

IROBOT CORP  
Form 10-Q  
May 07, 2010

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

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934  
FOR THE QUARTERLY PERIOD ENDED April 3, 2010  
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 000-51598  
iROBOT CORPORATION  
(Exact name of registrant as specified in its charter)**

**Delaware  
(State or other jurisdiction of  
incorporation or organization)**

**77-0259 335  
(I.R.S. Employer  
Identification No.)**

**8 Crosby Drive  
Bedford, MA 01730  
(Address of principal executive offices)  
(Zip code)  
(781) 430-3000  
(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 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  No

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. (Check one):

Large accelerated  
filer

Accelerated filer

Non-accelerated filer

Smaller reporting  
company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

The number of shares outstanding of the Registrant's Common Stock as of April 30, 2010 was 25,182,035.



**iROBOT CORPORATION**  
**FORM 10-Q**  
**THREE MONTHS ENDED APRIL 3, 2010**  
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**iROBOT CORPORATION**  
**Consolidated Balance Sheets**  
(in thousands)  
(unaudited)

	<b>April 3, 2010</b>	<b>January 2, 2010</b>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 62,857	\$ 71,856
Short term investments	22,492	4,959
Accounts receivable, net of allowance of \$90 at April 3, 2010 and January 2, 2010	26,079	35,171
Unbilled revenue	3,291	1,831
Inventory	29,868	32,406
Deferred tax assets	8,669	8,669
Other current assets	3,350	4,119
<b>Total current assets</b>	<b>156,606</b>	<b>159,011</b>
Property and equipment, net	20,525	20,230
Deferred tax assets	5,982	6,089
Other assets	14,131	14,254
<b>Total assets</b>	<b>\$ 197,244</b>	<b>\$ 199,584</b>
<b>LIABILITIES, REDEEMABLE CONVERTIBLE PREFERRED STOCK AND STOCKHOLDERS EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 29,491	\$ 30,559
Accrued expenses	14,343	14,384
Accrued compensation	6,303	13,525
Deferred revenue and customer advances	1,976	3,908
<b>Total current liabilities</b>	<b>52,113</b>	<b>62,376</b>
Long term liabilities	3,906	4,014
Commitments and contingencies (Note 6)		
Redeemable convertible preferred stock, 5,000 shares authorized and zero outstanding		
Common stock, \$0.01 par value, 100,000,000 shares authorized; and 25,151,817 and 25,091,619 issued and outstanding at April 3, 2010 and January 2, 2010, respectively	252	251
Additional paid-in capital	142,476	140,613
Deferred compensation	(18)	(64)
Accumulated deficit	(1,397)	(7,565)
Accumulated other comprehensive loss	(88)	(41)
<b>Total stockholders equity</b>	<b>141,225</b>	<b>133,194</b>
<b>Total liabilities, redeemable convertible preferred stock and stockholders equity</b>	<b>\$ 197,244</b>	<b>\$ 199,584</b>

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

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**iROBOT CORPORATION**  
**Consolidated Statements of Operations**  
**(in thousands, except per share amounts)**  
**(unaudited)**

	<b>Three Months Ended</b>	
	<b>April 3, 2010</b>	<b>March 28, 2009</b>
<b>Revenue:</b>		
Product revenue	\$ 86,111	\$ 49,691
Contract revenue	8,819	7,245
Total revenue	94,930	56,936
<b>Cost of revenue:</b>		
Cost of product revenue (1)	55,600	33,439
Cost of contract revenue (1)	6,613	7,291
Total cost of revenue	62,213	40,730
Gross margin	32,717	16,206
<b>Operating expenses:</b>		
Research and development (1)	4,499	3,578
Selling and marketing (1)	9,644	8,966
General and administrative (1)	8,476	7,130
Total operating expenses	22,619	19,674
Operating income (loss)	10,098	(3,468)
Other income (expense), net	29	(299)
Income (loss) before income taxes	10,127	(3,767)
Income tax expense (benefit)	3,959	(1,980)
Net income (loss)	\$ 6,168	\$ (1,787)
Net income (loss) per share		
Basic	\$ 0.25	\$ (0.07)
Diluted	\$ 0.24	\$ (0.07)
Number of shares used in calculations per share		
Basic	25,125	24,902
Diluted	26,067	24,902

(1) Total  
stock-based  
compensation  
recorded in the

three months  
ended April 3,  
2010 and  
March 28, 2009  
included in the  
above figures  
breaks down by  
expense  
classification as  
follows:

	<b>Three Months Ended</b>	
	<b>April</b>	<b>March 28,</b>
	<b>3,</b>	<b>2009</b>
	<b>2010</b>	<b>2009</b>
Cost of product revenue	\$ 332	\$ 213
Cost of contract revenue	126	163
Research and development	32	(3)
Selling and marketing	356	317
General and administrative	1,044	912

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

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**iROBOT CORPORATION**  
**Consolidated Statements of Cash Flows**  
(in thousands)  
(unaudited)

	<b>Three Months Ended</b>	
	<b>April 3, 2010</b>	<b>March 28, 2009</b>
<b>Cash flows from operating activities:</b>		
Net income (loss)	\$ 6,168	\$ (1,787)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	1,838	1,914
Loss on disposal of property and equipment	45	15
Stock-based compensation	1,890	1,602
Non-cash director deferred compensation	33	33
Changes in operating assets and liabilities (use) source		
Accounts receivable	9,092	12,738
Unbilled revenue	(1,460)	(1,119)
Inventory	2,538	3,818
Other assets	753	(1,162)
Accounts payable	(1,068)	(417)
Accrued expenses	(41)	(258)
Accrued compensation	(7,222)	(1,022)
Deferred revenue	(1,932)	86
Long term liabilities	(108)	(107)
Net cash provided by operating activities	10,526	14,334
<b>Cash flows from investing activities:</b>		
Additions of property and equipment	(2,039)	(776)
Purchases of investments	(17,580)	
Net cash used in investing activities	(19,619)	(776)
<b>Cash flows from financing activities:</b>		
Proceeds from stock option exercises	104	327
Income tax withholding payment associated with restricted stock vesting	(159)	
Tax benefit of excess stock-based compensation deductions	149	
Net cash provided by financing activities	94	327
Net increase (decrease) in cash and cash equivalents	(8,999)	13,885
Cash and cash equivalents, at beginning of period	71,856	40,852
Cash and cash equivalents, at end of period	\$ 62,857	\$ 54,737

**Supplemental disclosure of cash flow information:**

Cash paid for income taxes	2,473	435
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**Supplemental disclosure of noncash investing and financing activities:**

During the three months ended April 3, 2010 and March 28, 2009, the Company transferred \$532 and \$267, respectively, of inventory to fixed assets.

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

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**iROBOT CORPORATION**

Notes To Consolidated Financial Statements  
(unaudited)

**1. Description of Business**

iRobot Corporation ( iRobot or the Company ) develops robotics and artificial intelligence technologies and applies these technologies in producing and marketing robots. The majority of the Company s revenue is generated from product sales and government and industrial research and development contracts.

The Company is subject to risks common to companies in high-tech industries including, but not limited to, uncertainty of progress in developing technologies, new technological innovations, dependence on key personnel, protection of proprietary technology, compliance with government regulations, uncertainty of market acceptance of products, the need to obtain financing, if necessary, global economic conditions and associated impact on consumer spending, and changes in policies and spending priorities of the U.S. federal government and other government agencies.

