the Company disbursed the aggregate settlement payment of $23,500 thousand after the court granted plaintiffs renewed motion for preliminary approval of the settlement in July 2016. Upon the settlement payment, $6,114 thousand of the insurance proceeds remained in the Company s escrow account. For subsequent treatment of the escrow amount, see Shareholder Derivative Complaints below.

Shareholder Derivative Complaints

A shareholder derivative action, styled *Hemmingson et al. v. Elkins et al.*, Case No. 1-15-cv-278614, was filed in the Superior Court of the State of California in and for Santa Clara County on March 25, 2015, naming as defendants certain of the Company s current directors and former and now-former officers, as well as a shareholder of the Company, and naming the Company as a nominal defendant. The complaint in this action asserted claims for (i) alleged breaches of fiduciary duty by certain of the Company s current directors and former and now-former officers for purportedly knowingly failing to maintain adequate internal controls over its accounting and reporting functions and disseminating to shareholders certain alleged materially false and misleading statements, (ii) alleged breaches of fiduciary duty by certain of the Company s current directors and a current shareholder of the Company for purported insider trading, and (iii) alleged unjust enrichment by a shareholder of the Company for purported insider trading.

On June 1, 2015, a shareholder derivative action was filed in the Superior Court of the State of California, Santa Clara County styled *Bushansky v. Norby, et al.*, No. 1-15-CV-281284 (PHK) (Cal. Super. Ct. Santa Clara Cnty.). The complaint names as defendants certain of the Company s current directors and former officers, and a shareholder of the Company, with the Company being named as a nominal defendant. The complaint asserted claims for (i) alleged breaches of fiduciary duties by certain of the Company s current directors and former officers for knowingly failing to maintain adequate internal controls over the Company s accounting and reporting functions and disseminating to shareholders certain alleged materially false and misleading statements; and (ii) alleged aiding and abetting of such breaches of fiduciary duties by all defendants.

On January 22, 2016, the Company and the plaintiffs in the *Hemmingson* and *Bushansky* actions entered into and filed a stipulation of settlement with the Superior Court of the State of California, Santa Clara County. The settlement provided for the resolution of all of the pending claims in both shareholder derivative actions against the Company and the individual defendants, without any liability or wrongdoing attributed to them. The settlement also provided for an aggregate payment from the Company defendants directors and officers insurance policies of $3,000 thousand to be made to an escrow account, which would be remitted to the Company once the settlement becomes final, less (i) any applicable costs of such escrow account, (ii) any amount awarded by the court to the plaintiff s counsel for attorney s fees and litigation expenses and (iii) the cost of providing notice of the settlement to the Company s stockholders. The proposed settlement also required that the Company implement certain corporate governance measures. The $3,000 thousand settlement payment was included in the insurance proceeds of $29,571 thousand as discussed in Securities Class Action Complaints above.

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On February 22, 2016, the plaintiffs filed an unopposed motion for preliminary approval of the proposed derivative settlement. On June 10, 2016, the court granted plaintiffs motion for preliminary approval of the proposed settlement. On October 18, 2016, after a hearing held on October 14, 2016, the court entered its order and final judgment (the Shareholder Derivative Judgment) granting final approval of the proposed settlement and awarding plaintiffs counsel $750 thousand for attorneys fees and litigation expenses. The Shareholder Derivative Judgment was not appealed within the applicable appeals period (on or before December 19, 2016). The settlement therefore became effective after the expiration of the appeals period and $2,258 thousand ($2,250 thousand plus applicable interest) was paid to the Company from the escrow account, previously recorded as restricted cash, in December 2016. The remaining restricted cash related to insurance proceeds of $3,078 thousand was also released in December 2016.

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FORWARD LOOKING STATEMENTS

The following Management s Discussion and Analysis of Financial Condition and Results of Operations contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act), and Section 27A of the Securities Act of 1933, as amended, that involve risks and uncertainties. Forward-looking statements give our current expectations and projections relating to our financial condition, results of operations, plans, objectives, future performance and business. You can identify these statements by the fact that they do not relate strictly to historical or current facts. These statements may include words such as anticipate, estimate, expect, project, intend, plan, believe and other words and terms of similar meaning in connection with any discu of the timing or nature of future operating or financial performance or other events. All statements other than statements of historical facts included in this report that address activities, events or developments that we expect, believe or anticipate will or may occur in the future are forward-looking statements.

These forward-looking statements are largely based on our expectations and beliefs concerning future events, which reflect estimates and assumptions made by our management. These estimates and assumptions reflect our best judgment based on currently known market conditions and other factors relating to our operations and business environment, all of which are difficult to predict and many of which are beyond our control. Although we believe our estimates and assumptions to be reasonable, they are inherently uncertain and involve a number of risks and uncertainties that are beyond our control. In addition, management s assumptions about future events may prove to be inaccurate. Management cautions all readers that the forward-looking statements contained in this report are not guarantees of future performance, and we cannot assure any reader that those statements will be realized or the forward-looking events and circumstances will occur. Actual results may differ materially from those anticipated or implied in the forward-looking statements due to the factors listed in this section, in Part II: Item 1A. Risk Factors herein and in Part I: Item 1A. Risk Factors in our 2017 Form 10-K.

All forward-looking statements speak only as of the date of this report. We do not intend to publicly update or revise any forward-looking statements as a result of new information or future events or otherwise, except as required by law. These cautionary statements qualify all forward-looking statements attributable to us or persons acting on our behalf.

Statements made in this Quarterly Report on Form 10-Q (this Report), unless the context otherwise requires, that include the use of the terms we, us, our and MagnaChip refer to MagnaChip Semiconductor Corporation and its consolidated subsidiaries. The term Korea refers to the Republic of Korea or South Korea.

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Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis should be read in conjunction with the unaudited consolidated financial statements and the related notes included elsewhere in this Report.

Overview

We are a designer and manufacturer of analog and mixed-signal semiconductor platform solutions for communications, IoT, consumer, industrial and automotive applications. We provide technology platforms for analog, mixed-signal, power, high voltage, non-volatile memory, and RF applications. We have a proven record with over 30 years of operating history, a portfolio of approximately 3,000 registered patents and pending applications and extensive engineering and manufacturing process expertise.

Our Foundry Services Group provides specialty analog and mixed-signal foundry services mainly for fabless and IDM semiconductor companies that primarily serve communications, IoT, consumer, industrial and automotive applications. Our Standard Products Group includes our Display Solutions and Power Solutions business lines. Our Display Solutions products provide flat panel display solutions to major suppliers of large and small rigid and flexible panel displays, and mobile, automotive applications and home appliances. Our Power Solutions products include discrete and integrated circuit solutions for power management in communications, consumer, computing and industrial applications.

Our wide variety of analog and mixed-signal semiconductor products and manufacturing services combined with our mature technology platform allow us to address multiple high-growth end markets and to rapidly develop and introduce new products and services in response to market demands. Our design center and substantial manufacturing operations in Korea place us at the core of the global electronics device supply chain. We believe this enables us to quickly and efficiently respond to our customers needs and allows us to better serve and capture additional demand from existing and new customers.

To maintain and increase our profitability, we must accurately forecast trends in demand for electronics devices that incorporate semiconductor products we produce. We must understand our customers needs as well as the likely end market trends and demand in the markets they serve. We must balance the likely manufacturing utilization demand of our product businesses and foundry business to optimize our capacity utilization. We must also invest in relevant research and development activities and manufacturing capacity and purchase necessary materials on a timely basis to meet our customers demand while maintaining our target margins and cash flow.

The semiconductor markets in which we participate are highly competitive. The prices of our products tend to decrease regularly over their useful lives, and such price decreases can be significant as new generations of products are introduced by us or our competitors. We strive to offset the impact of declining selling prices for existing products through cost reductions and the introduction of new products that command selling prices above the average selling price of our existing products. In addition, we seek to manage our inventories and manufacturing capacity so as to mitigate the risk of losses from product obsolescence.

Demand for our products and services is driven by overall demand for communications, IoT, consumer, industrial and automotive products and can be adversely affected by periods of weak consumer and enterprise spending or by market share losses by our customers. In order to mitigate the impact of market volatility on our business, we are diversifying our portfolio of products, customers, and target applications. We also expect that new competitors will emerge in these markets that may place increased pressure on the pricing for our products and services. While we believe we are well positioned competitively to compete in these markets and against these new competitors as a result of our long operating history, existing manufacturing capacity and our worldwide customer base, if we are not effective in competing in these markets our operating results may be adversely affected.

Within our Foundry Services Group, net sales are driven by customers decisions on which manufacturing services provider to use for a particular product. Most of our Foundry Services Group customers are fabless, while some are IDM customers. A customer will often have more than one supplier of manufacturing services. In any given period, our net sales depend heavily upon the end-market demand for the goods in which the products we manufacture for customers are used, the inventory levels maintained by our customers and in some cases, allocation of demand for manufacturing services among selected qualified suppliers.

Within our Standard Products Group, net sales are driven by design wins in which we are selected by an electronics original equipment manufacturer (OEM) or other potential customer to supply its demand for a particular product. A customer will often have more than one supplier designed in to multi-source components for a particular product line. Once we have design wins and the products enter into mass production, we often specify the pricing of a particular product for a set period of time, with periodic discussions and renegotiations of pricing with our customers. In any given period, our net sales depend heavily upon the end-market demand for the goods in which our products are used, the inventory levels maintained by our customers and in some cases, allocation of demand for components for a particular product among selected qualified suppliers.

In contrast to completely fabless semiconductor companies, our internal manufacturing capacity provides us with greater control over manufacturing costs and the ability to implement process and production improvements for our internally manufactured products, which can favorably impact gross profit margins. Our internal manufacturing capacity also allows for better control over delivery schedules, improved consistency over product quality and reliability and improved ability to protect intellectual property from misappropriation on these products. However, having internal manufacturing capacity exposes us to the risk of under-utilization of manufacturing capacity that results in lower gross profit margins, particularly during downturns in the semiconductor industry.

Our products and services require investments in capital equipment. Analog and mixed-signal manufacturing facilities and processes are typically distinguished by the design and process implementation expertise rather than the use of the most advanced equipment. Many of these processes also tend to migrate more slowly to smaller geometries due to technological barriers and increased costs. For example, some of our products use high-voltage technology that requires larger geometries and that may not migrate to smaller geometries for several years, if at all. As a result, our manufacturing base and strategy do not require substantial investment in leading edge process equipment for those products, allowing us to utilize our facilities and equipment over an extended period of time with moderate required capital investments. In addition, we are less likely to experience significant industry overcapacity, which can cause product prices to decline significantly. In general, we seek to invest in manufacturing capacity that can be used for multiple high-value applications over an extended period of time. In addition, we outsource manufacturing of those products which do require advanced technology and 12-inch wafer capacity. We believe this capital investment strategy enables us to optimize our capital investments and facilitates more diversified product and service offerings.

