AeroVironment Inc
Form 10-Q
March 07, 2012
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

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

For the quarterly period ended January 28, 2012

OR

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

For the transition period from to

Commission File Number: 001-33261

AEROVIRONMENT, INC.

(Exact name of registrant as specified in its charter)

Delaware	**95-2705790**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
181 W. Huntington Drive, Suite 202	
Monrovia, California	**91016**
(Address of principal executive offices)	(Zip Code)

(626) 357-9983

(Registrant s telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

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 x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No o

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

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

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

As of February 24, 2012, the number of shares outstanding of the registrant s common stock, $0.0001 par value, was 22,133,478.

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AeroVironment, Inc.

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

AeroVironment, Inc.

Consolidated Balance Sheets

(In thousands except share and per share data)

	January 28, 2012 (Unaudited)		April 30, 2011	
Assets				
Current assets:				
Cash and cash equivalents	$	65,865	$	62,041
Short-term investments		88,572		126,839
Accounts receivable, net of allowance for doubtful accounts of $984 at January 28, 2012 and $639 at April 30, 2011		24,213		44,376
Unbilled receivables and retentions		24,507		21,966
Inventories, net		48,447		38,137
Deferred income taxes		2,810		2,300
Prepaid expenses and other current assets		2,793		2,372
Total current assets		257,207		298,031
Long-term investments		36,497		6,275
Property and equipment, net		20,936		17,498
Deferred income taxes		9,704		9,762
Other assets		201		181
Total assets	$	324,545	$	331,747
Liabilities and Stockholders Equity				
Current liabilities:				
Accounts payable	$	13,375	$	31,134
Wages and related accruals		13,726		15,458
Income taxes payable		1,927		7,404
Other current liabilities		9,114		7,384
Liability for uncertain tax positions		724		724
Total current liabilities		38,866		62,104
Wages and other accruals		1,124		762
Deferred rent		1,081		1,275
Liability for uncertain tax positions		3,656		4,138
Commitments and contingencies				
Stockholders equity:				
Preferred stock, $0.0001 par value:				
Authorized shares 10,000,000				
None issued or outstanding				
Common stock, $0.0001 par value:				
Authorized shares 100,000,000				
Issued and outstanding shares 22,146,714 at January 28, 2012 and 21,949,884 at April 30, 2011		2		2

Additional paid-in capital		123,371		119,765
Accumulated other comprehensive loss		(697)		(784)
Retained earnings		157,142		144,485
Total stockholders equity		279,818		263,468
Total liabilities and stockholders equity	$	324,545	$	331,747

See accompanying notes to consolidated financial statements (unaudited).

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AeroVironment, Inc.

Consolidated Statements of Income (Unaudited)

(In thousands except share and per share data)

	Three Months Ended		Nine Months Ended	
	January 28, 2012	January 29, 2011	January 28, 2012	January 29, 2011
Revenue:				
Product sales	$ 36,645	$ 45,996	$ 113,802	$ 90,710
Contract services	35,319	38,438	100,531	95,733
	71,964	84,434	214,333	186,443
Cost of sales:				
Product sales	23,587	25,869	69,958	55,201
Contract services	20,944	24,436	64,597	63,302
	44,531	50,305	134,555	118,503
Gross margin	27,433	34,129	79,778	67,940
Selling, general and administrative	12,866	10,578	38,806	34,634
Research and development	7,238	7,872	23,640	24,533
Income from operations	7,329	15,679	17,332	8,773
Other income:				
Interest income	129	49	313	215
Income before income taxes	7,458	15,728	17,645	8,988
Provision for income taxes	1,714	4,274	4,988	715
Net income	$ 5,744	$ 11,454	$ 12,657	$ 8,273
Earnings per share data:				
Basic	$ 0.26	$ 0.53	$ 0.58	$ 0.38
Diluted	$ 0.26	$ 0.52	$ 0.57	$ 0.38
Weighted average shares outstanding:				
Basic	21,797,802	21,594,032	21,761,927	21,568,541
Diluted	22,317,015	22,096,989	22,269,675	22,046,479

See accompanying notes to consolidated financial statements (unaudited).

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AeroVironment, Inc.

Consolidated Statements of Cash Flows (Unaudited)

(In thousands)

	Nine Months Ended January 28, 2012	Nine Months Ended January 29, 2011
Operating activities		
Net income	$ 12,657	$ 8,273
Adjustments to reconcile net income to cash provided by operating activities:		
Depreciation and amortization	6,418	8,105
Provision for doubtful accounts	354	59
Deferred income taxes	(510)	125
Stock-based compensation	2,319	1,672
Tax benefit from exercise of stock options	664	493
Excess tax benefit from stock-based compensation	(115)	
Gain on sale of property and equipment	(13)	(54)
Changes in operating assets and liabilities:		
Accounts receivable	19,809	(5,866)
Unbilled receivables and retentions	(2,541)	(859)
Inventories	(10,310)	(7,952)
Other assets	(441)	(1,198)
Accounts payable	(17,759)	2,962
Other liabilities	(5,678)	(2,739)
Net cash provided by operating activities	4,854	3,021
Investing activities		
Acquisitions of property and equipment	(9,856)	(6,207)
Proceeds from the sale of property and equipment	13	108
Net sales of held-to-maturity investments	7,965	12,986
Net sales of available-for-sale investments	225	200
Net cash (used in) provided by investing activities	(1,653)	7,087
Financing activities		
Excess tax benefit from stock-based compensation	115	
Exercise of stock options	508	326
Net cash provided by financing activities	623	326
Net increase in cash and cash equivalents	3,824	10,434
Cash and cash equivalents at beginning of period	62,041	28,665
Cash and cash equivalents at end of period	$ 65,865	$ 39,099
Supplemental disclosure:		
Unrealized gain (loss) on long-term investments recorded in other comprehensive income, net of deferred taxes of $59 and $43, respectively	$ 87	$ (65)

See accompanying notes to consolidated financial statements (unaudited).