**2. Summary of Significant Accounting Policies**

***Basis of Presentation***

The accompanying consolidated financial statements include those of iRobot and its subsidiaries, after elimination of all intercompany accounts and transactions. iRobot has prepared the accompanying consolidated financial statements in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial data as of April 3, 2010 and for the three months ended April 3, 2010 and March 28, 2009 has been prepared by the Company, 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, the Company believes that the disclosures are adequate to make the information presented not misleading. The year-end balance sheet data was derived from audited financial statements, but does not include all disclosures required by accounting principles generally accepted in the United States. These consolidated financial statements should be read in conjunction with the Company s audited consolidated financial statements and the notes thereto included in its Annual Report on Form 10-K for the fiscal year ended January 2, 2010, filed with the SEC on February 19, 2010.

In the opinion of management, all adjustments necessary to state fairly its statement of financial position as of April 3, 2010 and results of operations and cash flows for the periods ended April 3, 2010 and March 28, 2009 have been made. The results of operations and cash flows for any interim period are not necessarily indicative of the operating results and cash flows for the full fiscal year or any future periods.

***Use of Estimates***

The preparation of these financial statements in conformity with accounting principles generally accepted in the United States requires the Company to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and disclosure of contingent assets and liabilities. On an ongoing basis, management evaluates these estimates and judgments, including those related to revenue recognition, sales returns, bad debts, warranty claims, inventory reserves, valuation of investments, assumptions used in valuing stock-based compensation instruments and income taxes. The Company bases these estimates on historical and anticipated results, and trends and on various other assumptions that the Company believes are reasonable under the circumstances, including assumptions as to future events. These estimates form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. By their nature, estimates are subject to an inherent degree of uncertainty. Actual results may differ from the Company s estimates.

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Notes To Consolidated Financial Statements    Continued  
(unaudited)

***Fiscal Year-End***

The Company operates and reports using a 52-53 week fiscal year ending on the Saturday closest to December 31. Accordingly, the Company's fiscal quarters end on the Saturday that falls closest to the last day of the third month of each quarter.

***Revenue Recognition***

The Company derives its revenue from product sales, government research and development contracts, and commercial research and development contracts. The Company sells products directly to customers and indirectly through resellers and distributors. The Company recognizes revenue from sales of home robots under the terms of the customer agreement upon transfer of title and risk of loss to the customer, net of estimated returns, provided that collection is determined to be reasonably assured and no significant obligations remain. Sales to resellers are subject to agreements allowing for limited rights of return for defective products only, rebates and price protection. The Company has typically not taken product returns except for defective products. Accordingly, the Company reduces revenue for its estimates of liabilities for these rights at the time the related sale is recorded. The Company makes an estimate of sales returns for products sold by resellers directly based on historical returns experience and other relevant data. The Company's international distributor agreements do not currently allow for product returns and, as a result, no reserve for returns is established for this group of customers. The Company has aggregated and analyzed historical returns from resellers and end users which form the basis of its estimate of future sales returns by resellers or end users. When a right of return exists, the provision for these estimated returns is recorded as a reduction of revenue at the time that the related revenue is recorded. If actual returns differ significantly from its estimates, such differences could have a material impact on the Company's results of operations for the period in which the returns become known. The estimates for returns are adjusted periodically based upon historical rates of returns. The estimates and reserve for rebates and price protection are based on specific programs, expected usage and historical experience. Actual results could differ from these estimates.

Under cost-plus-fixed-fee type contracts, the Company recognizes revenue based on costs incurred plus a pro rata portion of the total fixed fee. Revenue on firm fixed price (FFP) contracts is recognized using the percentage-of-completion method. For government product FFP contracts revenue is recognized as the product is shipped or in accordance with the contract terms. Costs and estimated gross margins on contracts are recorded as revenue as work is performed based on the percentage that incurred costs compare to estimated total costs utilizing the most recent estimates of costs and funding. Changes in job performance, job conditions, and estimated profitability, including those arising from final contract settlements and government audit, may result in revisions to costs and income and are recognized in the period in which the revisions are determined. Since many contracts extend over a long period of time, revisions in cost and funding estimates during the progress of work have the effect of adjusting earnings applicable to past performance in the current period. When the current contract estimate indicates a loss, a provision is made for the total anticipated loss in the current period. Revenue earned in excess of billings, if any, is recorded as unbilled revenue. Billings in excess of revenue earned, if any, are recorded as deferred revenue.

***Accounting for Share-Based Payments***

The Company accounts for share-based payments to employees, including grants of employee stock options and awards in the form of restricted shares and restricted stock units by establishing the fair value of each option grant using the Black-Scholes option-pricing model and the fair value of awards based on stock price at the time of grant. The fair value of share-based payments is recorded by the Company as a charge against earnings. The Company recognizes share-based payment expense over the requisite service period of the underlying grants and awards. The Company's share-based payment awards are accounted for as equity instruments.

**Table of Contents****iROBOT CORPORATION**Notes To Consolidated Financial Statements Continued  
(unaudited)***Net Income (Loss) Per Share***

The following table presents the calculation of both basic and diluted net income (loss) per share:

	<b>Three Months Ended</b>	
	<b>April 3, 2010</b>	<b>March 28, 2009</b>
Net income (loss)	\$ 6,168	\$ (1,787)
Weighted average shares outstanding	25,125	24,902
Dilutive effect of employee stock options and restricted shares	942	
Diluted weighted average shares outstanding	26,067	24,902
Basic income (loss) per share	\$ 0.25	\$ (0.07)
Diluted income (loss) per share	\$ 0.24	\$ (0.07)

Potentially dilutive securities representing approximately 0.8 million and 3.2 million shares of common stock for the three month periods ended April 3, 2010 and March 28, 2009, respectively, were excluded from the computation of diluted earnings per share for these periods because their effect would have been antidilutive.

***Income Taxes***

Deferred taxes are determined based on the difference between the book and tax basis of assets and liabilities using enacted tax rates in effect in the years in which the differences are expected to reverse. Valuation allowances are provided if based upon the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized.

The Company continues to maintain a valuation allowance against state deferred tax assets due to less certainty of their realizability given the shorter expiration period associated with them and the generation of state tax credits in excess of the state tax liability. At April 3, 2010, the Company has total deferred tax assets of \$18.5 million and a valuation allowance of \$3.8 million resulting in a net deferred tax asset of \$14.7 million.

The Company recorded \$4.0 million of income tax expense and \$2.0 million of income tax benefit for the three months ended April 3, 2010 and March 28, 2009, respectively. The projected annual effective tax rates for income taxes were 39% and 52% at April 3, 2010 and March 28, 2009, respectively.

