Synopsys Posts Financial Results for Third Quarter of Fiscal 2005

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Synopsys, Inc. (NASDAQ: SNPS), a world leader in semiconductor design software, today reported results for its third quarter ended July 31, 2005.

For the third quarter of fiscal 2005, Synopsys reported revenue of \$251.5 million, a 3% increase compared to the second quarter of fiscal 2005, and an 11% decrease from \$281.7 million in the third quarter of fiscal 2004. For the nine-month period ended July 31, 2005, revenue was \$737.1 million, a decrease of 14% from revenue of \$861.5 million for the same period in fiscal 2004. The year-over-year comparisons reflect the company's shift to an almost-fully ratable license model initiated in the fourth quarter of fiscal 2004, under which most of the company's license revenue is recognized over time rather than upfront in the quarter shipped. As a result, in the most recent quarter more than 90% of revenue came from backlog.

"I am very pleased to report that in our third quarter, we continued in the strong direction set in the first half of the year, making excellent progress on our objectives to increase revenue, improve operating margin and grow earnings under a more predictable and stable business model," said Aart de Geus, Chairman and Chief Executive Officer of Synopsys.

GAAP Results

On a generally accepted accounting principles (GAAP) basis, for the third quarter of fiscal 2005 net income was \$17.3 million, or \$0.12 per share, compared to a loss of (\$0.03) per share in the second quarter of fiscal 2005. In the third quarter of last year, net income was \$41.8 million, or \$0.26 per share. Third quarter fiscal 2005 results include a \$33 million litigation settlement received in connection with the acquisition of Nassda Corporation, which closed in May 2005.

GAAP net loss for the nine-month period ended July 31, 2005 was (\$2.0) million, or (\$0.01) per share, compared to net income of \$102.7 million, or \$0.63 per share, for the same period in 2004.

Non-GAAP Results

On a non-GAAP basis, net income for the third quarter of fiscal 2005 was \$15.2 million, or \$0.10 per share, compared to \$0.09 per share in the second quarter of 2005. In the third quarter of last year, non-GAAP net income was \$53.2 million, or \$0.33 per share.

Non-GAAP net income for the nine-month period ended July 31, 2005 was \$42.6 million, or \$0.29 per share, compared to \$164.6 million, or \$1.01 per share, for the same period in 2004. Non-GAAP net income consists of GAAP net income excluding, to the extent incurred in a particular quarter or period, amortization of intangible assets and deferred stock compensation, in-process research and development charges, integration and other acquisition-related expenses, facilities and workforce realignment charges, and other significant items which, in the opinion of management are extraordinary.

The decreases in GAAP and non-GAAP net income for these periods were due primarily to lower revenues as a result of our shift to a more than 90% ratable license model.

Financial Targets

Synopsys also announced its operating model targets for the fourth quarter and full fiscal year 2005. These targets constitute forward-looking information and are based on current expectations. For a discussion of factors that could cause actual results to differ materially from these targets, see "Forward-Looking Statements" below.

Fourth Quarter of Fiscal 2005 Targets:

- * Revenue: \$248 million \$258 million
- * GAAP expenses: \$243 million \$254 million
- * Non-GAAP expenses: \$227 million \$237 million
- Other income and expense: \$0 million \$4 million
 Fully diluted outstanding shares: 142 million 150
- Fully diluted outstanding shares: 142 million 150 million
 Tax rate applied in pop-GAAP pet income calculations: 29%
- Tax rate applied in non-GAAP net income calculations: 29%
 GAAP earnings: (\$0.02) \$0.01 per share
- * Non-GAAP earnings: \$0.07 \$0.11 per share

* Revenue from backlog: more than 90% of revenue

Full-Year Fiscal Year 2005 Targets

- * Revenue: \$985 million \$995 million
- * Fully diluted outstanding shares: 142 million 150 million
- * Tax rate applied in non-GAAP net income calculations: 31%
- * GAAP earnings: (\$0.03) \$0.00 per share
- * Non-GAAP earnings: \$0.36 \$0.40 per share
- * We continue to expect GAAP cash flow from operations to be approximately \$200 million

These targets supersede all fiscal 2005 financial targets previously published by Synopsys.

