VARIAN MEDICAL SYSTEMS INC
Form 10-Q
May 08, 2013
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

x **QUARTERLY REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the quarterly period ended March 29, 2013

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 1-7598

VARIAN MEDICAL SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

Delaware	**94-2359345**
(State or other jurisdiction of	**(I.R.S. Employer**
incorporation or organization)	**Identification Number)**
3100 Hansen Way, **Palo Alto, California**	**94304-1030**
(Address of principal executive offices)	**(Zip Code)**

(650) 493-4000

(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 x 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 x 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 definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

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

Indicate the number of shares outstanding of each of the issuer s classes of common stock, as of the latest practicable date: 108,426,774 shares of common stock, par value $1 per share, outstanding as of April 26, 2013.

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VARIAN MEDICAL SYSTEMS, INC.

FORM 10-Q for the Quarter Ended March 29, 2013

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PART I

FINANCIAL INFORMATION

Item 1. Financial Statements

VARIAN MEDICAL SYSTEMS, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS

(Unaudited)

(In thousands, except per share amounts)	**Three Months Ended March 29, 2013**	**Three Months Ended March 30, 2012**	**Six Months Ended March 29, 2013**	**Six Months Ended March 30, 2012**
Revenues:				
Product	$ 574,273	$ 546,807	$ 1,065,946	$ 1,003,604
Service contracts and other	194,085	173,467	380,810	342,008
Total revenues	768,358	720,274	1,446,756	1,345,612
Cost of revenues:				
Product	354,153	337,620	651,807	612,623
Service contracts and other	94,567	85,958	184,223	167,534
Total cost of revenues	448,720	423,578	836,030	780,157
Gross margin	319,638	296,696	610,726	565,455
Operating expenses:				
Research and development	50,903	47,067	98,020	90,832
Selling, general and administrative	113,031	105,830	219,512	201,905
Total operating expenses	163,934	152,897	317,532	292,737
Operating earnings	155,704	143,799	293,194	272,718
Interest income	1,705	1,109	3,244	2,259
Interest expense	(1,026)	(707)	(1,892)	(1,536)
Earnings before taxes	156,383	144,201	294,546	273,441
Taxes on earnings	43,595	36,429	86,475	75,435
Net earnings	$ 112,788	$ 107,772	$ 208,071	$ 198,006
Net earnings per share basic	$ 1.04	$ 0.96	$ 1.91	$ 1.76
Net earnings per share diluted	$ 1.02	$ 0.94	$ 1.88	$ 1.73
Shares used in the calculation of net earnings per share:				
Weighted average shares outstanding basic	108,841	112,354	109,038	112,282

Weighted average shares outstanding diluted	110,650	114,513	110,863	114,428

See accompanying notes to the condensed consolidated financial statements.

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VARIAN MEDICAL SYSTEMS, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE EARNINGS

(Unaudited)

	Three Months Ended		Six Months Ended	
(In thousands)	**March 29, 2013**	**March 30, 2012**	**March 29, 2013**	**March 30, 2012**
Net earnings	$ 112,788	$ 107,772	$ 208,071	$ 198,006
Other comprehensive earnings (loss), net of tax:				
Defined benefit pension and post-retirement benefit plans:				
Plan curtailment				91
Amortization of prior service cost included in net periodic benefit cost, net of tax effects of $5 and $10 for the three and six months ended March 29, 2013, respectively, and $5 and $10 for the corresponding periods of fiscal 2012, respectively	37	35	73	71
Amortization of net actuarial loss included in net periodic benefit cost, net of tax effects of $132 and $265 for the three and six months ended March 29, 2013, respectively, and $126 and $255 for the corresponding periods of fiscal 2012, respectively	563	516	1,127	1,029
	600	551	1,200	1,191
Unrealized gain on derivatives:				
Increase (decrease) in unrealized gain, net of tax effects of $758 and $864 for the three and six months ended March 29, 2013, respectively, and $505 and $465 for the corresponding periods of fiscal 2012, respectively	1,262	841	1,439	774
Reclassification adjustments, net of tax effects of $76 and $361 for the three and six months ended March 29, 2013, respectively, and $76 and $51 for the corresponding periods of fiscal 2012, respectively	(126)	(126)	(601)	(84)
	1,136	715	838	690
Currency translation adjustment	(4,808)	4,939	108	11
Other comprehensive earnings (loss)	(3,072)	6,205	2,146	1,892
Comprehensive earnings	$ 109,716	$ 113,977	$ 210,217	$ 199,898

See accompanying notes to the condensed consolidated financial statements.

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VARIAN MEDICAL SYSTEMS, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

(Unaudited)

(In thousands, except par values)	March 29, 2013	September 28, 2012 [(1)]
Assets		
Current assets:		
Cash and cash equivalents	$ 739,733	$ 704,570
Short-term investment	56,137	49,709
Accounts receivable, net of allowance for doubtful accounts of $13,254 at March 29, 2013 and $14,386 at September 28, 2012	722,979	691,806
Inventories	502,598	457,869
Prepaid expenses and other current assets	189,594	150,775
Deferred tax assets	115,313	115,786
Total current assets	2,326,354	2,170,515
Property, plant and equipment, net	302,743	296,592
Goodwill	222,198	222,242
Other assets	210,784	189,377
Total assets	$ 3,062,079	$ 2,878,726
Liabilities and Stockholders Equity		
Current liabilities:		
Accounts payable	$ 179,859	$ 180,736
Accrued expenses	293,594	336,568
Product warranty	51,409	52,799
Deferred revenues	149,376	130,883
Advance payments from customers	382,888	380,545
Short-term borrowings	231,873	155,000
Total current liabilities	1,288,999	1,236,531
Long-term debt	6,250	6,250
Other long-term liabilities	138,963	126,169
Total liabilities	1,434,212	1,368,950
Commitments and contingencies (Note 9)		
Stockholders equity:		
Preferred stock of $1 par value: 1,000 shares authorized; none issued and outstanding		
Common stock of $1 par value: 189,000 shares authorized; 108,522 and 109,407 shares issued and outstanding at March 29, 2013 and at September 28, 2012, respectively	108,522	109,407
Capital in excess of par value	628,569	563,875
Retained earnings	945,251	893,115
Accumulated other comprehensive loss	(54,475)	(56,621)
Total stockholders equity	1,627,867	1,509,776

Total liabilities and stockholders equity	$ 3,062,079	$ 2,878,726

(1) The condensed consolidated balance sheet as of September 28, 2012 was derived from audited financial statements as of that date, but does not include all disclosures required by accounting principles generally accepted in the United States of America.

See accompanying notes to the condensed consolidated financial statements.

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VARIAN MEDICAL SYSTEMS, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

	Six Months Ended	
(In thousands)	**March 29, 2013**	**March 30, 2012**
Cash flows from operating activities:		
Net earnings	$ 208,071	$ 198,006
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Share-based compensation expense	23,391	25,139
Tax benefits from exercises of share-based payment awards	8,162	4,881
Excess tax benefits from share-based compensation	(7,503)	(6,144)
Depreciation	30,291	26,329
Amortization of intangible assets	2,215	1,716
Deferred taxes	3,714	(705)
Provision for doubtful accounts receivable	4,110	2,169
Loss on equity investment in affiliate	564	503
Other	(169)	(913)
Changes in assets and liabilities, net of effect of acquisitions:		
Accounts receivable	(49,532)	(25,788)
Inventories	(46,708)	(28,985)
Prepaid expenses and other current assets	(21,344)	(32,718)
Accounts payable	(8,162)	(13,192)
Accrued expenses	(61,666)	(24,446)
Deferred revenues	18,493	(1,272)
Product warranty	(1,114)	(1,526)
Advance payments from customers	2,349	40,523
Other long-term liabilities	(2,646)	(4,954)
Net cash provided by operating activities	102,516	158,623
Cash flows from investing activities:		
Purchases of property, plant and equipment	(38,853)	(22,225)
Investment in debt security	(4,610)	(12,419)
Acquisition of businesses, net of cash acquired		(9,832)
Net amounts received from/(paid) to deferred compensation plan (DCP) trust account	400	(2,201)
Note repayment from affiliate and other, net		3,360
Other, net	(296)	539
Net cash used in investing activities	(43,359)	(42,778)
Cash flows from financing activities:		
Repurchases of common stock	(193,890)	(75,399)
Proceeds from issuance of common stock to employees	80,582	41,816
Excess tax benefits from share-based compensation	7,503	6,144
Employees taxes withheld and paid for restricted stock and restricted stock units	(4,531)	(4,374)
Net borrowings (repayments) under line of credit agreements	79,750	(30,793)
Repayments of bank borrowings		(3,626)
Other	(25)	(49)

Net cash used in financing activities	(30,611)	(66,281)
Effects of exchange rate changes on cash and cash equivalents	6,617	2,706
Net increase in cash and cash equivalents	35,163	52,270
Cash and cash equivalents at beginning of period	704,570	564,457
Cash and cash equivalents at end of period	$ 739,733	$ 616,727

Supplemental information:

VMS common stock valued at $25 million was received in the six months ended March 30, 2012 upon settlement of the August 2011 Repurchase Agreement (see Note 12).

See accompanying notes to the condensed consolidated financial statements.

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VARIAN MEDICAL SYSTEMS, INC. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Description of Business

Varian Medical Systems, Inc. (VMS) and subsidiaries (collectively, the Company) designs, manufactures, sells and services hardware and software products for treating cancer with radiotherapy, stereotactic radiosurgery, stereotactic body radiotherapy, and brachytherapy. The Company also designs, manufactures, sells and services x-ray imaging components for use in a range of applications, including radiographic or fluoroscopic imaging, mammography, specific procedures, computed tomography and industrial applications. In addition, it designs, manufactures, sells and services linear accelerators, image processing software and image detection products for security and inspection purposes. The Company also develops, designs, manufactures, sells and services proton therapy products and systems for cancer treatment.

Basis of Presentation

The condensed consolidated financial statements have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). Certain information and note disclosures normally included in annual financial statements prepared in accordance with accounting principles generally accepted in the United States (GAAP) have been condensed or omitted pursuant to such rules and regulations. These condensed consolidated financial statements and the accompanying notes are unaudited and should be read in conjunction with the consolidated financial statements and the notes thereto included in the Company s Annual Report on Form 10-K for the year ended September 28, 2012 (the 2012 Annual Report). In the opinion of management, the condensed consolidated financial statements herein include adjustments (consisting only of normal recurring adjustments) necessary for a fair statement of the Company s financial position as of March 29, 2013 and September 28, 2012, results of operations for the three and six months ended March 29, 2013 and March 30, 2012, and cash flows for the six months ended March 29, 2013 and March 30, 2012. The results of operations for the three and six months ended March 29, 2013 are not necessarily indicative of the operating results to be expected for the full fiscal year or any future period.

Fiscal Year

The fiscal years of the Company as reported are the 52- or 53- week periods ending on the Friday nearest September 30. Fiscal year 2013 is a 52-week period ending September 27, 2013, and fiscal year 2012 was a 52-week period that ended on September 28, 2012. The fiscal quarters ended March 29, 2013 and March 30, 2012 were both 13-week periods.

Principles of Consolidation

The condensed consolidated financial statements include those of VMS and its subsidiaries. Intercompany balances, transactions and stock holdings have been eliminated in consolidation.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

Medical Device Excise Tax

In accordance with the Affordable Health Care for America Act, in the three months ended March 29, 2013, the Company began to account for the 2.3% excise tax on sales of medical devices in the United States. The medical device excise tax is included in the cost of revenues on the condensed consolidated statements of earnings for the three and six months ended March 29, 2013.

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VARIAN MEDICAL SYSTEMS, INC. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(Unaudited)

Recent Accounting Pronouncements

a) New accounting updates recently adopted

In September 2011, the Financial Accounting Standards Board (FASB) amended Accounting Standard Codification (ASC) 350, Intangibles Goodwill and Other. This amendment is intended to simplify how an entity tests goodwill for impairment and will allow an entity to first assess qualitative factors to determine whether it is necessary to perform the two-step quantitative goodwill impairment test. An entity no longer will be required to calculate the fair value of a reporting unit unless the entity determines, based on a qualitative assessment, that it is more likely than not that the reporting unit s fair value is less than its carrying amount. This amendment became effective for the Company beginning in the first quarter of fiscal year 2013. The adoption of this amendment did not have an impact on the Company s consolidated financial position, results of operations or cash flows.

In June 2011, the FASB amended ASC 220, Presentation of Comprehensive Income. This amendment requires companies to present the components of net income and other comprehensive income either as one continuous statement or as two consecutive statements. It eliminates the option to present components of other comprehensive income as part of the statement of changes in stockholders equity. In December 2011, the FASB issued another amendment which defers indefinitely this amendment to the extent it relates to the presentation of reclassification adjustments. The amended guidance, became effective for the Company in the first quarter of fiscal year 2013. The adoption of this amendment concerns disclosure only and did not have an impact on the Company s consolidated financial position, results of operations or cash flows.

b) Recent accounting standards or updates not yet effective

In December 2011, the FASB amended ASC 210, Balance Sheet, enhancing disclosure requirements about the nature of an entity s right to offset and related arrangements associated with its financial instruments and derivative instruments. The new guidance requires the disclosure of the gross amounts subject to rights of set-off, the amounts offset in accordance with the accounting standards followed, and the related net exposure. The new guidance will be effective for the Company beginning in the first quarter of fiscal year 2014. The adoption of this amendment concerns disclosure only and the Company does not expect it to have an impact on its consolidated financial position, results of operations or cash flows.

In February 2013, the FASB issued an accounting standard update to require reclassification adjustments from other comprehensive income to be presented either in the financial statements or in the notes to the financial statements. This accounting standard update will be effective for the Company beginning in the first quarter of fiscal 2014, at which time the Company will include the required disclosures.

2. BALANCE SHEET COMPONENTS:

(In millions)	**March 29, 2013**	**September 28, 2012**
Short-term Investment:		
Debt security:		
Amortized cost	$ 56.1	$ 49.7
Unrealized gain (loss)		
Fair value	$ 56.1	$ 49.7

The short-term investment, which represents a loan to California Proton Treatment Center, LLC (CPTC), is classified as an available-for-sale debt security. See Note 15, Variable Interest Entity.

VARIAN MEDICAL SYSTEMS, INC. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(Unaudited)

(In millions)	March 29, 2013	September 28, 2012
Inventories:		
Raw materials and parts	$ 252.8	$ 237.3
Work-in-progress	85.1	75.6
Finished goods	164.7	145.0
Total inventories	$ 502.6	$ 457.9

(In millions)	March 29, 2013	September 28, 2012
Other long-term liabilities:		
Long-term income taxes payable	$ 42.6	$ 40.6
Other	96.4	85.6
Total other long-term liabilities	$ 139.0	$ 126.2

3. FAIR VALUE

Fair value is defined as the exchange price that would be received for 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 at the measurement date. There is a three-level fair value hierarchy that prioritizes the inputs used to measure fair value. This hierarchy requires entities to maximize the use of observable inputs and minimize the use of unobservable inputs. The three levels of inputs used to measure fair value are as follows:

Level 1 Quoted prices in active markets for identical assets or liabilities.

Level 2 Observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

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VARIAN MEDICAL SYSTEMS, INC. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(Unaudited)

Assets/Liabilities Measured at Fair Value on a Recurring Basis

In the tables below, the Company has segregated all assets and liabilities that are measured at fair value on a recurring basis into the most appropriate level within the fair value hierarchy based on the inputs used to determine the fair value at the measurement date.

