

WIND RIVER SYSTEMS INC
Form 10-Q
September 10, 2007
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

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

For the quarterly period ended July 31, 2007

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 001-33061

WIND RIVER SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of

incorporation or organization)

500 Wind River Way, Alameda, California 94501

(Address of principal executive offices)

94-2873391
(I.R.S. Employer

Identification Number)

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(510) 748-4100

(Registrant's telephone number, including area code)

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer

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 August 31, 2007, there were 87,011,889 shares of the registrant's \$0.001 par value common stock outstanding.

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FOR THE QUARTERLY PERIOD ENDED JULY 31, 2007
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Unless stated otherwise, references in this report to Wind River, we, our, us or the Company refer to Wind River Systems, Inc., a Delaware corporation, and its consolidated subsidiaries.

Table of Contents**PART I FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS****WIND RIVER SYSTEMS, INC.****CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS****(In thousands, except per share amounts)****(Unaudited)**

	Three Months Ended July 31,		Six Months Ended July 31,	
	2007	2006	2007	2006
Revenues, net:				
Product	\$ 31,993	\$ 32,101	\$ 60,189	\$ 58,944
Subscription	30,228	24,184	59,053	45,844
Service	22,408	17,425	43,436	33,898
Total revenues, net	84,629	73,710	162,678	138,686
Cost of revenues:				
Product	667	713	1,192	1,492
Subscription	4,270	3,825	8,758	7,827
Service	14,381	11,422	28,351	22,011
Amortization of purchased intangibles	620	379	1,205	512
Total cost of revenues	19,938	16,339	39,506	31,842
Gross profit	64,691	57,371	123,172	106,844
Operating expenses:				
Selling and marketing	31,888	28,399	65,311	56,018
Product development and engineering	20,819	18,319	40,700	35,868
General and administrative	9,215	8,434	19,562	16,547
Amortization of other intangibles	160	33	272	128
Total operating expenses	62,082	55,185	125,845	108,561
Income (loss) from operations	2,609	2,186	(2,673)	(1,717)
Other income (expense):				
Interest income	2,367	2,151	4,513	4,108
Interest expense	(100)	(634)	(204)	(1,252)
Other expense, net	(300)	(9)	(401)	(97)
Total other income, net	1,967	1,508	3,908	2,759
Income before income taxes	4,576	3,694	1,235	1,042
Provision for income taxes	263	566	1,473	34

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Net income (loss)	\$ 4,313	\$ 3,128	\$ (238)	\$ 1,008
Net income (loss) per share:				
Basic and diluted	\$ 0.05	\$ 0.04	\$ (0.00)	\$ 0.01
Shares used in per share calculation:				
Basic	86,151	85,548	85,713	85,660
Diluted	87,181	86,503	85,713	87,048

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

Table of Contents**WIND RIVER SYSTEMS, INC.****CONDENSED CONSOLIDATED BALANCE SHEETS****(In thousands, except par value)****(Unaudited)**

	July 31, 2007	January 31, 2007
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 90,698	\$ 71,316
Short-term investments	26,420	38,959
Accounts receivable, net	62,568	74,763
Prepaid and other current assets	17,183	17,239
Total current assets	196,869	202,277
Long-term investments	106,079	92,704
Property and equipment, net	76,440	74,997
Goodwill	113,505	108,354
Other intangibles, net	7,903	3,721
Other assets	16,832	16,512
Total assets	\$ 517,628	\$ 498,565
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities:		
Accounts payable	\$ 9,576	\$ 7,131
Accrued and other current liabilities	19,326	15,892
Accrued compensation	20,876	20,093
Income taxes payable	1,150	1,376
Deferred revenues	104,452	112,161
Total current liabilities	155,380	156,653
Long-term deferred revenues	10,899	14,868
Other long-term liabilities	5,670	2,910
Total liabilities	171,949	174,431
Stockholders equity:		
Preferred stock, par value \$0.001, 2,000 shares authorized, 1,250 designated as Series A Junior Participating, 750 undesignated; no shares issued and outstanding		
Common stock, par value \$0.001, 325,000 shares authorized; 90,499 and 88,481 shares issued as of July 31, 2007 and January 31, 2007, respectively; 86,972 and 85,401 shares outstanding as of July 31, 2007 and January 31, 2007, respectively	90	88
Additional paid-in-capital	850,711	825,570
Treasury stock, 3,527 and 3,080 shares at cost as of July 31, 2007 and January 31, 2007, respectively	(51,097)	(46,233)
Accumulated other comprehensive income (loss)	892	(1,867)
Accumulated deficit	(454,917)	(453,424)
Total stockholders equity	345,679	324,134

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Total liabilities and stockholders' equity	\$ 517,628	\$ 498,565
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The accompanying notes are an integral part of these condensed consolidated financial statements.

Table of Contents**WIND RIVER SYSTEMS, INC.****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS****(In thousands)****(Unaudited)**

	Six Months Ended July 31,	
	2007	2006
Cash flows from operating activities:		
Net income (loss)	\$ (238)	\$ 1,008
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	6,358	5,261
Amortization of bond issuance costs		168
Stock-based compensation expense	10,864	11,038
401(k) common stock match	1,065	1,070
Realized loss from sales of available-for-sale securities, net	71	198
Changes in assets and liabilities, net of effect of acquisitions:		
Accounts receivable	13,602	10,751
Accounts payable	871	(3,899)
Accrued liabilities	2,944	(1,031)
Accrued compensation	90	(332)
Income taxes payable	82	(1,750)
Deferred revenues	(13,844)	1,958
Other assets and liabilities	1,470	565
Net cash provided by operating activities	23,335	25,005
Cash flows from investing activities:		
Acquisitions of property and equipment	(4,056)	(2,700)
Acquisitions, net of cash acquired	(10,149)	(17,345)
Purchases of investments	(46,678)	(41,230)
Sales of investments	665	346
Maturities of investments	45,586	52,297
Net cash used in investing activities	(14,632)	(8,632)
Cash flows from financing activities:		
Issuance of common stock	14,972	5,238
Repurchase of common stock	(6,536)	(13,878)
Repayment of loan		(75)
Net cash provided by (used in) in financing activities	8,436	(8,715)
Effect of exchange rate changes on cash and cash equivalents	2,243	900
Net increase in cash and cash equivalents	19,382	8,558
Cash and cash equivalents at beginning of period	71,316	59,279
Cash and cash equivalents at end of period	\$ 90,698	\$ 67,837

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

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WIND RIVER SYSTEMS, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

Note 1: The Company and Summary of Significant Accounting Policies

The Company. Wind River Systems, Inc. (Wind River or the Company) is a global leader in Device Software Optimization (DSO). Wind River s software is used to develop, run and manage devices faster, better, at lower cost and more reliably. Wind River s software and development tools are used to optimize the functionality of devices as varied as set-top boxes, automobile braking and navigation systems, mobile handsets, Internet routers, avionics control panels, and coronary pacemakers. Wind River offers customers DSO solutions to enhance product performance, standardize designs across projects and throughout the enterprise, reduce research and development costs and shorten product development cycles. Wind River was incorporated in California in February 1983 and reincorporated in Delaware in April 1993.

Wind River markets its products and services in North America, EMEA (comprising Europe, the Middle East and Africa), Japan and the Asia Pacific region, primarily through its own direct sales organization, which consists of sales persons and field engineers. Wind River also licenses distributors, primarily in international regions, to serve customers in regions not serviced by its direct sales force.

Basis of Presentation. Wind River has prepared the condensed consolidated financial statements included herein, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted pursuant to such rules and regulations. However, Wind River believes that the disclosures are adequate to ensure the information presented is not misleading. These unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and the notes thereto included in Wind River s Annual Report on Form 10-K for the fiscal year ended January 31, 2007 filed with the SEC on May 1, 2007.

Wind River believes that all necessary adjustments, which consist of normal recurring items, have been included in the accompanying consolidated financial statements to state fairly the results of the interim periods. The results of operations for the interim periods presented are not necessarily indicative of the operating results to be expected for any subsequent interim period or for Wind River s fiscal year ending January 31, 2008.

The condensed consolidated financial statements include the financial information of Wind River and its subsidiaries. All significant inter-company accounts and transactions have been eliminated.

Use of Estimates. The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Specifically, estimates are used for, but not limited to, the accounting for stock-based compensation, the allowance for doubtful accounts, sales returns and other allowances, valuation of investments, goodwill and purchased intangibles, deferred tax assets and liabilities and income taxes and any associated valuation allowance or reserves, percentage of completion accounting, accrued compensation and other accruals, and the outcome of litigation and other contingencies. Wind River bases its estimates on historical experience and various other assumptions that are believed to be reasonable based on the specific circumstances. Wind River s management has discussed these estimates with the Audit Committee of the Board of Directors. These estimates and assumptions form the basis for making judgments about the carrying value of certain assets and liabilities. Actual results could differ from these estimates.

Recent Accounting Adoptions. On February 1, 2007, the Company adopted the consensus reached in Emerging Issues Task Force (EITF) Issue No. 06-2, *Accounting for Sabbatical Leave and Other Similar Benefits Pursuant to FASB Statement No. 43, Accounting for Compensated Absences* (EITF 06-2). EITF 06-2 provides recognition guidance on the accrual of employees rights to compensated absences under a sabbatical or other similar benefit arrangement. Prior to the adoption of EITF 06-2, the Company recorded a liability for sabbatical leave upon employee vesting in the benefit, which occurred only at the end of a five-year service period. Under EITF 06-2, the Company accrues an estimated liability for sabbatical leave over the requisite five-year service period, as employee services are rendered. The adoption of EITF 06-2 resulted in a \$1.3 million increase to accumulated deficit and accrued compensation and other long-term liabilities as of February 1, 2007.

On February 1, 2007, the Company adopted Financial Accounting Standards Board (FASB) Interpretation No. 48, *Accounting for Uncertainty in Income Taxes an interpretation of FASB Statement No. 109* (FIN 48). FIN 48 prescribes a recognition threshold and measurement attributes for

the financial statement recognition and measurement of a tax position

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taken or expected to be taken in a tax return. This Interpretation also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. The adoption of FIN 48 did not result in a material adjustment to accumulated deficit and decreased income taxes payable and other assets by \$308,000 and \$313,000, respectively, as of February 1, 2007. See Note 5, Income Taxes, for further information.

Recent Accounting Pronouncements. In September 2006, the FASB issued Statement of Financial Accounting Standards (SFAS) No. 157, *Fair Value Measurements* (SFAS 157). SFAS 157 provides accounting guidance on the definition of fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. SFAS 157 will be effective beginning in the first quarter of fiscal year 2009. The Company is evaluating the impact that this statement will have on its consolidated financial statements.

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities Including an amendment of FASB Statement No. 115* (SFAS 159). SFAS 159 permits companies to choose to measure many financial instruments and certain other items at fair value that are not currently required to be measured at fair value. The objective of SFAS 159 is to provide opportunities to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply hedge accounting provisions. SFAS 159 also establishes presentation and disclosure requirements designed to facilitate comparisons between companies that choose different measurement attributes for similar types of assets and liabilities. SFAS 159 will be effective in the first quarter of fiscal year 2009. The Company is evaluating the impact that this statement will have on its consolidated financial statements.

Note 2: Business Combinations, Goodwill and Intangible Assets*Acquisition of the RTLinux Business*

On February 12, 2007, the Company acquired the intellectual property, including patents, copyrights, trademarks and associated product rights for the RTLinux business from Finite State Machine Labs, Inc. RTLinux is a commercially-available, patented, hard real-time Linux technology, which will broaden the Company's product offerings for its Linux-based device software platforms. Pursuant to the purchase agreement, the Company also acquired rights to future runtime revenue streams for assumed RTLinux contracts. The Company paid approximately \$10.1 million, comprised of \$9.8 million in cash consideration, plus direct acquisition costs. The purchase was accounted for as a taxable transaction and, in accordance with SFAS No. 141, *Business Combinations*, the total consideration was allocated to the intangible assets acquired and liabilities assumed, based on their estimated fair values.

The following table reflects the allocation of the total purchase price of \$10.1 million as of the date of acquisition (in thousands):

Core and developed technology	\$ 4,900
Customer contracts and related relationships	300
Non-compete agreements	300
Trademarks	100
Goodwill	4,672
Deferred revenues	(123)
Total purchase price	\$ 10,149

In performing the purchase price allocation of acquired intangible assets, Wind River considered its intention for the future use of the assets, analyses of historical financial performance, and estimates of the future performance of RTLinux, among other factors. Wind River used the income valuation approach in determining the fair values of the acquired intangible assets using a discount rate of 26%. The goodwill of \$4.7 million represents Wind River's assigned value for the long-term potential of the integration of RTLinux into Wind River's overall Linux product strategy and is expected to be fully deductible for tax purposes. The estimated useful economic lives of the identifiable intangible assets acquired in the acquisition are four years for the core and developed technology, three years for customer contracts and related relationships, two years for the non-compete agreements and five years for the trademarks.

The condensed consolidated financial statements include the operating results of the RTLinux business from the date of acquisition. Pro forma results of operations have not been presented because the effect of this acquisition was not material to the consolidated statement of operations, balance sheets, or cash flows of Wind River.

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On March 20, 2006, Wind River acquired Interpeak AB, a privately held Swedish company, for approximately \$18.6 million, comprised of \$17.8 million in cash consideration, plus direct acquisition costs. For additional information, see Note 3, Goodwill and Purchased Intangibles, of the notes to consolidated financial statements in the Company's Annual Report on Form 10-K for the fiscal year ended January 31, 2007.