Since 2007, we have designed and manufactured organic light emitting diodes (OLED) display driver ICs in our internal manufacturing facilities. As we expanded our design capabilities to products that require lower geometries unavailable at our existing manufacturing facilities, we began outsourcing manufacturing of certain OLED display driver ICs to an external foundry from the second half of 2015. This additional source of manufacturing is an increasingly important part of our supply chain management. By outsourcing manufacturing of advanced OLED products to external foundries, we are able to dynamically adapt to the changing customer requirements and address growing markets without substantial capital investments by us. Both at the internal manufacturing facilities and external foundries, we apply our unique OLED process patents as well as other intellectual property, proprietary process design kits and custom design-flow methodologies.

In our previous public filings, we had used a term active matrix organic light emitting diodes (AMOLED) that described a display technology used in certain display driver ICs that we had designed and manufactured in our internal and external foundries. Beginning in the second quarter of 2017, we have used the term OLED instead of the term AMOLED in our public filings in order to be consistent with commonly accepted industry naming practices for this product category. There is no change to the products that we previously referred to as AMOLED display driver ICs.

Our success going forward will depend upon our ability to adapt to future challenges such as the emergence of new competitors for our products and services or the consolidation of current competitors. Additionally, we must innovate to remain ahead of, or at least rapidly adapt to, technological breakthroughs that may lead to a significant change in the technology necessary to deliver our products and services. We believe that our established relationships and close collaboration with leading customers enhance our awareness of new product opportunities, market and technology trends and improve our ability to adapt and grow successfully. In our Foundry Services Group, we strive to maintain competitiveness by offering high-value added processes, high-flexibility and excellent service by tailoring existing standard processes to meet customers design needs and porting customers own process technologies into our fabrication facilities.

We believe we are heading into a period of weaker demand from our foundry customers in part as a result of recent softening global market conditions, including macroeconomic uncertainties. This, together with lower than expected utilization and rising wafer and other costs, among other factors, may adversely impact our Foundry Services Group gross margin and other operating results, and such impact could potentially be material. We are also currently evaluating a number of options to optimize our foundry operations and expense structure with an intent toward maximizing shareholder value.

Recent Developments

Water Treatment Facility Arrangement

As of June 29, 2018, we entered into an arrangement whereby we acquired a water treatment facility to support our fab in Gumi, Korea from SK Hynix for $4.2 million, and sold it for $4.2 million to a third party management company that we have engaged to run the facility for a 10-year term. This arrangement is accounted for as a financing due to the Company s Korean subsidiary s continuing involvement with the facility. As a result, on an acquisition date, we recorded the water treatment facility of $4.2 million as property, plant and equipment, net, which is depreciated over its useful life. We also recorded the related liabilities of $0.6 million as other current liabilities and $3.6 million as other non-current liabilities, which relates to the financing and service portion of the arrangement and is amortized using the effective interest method over the contract period.

Segment Change

In January 2018, as part of our ongoing portfolio optimization effort to realign business processes and streamline our organizational structure, we transferred a portion of our non-OLED display solutions business from our Standards Products Group to our Foundry Services Group. The transferred non-OLED display business has technical and business characteristics more closely aligned with our Foundry Services business than with our Standard Products business, which resided within our Display solutions business line primarily as a result of a long standing customer relationship established many years ago. The transferred non-OLED display business represented $11.5 million and $19.6 million of net sales for the three and nine months ended September 30, 2018, respectively. The corresponding non-OLED display business represented $8.6 million and $20.6 million of net sales for the three and nine months ended September 30, 2017, respectively

Tax Audit

In September 2017, MagnaChip Semiconductor Ltd. (MSK), our Korean operating subsidiary, was notified that the Korean National Tax Service (the KNTS) would be examining the income- and non-income-based taxes of MSK for its 2012 to 2014 tax years. The KNTS had conducted its audit, primarily focusing on non-income-based value added tax (VAT) transactions associated with the periods with respect to which we previously restated our financial statements as a result of the independent investigation commenced by our Audit Committee in January 2014 (the Restatement).

As a result, the aggregate tax and penalty assessment by the KNTS was $6.0 million, of which $3.3 million had already been accrued by us in our financial statements in connection with the Restatement filed in 2015. Such amount also included approximately $0.5 million related to employee withholding amounts and associated penalties, and to the extent any such tax obligation was that of MSK s employees. In addition, KNTS assessed an administrative fine of $2.0 million in connection with the above-described tax audit.

In December 2017, the KNTS concluded that no criminal charges would be brought against any current officers or directors of MSK or MSK itself. As a result, we took a charge of $4.2 million in the fourth quarter of 2017 related to this additional tax assessment and associated penalties and administrative fine. We recorded the $0.5 million related to employee withholding amounts as other receivables in our consolidated balance sheets as of December 31, 2017, as we expected to obtain reimbursement of the applicable amounts from those employees. Of the $0.5 million, based on our diligent efforts, we have collected $0.1 million and established an allowance of $0.4 million and recorded it as selling, general and administrative expense for the three months ended September 30, 2018.

Secondary offering

On August 15, 2017, certain of our stockholders that are affiliates of Avenue Capital Management II, L.P. (the Selling Stockholders) closed an underwritten registered public offering of 4,088,978 shares of our common stock at a price per share of $11.10. We did not receive any proceeds from the sale of our common stock by the Selling Stockholders, but paid certain expenses in connection with such secondary offering pursuant to an existing contractual arrangement with the Selling Stockholders.

Events associated with the closure of our 6-inch fab and reduction of workforce

In December 2014, we announced that our Board of Directors had adopted a plan to close our 6-inch fab. During the fourth quarter of 2015, we received an $8.2 million deposit for sale of machinery in conjunction with the planned closure of our 6-inch fab. According to this plan, the 6-inch fab was closed on February 29, 2016. During the first quarter of 2016, we completed all procedures necessary to sell all machineries in our closed 6-inch fab and recognized a $7.8 million restructuring gain from the related deposit of $8.2 million, net of certain direct selling costs. On April 4, 2016, we commenced a voluntary resignation program (the Program), which was available to certain manufacturing employees, including our 6-inch fab employees, through April 29, 2016.

As of April 29, 2016, 169 employees elected to resign under the terms of the Program. We paid approximately $8 million for severance benefits, which are required by law and had already been fully accrued in our financial statements, in a lump sum during the second quarter of 2016. Beginning in May 2016, we also began to pay a portion of the $4.2 million other termination benefits under the Program, which were paid in equal monthly installments over twelve months. We recorded the $4.2 million charge related to the full amount of these other termination benefits payable under the Program during the second quarter of 2016.

As of December 21, 2016, we entered into a purchase and sale agreement to sell a building located in Cheongju, South Korea. The building has historically been used to house the 6-inch fab and became vacant upon the closure of the fabrication facility. As of December 31, 2015, the building was fully impaired. We received proceeds of $18.2 million, including a $1.7 million value-added tax, for the sale of the building on December 26, 2016. We recorded the $18.2 million as restricted cash in our consolidated balance sheets as of December 31, 2016 as we were obligated to perform certain removal construction work that was expected to be completed by the end of March 2017. During the first quarter of 2017, we completed all removal construction work necessary to transfer the title of the building, and the $18.2 million of restricted cash was fully released.

As of February 22, 2017, our Board of Directors approved the implementation of a headcount reduction plan (the Headcount Reduction Plan). As of June 30, 2017, 352 employees elected to resign from the Company during the period in which the Headcount Reduction Plan was offered. The Headcount Reduction Plan is expected to result in estimated annual cost savings of approximately $24 million. The total cash cost of approximately $31 million has been fully paid. We recorded in our consolidated statement of operations $11.1 million and $2.3 million termination related charges as early termination charges for the three months ended March 31, 2017 and June 30, 2017, respectively. The remaining total cost relates to statutory severance benefits, which are required by law and had already been fully accrued in our financial statements.

Issuance of Exchangeable Senior Notes and Stock Repurchase

As of January 17, 2017, we closed the offering (the Exchangeable Notes Offering) by our Luxembourg subsidiary, MagnaChip Semiconductor S.A., of $86.25 million aggregate principal amount of its 5.00% Exchangeable Senior Notes due 2021 (the Exchangeable Notes), reflecting the full exercise of the initial purchasers option to purchase additional Exchangeable Notes. We used a portion of the net proceeds from the Exchangeable Notes Offering to repurchase 1,795,444 shares of our common stock under our stock repurchase program, which was authorized by our board of directors on January 10, 2017, at an aggregate cost of $11.4 million.

Sale of Sensor Business

In March 2017, we sold our sensor product business, which was included in and reported as part of the Display Solutions line of our Standard Products Group, to a third party for proceeds of $1.3 million, in an effort to improving our overall profitability. We recorded a $0.4 million gain from this sale after deducting the book values of certain assets transferred to the buyer.

Restatement

In January 2014, our Audit Committee commenced an independent investigation that resulted in the Restatement. In March, 2014, we voluntarily reported to the SEC that our Audit Committee had determined that we incorrectly recognized revenue on certain transactions and as a result would restate our financial statements, and that our Audit Committee had commenced an independent investigation.

On December 10, 2015, we entered into a Memorandum of Understanding with the plaintiffs representatives to settle the Class Action Litigation, as defined and detailed in Item 1. Financial Statements and Supplementary Data Notes to Consolidated Financial Statements Note 18. Commitments and Contingencies in this Report, for an aggregate settlement payment of $23.5 million. This settlement payment was fully funded by insurance proceeds that were received in the first quarter of 2016 and disbursed from the escrow account, previously recorded as restricted cash, in the third quarter of 2016.

On January 22, 2016, we entered into a stipulation of settlement with the plaintiffs in the shareholder derivative actions, as described in Item 1. Financial Statements and Supplementary Data Notes to Consolidated Financial Statements Note 18. Commitments and Contingencies in this Report, for an aggregate payment of $3.0 million from our insurance proceeds that were received in the first quarter of 2016 and recorded in the escrow account. In October 2016, the court approved the settlement of the shareholder derivative actions for $3.0 million, which included $0.75 million awarded to plaintiffs counsel. Upon the expiration of the appeals period, $2.25 million was disbursed from the escrow account, previously recorded as restricted cash, in December 2016. The remaining restricted cash related to insurance proceeds of $3.1 million was also released in December 2016.

On May 1, 2017, the SEC announced that it had reached a final settlement with us, resolving the SEC s investigation, as detailed in Item 1. Financial Statements and Supplementary Data Notes to Consolidated Financial Statements Note 18. Commitments and Contingencies in this Report. In connection therewith, we have consented, without admitting or denying the SEC s findings, to the entry of an administrative order by the SEC directing that we cease and desist from committing or causing any violations of certain provisions of the federal securities laws and related SEC regulations. The SEC s administrative order was entered on May 1, 2017. The SEC imposed a monetary penalty of $3.0 million on us. In the first quarter ended March 31, 2017, we established a reserve in that amount for the potential settlement of this matter and recorded it as selling, general and administrative expense in the consolidated statements of operations for the three months ended March 31, 2017. The reserved monetary penalty of $3.0 million was paid to the SEC during the second quarter of 2017.