***Comprehensive Income***

Comprehensive income includes unrealized losses on certain investments. The differences between net income and comprehensive income were as follows:

	<b>Three Months Ended</b>	
	<b>April 3, 2010</b>	<b>March 28, 2009</b>
Net income, as reported	\$ 6,168	\$ (1,787)
Unrealized losses on investments	(47)	
Total comprehensive income (loss).	\$ 6,121	\$ (1,787)

***Fair Value Measurements***

The authoritative guidance for fair value establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include: Level 1, defined as observable inputs such as quoted prices in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly

observable; and Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

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(unaudited)

The Company's assets measured at fair value on a recurring basis at April 3, 2010, were as follows:

Description	Fair Value Measurements as of April 3, 2010		
	Level 1	Level 2	Level 3
(In thousands)			
Assets:			
Money Market Accounts	\$ 56,722	\$	\$
Investment in bonds		22,492	
Total assets measured at fair value	\$ 56,722	\$ 22,492	\$

The Company's assets measured at fair value on a recurring basis at January 2, 2010, were as follows:

Description	Fair Value Measurements as of January 2, 2010		
	Level 1	Level 2	Level 3
(In thousands)			
Assets:			
Money Market Accounts	\$ 20,077	\$	\$
Investment in bonds		4,959	
Total assets measured at fair value	\$ 20,077	\$ 4,959	\$

In each table above, the bond investments are valued based on observable market inputs as of the Company's reporting date and are included in Level 2 inputs. The bond investments are recorded at fair value and marked-to-market at the end of each reporting period and realized and unrealized gains and losses are included in comprehensive income (loss) for that period. The fair value of the Company's bond investments are included in short term investments in its consolidated balance sheet.

**Goodwill**

Goodwill is recorded as the difference, if any, between the aggregate consideration paid for an acquisition and the fair value of the net tangible and intangible assets acquired. The Company tests goodwill for impairment at the reporting unit level (operating segment or one level below an operating segment) annually or more frequently if the Company believes indicators of impairment exist. The performance of the test involves a two-step process. The first step of the impairment test involves comparing the fair values of the applicable reporting units with their aggregate carrying values, including goodwill. If the carrying amount of a reporting unit exceeds the reporting unit's fair value, the Company performs the second step of the goodwill impairment test to determine the amount of impairment loss. The second step of the goodwill impairment test involves comparing the implied fair value of the affected reporting unit's goodwill with the carrying value of that goodwill.

**Recent Accounting Pronouncements**

In June 2009, the Financial Accounting Standards Board (FASB) issued an amendment to the accounting and disclosure requirements for the consolidation of variable interest entities (VIEs). The elimination of the concept of a Qualifying Special Purpose Entity (QSPE), removes the exception from applying the consolidation guidance within this amendment. This amendment requires an enterprise to perform a qualitative analysis when determining whether or not it must consolidate a VIE and requires an enterprise to continuously reassess whether it must consolidate a VIE. Additionally, this amendment requires enhanced disclosures about an enterprise's involvement with VIEs and any significant change in risk exposure due to that involvement, as well as how its involvement with VIEs impacts the enterprise's financial statements. Finally, an enterprise will be required to disclose significant judgments and

assumptions used to determine whether or not to consolidate a VIE. This amendment is effective for financial statements issued for fiscal years beginning after November 15, 2009. The implementation of this amendment did not impact the Company's consolidated financial statements.

In January 2010, FASB updated the disclosure requirements for fair value measurements. The updated guidance requires companies to disclose separately the investments that transfer in and out of Levels 1 and 2 and the reasons for those transfers. Additionally, in the reconciliation for fair value measurements using significant unobservable inputs (Level 3), companies should present separately information about purchases, sales, issuances and settlements. The Company adopted the updated guidance at the

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(unaudited)

beginning of fiscal 2010, except for the disclosures about purchases, sales, issuances and settlements in the Level 3 reconciliation, which are effective for fiscal years beginning after December 15, 2010. The Company will adopt the remaining guidance at the beginning of fiscal 2011. The adoption of the required guidance did not have an impact on the Company's financial position, results of operations, or disclosures. The Company does not expect that the adoption of the remaining guidance will have an impact on its financial position, results of operations, or disclosures.

From time to time, new accounting pronouncements are issued by FASB that are adopted by the Company as of the specified effective date. Unless otherwise discussed, the Company believes that the impact of recently issued standards, which are not yet effective, will not have a material impact on the Company's consolidated financial statements upon adoption.

**3. Inventory**

Inventory consists of the following:

	<b>April 3, 2010</b>	<b>January 2, 2010</b>
	<b>(In thousands)</b>	
Raw materials	\$ 6,914	\$ 3,735
Work in process	10	687
Finished goods	22,944	27,984
	<b>\$ 29,868</b>	<b>\$ 32,406</b>

**4. Stock Option Plans**

The Company has options outstanding under three stock incentive plans: the 1994 Stock Option Plan (the 1994 Plan), the 2004 Stock Option and Incentive Plan (the 2004 Plan) and the 2005 Stock Option and Incentive Plan (the 2005 Plan) and together with the 1994 Plan and the 2004 Plan, the Plans). The 2005 Plan is the only one of the three plans under which new awards may currently be granted. Under the 2005 Plan, which became effective October 10, 2005, 1,583,682 shares were initially reserved for issuance in the form of incentive stock options, non-qualified stock options, stock appreciation rights, deferred stock awards and restricted stock awards. Additionally, the 2005 Plan provides that the number of shares reserved and available for issuance under the plan will automatically increase each January 1, beginning in 2007, by 4.5% of the outstanding number of shares of common stock on the immediately preceding December 31. Stock options returned to the Plans as a result of their expiration, cancellation or termination are automatically made available for issuance under the 2005 Plan. Eligibility for incentive stock options is limited to those individuals whose employment status would qualify them for the tax treatment associated with incentive stock options in accordance with the Internal Revenue Code of 1986, as amended. As of April 3, 2010, there were 2,320,139 shares available for future grant under the 2005 Plan.

Options granted under the Plans are subject to terms and conditions as determined by the compensation committee of the board of directors, including vesting periods. Options granted under the Plans are exercisable in full at any time subsequent to vesting, generally vest over periods from zero to five years, and expire seven or ten years from the date of grant or, if earlier, 60 or 90 days from employee termination. The exercise price of incentive stock options is equal to the closing price on the NASDAQ Global Market on the date of grant. The exercise price of nonstatutory options may be set at a price other than the fair market value of the common stock.

On April 2, 2010, in connection with the appointment of a new member to its board of directors, the Company granted a stock option exercisable for 40,000 shares of the Company's common stock. On April 2, 2010, in connection with his employment, the Company granted a senior vice president of product development a stock option exercisable for 80,000 shares of the Company's common stock and 20,000 restricted stock units. Additionally, on April 2, 2010, the Company granted to certain employees, including executive officers, an annual merit grant of stock options

totaling 520,750 shares of the Company's common stock and 185,650 restricted stock units. Each of the above stock options have a per share exercise price of \$14.52, the closing price of the Company's common stock on NASDAQ on April 2, 2010. The stock options will vest 25% on the first anniversary of the grant date and quarterly over the following three years, and the restricted stock units will vest 25% on each anniversary of the grant date.

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(unaudited)**5. Accrued Expenses**

Accrued expenses consist of the following:

	<b>April 3, 2010</b>	<b>January 2, 2010</b>
	<b>(In thousands)</b>	
Accrued warranty	\$ 6,840	\$ 6,105
Accrued direct fulfillment costs	698	1,836
Accrued rent	547	532
Accrued sales commissions	301	472
Accrued accounting fees	317	401
Accrued income taxes	3,193	2,177
Accrued other	2,447	2,861
	<b>\$ 14,343</b>	<b>\$ 14,384</b>

**6. Commitments and Contingencies*****Lease Obligations***

Rental expense under operating leases for the three months ended April 3, 2010 and March 28, 2009 amounted to \$0.9 million and \$1.0 million, respectively. Future minimum rental payments under operating leases were as follows as of April 3, 2010:

	<b>Operating Leases (In thousands)</b>
Remainder of 2010	\$ 2,030
2011	2,467
2012	2,254
2013	2,087
2014	2,087
Thereafter	11,133
Total minimum lease payments	<b>\$ 22,058</b>

***Sales Taxes***

The Company collects and remits sales tax in jurisdictions in which it has a physical presence or it believes nexus exists, which therefore obligates the Company to collect and remit sales tax. The Company is not currently aware of any asserted claims for sales tax liabilities for prior taxable periods.