Goodwill and Intangibles

The following table summarizes the Company's goodwill and other intangible assets (in thousands):

	January 31, 2007		July 31, 2007	
	Net	Gross Carrying Amount	Accumulated Amortization	Net
Goodwill	\$ 108,354	\$ 113,505	\$	\$ 113,505
Developed and core technology and patents	2,725	37,771	(31,312)	6,459
Customer relationships, contracts and agreements	996	17,302	(15,858)	1,444
Total	\$ 112,075	\$ 168,578	\$ (47,170)	\$ 121,408

Goodwill and other intangibles, net, increased primarily as a result of the Company's acquisition of the RTLinux business and, to a lesser extent, due to translation adjustments of goodwill and other intangibles denominated in foreign currencies. Developed and core technology and patents are being amortized over a weighted average period of 3.8 years. Customer relationships, contracts and agreements are being amortized over a weighted average period of 4.0 years.

The Company assesses goodwill for impairment in accordance with SFAS No. 142, *Goodwill and Other Intangible Assets* (SFAS 142), which requires that goodwill be tested for impairment at the reporting unit level at least annually or more frequently upon the occurrence of certain events, as defined by SFAS 142. The Company operates as one reporting unit and reviews goodwill for impairment at least annually during the second quarter of each fiscal year. The Company completed its annual goodwill impairment review during the second quarter of fiscal year 2008 and the results of the review did not indicate an impairment.

Note 3: Derivative Financial Instruments

Wind River enters into foreign currency forward exchange contracts to manage foreign currency exposures related to certain non-functional currency related inter-company and other balances. Transaction gains and losses on the contracts and the assets and liabilities are recognized each period in other income (expense), net. As of July 31, 2007, Wind River had outstanding contracts with the following terms (currency amounts and USD equivalents in thousands):

	Buy	Buy	Buy	Buy
Currency	EURO()	JPY(¥)	CAD(CAD\$)	SEK(kr)
Amount	16,880	540,000	6,900	16,700
Rate	0.7295	118.486	1.0689	6.7102
USD Equivalent	\$ 23,139	\$ 4,558	\$ 6,455	\$ 2,489
Maturity Date	8/31/2007	8/31/2007	8/31/2007	8/31/2007

Wind River does not enter into derivative financial instruments for trading or speculative purposes. As of July 31, 2007, the difference between the fair value and carrying value of the above contracts was not significant.

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Deferred revenues consist of the following (in thousands):

	July 31, 2007	January 31, 2007
Current deferred revenues:		
Subscription	\$ 72,770	\$ 73,501
Maintenance and other	31,682	38,660
Total current deferred revenues	104,452	112,161
Long-term deferred revenues:		
Subscription	9,760	13,426
Maintenance and other	1,139	1,442
Total long-term deferred revenues	10,899	14,868
Total deferred revenues	\$ 115,351	\$ 127,029

Deferred subscription revenues represent customer billings and payments made in advance for software licensed over a subscription period. Subscription periods vary from annual to multi-year and are classified as such. Long-term deferred revenues represent the portion of multi-year contracts that are due to be recognized as revenue in a time period greater than one year from the balance sheet date. Maintenance and other deferred revenues primarily include deferred maintenance, service and product revenues. Deferred maintenance revenues represent customer billings and payments made in advance for annual support contracts. Maintenance is typically billed on a per annum basis in advance and revenue is recognized ratably over the maintenance period. Deferred service revenues include pre-payments for software consulting and training services. Deferred product revenues primarily include software license transactions that are not separable from consulting services. Revenue for these contracts is recognized as the services are performed.

Note 5: Income Taxes

The Company had a provision for income taxes of \$263,000 and \$566,000 for the three months ended July 31, 2007 and 2006, respectively, and \$1.5 million and \$34,000 for the six months ended July 31, 2007 and 2006, respectively. The provision is based on estimates of the Company's expected liability for domestic and foreign income taxes and foreign withholding taxes incurred during the year, and is calculated by applying the estimated annual effective tax rate to the income before provision for income taxes, adjusted for any discrete items.

Deferred income taxes are recorded in accordance with SFAS No. 109, *Accounting for Income Taxes* (SFAS 109) and are determined based on the differences between financial reporting and the tax basis of assets and liabilities using the tax rates of laws in effect when the differences are expected to reverse. SFAS 109 provides for recognition of deferred tax assets if the realization of such assets is more likely than not to occur. With the exception of primarily the U.S. jurisdiction, the Company has determined that it is more likely than not that its deferred taxes will be realized. Accordingly, the Company has net deferred tax assets of \$9.3 million primarily related to certain international jurisdictions and a full valuation allowance against the remainder of its deferred tax assets as of July 31, 2007.

As discussed in Note 1, *The Company and Summary of Significant Accounting Policies*, the Company adopted the provisions of FIN 48 on February 1, 2007, which did not result in a material adjustment to accumulated deficit. As of February 1, 2007, the Company had \$14.0 million of unrecognized tax benefits. If recognized, the portion of unrecognized tax benefits that would decrease the Company's provision for income taxes and increase net income is \$4.9 million.

During the quarter, as a result of meeting certain recognition criteria, the Company recorded a benefit of \$825,000 for a portion of previously unrecognized tax benefits. The Company currently anticipates that within the next several quarters, a portion of its unrecognized tax benefits will be reversed upon the expiration of statutes of limitation in certain jurisdictions, which will allow the Company to meet the recognition and measurement requirements with respect to those tax benefits.

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As of July 31, 2007, the Company's unrecognized tax benefits including interest totaled \$13.2 million of which \$1.0 million is included as a component of other long-term liabilities and \$3.2 million is included as a reduction of other long-term assets on the condensed consolidated balance sheet. If recognized, the portion of unrecognized tax benefits that would decrease the Company's provision for income taxes and increase net income is \$4.2 million. The remaining \$9.0 million balance of unrecognized tax benefits relates to deferred tax assets in jurisdictions where a full valuation allowance is recorded, which has no impact to the condensed consolidated financial statements.

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The Company recognizes interest and penalties accrued on unrecognized tax benefits as well as interest received from favorable settlements within provision for income taxes on the condensed consolidated statement of operations. As of July 31, 2007, the Company had \$105,000 of interest and penalties accrued as a component of other long-term liabilities, associated with unrecognized tax benefits.

The Company is subject to taxation in the U.S. and various state and foreign jurisdictions. The material jurisdictions that are subject to examination by tax authorities for tax years after fiscal year 2002 primarily include the U.S., the State of California, Japan and France. In addition, tax attribute carryforwards in years prior to fiscal year 2002 may also be subject to examination until they are fully utilized. In July 2007, the State of New York tax audit was concluded and no material adjustments or settlements were made in connection with the audit. The Company is not under examination in any income tax jurisdiction at the present time.

Note 6: Comprehensive Income

The following are the components of comprehensive income (in thousands):

	Three Months Ended July 31,		Six Months Ended July 31,	
	2007	2006	2007	2006
Net income (loss)	\$ 4,313	\$ 3,128	\$ (238)	\$ 1,008
Other comprehensive income:				
Foreign currency translation adjustments	352	422	2,290	1,802
Unrealized gain (loss) on investments	(82)	277	398	128
Realized (gain) loss included in net income (loss)	(14)	136	71	198
Other comprehensive income	256	835	2,759	2,128
Total comprehensive income	\$ 4,569	\$ 3,963	\$ 2,521	\$ 3,136

Note 7: Net Income (Loss) Per Share Computation

Basic net income (loss) per share is computed by dividing net income (loss) by the weighted average number of common shares outstanding during the period. For purposes of computing basic net income (loss) per share, the weighted average number of outstanding shares of common stock excludes unvested restricted stock awards. Diluted net income (loss) per share is computed by dividing net income (loss) for the period by the weighted average number of common shares outstanding during the period and all dilutive potential common shares outstanding during the period. Dilutive potential common shares consist of convertible subordinated notes (using the if-converted method) and unvested restricted stock awards, outstanding options and shares issuable under the Company's employee stock purchase plan (using the treasury stock method).

The following table provides a reconciliation of the numerators and denominators of the basic and diluted per share computations (in thousands, except per share amounts):

	Three Months Ended July 31,		Six Months Ended July 31,	
	2007	2006	2007	2006
Numerator:				
Net income (loss)	\$ 4,313	\$ 3,128	\$ (238)	\$ 1,008
Denominator:				
Weighted average common shares outstanding- basic	86,151	85,548	85,713	85,660
Effect of dilutive potential common shares	1,030	955		1,388
Weighted average common shares outstanding- diluted	87,181	86,503	85,713	87,048

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Net income (loss) per share				
Basic	\$ 0.05	\$ 0.04	\$ (0.00)	\$ 0.01
Diluted	\$ 0.05	\$ 0.04	\$ (0.00)	\$ 0.01

The effect of the assumed conversion of the 3.75% convertible subordinated notes for 1.7 million shares of common stock is anti-dilutive for the three and six months ended July 31, 2006 and is therefore excluded from the above computation. The above computation also excludes all anti-dilutive outstanding options, restricted stock awards and shares issuable under the Company's employee stock purchase plan, which amounted to approximately 10.1 million shares for the three months

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ended July 31, 2007, and 13.1 million and 11.6 million shares, respectively, for the three and six months ended July 31, 2006. Since Wind River had a net loss for the six months ended July 31, 2007, there is no difference between basic and diluted net loss per share. If the Company had recorded net income for the six months ended July 31, 2007, it would have included in the computation dilutive potential common shares totaling approximately 1.1 million, exclusive of anti-dilutive potential common shares, which amounted to approximately 10.5 million shares.

Note 8: Common Stock*Common Stock*

In June 2002, the Board of Directors authorized a stock repurchase program (the 2002 Repurchase Plan) to enable Wind River to acquire up to \$30.0 million of outstanding common stock. From the inception of the plan in fiscal year 2003 through fiscal year 2007, the Company repurchased 2.8 million shares at an aggregate purchase price of \$23.9 million with the repurchased shares being recorded as treasury stock on a last-in, first-out basis. During the six months ended July 31, 2007, the Company repurchased 652,000 shares of common stock for a total cost of \$6.5 million and an average price of \$10.03 per share. As a result of these repurchases, the Company completed the 2002 Repurchase Plan in the first quarter of fiscal year 2008.

In June 2007, the Board of Directors authorized a new stock repurchase program to enable Wind River to acquire up to \$50.0 million of its outstanding common stock in the open market or through negotiated transactions. Wind River may repurchase shares from time to time at management's discretion in accordance with applicable securities laws. No repurchases have been made under the new program.

The Board of Directors and the Company's stockholders have authorized the allocation of up to 300,000 shares of common stock from treasury stock each year for replenishment of the Company's 1993 Employee Stock Purchase Plan (ESPP). For the six months ended July 31, 2007 and in each prior year commencing in fiscal year 2004, the allocation program has provided 300,000 shares for issuance to employees under the ESPP.

Restricted Stock

In connection with the acquisition of Interpeak on March 20, 2006, Wind River issued 192,367 restricted shares of Wind River common stock to certain founders of Interpeak. On March 20, 2007, the contractual restrictions imposed on the shares lapsed in accordance with their terms. However, the shares remain subject to certain restrictions under applicable securities laws. The total fair value of the restricted stock issued was \$2.4 million and was recorded as stock-based compensation expense over the restriction period as services were provided.

Note 9: Stock-Based Compensation Plans

The Company has adopted certain equity incentive and stock purchase plans as described in Note 11, Stock-Based Compensation Plans, of the notes to consolidated financial statements in the Company's Annual Report on Form 10-K for the fiscal year ended January 31, 2007.

Stock-Based Compensation Expense

The Company recorded stock-based compensation expense as follows for the three and six months ended July 31, 2007 (in thousands):

	Three Months Ended July 31,		Six Months Ended July 31,	
	2007	2006	2007	2006
Cost of revenues	\$ 690	\$ 619	\$ 1,276	\$ 1,193
Selling and marketing	1,562	1,383	2,982	2,827
Product development and engineering (1)	1,044	1,390	2,227	2,491
General and administrative	2,231	2,278	4,379	4,527
Total stock-based compensation expense	\$ 5,527	\$ 5,670	\$ 10,864	\$ 11,038

(1) Includes stock-based compensation expense of \$309,000 for the six months ended July 31, 2007 and \$605,000 and \$881,000 for the three and six months ended July 31, 2006, respectively, related to restricted stock issued in connection with the Interpeak acquisition.

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Valuation Assumptions

Wind River uses the Black-Scholes option pricing model to determine the fair value of stock options and stock purchase rights. The fair value of each option grant or stock purchase right is estimated on the date of grant and is affected by the Company's stock price and a number of highly complex and subjective variables including, but not limited to, the expected stock price volatility over the term of the awards, and actual and projected employee stock option exercise and cancellation behaviors.

The Company used the following weighted average valuation assumptions to estimate the fair value of options granted during the three and six months ended July 31, 2007 and 2006:

	Three Months Ended		Six Months Ended	
	July 31,		July 31,	
	2007	2006	2007	2006
Risk-free interest rate	5.08%	5.03% - 5.21%	4.46% - 5.08%	4.65% - 5.21%
Expected life (in years)	3.8 - 3.9	3.6 - 4.0	3.8 - 5.3	3.6 - 7.0
Expected volatility	36.3% - 36.6%	52.1% - 56.5%	36.3% - 47.7%	52.1% - 56.9%
Dividend yield	0%	0%	0%	0%

The weighted average fair value of stock option awards granted during the three and six months ended July 31, 2007 was \$3.89 and \$3.74, respectively, and the weighted average fair value of stock option awards granted during the three and six months ended July 31, 2006 was \$4.24 and \$5.56, respectively.