Type of Instruments (In millions)	Fair Value Measurement Using: Quoted Prices in Active Markets for Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Balance
Assets at March 29, 2013:				
Money market funds	$ 45.3	$	$	$ 45.3
Debt security			56.1	56.1
Derivative assets		2.6		2.6
Option to purchase a company			1.4	1.4
Total assets measured at fair value	$ 45.3	$ 2.6	$ 57.5	$ 105.4
Liabilities at March 29, 2013:				
Contingent consideration	$	$	$ (7.9)	$ (7.9)
Total liabilities measured at fair value	$	$	$ (7.9)	$ (7.9)
Assets at September 28, 2012:				
Money market funds	$ 45.7	$	$	$ 45.7
Debt security			49.7	49.7
Derivative assets		0.8		0.8
Option to purchase a company			1.4	1.4
Total assets measured at fair value	$ 45.7	$ 0.8	$ 51.1	$ 97.6
Liabilities at September 28, 2012:				
Contingent consideration	$	$	$ (8.8)	$ (8.8)
Total liabilities measured at fair value	$	$	$ (8.8)	$ (8.8)

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VARIAN MEDICAL SYSTEMS, INC. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(Unaudited)

	Fair Value Measurement Using			
Line Item in Consolidated Balance Sheet (In millions)	**Quoted Prices in Active Markets for Identical Instruments (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**	**Total Balance**
Assets at March 29, 2013:				
Cash and cash equivalents	$ 44.6	$	$	$ 44.6
Short-term investment			56.1	56.1
Prepaid expenses and other current assets		2.6		2.6
Other assets	0.7		1.4	2.1
Total assets measured at fair value	$ 45.3	$ 2.6	$ 57.5	$ 105.4
Liabilities at March 29, 2013:				
Accrued liabilities	$	$	$ (1.7)	$ (1.7)
Other long-term liabilities			(6.2)	(6.2)
Total liabilities measured at fair value	$	$	$ (7.9)	$ (7.9)
Assets at September 28, 2012:				
Cash and cash equivalents	$ 44.6	$	$	$ 44.6
Short-term investment			49.7	49.7
Prepaid expenses and other current assets		0.8		0.8
Other assets	1.1		1.4	2.5
Total assets measured at fair value	$ 45.7	$ 0.8	$ 51.1	$ 97.6
Liabilities at September 28, 2012:				
Accrued liabilities	$	$	$ (1.6)	$ (1.6)
Other long-term liabilities	$	$	$ (7.2)	$ (7.2)
Total liabilities measured at fair value	$	$	$ (8.8)	$ (8.8)

The Company obtains valuations of Level 1 money market funds from quotes for transactions in active exchange markets involving identical assets.

The Company s valuation of its Level 2 instruments includes valuations obtained from quoted prices for identical assets in markets that are not active. In addition, the Company has elected to use the income approach to value its derivative instruments using standard valuation techniques and Level 2 inputs, such as currency spot rates, forward points and credit default swap spreads. The Company s derivative instruments are short-term in nature, typically one month to 13 months in duration.

The Company measures the fair value of its Level 3 contingent consideration liabilities based on the income approach by using a Monte Carlo simulation model with key assumptions that include estimated sales units of an acquired business during the earn-out period and estimated discount rates corresponding to the periods of expected payments. For the acquisition of Calypso Medical Technologies, Inc. (Calypso), the estimated sales units used in the Monte Carlo simulation model ranged from 69 to 193 units during the earn-out period. The estimated discount rates used ranged from 0.13% to 0.42%. For the acquisition of InfiMed, Inc. (InfiMed), the estimated sales units used in the risk-neutral Monte Carlo simulation model ranged from 171 to 299 units per quarter during the earn-out period. Since the analysis of the InfiMed contingent consideration liability was performed in a risk-neutral option pricing framework, the estimated discount rates used ranged

VARIAN MEDICAL SYSTEMS, INC. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(Unaudited)

from 1.37% to 1.75%, based on U.S. Treasury rates that correspond to the terms of the expected payments and an estimate of the Company s counter-party risk. If the estimated sales units were to increase or decrease during the respective earn-out period, the fair value of the contingent consideration would increase or decrease, respectively. If the estimated discount rates used were to increase or decrease, the fair value of the contingent consideration would decrease or increase, respectively.

The value of the Company s Level 3 debt security is based on the income approach by using the discounted cash flow model with key assumptions that include discount rates corresponding to the terms and risks associated with the loan to CPTC. In addition, the Company does not increase the fair value above its par value as ORIX Capital Markets, LLC (ORIX), the loan agent, has the option to purchase this loan from the Company under the original terms and conditions at par value. If the estimated discount rates used were to increase or decrease, the fair value of the debt security would decrease or increase, respectively.

The fair value of the option to purchase a company, a Level 3 asset, is based on the income approach using key assumptions that include projected operating results of the company and an estimated discount rate corresponding to the period of expected payment.

The following table presents the reconciliation for all assets and liabilities measured and recorded at fair value on a recurring basis using significant unobservable inputs (Level 3):

(In millions)	Debt Security	Contingent Consideration	Option to Purchase a Company
Balance at September 28, 2012	$ 49.7	$ (8.8)	$ 1.4
Additions/Purchases[1]	6.4		
Settlements[2]		0.6	
Change in fair value		0.3	
Balance at March 29, 2013	$ 56.1	$ (7.9)	$ 1.4

(1) Amounts reported under Contingent Consideration represent additions to contingent consideration liabilities as a result of acquisitions of businesses.

(2) Amounts reported under Contingent Consideration represent cash payments to settle contingent consideration liabilities.

There were no transfers of assets or liabilities between fair value measurement levels during either the three and six months ended March 29, 2013 or the three and six months ended March 30, 2012. Transfers between fair value measurement levels are recognized at the end of the reporting period.

Fair Value of Other Financial Instruments

The fair values of certain of the Company s financial instruments that are not measured at fair value, including bank deposits, short-term borrowings, accounts payable and accounts receivable, net of allowance for doubtful accounts, approximate their carrying amounts due to their short maturities.

The fair value of the Company s long-term debt was $6.7 million and $6.8 million at March 29, 2013 and September 28, 2012, respectively. As of both March 29, 2013 and September 28, 2012, the carrying value of the Company s long-term debt was $6.3 million. The estimated fair value of long-term debt was based on the then-current rates available to the Company for debt of similar terms and remaining maturities and also took into consideration default and credit risk. The Company determined the estimated fair value amount by using available market information and commonly accepted valuation methodologies. The fair value of the long-term debt was categorized as Level 2 in the fair value hierarchy.

VARIAN MEDICAL SYSTEMS, INC. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(Unaudited)

4. FINANCING RECEIVABLES AND ALLOWANCE FOR CREDIT LOSSES

A financing receivable represents a financing arrangement with a contractual right to receive money, on demand or on fixed or determinable dates, and that is recognized as an asset on the Company s balance sheet. The Company s financing receivables, consisting of its accounts receivable with contractual maturities of more than one year and the related allowance for doubtful accounts, and short-term investment, are presented in the following table:

(In millions)	March 29, 2013	September 28, 2012
Accounts receivable with contractual maturities of more than one year:		
Gross amount	$ 18.3	$ 29.9
Allowance for doubtful accounts	(3.4)	(3.0)
Net amount	$ 14.9	$ 26.9
Amount past due	$ 5.2	$ 4.3
Short-term investment:		
Total short-term investment[1]	$ 56.1	$ 49.7
Amount past due	$	$

1 Represents a loan to CPTC. See Note 15, Variable Interest Entity.

During the three and six months ended March 29, 2013, the Company sold $0.5 million and $1.1 million of accounts receivable with contractual maturities of more than one year, respectively. During the three and six months ended March 30, 2012, the Company sold $2.3 million and $7.5 million of accounts receivable with contractual maturities of more than one year, respectively.

5. GOODWILL AND INTANGIBLE ASSETS

The following table reflects the gross carrying amount and accumulated amortization of the Company s intangible assets included in Other assets in the Condensed Consolidated Balance Sheets as follows:

(In millions)	March 29, 2013	September 28, 2012
Intangible Assets:		
Acquired existing technology	$ 36.3	$ 36.3
Patents, licenses and other	28.1	28.1
Customer contracts and supplier relationship	10.9	10.9
Accumulated amortization	(50.7)	(48.5)

Net carrying amount	$ 24.6	$ 26.8

Amortization expense for intangible assets was $1.1 million and $0.8 million for the three months ended March 29, 2013 and March 30, 2012, and $2.2 million and $1.7 million for the six months ended March 29, 2013 and March 30, 2012, respectively. The Company estimates amortization expense on a straight-line basis for the remaining six months of fiscal year 2013, fiscal year 2014, fiscal year 2015, fiscal year 2016, fiscal year 2017 and thereafter, will be as follows (in millions): $2.1, $5.2, $5.8, $2.4 and $9.1, respectively.

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(Unaudited)

The following table reflects the activity of goodwill by reportable operating segment:

(In millions)	Oncology Systems	X-ray Products	Other	Total
Balance at September 28, 2012	$ 132.0	$ 17.0	$ 73.2	$ 222.2
Foreign currency translation adjustments				
Balance at March 29, 2013	$ 132.0	$ 17.0	$ 73.2	$ 222.2

6. RELATED PARTY TRANSACTIONS

VMS has a 40% ownership interest in dpiX Holding LLC (dpiX Holding), a two-member consortium which has a 100% ownership interest in dpiX LLC (dpiX), a supplier of amorphous silicon based thin-film transistor arrays (flat panels) for the Company s X-ray Products digital image detectors and for its Oncology Systems On-Board Imager® (OBI), and PortalVision™ imaging products. In accordance with the dpiX Holding agreement, net losses were to be allocated to the members, in succession, until their capital accounts equaled zero, then to the members in accordance with their ownership interests. The dpiX Holding agreement also provided that net profits were initially to be allocated to the members, in succession, until their capital accounts equaled the net losses previously allocated, then to the members in accordance with their ownership interests.

The equity investment in dpiX Holding is accounted for under the equity method of accounting. When VMS recognizes its share of net profits or losses of dpiX Holding, profits or losses in inventory purchased from dpiX are eliminated until realized by VMS. VMS recorded a loss on the equity investment in dpiX Holding of $0.7 million and $1.4 million in the three months ended March 29, 2013 and March 30, 2012, respectively. VMS recorded a loss on the equity investment in dpiX Holding of $0.5 million in each of the six months ended March 29, 2013 and March 30, 2012. Income and loss on the equity investment in dpiX Holding are included in Selling, general and administrative expenses in the Condensed Consolidated Statements of Earnings. The carrying value of the equity investment in dpiX Holding, which was included in Other assets in the Condensed Consolidated Balance Sheets, was $46.7 million at March 29, 2013 and $45.5 million at September 28, 2012.

VMS entered into a loan agreement with dpiX in February 2009, which was amended in December 2011. Under this loan agreement, VMS loaned $8.8 million to dpiX. The loan bore interest at prime plus 1% per annum according to a quarterly schedule. The principal amount, together with accrued and unpaid interest, was due and paid in two installments in December 2011 and July 2012.

During the three months ended March 29, 2013 and March 30, 2012, the Company purchased glass transistor arrays from dpiX totaling approximately $5.3 million and $2.6 million, respectively. Glass transistor arrays purchased from dpiX totaled approximately $16.1 million for the six months ended March 29, 2013 and $8.0 million for the six months ended March 30, 2012. These purchases of glass transistor arrays are included as a component of Inventory in the Condensed Consolidated Balance Sheets and Cost of revenues - product in the Condensed Consolidated Statements of Earnings for these periods.

7. CREDIT FACILITY

On April 27, 2012, VMS entered into a five-year credit agreement with certain lenders and Bank of America, N.A. (BofA) as administrative agent (the 2012 Credit Facility). The 2012 Credit Facility was arranged by Merrill Lynch, Pierce, Fenner & Smith Incorporated and enables the Company to borrow and have outstanding at any given time up to a maximum of $300 million. The 2012 Credit Facility includes a $50 million sub-facility for the issuance of letters of credit and permits swing line loans of up to $25 million. The Company also has the right to increase the aggregate commitments under the 2012 Credit Facility by up to $200 million, provided that the lenders are willing to provide increased commitments and certain other conditions are met. The 2012 Credit Facility is collateralized, subject to certain limitations on the amount collateralized, by a pledge of stock of certain of VMS s present and future subsidiaries that are deemed to be material subsidiaries. As of March 29, 2013, VMS had pledged 65% of the voting shares that it holds in Varian Medical Systems Nederland Holdings B.V., a wholly owned subsidiary. All hedging or treasury management obligations entered into by the Company with a lender under the 2012 Credit Facility are also collateralized by the stock pledges. The 2012 Credit Facility must be guaranteed by certain of VMS s material domestic subsidiaries under certain circumstances. As of March 29, 2013, the 2012 Credit Facility was not guaranteed by any VMS subsidiary. The 2012 Credit Facility may be used for working capital, capital expenditures, permitted share repurchases, permitted acquisitions and other lawful corporate purposes. The 2012 Credit Facility contains provisions that limit the Company s ability to pay cash dividends.

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Borrowings under the 2012 Credit Facility accrue interest either (i) based on a Eurodollar rate (as defined in the credit agreement), plus a margin of 1.25% to 1.5% based on a leverage ratio involving funded indebtedness and earnings before interest, taxes and depreciation and amortization (EBITDA) or (ii) based upon a base rate of the highest of (a) the federal funds rate plus 0.5%, (b) BofA s announced prime rate or (c) the Eurodollar rate plus 1%, plus a margin of 0.25% to 0.5% based on the same leverage ratio, depending on instructions from the Company. The Company also must pay a commitment fee on the unused portion of the 2012 Credit Facility at a rate from 0.25% to 0.30% based on the same leverage ratio. Swing line loans under the 2012 Credit Facility bear interest at the base rate plus the then applicable margin for base rate loans. The Company may prepay, reduce or terminate the commitments without penalty. At March 29, 2013, a total of $200 million was outstanding under the 2012 Credit Facility with a weighted average interest rate of 1.45%. No letters of credit or swing line loans were outstanding at that date.

The credit agreement contains affirmative and negative covenants applicable to the Company that are typical for credit facilities of this type, and that are subject to materiality and other qualifications, carve-outs, baskets and exceptions. The Company has also agreed to maintain certain financial covenants, including (i) a maximum consolidated leverage ratio, involving funded indebtedness and EBITDA and (ii) a minimum cash flow coverage. The Company was in compliance with all covenants under the 2012 Credit Facility for the six months ended March 29, 2013.

Prior to the 2012 Credit Facility, VMS had a credit agreement with BofA which provided for a revolving credit facility that enabled the Company to borrow and have outstanding at any given time a maximum of $300 million (the Amended BofA Credit Facility). Under the Amended BofA Credit Facility, VMS s Japanese subsidiary (VMS KK) could borrow up to 2.7 billion Japanese yen as part of the overall credit facility (the Japanese Line of Credit). VMS guaranteed the payment of the outstanding balance under the Japanese Line of Credit. The Amended BofA Credit Facility, including the Japanese Line of Credit, terminated on April 27, 2012, and was replaced with the 2012 Credit Facility.

The Amended BofA Credit Facility contained customary affirmative and negative covenants for facilities of this type. The Company also agreed to maintain certain financial covenants relating to (i) leverage ratios involving funded indebtedness and EBITDA, (ii) liquidity and (iii) consolidated assets. For all periods presented within these condensed consolidated financial statements, the Company was in compliance with all covenants.