The Company continually evaluates whether it has established a nexus in new jurisdictions with respect to sales tax. The Company has recorded a liability for potential exposure in several states where there is uncertainty about the point in time at which the Company established a sufficient business connection to create nexus. The Company continues to analyze possible sales tax exposure, but does not currently believe that any individual claim or aggregate claims that might arise will ultimately have a material effect on its consolidated results of operations, financial position or cash flows.

***Guarantees and Indemnification Obligations***

The Company enters into standard indemnification agreements in the ordinary course of business. Pursuant to these agreements, the Company indemnifies and agrees to reimburse the indemnified party for losses incurred by the indemnified party, generally the Company's customers, in connection with any patent, copyright, trade secret or other proprietary right infringement claim by any third party with respect to the Company's products. The term of these indemnification agreements is generally perpetual any time after execution of the agreement. The maximum potential amount of future payments the Company could be required to make under these indemnification agreements is unlimited. The Company has never incurred costs to defend lawsuits or settle claims related to these

**Table of Contents****iROBOT CORPORATION**Notes To Consolidated Financial Statements    Continued  
(unaudited)

indemnification agreements. As a result, the Company believes the estimated fair value of these agreements is minimal. Accordingly, the Company has no liabilities recorded for these agreements as of April 3, 2010 and January 2, 2010, respectively.

***Warranty***

The Company provides warranties on most products and has established a reserve for warranty based on identified or estimated warranty costs. The reserve is included as part of accrued expenses (Note 5) in the accompanying balance sheets.

Activity related to the warranty accrual was as follows:

	<b>Three Months Ended</b>	
	<b>April</b>	<b>March 28,</b>
	<b>3,</b>	<b>2009</b>
	<b>2010</b>	<b>2009</b>
	<b>(In thousands)</b>	
Balance at beginning of period	\$ 6,105	\$ 5,380
Provision	1,500	854
Warranty usage(1)	(765)	(1,250)
Balance at end of period	\$ 6,840	\$ 4,984

- (1) Warranty usage includes the expiration of product warranties unutilized.

**7. Industry Segment, Geographic Information and Significant Customers**

The Company operates in two reportable segments, the home robots division and government and industrial division. The nature of products and types of customers for the two segments vary significantly. As such, the segments are managed separately.

***Home Robots***

The Company's home robots division offers products to consumers through a network of retail businesses throughout the United States, to certain countries through international distributors and retailers, and through the Company's on-line store. The Company's home robots division includes mobile robots used in the maintenance of domestic households.

***Government and Industrial***

The Company's government and industrial division offers products through a small U.S. government-focused sales force, while products are sold to a limited number of countries, other than the United States, through international distribution. The Company's government and industrial robots are used by various U.S. and foreign governments, primarily for reconnaissance and bomb disposal missions.

**Table of Contents****iROBOT CORPORATION**Notes To Consolidated Financial Statements Continued  
(unaudited)

The table below presents segment information about revenue, cost of revenue, gross margin and loss before income taxes:

	<b>Three Months Ended</b>	
	<b>April 3, 2010</b>	<b>March 28, 2009</b>
<b>Revenue:</b>		
Home Robots	\$ 52,547	\$ 32,823
Government & Industrial	42,383	24,113
Total revenue	94,930	56,936
<b>Cost of revenue:</b>		
Home Robots	32,565	22,671
Government & Industrial	29,648	18,059
Total cost of revenue	62,213	40,730
<b>Gross margin:</b>		
Home Robots	19,982	10,152
Government & Industrial	12,735	6,054
Total gross margin	32,717	16,206
<b>Research and development</b>	4,499	3,578
<b>Selling and marketing</b>	9,644	8,966
<b>General and administrative</b>	8,476	7,130
<b>Other income (expense), net</b>	29	(299)
<b>Income (loss) before income taxes</b>	<b>\$ 10,127</b>	<b>\$ (3,767)</b>

*Geographic Information*

For the three months ended April 3, 2010 and March 28, 2009, sales to non-U.S. customers accounted for 44.0% and 35.7% of total revenue, respectively.

*Significant Customers*

For the three months ended April 3, 2010 and March 28, 2009, U.S. federal government orders, contracts and subcontracts accounted for 27.3% and 36.2% of total revenue, respectively.

**Table of Contents****iROBOT CORPORATION**

Notes To Consolidated Financial Statements Continued  
(unaudited)

**8. Goodwill and Other Intangible Assets**

The carrying amount of the goodwill at April 3, 2010 of \$7.9 million is from the acquisition of Nekton Research, LLC completed in September 2008. In October 2009, the Company completed its annual goodwill impairment test and did not identify any goodwill impairment.

Other intangible assets include the value assigned to completed technology, research contracts, and a trade name. The estimated useful lives for all of these intangible assets are two to ten years. The intangible assets are being amortized on a straight-line basis, which is consistent with the pattern that the economic benefits of the intangible assets are expected to be utilized.

Intangible assets at April 3, 2010 and January 2, 2010 consisted of the following:

	<b>April 3, 2010</b>			<b>January 2, 2010</b>		
	<b>Cost</b>	<b>Accumulated Amortization</b>	<b>Net</b>	<b>Cost</b>	<b>Accumulated Amortization</b>	<b>Net</b>
	<b>(In thousands)</b>					
Completed technology	\$ 3,700	\$ 589	\$ 3,111	\$ 3,700	\$ 496	\$ 3,204
Research contracts	100	76	24	100	64	36
Tradename	700	114	586	700	96	604
Total	\$ 4,500	\$ 779	\$ 3,721	\$ 4,500	\$ 656	\$ 3,844

Amortization expense related to acquired intangible assets was \$123,000 for both the three months ended April 3, 2010 and March 28, 2009. The estimated future amortization expense related to current intangible assets in the current fiscal year and each of the four succeeding fiscal years is expected to be as follows:

	<b>(In thousands)</b>
Remainder of 2010	\$ 357
2011	444
2012	444
2013	444
2014	444
Total	\$ 2,133

**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

*The following discussion of the financial condition and results of operations of iRobot Corporation should be read in conjunction with the consolidated financial statements and the related notes thereto included elsewhere in this Quarterly Report on Form 10-Q and the audited financial statements and notes thereto and Management's Discussion and Analysis of Financial Condition and Results of Operations included in our Annual Report on Form 10-K for the year ended January 2, 2010, which has been filed with the Securities and Exchange Commission (the SEC). 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, and are subject to the safe harbor created by those sections. In particular, statements contained in this Quarterly Report on Form 10-Q, and in the documents incorporated by reference into this Quarterly Report on Form 10-Q, that are not historical facts, including, but not limited to statements concerning new product sales, product development and offerings, Roomba, Scooba, Looj and Verro products, PackBot tactical military robots, the Small Unmanned Ground Vehicle, Seaglider, Negotiator, our home robot and government and industrial robots divisions, our competition, our strategy, our market position, market acceptance of our products, seasonal factors, revenue recognition, our profits, growth of our revenues, composition of our revenues, our cost of revenues, operating expenses, selling and marketing expenses, general and administrative expenses, research and development expenses, and compensation costs, our projected income tax rate, our credit facility and equipment facility, our valuations of investments, valuation and composition of our stock-based awards, and liquidity, constitute forward-looking statements and are made under these safe harbor provisions. Some of the forward-looking statements can be identified by the use of forward-looking terms such as believes, expects, may, will, should, could, seek, intends, plans, estimates, anticipates, or other comparable terms. Forward-looking statements involve inherent risks and uncertainties which could cause actual results to differ materially from those in the forward-looking statements, including those risks and uncertainties described in our Annual Report on Form 10-K for the year ended January 2, 2010, as well as elsewhere in this Quarterly Report. We urge you to consider the risks and uncertainties discussed in our Annual Report on Form 10-K and in Item 1A contained herein in evaluating our forward-looking statements. We have no plan to update our forward-looking statements to reflect events or circumstances after the date of this Quarterly Report on Form 10-Q. We caution readers not to place undue reliance upon any such forward-looking statements, which speak only as of the date made.*