As a result of the Restatement, we incurred substantial external accounting, legal and other related costs associated with the Restatement and certain litigation and other regulatory investigations and actions related thereto. We recorded Restatement related costs of $10.3 million for the year ended December 31, 2017, which included tax assessment, and associated penalties of $4.3 million, primarily related to non-income-based VAT transactions in the Restatement periods, compared to $7.0 million of Restatement related costs for the year ended December 31, 2016. For the three months March 31, 2018, the reversal of a $0.8 million accrual related to certain legal fees, incurred in prior periods and reimbursed by insurers in the current quarter, was recorded as a Restatement related gain.

Segments

We report our financial results in two operating segments: Foundry Services Group and Standard Products Group. We identified these segments based on how we allocate resources and assess our performance.

In January 2018, as part of our ongoing portfolio optimization effort to realign business processes and streamline our organizational structure, we transferred a portion of our non-OLED display solutions business from our Standards Products Group to our Foundry Services Group. The transferred non-OLED display business has technical and business characteristics more closely aligned with our Foundry Services business than with our Standard Products business, which resided within our Display solutions business line primarily as a result of a long standing customer relationship established many years ago. We recast comparative segment financial information to conform to this current period change.

Foundry Services Group: Our Foundry Services Group provides specialty analog and mixed-signal foundry services to fabless semiconductor companies and IDMs that serve communications, IoT, consumer, industrial and automotive applications. We manufacture wafers based on our customers product designs. We do not market these products directly to end customers but rather supply manufactured wafers and products to our customers to market to their end customers. We offer approximately 508 process flows to our foundry services customers. We also often partner with key customers to jointly develop or customize specialized processes that enable our customers to improve their products and allow us to develop unique manufacturing expertise. Our foundry services target customers who require differentiated, specialty analog and mixed-signal process technologies such as high voltage complementary metal-oxide-semiconductor (CMOS), non-volatile memory or bipolar-CMOS-DMOS (BCD). These customers typically serve the consumer, computing, communication, industrial, automotive and IoT applications. For the nine months ended September 30, 2018, our Foundry Services Group business represented 42.4% of our net sales and its gross profit was $63.3 million. For the nine months ended September 30, 2017, our Foundry Services Group business represented, on an adjusted basis, 51.5% of our net sales and its gross profit was $74.3 million, as adjusted for the segment change as described above.

Standard Products Group: Our Standard Products Group includes our Display Solutions and Power Solutions business lines. Our Display Solutions products include source, gate drivers, timing controllers, and one-chip integrated solutions that cover a wide range of panel displays used in ultra high definition (UHD), high definition (HD), light emitting diode (LED), 3D and OLED televisions public displays, notebooks, mobile communications, entertainment devices and automotive applications. Our Display Solutions products support the industry s most advanced display technologies, such as OLEDs, and low temperature polysilicons (LTPS), as well as high-volume display technologies such as thin film transistors (TFT). Since 2007, we have designed and manufactured OLED display driver IC products. Our current portfolio of OLED solutions address a wide range of resolutions ranging from HD to Wide Quad High Definition (WQHD) for applications including smartphones, TVs, and other mobile devices. We believe we have a unique intellectual property portfolio and mixed-signal design and manufacturing expertise in the OLED industry. Our Power Solutions business line produces power management semiconductor products including discrete and integrated circuit solutions for power management in high-volume consumer applications. These products include metal oxide semiconductor field effect transistors (MOSFETs), insulated-gate bipolar transistors (IGBTs), AC-DC converters, DC-DC converters, LED drivers, switching regulators and linear regulators for a range of devices, including televisions, smartphones, mobile phones, desktop PCs, notebooks, tablet PCs, other consumer electronics, and industrial applications such as power suppliers, LED lighting, motor control and home appliances. For the nine months ended September 30, 2018, our Standard Products Group, which includes our Display Solutions and Power Solutions business lines, represented 57.6% of our net sales and its gross profit was $90.9 million. For the nine months ended September 30, 2017, our Standard Products Group business represented, on an adjusted basis, 48.5% of our net sales and its gross profit was $64.0 million, as adjusted for the segment change as described above.

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Explanation and Reconciliation of Non-US GAAP Measures

Adjusted EBITDA and Adjusted Net Income

We use the terms Adjusted EBITDA and Adjusted Net Income throughout this Report. Adjusted EBITDA, as we define it, is a non-US GAAP measure. We define Adjusted EBITDA for the periods indicated as EBITDA (as defined below), adjusted to exclude (i) restructuring and other gain, (ii) early termination charges, (iii) equity-based compensation expense, (iv) foreign currency loss (gain), net, (v) derivative valuation loss, net, (vi) restatement related expenses (gain), net, (vii) secondary offering expenses and (viii) others. EBITDA for the periods indicated is defined as net income before interest expense, net, income tax expenses, and depreciation and amortization.

See the footnotes to the table below for further information regarding these items. We present Adjusted EBITDA as a supplemental measure of our performance because:

- we believe that Adjusted EBITDA, by eliminating the impact of a number of items that we do not consider to be indicative of our core ongoing operating performance, provides a more comparable measure of our operating performance from period-to-period and may be a better indicator of future performance;
- we believe that Adjusted EBITDA is commonly requested and used by securities analysts, investors and other interested parties in the evaluation of the Company as an enterprise level performance measure that eliminates the effects of financing, income taxes and the accounting effects of capital spending, as well as other one time or recurring items described above; and
- we believe that Adjusted EBITDA is useful for investors, among other reasons, to assess the Company s period-to-period core operating performance and to understand and assess the manner in which management analyzes operating performance.

We use Adjusted EBITDA in a number of ways, including:

- for planning purposes, including the preparation of our annual operating budget;
- to evaluate the effectiveness of our enterprise level business strategies;
- in communications with our Board of Directors concerning our consolidated financial performance; and
- in certain of our compensation plans as a performance measure for determining incentive compensation payments.

We encourage you to evaluate each adjustment and the reasons we consider them appropriate. In evaluating Adjusted EBITDA, you should be aware that in the future we may incur expenses similar to the adjustments in this presentation. Adjusted EBITDA is not a measure defined in accordance with US GAAP and should not be construed as an alternative to income from continuing operations, cash flows from operating activities or net income, as determined in accordance with US GAAP. A reconciliation of net income to Adjusted EBITDA is as follows:

	Three Months Ended September 30, 2018	Nine Months Ended September 30, 2018	Three Months Ended September 30, 2017	Nine Months Ended September 30, 2017
	(In millions)			
Net income (loss)	$ 17.2	$ (1.5)	$ 5.6	$ 41.3
Interest expense, net	5.1	15.2	5.2	15.4
Income tax expenses	1.6	4.1	0.9	2.3
Depreciation and amortization	7.9	23.9	7.2	20.7
EBITDA	$ 31.8	$ 41.7	$ 18.9	$ 79.7
Adjustments:				
Restructuring and other gain(a)				(17.0)
Early termination charges(b)				13.4
Equity-based compensation expense(c)	1.1	3.1	0.4	1.6
Foreign currency loss (gain), net(d)	(6.0)	20.1	3.7	(26.2)
Derivative valuation loss, net(e)	0.5	2.2	0.4	0.2
Restatement related expenses (gain), net(f)		(0.8)	0.8	6.0
Secondary offering expenses(g)			0.5	0.5
Other(h)	0.5	0.5		
Adjusted EBITDA	$ 27.9	$ 66.9	$ 24.7	$ 58.1

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(a) For the nine months ended September 30, 2017, this adjustment eliminates the $16.6 million restructuring gain on sale of a building in connection with the closure of our 6-inch fab and the $0.4 million gain on sale of our sensor business.
(b) This adjustment eliminates the charges related to the reduction of workforce through the Headcount Reduction Plan in the first half of 2017. As these early termination charges are recorded as a result of implementing a company-wide headcount reduction plan and are not expected to represent an ongoing operating expense to us, we believe our operating performance results are more usefully compared if these expenses are excluded.
(c) This adjustment eliminates the impact of non-cash equity-based compensation expenses. Although we expect to incur non-cash equity-based compensation expenses in the future, these expenses do not generally require cash settlement, and, therefore, are not used by us to assess the profitability of our operations. We believe that analysts and investors will find it helpful to review our operating performance without the effects of these non-cash expenses as supplemental information.
(d) This adjustment mainly eliminates the impact of non-cash foreign currency translation associated with intercompany debt obligations and foreign currency denominated receivables and payables, as well as the cash impact of foreign currency transaction gains or losses on collection of such receivables and payment of such payables. Although we expect to incur foreign currency gains or losses in the future, we believe that analysts and investors will find it helpful to review our operating performance without the effects of these primarily non-cash gains or losses, which we cannot control. Additionally, we believe the isolation of this adjustment provides investors with enhanced comparability to prior and future periods of our operating performance results.
(e) This adjustment eliminates the impact of gain or loss recognized in income on derivatives, which represents hedge ineffectiveness or derivatives value changes excluded from the risk being hedged. We enter into derivative transactions to mitigate foreign exchange risks. As our derivative transactions are limited to a certain portion of our expected cash flows denominated in U.S. dollars, and we do not enter into derivative transactions for trading or speculative purposes, we do not believe that these charges or gains are indicative of our core operating performance.
(f) This adjustment eliminates expenses in connection with the Audit Committee s independent investigation and related restatement and litigation, primarily comprised of legal, audit and consulting fees. For the nine months ended September 30, 2017, this adjustment includes the $3.0 million civil penalty imposed by the SEC. For the nine months September 30, 2018, this adjustment eliminates the reversal of a $0.8 million accrual related to certain legal fees incurred in prior periods and reimbursed by insurers in the first quarter of 2018. As these restatement related expenses meaningfully impacted our operating results and are not expected to represent an ongoing operating expense to us, we believe our operating performance results are more usefully compared if these expenses are excluded.
(g) This adjustment eliminates expenses incurred for the secondary offering by the Selling Stockholders primarily in the third quarter of 2017.
(h) This adjustment eliminates a $0.5 million legal expense related to the indemnification of a former employee. As the legal expense for the former employee is borne by us under a negotiated separation agreement, we do not believe that this charge is indicative of our core operating performance and have been excluded for comparative purposes.

Adjusted EBITDA has limitations as an analytical tool, and you should not consider it in isolation, or as a substitute for analysis of our results as reported under US GAAP. Some of these limitations are:

Adjusted EBITDA does not reflect our cash expenditures, or future requirements, for capital expenditures or contractual commitments;

- Adjusted EBITDA does not reflect changes in, or cash requirements for, our working capital needs;
- Adjusted EBITDA does not reflect the interest expense, or the cash requirements necessary to service interest or principal payments, on our debt;
- although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often need to be replaced in the future, and Adjusted EBITDA does not reflect any cash requirements for such replacements;
- Adjusted EBITDA does not consider the potentially dilutive impact of issuing equity-based compensation to our management team and employees;
- Adjusted EBITDA does not reflect the costs of holding certain assets and liabilities in foreign currencies; and
- other companies in our industry may calculate Adjusted EBITDA differently than we do, limiting its usefulness as a comparative measure.