VMS KK has an unsecured uncommitted credit agreement with Sumitomo Mitsui Banking Corporation that enables VMS KK to borrow and have outstanding at any given time a maximum of 3 billion Japanese yen (the Sumitomo Credit Facility). In March 2013, the Sumitomo Credit Facility was extended. The Sumitomo Credit Facility will expire on April 5, 2014. Borrowings under the Sumitomo Credit Facility accrue interest based on the basic loan rate announced by the Bank of Japan plus a margin of 0.5% per annum. As of March 29, 2013, a total of 3 billion Japanese yen, or approximately $31.9 million was outstanding under the Sumitomo Credit Facility with a weighted average interest rate of 0.67%.

8. DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

The Company measures all derivatives at fair value on the Condensed Consolidated Balance Sheets. The accounting for gains or losses resulting from changes in the fair value of those derivatives depends upon the use of the derivative and whether it qualifies for hedge accounting. Changes in the fair value of derivatives that do not qualify for hedge accounting treatment must be recognized in earnings, together with elements excluded from effectiveness testing and the ineffective portion of a particular hedge.

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(Unaudited)

The fair values of derivative instruments reported on the Company s Condensed Consolidated Balance Sheets were as follows:

	Asset Derivatives			Liability Derivatives		
(In millions)	Balance Sheet Location	March 29, 2013 Fair Value	September 28, 2012 Fair Value	Balance Sheet Location	March 29, 2013 Fair Value	September 28, 2012 Fair Value
Derivatives designated as hedging instruments:						
Foreign exchange forward contracts	Prepaid expenses and other current assets	$ 2.3	$ 0.8	Accrued liabilities	$	$
Derivatives not designated as hedging instruments:						
Foreign exchange forward contracts	Prepaid expenses and other current assets	0.3		Accrued liabilities		
Total derivatives		$ 2.6	$ 0.8		$	$

See Note 3, Fair Value regarding valuation of the Company s derivative instruments. Also see Note 1, Significant Accounting Policies to the Consolidated Financial Statements in the Company s 2012 Annual Report regarding credit risk associated with the Company s derivative instruments.

Cash Flow Hedging Activities

The Company has many transactions denominated in foreign currencies and addresses certain of those financial exposures through a risk management program that includes the use of derivative financial instruments. The Company sells products throughout the world, often in the currency of the customer s country, and may hedge certain of the larger foreign currency transactions when they are either not denominated in the relevant subsidiary s functional currency or the U.S. Dollar. These foreign currency sales transactions are hedged using foreign currency forward contracts. The Company may use other derivative instruments in the future. The Company enters into foreign currency forward contracts primarily to reduce the effects of fluctuating foreign currency exchange rates. The Company does not enter into foreign currency forward contracts for speculative or trading purposes. Foreign currency forward contacts may be entered into several times a quarter and range from one to thirteen months. As of March 29, 2013, the foreign currency forward contracts range from one to thirteen months in maturity.

The hedges of foreign currency denominated forecasted revenues are accounted for in accordance with ASC 815, Derivatives and Hedging, pursuant to which the Company has designated its hedges of forecasted foreign currency revenues as cash flow hedges. The Company s designated cash flow hedges de-designate when the anticipated revenues associated with the transactions are recognized and the effective portion in Accumulated other comprehensive loss in the Condensed Consolidated Balance Sheets is reclassified to Revenues in the Condensed Consolidated Statements of Earnings. Subsequent changes in fair value of the derivative instrument are recorded in Selling, general and administrative expenses in the Condensed Consolidated Statements of Earnings to offset changes in fair value of the resulting non-functional currency receivables. For derivative instruments that are designated and qualify as cash flow hedges under ASC 815, the Company formally documents for each derivative instrument at the hedge s inception the relationship between the hedging instrument (foreign currency forward contract) and hedged item (forecasted foreign currency revenues), the nature of the risk being hedged, and its risk management objective and strategy for undertaking the hedge. The Company records the effective portion of the gain or loss on the derivative instrument that are designated and qualify as cash flow hedges in Accumulated other comprehensive loss in the Condensed Consolidated Balance Sheets and reclassifies these amounts into Revenues in the Condensed Consolidated Statements of Earnings in the period during which the hedged transaction is

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recognized in earnings. The Company assesses hedge effectiveness both at the onset of the hedge and on an ongoing basis using regression analysis. The Company measures hedge ineffectiveness by comparing the cumulative change in the fair value of the effective component of the hedge contract with the cumulative change in the fair value of the hedged item. The Company recognizes any over performance of the derivative as ineffectiveness in Revenues, and amounts excluded from the assessment of effectiveness in Cost of revenues in the Condensed Consolidated Statements of Earnings. During the three and six months ended March 29, 2013 and March 30, 2012, the Company did not discontinue any cash flow hedges. At the inception of the hedge, the Company assesses whether the likelihood of meeting the forecasted cash flow is highly probable. As of March 29, 2013, all forecasted cash flows were still probable to occur. As of September 28, 2012, net unrealized gain on derivative instruments before tax, of $0.9 million, was included in Accumulated other comprehensive loss in the Condensed Consolidated Balance Sheets. As of March 29, 2013, net unrealized gain on derivative instruments of $2.2 million, before tax, was included in Accumulated other comprehensive loss, and is expected to be reclassified to earnings over the 12 months that follow.

The Company had the following outstanding foreign currency forward contracts that were designated as cash flow hedges:

(In millions)	Notional Value Sold March 29, 2013
Euro	$ 41.6
Japanese yen	10.2
Totals	$ 51.8

The following table presents the amounts, before tax, recognized in Accumulated other comprehensive loss in the Condensed Consolidated Balance Sheets and in the Condensed Consolidated Statements of Earnings that are related to the effective portion of the foreign currency forward contracts designated as cash flow hedges:

	Gain (Loss) Recognized in Other Comprehensive Income (Effective Portion)				Location of Gain (Loss) Reclassified from Accumulated Other Comprehensive Income into Net Earnings (Effective Portion)	Gain (Loss) Reclassified from Accumulated Other Comprehensive Income into Net Earnings (Effective Portion)			
	Three Months Ended		Six Months Ended			Three Months Ended		Six Months Ended	
(In millions)	March 29, 2013	March 30, 2012	March 29, 2013	March 30, 2012		March 29, 2013	March 30, 2012	March 29, 2013	March 30, 2012
Foreign exchange contracts	$ 2.0	$ 1.3	$ 2.3	$ 1.2	Revenues	$ 0.2	$ 0.2	$ 1.0	$ 0.1

Balance Sheet Hedging Activities

The Company also hedges balance sheet exposures from its various subsidiaries and business units where the U.S. Dollar is the functional currency. The Company enters into foreign currency forward contracts to minimize the short-term impact of foreign currency fluctuations on monetary assets and liabilities denominated in currencies other than the U.S. Dollar functional currency. The foreign currency forward contracts are short term in nature, typically with a maturity of approximately one month, and are based on the net forecasted balance sheet exposure. These hedges of foreign-currency-denominated assets and liabilities do not qualify for hedge accounting treatment and are not designated as hedging instruments under ASC 815. For derivative instruments not designated as hedging instruments, changes in their fair values are recognized in Selling, general and administrative expenses in the Condensed Consolidated Statements of Earnings. Changes in the values of these hedging instruments are offset by changes in the values of foreign-currency-denominated assets and liabilities. Variations from the forecasted foreign currency assets or liabilities, coupled with a significant currency rate movement, may result in a material gain or loss if the hedges are not effectively offsetting the change in value of the foreign currency asset or liability. Other than foreign exchange hedging activities, the Company has no other free-standing or embedded derivative instruments.

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NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(Unaudited)

The Company had the following outstanding foreign currency forward contracts that were entered into to hedge balance sheet exposures from its various foreign subsidiaries and business units:

	At March 29, 2013	
(In millions)	**Notional Value Sold**	**Notional Value Purchased**
Australian dollar	$ 11.5	$
British pound	12.0	
Canadian dollar	11.5	0.6
Danish krona		3.1
Euro	189.9	
Indian rupee	4.4	
Japanese yen	52.4	
New Zealand dollar	4.7	
Swedish krona	7.4	
Swiss franc		48.7
Totals	$ 293.8	$ 52.4

The following table presents the gains recognized in the Condensed Consolidated Statements of Earnings related to the foreign currency forward exchange contracts that are not designated as hedging instruments under ASC 815.

Location of Gain or (Loss) Recognized in Income on Derivative	**Amount of Gain Recognized in Net Earnings on Derivative Three Months Ended**		**Amount of Gain Recognized in Net Earnings on Derivative Six Months Ended**	
(In millions)	**March 29, 2013**	**March 30, 2012**	**March 29, 2013**	**March 30, 2012**
Selling, general and administrative expenses	$ 9.8	$ 0.4	$ 12.3	$ 2.1

The gains (losses) on these derivative instruments were significantly offset by the gains (losses) resulting from the remeasurement of monetary assets and liabilities denominated in currencies other than the U.S. Dollar functional currency.

Contingent Features

Certain of the Company s derivative instruments are subject to master agreements which contain provisions that require the Company, in the event of a default, to settle the outstanding contracts in net liability positions by making settlement payments in cash or by setting off amounts owed to the counterparty against any credit support or collateral held by the counterparty. The counterparty s right of set-off is not limited to the derivative instruments and applies to other rights held by the counterparty. These events of default, which are defined by the existing agreements, are primarily related to the Company s failure to pay the counterparty under the derivative instruments, voluntary or involuntary bankruptcy, the Company s default on its borrowings, and deterioration of creditworthiness of the surviving entity if the Company merges or transfers its assets or liabilities to another entity. As of March 29, 2013 and September 28, 2012, the Company did not have significant outstanding derivative instruments with credit-risk-related contingent features that were in a net liability position.

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VARIAN MEDICAL SYSTEMS, INC. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(Unaudited)

9. COMMITMENTS AND CONTINGENCIES

Product Warranty

The following table reflects the changes in the Company s accrued product warranty:

(In millions)	Six Months Ended March 29, 2013	Six Months Ended March 30, 2012
Accrued product warranty, at beginning of period	$ 52.8	$ 50.1
Charged to cost of revenues	25.8	23.3
Actual product warranty expenditures	(27.2)	(24.8)
Accrued product warranty, at end of period	$ 51.4	$ 48.6

Other Commitments

In September 2011, the Company, through its Swiss subsidiary, participated in a $165 million loan facility for CPTC, under which the subsidiary committed to loan up to $115 million to finance the construction and start-up operations of a proton therapy center. See Note 15, Variable Interest Entity for a detailed discussion.

In April 2012, VMS entered into a strategic global partnership with Siemens AG (Siemens) through which the Company committed to make certain payments, including up to $10 million in fixed fees and $20 million in license fees, in the event certain product development milestones are achieved. See Note 16, Strategic Arrangement for additional discussion.

Environmental Remediation Liabilities

The Company s operations and facilities, past and present, are subject to environmental laws, including laws that regulate the handling, storage, transport and disposal of hazardous substances. Certain of those laws impose cleanup liabilities under certain circumstances. In connection with those laws and certain of the Company s past and present operations and facilities, the Company oversees various environmental cleanup projects and also reimburses certain third parties for cleanup activities. Those include facilities sold as part of the Company s electron devices business in 1995 and thin film systems business in 1997. In addition, the U.S. Environmental Protection Agency (EPA) or third parties have named the Company as a potentially responsible party under the amended Comprehensive Environmental Response Compensation and Liability Act of 1980 (CERCLA), at sites to which the Company or the facilities of the sold businesses were alleged to have shipped waste for recycling or disposal (the CERCLA sites). In connection with the CERCLA sites, the Company to date has been required to pay only modest amounts as its contributions to cleanup efforts. Under the agreement that governs the spin-offs of Varian, Inc., which was acquired by Agilent Technologies Inc. (the successor entity hereinafter referred to as VI), and Varian Semiconductor Equipment Associates, Inc., which was acquired by Applied Materials, Inc. (the successor entity hereinafter referred to as VSEA), VI and VSEA are each obligated to indemnify the Company for one-third of the environmental cleanup costs associated with corporate, discontinued or sold operations prior to the spin-offs (after adjusting for any insurance proceeds or tax benefits received by the Company), as well as fully indemnify the Company for other liabilities arising from the operations of the business transferred to it as part of the spin-offs.

The Company spent $0.2 million (net of amounts borne by VI and VSEA) during both the three months ended March 29, 2013 and March 30, 2012, on environmental cleanup costs, third-party claim costs, project management costs and legal costs. The Company spent $0.4 million (net of amounts borne by VI and VSEA) during both the six months ended March 29, 2013 and March 30, 2012 on such costs.

Inherent uncertainties make it difficult to estimate the likelihood of the cost of future cleanup, third-party claims, project management and legal services for the CERCLA sites and one of the Company s past facilities. Nonetheless, as of March 29, 2013, the Company estimated that, net of VI s and VSEA s indemnification obligations, future costs associated with the CERCLA sites and this facility would range in total from $1.9 million to $9.3 million. The time frames over which these cleanup project costs are estimated vary, ranging from one year up to thirty years as of March 29, 2013. Management

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(Unaudited)

believes that no amount in that range is more probable of being incurred than any other amount and therefore accrued $1.9 million for these cleanup projects as of March 29, 2013. The accrued amount has not been discounted to present value due to the uncertainties that make it difficult to develop a single best estimate.

The Company believes it has gained sufficient knowledge to better estimate the scope and cost of monitoring, cleanup and management activities for its other past and present facilities. This, in part, is based on agreements with other parties and also cleanup plans approved by or completed in accordance with the requirements of the governmental agencies having jurisdiction. As of March 29, 2013, the Company estimated that the Company s future exposure, net of VI s and VSEA s indemnification obligations, for the costs at these facilities, and reimbursements of third party s claims for these facilities, ranged in total from $6.0 million to $35.3 million. The time frames over which these costs are estimated to be incurred vary, ranging from one year to thirty years as of March 29, 2013. As to each of these facilities, management determined that a particular amount within the range of estimated costs was a better estimate than any other amount within the range, and that the amount and timing of these future costs were reliably determinable. The best estimate within that range was $12.7 million at March 29, 2013. Accordingly, the Company has accrued $9.7 million for these costs, which represents the best estimate discounted at 4%, net of inflation. This accrual is in addition to the $1.9 million described in the preceding paragraph.

These amounts are only estimates of anticipated future costs. The amounts the Company will actually spend may be greater or less than these estimates, even as the Company believes the degree of uncertainty will narrow as cleanup activities progress. While the Company believes its reserve is adequate, as the scope of the Company s obligations becomes more clearly defined, the Company may modify the reserve, and charge or credit future earnings accordingly. Nevertheless, based on information currently known to management, and assuming VI and VSEA satisfy their indemnification obligations, management believes the costs of these environmental-related matters are not reasonably likely to have a material adverse effect on the consolidated financial statements of the Company in any one fiscal year.

The Company evaluates its liability for investigation and cleanup costs in light of the obligations and apparent financial strength of potentially responsible parties and insurance companies with respect to which the Company believes it has rights to indemnity or reimbursement. The Company has asserted claims for recovery of environmental investigation and cleanup costs already incurred, and to be incurred in the future against various insurance companies and other third parties. The Company receives certain cash payments in the form of settlements and judgments from defendants, insurers and other third parties from time to time. The Company has also reached an agreement with an insurance company under which that insurer has agreed to pay a portion of the Company s past and future environmental-related expenditures. Receivables, net of VI s and VSEA s portion, from that insurer amounted to $2.3 million at March 29, 2013 and $2.6 million at September 28, 2012, with the respective current portion included in Prepaid expenses and other current assets and the respective noncurrent portion included in Other assets in the Condensed Consolidated Balance Sheets. The Company believes that this receivable is recoverable because it is based on a binding, written settlement agreement with what appears to be a financially viable insurance company, and the insurance company has paid the Company s claims in the past.