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AeroVironment, Inc.

Notes to Consolidated Financial Statements (Unaudited)

1. Organization and Significant Accounting Policies

Organization

AeroVironment, Inc., a Delaware corporation (the Company), is engaged in the design, development, production, operation and support of unmanned aircraft systems and efficient energy systems for various industries and governmental agencies.

Basis of Presentation

The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with the instructions of Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. In the opinion of management, all adjustments, consisting only of normal recurring adjustments necessary for a fair presentation with respect to the interim financial statements have been included. The results of operations for the three and nine months ended January 28, 2012 are not necessarily indicative of the results for the full year ending April 30, 2012. For further information, refer to the consolidated financial statements and footnotes thereto for the year ended April 30, 2011, included in AeroVironment, Inc. s Annual Report on Form 10-K.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions, including estimates of anticipated contract costs and revenue utilized in the revenue recognition process, that affect the reported amounts in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates.

The Company s consolidated financial statements include the assets, liabilities and operating results of wholly-owned subsidiaries. All significant intercompany accounts and transactions have been eliminated.

Segments

The Company s products are sold and divided among two reportable segments to reflect the Company s strategic goals. Operating segments are defined as components of an enterprise from which separate financial information is available that is evaluated regularly by the Chief Operating Decision Maker (CODM) in deciding how to allocate resources and in assessing performance. The Company s CODM is the Chief Executive

Officer, who reviews the revenue and gross margin results for each of these segments in order to make resource allocation decisions, including the focus of research and development (R&D) activities and assessing performance. The Company s reportable segments are business units that offer different products and services and are managed separately.

Investments

The Company s investments are accounted for as held-to-maturity and available-for-sale and reported at amortized cost and fair value, respectively.

Fair Values of Financial Instruments

Fair values of cash and cash equivalents, accounts receivable, unbilled receivables, retentions and accounts payable approximate cost due to the short period of time to maturity.

Government Contracts

Payments to the Company on government cost reimbursable contracts are based on provisional, or estimated indirect rates, which are subject to an annual audit by the Defense Contract Audit Agency (DCAA). The cost audits result in the negotiation and determination of the final indirect cost rates that the Company may use for the period(s) audited. The final rates, if different from the provisional billing rates, may create an additional receivable or liability for the Company.

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AeroVironment, Inc.

Notes to Consolidated Financial Statements (Unaudited)

For example, during the course of its audits, the DCAA may question the Company s incurred project costs, and if the DCAA believes the Company has accounted for such costs in a manner inconsistent with the requirements under Federal Acquisition Regulations, the DCAA auditor may recommend to the Company s administrative contracting officer to disallow such costs. The Company can provide no assurance that the DCAA or other government audits will not result in material disallowances for incurred costs in the future.

Earnings Per Share

Basic earnings per share is computed using the weighted-average number of common shares outstanding, excluding shares of unvested restricted stock. The dilutive effect of potential common shares outstanding is included in diluted earnings per share and excludes any anti-dilutive effects of options and shares of unvested restricted stock.

The reconciliation of diluted to basic shares is as follows:

	Three Months Ended		Nine Months Ended	
	January 28, 2012	January 29, 2011	January 28, 2012	January 29, 2011
Denominator for basic earnings per share:				
Weighted average common shares outstanding, excluding unvested restricted stock	21,797,802	21,594,032	21,761,927	21,568,541
Dilutive effect of employee stock options and unvested restricted stock	519,213	502,957	507,748	477,938
Denominator for diluted earnings per share	22,317,015	22,096,989	22,269,675	22,046,479

During the three and nine months ended January 28, 2012 and January 29, 2011, certain shares reserved for issuance upon exercise of stock options and shares of unvested restricted stock were not included in the computation of diluted earnings per share because their inclusion would have been anti-dilutive. The number of shares reserved for issuance upon exercise of stock options and shares of unvested restricted stock that met this anti-dilutive criterion was approximately 22,000 and 29,000 for the three and nine months ended January 28, 2012, respectively. The number of shares reserved for issuance upon exercise of stock options and shares of unvested restricted stock that met this anti-dilutive criterion was approximately 24,000 and 49,000 for the three and nine months ended January 29, 2011, respectively.

Recently Issued Accounting Standards

In June 2011, the Financial Accounting Standards Board (FASB) issued accounting guidance which requires companies to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. The new guidance eliminates the option to present the components of other comprehensive income as part of the statement of equity. The new guidance is effective for the Company s interim and annual reporting periods beginning on May 1, 2012 and will be applied retrospectively, with early adoption permitted. The Company does not expect the adoption of this new guidance to have a material impact on the Company s consolidated financial statements, other than the change in presentation described in the new guidance.