Because of these limitations, Adjusted EBITDA should not be considered as a measure of discretionary cash available to us to invest in the growth of our business. We compensate for these limitations by relying primarily on our US GAAP results and using Adjusted EBITDA only supplementally.

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We present Adjusted Net Income as a further supplemental measure of our performance. We prepare Adjusted Net Income by adjusting net income to eliminate the impact of a number of non-cash expenses and other items that may be either one time or recurring that we do not consider to be indicative of our core ongoing operating performance. We believe that Adjusted Net Income is particularly useful because it reflects the impact of our asset base and capital structure on our operating performance. We present Adjusted Net Income for a number of reasons, including:

- we use Adjusted Net Income in communications with our Board of Directors concerning our consolidated financial performance without the impact of non-cash expenses and the other items as we discussed below since we believe that it is a more consistent measure of our core operating results from period to period; and

- we believe that reporting Adjusted Net Income is useful to readers in evaluating our core operating results because it eliminates the effects of non-cash expenses as well as the other items we discuss below, such as foreign currency gains and losses, which are out of our control and can vary significantly from period to period.

Adjusted Net Income is not a measure defined in accordance with US GAAP and should not be construed as an alternative to income from continuing operations, cash flows from operating activities or net income, as determined in accordance with US GAAP. We encourage you to evaluate each adjustment and the reasons we consider them appropriate. Other companies in our industry may calculate Adjusted Net Income differently than we do, limiting its usefulness as a comparative measure. In addition, in evaluating Adjusted Net Income, you should be aware that in the future we may incur expenses similar to the adjustments in this presentation. We define Adjusted Net Income for the periods indicated as net income (loss), adjusted to exclude (i) restructuring and other gain, (ii) early termination charges, (iii) equity-based compensation expense, (iv) foreign currency loss (gain), net, (v) derivative valuation loss, net, (vi) restatement related expenses (gain), net, (vii) secondary offering expenses and (viii) others.

The following table summarizes the adjustments to net income (loss) that we make in order to calculate Adjusted Net Income for the periods indicated:

	Three Months Ended September 30, 2018	Nine Months Ended September 30, 2018	Three Months Ended September 30, 2017	Nine Months Ended September 30, 2017
		(In millions)		
Net income (loss)	$ 17.2	$ (1.5)	$ 5.6	$ 41.3
Adjustments:				
Restructuring and other gain(a)				(17.0)
Early termination charges(b)				13.4
Equity-based compensation expense(c)	1.1	3.1	0.4	1.6
Foreign currency loss (gain), net(d)	(6.0)	20.1	3.7	(26.2)
Derivative valuation loss, net(e)	0.5	2.2	0.4	0.2
Restatement related expenses (gain), net(f)		(0.8)	0.8	6.0
Secondary offering expenses(g)			0.5	0.5
Other(h)	0.5	0.5		

Adjusted Net Income	$ 13.3	$	23.6	$	11.4	$	19.7

(a) For the nine months ended September 30, 2017, this adjustment eliminates the $16.6 million restructuring gain on sale of a building in connection with the closure of our 6-inch fab and the $0.4 million gain on sale of our sensor business.

(b) This adjustment eliminates the charges related to the reduction of workforce through the Headcount Reduction Plan in the first half of 2017. As these early termination charges are recorded as a result of implementing a company-wide headcount reduction plan and are not expected to represent an ongoing operating expense to us, we believe our operating performance results are more usefully compared if these expenses are excluded.

(c) This adjustment eliminates the impact of non-cash equity-based compensation expenses. Although we expect to incur non-cash equity-based compensation expenses in the future, these expenses do not generally require cash settlement, and, therefore, are not used by us to assess the profitability of our operations. We believe that analysts and investors will find it helpful to review our operating performance without the effects of these non-cash expenses as supplemental information.

(d) This adjustment mainly eliminates the impact of non-cash foreign currency translation associated with intercompany debt obligations and foreign currency denominated receivables and payables, as well as the cash impact of foreign currency transaction gains or losses on collection of such receivables and payment of such payables. Although we expect to incur foreign currency gains or losses in the future, we believe that analysts and investors will find it helpful to review our operating performance without the effects of these primarily non-cash gains or losses, which we cannot control. Additionally, we believe the isolation of this adjustment provides investors with enhanced comparability to prior and future periods of our operating performance results.

(e) This adjustment eliminates the impact of gain or loss recognized in income on derivatives, which represents hedge ineffectiveness or derivatives value changes excluded from the risk being hedged. We enter into derivative transactions to mitigate foreign exchange risks. As our derivative transactions are limited to a certain portion of our expected cash flows denominated in U.S. dollars, and we do not enter into derivative transactions for trading or speculative purposes, we do not believe that these charges or gains are indicative of our core operating performance.

(f) This adjustment eliminates expenses in connection with the Audit Committee s independent investigation and related restatement and litigation, primarily comprised of legal, audit and consulting fees. For the nine months ended September 30, 2017, this adjustment includes the $3.0 million civil penalty imposed by the SEC. For the nine months September 30, 2018, this adjustment eliminates the reversal of a $0.8 million accrual related to certain legal fees incurred in prior periods and reimbursed by insurers in the first quarter of 2018. As these restatement related expenses meaningfully impacted our operating results and are not expected to represent an ongoing operating expense to us, we believe our operating performance results are more usefully compared if these expenses are excluded.

(g) This adjustment eliminates expenses incurred for the secondary offering by the Selling Stockholders primarily in the third quarter of 2017.

(h) This adjustment eliminates a $0.5 million legal expense related to the indemnification of a former employee. As the legal expense for the former employee is borne by us under a negotiated separation agreement, we do not believe that this charge is indicative of our core operating performance and have been excluded for comparative purposes.

There was no tax impact from the adjustments to net income (loss) to calculate our Adjusted Net Income for the nine months ended September 30, 2018 and 2017 due to net operating loss carry-forwards available to offset taxable income and full allowance for deferred tax assets. We believe that all adjustments to net income (loss) used to calculate Adjusted Net Income were applied consistently to the periods presented.

Adjusted Net Income has limitations as an analytical tool, and you should not consider it in isolation, or as a substitute for analysis of our results as reported under US GAAP. Some of these limitations are:

- Adjusted Net Income does not reflect changes in, or cash requirements for, our working capital needs;
- Adjusted Net Income does not consider the potentially dilutive impact of issuing equity-based compensation to our management team and employees;
- Adjusted Net Income does not reflect the costs of holding certain assets and liabilities in foreign currencies; and
- other companies in our industry may calculate Adjusted Net Income differently than we do, limiting its usefulness as a comparative measure.

Because of these limitations, Adjusted Net Income should not be considered as a measure of profitability of our business. We compensate for these limitations by relying primarily on our US GAAP results and using Adjusted Net Income only supplementally.

Factors Affecting Our Results of Operations

Net Sales. We derive virtually all of our sales (net of sales returns and allowances) from two segments: Foundry Services Group and Standard Products Group. Our product inventory is primarily located in Korea and is available for drop shipment globally. Outside of Korea, we maintain limited product inventory, and our sales representatives generally relay orders to our factories in Korea for fulfillment. We have strategically located our sales and technical support offices near concentrations of major customers. Our sales offices are located in Korea, the United States, Japan and Greater China. Our network of authorized agents and distributors is in the United States, Europe and the Asia Pacific region. Our net sales from All other consist principally of the disposal of scrap materials.

Prior to the adoption of the new revenue standard effective on January 1, 2018, we had historically recognized revenue when risk and reward of ownership pass to the customer either upon shipment, upon product delivery at the customer s location or upon customer acceptance, depending on the terms of the arrangement. After the adoption of the new revenue standard effective on January 1, 2018, we recognize revenue over time for those foundry products without alternative use where we have an enforceable right to payment for the related foundry services completed to date. As we adopted the new revenue standard under the modified retrospective method, we have not changed the comparative information in our interim consolidated financial statements for the nine months ended September 30, 2017. Such comparative information continues to be reported under the accounting standards in effect for that period. See Item 1. Interim Consolidated Financial Statements Notes to Consolidated Financial Statements Note 1 Business, Basis of Presentation and Significant Accounting Policies Basis of Presentation and Recent Accounting Pronouncements in this Report for further discussion. For the nine months ended September 30, 2018 and 2017, we sold products to 345 and 312 customers, respectively, and our net sales to our ten largest customers represented 62% and 59% of our net sales, respectively. We have a combined production capacity of approximately 113,000 semiconductor wafers per month. We believe our large-scale, cost-effective fabrication facilities enable us to rapidly adjust our production levels to meet shifts in demand by our end customers.

Gross Profit. Our overall gross profit generally fluctuates as a result of changes in overall sales volumes and in the average selling prices of our products and services. Other factors that influence our gross profit include changes in product mix, the introduction of new products and services and subsequent generations of existing products and services, shifts in the utilization of our manufacturing facilities and the yields achieved by our manufacturing operations, changes in material, labor and other manufacturing costs including outsourced manufacturing expenses, and variation in depreciation expense.

Average Selling Prices. Average selling prices for our products tend to be highest at the time of introduction of new products which utilize the latest technology and tend to decrease over time as such products mature in the market and are replaced by next generation products. We strive to offset the impact of declining selling prices for existing products through our product development activities and by introducing new products that command selling prices above the average selling price of our existing products. In addition, we seek to manage our inventories and manufacturing capacity so as to preclude losses from product and productive capacity obsolescence.

Material Costs. Our cost of material consists of costs of raw materials, such as silicon wafers, chemicals, gases and tape and packaging supplies. We use processes that require specialized raw materials, such as silicon wafers, that are generally available from a limited number of suppliers. If demand increases or supplies decrease, the costs of our raw materials could increase significantly.

Labor Costs. A significant portion of our employees are located in Korea. Under Korean labor laws, most employees and certain executive officers with one or more years of service are entitled to severance benefits upon the termination of their employment based on their length of service and rate of pay. As of September 30, 2018, approximately 98% of our employees were eligible for severance benefits.

Depreciation Expense. We periodically evaluate the carrying values of long-lived assets, including property, plant and equipment and intangible assets, as well as the related depreciation periods. We depreciated our property, plant and equipment using the straight-line method over the estimated useful lives of our assets. Depreciation rates vary from 30-40 years on buildings to 5 to 12 years for certain equipment and assets. Our evaluation of carrying values is based on various analyses including cash flow and profitability projections. If our projections indicate that future undiscounted cash flows are not sufficient to recover the carrying values of the related long-lived assets, the carrying value of the assets is impaired and will be reduced, with the reduction charged to expense so that the carrying value is equal to fair value.