The availability of the indemnities of VI and VSEA will depend upon the future financial strength of VI and VSEA. Given the long-term nature of some of the liabilities, VI and VSEA may be unable to fund the indemnities in the future. It is also possible that a court would disregard this contractual allocation among the parties and require the Company to assume responsibility for obligations allocated to another party, particularly if the other party were to refuse or was unable to pay any of its allocated share. The agreement governing the spin-offs generally provides that if a court prohibits a company from satisfying its shared indemnification obligations, the indemnification obligations will be shared equally by the two other companies.

Other Matters

From time to time, the Company is a party to or otherwise involved in legal proceedings, claims and government inspections or investigations and other legal matters, both inside and outside the United States, arising in the ordinary course of its business or otherwise. These matters include, as of March 29, 2013, a patent infringement lawsuit initiated in 2007 by the University of Pittsburgh regarding the Company s Real-time Position Management (RPM) technology. On or about December 21, 2011, the trial court presiding over the litigation entered a summary judgment order in the case finding that the Company s RPM technology was covered by some of the claims of the subject patent. Subsequently, in early 2012, in the proceedings at the trial court on the remaining issues in litigation, it was found (i) that the Company willfully infringed the subject patent, (ii) that the Company is liable for approximately $40 million in actual damages and (iii) that the subject patent was valid. The trial court has ordered the Company to pay a total of approximately $102 million, comprised of

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approximately $80 million in enhanced damages (a doubling of the damages amount), pre-judgment interest to the damage award of approximately $13 million and approximately $9 million in attorneys fees. The court also ordered the Company to pay ongoing royalties at the rates found by the jury for sales after the date of judgment. If our appeal is not successful, on-going royalties, assuming future U.S. sales and manufacturing of the infringing product remains approximately at the 2012 levels, could be up to $5 million per year through September 2016, the expiration of University of Pittsburgh s patent. The Company has appealed the findings against it and believes that it has valid reasons for the judgment to be reversed.

The Company accrues amounts, to the extent they can be reasonably estimated, that it believes are adequate to address any liabilities related to legal proceedings and other loss contingencies that the Company believes will result in a probable loss (including, among other things, probable settlement value). As of March 29, 2013, the Company had accrued an aggregate of approximately $5.4 million of such losses with respect to ongoing proceedings, including the low end of the range of the probable settlement value for the University of Pittsburgh proceeding. However, such matters are subject to many uncertainties and outcomes are not predictable with assurance. The range of reasonably possible loss for the University of Pittsburgh matter, up to the date of the trial court judgment, is from zero to approximately $102 million (this range does not include ongoing royalties subsequent to the date of the trial court judgment). The Company is unable to estimate a range of reasonably possible losses in excess of the amounts accrued with respect to all other matters. There can be no assurances as to whether the Company will become subject to significant additional claims and liabilities with respect to ongoing or future proceedings. If actual liabilities significantly exceed the estimates made, the Company s consolidated financial position, results of operations or cash flows could be materially adversely affected.

Restructuring Charges

As part of the Company s plan to enhance operational performance through productivity initiatives, the Company offered an enhanced retirement program to its qualified employees during the first quarter of fiscal year 2013. Approximately 85 employees accepted the voluntary retirement program. The Company incurred restructuring charges of approximately $2.6 million and $6.7 million for the three and six months ended March 29, 2013, respectively. The Company made cash payments of approximately $3.8 million and $4.0 million during the three and six months ended March 29, 2013, respectively. Insignificant amounts of restructuring charges are expected to be incurred beyond the second quarter of fiscal year 2013 in relation to this program.

10. RETIREMENT PLANS

The Company s net defined benefit and post-retirement benefit costs were composed of the following:

	Three Months Ended		Six Months Ended	
(In thousands)	**March 29, 2013**	**March 30, 2012**	**March 29, 2013**	**March 30, 2012**
Defined Benefit Plans				
Service cost	$ 1,200	$ 1,100	$ 2,429	$ 2,209
Interest cost	1,295	1,347	2,615	2,691
Plan curtailment				(161)
Expected return on plan assets	(1,407)	(1,335)	(2,847)	(2,666)
Amortization of prior service cost	40	40	80	80
Recognized actuarial loss	681	621	1,363	1,242
Net periodic benefit cost	$ 1,809	$ 1,773	$ 3,640	$ 3,395
Post-Retirement Benefit Plans				
Interest cost	$ 40	$ 55	$ 80	$ 110

Amortization of prior service cost	1	1	2	2
Recognized actuarial loss	15	21	30	42
Net periodic benefit cost	$ 56	$ 77	$ 112	$ 154

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NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(Unaudited)

The Company made contributions to the defined benefit plans of $7.9 million during the six months ended March 29, 2013. The Company currently expects total contributions to the defined benefit plans for fiscal year 2013 will be approximately $10.8 million. The Company made contributions to the post-retirement benefit plans of $0.3 million during the six months ended March 29, 2013. The Company currently expects total contributions to the post-retirement benefit plans for fiscal year 2013 will be approximately $0.5 million.

11. INCOME TAXES

The Company s effective tax rate was 27.9% for the three months ended March 29, 2013, compared to 25.3% for the three months ended March 30, 2012. For the six months ended March 29, 2013, the Company s effective tax rate was 29.4%, compared to 27.6% in the six months ended March 30, 2012. The increase in the Company s effective tax rate was primarily due to a smaller net benefit for discrete items in the current periods compared to the prior periods, primarily related to the release of certain liabilities for uncertain tax positions, including the expiration of the statutes of limitation in various jurisdictions, partially offset by the benefit of the retroactive reinstatement of the federal research and development credit.

The Company s effective income tax rate differs from the U.S. federal statutory rate primarily because the Company s foreign earnings are taxed at rates that are, on average, lower than the U.S. federal rate, and because the Company s domestic earnings are subject to state income taxes.

The total amount of unrecognized tax benefits did not change by a significant amount during the six months ended March 29, 2013; however, the amount of unrecognized tax benefits has increased as a result of positions taken during the current and prior years, and has decreased as the result of the expiration of statutes of limitation in various jurisdictions.

12. STOCKHOLDERS EQUITY

Stock Repurchase Program

On August 25, 2011, the Company entered into an accelerated share repurchase agreement with BofA (the August 2011 Repurchase Agreement). Pursuant to the August 2011 Repurchase Agreement, the Company paid to BofA $250 million and BofA delivered 3,849,638 shares of VMS common stock, representing approximately 85% of the shares expected to be repurchased. The remaining $37.5 million, representing approximately 15% of the cash payment to BofA, was recorded as an equity forward contract, which was included in Capital in excess of par value in the Consolidated Balance Sheet at September 28, 2012. Under the terms of the August 2011 Repurchase Agreement, the specific number of shares that the Company ultimately repurchased was to be based on the volume weighted average share price of VMS common stock during the repurchase period, less a discount. The repurchase period ended in February 2012 and the Company received an additional 375,449 shares of VMS common stock upon the settlement of the August 2011 Repurchase Agreement. The market value of the shares received of $25 million was included in Capital in excess of par value at September 28, 2012.

In August 2012, the VMS Board of Directors authorized the repurchase of 8 million shares of VMS common stock from September 29, 2012 through December 31, 2013. Shares may be repurchased in the open market, in privately negotiated transactions (such as the August 2011 and similar accelerated repurchase programs) or under Rule 10b5-1 share repurchase plans, and may be made from time to time or in one or more blocks. The Company repurchased a total of 1,400,000 and 2,900,000 shares of VMS common stock during the three and six months ended March 29, 2013, respectively. As of March 29, 2013, 5,100,000 shares of VMS common stock remained available for repurchase under this repurchase authorization. Including the 375,449 shares received upon the settlement of the August 2011 Repurchase Agreement, the Company repurchased a total of 1,500,000 shares of VMS common stock during the six months ended March 30, 2012, all of which were repurchased in the three months ended March 30, 2012. All shares that were repurchased have been retired.

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VARIAN MEDICAL SYSTEMS, INC. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(Unaudited)

13. EMPLOYEE STOCK PLANS

In February 2012, VMS s stockholders approved an amendment of the Varian Medical Systems, Inc. 2005 Omnibus Stock Plan and its restatement as the Third Amended and Restated 2005 Omnibus Stock Plan (the Third Amended 2005 Plan) to (i) increase the number of shares available for grant under the plan by 6,000,000 shares, (ii) change the number of shares counted against the available-for-grant limit from 2.5 shares to 2.6 shares for every one share issued in connection with awards other than stock options and stock appreciation rights on a go-forward basis and (iii) extend the term of the Third Amended 2005 Plan until November 11, 2021.

The table below summarizes the share-based compensation expense recognized for employee stock awards and for the option component of the employee stock purchase plan shares:

	Three Months Ended		Six Months Ended	
(In thousands, except per share amounts)	**March 29, 2013**	**March 30, 2012**	**March 29, 2013**	**March 30, 2012**
Cost of revenues Product	$ 1,274	$ 1,247	$ 2,385	$ 2,244
Cost of revenues Service contracts and other	1,098	405	1,461	867
Research and development	1,487	1,727	3,226	3,259
Selling, general and administrative	9,369	11,259	16,319	18,769
Taxes on earnings	(4,009)	(4,707)	(7,178)	(8,048)
Net decrease in net earnings	$ 9,219	$ 9,931	$ 16,213	$ 17,091

During the three and six months ended March 29, 2013, total share-based compensation expense recognized in earnings before taxes was $13.2 million and $23.4 million, respectively, and the total related recognized tax benefit was $4.0 million and $7.2 million, respectively. During the three and six months ended March 30, 2012, total share-based compensation expense recognized in earnings before taxes was $14.6 million and $25.1 million, respectively, and the total related recognized tax benefit was $4.7 million and $8.0 million, respectively.

Total share-based compensation expense capitalized as part of inventory for the three and six months ended March 29, 2013 was $0.6 million and $1.5 million, respectively. Total share-based compensation expense capitalized as part of inventory for the three and six months ended March 30, 2012 was $0.9 million and $1.7 million, respectively.

During the six months ended March 29, 2013, the Company granted performance units to certain employees under the Third Amended 2005 Plan (before and after its amendment and restatement). The number of shares of VMS common stock ultimately issued under the performance units at the end of a three-year performance period will depend on the Company s business performance during the three-year period against specified performance targets set by the Compensation and Management Development Committee of the Board of Directors at the beginning of the period. Subject to certain exceptions, any unvested performance unit awards are generally forfeited at the time of termination.

The fair value of options granted was estimated at the date of grant using the Black-Scholes model with the following weighted average assumptions:

Three Months Ended		Six Months Ended	
March 29, 2013	**March 30, 2012**	**March 29, 2013**	**March 30, 2012**

Employee Stock Option Plans				
Expected term (in years)	4.77	4.77	4.76	4.64
Risk-free interest rate	0.8%	0.8%	0.6%	0.8%
Expected volatility	30.9%	35.3%	32.3%	36.9%
Expected dividend				
Weighted average fair value at grant date	$ 19.56	$ 20.19	$ 19.74	$ 18.75

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VARIAN MEDICAL SYSTEMS, INC. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(Unaudited)

The option component of employee stock purchase plan shares was estimated at the date of grant using the Black-Scholes model with the following weighted average assumptions:

	Six Months Ended March 29, 2013	Six Months Ended March 30, 2012
Employee Stock Purchase Plan		
Expected term (in years)	0.50	0.50
Risk-free interest rate	0.1%	0.1%
Expected volatility	19.3%	21.9%
Expected dividend		
Weighted average fair value at grant date	$ 13.65	$ 12.49

Activity under the Company s employee stock plans is presented below:

(In thousands, except per share amounts)	Shares Available for Grant	Options Outstanding Number of Shares	Weighted Average Exercise Price	Weighted-Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (3)
Balance at September 28, 2012	11,868	6,459	$ 48.34		
Authorized					
Granted (1)	(2,004)	605	68.93		
Cancelled or expired (2)	29	(3)	56.23		
Exercised		(1,749)	45.01		
Balance at March 29, 2013	9,893	5,312	$ 51.77	3.5	$ 107,460
Exercisable at March 29, 2013		4,299	$ 48.91	2.9	$ 99,244

(1) The difference between the number of shares granted listed in the column headed Shares Available for Grant and the number of shares granted listed in the column headed Options Outstanding Number of Shares represents the awards of deferred stock units, restricted stock units and performance units. Deferred stock unit, restricted stock unit and performance unit awards were counted against the shares available for grant limit as 2.5 shares for every one awarded before February 9, 2012 and were counted against the shares available for grant limit as 2.6 shares for every one awarded on or after February 9, 2012. In addition, the shares available for grant limit was further adjusted to reflect a maximum payout of 1.5 shares that could be issued for each performance unit granted.

(2) The difference between the number of cancelled or expired shares listed in the column headed Shares Available for Grant and the number of cancelled or expired shares listed in the column headed Options Outstanding Number of Shares represents the cancellation of shares of restricted common stock and restricted stock units due to employee terminations.

(3) The aggregate intrinsic value represents the total pre-tax intrinsic value of options, which is computed based on the difference between the exercise price and VMS s closing common stock price of $72 as of March 28, 2013, that last trading date of the second quarter of fiscal year 2013, and which would have been received by the option holders had all option holders exercised and sold their options as of that date.

As of March 29, 2013, there was $14.2 million of total unrecognized compensation expense related to outstanding stock options. This unrecognized compensation expense is expected to be recognized over a weighted average period of 1.9 years.

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VARIAN MEDICAL SYSTEMS, INC. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(Unaudited)

The activity for restricted stock, restricted stock units, deferred stock units and performance units is summarized as follows:

(In thousands, except per share amounts)	Shares	Weighted Average Grant-Date Fair Value
Balance at September 28, 2012	945	$ 57.30
Granted	504	70.36
Vested	(203)	57.60
Cancelled or expired	(11)	60.10
Balance at March 29, 2013	1,235	$ 62.55

The fair value of restricted stock and restricted stock unit awards is estimated using the value of the Company s common stock on the date of grant. The fair value of market-based performance units is estimated using a Monte Carlo simulation model on the date of grant. As of March 29, 2013, unrecognized compensation expense totaling $46.0 million was related to awards of restricted stocks, restricted stock units, deferred stock units and performance units. This unrecognized compensation expense is expected to be recognized over a weighted average period of 2.1 years.

14. EARNINGS PER SHARE

Basic net earnings per share is computed by dividing net earnings by the weighted average number of shares of VMS common stock outstanding for the period. Diluted net earnings per share is computed by dividing net earnings by the sum of the weighted average number of common shares outstanding and dilutive common shares under the treasury stock method.

The following table sets forth the computation of net basic and diluted earnings per share:

(In thousands, except per share amounts)	Three Months Ended March 29, 2013	Three Months Ended March 30, 2012	Six Months Ended March 29, 2013	Six Months Ended March 30, 2012
Net earnings	$ 112,788	$ 107,772	$ 208,071	$ 198,006
Weighted average shares outstanding basic	108,841	112,354	109,038	112,282
Dilutive effect of potential common shares	1,809	2,159	1,825	2,146
Weighted average shares outstanding diluted	110,650	114,513	110,863	114,428
Net earnings per share basic	$ 1.04	$ 0.96	$ 1.91	$ 1.76
Net earnings per share diluted	$ 1.02	$ 0.94	$ 1.88	$ 1.73
Anti-dilutive employee shared based awards, excluded	658	744	883	250

The Company excludes potentially dilutive common shares (consisting of shares underlying stock options and the employee stock purchase plan) from the computation of diluted weighted average shares outstanding if the per share value, either the exercise price of the awards or the sum of (a) the exercise price of the awards and (b) the amount of the compensation cost attributed to future services and not yet recognized and (c) the amount of tax benefit or shortfall that would be recorded in additional paid-in capital when the award becomes deductible, is greater than the average market price of the shares, because the inclusion of the shares underlying these stock awards would be antidilutive to earnings per share.