In May 2011, the FASB issued accounting guidance to provide a consistent definition of fair value and to ensure that the fair value measurement and disclosure requirements are similar between generally accepted accounting principles in the United States and International Financial Reporting Standards. The new guidance changes certain fair value measurement principles and enhances the disclosure requirements particularly for Level 3 fair value measurements. The new guidance is effective for the Company s interim and annual reporting periods beginning on May 1, 2012 and will be applied prospectively. The Company is currently evaluating the potential impact of this adoption on its consolidated financial statements.

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AeroVironment, Inc.

Notes to Consolidated Financial Statements (Unaudited)

2. Investments

Investments consist of the following (in thousands):

		January 28, 2012		April 30, 2011
Short-term investments:				
Held-to-maturity securities:				
U.S. government and municipal securities	$	88,572	$	126,839
Total short-term investments	$	88,572	$	126,839
Long-term investments:				
Held-to-maturity securities:				
U.S. government and municipal securities	$	30,301	$	
Available-for-sale securities:				
Auction rate securities		6,196		6,275
Total long-term investments	$	36,497	$	6,275

Held-To-Maturity Securities

At January 28, 2012, the balance of held-to-maturity securities consisted of state and local government municipal securities and U.S. Treasury bills.

The amortized cost, gross unrealized gains, gross unrealized losses, and estimated fair value of the held-to-maturity investments as of January 28, 2012, were as follows (in thousands):

		Amortized Cost		Gross Unrealized Gains		Gross Unrealized Losses		Fair Value
Municipal securities	$	69,996	$	37	$	(4)	$	70,029
U.S. Treasury bills		48,877		8		(1)		48,884
Total held-to-maturity investments	$	118,873	$	45	$	(5)	$	118,913

The amortized cost, gross unrealized gains, gross unrealized losses, and estimated fair value of the held-to-maturity investments as of April 30, 2011, were as follows (in thousands):

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. Treasury bills	$ 126,839	$ 38	$ (3)	$ 126,874
Total held-to-maturity investments	$ 126,839	$ 38	$ (3)	$ 126,874

The amortized cost and fair value of the Company s held-to-maturity securities by contractual maturity at January 28, 2012, were as follows (in thousands):

	Cost	Fair Value
Due within one year	$ 88,572	$ 88,581
Due after one year through five years	30,301	30,332
Total	$ 118,873	$ 118,913

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AeroVironment, Inc.

Notes to Consolidated Financial Statements (Unaudited)

Available-For-Sale Securities

As of January 28, 2012, the entire balance of available-for-sale securities consisted of four investment grade auction rate municipal bonds with maturities ranging from 8 to 23 years. These investments have characteristics similar to short-term investments, because at pre-determined intervals, generally ranging from 30 to 35 days, there is a new auction process at which the interest rates for these securities are reset to current interest rates. At the end of such period, the Company chooses to roll-over its holdings or redeem the investments for cash. A market maker facilitates the redemption of the securities and the underlying issuers are not required to redeem the investment within 365 days. Interest earned from these investments is recorded in interest income.

During the fourth quarter of the fiscal year ended April 30, 2008, the Company began experiencing failed auctions on some of its auction rate securities. A failed auction occurs when a buyer for the securities cannot be obtained and the market maker does not buy the security for its own account. The Company continues to earn interest on the investments that failed to settle at auction at the maximum contractual rate until the next auction occurs. In the event the Company needs to access funds invested in these auction rate securities, the Company may not be able to liquidate these securities at the fair value recorded on January 28, 2012, until a future auction of these securities is successful or a buyer is found outside of the auction process.

As a result of the failed auctions, the fair values of these securities are estimated utilizing a discounted cash flow analysis as of January 28, 2012. The analysis considers, among other items, the collateralization underlying the security investments, the creditworthiness of the counterparty, the timing of expected future cash flows, and the estimated date upon which the security is expected to have a successful auction.

Based on the Company s ability to access its cash and cash equivalents, expected operating cash flows, and other sources of cash, the Company does not anticipate the current lack of liquidity of these investments will affect its ability to operate the business in the ordinary course. The Company believes the current lack of liquidity of these investments is temporary and expects that the securities will be redeemed or refinanced at some point in the future. The Company will continue to monitor the value of its auction rate securities at each reporting period for a possible other-than-temporary impairment. The auction rate securities have been in an unrealized loss position for more than 12 months. The Company has the ability and the intent to hold these investments until a recovery of fair value, which may be at maturity, and as of January 28, 2012 it did not consider these investments to be other-than-temporarily impaired.

The amortized cost, gross unrealized gains, gross unrealized losses, and estimated fair value of the available-for-sale investments as of January 28, 2012, were as follows (in thousands):

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Auction rate securities	$ 7,350	$	$ (1,154)	$ 6,196

Total available-for-sale investments	$	7,350	$		$	(1,154)	$	6,196

The amortized cost, gross unrealized gains, gross unrealized losses, and estimated fair value of the available-for-sale investments as of April 30, 2011, were as follows (in thousands):

		Amortized Cost		Gross Unrealized Gains		Gross Unrealized Losses		Fair Value
Auction rate securities	$	7,575	$		$	(1,300)	$	6,275
Total available-for-sale investments	$	7,575	$		$	(1,300)	$	6,275

The amortized cost and fair value of the Company s auction rate securities by contractual maturity at January 28, 2012, were as follows (in thousands):

		Cost		Fair Value
Due after five through 10 years	$	1,825	$	1,682
Due after 10 years		5,525		4,514
Total	$	7,350	$	6,196

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AeroVironment, Inc.