The Company used the following weighted average valuation assumptions to estimate the fair value of stock purchase rights granted during the three and six months ended July 31, 2007 and 2006:

	Three Months Ended		Six Months Ended	
	July 31,		July 31,	
	2007	2006	2007	2006
Risk-free interest rate	4.87%	5.27%	5.02%	5.27%
Expected life (in years)	0.5	0.5	0.3	0.5
Expected volatility	26.1%	38.7%	27.7%	38.7%
Dividend yield	0%	0%	0%	0%

The weighted average fair value of common stock purchase rights granted under the ESPP during the three and six months ended July 31, 2007 was \$2.53 and \$2.28, respectively, and the weighted average fair value of common stock purchase rights granted under the ESPP during both the three and six months ended July 31, 2006 was \$2.37.

Stock Option Activity

The following table summarizes option activity under the Company's equity incentive plans for the six months ended July 31, 2007 (in thousands, except exercise prices and contractual terms):

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value
Outstanding at February 1, 2007	16,292	\$ 10.94		
Granted	2,765	10.19		
Exercised	(1,915)	6.90		
Cancelled	(1,337)	12.68		
Outstanding at July 31, 2007	15,805	\$ 11.15	5.31	\$ 7,163

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Vested and expected to vest at July 31, 2007	14,105	\$	11.18	5.21	\$	7,096
Options exercisable at July 31, 2007	9,128	\$	11.20	4.82	\$	6,567

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The aggregate intrinsic value is calculated as the difference between the exercise price of the underlying awards and the quoted price of the Company's common stock for the 5.9 million options with exercise prices below the fair market value of the Company's stock as of July 31, 2007. During the six months ended July 31, 2007, the aggregate intrinsic value of options exercised under the Company's stock option plans was \$6.8 million, determined as of the date of option exercise. The Company did not realize any tax benefits in connection with these exercises due to the fact that a full valuation allowance is carried against its domestic deferred tax assets. As of July 31, 2007, there was approximately \$26.9 million of total unrecognized compensation cost related to unvested stock options granted under Wind River's equity incentive plans. That cost is expected to be recognized over a weighted average period of approximately 1.6 years.

Restricted Stock Unit Activity

During the first quarter of fiscal year 2008, the Company commenced the granting of restricted stock units under its 2005 Equity Incentive Plan. The restricted stock units generally vest 25% per year over a four-year period. The following table summarizes the restricted stock unit activity under the Company's equity incentive plans for the six months ended July 31, 2007 (in thousands, except fair values):

	Shares	Weighted Average Grant Date Fair Value
Outstanding at February 1, 2007		\$
Granted	552	10.11
Cancelled	(12)	9.95
Outstanding at July 31, 2007	540	\$ 10.11

As of July 31, 2007, there was \$3.7 million in unrecognized stock-based compensation cost related to unvested restricted stock units. That cost is expected to be recognized over a weighted average period of approximately 3.9 years.

Note 10: Segment and Geographic Information

Wind River reports in one industry segment, technology for device software optimization, and provides the disclosures required in accordance with SFAS No. 131, *Disclosures about Segments of an Enterprise and Related Information*. The Wind River business is principally managed on a consolidated basis. Wind River markets its products and related services to customers in four geographic regions: North America (the United States and Canada), EMEA (Europe, the Middle East, and Africa), Japan and Asia Pacific. Internationally, Wind River markets its products and services primarily through its subsidiaries and various distributors. Revenues are generally attributed to geographic areas based on the country in which the customer is domiciled.

Revenue information by region is presented below (in thousands):

	Three Months Ended July 31,		Six Months Ended July 31,	
	2007	2006	2007	2006
North America	\$ 45,360	\$ 39,191	\$ 91,973	\$ 74,090
EMEA	18,361	16,946	34,602	32,540
Japan	13,301	9,937	21,448	19,261
Asia Pacific	7,607	7,636	14,655	12,795
Total	\$ 84,629	\$ 73,710	\$ 162,678	\$ 138,686

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Revenue information by revenue type is presented below (in thousands):

	Three Months Ended July 31,		Six Months Ended July 31,	
	2007	2006	2007	2006
Perpetual license revenues	\$ 11,494	\$ 10,516	\$ 18,991	\$ 19,441
Production license revenues	20,499	21,585	41,198	39,503
Subscription revenues	30,228	24,184	59,053	45,844
Maintenance revenues	8,942	7,579	16,808	15,490
Other service revenues	13,466	9,846	26,628	18,408
Total	\$ 84,629	\$ 73,710	\$ 162,678	\$ 138,686

No single customer accounted for more than 10% of Wind River's total revenues during the three and six months ended July 31, 2007 or 2006.

Note 11: Legal Proceedings*Derivative Litigation*

Between September 8, 2006 and November 15, 2006, three separate stockholder derivative complaints were filed in the Superior Court of the State of California, Alameda County, against various officers and directors of the Company and naming the Company as a nominal defendant. On December 20, 2006, the Court consolidated these actions and appointed co-lead counsel. On February 21, 2007, co-lead counsel filed a consolidated and amended complaint (Case Number RG06288009) that asserts causes of action for accounting; breach of fiduciary duty; restitution/unjust enrichment; rescission; and violation of California Corporations Code § 25402. On February 9, 2007, a fourth, substantially identical purported shareholder derivative complaint entitled *Castronovo v. Berger, et al.* (Case Number RG07310636) was filed in the Superior Court of the State of California, Alameda County. The Company has filed demurrers to the complaints in the consolidated actions and the complaint in the *Castronovo* action. On July 17, 2007, subsequent to the filing of those demurrers, the Court approved a stipulation of the parties consolidating the *Castronovo* action with the three previously filed actions, thereby obviating any ruling on the Company's demurrer to the complaint in the *Castronovo* action. The hearing on the Company's demurrer to the complaint in the consolidated action is currently scheduled to take place on November 29, 2007. The Court has not set a trial date, and discovery has not commenced. While there can be no assurance as to the ultimate disposition of these actions, the Company does not believe that their resolution will have a material adverse effect on its financial position, results of operations or cash flows.

Other Litigation

From time to time, the Company is subject to legal proceedings and claims in the ordinary course of business, including claims of alleged infringement of patents and other intellectual property rights and employee claims. Wind River believes the outcome of its outstanding legal proceedings, claims and litigation will not have a material adverse effect on its business, results of operations, cash flows or financial condition. However, such matters involve complex questions of fact and law and could involve significant costs and the diversion of resources to defend. Additionally, the results of litigation are inherently uncertain, and an adverse outcome is at least reasonably possible.

Note 12: Subsequent Event

In August 2007, Wind River acquired all of the outstanding shares of S.C. Comsys S.R.L. (Comsys), a privately-held professional services company based in Romania. The acquisition will enable the Company to increase the number of skilled consultants in its professional services organization and to expand its service offerings throughout Europe and globally. The Company paid cash consideration of approximately \$1.2 million, excluding direct acquisition costs. In addition, the Company agreed to pay Comsys' former shareholders a potential earn-out distribution of up to \$200,000, which will be payable if Comsys achieves certain specified future financial results.

Table of Contents**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**
Forward-Looking Statements

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. When used in this Quarterly Report on Form 10-Q, the words could, may, anticipate, believe, estimate, expect, intend, plan and variations of such words and similar expressions as they relate to our management or to Wind River are intended to identify these forward-looking statements. These forward-looking statements include, but are not limited to, statements related to our expected business, results of operations, future financial position, business strategy, including acceptance of our product lines and our use of an open-source strategy, our shift to an enterprise licensing model and the continued shift of our customers to our subscription-based enterprise license Wind River Platforms, our ability to increase our revenues, including deferred revenues, our ability to increase our services backlog, our cost of product, subscription and services, our financing plans and capital requirements, our investments, our expenses, including changes in selling and marketing and general and administrative expenses, our accounting for certain acquisitions, the effect of recent accounting pronouncements, forecasted trends relating to our sales or the markets in which we operate and similar matters and include statements based on current expectations, estimates, forecasts and projections about the economies and markets in which we operate and our beliefs and assumptions regarding these economies and markets.

These forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those contemplated herein. Factors that could cause or contribute to such differences include, but are not limited to, the success of our new and current products, business models and market strategies, the outcome of litigation to which we are a party and its impact on our business, the ability to address rapidly changing technology and markets and to deliver our products on a timely basis, the ability of our customers to sell products that include the Company's software, the impact of competitive products and pricing, weakness in the economy generally or in the technology sector specifically, the success of the Company's strategic relationships, potential governmental inquiries and private litigation, as well as the impact of other costs and other factors discussed under Part II, Item 1A, Risk Factors.

These forward-looking statements speak only as of the date this Quarterly Report on Form 10-Q was filed and of information actually known at that time. We do not intend to update these forward-looking statements to reflect events or circumstances that occur after the filing of this Quarterly Report on Form 10-Q or to reflect the occurrence or effect of anticipated events, except as required by law.

The following discussion should be read in conjunction with the condensed consolidated financial statements and notes included elsewhere in this report.

Overview

Wind River is a global leader in Device Software Optimization (DSO). Our software is used to develop, run and manage devices better, faster, at a lower cost and more reliably. Our software and development tools are used to optimize the functionality of devices as varied as set-top boxes, automobile braking and navigation systems, mobile handsets, Internet routers, avionics control panels, and coronary pacemakers. Wind River offers customers DSO solutions to enhance product performance, standardize designs across projects and throughout the enterprise, reduce research and development costs and shorten product development cycles.

For additional information about our business and operating model, please see Executive Operating and Financial Summary under Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations in our 2007 Form 10-K.

Recent Operating Results

Our total revenues were \$84.6 million and \$73.7 million during the three months ended July 31, 2007 and 2006, respectively, and \$162.7 million and \$138.7 million during the six months ended July 31, 2007 and 2006, respectively. For the three months ended July 31, 2007 and 2006, we had a net income of \$4.3 million or \$0.05 per diluted share and \$3.1 million or \$0.04 per diluted share, respectively. For six months ended July 31, 2007 and 2006, we had a net loss of \$238,000 or \$0.00 per diluted share and net income of \$1.0 million or \$0.01 per diluted share, respectively.

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Our total deferred revenues decreased to \$115.4 million at July 31, 2007 from \$127.0 million at January 31, 2007. The decrease was due primarily to the ratable recognition of subscription contracts and the recognition of various large contracts, which had been previously deferred as the revenue recognition criteria had not been met until the current quarter. In addition, deferred revenues declined as a result of a seasonal decrease in subscription renewals and due to an increase in demand for our professional services, which is not immediately reflected in deferred revenues.

We generated cash flows from operations of \$23.3 million and \$25.0 million during the six months ended July 31, 2007 and 2006, respectively. During the six months ended July 31, 2007, we expended cash of approximately \$10.1 million to acquire the RTLinux business from Finite State Machine Labs, Inc.

Recent Developments

In August 2007, we acquired all of the outstanding shares of S.C. Comsys S.R.L. (Comsys), a privately-held professional services company based in Romania. The acquisition will enable us to increase the number of skilled consultants in our professional services organization and to expand our service offerings throughout Europe and globally. We paid cash consideration of approximately \$1.2 million, excluding direct acquisition costs. In addition, we agreed to pay Comsys former shareholders a potential earn-out distribution of up to \$200,000, which will be payable if Comsys achieves certain specified future financial results.

In February 2007, we acquired the intellectual property, including patents, copyrights, trademarks and associated product rights for the RTLinux business from Finite State Machine Labs, Inc. RTLinux is a commercially-available, patented, hard real-time Linux technology. Pursuant to the purchase agreement, we also acquired rights to future runtime revenue streams for assumed RTLinux contracts. We paid cash consideration of approximately \$10.1 million, comprised of \$9.8 million in cash, plus acquisition related costs. We accounted for this acquisition in accordance with Statement of Financial Accounting Standards (SFAS) No. 141, *Business Combinations*, and the effect of the acquisition was not material to our consolidated statement of operations, balance sheets, or cash flows. See Note 2, *Business Combinations, Goodwill and Intangible Assets* in the notes to the accompanying condensed consolidated financial statements for additional information regarding this acquisition.

On February 1, 2007, we adopted the consensus reached in Emerging Issues Task Force (EITF) Issue No. 06-2, *Accounting for Sabbatical Leave and Other Similar Benefits Pursuant to FASB Statement No. 43, Accounting for Compensated Absences* (EITF 06-2). EITF 06-2 provides recognition guidance on the accrual of employees rights to compensated absences under a sabbatical or other similar benefit arrangement. Prior to the adoption of EITF 06-2, we recorded a liability for sabbatical leave upon employee vesting in the benefit, which occurred only at the end of a five-year service period. Under EITF 06-2, we now accrue an estimated liability for sabbatical leave over the requisite five-year service period, as employee services are rendered. The adoption of EITF 06-2 resulted in a \$1.3 million increase to accumulated deficit, accrued compensation and other long-term liabilities as of February 1, 2007.