Selling Expenses. We sell our products worldwide through a direct sales force as well as a network of sales agents and representatives to OEMs, including major branded customers and contract manufacturers, and indirectly through distributors. Selling expenses consist primarily of the personnel costs for the members of our direct sales force, a network of sales representatives and other costs of distribution. Personnel costs include base salary, benefits and incentive compensation.

General and Administrative Expenses. General and administrative expenses consist of the costs of various corporate operations, including finance, legal, human resources and other administrative functions. These expenses primarily consist of payroll-related expenses, consulting and other professional fees and office facility-related expenses.

Research and Development. The rapid technological change and product obsolescence that characterize our industry require us to make continuous investments in research and development. Product development time frames vary but, in general, we incur research and development costs one to two years before generating sales from the associated new products. These expenses include personnel costs for members of our engineering workforce, cost of photomasks, silicon wafers and other non-recurring engineering charges related to product design. Additionally, we develop base line process technology through experimentation and through the design and use of characterization wafers that help achieve commercially feasible yields for new products. The majority of research and development expenses are for process development that serves as a common technology platform for all of our product lines.

Interest Expense. Our interest expense was incurred primarily under the 2021 Notes and the Exchangeable Notes.

Impact of Foreign Currency Exchange Rates on Reported Results of Operations. Historically, a portion of our revenues and greater than the majority of our operating expenses and costs of sales have been denominated in non-U.S. currencies, principally the Korean won, and we expect that this will remain true in the future. Because we report our results of operations in U.S. dollars converted from our non-U.S. revenues and expenses based on monthly average exchange rates, changes in the exchange rate between the Korean won and the U.S. dollar could materially impact our reported results of operations and distort period to period comparisons. In particular, because of the difference in the amount of our consolidated revenues and expenses that are in U.S. dollars relative to Korean won, depreciation in the U.S. dollar relative to the Korean won could result in a material increase in reported costs relative to revenues, and therefore could cause our profit margins and operating income (loss) to appear to decline materially, particularly relative to prior periods. The converse is true if the U.S. dollar were to appreciate relative to the Korean won. Moreover, our foreign currency gain or loss would be affected by changes in the exchange rate between the Korean won and the U.S. dollar as a substantial portion of non-cash translation gain or loss is associated with the intercompany long-term loans to our Korean subsidiary, which is denominated in U.S. dollars. As of September 30, 2018, the outstanding intercompany loans balances including accrued interests between our Korean subsidiary and our Dutch subsidiary were $680.4 million. This amount included an intercompany loan of $75.0 million executed during the first quarter of 2017, which was used to transfer a portion of the net proceeds from the offering of the Exchangeable Notes from our Luxembourg subsidiary to our Dutch subsidiary, and then to our Korean subsidiary. As a result of such foreign currency fluctuations, it could be more difficult to detect underlying trends in our business and results of operations. In addition, to the extent that fluctuations in currency exchange rates cause our results of operations to differ from our expectations or the expectations of our investors, the trading price of our stock could be adversely affected.

From time to time, we may engage in exchange rate hedging activities in an effort to mitigate the impact of exchange rate fluctuations. Our Korean subsidiary enters into foreign currency forward and zero cost collar contracts in order to mitigate a portion of the impact of U.S. dollar-Korean won exchange rate fluctuations on our operating results. Obligations under these foreign currency forward and zero cost collar contracts must be cash collateralized if our exposure exceeds certain specified thresholds. These forward and zero cost collar contracts may be terminated by the counterparty in a number of circumstances, including if our total cash and cash equivalents is less than $30.0 million at the end of a fiscal quarter unless a waiver is obtained from the counterparty. We cannot assure that any hedging technique we implement will be effective. If our hedging activities are not effective, changes in currency exchange rates may have a more significant impact on our results of operations.

Foreign Currency Gain or Loss. Foreign currency translation gains or losses on transactions by us or our subsidiaries in a currency other than our or our subsidiaries functional currency are included in our statements of operations as a component of other income (expense). A substantial portion of this net foreign currency gain or loss relates to non-cash translation gain or loss related to the principal balance of intercompany balances at our Korean subsidiary that are denominated in U.S. dollars. This gain or loss results from fluctuations in the exchange rate between the Korean won and U.S. dollar.

Income Taxes. We record our income taxes in each of the tax jurisdictions in which we operate. This process involves using an asset and liability approach whereby deferred tax assets and liabilities are recorded for differences in the financial reporting bases and tax bases of our assets and liabilities. We exercise significant management judgment in determining our provision for income taxes, deferred tax assets and liabilities. We assess whether it is more likely than not that the deferred tax assets existing at the period-end will be realized in future periods. In such assessment, we consider all available positive and negative evidence, including scheduled reversals of deferred tax liabilities, projected future taxable income, tax planning strategies and recent results of operations. In the event we were to determine that we would be able to realize the deferred income tax assets in the future in excess of their net recorded amount, we would adjust the valuation allowance, which would reduce the provision for income taxes.

Our operations are subject to income and transaction taxes in the United States and in multiple foreign jurisdictions, including Korea. Significant estimates and judgments are required in determining our worldwide provision for income taxes. Some of these estimates are based on interpretations of existing tax laws or regulations. The ultimate amount of tax liability may be uncertain as a result.

Capital Expenditures. We primarily invest in manufacturing equipment, software design tools and other tangible assets mainly for fab maintenance, capacity expansion and technology improvement. Capacity expansions and technology improvements typically occur in anticipation of increases in demand. We typically pay for capital expenditures in partial installments with portions due on order, delivery and final acceptance. Our capital expenditures mainly include our payments for the purchase of property, plant and equipment.

Inventories. We monitor our inventory levels in light of product development changes and market expectations. We may be required to take additional charges for quantities in excess of demand, cost in excess of market value and product age. Our analysis may take into consideration historical usage expected demand, anticipated sales price, new product development schedules, the effect new products might have on the sales of existing products, product age, customer design activity, customer concentration and other factors. These forecasts require us to estimate our ability to predict demand for current and future products and compare those estimates with our current inventory levels and inventory purchase commitments. Our forecasts for our inventory may differ from actual inventory use.

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Results of Operations Comparison of Three Months Ended September 30, 2018 and 2017

The following table sets forth consolidated results of operations for the three months ended September 30, 2018 and 2017:

	Three Months Ended September 30, 2018		Three Months Ended September 30, 2017		
	Amount	% of Net Sales	Amount	% of Net Sales	Change Amount
			(In millions)		
Net sales	$ 206.0	100.0%	$ 176.7	100.0%	$ 29.3
Cost of sales	150.3	72.9	126.4	71.5	23.9
Gross profit	55.7	27.1	50.3	28.5	5.4
Selling, general and administrative expenses	18.6	9.0	17.3	9.8	1.3
Research and development expenses	18.9	9.2	17.6	9.9	1.4
Operating income	18.3	8.9	15.5	8.8	2.8
Interest expenses	(5.6)	(2.7)	(5.5)	(3.1)	(0.1)
Foreign currency gain (loss), net	6.0	2.9	(3.7)	(2.1)	9.7
Others, net	0.2	0.1	0.2	0.1	(0.0)
	0.6	0.3	(8.9)	(5.1)	9.5
Income before income taxes	18.8	9.1	6.5	3.7	12.3
Income tax expenses	1.6	0.8	0.9	0.5	0.7
Net income	$ 17.2	8.4	$ 5.6	3.2	$ 11.6

Results by segment

	Three Months Ended September 30, 2018		Three Months Ended September 30, 2017 (As adjusted)		
	Amount	% of Net Sales	Amount	% of Net Sales	Change Amount
			(In millions)		
Net Sales					
Foundry Services Group	$ 83.9	40.7%	$ 89.0	50.4%	$ (5.1)
Standard Products Group					
Display Solutions	77.6	37.7	48.6	27.5	28.9
Power Solutions	44.5	21.6	39.0	22.1	5.5

Total Standard Products Group	122.0	59.2	87.6	49.6	34.4
All other	0.1	0.0	0.1	0.0	0.0
Total net sales	$ 206.0	100.0%	$ 176.7	100.0%	$ 29.3

	Three Months Ended September 30, 2018		Three Months Ended September 30, 2017 (As adjusted)		
	Amount	% of Net Sales	Amount	% of Net Sales	Change Amount
			(In millions)		
Gross Profit					
Foundry Services Group	$ 20.4	24.4%	$ 26.3	29.6%	$ (5.9)
Standard Products Group	35.2	28.8	23.9	27.3	11.3
All other	0.1	100.0	0.1	100.0	0.0
Total gross profit	$ 55.7	27.1	$ 50.3	28.5	$ 5.4

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Net Sales

Net sales were $206.0 million for the three months ended September 30, 2018, a $29.3 million, or 16.6%, increase compared to $176.7 million for the three months ended September 30, 2017. This increase was primarily attributable to an increase in revenue from our Standard Products Group, which was offset in part by a decrease in revenue from our Foundry Services Group as described below.

Foundry Services Group. Net sales from our Foundry Services Group segment were $83.9 million for the three months ended September 30, 2018, a $5.1 million, or 5.8%, decrease compared to $89.0 million for the three months ended September 30, 2017. The decrease was primarily attributable to a decrease in demand of low margin product sales from a global power management IC foundry customer and a decrease in demand from a customer serving the mid-range mobile phone market.

Standard Products Group. Net sales from our Standard Products Group segment were $122.0 million for the three months ended September 30, 2018, a $34.4 million, or 39.3%, increase compared to $87.6 million for the three months ended September 30, 2017. This increase was primarily attributable to an increase in revenue related to an improvement in mobile OLED display driver ICs in connection with the introduction of new OLED smartphones from China manufacturers, which was offset in part by a strategic reduction of low margin LCD business. In addition, the increase was also attributable to a higher demand of MOSFETs for TV and mobile battery products.

All Other. All other net sales were $0.1 million for the three months ended September 30, 2018 and 2017.

Gross Profit

Total gross profit was $55.7 million for the three months ended September 30, 2018 compared to $50.3 million for the three months ended September 30, 2017, a $5.4 million, or 10.8%, increase. Gross profit as a percentage of net sales for the three months ended September 30, 2018 decreased to 27.1% compared to 28.5% for the three months ended September 30, 2017. The decrease in gross profit as a percentage of net sales from our Foundry Services Group was offset in part by an increase in gross profits as a percentage of net sales from our Standard Products Group.

Foundry Services Group. Gross profit from our Foundry Services Group segment was $20.4 million for the three months ended September 30, 2018, a $5.9 million, or 22.4%, decrease compared to $26.3 million for the three months ended September 30, 2017. Gross profit as a percentage of net sales for the three months ended September 30, 2018 decreased to 24.4% compared to 29.6% for the three months ended September 30, 2017. The decrease in gross profit as a percentage of net sales was mainly attributable to a lower utilization rate, which was affected in part by a strategic reduction of low margin LCD business, and an increase in raw wafer prices.