Notes to Consolidated Financial Statements (Unaudited)

3. Inventories, net

Inventories consist of the following (in thousands):

	January 28, 2012	April 30, 2011
Raw materials	$ 11,893	$ 13,737
Work in process	14,551	7,994
Finished goods	24,606	17,647
Inventories, gross	51,050	39,378
Reserve for inventory obsolescence	(2,603)	(1,241)
Inventories, net	$ 48,447	$ 38,137

4. Fair Value Measurements

Fair value is the price that would be received to sell an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The fair value hierarchy contains three levels as follows:

- Level 1 Inputs to the valuation based upon quoted prices (unadjusted) for identical assets or liabilities in active markets that are accessible as of the measurement date.

- Level 2 Inputs to the valuation include quoted prices in either markets that are not active, or in active markets for similar assets or liabilities, inputs other than quoted prices that are observable, and inputs that are derived principally from or corroborated by observable market data.

- Level 3 Inputs to the valuation that are unobservable inputs for the asset or liability.

The Company s financial assets measured at fair value on a recurring basis at January 28, 2012, were as follows (in thousands):

Description	Fair Value Measurement Using Quoted prices in active markets for identical assets (Level 1)		Significant other observable inputs (Level 2)		Significant unobservable inputs (Level 3)		Total	
Auction rate securities	$		$		$	6,196	$	6,196
Total	$		$		$	6,196	$	6,196

Due to the auction failures of the Company s auction rate securities that began in the fourth quarter of fiscal 2008, there are still no quoted prices in active markets for identical assets as of January 28, 2012. Therefore, the Company has classified its auction rate securities as Level 3 financial assets. The following table provides a reconciliation between the beginning and ending balances of items measured at fair value on a recurring basis in the table above that used significant unobservable inputs (Level 3) (in thousands):

Description	Fair Value Measurements Using Significant Unobservable Inputs (Level 3) Auction Rate Securities	
Balance at April 30, 2011	$	6,275
Transfers to Level 3		
Total gains (losses) (realized or unrealized)		
Included in earnings		
Included in other comprehensive income		146
Settlements		(225)
Balance at January 28, 2012	$	6,196
The amount of total gains or (losses) for the period included in earnings (or change in net assets) attributable to the change in unrealized gains or losses relating to assets still held at January 28, 2012	$	

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AeroVironment, Inc.

Notes to Consolidated Financial Statements (Unaudited)

The auction rate securities are valued using a discounted cash flow model. The analysis considers, among other items, the collateralization underlying the security investments, the creditworthiness of the counterparty, the timing of expected future cash flows, and the estimated date upon which the security is expected to have a successful auction.

Based on the Company s ability to access its cash and cash equivalents, expected operating cash flows, and other sources of cash, the Company does not anticipate the current lack of liquidity on these investments will affect its ability to operate the business in the ordinary course. The Company believes the current lack of liquidity of these investments is temporary and expects that the securities will be redeemed or refinanced at some point in the future, allowing the Company to recover the original cost of $7.4 million. The Company will continue to monitor the value of its auction rate securities at each reporting period for a possible other-than-temporary impairment.

5. Other Comprehensive Income

The components of comprehensive income are as follows (in thousands):

	Three Months Ended		Nine Months Ended	
	January 28, 2012	**January 29, 2011**	**January 28, 2012**	**January 29, 2011**
Net income	$ 5,744	$ 11,454	$ 12,657	$ 8,273
Other comprehensive income (loss), net of tax:				
Unrealized gain (loss) on long-term investments	44	(50)	87	(65)
Comprehensive income	$ 5,788	$ 11,404	$ 12,744	$ 8,208

6. Warranty Reserves

The Company accrues an estimate of its exposure to warranty claims based upon both current and historical product sales data and warranty costs incurred. The warranty reserve is included in other current liabilities. The related expense is included in cost of sales. Warranty reserve activity is summarized as follows for the three and nine months ended January 28, 2012 and January 29, 2011 (in thousands):

	Three Months Ended		Nine Months Ended	
	January 28, 2012	**January 29, 2011**	**January 28, 2012**	**January 29, 2011**
Beginning balance	$ 1,344	$ 834	$ 1,127	$ 804
Warranty expense	785	425	2,037	966
Warranty costs incurred	(482)	(222)	(1,517)	(733)

Ending balance	$ 1,647	$ 1,037	$ 1,647	$ 1,037

7. Customer-Funded Research & Development

Customer-funded R&D costs are incurred pursuant to contracts (revenue arrangements) to perform R&D activities according to customer specifications. These costs are direct contract costs and are expensed to cost of sales when the corresponding revenue is recognized, which is generally as the R&D services are performed. Revenue from customer-funded R&D was approximately $5.9 million and $15.1 million for the three and nine months ended January 28, 2012, respectively. Revenue from customer-funded R&D was approximately $8.7 million and $30.3 million for the three and nine months ended January 29, 2011, respectively.