On February 1, 2007, we adopted Financial Accounting Standards Board (FASB) Interpretation No. 48, *Accounting for Uncertainty in Income Taxes an interpretation of FASB Statement No. 109* (FIN 48). FIN 48 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. This Interpretation also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. The adoption of FIN 48 did not result in a material adjustment to accumulated deficit and decreased income taxes payable and other assets by \$308,000 and \$313,000, respectively, as of February 1, 2007. See Note 5, *Income Taxes*, in the notes to the accompanying condensed consolidated financial statements for further information.

Recent Accounting Pronouncements

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements* (SFAS 157). SFAS 157 provides accounting guidance on the definition of fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. SFAS 157 will be effective beginning in the first quarter of fiscal year 2009. We are evaluating the impact that this statement will have on our consolidated financial statements.

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities Including an amendment of FASB Statement No. 115* (SFAS 159). SFAS 159 permits companies to choose to measure many financial instruments and certain other items at fair value that are not currently required to be measured at fair value. The objective of SFAS 159 is to provide opportunities to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply hedge accounting provisions. SFAS 159 also establishes presentation and disclosure requirements designed to facilitate comparisons between companies that choose different measurement attributes for similar types of assets and liabilities. SFAS 159 will be effective in the first quarter of fiscal year 2009. We are currently evaluating the impact that this statement will have on our consolidated financial statements.

Table of Contents**Critical Accounting Policies and Estimates**

Management's discussion and analysis of our financial condition and results of operations are based upon our condensed consolidated financial statements, which were prepared in accordance with accounting principles generally accepted in the United States, or GAAP. The application of U.S. GAAP requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The policies and estimates that we believe are most critical to an understanding of our financial results and condition and that require a higher degree of judgment and complexity include:

Revenue recognition;

Estimating sales returns and other allowances, and allowance for doubtful accounts;

Valuation of long-lived assets, including goodwill and purchased intangibles;

Accounting for income taxes; and

Stock-based compensation.

For a more comprehensive discussion of these critical accounting policies, please see Critical Accounting Policies and Estimates, under Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations in our 2007 Form 10-K.

Results of Operations for the Three and Six Months Ended July 31, 2007 and 2006*Revenues*

We recognize revenues from three sources: (1) product revenues, (2) subscription revenues and (3) service revenues; in each case, net of sales returns and other allowances. Product revenues consist of revenues from production licenses (sometimes referred to as royalties), fees for stand-alone software and software programming tools sold under our perpetual licensing model and from sales of our hardware. Subscription revenues consist primarily of revenues from the licensing of products and services under our enterprise licensing model including items such as development tools, operating systems, various protocols and interfaces and maintenance and support services such as installation and training, which are licensed over a limited period of time, typically 12 months. Service revenues are derived from fees from professional services, which include design and development fees, software maintenance contracts, and customer training and consulting. Generally, our customer agreements do not allow the right of return or sales price adjustments. The table below sets forth a summary of our revenue during the three and six months ended July 31, 2007 and 2006:

	Three Months Ended July 31,		Percentage of Total Revenues, net		Six Months Ended July 31,		Percentage of Total Revenues, net	
	2007	2006	2007	2006	2007	2006	2007	2006
	(In thousands, except percentages)							
Product revenues	\$ 31,993	\$ 32,101	38%	43%	\$ 60,189	\$ 58,944	37%	43%
Subscription revenues	30,228	24,184	36	33	59,053	45,844	36	33
Service revenues	22,408	17,425	26	24	43,436	33,898	27	24
Total revenues, net	\$ 84,629	\$ 73,710	100%	100%	\$ 162,678	\$ 138,686	100%	100%

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Total revenues increased 15% or \$10.9 million in the three months ended July 31, 2007 compared to the three months ended July 31, 2006 and 17% or \$24.0 million in the six months ended July 31, 2007 compared to the six months ended July 31, 2006. The increase was primarily due to increased subscription and service revenues during the three and six months ended July 31, 2007 compared to the three and six months ended July 31, 2006.

While our product revenues have increased in the six months ended July 31, 2007 compared to the six months ended July 31, 2006, they have been historically affected by a decline in our perpetual license revenues as a result of our customers' continued adoption of subscription-based development licenses. Fees from subscription-based licenses are recorded in deferred revenue and are recognized ratably as subscription revenue over the license term, which is typically one year. In contrast, under our perpetual model, a significant percentage of the transaction fee is recognized in the quarter the transaction is completed. Our service revenues, in particular maintenance revenues, have also been affected by the continued adoption of subscription-based development licenses due to the fact that support services under the enterprise licensing model are recorded as subscription revenues, rather than under service revenues, as they are when related to maintenance on a perpetual license.

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Product Revenues. Product revenues are comprised of perpetual development license revenues, including hardware revenues, and production license revenues from both perpetual and subscription licensing. The table below sets forth information for such components:

	Three Months Ended July 31,		Percentage of Total Revenues, net		Six Months Ended July 31,		Percentage of Total Revenues, net	
	2007	2006	2007	2006	2007	2006	2007	2006
	(In thousands, except percentages)							
Perpetual license revenues	\$ 11,494	\$ 10,516	14%	14%	\$ 18,991	\$ 19,441	12%	14%
Production license revenues	20,499	21,585	24	29	41,198	39,503	25	29
Total product revenues, net	\$ 31,993	\$ 32,101	38%	43%	\$ 60,189	\$ 58,944	37%	43%

Perpetual license revenues increased 9% or \$978,000 in the three months ended July 31, 2007 compared to the three months ended July 31, 2006 and decreased 2% or \$450,000 in the six months ended July 31, 2007 compared to the six months ended July 31, 2006. The increase during three months ended July 31, 2007 is due to the sale of a large perpetual license and due to the recognition of a contract which had been previously deferred as the revenue recognition criteria had not been met until the current quarter. Perpetual license revenues decreased in the six months ended July 31, 2007 due primarily to our customers' continued adoption of subscription-based Wind River Platforms, which are accounted for as subscription revenues. We expect perpetual license and hardware revenues will be relatively flat over the remainder of fiscal year 2008.

Production license revenues decreased 5% or \$1.1 million in the three months ended July 31, 2007 compared to the three months ended July 31, 2006 and increased 4% or \$1.7 million in the six months ended July 31, 2007 compared to the six months ended July 31, 2006. The decrease in three months ended July 31, 2007 and increase for the six months ended July 31, 2007 relates primarily to the variability and timing of revenues derived from our license compliance programs. We expect production revenues to grow modestly over the remainder of fiscal year 2008.

Subscription Revenues. Subscription revenues increased 25% or \$6.0 million in the three months ended July 31, 2007 compared to the three months ended July 31, 2006 and 29% or \$13.2 million in the six months ended July 31, 2007 compared to the six months ended July 31, 2006. The increases in subscription revenues resulted primarily from increasing volumes of subscription business with our customers. We expect that subscription revenues will continue to increase during the remainder of fiscal year 2008.

Service Revenues. Service revenues are derived from fees for professional services, which include design and development fees, software maintenance contracts, customer training and consulting.

	Three Months Ended July 31,		Percentage of Total Revenues, net		Six Months Ended July 31,		Percentage of Total Revenues, net	
	2007	2006	2007	2006	2007	2006	2007	2006
	(In thousands, except percentages)							
Maintenance revenues	\$ 8,942	\$ 7,579	10%	10%	\$ 16,808	\$ 15,490	10%	11%
Other service revenues	13,466	9,846	16	14	26,628	18,408	17	13
Total service revenues, net	\$ 22,408	\$ 17,425	26%	24%	\$ 43,436	\$ 33,898	27%	24%

Maintenance revenues increased 18% or \$1.4 million during the three months ended July 31, 2007 compared to the three months ended July 31, 2006 and 9% or \$1.3 million during the six months ended July 31, 2007 compared to the six months ended July 31, 2006. The increases were due primarily to the recognition of maintenance revenues, which had been previously deferred as the revenue recognition criteria had not been met until the current quarter. We expect maintenance revenues will be relatively flat during the remainder of fiscal year 2008.

Other service revenues, which consist of professional services and training, increased 37% or \$3.6 million in the three months ended July 31, 2007 compared to the three months ended July 31, 2006 and 45% or \$8.2 million in the six months ended July 31, 2007 compared to the six months ended July 31, 2006. The increases were due to increased business levels and demand for our professional services expertise, in particular product customization in the aerospace and defense and consumer sectors. During the three months ended July 31, 2007 and 2006, we

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generated \$3.2 million and \$1.2 million, respectively, in revenue from fixed-price services contracts and \$5.6 million and \$3.5 million during the six months ended July 31, 2007 and 2006, respectively. Fixed-price services contracts are accounted for under the percentage-of-completion method of accounting. Time-and-materials service contracts are recognized as services are performed. We expect other service revenues to increase over the remainder of fiscal year 2008.

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As a result of the increased demand for our professional services during the six months ended July 31, 2007, our services backlog, which represents contractual commitments for our professional services not yet billed or delivered, has increased. We expect that most of the services backlog will be billed and delivered within the next twelve months, however service contracts can be subject to change or termination. We expect services backlog to continue to increase over the remainder of fiscal year 2008.

Revenues by Geography

	Three Months Ended July 31,		Percentage of Total Revenues, net		Six Months Ended July 31,		Percentage of Total Revenues, net	
	2007	2006	2007	2006	2007	2006	2007	2006
(In thousands, except percentages)								
North America	\$ 45,360	\$ 39,191	54%	53%	\$ 91,973	\$ 74,090	57%	53%
EMEA	18,361	16,946	22	23	34,602	32,540	21	23
Japan	13,301	9,937	16	13	21,448	19,261	13	14
Asia Pacific	7,607	7,636	8	11	14,655	12,795	9	10
Total revenues, net	\$ 84,629	\$ 73,710	100%	100%	\$ 162,678	\$ 138,686	100%	100%

Revenues from international sales increased 14% to \$39.3 million in the three months ended July 31, 2007 from \$34.5 million in the three months ended July 31, 2006 and 9% to \$70.7 million in the six months ended July 31, 2007 from \$64.6 million in the six months ended July 31, 2006. The increase for the three months ended July 31, 2007 was due to an 8% increase in revenues from EMEA and a 34% increase in revenues from Japan and was offset by a slight percentage decrease in revenues from Asia Pacific. The increase for the six months ended July 31, 2007 was due to a 6% increase in revenues from EMEA, a 15% increase in revenues from Asia Pacific and an 11% increase in revenues from Japan. The general level of increased revenues in each geographic area resulted primarily from higher customer demand for our software, both domestically and internationally. The impact of foreign exchange rate movements did not have a significant impact on international revenues in the three and six months ended July 31, 2007 when compared to the three and six months ended July 31, 2006. As is the case with North America, our international revenues have also been affected by our customers' continued adoption of subscription-based Wind River Platforms, in which revenue is recognized ratably as opposed to being recognized immediately under our perpetual license model. International revenues accounted for 46% and 47% of total revenues in the three months ended July 31, 2007 and 2006, respectively, and 43% and 47% of total revenues in the six months ended July 31, 2007 and 2006, respectively. Our international sales are primarily denominated in United States Dollars, Euros, British Pounds and Japanese Yen. We expect international sales to continue to represent a significant portion of our revenues, although the actual percentage may fluctuate from period to period.

Deferred Revenues

Our deferred revenues consist of the following:

	July 31, 2007	January 31, 2007	Dollar Change	Percent Change
(In thousands, except percentages)				
Current deferred revenues:				
Subscription	\$ 72,770	\$ 73,501	\$ (731)	(1) %
Maintenance and other	31,682	38,660	(6,978)	(18)
Total current deferred revenues	104,452	112,161	(7,709)	(7)
Long-term deferred revenues:				
Subscription	9,760	13,426	(3,666)	(27)
Maintenance and other	1,139	1,442	(303)	(21)
Total long-term deferred revenues	10,899	14,868	(3,969)	(27)

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Total deferred revenues	\$ 115,351	\$ 127,029	\$ (11,678)	(9) %
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Deferred subscription revenues represent customer billings and payments made in advance for software licensed over a subscription period. Subscription periods vary from annual to multi-year and are classified as such. Long-term deferred revenues represent the portion of multi-year contracts that are due to be recognized as revenue in a time period greater than one year from the balance sheet date. Maintenance and other deferred revenues primarily include deferred maintenance,

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service and product revenues. Deferred maintenance revenues represent customer billings and payments made in advance for annual support contracts. Maintenance is typically billed on a per annum basis in advance and revenue is recognized ratably over the maintenance period. Deferred service revenues include pre-payments for software consulting and training services. Deferred product revenues primarily include software license transactions that are not separable from consulting services. Revenue for these contracts is recognized as the services are performed.

Our total deferred revenues decreased to \$115.4 million at July 31, 2007 from \$127.0 million at January 31, 2007. Short-term deferred revenues decreased by \$7.7 million primarily due to the recognition of various contracts which had been previously deferred as the revenue recognition criteria had not been met until the current quarter, due to a seasonal decline in subscription renewals and due to an increase in demand for our professional services, which is not immediately reflected in deferred revenues. Long-term deferred revenues decreased by \$4.0 million due primarily to the ratable recognition of multi-year subscription contracts and fewer new multi-year subscription contracts being sold. We expect deferred revenues to increase by the end of fiscal year 2008.