**Overview**

iRobot designs and builds robots that make a difference. For over 20 years, we have developed proprietary technology incorporating advanced concepts in navigation, mobility, manipulation and artificial intelligence to build industry-leading robots. Our Roomba floor vacuuming robot and Scooba floor washing robot perform time-consuming domestic chores in the home, while our Looj gutter cleaning robot and Verro pool cleaning robot perform tasks outside the home. Our PackBot and Small Unmanned Ground Vehicle (SUGV) tactical ground military robots perform battlefield reconnaissance and bomb disposal. Our Negotiator ground robot performs multi-purpose tasks for local police and first responders. Our 1Ka Seaglider unmanned underwater robot performs long endurance oceanic missions. We sell our robots to consumers through a variety of distribution channels, including chain stores and other national retailers, and through our on-line store, and to the U.S. military and other government agencies worldwide. We maintain certifications for AS9100 and Capability Maturity Model Integration. These certifications enable us to service our military products and services.

As of April 3, 2010, we had 566 full-time employees. We have developed expertise in the disciplines necessary to build durable, high-performance and cost-effective robots through the close integration of software, electronics and hardware. Our core technologies serve as reusable building blocks that we adapt and expand to develop next generation and new products, reducing the time, cost and risk of product development. Our significant expertise in robot design and engineering, combined with our management team's experience in military and consumer markets, positions us to capitalize on the expected growth in the market for robots.

Although we have successfully launched consumer and government and industrial products, our continued success depends upon our ability to respond to a number of future challenges. We believe the most significant of these challenges include increasing competition in the markets for both our consumer and government and industrial

products, our ability to obtain U.S. federal government funding for research and development programs, and our ability to successfully develop and introduce products and product enhancements.

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

The preparation of financial statements in conformity with generally accepted accounting principles in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenue and expenses during the reporting periods. On an ongoing basis, we evaluate our estimates and judgments, in particular those related to revenue recognition (specifically sales returns and other allowances); valuation allowances; assumptions used in valuing stock-based compensation instruments; evaluating loss contingencies; and valuation allowances for deferred tax assets. Actual amounts could differ significantly from these estimates. Our management bases its estimates and judgments on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the amounts of revenue and expenses that are not readily apparent from other sources. Additional information about these critical accounting policies may be found in the Management's Discussion and Analysis of Financial Condition and Results of Operations section included in our Annual Report on Form 10-K for the fiscal year ended January 2, 2010.

**Overview of Results of Operations**

The following table sets forth our results of operations as a percentage of revenue for the three month periods ended April 3, 2010 and March 28, 2009:

	<b>Three Months Ended</b>	
	<b>April 3, 2010</b>	<b>March 28, 2009</b>
Revenue		
Product revenue	90.7%	87.3%
Contract revenue	9.3	12.7
<b>Total revenue</b>	<b>100.0</b>	<b>100.0</b>
Cost of revenue		
Cost of product revenue	58.5	58.7
Cost of contract revenue	7.0	12.8
<b>Total cost of revenue</b>	<b>65.5</b>	<b>71.5</b>
<b>Gross margin</b>	<b>34.5</b>	<b>28.5</b>
Operating expenses		
Research and development	4.7	6.3
Selling and marketing	10.2	15.8
General and administrative	8.9	12.5
<b>Total operating expenses</b>	<b>23.8</b>	<b>34.6</b>
<b>Operating income (loss)</b>	<b>10.7</b>	<b>(6.1)</b>
<b>Other income (expense), net</b>		<b>(0.5)</b>
<b>Income (loss) before income taxes</b>	<b>10.7</b>	<b>(6.6)</b>
<b>Income tax expense (benefit)</b>	<b>4.2</b>	<b>(3.5)</b>

Net income (loss)	6.5%	(3.1)%
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**Comparison of Three Months Ended April 3, 2010 and March 28, 2009***Revenue*

	<b>April 3, 2010</b>	<b>Three Months Ended March 28, 2009</b>	<b>Dollar Change</b>	<b>Percent Change</b>
Total revenue	\$ 94,930	\$ 56,936	\$ 37,994	66.7%

Total revenue for the three months ended April 3, 2010 increased to \$94.9 million, or 66.7%, compared to \$56.9 million for the three months ended March 28, 2009. Revenue increased approximately \$19.7 million, or 60.1%, in our home robots division and increased approximately \$18.3 million, or 75.8%, in our government and industrial division.

The \$19.7 million increase in revenue from our home robots division for the three months ended April 3, 2010 was driven by a 56.8% increase in units shipped and a 5.5% increase in net average selling price as compared to the three months ended March 28, 2009. Total home robots shipped in the three months ended April 3, 2010 were 287,000 units compared to 183,000 units in the three

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months ended March 28, 2009. The increase in home robot division revenue and units shipped was primarily attributable to increased international sales of our home robot products resulting from our increased efforts to expand our global presence. In the three months ended April 3, 2010, international home robot revenue increased \$19.0 million and domestic home robot revenue increased \$0.7 million as compared to the three months ended March 28, 2009. Home robot division revenue from international customers was 69% of total home robot division revenue in the three month period ending April 3, 2010 as compared to 53% in the three month period ending March 28, 2009.

The \$18.3 million increase in revenue from our government and industrial division was driven by a \$13.1 million increase in government and industrial robot revenue, a \$3.6 million increase in product life cycle revenue (spare parts and accessories), and a \$1.6 million increase in recurring contract development revenue generated under research and development contracts. The \$13.1 million increase in government and industrial robots revenue was due to a 77.3% increase in units shipped and a 15.8% increase in net average selling prices in the three month period ended April 3, 2010 as compared to the three month period ended March 28, 2009. This increase in average selling price was due to product mix primarily attributable to a significant number of SUGV 310 units shipped in the three month period ending April 3, 2010. The \$3.6 million increase in product life cycle revenue is the result of a higher installed base of our government and industrial robots. The \$1.6 million increase in recurring contract development revenue generated under research and development contracts was primarily attributable to an increase in funding of our SUGV program. Total government and industrial robots shipped in the three months ended April 3, 2010 were 266 units compared to 150 units in the three months ended March 28, 2009.