Standard Products Group. Gross profit from our Standard Products Group segment was $35.2 million for the three months ended September 30, 2018, an $11.3 million, or 47.2%, increase from $23.9 million for the three months ended September 30, 2017. Gross profit as a percentage of net sales for the three months ended September 30, 2018 increased to 28.8% compared to 27.3% for the three months ended September 30, 2017. The increase in both gross profit and gross profit margin was primarily attributable to a favorable product mix from an increase in sales of mobile OLED display driver ICs.

All Other. All other gross profits were $0.1 million for the three months ended September 30, 2018 and 2017.

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Net Sales by Geographic Region

We report net sales by geographic region based on the location to which the products are billed. The following table sets forth our net sales by geographic region and the percentage of total net sales represented by each geographic region for the three months ended September 30, 2018 and 2017:

	Three Months Ended September 30, 2018		Three Months Ended September 30, 2017		
	Amount	% of Net Sales	Amount	% of Net Sales	Change Amount
			(In millions)		
Korea	$ 91.6	44.5%	$ 74.3	42.1%	$ 17.2
Asia Pacific (other than Korea)	93.5	45.4	83.2	47.1	10.3
United States	5.8	2.8	8.4	4.8	(2.6)
Europe	14.4	7.0	10.5	5.9	4.0
Others	0.7	0.3	0.3	0.1	0.4
	$ 206.0	100.0%	$ 176.7	100.0%	$ 29.3

Net sales in Korea for the three months ended September 30, 2018 increased from $74.3 million to $91.6 million compared to the three months ended September 30, 2017, or by $17.2 million, or 23.2%, due primarily to an increase in revenue related to the introduction of new OLED display driver ICs. This is offset in part by a strategic reduction of low margin LCD business.

Net sales in Asia Pacific (other than Korea) for the three months ended September 30, 2018 increased from $83.2 million to $93.5 million compared to the three months ended September 30, 2017, or by $10.3 million, or 12.3%, due primarily to an increase in revenue related to an improvement in mobile OLED display driver ICs in connection with the introduction of new OLED smartphones. This increase was in part offset by a decrease in sales of certain products from a foundry customer serving the mid-range mobile phone market.

Net sales in the United States for the three months ended September 30, 2018 decreased from $8.4 million to $5.8 million compared to the three months ended September 30, 2017, or by $2.6 million, or 30.6%, primarily due to a decrease in sales of certain products from a global power management IC foundry customer.

Net sales in Europe for the three months ended September 30, 2018 increased from $10.5 million to $14.4 million compared to the three months ended September 30, 2017, or by $4.0 million, or 37.7%, primarily due to an increase in sales of certain battery charger related products from a global power management IC foundry customer, which was offset in part by lower demand from a customer serving the high-end smartphone market.

Operating Expenses

Selling, General and Administrative Expenses. Selling, general and administrative expenses were $18.6 million, or 9.0% of net sales, for the three months ended September 30, 2018, compared to $17.3 million, or 9.8% of net sales, for the three months ended September 30, 2017. The increase of $1.3 million, or 7.5%, was primarily attributable to an increase in employee compensation, including issuance of equity-based compensation, and an allowance of

$0.4 million related to employee withholding amounts, which was in part offset by a gain of $1.1 million from the sale of certain old fab equipment.

Research and Development Expenses. Research and development expenses were $18.9 million, or 9.2% of net sales, for the three months ended September 30, 2018, compared to $17.6 million, or 9.9% of net sales, for the three months ended September 30, 2017. The increase of $1.4 million, or 7.8%, was primarily attributable to an increase in development activities for new OLED products.

Operating Income

As a result of the foregoing, operating income increased by $2.8 million for the three months ended September 30, 2018 compared to the three months ended September 30, 2017. As discussed above, the increase in operating income resulted from a $5.4 million increase in gross profit, which was partially offset by a $1.3 million increase in selling, general and administrative expenses and a $1.4 million increase in research development expenses.

Other Income

Interest Expenses. Interest expenses were $5.6 million and $5.5 million for the three months ended September 30, 2018 and September 30, 2017, respectively.

Foreign Currency Gain (Loss), Net. Net foreign currency gain for the three months ended September 30, 2018 was $6.0 million compared to net foreign currency loss of $3.7 million for the three months ended September 30, 2017. The net foreign currency gain for the three months ended September 30, 2018 was due to the appreciation in value of the Korean won relative to the U.S. dollar during the period. The net foreign currency loss for the three months ended September 30, 2017 was due to the depreciation in value of the Korean won relative to the U.S. dollar during the period.

A substantial portion of our net foreign currency gain or loss is non-cash translation gain or loss associated with the intercompany long-term loans to our Korean subsidiary, which is denominated in U.S. dollars, and is affected by changes in the exchange rate between the Korean won and the U.S. dollar. As of September 30, 2018 and September 30, 2017, the outstanding intercompany loan balances including accrued interests between our Korean subsidiary and our Dutch subsidiary were $680 million and $670 million, respectively. Foreign currency translation gain or loss from intercompany balances was included in determining our consolidated net income since the intercompany balances were not considered long-term investments in nature because management intended to settle these intercompany balances at their respective maturity dates.

Others, Net. Others were comprised of rental income, interest income, and gains and losses from valuation of derivatives which were designated as hedging instruments. Others for the three months ended September 30, 2018 and September 30, 2017 was $0.2 million and $0.2 million, respectively.

Income Tax Expenses

Income tax expenses for the three months ended September 30, 2018 and 2017 were $1.6 million and $0.9 million, respectively. The increase in income tax expenses was primarily attributable to an increase in income tax expense for our Korean subsidiary, which is estimated to generate taxable income for the fiscal year ending December 31, 2018, combined with its ability to utilize net operating loss carryforwards up to 70% of taxable income for the year.

Net Income

As a result of the foregoing, net income increased by $11.6 million for the three months ended September 30, 2018 compared to the three months ended September 30, 2017. As discussed above, the increase in net income primarily resulted from a $9.7 million increase in net foreign currency gain and a $2.8 million increase in operating income.

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Results of Operations Comparison of Nine Months Ended September 30, 2018 and 2017

The following table sets forth consolidated results of operations for the nine months ended September 30, 2018 and 2017:

	Nine Months Ended September 30, 2018		Nine Months Ended September 30, 2017		
	Amount	% of Net Sales	Amount	% of Net Sales	Change Amount
			(In millions)		
Net sales	$ 571.5	100.0%	$ 505.1	100.0%	$ 66.4
Cost of sales	417.3	73.0	366.6	72.6	50.8
Gross profit	154.2	27.0	138.5	27.4	15.6
Selling, general and administrative expenses	55.1	9.6	58.1	11.5	(3.0)
Research and development expenses	59.5	10.4	52.4	10.4	7.1
Restructuring and other gain			(17.0)	(3.4)	17.0
Early termination charges			13.4	2.6	(13.4)
Operating income	39.6	6.9	31.6	6.3	8.0
Interest expenses	(16.5)	(2.9)	(16.1)	(3.2)	(0.4)
Foreign currency gain (loss), net	(20.1)	(3.5)	26.2	5.2	(46.3)
Others, net	(0.3)	(0.1)	1.9	0.4	(2.2)
	(37.0)	(6.5)	12.0	2.4	(49.0)
Income before income taxes	2.6	0.5	43.6	8.6	(41.0)
Income tax expenses	4.1	0.7	2.3	0.5	1.8
Net income (loss)	$ (1.5)	(0.3)	$ 41.3	8.2	$ (42.8)

Results by segment

	Nine Months Ended September 30, 2018		Nine Months Ended September 30, 2017 (As adjusted)		
	Amount	% of Net Sales	Amount	% of Net Sales	Change Amount
			(In millions)		
Net Sales					
Foundry Services Group	$ 242.2	42.4%	$ 260.1	51.5%	$ (17.9)

Standard Products Group					
Display Solutions	206.0	36.0	135.2	26.8	70.8
Power Solutions	123.2	21.5	109.6	21.7	13.6
Total Standard Products Group	329.1	57.6	244.8	48.5	84.3
All other	0.2	0.0	0.2	0.0	(0.0)
Total net sales	$ 571.5	100.0%	$ 505.1	100.0%	$ 66.4

	Nine Months Ended September 30, 2018		Nine Months Ended September 30, 2017 (As adjusted)		
	Amount	**% of Net Sales**	**Amount**	**% of Net Sales**	**Change Amount**
			(In millions)		
Gross Profit					
Foundry Services Group	$ 63.3	26.1%	$ 74.3	28.6%	$ (11.0)
Standard Products Group	90.9	27.6	64.0	26.2	26.8
All other	0.0	10.8	0.2	100.0	(0.2)
Total gross profit	$ 154.2	27.0	$ 138.5	27.4	$ 15.6

Net Sales

Net sales were $571.5 million for the nine months ended September 30, 2018, a $66.4 million, or 13.1%, increase compared to $505.1 million for the nine months ended September 30, 2017. This increase was primarily attributable to an increase in revenue from our Standard Products Group, which was offset in part by a decrease in revenue from our Foundry Services Group as described below.

Foundry Services Group. Net sales from our Foundry Services Group segment were $242.2 million for the nine months ended September 30, 2018, a $17.9 million, or 6.9%, decrease compared to $260.1 million for the nine months ended September 30, 2017. The decrease was primarily attributable to a decrease in demand of low margin product sales from a global power management IC foundry customer and a decrease in demand from a customer serving the mid-range mobile phone market. This decrease was offset in part by an increase in sales of certain battery charger related products from a global power management IC foundry customer.

Standard Products Group. Net sales from our Standard Products Group segment were $329.1 million for the nine months ended September 30, 2018, a $84.3 million, or 34.4%, increase compared to $244.8 million for the nine months ended September 30, 2017. This increase was primarily attributable to an increase in revenue related to an improvement in mobile OLED display driver ICs in connection with the introduction of new OLED smartphones from China manufacturers, which was offset in part by a strategic reduction of low margin LCD business. In addition, the increase was also attributable to a higher demand of MOSFETs for TV and mobile battery products.

All Other. All other net sales were $0.2 million for the nine months ended September 30, 2018 and 2017.

Gross Profit

Total gross profit was $154.2 million for the nine months ended September 30, 2018 compared to $138.5 million for the nine months ended September 30, 2017, a $15.6 million, or 11.3%, increase. Gross profit as a percentage of net sales for the nine months ended September 30, 2018 decreased to 27.0% compared to 27.4% for the nine months ended September 30, 2017. The decrease in gross profit as a percentage of net sales from our Foundry Services Group was offset in part by an increase in gross profits as a percentage of net sales from our Standard Products Group.

Foundry Services Group. Gross profit from our Foundry Services Group segment was $63.3 million for the nine months ended September 30, 2018, an $11.0 million, or 14.8%, decrease compared to $74.3 million for the nine months ended September 30, 2017. Gross profit as a percentage of net sales for the nine months ended September 30, 2018 decreased to 26.1% compared to 28.6% for the nine months ended September 30, 2017. The decrease in gross profit as a percentage of net sales was mainly attributable to an unfavorable product mix and a lower utilization rate, which was affected in part by a strategic reduction of low margin LCD business, and an increase in raw wafer prices.