15. VARIABLE INTEREST ENTITY

During fiscal year 2011, the Company entered into a number of agreements with CPTC, a variable interest entity that was established to finance and operate the Scripps Proton Therapy Center in San Diego, California. CPTC has raised approximately $60 million in equity and has received a $165.3 million loan facility, in which, as described below, the Company participates, to finance the construction and start-up operations of this center. Scripps Clinic Medical Group, Inc. (Scripps) will be responsible for the clinical operations of the Scripps Proton Therapy Center, which is scheduled to open in calendar year 2013.

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VARIAN MEDICAL SYSTEMS, INC. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(Unaudited)

In April 2010, the Company signed an $88 million agreement to supply a proton therapy system to CPTC. The Company began recognizing revenues under this contract in the fourth quarter of fiscal 2011. In June 2011, the Company signed a ten-year, approximately $60 million agreement with CPTC to service the proton therapy system. No revenues have been recognized under this service agreement. In addition, in September 2011, ORIX and the Company, through its Swiss subsidiary, committed to loan up to $165.3 million to CPTC. ORIX is the loan agent for this facility and, along with CPTC and Scripps, has budgetary approval authority for the Scripps Proton Therapy Center. The Company s maximum loan commitment under this facility is $115.3 million, reflecting the Company s pro rata share of 69.75% of the obligation to fund the initial distribution and subsequent advances. As of March 29, 2013, the Company had loaned $56.1 million (including accrued interest) of its $115.3 million commitment, which is reported as a current asset on the Company s Condensed Consolidated Balance Sheets. The Company s subsidiary is not obligated to fund any additional amounts to CPTC beyond the $115.3 million committed under the loan facility. The Company may sell all or a portion of its participation in this loan facility before the end of the drawdown period in 2014. Upon the sale of all or a portion of this facility, the Company will not be required to make further loan advances for the portion of the facility that is sold.

The loan, which matures in September 2015, bears interest at the London Interbank Offer Rate (LIBOR) plus 6.25% per annum with a minimum interest rate of 8.25% per annum. The loan can be extended for two additional one-year terms at the election of CPTC during which extensions interest will accrue at LIBOR plus 7.00% per annum with a minimum interest rate of 9.00% per annum. Interest only payments are due monthly in arrears until July 1, 2014, at which time monthly payments based on amortization of the principal balance over a 15-year period at an interest rate of 8.25% become due and payable. If all or a portion of the principal is repaid on or before July 1, 2014, interest that would have been payable had the principal not been repaid early is due and payable. The Company, as one of the lenders, is entitled to certain fees, including a commitment fee of 1.5% of the loan facility commitment amount and an exit fee of 1% of the amount of principal paid, whether as a result of prepayment or maturity. The loan facility is collateralized by all of the assets of the Scripps Proton Therapy Center. In connection with the loan facility, the Company s subsidiary also shares 4% of the gross revenues of the Scripps Proton Therapy Center for 35 years. The Company s subsidiary s right of revenue sharing may be reduced upon the sale of a portion of the Company s loan and will be reduced to an amount not to exceed 1% of the gross revenues of the Scripps Proton Therapy Center upon repayment of the first $71 million of the Company s loan amount. The Company has not sold any portion of its loan to date.

The Company has determined that CPTC is a variable interest entity and that the Company holds a significant variable interest of CPTC through its subsidiary s participation in the loan facility and its agreements to supply and service the proton therapy equipment. The Company has concluded that it is not the primary beneficiary of CPTC. The Company has no voting rights, has no approval authority or veto rights for CPTC s budget, and does not have the power to direct patient recruitment, clinical operations and management of the Scripps Proton Therapy Center, which the Company believes are the matters that most significantly affect CPTC s economic performance.

As of March 29, 2013, in addition to the $56.1 million loan to CPTC, the Company had recorded $36.5 million in accounts receivable from CPTC. As of September 28, 2012, the outstanding loan balance to CPTC was $49.7 million and the accounts receivable balance from CPTC was $30.7 million. The Company s exposure to loss as a result of its involvement with CPTC was limited to the carrying amounts of these assets on its Condensed Consolidated Balance Sheets.

16. STRATEGIC ARRANGEMENT

In April 2012, VMS entered into a strategic global partnership with Siemens through which, among other things, the Company and Siemens are working on developing interfaces to enable the Company s ARIA® oncology information system software to connect with Siemens linear accelerators and imaging systems. Under the agreement establishing this collaboration, the Company committed to make certain payments, including up to $10 million in fixed fees and $20 million in license fees, in the event certain product development milestones are achieved. The Company will also pay for additional licenses beyond the minimum quantities set forth in the agreement. During the three months ended March 29, 2013, the Company accrued $1 million of the fixed fees under the terms of the agreement, of which the first payment of $2 million will be due on September 30, 2013. As of March 29, 2013, no amount related to the achievement of the product development milestones was payable under this agreement.

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VARIAN MEDICAL SYSTEMS, INC. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(Unaudited)

In addition, pursuant to this agreement, the Company represents Siemens diagnostic imaging products to radiation oncology clinics in most international markets and, since November 2012 in North America. Siemens in turn represents the Company s equipment and software products for radiotherapy and radiosurgery within its offerings to its healthcare customers in agreed upon regions. The Company will receive commissions from Siemens for sales agency activities provided to Siemens and will make commission payments to Siemens for sales agency activities provided to the Company as part of this agreement. No commissions have been received from or paid to Siemens during the three and six months ended March 29, 2013. This agreement also provides a framework for both companies to explore opportunities to co-develop new imaging and treatment solutions in the future.

17. SEGMENT INFORMATION

The Company s operations are grouped into two reportable operating segments: Oncology Systems and X-ray Products. These reportable operating segments were determined based on how the Company s Chief Executive Officer, its Chief Operating Decision Maker (CODM), views and evaluates the Company s operations. The Company s Ginzton Technology Center, Security and Inspection Products business and Varian Particle Therapy business are reflected in the Other category because these operating segments do not meet the criteria of a reportable operating segment. The CODM allocates resources to and evaluates the financial performance of each operating segment primarily based on operating earnings.

The following table summarizes selected operating results information for each business segment:

	Three Months Ended		Six Months Ended	
(In millions)	**March 29, 2013**	**March 30, 2012**	**March 29, 2013**	**March 30, 2012**
Revenues				
Oncology Systems	$ 582	$ 566	$ 1,106	$ 1,053
X-ray Products	140	123	273	236
Total reportable segments	$ 722	$ 689	$ 1,379	$ 1,289
Other	47	32	68	57
Total company	$ 769	$ 721	$ 1,447	$ 1,346
Operating Earnings (Loss)				
Oncology Systems	$ 132	$ 125	$ 252	$ 237
X-ray Products	38	33	72	60
Total reportable segments	$ 170	$ 158	$ 324	$ 297
Other	(7)	(9)	(18)	(19)
Corporate	(7)	(5)	(13)	(5)
Total company	$ 156	$ 144	$ 293	$ 273

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of Varian Medical Systems, Inc.:

We have reviewed the accompanying condensed consolidated balance sheet of Varian Medical Systems, Inc. and its subsidiaries (the Company) as of March 29, 2013 and the related condensed consolidated statements of earnings for the three-month and six-month periods ended March 29, 2013, and March 30, 2012 and the condensed consolidated statements of comprehensive earnings for the three-month and six-month periods ended March 29, 2013 and March 30, 2012 and the condensed consolidated statements of cash flows for the six-month periods ended March 29, 2013 and March 30, 2012. These interim financial statements are the responsibility of the Company s management.

We conducted our review in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the accompanying condensed consolidated interim financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

We previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet as of September 28, 2012, and the related consolidated statements of earnings, of stockholders equity and of cash flows for the year then ended (not presented herein), and in our report dated November 21, 2012, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of September 28, 2012, is fairly stated in all material respects in relation to the consolidated balance sheet from which it has been derived.

/s/ PRICEWATERHOUSECOOPERS LLP

PricewaterhouseCoopers LLP

San Jose, CA

May 8, 2013

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Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations
Forward-Looking Statements

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, which provides a safe harbor for statements about future events, products and future financial performance that are based on the beliefs of, estimates made by, and information currently available to the management of Varian Medical Systems, Inc. (VMS) and its subsidiaries (collectively we, our or the Company). The outcome of the events described in these forward-looking statements is subject to risks and uncertainties. Actual results and the outcome or timing of certain events may differ significantly from those projected in these forward-looking statements or management s current expectations due to the factors cited in this Management s Discussion and Analysis of Financial Condition and Results of Operations (MD&A), the Risk Factors listed under Part II, Item 1A of this Quarterly Report on Form 10-Q, and other factors described from time to time in our other filings with the Securities and Exchange Commission (SEC), or other reasons. For this purpose, statements concerning: industry or market segment outlook; market acceptance of or transition to new products or technology such as fixed field intensity-modulated radiation therapy (IMRT), image-guided radiation therapy (IGRT), stereotactic radiosurgery, volumetric modulated arc therapy, brachytherapy, software, treatment techniques, proton therapy and advanced x-ray products; growth drivers; future orders, revenues, backlog, earnings or other financial results; and any statements using the terms believe, expect, anticipate, can, should, would, could, may, intended, potential, and possible or similar statements are forward-looking statements that involve risks and uncertainties that could cause our actual results and the outcome and timing of certain events to differ materially from those projected or management s current expectations. By making forward-looking statements, we have not assumed any obligation to, and you should not expect us to, update or revise those statements because of new information, future events or otherwise.

Overview

In the second quarter of fiscal year 2013, revenues increased 7%, gross margin increased 0.4 percentage points and net earnings increased 5% compared to the year-ago quarter. Net earnings for the second quarter of fiscal 2013 included a restructuring charge of $2.6 million associated with the completion of our previously announced enhanced retirement program. Net earnings per diluted share increased 9% in the second quarter of fiscal year 2013 over the year-ago quarter due to an increase in net earnings and repurchases of shares of VMS common stock.

Net orders for Oncology Systems decreased 2% in the second quarter of fiscal year 2013 from the year-ago quarter, while X-ray Products net orders increased 10%. Our backlog at March 29, 2013 was 4% higher than at the end of the second quarter of fiscal year 2012.

In order to assess how our underlying businesses performed, we also compare the percent change in revenues and net orders from one period to another, excluding the effect of foreign currency fluctuations (*i.e.,* using constant currency exchange rates). To present this information, current period revenues and net orders in currencies other than U.S. Dollars are converted into U.S. Dollars using comparable prior period s average exchange rate. In the second quarter of fiscal year 2013, our revenues increased 8% on a constant currency basis and net orders for Oncology Systems remained flat in constant currency.

Oncology Systems. Our largest business segment is Oncology Systems, which designs, manufactures, sells and services hardware and software products for treating cancer with conventional radiotherapy (including IMRT, IGRT and volumetric modulated arc therapy), stereotactic body radiotherapy, stereotactic radiotherapy, stereotactic radiosurgery and brachytherapy.

Our primary goal in the Oncology Systems business is to promote the adoption of more advanced and effective cancer treatments. In our view, the fundamental market forces that drive long-term growth in our Oncology Systems business are the rise in cancer cases; technology advances and product developments that are leading to improvements in patient care; customer demand for the more advanced and effective cancer treatments that we offer; competitive conditions among hospitals and clinics to offer such advanced treatments; continued improvement in safety and cost efficiency in delivering radiation therapy; and underserved medical needs outside of the United States. We have recently seen a greater percentage of Oncology Systems net orders and revenues coming from emerging markets within our international region, which typically demand lower-priced products compared to developed markets. We expect that this shift in geographic mix of net orders and revenues will generally continue and may negatively impact Oncology Systems gross margin. We do not know what impact the Affordable Health Care for America Act (the Affordable Care Act) in the United States will have on long-term growth

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or demand for our products and services. We believe, however, that growth of the radiation oncology market in the United States is being impacted as customers decision-making processes are complicated by the uncertainties surrounding the Affordable Care Act and reimbursement rates for radiotherapy and radiosurgery, and that this uncertainty will likely continue into the next fiscal year and result in a high degree of variability of net orders and revenue from quarter-to-quarter. Other factors including transaction size, timing and changing purchasing processes, will also contribute to the increased variability. In accordance with the Affordable Care Act, in the second quarter of fiscal year 2013, we began to account for the 2.3% excise tax on sales of medical devices (including our Oncology Systems products) in the United States, which has had and may have a negative impact on our gross margin and/or may lead our customers to reduce their orders for our products. In addition, the U.S. Centers for Medicare and Medicaid Services (CMS) reduced reimbursement rates for radiation therapy in free-standing clinics in the United States for calendar year 2013. In the radiation oncology markets outside of North America, for the shorter term, we expect the market growth of our European region (which includes Europe, the Middle East, India and Africa) will be mixed, with stronger market growth in Eastern Europe, the Middle East, Africa and India, offset by lower market growth in Southern Europe which is facing severe economic challenges. Our outlook for Asia and the rest of world remains robust and, overall, we believe the longer-term global radiation oncology market can grow, on average, in the mid-single-digit range.

During the first quarter of fiscal year 2013, we announced the EDGE™ radiosurgery suite, a combination of products for performing advanced radiosurgery using new real-time tumor tracking technology and motion management capabilities and received Food and Drug Administration (FDA) 510(k) clearance for components of Edge, including the Edge radiosurgery accelerator and the Calypso® System with Dynamic Edge Gating.

Oncology Systems net orders decreased 2%, in the second quarter of fiscal year 2013 compared to the second quarter of fiscal year 2012. A 9% decrease in Oncology Systems net orders in North America was partially offset by a 4% increase in net orders in Europe and a 16% increase in net orders in the rest of world region. Oncology System net orders in Asia remained flat. We believe that the uncertainty in the United States associated with the Affordable Care Act, and some consolidation activity among free standing clinics, is resulting in slower capital spending in North America that contributed to the decline in Oncology Systems net orders during the second quarter of fiscal year 2013. Emerging markets within our international region are driving growth and we received several large orders from customers in these markets during the second quarter of fiscal year 2013. In addition, we booked our first orders for the new EDGE radiosurgery system during the second quarter of fiscal year 2013.

In the second quarter of fiscal year 2013, Oncology Systems total revenues rose 3% over the second quarter of fiscal year 2012. A 41% increase in revenues from Asia offset a 6% decrease in revenues from North America and a 1% decrease in revenues from Europe. Oncology Systems gross margin in the second quarter of fiscal year 2013 increased 0.6 percentage points from the second quarter of fiscal year 2012.

X-ray Products. Our X-ray Products business segment, designs, manufactures, sells and services x-ray imaging components for use in a range of applications, including radiographic or fluoroscopic imaging, mammography, specific procedures, computed tomography and industrial applications. We continue to view the long-term fundamental growth driver for this business to be the ongoing success of key x-ray imaging original equipment manufacturers (OEMs) that incorporate our X-ray tube products and flat panel detectors into their medical diagnostic, dental, veterinary and industrial imaging systems.

In the second quarter of fiscal year 2013, X-ray Products net orders increased 10% over the year-ago quarter, with the increase in orders from Europe and Asia more than offsetting the decline in net orders in North America and rest of the world. Revenues in the second quarter of fiscal year 2013 increased 14% compared to the second quarter of fiscal year 2012, with increases from all regions. X-ray Products gross margin for the second quarter of fiscal year 2013 decreased by 0.5% points as compared to the second quarter of fiscal year 2012.