Cost of Revenues

	Three Months Ended		Percentage of		Six Months Ended		Percentage of	
	July 31,		Associated Revenues, net		July 31,		Associated Revenues, net	
	2007	2006	2007	2006	2007	2006	2007	2006
	(In thousands, except percentages)							
Product	\$ 667	\$ 713	2%	2%	\$ 1,192	\$ 1,492	2%	3%
Subscription	4,270	3,825	14	16	8,758	7,827	15	17
Service	14,381	11,422	64	66	28,351	22,011	65	65
Amortization of purchased intangibles	620	379			1,205	512		
Total cost of revenues	\$ 19,938	\$ 16,339			\$ 39,506	\$ 31,842		
Gross profit	\$ 64,691	\$ 57,371			\$ 123,172	\$ 106,844		
Gross profit percentage	76%	78%			76%	77%		

The general increase in overall costs of revenues is primarily attributable to employee compensation, other personnel related costs and consulting expenses.

Cost of Product. Product-related costs consist primarily of salaries, benefits, and stock-based compensation for employees involved in production, other direct production costs, amortization of capitalized software development costs, royalty payments to third parties for the use of their software, and shipping costs. Cost of product decreased in absolute dollars, but remained relatively flat as a percentage of associated revenues, during the three and six months ended July 31, 2007 as compared to the three and six months ended July 31, 2006. The decrease in absolute dollars during the three and six months ended July 31, 2007 is primarily attributable to lower amortization of capitalized software development costs, which were primarily offset by increased inventory costs. Product-related cost of revenues may be affected in the future by costs of distribution related to the introduction of new products, royalty costs for use of third-party software in our products and by the amortization of capitalized software development costs.

Cost of Subscription. Subscription-related costs consist primarily of salaries, benefits, and stock-based compensation for employees, other direct production costs, amortization of capitalized software development costs, royalty payments to third parties for the use of their software, shipping costs and costs of providing subscription-related maintenance and support services. Cost of subscriptions increased in absolute dollars, but remained relatively flat as a percentage of associated revenues, in the three and six months ended July 31, 2007 compared to the three and six months ended July 31, 2006. The increase in absolute dollars is related primarily to the overall increase in subscription revenues during the periods.

We expect costs of subscriptions to continue to decrease as a percentage of subscription revenue over the remainder of fiscal year 2008, based on the level of sales of our subscription-based Wind River Platforms. Cost of subscriptions may be affected in the future by direct production costs, stock-based compensation for employees, amortization of capitalized software development costs, costs of distribution, royalty costs for use of third party software in our products, and the costs of providing subscription-related maintenance and support services.

Cost of Services. Service-related cost of revenues consist primarily of personnel related costs such as salaries, benefits, and stock-based compensation, associated with providing services, including consulting services, to customers and the infrastructure to manage a services

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organization, as well as costs to recruit, develop and retain services professionals. Cost of services increased in absolute dollars, but remained relatively flat as a percentage of associated revenues, during the three and six months ended July 31, 2007 as compared to the three and six months ended July 31, 2006. The increase in cost of services during the three and six months ended July 31, 2007 is primarily related increased costs for consulting and other outside

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services of \$2.2 million and \$3.7 million, respectively, due to increased levels of consulting service revenue. Increased compensation costs of \$1.1 million and \$2.6 million during the three and six months ended July 31, 2007, respectively, as a result of increased headcount in the services organization, also contributed to the overall increase. We expect cost of services to fluctuate as a percentage of service revenues based on our ability to fully utilize our professional services organization.

Amortization of Purchased Intangibles. Amortization of purchased intangibles relates to the amortization of completed technology acquired through purchase transactions. The increase during the three and six months ended July 31, 2007 as compared to the three and six months ended July 31, 2006 is related primarily to our acquisitions of Interpeak and the RTLinux business. In March 2006, we acquired Interpeak and recorded \$2.1 million of developed and core technology, which is being amortized to cost of revenues over a weighted average period of three years. In February 2007, we acquired the RTLinux business and recorded \$4.9 million of developed and core technology, which is being amortized to cost of revenues over a period of four years.

We expect that amortization of purchased intangibles will continue to increase for the remainder of fiscal year 2008 relative to historical levels due to the acquisition of the RTLinux business. In addition, amortization of purchased intangibles may increase in the future should we decide to acquire further entities.

Operating Expenses

We allocate the total costs for information technology, facilities and fixed asset depreciation to each of the functional areas based on headcount data. Information technology allocated costs include salaries, employee-related costs, outside consulting costs for projects, communication costs, hardware and software maintenance contracts costs and depreciation expense for fixed assets. Facilities allocated costs include facility rent for the corporate offices as well as shared function offices, property taxes, depreciation expenses for office furniture and other department operating costs. Fixed asset depreciation allocated costs include straight-line depreciation expense on buildings, leasehold improvements, computer equipment, software, furniture and office equipment.

The general increase in absolute dollars in selling and marketing, product development and engineering and general and administrative costs, relates primarily to increases in personnel expenses, professional fees, and general operating expenses.

Selling and Marketing. Selling and marketing expenses consist primarily of product and other marketing related expenses, compensation related expenses, sales commissions, facility costs and travel costs.

	Three Months Ended July 31,		Percent Change	Six Months Ended July 31,		Percent Change
	2007	2006		2007	2006	
	(In thousands, except percentages)					
Selling and marketing	\$ 31,888	\$ 28,399	12%	\$ 65,311	\$ 56,018	17%
As a percentage of net revenues	38%	39%		40%	40%	

Total selling and marketing expenses increased by \$3.5 million during the three months ended July 31, 2007 compared to the three months ended July 31, 2006 and \$9.3 million during the six months ended July 31, 2007 compared to the six months ended July 31, 2006. The increase in the three and six months ended July 31, 2007 primarily reflects higher employee-related costs of \$4.0 million and \$9.6 million, respectively, related to increased headcount and higher sales commissions and bonuses due to increased revenues. Outside consulting costs increased by \$448,000 and \$747,000 during the three and six months ended July 31, 2007, respectively, as a result of increased investment in the sales and marketing organizations. The overall fluctuations were also attributable to increased facilities, information technology and outside service costs of \$412,000 and \$967,000 during the three and six months ended July 31, 2007, respectively, related primarily to increased headcount. The increases were partially offset by decreased marketing programs of \$1.6 million and \$2.2 million during the three and six months ended July 31, 2007, respectively, related to a higher volume of costs associated with trade shows and external conferences that were incurred during the comparable periods in the prior year.

We expect selling and marketing expenses to increase slightly in absolute dollars over the remainder of fiscal year 2008.

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Product Development and Engineering Expenses. Product development and engineering expenses consist primarily of payroll and stock-based compensation related expenses, facility costs and consulting fees for our product research and development organization.

	Three Months Ended		Percent Change	Six Months Ended		Percent Change
	July 31, 2007	2006		July 31, 2007	2006	
	(In thousands, except percentages)					
Product development and engineering	\$ 20,819	\$ 18,319	14%	\$ 40,700	\$ 35,868	13%
As a percentage of net revenues	25%	25%		25%	26%	

Total product development and engineering expenses increased by \$2.5 million during the three months ended July 31, 2007 compared to the three months ended July 31, 2006 and \$4.8 million during the six months ended July 31, 2007 compared to the six months ended July 31, 2006. Increased consulting fees of \$1.2 million and \$1.6 million contributed to the overall increases in expenses during the three and six months ended July 31, 2007, respectively, resulting primarily from an increase in the utilization of engineering consultants. The overall fluctuations were also attributable to increased employee-related costs, including stock-based compensation, of \$1.2 million and \$2.8 million during the three and six months ended July 31, 2007, respectively, related primarily to increased headcount in the product development and engineering organization.

We expect product development and engineering expenses to increase slightly over the remainder of fiscal year 2008 as we continue to invest in new and existing products.

General and Administrative Expenses. General and administrative expenses consist primarily of compensation-related expenses, facilities-related expenses and external fees for professional services, such as legal and accounting.

	Three Months Ended		Percent Change	Six Months Ended		Percent Change
	July 31, 2007	2006		July 31, 2007	2006	
	(In thousands, except percentages)					
General and administrative	\$ 9,215	\$ 8,434	9%	\$ 19,562	\$ 16,547	18%
As a percentage of net revenues	11%	11%		12%	12%	

Total general and administrative expenses increased by \$781,000 in the three months ended July 31, 2007 compared to the three months ended July 31, 2006 and \$3.0 million in the six months ended July 31, 2007 compared to the six months ended July 31, 2006. The overall increase during the three and six months ended July 31, 2007 reflects higher employee-related costs of \$486,000 and \$1.5 million, respectively, related to increased salaries and benefits. The overall fluctuations were also attributable to an increase in facilities and information technology costs of \$820,000 and \$641,000 during the three and six months ended July 31, 2007, respectively, primarily related to new facility leases and incremental costs associated with these leases. Higher tax, legal and accounting fees of \$345,000 and \$1.8 million during the three and six months ended July 31, 2007, respectively, also contributed to the overall increase and is primarily attributable to the Company's historical stock option review and related litigation. The increases were partially offset by a decrease in outside service costs of \$896,000 and \$949,000 during the three and six months ended July 31, 2007, respectively, related to lower utilization of consultants. In addition, general and administrative expenses include net restructuring reversals of \$60,000 and \$158,000 for the three and six months ended July 31, 2006, respectively, which also contributed to the increase in costs for the three and six months ended July 31, 2007.

We expect general and administrative expenses to increase slightly over the remainder of fiscal year 2008.

Amortization of Other Intangibles

The increase in amortization of other intangibles for the three and six months ended July 31, 2007 compared to the three and six months ended July 31, 2006 is related to our acquisitions of Interpeak and the RTLinux business. In March 2006, we acquired Interpeak and recorded \$900,000 of other intangibles, which are being amortized within operating expenses over a three to five year period. In February 2007, we acquired the RTLinux business and recorded \$700,000 of other intangibles, which are being amortized within operating expenses over a period of two to five years.

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We expect that amortization of other intangibles will increase slightly for the remainder of fiscal year 2008 relative to historical levels due to the acquisition of the RTLlinux business and the recent Comsys acquisition. In addition, amortization of other intangibles may increase in the future should we decide to acquire further entities.

Other Income (Expense)

	Three Months Ended		Percentage of		Six Months Ended		Percentage of	
	July 31,		Total Revenues, net		July 31,		Total Revenues, net	
	2007	2006	2007	2006	2007	2006	2007	2006
	(In thousands, except percentages)							
Interest income	\$ 2,367	\$ 2,151	3%	3%	\$ 4,513	\$ 4,108	3%	3%
Interest expense	(100)	(634)		(1)	(204)	(1,252)		(1)
Other expense, net	(300)	(9)	(1)		(401)	(97)	(1)	
Total other income, net	\$ 1,967	\$ 1,508	2%	2%	\$ 3,908	\$ 2,759	2%	2%

Interest Income. Interest income increased 10% or \$216,000 in the three months ended July 31, 2007 compared to the three months ended July 31, 2006 and 10% or \$405,000 in the six months ended July 31, 2007 compared to the six months ended July 31, 2006. The increase in interest income was primarily due to increased yields on marginally higher cash, cash equivalent and investment balances. The average yield for the three months ended July 31, 2007 was 4.93% compared to 4.67% for the three months ended July 31, 2006 and 4.91% for the six months ended July 31, 2007 compared to 4.39% for the six months ended July 31, 2006. Cash, cash equivalents and investments totaled \$223.2 million and \$216.2 million as of July 31, 2007 and 2006, respectively.

Interest Expense. Interest expense decreased by 84% or \$534,000 in the three months ended July 31, 2007 as compared to the three months ended July 31, 2006 and 84% or \$1.0 million in the six months ended July 31, 2007 as compared to the six months ended July 31, 2006. The decrease relates to the repayment of the remaining \$42.2 million balance of our convertible subordinated notes on the December 2006 maturity date. Prior to fiscal year 2008, we paid interest on our 3.75% convertible subordinated notes semi-annually and recorded the amortization of certain issuance costs associated with these notes as interest expense.

Other Expense, Net. Other expense, net increased by \$291,000 in the three months ended July 31, 2007 as compared to the three months ended July 31, 2006 and \$304,000 in the six months ended July 31, 2007 as compared to the six months ended July 31, 2006. The change in the three and six months ended July 31, 2007 compared to the three and six months ended July 31, 2006 relates primarily to increased net foreign currency losses of \$281,000 and \$459,000, respectively, which were partially offset by decreased investment management fees of \$31,000 and \$100,000, respectively.

Provision for Income Taxes

We had a provision for income taxes of \$263,000 and \$566,000 for the three months ended July 31, 2007 and 2006, respectively, and \$1.5 million and \$34,000 for the six months ended July 31, 2007 and 2006, respectively. The provision is based on estimates of our expected liability for domestic and foreign income taxes and actual foreign withholding taxes incurred during the year, and is calculated by applying our estimated annual effective tax rate to the income before provision for income taxes, adjusted for any discrete items. The provision for income taxes increased by \$1.4 million for the six months ended July 31, 2007 compared to the six months ended July 31, 2006, due primarily to the impact of changes in jurisdictional forecasts on the business. The increase was offset in part by the recognition of a benefit of \$825,000 for a portion of previously unrecognized tax benefits.

Deferred income taxes are recorded in accordance with SFAS No. 109, *Accounting for Income Taxes* (SFAS 109) and are determined based on the differences between financial reporting and the tax basis of assets and liabilities using the tax rates of laws in effect when the differences are expected to reverse. SFAS 109 provides for recognition of deferred tax assets if the realization of such assets is more likely than not to occur. With the exception of primarily the U.S. jurisdiction, we have determined that it is more likely than not that our deferred taxes will be realized. Accordingly, we have net deferred tax assets of \$9.3 million primarily related to certain international jurisdictions and a full valuation allowance against the remainder of our deferred tax assets as of July 31, 2007.