Standard Products Group. Gross profit from our Standard Products Group segment was $90.9 million for the nine months ended September 30, 2018, a $26.8 million, or 41.9%, increase from $64.0 million for the nine months ended September 30, 2017. Gross profit as a percentage of net sales for the nine months ended September 30, 2018 increased to 27.6% compared to 26.2% for the nine months ended September 30, 2017. The increase in both gross profit and gross profit margin was primarily attributable to a favorable product mix from an increase in sales of mobile OLED display driver ICs.

All Other. All other gross profit was $0.02 million for the nine months ended September 30, 2018 and $0.2 million for the nine months ended September 30, 2017.

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Net Sales by Geographic Region

We report net sales by geographic region based on the location to which the products are billed. The following table sets forth our net sales by geographic region and the percentage of total net sales represented by each geographic region for the nine months ended September 30, 2018 and 2017:

	Nine Months Ended September 30, 2018		Nine Months Ended September 30, 2017		
	Amount	% of Net Sales	Amount	% of Net Sales	Change Amount
			(In millions)		
Korea	$ 204.3	35.8%	$ 207.4	41.1%	$ (3.1)
Asia Pacific (other than Korea)	302.9	53.0	239.2	47.4	63.7
United States	29.2	5.1	28.7	5.7	0.5
Europe	33.0	5.8	29.1	5.8	4.0
Others	2.0	0.3	0.7	0.1	1.3
	$ 571.5	100.0%	$ 505.1	100.0%	$ 66.4

Net sales in Korea for the nine months ended September 30, 2018 decreased from $207.4 million to $204.3 million compared to the nine months ended September 30, 2017, or by $3.1 million, or 1.5%, primarily due to a strategic reduction of low margin LCD business. This was offset in part by an increase in revenue related to the introduction of new OLED display driver ICs.

Net sales in Asia Pacific for the nine months ended September 30, 2018 increased from $239.2 million to $302.9 million compared to the nine months ended September 30, 2017, or by $63.7 million, or 26.6%, primarily due to an increase in revenue related to a sharp improvement in mobile OLED display driver ICs in connection with the introduction of new OLED smartphones. This increase was in part offset by a decrease in sales of certain products from a foundry customer serving the mid-range mobile phone market, and a decrease in sales of certain products from a global power management IC foundry customer.

Net sales in Europe for the nine months ended September 30, 2018 increased from $29.1 million to $33.0 million compared to the nine months ended September 30, 2017, or by $4.0 million, or 13.7%, primarily due to an increase in sales of certain battery charger related products from a global power management IC foundry customer, which was offset in part by lower demand from a customer serving the high-end smartphone market.

Operating Expenses

Selling, General and Administrative Expenses. Selling, general, and administrative expenses were $55.1 million, or 9.6% of net sales, for the nine months ended September 30, 2018, compared to $58.1 million, or 11.5% of net sales, for the nine months ended September 30, 2017. The decrease of $3.0 million, or 5.2%, was mainly attributable to a $3.0 million civil penalty in connection with our final settlement with the SEC, which was recorded in the first quarter of 2017 and an increase in gain of $0.9 million from the sale of certain old fab equipment. These decreases were offset in part by an allowance of $0.4 million related to employee withholding amounts recorded in the third quarter of 2018 and an increase in equity-based compensation.

Research and Development Expenses. Research and development expenses were $59.5 million, or 10.4% of net sales, for the nine months ended September 30, 2018, compared to $52.4 million, or 10.4% of net sales, for the nine months ended September 30, 2017. The increase of $7.1 million, or 13.5%, was primarily attributable to an increase in development activities for new OLED product.

Restructuring and Other Gain. Restructuring and other gain of $17.0 million recorded for the nine months ended September 30, 2017 resulted from a $16.6 million restructuring gain on the sale of the building related to the closure of our 6-inch fab and a $0.4 million gain on sale of our sensor business.

Early Termination Charges. Early termination charges of $13.4 million for the nine months ended September 30, 2017 were recorded for the termination benefits payable to the employees affected under our Headcount Reduction Plan.

Operating Income

As a result of the foregoing, operating income increased by $8.0 million for the nine months ended September 30, 2018 compared to the nine months ended September 30, 2017. As discussed above, the increase in operating income resulted from a $15.6 million increase in gross profit, a $13.4 million decrease in early termination charges and $3.0 million decrease in selling, general and administrative expenses, which was partially offset by a $17.0 million decrease in restructuring and other gain and a $7.1 million increase in research development expenses.

Other Income

Interest Expenses. Interest expenses were $16.5 million and $16.1 million for the nine months ended September 30, 2018 and September 30, 2017, respectively.

Foreign Currency Gain (Loss), Net. Net foreign currency loss for the nine months ended September 30, 2018 was $20.1 million compared to net foreign currency gain of $26.2 million for the nine months ended September 30, 2017. The net foreign currency loss for the nine months ended September 30, 2018 was due to the depreciation in value of the Korean won relative to the U.S. dollar during the period. The net foreign currency gain for the nine months ended September 30, 2017 was due to the appreciation in value of the Korean won relative to the U.S. dollar during the period.

A substantial portion of our net foreign currency gain or loss is non-cash translation gain or loss associated with the intercompany long-term loans to our Korean subsidiary, which is denominated in U.S. dollars, and is affected by changes in the exchange rate between the Korean won and the U.S. dollar. As of September 30, 2018 and September 30, 2017, the outstanding intercompany loan balances including accrued interests between our Korean subsidiary and our Dutch subsidiary were $680 million and $670 million, respectively. Foreign currency translation gain or loss from intercompany balances was included in determining our consolidated net income since the intercompany balances were not considered long-term investments in nature because management intended to settle these intercompany balances at their respective maturity dates.

Others, Net. Others were comprised of gains and losses on the valuation of derivatives which were designated as hedging instruments, rental income and interest income. Others for the nine months ended September 30, 2018 and September 30, 2017 was negative $0.3 million and $1.9 million, respectively.

Income Tax Expenses

Income tax expenses for the nine months ended September 30, 2018 and 2017 were $4.1 million and $2.3 million, respectively. The increase in income tax expenses was primarily attributable to an increase in income tax expense for our Korean subsidiary, which is estimated to generate taxable income for the fiscal year ending December 31, 2018, combined with its ability to utilize net operating loss carryforwards up to 70% of taxable income for the year.

Net Income

As a result of the foregoing, net income decreased by $42.8 million for the nine months ended September 30, 2018 compared to the nine months ended September 30, 2017. As discussed above, the decrease in net income primarily resulted from a $46.3 million increase in net foreign currency loss which was partially offset by an $8.0 million increase in operating income.

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Liquidity and Capital Resources

Our principal capital requirements are to fund sales and marketing, invest in research and development and capital equipment, to make debt service payments and to fund working capital needs. We calculate working capital as current assets less current liabilities.

Our principal sources of liquidity are our cash, cash equivalents, our cash flows from operations and our financing activities. Our ability to manage cash and cash equivalents may be limited, as our primary cash flows are dictated by the terms of our sales and supply agreements, contractual obligations, debt instruments and legal and regulatory requirements. From time to time, we may sell accounts receivable to third parties under factoring agreements or engage in accounts receivable discounting to facilitate the collection of cash. For a description of our factoring arrangements and accounts receivable discounting, please see Item 1. Interim Consolidated Financial Statements Notes to Consolidated Financial Statements Note 2. Sales of Accounts Receivable and Receivable Discount Program included elsewhere in this Report. In addition, from time to time, we may make payments to our vendors on extended terms with their consent. As of September 30, 2018, we do not have any accounts payable on extended terms or payment deferment with our vendors.

On January 17, 2017, MagnaChip Semiconductor S.A., our Luxembourg subsidiary, closed the Exchangeable Notes Offering of the Exchangeable Notes with $86.25 million aggregate principal amount, reflecting the full exercise of the initial purchasers option to purchase additional Exchangeable Notes. We used a portion of the net proceeds from the Exchangeable Notes Offering to repurchase approximately $11.4 million of our common stock as part of our stock repurchase program.

We currently believe that we will have sufficient cash reserves from cash on hand and expected cash from operations to fund our operations as well as capital expenditures for the next twelve months and the foreseeable future.

Cash Flows from Operating Activities

Cash inflow provided by operating activities totaled $25.0 million for the nine months ended September 30, 2018, compared to $24.3 million of cash outflow used in operating activities for the nine months ended September 30, 2017. The net operating cash inflow for the nine months ended September 30, 2018 reflects our net loss of $1.5 million and favorable adjustments of $70.1 million which mainly consisted of depreciation and amortization, provision for severance benefits and net foreign currency loss, and a net decrease in operating assets and liabilities of $43.5 million.

Our working capital balance as of September 30, 2018 was $224.6 million compared to $192.1 million as of December 31, 2017. The $32.5 million increase was primarily attributable to an $11.2 million increase in account receivables and a $35.8 million increase in unbilled accounts receivable, which was a new item created in our balance sheet to conform with the new revenue recognition standard and represented our contractual right to consideration for manufacturing work performed on a customer contract or an individual purchase order basis, which had not been invoiced to the customer. This increase was offset in part by a $15.6 million increase in account payables.

Cash Flows from Investing Activities

Cash outflow used in investing activities totaled $21.3 million and $24.0 million for the nine months ended September 30, 2018 and 2017, respectively. The $2.7 million decrease was primarily attributable to a $6.6 million net decrease in hedge collateral, which was offset in part by a $3.9 million net increase in purchase of plant, property and equipment.

Cash Flows from Financing Activities

Cash inflow provided by financing activities totaled $5.1 million for the nine months ended September 30, 2018, compared to $72.3 million of cash inflow provided by financing activities for the nine months ended September 30, 2017. The financing cash inflow for the nine months ended September 30, 2018 was primarily attributable to proceeds of $4.3 million in connection with the water treatment facility arrangement. The financing cash inflow for the nine months ended September 30, 2017 consisted of $80.3 million of net proceeds received from the issuance of the Exchangeable Notes and $3.4 million of proceeds received from the exercise of stock options, which was partly offset by the payment of $11.4 million for the repurchase of 1,795,444 shares of our common stock in January 2017 pursuant to our stock repurchase plan.

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Capital Expenditures

We routinely make capital expenditures for fab maintenance, enhancement of our existing facilities and reinforcement of our global research and development capability. For the nine months ended September 30, 2018, capital expenditures were $23.2 million, a $3.9 million, or 20.2%, increase from $19.3 million for the nine months ended September 30, 2017. The capital expenditures for the nine months ended September 30, 2018 included a $4.3 million payment for the purchase of certain facilities related to a water treatment facility arrangement. The remaining expenditures were for meeting our customer demand, and supporting technology and facility improvements at our fabrication facilities.