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AeroVironment, Inc.

Notes to Consolidated Financial Statements (Unaudited)

8. Income Taxes

For the three and nine months ended January 28, 2012, the Company recorded a provision for income taxes of $1.7 million and $5.0 million, respectively, yielding an effective tax rate of 23.0% and 28.3%, respectively. The variance from statutory rates for the three and nine months ended January 28, 2012 was primarily due to research and development tax credits. For the three and nine months ended January 29, 2011, the Company recorded a provision for income taxes of $4.3 million and $0.7 million, respectively, yielding an effective tax rate of 27.2% and 8.0%, respectively. The variance from statutory rates for the three and nine months ended January 29, 2011 was primarily due to research and development tax credits.

9. Segment Data

The Company s product segments are as follows:

- Unmanned Aircraft Systems (UAS) The UAS segment focuses primarily on the design, development, production, operation and support of innovative UAS that provide situational awareness and other mission effects to increase the security and operational effectiveness of the Company s customers.

- Efficient Energy Systems (EES) The EES segment focuses primarily on the design, development, production and support of innovative efficient electric energy systems that address the growing demand for electric transportation solutions.

The accounting policies of the segments are the same as those described in Note 1, Organization and Significant Accounting Policies. The operating segments do not make sales to each other. Depreciation and amortization related to the manufacturing of goods is included in gross margin for the segments. The Company does not discretely allocate assets to its operating segments, nor does the CODM evaluate operating segments using discrete asset information. Consequently, the Company operates its financial systems as a single segment for accounting and control purposes, maintains a single indirect rate structure across all segments, has no inter-segment sales or corporate elimination transactions, and maintains limited financial statement information by segment.

The segment results are as follows (in thousands):

	Three Months Ended	Nine Months Ended

	January 28, 2012	January 29, 2011	January 28, 2012	January 29, 2011
Revenue:				
UAS	$ 57,247	$ 71,733	$ 176,383	$ 158,796
EES	14,717	12,701	37,950	27,647
Total	71,964	84,434	214,333	186,443
Gross margin:				
UAS	23,151	29,003	70,580	56,807
EES	4,282	5,126	9,198	11,133
Total	27,433	34,129	79,778	67,940
Selling, general and administrative	12,866	10,578	38,806	34,634
Research and development	7,238	7,872	23,640	24,533
Income from operations	7,329	15,679	17,332	8,773
Interest income	129	49	313	215
Income before income taxes	$ 7,458	$ 15,728	$ 17,645	$ 8,988

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

This section and other parts of this Quarterly Report on Form 10-Q contain forward-looking statements that involve risks and uncertainties. In some cases, forward-looking statements can be identified by words such as anticipates, believes, could, estimates, expects, intends, may potential, predicts, projects, should, will, would or similar expressions. Such forward-looking statements are based on current expectation estimates and projections about our industry, our management s beliefs and assumptions made by our management. Forward-looking statements are not guarantees of future performance and our actual results may differ significantly from the results discussed in the forward-looking statements. Factors that might cause such differences include, but are not limited to, those discussed in Part II, Item 1A, Risk Factors.

Unless required by law, we expressly disclaim any obligation to update publicly any forward-looking statements, whether as result of new information, future events or otherwise.

Critical Accounting Policies and Estimates

Management s Discussion and Analysis of Financial Condition and Results of Operations discusses our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. When we prepare these consolidated financial statements, we are required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Some of our accounting policies require that we make subjective judgments, including estimates that involve matters that are inherently uncertain. Our most critical estimates include those related to revenue recognition, inventories and reserves for excess and obsolescence, long-term investments, self-insured liabilities, accounting for stock-based awards, and income taxes. We base our estimates and judgments on historical experience and on various other factors that we believe to be reasonable under the circumstances, the results of which form the basis for our judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Our actual results may differ from these estimates under different assumptions or conditions.

There have been no material changes made to the critical accounting estimates during the periods presented in the consolidated financial statements from those disclosed in the Form 10-K for the fiscal year ended April 30, 2011.

Fiscal Periods

Due to our fixed year end date of April 30, our first and fourth quarters each consist of approximately 13 weeks. The second and third quarters each consist of exactly 13 weeks. Our first three quarters end on a Saturday. Our 2012 fiscal year ends on April 30, 2012 and our fiscal quarters end on July 30, 2011, October 29, 2011 and January 28, 2012.

Results of Operations

Our operating segments are Unmanned Aircraft Systems, or UAS, and Efficient Energy Systems, or EES. The accounting policies for each of these segments are the same. In addition, a significant portion of our research and development, or R&D, selling, general and administrative, or SG&A, and general overhead resources are shared across our segments.