Table of Contents**Liquidity and Capital Resources**

As of July 31, 2007, we had working capital of approximately \$41.5 million, and cash, cash equivalents and investments of approximately \$223.2 million, which included \$90.7 million of cash and cash equivalents, \$26.4 million of short-term investments and \$106.1 million of investments with maturities greater than one year. We invest primarily in highly liquid, investment-grade instruments.

Cash Flows

Our consolidated statements of cash flows are summarized below (in thousands):

	Six Months Ended July 31,	
	2007	2006
Net cash provided by operating activities	\$ 23,335	\$ 25,005
Net cash used in investing activities	\$ (14,632)	\$ (8,632)
Net cash provided by (used in) financing activities	\$ 8,436	\$ (8,715)

Operating activities primarily include the net income (loss) for the periods under consideration, non-cash charges such as stock-based compensation, depreciation and amortization expenses and changes in assets and liabilities. During the six months ended July 31, 2007, our operating activities provided net cash of \$23.3 million compared to \$25.0 million in the six months ended July 31, 2006.

Net cash provided by operating activities for the six months ended July 31, 2007, consisted of cash provided by operations of \$18.1 million and an increase in cash of \$5.2 million arising from changes in assets and liabilities, primarily related to a decrease in accounts receivable of \$13.6 million and an increase in accrued liabilities of \$2.9 million and partially offset by a decrease in deferred revenues of \$13.8 million. The decrease in accounts receivable was primarily due to strong cash collections during the first half of fiscal year 2008. The decrease in deferred revenues was due primarily to the ratable recognition of subscription contracts and the recognition of various large contracts, which had been previously deferred as the revenue recognition criteria had not been met until the current quarter. In addition, both account receivable and deferred revenues declined as a result of a seasonal decrease in subscription renewals.

Net cash provided by operating activities for the six months ended July 31, 2006, consisted of cash provided by operations of \$18.7 million and an increase in cash of \$6.3 million arising from changes in assets and liabilities, primarily related to a decrease in accounts receivable and an increase in deferred revenues, offset in part by decreases in accounts payable, accrued liabilities and income taxes payable. The decrease in accounts receivable of \$10.8 million was primarily due to strong cash collections during the first half of fiscal year 2007. The increase in deferred revenue of \$2.0 million was due primarily to increased volume associated with our subscription-based license model. The decrease in accounts payable of \$3.9 million was primarily attributable to timing differences.

During the six months ended July 31, 2007, cash from operations includes a net loss of \$238,000 offset primarily by stock-based compensation and depreciation and amortization of \$10.9 million and \$6.4 million, respectively. During the six months ended July 31, 2006, cash from operations includes a net income of \$1.0 million and non-cash expenses primarily related to stock-based compensation and depreciation and amortization of \$11.0 million and \$5.3 million, respectively. Our operating cash flows depend heavily on the level of our sales. To a large extent our sales depend on general economic conditions affecting us and our customers, as well as the timing of new product introductions and other competitive factors and our ability to control expenses successfully.

Our investing activities used net cash of \$14.6 million and \$8.6 million in the six months ended July 31, 2007 and 2006, respectively. Investing activities generally relate to the purchase of investments, business acquisitions and equipment purchases, partially offset by cash provided from the sale and maturity of investments. During the six months ended July 31, 2007, we expended cash of \$10.1 million related to our acquisition of the RTLinux business and during the six months ended July 31, 2006, we expended cash, net of cash acquired, of \$17.3 million related to our acquisition of Interpeak. The acquisition of property and equipment totaled \$4.1 million and \$2.7 million for the six months ended July 31, 2007 and 2006, respectively. During the six months ended July 31, 2007, our maturities and sales of investments, net of purchases, was (\$427,000) compared to \$11.4 million during the six months ended July 31, 2006.

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Our financing activities provided net cash of \$8.4 million and used net cash of \$8.7 million in the six months ended July 31, 2007 and 2006, respectively. During the six months ended July 31, 2007, and 2006, we received \$15.0 million and \$5.2 million, respectively, due to the issuance of common stock from employee stock option exercises and purchases under our employee stock purchase plan. Additionally, during the six months ended July 31, 2007 we repurchased 652,000 of our common shares for approximately \$6.5 million compared to the repurchase of 1.5 million of our common shares for \$13.9 million during the six months ended July 31, 2006.

In June 2002, the Board of Directors authorized a stock repurchase program (the 2002 Repurchase Plan) to enable us to acquire up to \$30.0 million of outstanding common stock. From the inception of the plan in fiscal year 2003 through fiscal year 2007, we repurchased 2.8 million shares at an aggregate purchase price of \$23.9 million with the repurchased shares being recorded as treasury stock on a last-in, first-out basis. During the six months ended July 31, 2007, we repurchased 652,000 shares of common stock for a total cost of \$6.5 million and an average price of \$10.03 per share. As a result of these repurchases, we completed the 2002 Repurchase Plan in the first quarter of fiscal year 2008.

In June 2007, the Board of Directors authorized a new stock repurchase program to enable us to acquire up to \$50.0 million of our outstanding common stock in the open market or through negotiated transactions. We may repurchase shares from time to time at our discretion in accordance with applicable securities laws. We have not made any repurchases under the new program.

Sufficiency of Cash Reserves

We believe that existing cash, cash equivalents and investments, together with cash generated from operations will be sufficient to fund our operating activities, capital expenditures, and other obligations for the foreseeable future. However, if during that period or thereafter we are not successful in generating sufficient cash flows from operations or in raising additional financing when required in sufficient amounts on terms acceptable to us, our business could suffer.

We currently plan to reinvest our cash generated from operations in new highly liquid, investment-grade instruments, consistent with past investment practices, and therefore net cash used in investing activities may increase. However, cash could also be used in the future for acquisitions or other strategic investments.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest Rate Sensitivity

Our exposure to market risk for changes in interest rates relates primarily to our investment portfolio.

We have an investment policy that has been approved by our Board of Directors. We place our investments with high quality credit issuers and, by policy, limit the amount of credit exposure to any one issuer. As stated in our investment policy, our first priority is to reduce the risk of principal loss. Consequently, we seek to preserve our invested funds by limiting default risk, market risk and reinvestment risk. We mitigate default risk by investing in only high quality credit securities that we believe to be low risk and by positioning our portfolio to respond appropriately to a significant reduction in a credit rating of any investment issuer or guarantor. The portfolio includes only marketable securities with active secondary or resale markets to ensure portfolio liquidity.

Our investment portfolio consists of various marketable debt securities. The longer the duration of these securities, the more susceptible these securities are to general changes in market interest rates. As general market interest rates increase, those securities purchased with a lower yield-at-cost will likely show a mark-to-market unrealized loss. All unrealized losses are due to changes in general market interest rates and bond yields. We expect to realize the full value of all these investments upon their maturity.

Table of Contents**Foreign Currency Risk**

We enter into foreign currency forward exchange contracts to manage foreign currency exposures related to certain non-functional currency related inter-company and other balances. Transaction gains and losses on the contracts and the assets and liabilities are recognized each period in other income (expense), net. As of July 31, 2007, we had outstanding contracts with the following terms (currency amounts and USD equivalents in thousands):

	Buy	Buy	Buy	Buy
Currency	EURO()	JPY(¥)	CAD(CAD\$)	SEK(kr)
Amount	16,880	540,000	6,900	16,700
Rate	0.72950	118.486	1.0689	6.7102
USD Equivalent	\$ 23,139	\$ 4,558	\$ 6,455	\$ 2,489
Maturity Date	8/31/2007	8/31/2007	8/31/2007	8/31/2007

We do not enter into derivative financial instruments for trading or speculative purposes. As of July 31, 2007, the difference between the fair value and carrying value of the above contracts was not significant. The foreign currency exchange rate risk associated with our forward exchange contracts is minimal due to the short maturities of the contracts.

As of July 31, 2007, cash and cash equivalents held outside the U.S. totaled approximately \$53.9 million.

Equity Price Risk

As of July 31, 2007, there have been no material changes to our equity price risk since the fiscal year ended January 31, 2007. For further information, see Item 7A, Quantitative and Qualitative Disclosures about Market Risk, in our 2007 Form 10-K for the fiscal year ended January 31, 2007.

ITEM 4. CONTROLS AND PROCEDURES
Evaluation of Disclosure Control and Procedures

Our management evaluated, with the participation of our Chief Executive Officer and our Chief Financial Officer, the effectiveness of our disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act) as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on this evaluation, our Chief Executive Officer and our Chief Financial Officer have concluded that our disclosure controls and procedures were effective as of July 31, 2007 to ensure that information we are required to disclose in reports that we file or submit under the Exchange Act (i) is recorded, processed, summarized and reported, within the time periods specified in Securities and Exchange Commission rules and forms and (ii) 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.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the period covered by this Quarterly Report on Form 10-Q that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II OTHER INFORMATION**ITEM 1. LEGAL PROCEEDINGS***Derivative Litigation*

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Between September 8, 2006 and November 15, 2006, three separate stockholder derivative complaints were filed in the Superior Court of the State of California, Alameda County, against various officers and directors of the Company and naming the Company as a nominal defendant. On December 20, 2006, the Court consolidated these actions and appointed co-lead counsel. On February 21, 2007, co-lead counsel filed a consolidated and amended complaint (Case Number RG06288009) that asserts causes of action for accounting; breach of fiduciary duty; restitution/unjust enrichment; rescission; and violation of California Corporations Code § 25402. On February 9, 2007, a fourth, substantially identical purported shareholder derivative complaint entitled *Castronovo v. Berger, et al.* (Case Number RG07310636) was filed in the Superior Court of the State of California, Alameda County. The Company has filed demurrers to the complaints in the consolidated actions and the complaint in the *Castronovo* action. On July 17, 2007, subsequent to the filing of those demurrers, the Court approved a stipulation of the parties consolidating the *Castronovo* action with the three previously filed actions, thereby obviating any ruling on the Company's demurrer to the complaint in the *Castronovo* action. The hearing on the Company's demurrer to the

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complaint in the consolidated action is currently scheduled to take place on November 29, 2007. The Court has not set a trial date, and discovery has not commenced. While there can be no assurance as to the ultimate disposition of these actions, the Company does not believe that their resolution will have a material adverse effect on its financial position, results of operations or cash flows.

Other Litigation

From time to time, we are subject to legal proceedings and claims in the ordinary course of business, including claims of alleged infringement of patents and other intellectual property rights and employee claims. Management believes the outcome of our outstanding legal proceedings, claims and litigation will not have a material adverse effect on our business, results of operations, cash flows or financial condition. However, such matters involve complex questions of fact and law and could involve significant costs and the diversion of resources to defend. Additionally, the results of litigation are inherently uncertain, and an adverse outcome is at least reasonably possible.

ITEM 1A. RISK FACTORS

Factors That May Affect Our Future Results or the Market Price of Our Stock

Our business faces significant risks. The risks described below may not be the only risks we face. Additional risks that we do not yet know of or that we currently think are immaterial may also impair our business operations or have a negative impact on our stock price. If any of the events or circumstances described in the following risks actually occurs, our business, financial condition or results of operations could suffer, and the trading price of our common stock could decline.

If we do not continue to address new and rapidly changing markets and increasingly complex technologies successfully, to deliver our products on a timely basis, and to offer products that are attractive to our customers, our revenues and operating results will decline.

The Device Software Optimization market is characterized by ongoing technological developments, evolving industry standards and rapid changes in customer requirements and product offerings in the device market. In addition, customers developing different types of devices require different product offerings, features and functionality. If we fail to continually update our existing products to keep them current with customer needs or to develop new or enhanced products to take advantage of new technologies, emerging standards and expanding customer requirements, our existing products could become obsolete and our financial performance would suffer. Also, we have from time to time experienced delays in the commercial release of new technologies, new products and enhancements of existing products. These delays are commonplace in the software industry due to the complexity and unpredictability of the development work required. If we fail to commercially release new products on a regular basis, our financial performance could suffer. We must effectively market and sell new product offerings to key customers, because once a customer has designed a product with a particular operating system, that customer typically is reluctant to change its supplier due to the significant related costs. If we cannot adapt or respond in a cost-effective and timely manner to new technologies and new customer requirements, or if the new products we develop are not attractive to our customers, sales of our products could decline.

Our mix of licensing models impacts the timing of our reported revenues, and our inability to accurately manage the volume of business expected for each licensing model could increase fluctuations in our revenue and financial results.

Because we license our development products primarily under two business models that recognize revenue differently, the rate of adoption of license models by our customers impacts the timing of our reported revenues. Under the enterprise license model, revenues are recognized ratably over the subscription period. By contrast, our traditional perpetual license model requires a majority of license revenues to be recognized in the quarter in which the products are delivered and a much smaller amount relating to the fair value of the maintenance is deferred and recognized subsequently over the maintenance period. Therefore, an order for a subscription-based license will result in lower current-quarter revenue than an equal-sized order for a perpetual license. As a result, our reported revenues are affected by the selection of license model type by our customers. There is a risk that we will not be able to continue or increase our rate of adoption of both of our subscription-based and perpetual-based license model, or that we may choose to focus our sales efforts and resources on particular, significant perpetual or subscription license opportunities that may or may not result in a sale. The impact on near-term and deferred revenues will continue to depend on the rate at which customers license products under our perpetual model or our enterprise license model. If we are unable to manage the rate of adoption of our license models by our customers at any time, our business, results of operations and financial condition would be negatively affected.