Our success in our X-ray Products business depends upon our ability to anticipate changes in our markets, the direction of technological innovation and the demands of our customers. We are currently in the process of introducing multiple new products, some of which are gaining momentum and we believe will help sustain the growth of our X-ray Products business. In addition, changes in access to diagnostic radiology or the reimbursement rates associated with diagnostic radiology as a result of the Affordable Care Act and similar state proposals, or otherwise, could affect demand for our products in our X-ray Products business.

Other. The Other category is comprised of SIP, VPT, and the operations of the Ginzton Technology Center (GTC). (Please refer to Note 17, Segment Information to the Condensed Consolidated Financial Statements within this Quarterly Report on Form 10-Q).

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SIP designs, manufactures, sells and services Linatron® x-ray accelerators, imaging processing software and image detection products (including IntellX™) for cargo screening at ports and borders and for non-destructive examination and testing in a variety of applications. Orders and revenues for our SIP products have been and may continue to be unpredictable as governmental agencies may place large orders with us or our OEM customers in a short time period, and then may not place any orders for a long time period thereafter.

VPT develops, designs, manufactures, sells and services products and systems for delivering proton therapy, another form of external beam radiotherapy using proton beams, for the treatment of cancer. Although proton therapy has been in clinical use for more than four decades, it has not been widely deployed due to high capital cost. Our current focus is commercializing our ProBeam™ proton therapy system and bringing our expertise in traditional radiation therapy to proton therapy to improve its clinical utility and to reduce its cost of treatment per patient. CMS has reduced reimbursement rates for certain proton therapy treatments in hospitals in the United States for calendar year 2013. We do not know what impact the reductions will have on the growth or demand for our VPT products and services. Orders and revenues for our VPT products have been and may continue to be subject to significant variability due to the size of each individual transaction, and the timing of each transaction may be impacted by numerous factors, including items outside of our control such as customer project financing.

GTC, our scientific research facility, develops technologies that enhance our current businesses or may lead to new business areas, including technology to improve radiation therapy and x-ray imaging, as well as other technology for a variety of applications, including security and cargo screening. GTC is also actively engaged in searching for chemical or biological agents that work synergistically with radiation to improve treatment outcomes.

Revenues in our Other category increased $14 million in the second quarter of fiscal year 2013 over the year-ago quarter, with increases in both SIP and VPT revenues. Net orders in our Other category decreased $131 million due to a decrease in VPT and SIP orders after an unusually high order total of $124 million for VPT in the comparable period.

This discussion and analysis of our financial condition and results of operations is based upon and should be read in conjunction with the Condensed Consolidated Financial Statements and the notes included elsewhere in this Quarterly Report on Form 10-Q and the Consolidated Financial Statements and the Notes to the Consolidated Financial Statements and the related Management s Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for the fiscal year ended September 28, 2012 (the 2012 Annual Report), as well as the Risk Factors contained in Part II, Item 1A of this Quarterly Report on Form 10-Q, and other information provided from time to time in our other filings with the SEC.

Critical Accounting Estimates

The preparation of our financial statements and related disclosures in conformity with accounting principles generally accepted in the United States (GAAP) requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. These estimates and assumptions are based on historical experience and on various other factors that we believe are reasonable under the circumstances. We periodically review our accounting policies, estimates and assumptions and make adjustments when facts and circumstances dictate. In addition to the accounting policies that are more fully described in the Notes to the Consolidated Financial Statements included in our 2012 Annual Report, we consider the critical accounting policies described below to be affected by critical accounting estimates. Our critical accounting policies that are affected by accounting estimates include revenue recognition, share-based compensation expense, valuation of allowance for doubtful accounts, valuation of inventories, assessment of recoverability of goodwill and intangible assets, valuation of warranty obligations, assessment of loss contingencies, valuation of defined benefit pension and post-retirement benefit plans, valuation of derivative instruments and taxes on earnings. Such accounting policies require us to use judgments, often as a result of the need to make estimates and assumptions regarding matters that are inherently uncertain, and actual results could differ materially from these estimates. For a discussion of how these estimates and other factors may affect our business, see Part II, Item 1A, Risk Factors.

Revenue Recognition

We frequently enter into sales arrangements with customers that contain multiple elements or deliverables such as hardware, software and services. Judgments as to the allocation of consideration from an arrangement to the multiple elements of the arrangement, and the appropriate timing of revenue recognition are critical with respect to these arrangements to ensure compliance with GAAP.

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The allocation of consideration in a multiple element arrangement is affected by the determination of whether any software deliverables that function together with other hardware components to deliver the hardware products essential functionality are considered as non-software products for purpose of revenue recognition. The allocation of consideration to each non-software deliverable is based on the assumptions we use to establish its selling price, which are based on vendor-specific objective evidence (VSOE) of selling price, if it exists, otherwise, third-party evidence of selling price, if it exists, and if not on estimated selling prices. In addition, the allocation of consideration to each software deliverable in a multiple element arrangement is affected by our judgment as to whether VSOE of its fair value exists in these arrangements.

Changes to the elements in an arrangement and the amounts allocated to each element could affect the timing and amount of revenue recognition. Revenue recognition also depends on the timing of shipment, the readiness of customers facilities for installation or is subject to customer acceptance. If shipments or installations are not made on scheduled timelines or if the products are not accepted by the customer in a timely manner, our reported revenues may differ materially from expectations.

In addition, revenues related to certain highly customized image detection systems, proton therapy systems and proton therapy system commissioning contracts are recognized in accordance with contract accounting. For contracts in which we can estimate contract costs with reasonable dependability, we recognize contract revenues under the percentage-of-completion method. Revenues recognized under the percentage-of-completion method are based on contract costs incurred to date compared with total estimated contract costs. Changes in estimates of total contract revenue, total contract cost or the extent of progress towards completion are recognized in the period in which the changes in estimates are identified. Estimated losses on contracts are recognized in the period in which the loss is identified. In circumstances in which the final outcome of a contract cannot be precisely estimated but a loss on the contract is not expected, we recognize revenues under the percentage-of-completion method based on a zero profit margin until more precise estimates can be made. If and when we can make more precise estimates, revenues and costs of revenues are adjusted in the same period. Because the percentage-of-completion method involves considerable use of estimates in determining revenues, costs and profits and in assigning the dollar amounts to relevant accounting periods, and because the estimates must be periodically reviewed and appropriately adjusted, if our estimates prove to be inaccurate or circumstances change over time, we may be forced to adjust revenues or even record a contract loss in later periods.

Share-based Compensation Expense

We value our stock options granted and the option component of the shares of VMS common stock purchased under the employee stock purchase plan using the Black-Scholes option-pricing model. We value our performance units using the Monte Carlo simulation model. The determination of fair value of share-based payment awards on the date of grant under both the Black-Scholes option-pricing model and the Monte Carlo simulation model is affected by VMS s stock price, as well as the input of other subjective assumptions, including the expected terms of share-based awards and the expected price volatilities of shares of VMS common stock and peer companies that are used to assess certain performance targets over the expected term of the awards, and the dividend yield of VMS.

The expected term of our stock options is based on the observed and expected time to post-vesting exercise and post-vesting cancellations of stock options by our employees. We determined the expected term of stock options based on the demographic grouping of employees and retirement eligibility. We used a combination of historical and implied volatility, or blended volatility, in deriving the expected volatility assumption for our stock options. Blended volatility represents the weighted average of implied volatility and historical volatility. Implied volatility is derived based on traded options on VMS common stock. Implied volatility is weighted in the calculation of blended volatility based on the ratio of the term of the exchange-traded options to the expected terms of the employee stock options. Historical volatility represents the remainder of the weighting. Our decision to incorporate implied volatility was based on our assessment that implied volatility of publicly traded options on VMS common stock is reflective of market conditions and is generally reflective of both historical volatility and expectations of how future volatility will differ from historical volatility. In determining the extent of use of implied volatility, we considered: (i) the volume of market activity of traded options; (ii) the ability to reasonably match the input variables of traded options to those of stock options granted by us, including the date of grant; (iii) the similarity of the exercise prices; and (iv) the length of term of traded options. After considering the above factors, we determined that we could not rely exclusively on implied volatility based on the fact that the term of VMS exchange-traded options is less than one year and that it is different from the expected terms of the stock options we grant. Therefore, we believe a combination of the historical volatility over the expected terms of the stock options we grant and the implied volatility of exchange-traded options best reflects the expected volatility of VMS common stock. In determining the grant date fair value of our performance units, historical volatilities of shares of VMS common stock, as well as the shares of common stock of peer

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companies, were used to assess certain performance targets. The risk-free interest rate assumption is based upon observed interest rates appropriate for the term of our stock awards. The dividend yield assumption is based on our history and expectation of no dividend payouts. If factors change and we employ different assumptions in future periods, the compensation expense that we record may differ significantly from what we have recorded in the current period. In addition, we are required to estimate the expected forfeiture rate, as well as the probability that certain performance conditions that affect the vesting of performance units will be achieved, and recognize expense only for those awards expected to vest. If the actual forfeiture rate and/or the actual number of performance units that vest based on achievement of performance conditions are materially different from our estimates, the share-based compensation expense could be significantly different from what we have recorded in the current period.

Allowance for Doubtful Accounts

We evaluate the creditworthiness of our customers prior to authorizing shipment for all major sale transactions. Except for government tenders, group purchases and orders with letters of credit in Oncology Systems and SIP, and orders in our X-ray Products business, our payment terms usually require payment of a small portion of the total amount due when the customer signs the purchase order, a significant amount upon transfer of risk of loss to the customer and the remaining amount upon completion of the installation. On a quarterly basis, we evaluate aged items in the accounts receivable aging report and provide an allowance in an amount we deem adequate for doubtful accounts. If our evaluation of our customers financial conditions does not reflect our future ability to collect outstanding receivables, additional provisions may be needed and our operating results could be negatively affected.

Inventories

Our inventories include high technology parts and components that are highly specialized in nature and that are subject to rapid technological obsolescence. We have programs to minimize the required inventories on hand and we regularly review inventory quantities on hand and on order and adjust for excess and obsolete inventory based primarily on historical usage rates and our estimates of product demand and production. Actual demand may differ from our estimates, in which case we may have understated or overstated the provision required for obsolete and excess inventory, which would have an impact on our operating results.

Goodwill and Intangible Assets

Goodwill is initially recorded when the purchase price paid for a business acquisition exceeds the estimated fair value of the net identified tangible and intangible assets acquired. The majority of businesses that we have acquired have not had significant identified tangible assets and, as a result, we have typically allocated a significant portion of the purchase price to intangible assets and goodwill. Our future operating performance will be impacted by the future amortization of these acquired intangible assets and potential impairment charges related to these intangibles or to goodwill if indicators of impairment exist. The allocation of the purchase price from business acquisitions to goodwill and intangible assets could have a significant impact on our future operating results. In addition, the allocation of the purchase price of the acquired businesses to goodwill and intangible assets requires us to make significant estimates and assumptions, including estimates of future cash flows expected to be generated by the acquired assets and the appropriate discount rate for those cash flows. Should conditions differ from management s estimates at the time of the acquisition, material write-downs of intangible assets and/or goodwill may be required, which would adversely affect our operating results.

We evaluate goodwill for impairment at least annually or whenever an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount. The impairment test for goodwill is a two-step process. Step one consists of a comparison of the fair value of a reporting unit against its carrying amount, including the goodwill allocated to each reporting unit. We determine the fair value of our reporting units based on the present value of estimated future cash flows of the reporting units. If the carrying amount of the reporting unit is in excess of its fair value, step two requires the comparison of the implied fair value of the reporting unit s goodwill against the carrying amount of the reporting unit s goodwill. Any excess of the carrying value of the reporting unit s goodwill over the implied fair value of the reporting unit s goodwill is recorded as an impairment loss. The impairment test for intangible assets with indefinite useful lives, if any, consists of a comparison of fair value to carrying value, with any excess of carrying value over fair value being recorded as an impairment loss. Based on the most recent annual goodwill impairment testing that we performed in fiscal year 2012 for each of our four reporting units with goodwill (Oncology Systems, X-ray Products, SIP and VPT), the fair value of each such reporting unit was substantially in excess of its carrying value. We will continue to make assessments of impairment on an annual basis or more frequently if indicators of potential impairment arise.

Warranty Obligations

We warrant most of our products for a specific period of time, usually 12 to 24 months, against material defects. We provide for the estimated future costs of warranty obligations in cost of revenues when the related revenues are recognized. The accrued warranty costs represent our best estimate at the time of sale of the total costs that we will incur to repair or replace product parts that fail while still under warranty. The amount of accrued estimated warranty costs obligation for established products is primarily based on historical experience as to product failures adjusted for current information on repair costs. For new products, estimates will include historical experience of similar products, as well as reasonable allowance for start-up expenses. Actual warranty costs could differ from the estimated amounts. On a quarterly basis, we review the accrued balances of our warranty obligations and update the historical warranty cost trends, if required. If we were required to accrue additional warranty costs in the future, it would have a negative effect on our operating results.

Loss Contingencies

From time to time, we are a party to or otherwise involved in legal proceedings, claims and government inspections or investigations and other legal matters, both inside and outside the United States, arising in the ordinary course of our business or otherwise. We accrue amounts, to the extent they can be reasonably estimated, that we believe are adequate to address any liabilities related to legal proceedings and other loss contingencies that we believe will result in a probable loss. However, such matters are subject to many uncertainties and outcomes are not predictable with assurance. If actual liabilities significantly exceed the estimates made, our consolidated financial position, results of operations or cash flows could be materially adversely affected.

In addition, we are subject to a variety of environmental laws around the world. Those laws regulate multiple aspects of our operations, including the handling, storage, transport and disposal of hazardous substances. They impose costs on our operations. In connection with our past and present operations and facilities, we record environmental remediation liabilities when we conclude that environmental assessments or remediation efforts are probable and we believe we can reasonably estimate the costs of those efforts. Our accrued environmental costs represent our best estimate of the total costs of assessments and remediation and the time period over which we expect to incur those costs. We review these accrued balances quarterly. If we were required to increase or decrease the accrued environmental costs in the future, it would adversely or favorably impact our operating results.

Defined Benefit Pension and Post-Retirement Benefit Plans

We sponsor five defined benefit pension plans in Germany, Japan, Switzerland (where we have two defined benefit pension plans) and the United Kingdom covering employees who meet the applicable eligibility requirements in these countries. In fiscal year 2012, we terminated one pension plan in Germany upon the death of the last participant in the plan. Although we do not have any defined benefit pension plans in the United States, we sponsor a post-retirement benefit plan that provides healthcare benefits to certain eligible retirees. Several statistical and other factors that attempt to anticipate future events are used in calculating the expenses and liabilities related to those plans for which the benefits are actuarially determined, such as our defined benefit pension and post-retirement benefit plans. These factors include assumptions about the discount rate, expected return on plan assets, rate of future compensation increases and rate of healthcare cost increases, all of which we determine within certain guidelines. In addition, we also use assumptions, such as withdrawal and mortality rates, to calculate the expenses and liabilities. The actuarial assumptions that we use are long-term assumptions and may differ materially from actual experience particularly in the short term due to changing market and economic conditions and changing participant demographics. These differences may have a significant impact on the amount of defined benefit pension and post-retirement benefit plan expenses we record.

The expected rates of return on the various defined benefit pension plans assets are based on the asset allocation of each plan and the long-term projected return on those assets. The discount rate enables us to state expected future cash flows at a present value on the measurement date. The discount rates used for defined benefit plans in all countries are based primarily on the yields of a universe of high quality corporate bonds in each applicable country or the spot rate of high quality AA-rated corporate bonds, with durations corresponding to the expected durations of the benefit obligations. A change in the discount rate will cause the present value of benefit obligations to change in the opposite direction.