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The following table sets forth our revenue and gross margin generated by each operating segment for the periods indicated (in thousands):

Three Months Ended January 28, 2012 Compared to Three Months Ended January 29, 2011

	Three Months Ended January 28, 2012	Three Months Ended January 29, 2011
Revenue:		
UAS	$ 57,247	$ 71,733
EES	14,717	12,701
Total	71,964	84,434
Gross margin:		
UAS	23,151	29,003
EES	4,282	5,126
Total	27,433	34,129
Selling, general and administrative	12,866	10,578
Research and development	7,238	7,872
Income from operations	7,329	15,679
Interest income	129	49
Income before income taxes	$ 7,458	$ 15,728

Revenue. Revenue for the three months ended January 28, 2012 was $72.0 million, as compared to $84.4 million for the three months ended January 29, 2011, representing a decrease of $12.4 million, or 15%. UAS revenue decreased by $14.5 million, or 20%, to $57.2 million for the three months ended January 28, 2012, primarily due to decreases in UAS product deliveries of $10.8 million, customer-funded R&D work of $2.3 million, and service revenue of $1.4 million. The decrease in UAS product deliveries and service revenue was primarily due to decreased deliveries of small unmanned aircraft systems and related support services. The decrease in customer-funded R&D work was primarily due to the pending completion of the Global Observer contract. EES revenue increased by $2.0 million, or 16%, to $14.7 million for the three months ended January 28, 2012. The increase in EES revenue was primarily due to increased deliveries of electric vehicle charging docks and industrial fast charging systems.

Cost of Sales. Cost of sales for the three months ended January 28, 2012 was $44.5 million, as compared to $50.3 million for the three months ended January 29, 2011, representing a decrease of $5.8 million, or 11%. As a percentage of revenue, cost of sales increased from 60% to 62%. UAS cost of sales decreased $8.6 million, or 20%, to $34.1 million for the three months ended January 28, 2012, primarily due to lower sales volume. As a percentage of revenue, cost of sales for UAS remained at 60%. EES cost of sales increased $2.9 million, or 38%, to $10.4 million for the three months ended January 28, 2012. As a percentage of revenue, cost of sales for EES increased from 60% to 71%, primarily due to an increase in sales of new products in low-rate production and with an associated higher cost of sales, and higher manufacturing and engineering overhead support costs.

Gross Margin. Gross margin for the three months ended January 28, 2012 was $27.4 million, as compared to $34.1 million for the three months ended January 29, 2011, representing a decrease of $6.7 million, or 20%. UAS gross margin decreased $5.9 million, or 20%, to $23.2 million for the three months ended January 28, 2012 primarily due to lower sales volume. As a percentage of revenue, gross margin for UAS remained at 40%. EES gross margin decreased $0.8 million, or 16%, to $4.3 million for the three months ended January 28, 2012. As a percentage of revenue, EES gross margin decreased from 40% to 29%, primarily due to an increase in sales of new products in low-rate production and with an associated higher cost of sales, and higher manufacturing and engineering support overhead costs.

***Selling, General and Administrative*.** SG&A expense for the three months ended January 28, 2012 was $12.9 million, or 18% of revenue, compared to SG&A expense of $10.6 million, or 13% of revenue, for the three months ended January 29, 2011. The increase was primarily due to higher bid and proposal activity and administrative infrastructure costs.

Research and Development. R&D expense for the three months ended January 28, 2012 was $7.2 million, or 10% of revenue, compared to R&D expense of $7.9 million, or 9% of revenue, for the three months ended January 29, 2011.

Interest Income. Interest income for the three months ended January 28, 2012 and January 29, 2011 remained at $0.1 million.

Income Tax Expense. Our effective income tax rate was 23.0% for the three months ended January 28, 2012, as compared to 27.2% for the three months ended January 29, 2011. The decrease was primarily due to lower taxable income.

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Nine Months Ended January 28, 2012 Compared to Nine Months Ended January 29, 2011

	Nine Months Ended	
	January 28, 2012	January 29, 2011
Revenue:		
UAS	$ 176,383	$ 158,796
EES	37,950	27,647
Total	214,333	186,443
Gross margin:		
UAS	70,580	56,807
EES	9,198	11,133
Total	79,778	67,940
Selling, general and administrative	38,806	34,634
Research and development	23,640	24,533
Income from operations	17,332	8,773
Interest income	313	215
Income before income taxes	$ 17,645	$ 8,988

Revenue. Revenue for the nine months ended January 28, 2012 was $214.3 million, as compared to $186.4 million for the nine months ended January 29, 2011, representing an increase of $27.9 million, or 15%. UAS revenue increased $17.6 million, or 11%, to $176.4 million for the nine months ended January 28, 2012, primarily due to increased UAS product deliveries of $14.2 million and service revenue of $17.7 million, partially offset by lower customer-funded R&D work of $14.3 million. The increase in UAS product deliveries and service revenue was primarily due to increased deliveries of Puma AE systems and support services relating to our small unmanned aircraft systems. The decrease in UAS customer-funded R&D revenue was primarily due to the pending completion of the Global Observer contract. EES revenue increased by $10.3 million, or 37%, to $38.0 million for the nine months ended January 28, 2012. The increase in EES revenue was primarily due to increased deliveries of electric vehicle charging docks and electric vehicle test systems.

Cost of Sales. Cost of sales for the nine months ended January 28, 2012 was $134.6 million, as compared to $118.5 million for the nine months ended January 29, 2011, representing an increase of $16.1 million, or 14%. As a percentage of revenue, cost of sales decreased from 64% to 63%. UAS cost of sales increased $3.8 million, or 4%, to $105.8 million for the nine months ended January 28, 2012, primarily due to higher sales volume. As a percentage of revenue, cost of sales for UAS decreased from 64% to 60%, primarily due to a higher amount of fixed-price contract revenue compared to cost-reimbursable contract revenue. EES cost of sales increased $12.2 million, or 74%, to $28.8 million for the nine months ended January 28, 2012, primarily due to increased sales volume. As a percentage of revenue, cost of sales for EES increased from 60% to 76%, primarily due to an increase in sales of new products in low-rate production and with an associated higher cost of sales, and higher manufacturing and engineering overhead support costs.