In addition, although our enterprise licenses represent a potential source of renewable license revenue, there is also a risk that new and transitioned customers will not renew their licenses at the end of the term. There is a further risk that the more complex and time consuming negotiations for enterprise licenses may affect our ability to close such transactions, and that customers who purchase enterprise licenses may spend less in the aggregate over the term of the enterprise license than if

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they had been required to purchase perpetual licenses. The impact on near-term and deferred revenues will continue to depend on the rate at which customers license products under our perpetual model or our enterprise license model. In addition, an increase in the number of subscription license renewals or multi-year terms may result in larger deferred revenues. To the extent that the subscription licensing rate is higher than we expect, we may experience a greater decline in near-term revenues, as well as an increase in deferred revenues.

Because a significant portion of our revenues continues to be derived from production licenses, we are dependent upon the ability of our customers to develop and penetrate new markets successfully.

Our production license revenues depend both upon our ability to successfully negotiate production license agreements with our customers and, in turn, upon our customers' successful commercialization of their underlying products. In particular, we derive significant revenues from customers that develop products in highly competitive and technologically complex markets such as the Internet infrastructure, server and storage, digital consumer, aerospace and defense, industrial control and automotive markets. If these customers sell fewer products or otherwise face significant economic difficulties, our revenues will decline. We cannot control our customers' product development or commercialization or predict their success. In addition, we depend on our customers to accurately report the use of their products in order for us to collect our revenues from production licenses. If our customers are not successful with their products or do not accurately report use of their products to us, our production license revenues may decline significantly.

We have adopted an open-source strategy and have released products based on open-source software that may not be successfully adopted or may not generate profits.

We offer products that are based on open-source software, including stand-alone development tool products for use with open-source software components and platform products that are distributed with open-source software components. We cannot be certain whether these or any future open-source product offerings will be successfully adopted by new and current customers. Characteristically, open-source software is subject to license terms requiring that the underlying source code be released to the general public, and the most significant open-source software licenses also extend that requirement to derivatives and modifications of the open-source software. Because access to source code can reveal internal software logic and other valuable trade secrets, and can enable end-users to independently make modifications to the software, some of our customers may resist incorporating open-source software into their own products. In addition, if the informal communities of independent third-party software programmers that develop and support open-source software fail to adequately further develop and enhance open-source technologies in a manner that continues to satisfy customer demand, the development and adoption of these technologies could be stifled and our products could become less competitive.

Additionally, even if our open-source products are adopted by our customers, they may not be profitable. Our open-source strategy requires us to develop and effectively market products and services to be used in connection with open-source software that is otherwise publicly available. There can be no assurance that our customers will determine that our open-source products offer a compelling value proposition, or they may decide they do not wish to be subject to license terms for open-source code themselves. Very few open-source software companies have been profitable, and we may not be able to generate profits on our Linux-based offerings.

While we pursue our open-source strategy, we simultaneously continue to offer proprietary software products to the marketplace. If the informal developer communities comprising the open-source software movement adopt a negative position toward our overall company strategy and as a result cease their support of open-source software that we distribute with our products, this disruption in our relationship with the open-source software community could adversely affect our ability to effectively provide open-source products. Alternatively, it is possible that these efforts to coexist with the open-source software movement could result in a decline in sales of our proprietary software either as a result of a diversion of internal resources or customer preference. Additionally, customers may defer orders in anticipation of our new products. If any of these events were to occur, our revenues and earnings could be adversely affected.

Our open-source products may subject us to increased legal risks.

As our products that are distributed with open-source software components are increasingly adopted (and as we expand our portfolio of products both through internal development and acquisition of technology, such as that acquired from Interpeak and FSMLabs), we face heightened legal risks that could affect our future ability to develop or sell our open-source products.

We distribute open-source software with (and in some cases incorporate open-source software into) our products, including certain open-source software components subject to the GNU General Public License (GPL). Distributing or combining open-source software with or into our products creates some risk that the GPL (or other applicable open-source software license) will be interpreted in a manner that could impose unanticipated conditions or restrictions on our products,

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including a requirement to disclose our own products in source code form. We take steps to ensure that proprietary software that we do not wish to disclose in source code form is not distributed or combined with open-source software in ways that would require such proprietary software to be made subject to an open-source software license. However, few courts have interpreted open-source software licenses, and the manner in which these licenses may be interpreted and enforced remains uncertain. With the growth in our professional services and engineering efforts related to open source software, we may become increasingly vulnerable to third-party allegations that our own development efforts or technology that we consider to be proprietary have resulted in allegedly infringing work or work that has unintentionally become subject to open-source obligations.

Our open-source strategy may also make us increasingly vulnerable to claims that our products infringe third-party intellectual property rights, as many of the open-source software components we may distribute with our products are developed by numerous independent parties over whom we exercise no supervision or control and who therefore may have engaged in infringing acts while developing the open-source software without our knowledge. This risk is further exacerbated by our lack of access to unpublished software patent applications. Defending claims of infringement, even claims without significant merit, can be expensive. An adverse legal decision affecting our intellectual property could materially harm our business.

In addition, it is possible that a court could hold the GPL to be unenforceable through a legal challenge, or that someone could assert a claim for proprietary rights in a program developed and distributed under them. If an open-source license that applies to the licensing of components of our open-source products is found to be partially or completely unenforceable, or if there are claims of infringement, we could be required to obtain licenses from third parties in order to continue offering our products, reengineer our products, or discontinue the sale of our products in the event reengineering could not be accomplished on a timely basis. An adverse legal decision affecting our intellectual property could materially harm our business.

Uncertainty regarding the legal risks related to open-source software components could affect sales of our open-source products generally. Finally, as a result of legal concerns about open-source software, we are facing increased pressure from our customers to adopt additional indemnification or otherwise protect them from potential threats by third parties related to open-source software. We have, in limited circumstances, provided additional indemnification related to our open-source products. Our financial condition and results of operations may be adversely affected if we have to indemnify our customers from the liabilities posed by open-source software.

Numerous factors may cause our total revenues and net income to fluctuate significantly from period to period. These fluctuations increase the difficulty of financial planning and forecasting and may result in decreases in our available cash and declines in the market price of our stock.

A number of factors, many of which are outside our control, may cause or contribute to significant fluctuations in our total revenues and net income. These fluctuations make financial planning and forecasting more difficult. In addition, these fluctuations may result in unanticipated decreases in our available cash, which could negatively impact our operations. As discussed more fully below, these fluctuations also could increase the volatility of our stock price. Factors that may cause or contribute to fluctuations in our revenues and net income include:

acceptance by our customers of our current and new product offerings;

the number and timing of orders we receive, including disproportionately higher receipt and shipment of orders in the last month of the quarter;

changes in the length of our products' sales cycles, which increase as our customers' purchase decisions become more strategic and are made at higher management levels;

reductions in the number of engineering projects started by our customers due to their own difficult financial or economic conditions;

the impact of impairment charges arising from past acquisitions;

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the success of our customers' products from which we derive our production license revenues;

the mix of our revenues as between sales of products that have more upfront revenue, subscriptions that have more deferred revenues and services which have lower profit margins;

our ability to control our operating expenses, and fully realize the impact of the restructuring plans we have implemented;

our ability to continue to develop, introduce and ship competitive new products and product enhancements quickly;

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possible deferrals of orders by customers in anticipation of new product introductions;

announcements, product introductions and price reductions by our competitors;

our ability to manage costs for fixed-price consulting agreements;

seasonal product purchases by our customers, which historically have been higher in our fourth fiscal quarter;

the impact of, and our ability to react to, natural disasters and/or events of terrorism;

the impact of, and our ability to react to business disruptions arising from or relating to internet or computer viruses service interruptions;

changes in business cycles that affect the markets in which we sell our products and services;

economic, political and other conditions in the United States and internationally;

foreign currency exchange rates;

the impact of changes to existing accounting pronouncements relating to income taxes; and

the impact of any stock-based compensation charges arising from the issuance of stock options, restricted stock, stock appreciation rights or any other stock-based awards.

One or more of the foregoing factors may cause our operating expenses to be disproportionately high or may cause our net revenues and net income to fluctuate significantly. Results from prior periods are thus not necessarily indicative of the results of future periods.

We face intense competition in the Device Software Optimization industry, which could decrease demand for our products or cause us to reduce our prices.

The Device Software Optimization industry is characterized by rapid change, new and complex technology and intense competition. Our ability to maintain our current market share depends upon our ability to satisfy customer requirements, enhance existing products and develop and introduce new products. Due to the complexity of the markets in which we operate, where our customers often develop device systems in-house, it is difficult to assess the impact of competition on our business and our related share of these markets. We have faced increasing competition in recent years as customers have decreased research and development budgets, sought to increase the value they receive from vendors, including us, attempted to leverage a more competitive bidding process when spending research and development budgets and/or deferred or canceled projects, in whole or in part. As a result, we believe that some customers have elected not to purchase our products and have chosen to undertake such development in-house, selected solutions they perceive to be less expensive or relied upon existing licenses from us rather than making new purchases. We expect the intensity of competition to increase in the future. Increased competitiveness may result in reductions in the prices of our products, royalties and services, lower-than-expected gross margins or loss of market share, any of which would harm our business.

Our primary competition comes from internal research and development departments of companies that develop device systems in-house. In many cases, companies that develop device systems in-house have already made significant investments of time and effort in developing their own internal systems, making acceptance of our products as a replacement more difficult. Additionally, many of these in-house departments may

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increasingly choose to use open-source software, such as the Linux operating system. We also compete with independent software vendors and, to a limited extent, with open-source software vendors. Some of the companies that develop device systems in-house and some of these independent software vendors, such as Microsoft Corporation, may have significantly greater financial, technical, marketing, sales and other resources and significantly greater name recognition than we do.

Demands for rapid change and the increasing complexity of the technology in our industry intensify the competition we face. In addition, our competitors may consolidate or establish strategic alliances to expand product offerings and resources or address new market segments. As a result, they may be able to respond more quickly to new or emerging technologies and changes in customer requirements or to devote greater resources to the development, promotion, sale and support of their products. These factors favor larger competitors that have the resources to develop new technologies or to respond more quickly with new product offerings or product enhancements. We may be unable to meet the pace of rapid development set by our competitors or may incur additional costs attempting to do so, which may cause declines in our operating results. Our competitors may foresee the course of market developments more accurately than we do and could in the future develop new technologies that compete with our products or even render our products obsolete, any of which could adversely affect our competitive position and therefore our operating results.

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Patent, trademark or copyright infringement, trade secret misappropriation or product liability claims against us may result in costly litigation, cause product shipment delays or require us to expend significant resources. In addition, patent or copyright claims may require us to enter into royalty or licensing arrangements.

We occasionally receive communications from third parties alleging patent, trademark or copyright infringement, trade secret misappropriation or other intellectual property claims, and there is always the chance that third parties may assert infringement claims against us or against our customers under circumstances that might require us to provide indemnification. Adoption of our open-source strategy increases this risk in part because many of the open-source software components that we may incorporate into or distribute with our products are developed by numerous independent parties over whom we exercise no supervision or control. Additionally, because our products are increasingly used in applications, such as network infrastructure, transportation, medical and mission-critical business systems, in which the failure of the device system could cause property damage, personal injury or economic loss, we may face product liability claims.

Although our agreements with our customers contain provisions intended to limit our exposure to infringement and liability claims and generally do not provide for any indemnification for open-source materials, our agreements may not be effective in limiting our exposure in all circumstances. Any of these types of claims, with or without merit, could result in claims for indemnification by us or costly litigation, could require us to expend significant resources to develop non-infringing technology or remedy product defects, cause product shipment delays or require us to pay significant damages if the claims are successful. In the case of infringement of another party's intellectual property, we may be required to enter into royalty or licensing agreements; however, we cannot be certain that the necessary licenses will be available or that they can be obtained on commercially reasonable terms. If we are not successful in defending these claims or, with respect to infringement claims, were to fail to obtain royalty or licensing agreements in a timely manner and on reasonable terms, our business, financial condition and results of operations would be materially adversely affected.

The rights we rely upon to protect the intellectual property underlying our products may not be adequate, which could enable third parties to use our technology and reduce our ability to compete.

Our success depends significantly upon the proprietary technology contained in our products. We currently rely on a combination of patents, copyrights, trademarks, trade secret laws, and contractual provisions to establish and protect our intellectual property rights in our technology and products. We cannot be certain that the steps we take to protect our intellectual property will adequately protect our rights, that others will not independently develop or otherwise acquire equivalent or superior technology, or that we can maintain our technology as trade secrets. In addition, discovery and investigation of unauthorized use of our intellectual property is difficult. We expect software piracy, which is difficult to detect, to be a persistent problem, particularly in those foreign countries where the laws may not protect our intellectual property as fully as in the United States. Employees, consultants, and others who participate in the development of our products may breach their agreements with us regarding our intellectual property. We might not have adequate remedies for infringement or breach of our proprietary rights by third parties, employees or consultants. Further, we have in the past initiated, and in the future may initiate claims or litigation against third parties for infringement or breach of our proprietary rights or to establish the validity of our proprietary rights. As an example, as we continue to conduct development work relating to our open-source business, it is possible that our intellectual property rights in derivative works that we choose to develop under the GPL or other open-source licenses may be infringed, and that as a result we may need to bring our own claim against third parties. Whether or not such litigation is determined in our favor, such actions could result in significant expenses to us, divert the efforts of our technical and management personnel from productive tasks or cause product shipment delays.