GAAP Reconciliation

Synopsys' management evaluates and makes operating decisions about its business operations primarily based on the bookings, revenue and direct, ongoing and recurring costs of those operations. Management does not believe amortization of intangible assets and deferred stock compensation, in-process research and development charges, integration and other acquisition-related expenses, facilities and workforce realignment charges and other significant extraordinary items are ongoing and recurring operating costs of its core software and service business operations. Therefore, management adjusts the following GAAP financial measures included in this earnings release to exclude such costs, to the extent incurred in a particular quarter: total cost of revenue, gross margin, total operating expenses, operating (loss) income, (loss) income before (benefit from) provision for income taxes, (benefit from) provision for income taxes, net (loss) income and net (loss) income per share.

For each such measure, excluding these costs provides management with more consistent, comparable information about the Company's core profitability. For example, since the Company does not acquire businesses on a predictable cycle, management would have difficulty evaluating the Company's profitability as measured by gross margin, operating margin, income before taxes and net income on a period-to-period basis unless it excluded acquisition-related charges. Similarly, the Company does not undertake significant restructuring or realignments on a predictable cycle, and thus excludes associated charges in order to enable better and more consistent evaluations of the Company's operating expenses before and after such actions are taken. Management also uses these measures to help it make budgeting decisions, for example, as between product development expenses (which affect cost of revenue and gross margin) and research and development, sales and marketing and general and administrative expenses (which affect operating expenses and operating margin). Finally, the availability of such information helps management track performance to both internal and externally communicated financial targets and to its competitors' operating results.

Management recognizes that the use of these non-GAAP measures has certain limitations, including the fact that management must exercise judgment in determining whether certain types of charges, such as those relating to workforce reductions executed in the ordinary course, should be excluded from non-GAAP results. However, management believes that, although it is important for investors to understand GAAP measures, providing investors with these non-GAAP measures gives them additional important information to enable them to assess, in a way management assesses, Synopsys' current and future continuing operations.

Reconciliation of Third Quarter Results

The following tables reconcile the specific items excluded from GAAP in the calculation of non-GAAP earnings per share and non-GAAP expenses for the third quarter of fiscal 2005.

GAAP to Non-GAAP Reconciliation of Third Quarter Results

Income Statement Reconciliation T (in thousands) 2005	hree Months Ended Nine Months Ended July 31, July 31, 2004 2005 2004
GAAP net income Amortization of intangible assets and deferred stock compensat Merger termination fee In-process research and development Work force realignment ch at a lower cost than estim	10,000 5,700 harges

Litigation settlement(33,000)Tax effect6,442 (22,692) (26,429) (51,525)Non-GAAP net income\$15,187 \$53,228 \$42,598 \$164,634
Earnings Per Share Reconciliation Three Months Ended Nine Months Ended July 31, July 31, 2005 2004 2005 2004
GAAP earnings per share\$0.12\$0.26\$(0.01)\$0.63Amortization of intangible assets and deferred stock compensation0.170.210.670.63
Merger termination fee 0.06
In-process research and development 0.04
Work force realignment charges
at a lower cost than estimated
Litigation settlement (0.23) (0.23)
Tax effect 0.04 (0.14) (0.31)
Non-GAAP earnings per share \$0.10 \$0.33 \$0.29 \$1.01
Shares used in calculation 145,671 160,346 146,120 162,638

Reconciliation of Estimated Target Operating Results

The following tables reconcile the specific items excluded from GAAP in the calculation of target non-GAAP operating results for the periods indicated below:

GAAP to Non-GAAP Reconciliation of Target Fourth Quarter and Fiscal Year 2005 Targets (in thousands, except per share data)

Target GAAP expenses Adjustment: Estimated impact of amortis intangible assets and defer compensation Target non-GAAP expenses	red stock	october 3 Hig \$243,00	1, 2005 h)0 (17	\$254,000 ,000) \$237,000
	Ending (Low	or Three October 3 Hig	31, 200 gh	5
Target GAAP earnings per sh Adjustment: Estimated impact of amortiz intangible assets and defer compensation per share Income tax effect of non-GA Target non-GAAP earnings per	zation of rred stock AP adjust	0.11 ments	.02) (0.02) 50.07	\$0.01 0.12) (0.02) \$0.11
Shares used in calculation (n of target range)	•	6,000	146	,000
Target GAAP earnings per sh	Ending (Low	or Fiscal October 3 Hig \$(0	31, 200	5 \$
Adjustment: In-process research and dev Estimated impact of amortiz intangible assets and defer compensation per share Litigation settlement Income tax effect of non-GA	zation of rred stock AP adjust	0.78 (0.23) ments	(0.20)	
Target non-GAAP earnings pe	er share	\$	0.36	0.40