*Cost of Revenue*

	<b>April 3, 2010</b>	<b>Three Months Ended March 28, 2009</b>	<b>Dollar Change</b>	<b>Percent Change</b>
Total cost of revenue	\$ 62,213	\$ 40,730	\$ 21,483	52.7%
As a percentage of total revenue	65.5%	71.5%		

Total cost of revenue increased to \$62.2 million in the three months ended April 3, 2010, compared to \$40.7 million in the three months ended March 28, 2009. The increase is primarily due to higher costs associated with the 56.8% increase in home robot units shipped and the 77.3% increase in government and industrial units shipped.

*Gross Margin*

	<b>April 3, 2010</b>	<b>Three Months Ended March 28, 2009</b>	<b>Dollar Change</b>	<b>Percent Change</b>
Total gross margin	\$ 32,717	\$ 16,206	\$ 16,511	101.9%
As a percentage of total revenue	34.5%	28.5%		

Gross margin increased \$16.5 million, or 101.9%, to \$32.7 million (34.5% of revenue) in the three months ended April 3, 2010 from \$16.2 million (28.5% of revenue) in the three months ended March 28, 2009. The increase in gross margin as a percentage of revenue was the result of the home robots division gross margin increasing 7.1 percentage points and the government and industrial division gross margin increasing 4.9 percentage points. The 7.1 percentage point increase in the home robots division is attributable to price increases on certain international products, continued product cost reduction efforts, improved leverage of our overhead expense against higher revenue, and lower excess and obsolete expenses in the three month period ended April 3, 2010 as compared to the three month period ended March 28, 2009. The 4.9 percentage point increase in the government and industrial division is primarily attributable to leveraging our overhead expense against higher revenue in the three month period ended April 3, 2010 as compared to the three month period ended March 28, 2009.

*Research and Development***Three Months Ended**

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	<b>April 3, 2010</b>	<b>March 28, 2009</b>	<b>Dollar Change</b>	<b>Percent Change</b>
Total research and development	\$ 4,499	\$ 3,578	\$ 921	25.7%
As a percentage of total revenue	4.7%	6.3%		

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Research and development expenses increased by \$0.9 million, or 25.7%, to \$4.5 million (4.7% of revenue) in the three months ended April 3, 2010 from \$3.6 million (6.3% of revenue) for the three months ended March 28, 2009. The increase in research and development expenses is primarily due to increases in compensation, recruiting and consulting costs associated with internal research and development projects and expenses related to our newly created healthcare business unit.

In addition to our research and development activities classified as research and development expense, we incur research and development expenses under funded development arrangements with governments and industrial third parties. For the three months ended April 3, 2010, these expenses amounted to \$6.6 million compared to \$7.3 million for the three ended March 28, 2009. These expenses have been classified as cost of revenue rather than research and development expense. The combined investment in future technologies, classified as cost of revenue and research and development expense, was \$11.1 million for the three months ended April 3, 2010, compared to \$10.9 million for the three months ended March 28, 2009, respectively.

*Selling and Marketing*

	<b>April 3, 2010</b>	<b>Three Months Ended March 28, 2009</b>	<b>Dollar Change</b>	<b>Percent Change</b>
Total selling and marketing	\$ 9,644	\$ 8,966	\$ 678	7.6%
As a percentage of total revenue	10.2%	15.7%		

Selling and marketing expenses increased by \$0.7 million, or 7.6%, to \$9.6 million (10.2% of revenue) in the three months ended April 3, 2010 from \$9.0 million (15.7% of revenue) in the three months ended March 28, 2009. This was driven by an increase in our home robots division of \$0.4 million attributable to increases in sales commission expenses as a result of higher sales and an increase in various other marketing expenses in the three months ended April 3, 2010 as compared to the three months ended March 28, 2009. Selling and marketing expenses in our government and industrial division increased by \$0.3 million attributable to an increase in compensation expenses for selling and bid and proposal activities in the three months ended April 3, 2010 as compared to the three months ended March 28, 2009.

*General and Administrative*

	<b>April 3, 2010</b>	<b>Three Months Ended March 28, 2009</b>	<b>Dollar Change</b>	<b>Percent Change</b>
Total general and administrative	\$ 8,476	\$ 7,130	\$ 1,346	18.9%
As a percentage of total revenue	8.9%	12.5%		

General and administrative expenses increased by \$1.3 million, or 18.9%, to \$8.5 million (8.9% of revenue) in the three months ended April 3, 2010 from \$7.1 million (12.5% of revenue) in the three months ended March 28, 2009. This increase is due to increased compensation, benefit and recruiting expenses related to increased headcount for the three months ended April 3, 2010 as compared to the three months ended March 28, 2009.

*Other Income (Expense), Net*

	<b>April 3, 2010</b>	<b>Three Months Ended March 28, 2009</b>	<b>Dollar Change</b>	<b>Percent Change</b>
Total other income (expense), net	\$ 29	\$ (299)	\$ 328	(109.7)%
As a percentage of total revenue	0.0%	(0.5)%		

Other income (expense), net, amounted to \$29,000 for the three months ended April 3, 2010 compared to \$(0.3) million for the three months ended March 28, 2009. Other income (expense), net, for the three month period ended April 3, 2010 was related to interest income of \$0.2 million offset by foreign currency exchange losses of \$0.2 million resulting from foreign currency exchange rate fluctuations. Other income (expense), net, for the three month period ended March 28, 2009 was directly related to foreign currency exchange losses resulting from foreign currency exchange rate fluctuations.

**Table of Contents***Income Tax Expense (Benefit)*

	<b>April 3, 2010</b>	<b>Three Months Ended March 28, 2009</b>	<b>Dollar Change</b>	<b>Percent Change</b>
Total income tax expense (benefit)	\$ 3,959	\$ (1,980)	\$ 5,939	300.0%
As a percentage of total revenue	4.2%	(3.5)%		

In the three months ended April 3, 2010, we recorded a \$4.0 million tax expense based on a projected effective 2010 income tax rate of 39%. This \$4.0 million expense compares to a \$(2.0) million tax benefit for the three months ended March 28, 2009 based on a projected effective 2009 income tax rate of 52%.

**Table of Contents****Liquidity and Capital Resources**

At April 3, 2010, our principal sources of liquidity were cash and cash equivalents totaling \$62.9 million, short-term investments of \$22.5 million and accounts receivable of \$26.1 million.

We manufacture and distribute our products through contract manufacturers and third-party logistics providers. We believe that this approach gives us the advantages of relatively low capital investment and significant flexibility in scheduling production and managing inventory levels. By leasing our office facilities, we also minimize the cash needed for expansion. Accordingly, our capital spending is generally limited to leasehold improvements, computers, office furniture and product-specific production tooling, internal use software and test equipment. In the three months ended April 3, 2010 and March 28, 2009, we spent \$2.0 million and \$0.8 million, respectively, on capital equipment.

Our strategy for delivering products to our retail customers gives us the flexibility to provide container shipments directly to the retailer from China and, alternatively, allows our retail partners to take possession of product on a domestic basis. Accordingly, our home robots product inventory consists of goods shipped to our third-party logistic providers for the fulfillment of retail orders and direct-to-consumer sales. Our inventory of government and industrial products is relatively low as they are generally built to order. Our contract manufacturers are responsible for purchasing and stocking the majority of components required for the production of our products, and they invoice us when the finished goods are shipped.

The balance of cash and short-term investments of \$85.3 million at April 3, 2010 is primarily the result of our significant focus over the past year on managing working capital. We have relied on our working capital line of credit to cover short-term cash needs resulting from the seasonality of our consumer business in prior years. As of April 3, 2010, we did not have any borrowings outstanding under our existing working capital line of credit and had \$1.8 million letters of credit outstanding under our working capital line of credit.