Valuation of Derivative Instruments

We use foreign currency forward contracts to reduce the effects of currency rate fluctuations on sales transactions denominated in foreign currencies and on assets and liabilities denominated in foreign currencies. These foreign currency

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forward contracts are derivative instruments and are measured at fair value. There are three levels of inputs that may be used to measure fair value (see Note 3, Fair Value of the Notes to the Condensed Consolidated Financial Statements). Each level of input has different levels of subjectivity and difficulty involved in determining fair value. The fair value of foreign currency forward contracts are calculated primarily using Level 2 inputs, which include currency spot and forward rates, interest rate and credit or non-performance risk. The spot rate for each currency is the same spot rate used for all balance sheet translations at the measurement date and sourced from our major trading banks. The forward point values for each currency and the London Interbank Offered Rate (LIBOR) to discount assets and liabilities are interpolated from commonly quoted broker services. One year credit default swap spreads of the counterparty at the measurement date are used to adjust derivative assets, all of which mature in 13 months or less, for non-performance risk. We are required to adjust derivative liabilities to reflect the potential non-performance risk to lenders based on our incremental borrowing rate. Each contract is individually adjusted using the counterparty credit default swap rates (for net assets) or our borrowing rate (for net liabilities). The use of Level 2 inputs in determining fair values requires certain management judgment and subjectivity. Changes to these Level 2 inputs could have a material impact on the valuation of our derivative instruments, as well as on our result of operations. There were no transfers of assets or liabilities between fair value measurement levels during the first half of fiscal year 2013 or the first half of fiscal year 2012.

Taxes on Earnings

We are subject to taxes on earnings in both the United States and numerous foreign jurisdictions. As a global taxpayer, significant judgments and estimates are required in evaluating our tax positions and determining our provision for taxes on earnings.

The accounting for uncertainty in income taxes requires a two-step approach to recognizing, derecognizing and measuring uncertain tax positions. The first step is to evaluate the tax position for recognition by determining whether the weight of available evidence indicates that it is more likely than not that, based on the technical merits, the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount that is more than 50% likely of being realized upon settlement. Recognition, derecognition and measurement are based on management s best judgment given the facts, circumstances and information available at the end of the accounting period. A tax benefit should be recognized in the first period in which it meets the more likely than not recognition threshold, and conversely, a tax benefit previously recognized should be derecognized in the first period in which new information results in a change in judgment in which the position fails to meet the recognition threshold. A benefit not previously recognized would be recognized when the tax position is effectively settled through examination, negotiation or litigation with tax authorities, or when the statute of limitations for the relevant taxing authority to examine and challenge the position has expired. Our policy is to include interest and penalties related to unrecognized tax benefits within the provision for taxes on earnings.

Generally, the carrying value of our net deferred tax assets assumes that we will be able to generate sufficient future taxable earnings in the applicable tax jurisdictions to utilize these deferred tax assets. Should we conclude it is more likely than not that we will be unable to recover our net deferred tax assets in these tax jurisdictions, we would increase our valuation allowance and our tax provision would increase in the period in which we make such a determination.

Our foreign earnings are generally taxed at rates lower than U.S. rates. Our effective tax rate is impacted by existing tax laws in both the United States and in the respective countries in which our foreign subsidiaries do business. In addition, a decrease in the percentage of our total earnings from our foreign countries, or a change in the mix of foreign countries among particular tax jurisdictions could increase or decrease our effective tax rate. Our current effective tax rate does not assume U.S. taxes on certain undistributed profits of certain foreign subsidiaries. These earnings could become subject to incremental foreign withholding or U.S. federal and state taxes should they either be deemed or actually remitted to the United States.

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Results of Operations

Fiscal Year

Our fiscal year is the 52 or 53-week period ending on the Friday nearest September 30. Fiscal year 2013 is a 52-week period ending September 27, 2013, and fiscal year 2012 was a 52-week period ended September 28, 2012. The fiscal quarters ended March 29, 2013 and March 30, 2012 were both 13-week periods.

Discussion of Results of Operations for the Second Quarter and First Half of Fiscal Year 2013 Compared to the Second Quarter and First Half of Fiscal Year 2012

Total Revenues

Revenues by sales classification	**Three Months Ended**			**Six Months Ended**		
(Dollars in millions)	**March 29, 2013**	**March 30, 2012**	**Percent Change**	**March 29, 2013**	**March 30, 2012**	**Percent Change**
Product	$ 574.3	$ 546.8	5%	$ 1,066.0	$ 1,003.6	6%
Service Contracts and Other (1)	194.1	173.5	12%	380.8	342.0	11%
Total Revenues	$ 768.4	$ 720.3	7%	$ 1,446.8	$ 1,345.6	8%
Product as a percentage of total revenues	*75%*	*76%*		*74%*	*75%*	
Service Contracts and Other as a percentage of total revenues	*25%*	*24%*		*26%*	*25%*	
Revenues by region						
North America	$ 312.5	$ 331.4	(6%)	$ 604.5	$ 618.0	(2%)
Europe	240.1	213.1	13%	433.6	386.7	12%
Asia	189.8	148.9	27%	350.0	284.4	23%
Rest of world	26.0	26.9	(3%)	58.7	56.5	4%
Total International (2)	455.9	388.9	17%	842.3	727.6	16%
Total	$ 768.4	$ 720.3	7%	$ 1,446.8	$ 1,345.6	8%
North America as a percentage of total revenues	*41%*	*46%*		*42%*	*46%*	
International as a percentage of total revenues	*59%*	*54%*		*58%*	*54%*	

(1) Revenues from service contracts represent revenues from fixed-term service contracts and labor cost services. This excludes revenues from spare parts sold by our service department.

(2) We consider international revenues to be revenues outside of North America.

The increases in total revenues in the second quarter and the first half of fiscal year 2013 over the respective year-ago periods were due to revenue growth in all business units. For the second quarter and the first half of fiscal year 2013, all business units contributed to the growth in product revenues except for a slight decrease in Oncology Systems product revenues for the second quarter of fiscal year 2013 over the year-ago period.

Service contracts and other revenues increased in the second quarter and the first half of fiscal year 2013 over the respective year-ago periods primarily due to increases in Oncology Systems service contract revenues slightly offset by decreases in service revenues in the Other category.

The decreases in total North American revenues in the second quarter and the first half of fiscal year 2013 over the respective year-ago periods were due to decreases in revenues in Oncology Systems and revenues in the Other category partially offset by increases in X-ray Products revenues.

International revenues increased in the second quarter and first half of fiscal year 2013 over the respective year-ago periods due to increases in international revenues in all business units. Compared to the year-ago periods, the U.S. Dollar was stronger against the Yen and to a lesser extent stronger against the Euro. On a constant currency basis, International revenues increased 20% and 18% during the second quarter and first half of fiscal year 2013, respectively, over the comparable year-ago periods.

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Oncology Systems Revenues

Revenues by sales classification	**Three Months Ended**			**Six Months Ended**		
(Dollars in millions)	**March 29, 2013**	**March 30, 2012**	**Percent Change**	**March 29, 2013**	**March 30, 2012**	**Percent Change**
Product	$ 392.4	$ 397.6	(1%)	$ 735.2	$ 721.5	2%
Service Contracts and Other	189.4	167.8	13%	370.9	331.5	12%
Total Oncology Systems revenues	$ 581.8	$ 565.4	3%	$ 1,106.1	$ 1,053.0	5%
Product as a percentage of total Oncology Systems revenues	*67%*	*70%*		*66%*	*69%*	
Service Contracts as a percentage of Oncology Systems revenues	*33%*	*30%*		*34%*	*31%*	
Oncology Systems revenues as a percentage of total revenues	*76%*	*78%*		*76%*	*78%*	

Oncology Systems product revenues decreased in the second quarter of fiscal year 2013 over the year-ago quarter primarily due to a decrease in sales of our low and high energy linear accelerators. TrueBeam linear accelerator revenue increased as a percentage of overall accelerator revenue. Oncology Systems product revenues increased during the first half of fiscal year 2013 over the year-ago period primarily due to increases in revenues from sales of our linear accelerators partially offset by a decrease in sales of our software products. The increases in Oncology Systems service contract revenues in the second quarter and the first half of fiscal year 2013 over the year-ago periods were primarily driven by increased customer adoption of service contracts as our products become more sophisticated and by an increased number of customers as the installed base of our products continues to grow.

Revenues by region	**Three Months Ended**			**Six Months Ended**		
(Dollars in millions)	**March 29, 2013**	**March 30, 2012**	**Percent Change**	**March 29, 2013**	**March 30, 2012**	**Percent Change**
North America	$ 258.2	$ 273.5	(6%)	$ 499.3	$ 510.7	(2%)
Europe	177.7	179.8	(1%)	333.0	322.0	3%
Asia	121.6	86.1	41%	218.2	165.4	32%
Rest of world	24.3	26.0	(7%)	55.6	54.9	1%
Total International	323.6	291.9	11%	606.8	542.3	12%
Total Oncology Systems revenues	$ 581.8	$ 565.4	3%	$ 1,106.1	$ 1,053.0	5%
North America as a percentage of Oncology Systems revenues	*44%*	*48%*		*45%*	*48%*	
International as a percentage of Oncology Systems revenues	*56%*	*52%*		*55%*	*52%*	

The decreases in North American Oncology Systems revenues in the second quarter of fiscal year 2013 and the first half of fiscal year 2013 over the year-ago periods were primarily due to decreases in sales of our high energy linear accelerators and sales of our software products offsetting increases in service contract revenues.

The increase in Oncology Systems international revenues for the second quarter of fiscal year 2013 over the second quarter of the fiscal year 2012 was primarily due to an increase in revenues from Asia partially offset by a decrease in revenues from all other international regions. The increase in revenues from Asia was primarily due to an increase in the sales of products, including high energy accelerators and software, and an increase in service contract revenues. The decrease in revenues from Europe during the second quarter of fiscal year 2013 over the year-ago quarter was primarily due to a decrease in sales of linear accelerators partially offset by an increase in service contract revenues. The decrease in revenues from the rest of world was primarily due to decrease in sales of low energy accelerators partially offset by an increase in service contract revenues. For the first half of fiscal year 2013, the increase in Oncology Systems international revenues was primarily due to an increase in service contract revenues in all international regions, as well as an increase in product revenues in Asia partially offset by a decrease in sales of our high energy linear accelerators in Europe and the rest of world region.

Varying cycles of higher and lower revenues between the North American and international regions (and among countries in the international region) are impacted by regional influences, which recently have included the effects of government economic stimulus programs, the effects of the recession and the pace of economic recovery, the European sovereign debt crisis and uncertainty created by healthcare reform, including the excise tax on the sale of most medical devices, reductions in Medicare reimbursement rates for radiotherapy and radiosurgery and consolidation of free standing clinics in the United States, and different technology adoption cycles that are consistent with the net order patterns. See further discussion of net orders under Net Orders.

X-ray Products Revenues

Revenues by region	**Three Months Ended**			**Six Months Ended**		
(Dollars in millions)	**March 29, 2013**	**March 30, 2012**	**Percent Change**	**March 29, 2013**	**March 30, 2012**	**Percent Change**
North America	$ 38.9	$ 33.2	17%	$ 79.2	$ 63.9	24%
Europe	32.5	26.5	23%	61.2	52.6	16%
Asia	67.3	62.2	8%	129.8	117.7	10%
Rest of world	1.7	0.9	95%	3.1	1.6	99%
Total International	101.5	89.6	13%	194.1	171.9	13%
Total X-ray Products Revenues	$ 140.4	$ 122.8	14%	$ 273.3	$ 235.8	16%
North America as a percentage of X-ray Products revenues	28%	27%		29%	27%	
International as a percentage of X-ray Products revenues	72%	73%		71%	73%	
X-ray Products revenues as a percentage of total revenues	18%	17%		19%	18%	

X-ray Products revenues increased in the second quarter and the first half of fiscal year 2013 over the respective year-ago periods due to increased sales of X-ray products from all the regions. X-ray Products revenues in all regions increased during the second quarter of fiscal year 2013 and the first half of fiscal year 2013 over the year-ago periods due to increased sales of X-ray flat panel and X-ray tube products. The increases in sales of flat panel detectors during the second quarter and the first half of fiscal year 2013 over the respective year ago periods were primarily due to increases in sales of radiographic flat panels. The increases in sales of x-ray tube products were due to sales of high-performance CT tubes. Additionally, the sales of new products introduced during the first half of fiscal year 2013 and revenues from sales of image processing tools which were added to our product line with the acquisition of Infimed, Inc. (Infimed), which we acquired during the third quarter of fiscal year 2012, contributed to an increase in the international X-ray Products revenues.

The difference in currency exchange rates between the U.S. Dollar and foreign currencies between the second quarter of fiscal year 2013 and the second quarter of fiscal year 2012, as well as between the first half of fiscal year 2013 and the first half of fiscal year 2012, did not have a material impact on X-ray Products international revenue growth because sales transactions in the X-ray Products business are primarily denominated in U.S. Dollars.

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Other Revenues

Revenues by sales classification	**Three Months Ended**			**Six Months Ended**		
(Dollars in millions)	**March 29, 2013**	**March 30, 2012**	**Percent Change**	**March 29, 2013**	**March 30, 2012**	**Percent Change**
Product	$ 41.5	$ 26.4	57%	$ 57.5	$ 46.3	24%
Service Contracts and Other	4.7	5.7	(19%)	9.9	10.5	(6%)
Total Other Revenues	$ 46.2	$ 32.1	43%	$ 67.4	$ 56.8	18%
Other revenues as a percentage of total revenues	*6%*	*5%*		*5%*	*4%*	

Revenues in our Other category, which is comprised of SIP, VPT and GTC, increased in the second quarter and the first half of fiscal year 2013 over the respective year-ago periods. The increase in the revenues in the second quarter of fiscal year 2013 from the year-ago quarter was primarily due to an increase in SIP and VPT product revenues and to a lesser extent an increase in SIP service revenues, slightly offset by a decrease in VPT service revenues. The increase in the revenues in the Other category in the first half of fiscal year 2013 from the year-ago period was primarily due to an increase in SIP product revenues and slight increases in VPT product revenues and SIP service revenues offset by a slight decrease in VPT service revenues. The increases in SIP product revenues were primarily due to increased shipments and the increase in VPT product revenues were primarily due to the commencement of revenue recognition relating to two new proton therapy projects, during the second quarter of fiscal year 2013.

Gross Margin

	Three Months Ended			**Six Months Ended**		
(Dollars in millions)	**March 29, 2013**	**March 30, 2012**	**Percent Change**	**March 29, 2013**	**March 30, 2012**	**Percent Change**
Dollars by segment						
Oncology Systems	$ 249.0	$ 238.6	4%	$ 479.1	$ 458.0	5%
X-ray Products	59.6	52.8	13%	115.0	98.5	17%
Other	11.0	5.3	105%	16.6	9.0	83%
Gross margin	$ 319.6	$ 296.7	8%	$ 610.7	$ 565.5	8%
Percentage by segment						
Oncology Systems	*42.8%*	*42.2%*		*43.3%*	*43.5%*	
X-ray Products	*42.5%*	*43.0%*		*42.1%*	*41.8%*	
Total Company	*41.6%*	*41.2%*		*42.2%*	*42.0%*	

The increase in total Company gross margin percentage for the second quarter of fiscal year 2013 over the year-ago period was primarily due to the increase in Oncology Systems and Other gross margin percentages, partially offset by a decrease in X-ray Products gross margin percentage. The increase in total Company gross margin percentage for the first half of fiscal year 2013 over the year-ago period was primarily due to the increase in X-ray Products and Other gross margin percentages partially offset by a decrease in Oncology Systems gross margin percentage.