Gross Margin. Gross margin for the nine months ended January 28, 2012 was $79.8 million, as compared to $67.9 million for the nine months ended January 29, 2011, representing an increase of $11.8 million, or 17%. UAS gross margin increased $13.8 million, or 24%, to $70.6 million for the nine months ended January 28, 2012. As a percentage of revenue, gross margin for UAS increased from 36% to 40%, primarily due to a higher amount of fixed-price contract revenue compared to cost-reimbursable contract revenue. EES gross margin decreased $1.9 million, or 17%, to $9.2 million for the nine months ended January 28, 2012. As a percentage of revenue, EES gross margin decreased from 40% to 24%, due to higher program costs on development contracts, an increase in sales of new products in low-rate production and with an associated higher cost of sales, and higher manufacturing and engineering overhead support costs.

***Selling, General and Administrative*.** SG&A expense for the nine months ended January 28, 2012 was $38.8 million, or 18% of revenue, compared to SG&A expense of $34.6 million, or 19% of revenue, for the nine months ended January 29, 2011. SG&A expense increased $4.2 million primarily due to higher marketing, business development, and administrative infrastructure costs.

Research and Development. R&D expense for the nine months ended January 28, 2012 was $23.6 million, or 11% of revenue, compared to R&D expense of $24.5 million, or 13% of revenue, for the nine months ended January 29, 2011.

Interest Income. Interest income for the nine months ended January 28, 2012 was $0.3 million, compared to interest income of $0.2 million for the nine months ended January 29, 2011.

Income Tax Expense. Our effective income tax rate was 28.3% for the nine months ended January 28, 2012, as compared to 8.0% for the nine months ended January 29, 2011. The increase was primarily due to lower R&D tax credits.

Backlog. We define funded backlog as unfilled firm orders for products and services for which funding currently is appropriated to us under the contract by the customer. As of January 28, 2012 and April 30, 2011, our funded backlog was approximately $85.5 million and $82.9 million, respectively.

In addition to our funded backlog, we also had unfunded backlog of $121.5 million and $230.8 million as of January 28, 2012 and April 30, 2011, respectively. We define unfunded backlog as the total remaining potential order amounts under cost reimbursable and fixed price contracts with multiple one-year options, and indefinite delivery indefinite quantity, or IDIQ, contracts. Unfunded backlog does not obligate the U.S. government to purchase goods or services. There can be no assurance that unfunded backlog will result in any orders in any particular period, if at all. Management believes that unfunded backlog does not provide a reliable measure of future estimated revenue under our contracts.

Because of possible future changes in delivery schedules and/or cancellations of orders, backlog at any particular date is not necessarily representative of actual sales to be expected for any succeeding period, and actual sales for the year may not meet or exceed the backlog represented. Our backlog is typically subject to large variations from quarter to quarter as existing contracts expire or are renewed, or new contracts are awarded. A majority of our contracts, specifically our IDIQ contracts, do not currently obligate the U.S. government to purchase any goods or services. Additionally, all U.S. government contracts included in backlog, whether or not funded, may be terminated at the convenience of the U.S. government.

Liquidity and Capital Resources

We currently have no material cash commitments, except for normal recurring trade payables, accrued expenses and ongoing research and development costs, all of which we anticipate funding through our existing working capital and funds provided by operating activities. The majority of our purchase obligations are pursuant to funded contractual arrangements with our customers. In addition, we do not currently anticipate significant investment in property, plant and equipment, and we believe that our existing cash, cash equivalents, cash provided by operating activities and other financing sources will be sufficient to meet our anticipated working capital, capital expenditure and debt service requirements, if any, during the next twelve months. There can be no assurance, however, that our business will continue to generate cash flow at current levels. If we are unable to generate sufficient cash flow from operations, then we may be required to sell assets, reduce capital expenditures or obtain additional financing. The global credit situation has imposed high levels of volatility and disruption in the capital markets, severely diminished liquidity and credit availability, and increased counterparty risk. Nevertheless, we anticipate that existing sources of liquidity and cash flows from operations will be sufficient to satisfy our cash needs for the foreseeable future.

Our primary liquidity needs are for financing working capital, investing in capital expenditures, supporting product development efforts, introducing new products and enhancing existing products and services, and promoting market acceptance and adoption of our products and services. Our future capital requirements, to a certain extent, are also subject to general conditions in or affecting the defense and electric vehicle industries and are subject to general economic, political, financial, competitive, legislative and regulatory factors that are beyond our control. Moreover, to the extent that existing cash, cash equivalents, cash from operations, and cash from short-term borrowing are insufficient to fund our future activities, we may need to raise additional funds through public or private equity or debt financing. To the extent we require additional funding, we cannot be certain that such funding will be available to us on acceptable terms, or at all. Although we are currently not a party to any agreement or letter of intent with respect to potential investment in, or acquisitions of, businesses, services or technologies, we may enter into these types of arrangements in the future, which could also require us to seek additional equity or debt financing.