Contractual Obligations

The following summarizes our contractual obligations as of September 30, 2018:

	Payments Due by Period						
	Total	Remainder of 2018	2019	2020	2021	2022	Thereafter
	(In millions)						
Exchangeable Notes[1]	$ 97.0	$	$ 4.3	$ 4.3	$ 88.4	$	$
2021 Notes[2]	269.7		14.9	14.9	239.9		
Operating lease[3]	26.4	1.7	3.6	3.0	1.4	1.3	15.4
Water Treatment Services[3][4]	60.1	2.2	8.7	8.7	8.6	8.6	23.3
Others[5]	27.2	2.5	11.5	10.6	2.6		

(1) Interest payments as well as $86.25 million aggregate principal amount of the Exchangeable Notes outstanding as of September 30, 2018, which bear interest at a rate of 5.0% per annum and are scheduled to mature in 2021 if not earlier converted or redeemed.

(2) Interest payments as well as $225.0 million aggregate principal amount of the 2021 Notes outstanding as of September 30, 2018, which bear interest at a rate of 6.625% per annum and are scheduled to mature in 2021 if not earlier redeemed.

(3) Assumes constant currency exchange rate for Korean won to U.S. dollars of 1,112.7:1, the exchange rate as of September 30, 2018.

(4) Includes future payments for water treatment services based on contractual terms for our fabs in Korea.

(5) Includes license agreements, funding obligations for the accrued severance benefits and other contractual obligations.

The indentures relating to the Exchangeable Notes and the 2021 Notes contain covenants as detailed in Item 1. Interim Consolidated Financial Statements Notes to Consolidated Financial Statements Note 9. Long-Term Borrowings in this Report. Those covenants are subject to a number of exceptions and qualifications. Certain of those restrictive covenants will terminate if the Exchangeable Notes or the 2021 Notes are rated investment grade at any time.

We lease land, office space and equipment under various operating lease agreements that expire through 2034.

We are a party to the arrangements for the water treatment facilities in Cheongju and Gumi, Korea, which includes a 5-year and 10-year service agreements, respectively.

Beginning in July 2018, we contribute a certain percentage of severance benefits, accrued for eligible employees for their services from January 1, 2018, to certain severance insurance deposit accounts. These accounts consist of time deposits and other guaranteed principal and interest, and are maintained at insurance companies, banks or security companies for the benefit of employees. We deduct the contributions made to certain severance insurance deposit accounts from our accrued severance benefits. As of September 30, 2018, our accrued severance benefits totaled $148.1 million and cumulative contributions to these severance insurance deposit accounts amounted to $0.9 million. Our related cash payments for future contributions have been included in the amount of $1.8 million, $2.7 million and $3.6 million for the fourth quarter of 2018, 2019 and 2020, respectively, to the extent that our obligations are contractual, fixed and reasonably estimable.

We follow accounting guidance on uncertain tax positions. Our unrecognized tax benefits totaled $0.5 million as of September 30, 2018. These unrecognized tax benefits have been excluded from the above table because we cannot estimate the period of cash settlement with the respective taxing authorities.

Critical Accounting Policies and Estimates

Preparing financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the financial statements, the reported amounts of revenues and expenses during the reporting periods and the related disclosures in our consolidated financial statements and accompanying notes.

We believe that our significant accounting policies, which are described further in Note 1 to our consolidated financial statements in our Annual Report on Form 10-K for our fiscal year ended December 31, 2017, or our 2017 Form 10-K, are critical due to the fact that they involve a high degree of judgment and estimates about the effects of matters that are inherently uncertain. We base these estimates and judgments on historical experience, knowledge of current conditions and other assumptions and information that we believe to be reasonable. Estimates and assumptions about future events and their effects cannot be determined with certainty. Accordingly, these estimates may change as new events occur, as more experience is acquired, as additional information is obtained and as the business environment in which we operate changes.

A description of our critical accounting policies that involve significant management judgement appears in our 2017 Form 10-K, under Management s Discussion and Analysis of Financial Conditions and Reports of Operations Critical Accounting Policies and Estimates. Our critical accounting policies for revenue recognition as updated for the adoption of the new revenue standard are disclosed in the following section. There have been no other material changes to our critical accounting policies and estimates as compared to our critical accounting policies and estimates included in our 2017 Form 10-K.

Revenue Recognition

We recognize revenue when a performance obligation is satisfied by transferring control over a product or service to a customer. Revenue is measured based on the consideration specified in a contract with a customer in exchange for such product or service.

Our Foundry Services Group manufactures products based on customers specific product designs. We recognize revenue over time for those foundry products without alternative use where we have an enforceable right to payment for the related foundry services completed to date. The revenue recognized over time is in proportion of wafer manufacturing costs incurred relative to total estimated costs at completion to measure our performance to date. However, in certain circumstances, we may not have an enforceable right to payment for performed foundry services pursuant to a customer contract or an individual purchase order. In this situation, we recognize revenue when a customer obtains control of the product, which is generally upon product shipment, delivery at the customer s location or upon customer acceptance, depending on the terms of the arrangement.

Our Standards Products Group sells products manufactured based on our design. Our Standard Products Group s products are either standardized with an alternative use or we do not have an enforceable right to payment for the related manufacturing services completed to date. For those products, revenue is recognized when a customer obtains control of the product, which is generally upon product shipment, delivery at the customer s location or upon customer acceptance, depending on the terms of the arrangement.

A portion of our sales are made through distributors for which we apply the same revenue recognition guidance as described above. We defer recognition of revenue when we receive cash from certain customers and distributors for the sale of products prior to obtaining an enforceable right to payment for performance completed to date or control of the product being transferred to the customer.

In accordance with the revenue recognition guidance, any tax assessed by a governmental authority that is both imposed on and concurrent with a specific revenue-producing transaction, and that is collected by us from a customer, is excluded from revenue and presented in the statement of operations on a net basis.

We provide a warranty, under which customers can return defective products. We estimate the costs related to those defective product returns and record them as a component of cost of sales.

In addition, we offer sales returns (other than those that relate to defective products under warranty), cash discounts for early payments, volume rebate and certain allowances to its customers, including distributors. We record reserves for those returns, discounts and allowances as a deduction from sales, based on historical experience and other quantitative and qualitative factors.

Substantially all of our contracts are one year or less in duration. The standard payment terms with customers is generally thirty to sixty days from the time of shipment, product delivery at the customer s location or customer acceptance, depending on the terms of the related arrangement.

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Recent Accounting Pronouncements

For a full description of new accounting pronouncements and recently adopted accounting pronouncements, please see Item 1. Interim Consolidated Financial Statements Notes to Consolidated Financial Statements Note 1. Business, Basis of Presentation and Significant Accounting Policies in this Report.

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Item 3. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to the market risk that the value of a financial instrument will fluctuate due to changes in market conditions, primarily from changes in foreign currency exchange rates and interest rates. In the normal course of our business, we are subject to market risks associated with interest rate movements and currency movements on our assets and liabilities.

Foreign Currency Exposures

We have exposure to foreign currency exchange rate fluctuations on net income from our subsidiaries denominated in currencies other than U.S. dollars, as our foreign subsidiaries in Korea, Taiwan, China, Japan and Hong Kong use local currency as their functional currency. From time to time these subsidiaries have cash and financial instruments in local currency. The amounts held in Japan, Taiwan, Hong Kong and China are not material in regards to foreign currency movements. However, based on the cash and financial instruments balance at September 30, 2018 for our Korean subsidiary, a 10% devaluation of the Korean won against the U.S. dollar would have resulted in a decrease of $1.8 million in our U.S. dollar financial instruments and cash balances.

See Note 7. Derivative Financial Instruments to our consolidated financial statements under Item 1. Interim Consolidated Financial Statements and Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations Factors Affecting Our Results of Operations Impact of Foreign Currency Exchange Rates on Reported Results of Operations for additional information regarding our foreign exchange hedging activities.

Interest Rate Exposures

As of September 30, 2018, $86.25 million aggregate principal amount of our Exchangeable Notes were outstanding. Interest on the Exchangeable Notes accrues at a fixed rate of 5.0% per annum and is paid semi-annually every March 1 and September 1 of each year until the Exchangeable Notes mature on March 1, 2021. As of September 30, 2018, $225.0 million aggregate principal amount of our 2021 Notes were also outstanding. Interest on the 2021 Notes accrues at a fixed rate of 6.625% per annum and is paid semi-annually every January 15 and July 15 of each year until the 2021 Notes mature on July 15, 2021. Since the interest rates are fixed, we have no market risk related to the Exchangeable Notes and the 2021 Notes.

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Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our periodic reports filed or submitted under the Exchange Act, is recorded, processed, summarized and reported within the time periods specified in the SEC 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.

In connection with the preparation of this Report, we carried out an evaluation under the supervision of and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, as of September 30, 2018, of the effectiveness of the design and operation of our disclosure controls and procedures, as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act. Based upon this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of September 30, 2018.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting during the quarter ended September 30, 2018 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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PART II. OTHER INFORMATION

Item 1. Legal Proceedings

For a discussion of legal proceedings, see Part I: Item 3. Legal Proceedings of our 2017 Form 10-K.

See also Part I: Item 1A. Risk Factors of our 2017 Form 10-K and Note 18 to our consolidated financial statements in this Report for additional information.

Item 1A. Risk Factors

The Company is subject to risks and uncertainties, any of which could have a significant or material adverse effect on our business, financial condition, liquidity or consolidated financial statements. You should carefully consider the risk factors disclosed in Part I, Item 1A of our 2017 Form 10-K, Part II, Item 1A of our Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2018, and other reports we have filed with the SEC. The risks described herein and therein are not the only ones we face. This information should be considered carefully together with the other information contained in this Report and the other reports and materials the Company files with the SEC.

There are no material changes to the Company s risk factors disclosed in Part I: Item 1A. Risk Factors of our 2017 Form 10-K and Part II, Item 1A of our Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2018.

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Item 6. Exhibits.

Exhibit Number	Description
31.1#	Certification pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934 of the Chief Executive Officer.
31.2#	Certification pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934 of the Chief Financial Officer.
32.1	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, of the Chief Executive Officer.
32.2	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, of the Chief Financial Officer.
101.INS#	XBRL Instance Document.
101.SCH#	XBRL Taxonomy Extension Schema Document.
101.CAL#	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF#	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB#	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE#	XBRL Taxonomy Extension Presentation Linkbase Document.

Footnotes:

Filed herewith
Furnished herewith

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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.

MAGNACHIP SEMICONDUCTOR CORPORATION

(Registrant)

Dated: November 7, 2018

By: /s/ Young-Joon Kim
Young-Joon Kim
Chief Executive Officer

(Principal Executive Officer)

Dated: November 7, 2018

By: /s/ Jonathan W. Kim
Jonathan W. Kim
Chief Financial Officer, Executive Vice President and Chief Accounting Officer

(Principal Financial and Accounting Officer)