***Discussion of Cash Flows***

Net cash provided by operating activities for the three months ended April 3, 2010 was \$10.5 million, a decrease of \$3.8 million compared to the \$14.3 million of net cash provided by operating activities for the three months ended March 28, 2009. The decrease in net cash provided by operating activities was primarily driven by the following factors:

An increase in cash of \$8.0 million resulting from net income of \$6.2 million in 2010 versus a net loss of \$1.8 million in 2009;

A decrease in cash of \$6.2 million resulting from a decrease in accrued compensation of \$7.2 million in 2010 versus a decrease of \$1.0 million in 2009, primarily due to the disbursement of cash under our incentive compensation plan;

A decrease in cash of \$2.0 million resulting from a decrease in deferred revenue of \$1.9 million in 2010 compared to an increase of \$0.1 million in 2009, primarily attributable to a refund related to a contract modification in 2010; and

A decrease in cash of \$3.6 million resulting from a decrease in accounts receivable of \$9.1 million in 2010 versus a decrease of \$12.7 million in 2009, primarily attributable to an increase in sales partially offset by aggressive collections and a reduction in days sales outstanding.

Net cash used in investing activities for the three months ended April 3, 2010 was \$19.6 million, representing an increase of \$18.8 million compared to the \$0.8 million of net cash used in investing activities for the three months ended March 28, 2009. This increase in net cash used in investing activities was primarily driven by the following:

Purchase of investments of \$17.6 million in 2010; and

The purchase of property and equipment of \$2.0 million in 2010, compared to \$0.8 million in 2009.

Net cash provided from financing activities for three months ended April 3, 2010 was \$0.1 million, a decrease of \$0.2 million compared to the \$0.3 million of net cash provided by financing activities for the three months ended March 28, 2009.



**Table of Contents*****Working Capital Facility***

We have an unsecured revolving credit facility with Bank of America, N.A., which is available to fund working capital and other corporate purposes. The total amount available for borrowing under our credit facility is \$40.0 million. As of April 3, 2010, \$38.2 million was available for borrowing. The interest on loans under our credit facility will accrue, at our election, at either (i) the greater of the BBA LIBOR Daily Floating Rate or the Prime Rate of Lender plus fifty (50) basis points, or (ii) the LIBOR rate plus 2.00%. The credit facility will terminate and all amounts outstanding thereunder will be due and payable in full on June 5, 2012.

As of April 3, 2010, we had letters of credit outstanding of \$1.8 million under our working capital line of credit. This credit facility contains customary terms and conditions for credit facilities of this type, including restrictions on our ability to incur or guaranty additional indebtedness, create liens, enter into transactions with affiliates, make loans or investments, sell assets, pay dividends or make distributions on, or repurchase, our stock, and consolidate or merge with other entities.

In addition, we are required to meet certain financial covenants customary with this type of agreement, including maintaining a minimum specified tangible net worth, a minimum specified adjusted EBITDA, and minimum specified interest coverage ratio.

This credit facility contains customary events of default, including for payment defaults, breaches of representations, breaches of affirmative or negative covenants, cross defaults to other material indebtedness, bankruptcy and failure to discharge certain judgments. If a default occurs and is not cured within any applicable cure period or is not waived, our obligations under the credit facility may be accelerated.

As of April 3, 2010, we were in compliance with all covenants under the credit facility.

***Equipment Financing Facility***

We have a \$5.0 million secured equipment facility with Banc of America Leasing & Capital, LLC under which we could have financed the acquisition of equipment, furniture and leasehold improvements. We could have borrowed amounts or entered into lease agreements under the equipment facility until May 1, 2010, with terms from 36 to 60 months depending upon the nature of the collateral. Our obligations under the equipment facility are secured by any financed equipment. We may no longer borrow under the equipment lease after May 1, 2010.

As of April 3, 2010, we have entered into operating leases for equipment valued at approximately \$0.2 million.

The equipment facility contains customary terms and conditions for equipment facilities of this type, including, without limitation, restrictions on our ability to transfer, encumber or dispose of the financed equipment. In addition, we are required to meet certain financial covenants customary to this type of agreement, including maintaining a minimum specified tangible net worth and a minimum specified annual net income.

The equipment facility contains customary events of default, including for payment defaults, breaches of representations, breaches of affirmative or negative covenants, cross defaults to other material indebtedness, bankruptcy and failure to discharge certain judgments. If a default occurs and is not cured within any applicable cure period or is not waived, or if we repay all of our indebtedness under our credit facility with Bank of America, N.A., our obligations under this equipment facility may be accelerated.

As of April 3, 2010, we were in compliance with all covenants under the equipment facility.

***Working Capital and Capital Expenditure Needs***

We currently have no material cash commitments, except for normal recurring trade payables, expense accruals and operating leases, all of which we anticipate funding through working capital, funds provided by operating activities and our existing working capital line of credit. We do not currently anticipate significant investment in property, plant and equipment, and we believe that our outsourced approach to manufacturing provides us with flexibility in both managing inventory levels and financing our inventory. We believe our existing cash and cash equivalents, short-term investments, cash provided by operating activities, and funds available through our working capital line of credit will be sufficient to meet our working capital and capital expenditure needs over at least the next twelve months. In the event that our revenue plan does not meet our expectations, we may eliminate or curtail expenditures to mitigate the impact on our working capital. Our future capital requirements will depend on many factors, including our rate of revenue growth, the expansion of our marketing and sales activities, the timing and extent of spending to support product development efforts, the timing of introductions of new products and

enhancements to existing products, the acquisition of new capabilities or technologies,

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and the continuing market acceptance of our products and services. Moreover, to the extent that existing cash and cash equivalents, short-term investments, 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. As part of our business strategy, we may consider additional acquisitions of companies, technologies and products, which could also require us to seek additional equity or debt financing. Additional funds may not be available on terms favorable to us or at all.

**Contractual Obligations**

We generally do not enter into binding purchase commitments. Our principal commitments consist of obligations under our working capital line of credit, leases for office space and minimum contractual obligations for services. The following table describes our commitments to settle contractual obligations in cash as of April 3, 2010:

	<b>Payments Due by Period</b>				<b>Total</b>
	<b>Less Than 1 Year</b>	<b>1 to 3 Years</b>	<b>3 to 5 Years</b>	<b>More Than 5 Years</b>	
			<b>(In thousands)</b>		
Operating leases	\$ 2,668	\$ 4,605	\$ 4,175	\$ 10,610	\$ 22,058
Minimum contractual payments	3,838	10,500			14,338
Other obligations	627	314			941
<b>Total</b>	<b>\$ 7,133</b>	<b>\$ 15,419</b>	<b>\$ 4,175</b>	<b>\$ 10,610</b>	<b>\$ 37,337</b>

Our minimum contractual payments consist entirely of payments to our provider of direct fulfillment services for direct to consumer sales of our home robots, which payments are incurred in the ordinary course of business. Based on an analysis of actual and projected fees for 2010, we expect there will be a shortfall between our actual transaction fees and our contractual minimum fees. Expense accruals for the proportionate share of these expected shortfalls have been recorded to selling and marketing expense in the three month period ended April 3, 2010. Other obligations consist of software license and services agreement for our home robots division customer service web support.

**Off-Balance Sheet Arrangements**

As of April 3, 2010, we had no off-balance sheet arrangements as defined in Item 303(a)(4) of Regulation S-K.