Additional Financial Information Available on Synopsys Website

In connection with this earnings release, Synopsys is making available to investors supplemental financial information, which can be found on Synopsys' website at http://www.synopsys.com/corporate/invest/finsupp/q305.pdf . Synopsys currently intends to provide this information on a quarterly basis.

Earnings Call Open to Investors

Synopsys will hold a conference call for financial analysts and investors today at 2:00 p.m., Pacific Time. A live webcast of the call will be available at Synopsys' corporate website at

http://www.synopsys.com/corporate/invest/invest.html . A recording of the call will be available by calling 1-800-230-1085 (612-288-0329 for international callers), access code 791814, beginning at 5:30 p.m. Pacific Time today. A webcast replay will also be available at http://www.synopsys.com/corporate/invest/invest.html from approximately 5:30 p.m. Pacific Time today through the time of the announcement of Synopsys' results for the fourth quarter of fiscal 2005 in November 2005. In addition, Synopsys will post copies of the prepared remarks of Aart de Geus, Chairman and Chief Executive Officer, and Rex Jackson, Acting Chief Financial Officer, Senior Vice President and General Counsel, on its website at

http://www.synopsys.com/corporate/invest/invest.html following the call.

Effectiveness of Information

The targets included in this release, the statements made during the earnings conference call and the information contained in the financial supplement represent Synopsys' expectations and beliefs as of the date of this release only. Although this release, copies of the prepared remarks of the Chief Executive Officer and Acting Chief Financial Officer made during the call and the financial supplement will remain available on Synopsys' website through the date of the fourth quarter earnings call in November 2005, their continued availability through such date does not mean that Synopsys is reaffirming or confirming their continued validity. Synopsys does not currently intend to report on its progress during the fourth quarter of fiscal 2005 or comment to analysts or investors on, or otherwise update, the targets given in this earnings release until it releases such results in November 2005. Furthermore, Synopsys is under no obligation to (and expressly disclaims any such obligation to) update or alter any of the forward-looking statements made in this earnings release, the conference call or the financial supplement whether as a result of new information, future events or otherwise unless required by law.

Availability of Final Financial Statements

Synopsys will include final financial statements for the third quarter of fiscal 2005 in its Quarterly Report on Form 10-Q to be filed in September 2005.

About Synopsys

Synopsys, Inc. is a world leader in electronic design automation (EDA) software for semiconductor design. The company delivers technology-leading semiconductor design and verification platforms and IC manufacturing software products to the global electronics market, enabling the development and production of complex systems-on-chips. Synopsys also provides intellectual property and design services to simplify the design process and accelerate time-to-market for its customers. Synopsys is headquartered in Mountain View, California and has offices in more than 60 locations throughout North America, Europe, Japan and Asia. Visit Synopsys online at http://www.synopsys.com/.

Forward-Looking Statements

The statements made in this press release regarding projected financial results in the sections entitled "Financial Targets," and "GAAP Reconciliation -- Reconciliation of Estimated Target Operating Results" and certain statements made in the earnings conference call are forward-looking statements within the meaning of the safe harbor provisions of Section 21E of the Securities Exchange Act of 1934. Actual results could differ materially from those described by these statements due to a number of uncertainties, including but not limited to the risk of:

- weakness or continued budgetary caution in the semiconductor or electronic systems industries;
- lower-than-expected research and development spending by semiconductor and electronic systems companies;

- lower-than-anticipated purchases or delays in purchases of software or consulting services by Synopsys' customers, including delays in the renewal, or non-renewal, of Synopsys' license arrangements with major customers;
- unexpected changes in the mix of time-based licenses and upfront licenses;
- lower-than-expected bookings of licenses on which revenue is recognized upfront;
- * lower-than-anticipated new IC design starts;
- * competition in the market for Synopsys' products and services;
- * failure to continue to improving Synopsys' existing products;
- failure to successfully develop additional intellectual property blocks for Synopsys' IP business or to develop and integrate its design for manufacturing products;
- difficulties in the ongoing integration of the products and operations of acquired companies or assets into Synopsys' products and operations; and
- * continued downward pressure on maintenance orders, adversely affecting Synopsys' future level of service revenue.