Recent global market and economic conditions have been unprecedented and challenging with tighter credit conditions and recession in most major economies. As a result of these market conditions, the cost and availability of credit has been and may continue to be adversely affected by illiquid credit markets and wider credit spreads. Concern about the stability of the markets generally and the strength of counterparties specifically has led many lenders and institutional investors to reduce, and in some cases, cease to provide credit to businesses and consumers. These factors have led to a decrease in spending by businesses and consumers alike, and a corresponding decrease in global infrastructure spending. Continued turbulence in the U.S. and international markets and economies and prolonged declines in business and consumer spending may adversely affect our liquidity and financial condition, and the liquidity and financial condition of our customers, including our ability to access the capital markets to meet liquidity needs. In addition, we maintain significant amounts of cash and cash equivalents at one or more financial institutions that are in excess of federally insured limits. Given the current instability of financial institutions, we cannot be assured that we will not experience losses on these deposits.

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Our working capital requirements vary by contract type. On cost-plus-fee programs, we typically bill our incurred costs and fees monthly as work progresses, and therefore working capital investment is minimal. On fixed-price contracts, we typically are paid as we deliver products, and working capital is needed to fund labor and expenses incurred during the lead time from contract award until contract deliveries begin.

Cash Flows

The following table provides our cash flow data for the nine months ended January 28, 2012 and January 29, 2011 (in thousands):

		Nine Months Ended		
		January 28, 2012		January 29, 2011
		(Unaudited)		
Net cash provided by operating activities	$	4,854	$	3,021
Net cash (used in) provided by investing activities	$	(1,653)	$	7,087
Net cash provided by financing activities	$	623	$	326

Cash Provided by Operating Activities. Net cash provided by operating activities for the nine months ended January 28, 2012 increased by $1.9 million to $4.9 million, compared to net cash provided by operating activities of $3.0 million for the nine months ended January 29, 2011. This increase in net cash provided by operating activities was primarily due to higher net income of $4.4 million, partially offset by lower depreciation of $1.7 million and higher working capital needs of $1.3 million.

Cash Used in Investing Activities. Net cash used in investing activities increased by $8.8 million to $1.7 million for the nine months ended January 28, 2012, compared to net cash provided by investing activities of $7.1 million for the nine months ended January 29, 2011. The increase in net cash used in investing activities was primarily due to lower net sales of investments of $5.0 million and higher acquisitions of property and equipment of $3.6 million.

Cash Provided by Financing Activities. Net cash provided by financing activities increased by $0.3 million to $0.6 million for the nine months ended January 28, 2012, compared to $0.3 million for the nine months ended January 29, 2011. During the nine months ended January 28, 2012, we received net proceeds from stock option exercises of $0.5 million.

Off-Balance Sheet Arrangements

During the third quarter, there were no material changes in our off-balance sheet arrangements or contractual obligations and commercial commitments from those disclosed in the Form 10-K for the fiscal year ended April 30, 2011.

Inflation

Our operations have not been, and we do not expect them to be, materially affected by inflation. Historically, we have been successful in adjusting prices to our customers to reflect changes in our material and labor costs.

New Accounting Standards

Please refer to Note 1 Organization and Significant Accounting Policies to our unaudited consolidated financial statements in Part I, Item 1 of this quarterly report for a discussion of new accounting pronouncements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

In the ordinary course of business, we are exposed to various market risk factors, including fluctuations in interest rates, changes in general economic conditions, domestic and foreign competition, and foreign currency exchange rates.

Interest Rate Risk

It is our policy not to enter into interest rate derivative financial instruments. We do not currently have any significant interest rate exposure.

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Foreign Currency Exchange Rate Risk

Since a significant part of our sales and expenses are denominated in U.S. dollars, we have not experienced significant foreign exchange gains or losses to date, and do not expect to incur significant foreign exchange gains or losses in the future. We occasionally engage in forward contracts in foreign currencies to limit our exposure on non-U.S. dollar transactions.

ITEM 4. CONTROLS AND PROCEDURES

Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC s rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure.

In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As required by Rule 13a-15(b) under the Exchange Act, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures.

Based on the foregoing, our Chief Executive Officer and Chief Financial Officer concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were effective and were operating at a reasonable assurance level.

Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting or in other factors identified in connection with the evaluation required by paragraph (d) of Exchange Act Rules 13a-15 or 15d-15 that occurred during the quarter ended January 28, 2012, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are not currently a party to any material legal proceedings. We are, however, subject to lawsuits from time to time in the ordinary course of business.

ITEM 1A. RISK FACTORS

There have been no material changes to the risk factors disclosed under Part I, Item 1A, Risk Factors, in our Annual Report on Form 10-K for the fiscal year ended April 30, 2011. Please refer to that section for disclosures regarding the risks and uncertainties related to our business.

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

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable.

ITEM 5. OTHER INFORMATION

None.

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ITEM 6. EXHIBITS

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

* Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Section 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under these sections.

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SIGNATURES

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

Date: March 6, 2012		AEROVIRONMENT, INC.
	By:	/s/ Timothy E. Conver Timothy E. Conver Chairman, Chief Executive Officer and President (Principal Executive Officer)
		/s/ Jikun Kim Jikun Kim Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)