**Recently Issued Accounting Pronouncements**

See Footnote 2 to the Consolidated Financial Statements for a discussion of recently issued accounting pronouncements.

**Item 3. Quantitative and Qualitative Disclosure About Market Risk****Interest Rate Sensitivity**

At April 3, 2010, we had unrestricted cash and cash equivalents of \$62.9 million and short term investments of \$22.5 million. The unrestricted cash and cash equivalents are held for working capital purposes. We do not enter into investments for trading or speculative purposes. Some of the securities in which we invest, however, may be subject to market risk. This means that a change in prevailing interest rates may cause the principal amount of the investment to fluctuate. To minimize this risk in the future, we intend to maintain our portfolio of cash equivalents in a variety of securities, commercial paper, money market funds, debt securities and certificates of deposit. Due to the short-term nature of these investments, we believe that we do not have any material exposure to changes in the fair value of our investment portfolio as a result of changes in interest rates. As of April 3, 2010, all of our cash equivalents were held in money market accounts.

Our exposure to market risk also relates to the increase or decrease in the amount of interest expense we must pay on any outstanding debt instruments, primarily certain borrowings under our working capital line of credit and our equipment financing facility. The advances under the working capital line of credit bear a variable rate of interest determined as a function of the prime rate or the LIBOR rate at the time of the borrowing. The advances under the

equipment financing facility bear either a variable or fixed rate of interest, at our election, determined as a function of the LIBOR rate at the time of borrowing. At April 3, 2010, we had letters of credit outstanding of \$1.8 million under our working capital line of credit and approximately \$0.2 million advanced for operating leases under the equipment facility.

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**Exchange Rate Sensitivity**

We maintain sales and business operations in foreign countries. As such, we have exposure to adverse changes in exchange rates associated with operating expenses of our foreign operations, but we believe this exposure to be immaterial. Additionally, we accept orders for home robot products in currencies other than the U.S. dollar. We regularly monitor the level of non-U.S. dollar accounts receivable balances to determine if any actions, including possibly entering into foreign currency forward contracts, should be taken to minimize the impact of fluctuating exchange rates on our results of operations.

**Item 4. Controls and Procedures**

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) of the Securities Exchange Act of 1934, as amended, or the Exchange Act) as of the end of the period covered by this report. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures as of the end of the period covered by this report were effective in ensuring that information required to be disclosed by us in reports that we file or submit under the Exchange Act (i) is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms; and (ii) accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely discussions regarding required disclosure. We believe that a control system, no matter how well designed and operated, cannot provide absolute assurance that the objectives of the control system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected.

There was no change in our internal control over financial reporting (as defined in Rule 13a-15(f) of the Exchange Act) that occurred during the period covered by this report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**Part II. Other Information**

**Item 1. Legal Proceedings**

From time to time and in the ordinary course of business, we are subject to various claims, charges and litigation. The outcome of litigation cannot be predicted with certainty and some lawsuits, claims or proceedings may be disposed of unfavorably to us, which could materially affect our financial condition or results of operations.

**Item 1A. Risk Factors**

We operate in a rapidly changing environment that involves a number of risks that could materially affect our business, financial condition or future results, some of which are beyond our control. In addition to the other information set forth in this report, the risks and uncertainties that we believe are most important for you to consider are discussed in Part I, Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended January 2, 2010, which could materially affect our business, financial condition or future results. Additional risks and uncertainties not presently known to us, which we currently deem immaterial or which are similar to those faced by other companies in our industry or business in general, may also impair our business operations. There are no material changes to the Risk Factors described in our Annual Report on Form 10-K for the fiscal year ended January 2, 2010.

**Table of Contents****Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

The following table sets forth the repurchases of our equity securities during the three months ended April 3, 2010 by or on behalf of us or any affiliated purchaser:

<b>Period</b>	<b>(a) Total number of Shares (or Units) Purchased</b>	<b>(b) Average Price Paid per Share (or Unit)</b>	<b>(c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs</b>	<b>(d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs</b>
Fiscal month beginning January 3, 2010 and ended January 30, 2010				
Fiscal month beginning January 31, 2010 and ended February 27, 2010	6,373(1)	\$ 17.50(2)		
Fiscal month beginning February 28, 2010 and ended April 3, 2010	3,053(1)	\$ 15.68(2)		
<b>Total</b>	<b>9,426(1)</b>	<b>\$ 16.91(3)</b>		

(1) Represents shares of our common stock withheld by us to satisfy the minimum tax withholding obligation in connection with the vesting of restricted stock units held by executive officers.

(2) The amount represents the last reported

sale price of our  
common stock  
on the  
NASDAQ  
Global Market  
on the  
applicable  
vesting date.

- (3) The amount  
represents the  
weighted  
average sale  
price of all  
shares of our  
common stock  
repurchased  
during the three  
months ended  
April 3, 2010.

**Item 5. Other Information**

Our policy governing transactions in our securities by our directors, officers, and employees permits our officers, directors, funds affiliated with our directors, and certain other persons to enter into trading plans complying with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended. We have been advised that certain of our officers and directors (including Colin Angle, Chief Executive Officer, Joseph Dyer, President government and industrial robots division, Glen Weinstein, Senior Vice President, General Counsel and Secretary, and Helen Greiner, Director) of the Company have entered into trading plans (each a Plan and collectively, the Plans ) covering periods after the date of this quarterly report on Form 10-Q in accordance with Rule 10b5-1 and our policy governing transactions in our securities. Generally, under these trading plans, the individual relinquishes control over the transactions once the trading plan is put into place. Accordingly, sales under these plans may occur at any time, including possibly before, simultaneously with, or immediately after significant events involving our company.

We anticipate that, as permitted by Rule 10b5-1 and our policy governing transactions in our securities, some or all of our officers, directors and employees may establish trading plans in the future. We intend to disclose the names of our executive officers and directors who establish a trading plan in compliance with Rule 10b5-1 and the requirements of our policy governing transactions in our securities in our future quarterly and annual reports on Form 10-Q and 10-K filed with the Securities and Exchange Commission. We, however, undertake no obligation to update or revise the information provided herein.

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**Item 6. Exhibits**

<b>Exhibit Number</b>	<b>Description</b>
10.1*#	Manufacturing Services Agreement between the Registrant and Jabil Circuit, Inc., dated as of March 18, 2010
10.2*#	First Amendment to Manufacturing Agreement between the Registrant and Kin Yat Industrial Co. Ltd., dated as of March 22, 2010
10.3	Third Amendment to Credit Agreement by and between the Registrant and Bank of America, N.A., dated February 12, 2010 (filed as Exhibit 10.30 to the Registrant's Annual Report on Form 10-K for the year ended January 2, 2010 and incorporated by reference herein)
10.4	Second Amendment to Note by and between the Registrant and Bank of America, N.A., dated February 12, 2010 (filed as Exhibit 10.31 to the Registrant's Annual Report on Form 10-K for the year ended January 2, 2010 and incorporated by reference herein)
31.1*	Certification Pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934
31.2*	Certification Pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934
32.1*	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

\* Filed herewith

# Confidential treatment has been requested for portions of this exhibit.

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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.

iROBOT CORPORATION

Date: May 7, 2010

By: /s/ JOHN LEAHY  
John Leahy  
Executive Vice President, Chief  
Financial Officer and Treasurer (Duly  
Authorized Officer and  
Principal Financial Officer)

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