In addition, Synopsys' target operating expenses and earnings per share on a GAAP basis for the fiscal quarter ending October 31, 2005 and target earnings per share and estimated operating cash flow on a GAAP basis for full fiscal year 2005 could differ materially from the targets stated under "Financial Targets" above for a number of reasons, including (i) a determination by Synopsys that any portion of its intangible assets have become impaired, (ii) changes in deferred stock compensation expenses caused by employee terminations, (iii) application of the actual consolidated GAAP tax rate for such periods, (iv) integration and other acquisitionrelated expenses, amortization of additional intangible assets and deferred stock compensation associated with future acquisitions, if any, and (v) increases or decreases to estimated capital expenditures.

For further discussion of these and other factors that may cause results to differ from those projected in this release, readers are referred to the reports which Synopsys has filed with the Securities and Exchange Commission, and which are available at www.sec.gov, particularly the information contained in Part I, Item 2 of Synopsys' Quarterly Report on Form 10-Q for the fiscal quarter ended April 30, 2005 filed with the SEC on June 2, 2005 under the caption entitled "Factors That May Affect Future Results." Synopsys is under no obligation to (and expressly disclaims any such obligation to) update or alter these forward-looking statements whether as a result of new information, future events or otherwise.

NOTE: Synopsys is a registered trademark of Synopsys, Inc. Any other trademarks mentioned in this release are the intellectual property of their respective owners.

INVESTOR CONTACT: Lisa L. Ewbank Synopsys, Inc. 650-584-1901

EDITORIAL CONTACT: Yvette Huygen Synopsys, Inc. 650-584-4547

> SYNOPSYS, INC. Unaudited Condensed Consolidated Statements of Income (1) (in thousands, except per share data)

	ree Months Ended July 31, 2005 GAAP Non-GAAP Basis Adjustments Basis
Revenue:	
Time-based license	\$188,742 \$188,742
Upfront license	16,171 16,171
Service	46,537 46,537
Total revenue	251,450 251,450
Cost of revenue:	
License	25,268 25,268
Maintenance and services	5 17,812 17,812
Amortization of intangible	e assets
and deferred stock comp	pensation 16,285 (16,285)
Total cost of revenue	59,365 (16,285) 43,080

Gross margin Operating expenses:	192,085	16,285	208,370	
Research and development	81,9	948 -	81,94	8
Sales and marketing	83,160		83,160	
General and administrative	25,12	22	25,122	
Amortization of intangible ass	sets			
and deferred stock compense	ation 8	,166 (8	,166)	
Total operating expenses				
Operating (loss) income				0
Other income, net	35,895	(33,000)	2,895	
Income before provision for inc	ome taxes	29,584	(8,549)	21,035
Provision for income taxes	12,29	0 (6,44	2) 5,84	8
Net income	\$17,294	\$(2,107)	\$15,187	
Basic earnings per share:				
Net income per share	\$0.12		\$0.11	
Weighted-average common s	hares 2	143,862	14	13,862
Diluted earnings per share:				
Net income per share	\$0.12		\$0.10	
Weighted-average common s	hares			
and equivalents	145,671	1	45,671	

	e Months Ended July	
		-GAAP
	asis Adjustments	Basis
Revenue:		+
Time-based license	\$164,398	
Upfront license	62,352	
Service	54,931	•
Total revenue	281,681	281,681
Cost of revenue:		
License	23,377	
Maintenance and services		15,379
Amortization of intangible	assets	
and deferred stock comp	pensation 25,562	(25,562)
Total cost of revenue	64,318 (25,5	562) 38,756
Gross margin	217,363 25,56	52 242,925
Operating expenses:		
Research and developme	nt 68,471	68,471
Sales and marketing	70,395	70,395
General and administrativ	/e 28,194	28,194
Amortization of intangible		
and deferred stock comp	pensation 8,530	(8,530)
Total operating expense	es 175,590 (8,530) 167,060
Operating (loss) income	41,773 34	,092 75,865
Operating (loss) income Other income, net	1,277	1,277
Income before provision fo		
Provision for income taxes	1,222 22	2,692 23,914
Net income	\$41,828 \$11,40	00 \$53,228
Basic earnings per share:		
Net income per share	\$0.27	\$0.34
Weighted-average comm		-
Diluted earnings per share		
Net income per share	\$0.26	\$0.33
Weighted-average commo		
and equivalents	160,346	160,346

(1) The Company's fiscal year and third quarter ends on the Saturday nearest to October 31 and July 31, respectively.