The costs associated with acquisitions and investments could disrupt our business and harm our operating results.

We anticipate that, as part of our business strategy, we will continue to evaluate acquisition and investment opportunities in businesses, products and technologies that complement ours. These investments and acquisitions can be expensive and often require us to dedicate significant time and resources to the process. We have incurred significant costs in connection with acquisition transactions in prior fiscal years and may incur significant costs in connection with future transactions, whether or not they are consummated. Acquisitions involve additional risks including, among others, difficulties in integrating the operations, technologies, and products of the acquired companies; diverting management's attention from normal daily operations of the business; and potential difficulties in completing projects associated with in-process research and development. If we cannot successfully manage the integration of businesses we may acquire or are unable to realize the benefits of, or anticipated revenues from, our acquisitions, our business, financial condition and operating results could suffer.

If revenues associated with acquired businesses do not meet our original expectations, acquisitions may result in charges relating to impairment of acquired goodwill and purchased intangibles.

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Our significant international business activities subject us to increased costs and economic risks.

We develop and sell a substantial percentage of our products internationally. Additionally, we have investments in, or have made acquisitions of, companies located outside the United States. Over the long term, we expect to continue to make investments to further support and expand our international operations and increase our direct sales force and distribution network in EMEA, Japan and Asia Pacific. Risks inherent in international operations include:

the imposition of governmental controls and regulatory requirements;

the costs and risks of localizing products for foreign countries;

differences in business cultures and sales cycles;

differences in operation and sales support expenses;

unexpected changes in tariffs, import and export restrictions and other barriers and restrictions;

greater difficulty in accounts receivable collection;

restrictions on repatriation of earnings;

exposure to adverse movements in foreign currency exchange rates;

the burdens of complying with a variety of foreign laws;

difficulties in staffing and managing foreign subsidiaries and branch operations;

the costs and risks of operating in countries experiencing geopolitical conflict and/or terrorism;

the effect of our adoption of global pricing models;

difficulties in integrating products and operations from foreign acquisitions;

the impact of local health and political crises that prohibit or severely limit travel or other interaction with a local economic market;

exposure to local economic slowdowns; and

the need to guarantee credit instruments extended to support foreign operations.

Any of these events, regionally and as a whole, could reduce our international sales and increase our costs of doing business internationally and have a material adverse effect on our gross profit and net operating results.

If our strategic relationships are not successful, our product offerings, distribution and/or revenues may be adversely impacted.

We have many strategic relationships with semiconductor companies and customers. These strategic relationships are complex because some of the companies that are our strategic partners in certain business areas are also our competitors in other business areas. Our strategic partners may also have concurrent relationships with companies that provide open-source and in-house solutions, which may put pressure on our product development roadmaps, timelines and prices. If we are not successful in developing and maintaining these strategic relationships, our business may be harmed. If our collaborative marketing and distribution agreements terminate or expire, the scope of our product offerings may be restricted, and the distribution of our products and our revenues may be adversely impacted.

The costs of software development can be high, and we may not realize revenues from our development efforts for a substantial period of time.

Introducing new products that rapidly address changing market demands requires a continued high level of investment in research and development. If we are required to undertake extensive capital outlays to address changes in the device software optimization market, we may be unable to realize revenue as soon as we may expect. The costs associated with software development are increasing, including the costs of acquiring or licensing new technologies. Our investment in new and existing market opportunities prior to our ability to generate revenue from these new opportunities, if we are able to capitalize on these opportunities at all, may adversely affect our operating results.

Because certain of our customers provide products and services to U.S. Government agencies, as their supplier we may be subject to unique risks that could increase our costs and make revenue related to these customers more difficult to predict.

As a subcontractor to the U.S. Government, we must comply with and are affected by certain laws and regulations related to the award, administration and performance of U.S. Government contracts and other regulations particularly related to the aerospace and defense industry, such as export control regulations including International Trafficking in Arms

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regulations. In addition, under applicable regulations, various audit agencies of the U.S. government conduct regular audits of contractors compliance with a variety of U.S. government regulations and have the right to review retroactively the financial records under most U.S. government contracts. Further, as a U.S. Government subcontractor, we are subject to an increased risk of investigation, criminal prosecution, civil fraud, whistleblower lawsuits and other legal actions and liabilities to which purely private sector companies are not. This increases our internal procedures and costs, and as well we may face an increased risk of non-compliance as these processes and rules requirements involve separate processes that are outside our standard, commercial practices.

In addition, our contracts with customers providing products and services to the U.S. government are subject to uncertainty since their governmental contracts are subject to U.S. government appropriations that are changeable and determined on an annual basis. Also, the U.S. government has the right to modify, curtail or terminate customer contracts, which would result in corresponding changes to our contracts with our customers. Some of our contracts are subject to contract accounting, which requires judgment relative to assessing risk, estimating contract revenues and costs and making assumptions regarding scheduling and technical issues. Because of these risks, it is difficult to predict anticipated future revenues attributable to government related subcontracts. If we do not effectively manage these risks, our operating results could be materially negatively impacted.

If we lose key personnel or are unable to hire additional qualified personnel, our business may be harmed.

Our success depends to a significant degree upon the continued contributions of key management, engineering, sales and other personnel, many of whom would be difficult to replace. We believe our future success will also depend, in large part, upon our ability to attract and retain highly skilled managerial, engineering, sales and other personnel, and on the ability of management to operate effectively, both individually and as a group, in geographically disparate locations. In addition, our past reductions in force could potentially make attracting and retaining qualified employees more difficult in the future. The loss of the services of any of our key employees, the inability to attract or retain qualified personnel in the future, or delays in hiring required personnel, particularly engineers and sales personnel, could delay the development and introduction of, and negatively affect our ability to sell our products.

In addition, companies in the software industry whose employees accept positions with competitors may claim that their competitors have engaged in unfair hiring practices or that there will be inappropriate disclosure of confidential or proprietary information. We may be subject to such claims in the future as we seek to hire additional qualified personnel. Such claims could result in material litigation. As a result, we could incur substantial costs in defending against these claims, regardless of their merits, and be subject to additional restrictions if any such litigation is not resolved in our favor.

Changes to existing accounting pronouncements or taxation rules or practices may cause adverse revenue fluctuations and affect our results of operations or how we conduct our business.

A change in any accounting pronouncements or taxation rules or practices can have a significant effect on our results and may even affect our reporting of transactions completed before the change is effective. New accounting pronouncements or taxation rules and varying interpretations of accounting pronouncements or taxation practice have occurred and may occur in the future. Changes to existing rules or the questioning of current practices may adversely affect our reported financial results or the way we conduct our business.

The complexity of accounting regulations and related interpretations and policies, particularly those related to revenue recognition, could materially affect our financial results for a given period.

Although we use standardized agreements designed to meet current revenue recognition criteria under generally accepted accounting principles, we must often negotiate and revise terms and conditions of these standardized agreements, particularly in multi-element license and services transactions. As our transactions have increased in complexity, particularly with the sale of larger, multi-element transactions, negotiation of mutually acceptable terms and conditions may require us to defer recognition of revenue on such licenses. We believe that we are in compliance with Statement of Position 97-2, Software Revenue Recognition, as amended; however, more complex, multi-element transactions require additional accounting analysis to account for them accurately. Errors in such analysis in any period could lead to unanticipated changes in our revenue accounting practices and may affect the timing of revenue recognition, which could adversely affect our financial results for any given period. If we discover that we have interpreted and applied revenue recognition rules differently than prescribed by generally accepted accounting principles in the U.S., we could be required to devote significant management resources, and incur the expense associated with an audit, restatement or other examination of our financial statements.

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Business interruptions could adversely affect our business.

Wind River's operations and the operations of its vendors and customers are vulnerable to interruption by fire, earthquake, power loss, telecommunications failure and other events beyond our control. For example, a substantial portion of Wind River's facilities, including our corporate headquarters, is located near major earthquake faults. In the event of a major earthquake, we could experience business interruptions, destruction of facilities and loss of life. We do not carry earthquake insurance and we have not set aside funds or reserves to cover such potential earthquake-related losses. In the event that a material business interruption occurs that affects Wind River or our vendors or customers, shipments could be delayed and our business and financial results could be harmed.

Our common stock price is subject to volatility.

In recent years, the stock markets in general and the shares of technology companies in particular have experienced extreme price fluctuations. These recent price fluctuations are not necessarily proportionate to the operating performance of the companies affected. Our stock price has similarly experienced significant volatility. As reported on The NASDAQ Global Select Market, during the three months ended July 31, 2007, our stock had an intra-day high sales price of \$11.40 and an intra-day low sales price of \$9.51. During fiscal year 2007, our stock had an intra-day high sales price of \$15.71 and an intra-day low sales price of \$7.85. In some of our past fiscal quarters, we experienced shortfalls in revenue and earnings from levels expected by securities analysts and investors, which have had an immediate and significant adverse effect on the trading price of our common stock. These factors relating to the fluctuations in our revenues and net income may continue to affect our stock price. Comments by, or changes in estimates from, securities analysts as well as significant developments involving our competitors or our industry could also affect our stock price.

In addition, the market price of our common stock is affected by the stock performance of other technology companies generally, as well as companies in our industry and our customers in particular. Other broad market and industry factors may negatively affect our operating results or cause our stock price to decline, as may general political or economic conditions in the United States and globally, such as recessions, or interest rate or currency fluctuations. In particular, the stock market may be adversely impacted, or experience unusual volatility, as a result of the outbreak of armed conflict or hostilities involving the United States or incidences of terrorism in, or directed at, the United States or its allies.

Provisions in our charter documents, customer agreements, and Delaware law could prevent or delay a change in control of Wind River, which could hinder stockholders' ability to receive a premium for our stock.

Provisions of our certificate of incorporation and bylaws may discourage, delay or prevent a merger or consolidation that a stockholder may consider favorable. These provisions include:

authorizing the issuance of preferred stock without stockholder approval;

limiting the persons who may call special meetings of stockholders;

prohibiting stockholder actions by written consent; and

requiring super-majority voting to effect amendments to certain provisions of Wind River's certificate of incorporation and bylaws. Certain provisions of Delaware law also may discourage, delay, or prevent someone from acquiring or merging with us, and our agreements with certain of our customers require that we give prior notice of a change of control. Our various anti-takeover provisions could prevent or delay a change in control of the Company, which could hinder stockholders' ability to receive a premium for our stock.

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At the Annual Meeting of Stockholders held on June 13, 2007 the following matters were submitted to a vote of the security holders:

- (1) To elect the following individuals to serve as directors of Wind River:

Name	Voted For	Withheld
John C. Bolger	76,323,484	4,458,189
Jerry L. Fiddler	79,065,077	1,716,596
Narendra K. Gupta	79,060,164	1,721,509
Grant M. Inman	74,381,800	6,399,873
Harvey C. Jones	76,468,561	4,313,112
Kenneth R. Klein	77,784,156	2,997,517
Standish O. Grady	77,069,465	3,712,208

- (2) To ratify the selection of PricewaterhouseCoopers LLP as Wind River's independent registered public accounting firm:

For	Against	Abstain
78,984,296	1,755,991	41,386

- (3) Approval of an amendment of the Company's 2005 Equity Incentive Plan to increase the aggregate number of shares of the Company's Common Stock authorized and reserved for issuance under the 2005 Equity Incentive Plan by 6,400,000 shares:

For	Against	Abstain
56,557,221	10,830,923	180,540

- (4) Approval of the Company's Section 162(m) Performance Incentive Award Plan:

For	Against	Abstain
77,111,114	3,475,571	194,988

- (5) Approval of an amendment of the Company's 1993 Employee Stock Purchase Plan to increase the aggregate number of shares of the Company's Common Stock authorized and reserved for issuance under the 1993 Employee Stock Purchase Plan by 1,800,000 shares plus annual increases of up to 300,000 shares in each of the five years commencing in 2008 so long as such increases consist of shares repurchased in the open market:

For	Against	Abstain
55,217,394	12,184,097	167,192

ITEM 6. EXHIBITS

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- 3.1 Amended and Restated Certificate of Incorporation of Wind River Systems, Inc. (incorporated by reference to Exhibit 3.1(a)-(d) of the registrant's Report on Form 10-Q filed on December 15, 2000).
- 3.2 Certificate of Designation of Series A Junior Participating Preferred Stock (incorporated by reference to Exhibit 4.1 of the registrant's Report on Form 8-K filed November 4, 1999).
- 3.3 Amended and Restated Bylaws of Wind River Systems, Inc. (incorporated by reference to Exhibit 3.3 of the registrant's Report on Form 10-K filed on May 1, 2007).
- 4.1 Amended and Restated Stockholder Rights Plan dated as of September 29, 2006 between Wind River Systems, Inc. and American Stock Transfer and Trust Company, as rights agent, and form of Rights Certificate thereunder (incorporated by reference to Exhibit 4.1 to the registrant's Report on Form 8-K filed on October 3, 2006).
- 31.1 Certification of Chief Executive Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Chief Financial Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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SIGNATURE

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.

WIND RIVER SYSTEMS, INC.

Dated: September 10, 2007

By: /s/ IAN R. HALIFAX
Ian R. Halifax
*Senior Vice President of Finance and
Administration, Chief Financial Officer and Secretary
(Duly Authorized Officer and Principal Financial Officer)*