For presentation purposes, the unaudited condensed consolidated financial statements refer to a calendar month end.

SYNOPSYS, INC. Unaudited Condensed Consolidated Statements of Income (1) (in thousands, except per share data)

> Nine Months Ended July 31, 2005 GAAP Non-GAAP Basis Adjustments Basis

Revenue: Time-based license \$550,807 -- \$550,807 Upfront license 44 152 44.152 Service 142.134 -- 142.134 Total revenue 737.093 737.093 ---Cost of revenue: License 73,316 73,316 ---Maintenance and services 53,264 53,264 ---Amortization of intangible assets and deferred stock compensation 72,483 (72,483) 199,063 (72,483) 126,580 Total cost of revenue Gross margin 538.030 72,483 610,513 Operating expenses: Research and development 234,890 -- 234,890 Sales and marketing 247,929 -- 247,929 General and administrative 74,656 --74,656 In-process research and development 5,700 (5,700) ---Amortization of intangible assets and deferred stock compensation 25,847 (25,847) Total operating expenses 589,022 (31,547) 557,475 Operating (loss) income (50,992) 104,030 53,038 Other income (expense), net 42,416 (33,000) 9,416 (Loss) income before (benefit from) provision for income taxes (8,576) 71,030 62,454 (Benefit from) provision for income taxes (6,573) 26,429 19,856 Net income \$(2,003) \$44,601 \$42,598 Basic earnings per share: Net income per share \$(0.01) \$0.29 Weighted-average common shares 144,910 144,910 Diluted earnings per share: Net income per share \$(0.01) \$0.29 Weighted-average common shares and equivalents 144,910 146,120

Nine Months Ended July 31, 2004 GAAP Non-GAAP Basis Adjustments Basis Revenue: Time-based license \$497.942 ---\$497.942 Upfront license 197,654 197,654 Service 165.953 165,953 Total revenue 861,549 861,549 --Cost of revenue: License 61,350 197 61.547 52,582 Maintenance and services 52.471 111 Amortization of intangible assets and deferred stock compensation 76,517 (76,517) Total cost of revenue 190,338 (76,209) 114,129 Gross margin 671,211 76,209 747,420 Operating expenses: Research and development 754 208,944 209.698 Sales and marketing 580 216,606 216.026 General and administrative 95,805 (12,155) 83,650 In-process research and development -------Amortization of intangible assets and deferred stock compensation 26,410 (26,410) Total operating expenses 547,185 (37,231) 509,954 Operating (loss) income 124,026 113,440 237,466 Other income (expense), net ---1,133 1,133 (Loss) income before (benefit from) provision for income taxes 125,159 113,440 238.599 (Benefit from) provision for income taxes 22,440 51,525 73,965 Net income \$102,719 \$61,915 \$164,634 Basic earnings per share: Net income per share \$0.66 \$1.06 155,437 155,437 Weighted-average common shares Diluted earnings per share: Net income per share \$0.63 \$1.01 Weighted-average common shares

(1) The Company's fiscal year and third quarter ends on the Saturday nearest to October 31 and July 31, respectively.

For presentation purposes, the unaudited condensed consolidated financial statements refer to a calendar month end.

SYNOPSYS, INC. Unaudited Condensed Consolidated Balance Sheets (1) (in thousands) July 31, October 31, 2005 2004 ASSETS: Current assets: Cash and cash equivalents \$319,954 \$346,709 179,460 232,320 Short-term investments Total cash, cash equivalents and short-term investments 499,414 579,029 Accounts receivable, net of allowances of \$4,112 and \$7,113, 108,673 132,258 respectively Deferred income taxes 126,587 125,601 Income taxes receivable 46,522 46,583 Prepaid expenses and other current assets 20,607 29,562 Total current assets 801,803 913,033 Property and equipment, net 174,918 178.155 Long-term investments 9,143 12,831 Goodwill 764,080 593,706 Intangible assets, net 158,020 198,069 Long-term deferred taxes 154,970 146,360 59.529 50.033 Other assets \$2,122,463 \$2,092,187 Total assets LIABILITIES AND STOCKHOLDERS' EQUITY: Current liabilities: Accounts payable and accrued liabilities \$211,119 \$184,146 Current portion of long-term debt 282 Accrued income taxes 197,315 188,096 Deferred revenue 415.448 368.913 Total current liabilities 824,164 741,155 Deferred compensation and other 51,794 liabilities 61,139 Long-term deferred revenue 34,986 34,189 Stockholders' equity: Common stock, \$0.01 par value per share; 400,000 shares authorized; 144,192 and 147,378 shares outstanding, respectively 1,442 1,474 Additional paid-in capital 1,256,806 1,240,568 **Retained earnings** 190,390 202,146 Treasury stock, at cost; 12,953 and 9,759 shares, respectively (229,500) (175,762) Deferred stock compensation (1,887) (2,732)Restricted stock (687) Accumulated other comprehensive loss (14,390) (645)Total stockholders' equity 1,202,174 1,265,049 Total liabilities and stockholders' equity \$2,122,463 \$2,092,187

(1) The Company's fiscal year and third quarter ends on the Saturday nearest to October 31 and July 31, respectively.

For presentation purposes, the unaudited condensed consolidated financial statements refer to a calendar month end.

SYNOPSYS, INC.

Unaudited Condensed Consolidated Statements of Cash Flows (1) (in thousands)

Nine Months Ended July 31, 2005 2004 CASH FLOWS FROM OPERATING ACTIVITIES: Net income \$(2,003) \$102,719 Adjustments to reconcile net income to net cash provided by operating activities: Amortization and depreciation 140,077 144,530 Deferred taxes (22,058)In-process research and development 5.700 Write-down of long-term investments 1,901 2,564 Provision for doubtful accounts and sales returns (3, 594)--Net change in unrecognized gains and (11, 142)losses on foreign exchange contracts (13, 995)Gain on sale of short- and long-term investments 323 (867) Net changes in operating assets and liabilities: Accounts receivable 58,134 47,825 Income taxes receivable 61 22,795 Prepaid expenses and other current assets 9,647 (10,779)Other assets (9,317) (13, 449)(2,268) Accounts payable and accrued liabilities (49,042)Accrued income taxes (5,481) (19, 286)Deferred revenue 37,851 (6,097)Deferred compensation and other liabilities 11,053 9,681 Net cash provided by operating activities 195,013 230,470 CASH FLOWS FROM INVESTING ACTIVITIES: Proceeds from sales and maturities of short-term investments 252.417 795.643 Purchases of short-term investments (200, 256)(821, 655)Proceeds from sale of long-term investments 412 Purchases of long-term investments (6, 144)Purchases of property and equipment, net (34,728) (35,073)Cash paid for acquisitions, net of cash (171, 420)received (39,730)Capitalization of software development costs (2,215) (2,056)Net cash used in investing activities (156,202) (108, 603)CASH FLOWS FROM FINANCING ACTIVITIES: 75,000 200,000 Proceeds from credit facility (200,000) Payments on credit facility (75,000)Issuances of common stock 24,421 141,892 Purchases of treasury stock (88,385) (288, 336)(63,964) Net cash used in financing activities (146, 444)Effect of exchange rate changes on cash (1.444)(497)(26,597) Net decrease in cash and cash equivalents (25,074)524,308 Cash and cash equivalents, beginning of period 346,709 Cash and cash equivalents, end of period \$320,112 \$499,234

(1)The Company's fiscal year and third quarter ends on the Saturday nearest to October 31 and July 31, respectively.

For presentation purposes, the unaudited condensed consolidated financial statements refer to a calendar month end.

SOURCE: Synopsys, Inc.

CONTACT: investors, Lisa L. Ewbank, +1-650-584-1901, or editorial, Yvette Huygen, +1-650-584-4547, both of Synopsys, Inc.

Web site: http://www.synopsys.com/