The increase in Oncology Systems gross margin percentage for the second quarter of fiscal year 2013 over the year-ago periods was due to an increase in Oncology Systems product margin and service gross margin percentage. The decrease in Oncology Systems gross margin percentage for the first half of fiscal year 2013 over the first half of the fiscal year 2012 was primarily due to a decrease in product gross margin percentage partially offset by an increase in the Oncology Systems service contract gross margins percentage. The gross margin for Oncology Systems during the second quarter and first half of fiscal year 2013 includes the impact of the medical device excise tax of approximately $2 million, which is included in the cost of revenues.

For the second quarter of fiscal year 2013, Oncology Systems product gross margin percentage was 38.4%, compared to 38.2% in the second quarter of fiscal year 2012. The increase in Oncology Systems gross margin percentage was primarily due to a relative increase in sales of higher margin products which include TrueBeam. For the first half of fiscal year 2013, Oncology Systems product gross margin percentage was 38.8%, compared to 39.5% in the first half of fiscal year 2012. The decrease in Oncology Systems product gross margin percentage was primarily due to a significant geographic shift of product revenues away from developed markets to emerging markets, which typically demand lower-priced products compared to developed markets. Our Oncology Systems product gross margin was further impacted by pricing pressure in our international region. Oncology Systems service contract gross margin was 51.9% in the second quarter of fiscal year 2013, compared to 51.6% in the second quarter of fiscal year 2012. Oncology Systems service contract gross margin was 52.3% in the first half of fiscal year 2013, compared to 52.1% in the first half of fiscal year 2012. The increases in service contract gross margin were primarily due to cost control measures and higher service contract revenues and volume, which lowered the costs per contract. We believe the shift of Oncology Systems revenues towards emerging markets, will generally continue and may negatively impact Oncology Systems gross margins.

For the second quarter of fiscal year 2013, X-ray Products gross margin amount increased by $6.8 million due to an increase in sales volumes of x-ray tube and panel products; however, the gross margin percentage decreased over the year-ago quarter primarily due to price pressure on our flat panel products and unfavorable product mix, partially offset by cost control measures and resulting productivity gains in both x-ray tubes and flat panel products. X-ray Products gross margin percentage increased during the first half of fiscal year 2013 as compared to the first half of fiscal year 2012, primarily due to favorable product mix and continued increases in productivity partially offset by a decrease in gross margin due to pricing pressure on flat panel products.

The increases in gross margin in the Other category in the second quarter and the first half of fiscal year 2013 over the respective year-ago periods were primarily due to increases in gross margin in SIP and VPT. The increases in gross margin in SIP were due to product mix shift toward higher margin products and an increase in the amount of revenues associated with product acceptances, which carry very high gross margins. The increase in gross margin percentages of service contracts also contributed to the increase. In the VPT business, we started recognizing revenues on two new projects in the second quarter of fiscal year 2013. These projects are accounted for using the percentage of completion method and best estimate of gross margin, as compared to the projects in the comparable year-ago period, during which revenues were recognized using the percentage of completion method and zero profit margin.

Research and Development

	Three Months Ended			Six Months Ended		
(Dollars in millions)	**March 29, 2013**	**March 30, 2012**	**Percent Change**	**March 29, 2013**	**March 30, 2012**	**Percent Change**
Research and development	$ 50.9	$ 47.0	8%	$ 98.0	$ 90.8	8%
As a percentage of total revenues	*6.6%*	*6.5%*		*6.8%*	*6.8%*	

The $3.9 million increase in research and development expenses for the second quarter of fiscal year 2013 compared to the second quarter of fiscal year 2012 was due to a $3.4 million increase in Oncology Systems and $1.6 million increase in VPT partially offset by a decrease in expenses of approximately $1 million in X-ray Products and GTC. The $3.4 million increase in the research and development expense for Oncology Systems includes expense relating to new product development projects including approximately $1 million accrued in accordance with the global strategic partnership agreement with Siemens. The $1.6 million increase in research and development expenses for VPT was primarily due to lower engineering costs incurred on customer projects and a net increase in costs associated with increased headcount to support our growing business activities.

The $7.2 million increase in research and development expenses for the first half of fiscal year 2013 compared to the first half of fiscal year 2012 was due to a $4.7 million increase in Oncology Systems and $3.8 million increase in VPT partially offset by a decrease in expenses of approximately $1 million in X-ray Products and GTC. The $4.7 million increase in the research and development expense for Oncology Systems includes expense relating to new product development projects including approximately $1 million accrued in accordance with the global strategic partnership agreement with Siemens, partially offset by favorable currency translation impact when foreign-currency-denominated research and development expenses for Oncology Systems were translated into U.S. Dollars. The $3.8 million increase in research and development expenses for VPT was primarily due to lower engineering costs incurred on customer projects and a net increase in costs associated with increased headcount to support our growing business activities.

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Selling, General and Administrative

	Three Months Ended			Six Months Ended		
(Dollars in millions)	March 29, 2013	March 30, 2012	Percent Change	March 29, 2013	March 30, 2012	Percent Change
Selling, general and administrative	$ 113.0	$ 105.8	7%	$ 219.5	$ 201.9	9%
As a percentage of total revenues	*14.7%*	*14.7%*		*15.2%*	*15.0%*	

The $7.2 million increase in selling, general and administrative expenses for the second quarter of fiscal year 2013 compared to the second quarter of fiscal year 2012 was primarily attributable to: (a) a $6.6 million net increase in employee-related costs, in part for increased headcount to support our growing business activities; (b) a $2.6 million restructuring charge related to an enhanced retirement program offsetting the impact of a $2.4 million restructuring charge for a workforce reduction in North America in the second quarter of fiscal year 2012; (c) a $0.5 million increase in bad debt expense; and (d) a $0.5 million increase in charitable donation expense. These increases were partially offset by a favorable currency translation impact of $1.0 million as the foreign currency denominated selling, general and administrative expenses of our foreign operations were translated into U.S. Dollars.

The $17.6 million increase in selling, general and administrative expenses for the first half of fiscal year 2013 compared to the first half of fiscal year 2012 was primarily attributable to: (a) a $11.2 million net increase in employee-related costs, in part for increased headcount to support our growing business activities; (b) a $6.7 million restructuring charge related to an enhanced retirement program (of which the Company has made payments of $4.0 million during the first half of fiscal year 2013) offsetting the impact of a $2.4 million restructuring charge for a workforce reduction in North America in the first half of fiscal year 2012; (c) a $2.3 million increase in bad debt expense; and (d) a $1.4 million increase in professional consulting expense. These increases were partially offset by a favorable currency translation impact of $2.4 million as the foreign currency denominated selling, general and administrative expenses of our foreign operations were translated into U.S. Dollars.

Interest Income (Expense), Net

	Three Months Ended			Six Months Ended		
(Dollars in millions)	March 29, 2013	March 30, 2012	Percent Change	March 29, 2013	March 30, 2012	Percent Change
Interest income (expense), net	$ 0.7	$ 0.4	69%	$ 1.4	$ 0.7	87%

For the second quarter and the first half of fiscal year 2013, the net increases in interest income, net of interest expense, over the respective year-ago periods were primarily due to higher interest income generated from our loan to CPTC.

Taxes on Earnings

	Three Months Ended			Six Months Ended		
	March 29, 2013	March 30, 2012	Percent Change	March 29, 2013	March 30, 2012	Percent Change
Effective tax rate	27.9%	25.3%	2.6%	29.4%	27.6%	1.8%

Our effective tax rate was 27.9% for the second quarter of fiscal year 2013, compared to 25.3% in the same period of fiscal year 2012. For the first half of fiscal year 2013, our effective tax rate was 29.4%, compared to 27.6% in the same period of fiscal year 2012. The increases in our tax rate were primarily due to smaller net benefit from discrete items in the second quarter and first half of fiscal year 2013 compared to the year-ago periods, primarily related to the release of certain liabilities for uncertain tax positions, including the expiration of the statutes of limitation in various jurisdictions, partially offset by the benefit of the retroactive reinstatement of the federal research and development credit.

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Our effective tax rate is impacted by the percentage of our total earnings that come from our international region, the mix of particular tax jurisdictions within our international region, changes in the valuation of our deferred tax assets or liabilities, and changes in tax laws or interpretations of those laws. We also expect that our effective tax rate may experience increased fluctuation from period to period under the provisions of ASC 740 related to accounting for uncertainty in income taxes. See Note 14, Taxes on Earnings of the Notes to the Consolidated Financial Statements in our 2012 Annual Report.

Net Earnings Per Diluted Share

	Three Months Ended			Six Months Ended		
	March 29, 2013	March 30, 2012	Percent Change	March 29, 2013	March 30, 2012	Percent Change
Net earnings per diluted share	$ 1.02	$ 0.94	9%	$ 1.88	$ 1.73	9%

The increases in earnings per diluted share in the second quarter and the first half of fiscal year 2013 over the second quarter and the first half of fiscal year 2012 resulted from increases in earnings before taxes and reductions in the number of diluted shares of common stock outstanding due to stock repurchases, partially offset by increases in effective tax rates.

Net Orders

Total Net Orders (by segment and region)	**Three Months Ended**			**Six Months Ended**		
(Dollars in millions)	**March 29, 2013**	**March 30, 2012**	**Percent Change**	**March 29, 2013**	**March 30, 2012**	**Percent Change**
Oncology Systems:						
North America	$ 232.8	$ 255.1	(9%)	$ 441.3	$ 459.7	(4%)
Total International	322.4	309.7	4%	590.7	589.8	0%
Total Oncology Systems	$ 555.2	$ 564.8	(2%)	$ 1,032.0	$ 1,049.5	(2%)
X-ray Products:						
North America	$ 29.2	$ 47.8	(39%)	$ 74.7	$ 77.8	(4%)
Total International	114.5	82.6	39%	202.2	162.4	25%
Total X-ray Products	$ 143.7	$ 130.4	10%	$ 276.9	$ 240.2	15%
Other:	$ 36.9	$ 167.6	(78%)	$ 46.1	$ 179.2	(74%)
Total Net Orders:	$ 735.8	$ 862.8	(15%)	$ 1,355.0	$ 1,468.9	(8%)

Net orders is the sum of new orders recorded during the period less any orders that have been cancelled during the period or orders that are no longer expected to be converted to revenue based on review of outstanding orders. Additionally, the net orders total includes the impact of changes in exchange rates for orders converted to revenue during the period that were denominated in other than U.S. Dollars. New orders are recorded for the total contract amount once a contract for the delivery of goods or provision of services is signed. For our businesses other than VPT, we generally recognize new orders when shipment of the product (or in the case of certain highly customized products in our SIP business, construction of the product) is expected to occur within two years so long as any contingencies are deemed perfunctory. However, we will not recognize SIP orders from governmental agencies with bid protest provisions until the expiration of the bid protest period. For our VPT business, we recognize orders when construction of the related proton therapy treatment center is reasonably expected to start within two years, but only if any contingencies are either deemed perfunctory or if the existence and nature of material contingencies is disclosed. However, we will not recognize VPT orders if there are major financing contingencies or customer board approval contingencies pending.

We perform at least a semi-annual review to verify that outstanding orders remain valid. This review identifies aged orders and confirms these orders with our internal sales organization or our customers. Aged orders that are not expected to be converted to revenue are deemed dormant and are reflected as a reduction in the net order amounts in the period identified.

On a constant currency basis, Oncology Systems net orders remained flat in the second quarter and first half of fiscal year 2013, as compared to the year-ago periods.

For the second quarter of fiscal year 2013 and the first half of fiscal year 2013, the decrease in the North American Oncology Systems net orders was primarily due to a decrease in orders from equipment and software products, partially offset by a modest growth in orders from service contracts.

During the second quarter of fiscal year 2013, Oncology Systems net orders in the international region increased 4%, compared to the year-ago period. The increase in net orders in the international region in the second quarter of fiscal year 2013, over the year-ago period, was primarily due to an increase in service contract orders from Europe and due to an increase in product orders partially offset by a decrease in service contract orders in the rest of world region. During the second quarter of fiscal year 2013, the U.S. Dollar was stronger against the Yen and to a lesser extent stronger against the Euro. On a constant currency basis, Oncology Systems net orders in the international region increased 7% in the second quarter of fiscal year 2013.

Oncology Systems net orders from the international region were flat during the first half of fiscal year 2013, compared to the year-ago period. Within the international region, an increase in net orders in the rest of world region was offset by a decrease in net orders in Europe. The increase in net orders in the rest of world region was due to an increase in equipment orders driven primarily by an increase in demand for TrueBeam and the decrease in net orders in Europe was primarily due to a decrease in overall equipment orders partially offset by an increase in service contract orders during the first half of fiscal year 2013, compared to the year-ago period. During the first half of fiscal year 2013, the U.S. Dollar was stronger against the Yen and to a lesser extent stronger against the Euro. On a constant currency basis, Oncology Systems net orders in the international region increased 2% during the first half of fiscal year 2013, compared to the year-ago period.

The trailing 12 months growth in net orders for Oncology Systems at the end of the second quarter of fiscal year 2013 and at the end of the previous three fiscal quarters were: a 3% total increase, with a 3% increase in North America and a 3% increase for the international region, as of as of March 29, 2013; a 5% total increase, with a 8% increase in North America and a 3% increase for the international region, as of December 28, 2012; a 7% total increase, with a 5% increase in North America and an 8% increase for the international region, as of September 28, 2012; a 6% total increase, with a 1% increase in North America and an 11% increase for the international region, as of June 29, 2012. Consistent with the historical pattern, we expect that Oncology Systems net orders will continue to experience regional fluctuations, even with an overall shift of orders towards international regions and emerging markets. In addition, the availability of government programs that stimulate the purchase of healthcare products, could affect the demand for our products from period to period, and could therefore make it difficult to compare our financial results.

For the second quarter and the first half of fiscal year 2013, the increases in X-ray Products net orders over the respective year-ago periods were due to increases in total international net orders, partially offset by declines in North American net orders. The increase in net order growth in the second quarter and the first half of fiscal year 2013 over the respective year-ago periods was primarily due to order growth in Asia. In North America, the decrease in net orders in the second quarter of fiscal year 2013 was primarily due to timing of orders and as such the orders in the first half of fiscal year 2013 reflect a modest decrease as compared to the year-ago period. The increase in orders from Europe during the second quarter of fiscal year 2013 compared to the year ago quarter was also primarily due to the timing of orders and as such the orders in the first half of fiscal year 2013 reflect a modest increase as compared to the year-ago period. During the second quarter of fiscal year 2013 and first half of fiscal year 2013, increases in X-ray Products net orders were due to increases in the x-ray tubes and flat panels and the introduction of new products. The image processing tools that we began to offer through our acquisition of Infimed also contributed to an increase in the order growth during the second quarter and first half of fiscal year 2013 compared to the respective year-ago periods.

The decreases in net orders in the Other category in the second quarter and the first half of fiscal year 2013 over the respective year-ago periods were primarily due to decreases in orders from SIP and no new orders received from VPT. The decreases in net orders in SIP were due to timing of net orders. In the second quarter and first half of fiscal year 2012, VPT recorded $123 million in orders related to two new proton therapy centers, one in St. Petersburg, Russia and the second in Riyadh, Saudi Arabia.

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Orders in any period may not be directly correlated to the level of revenues in any particular future quarter or period since the timing of revenue recognition will vary significantly based on the delivery requirements of individual orders, acceptance schedules and the readiness of individual customer sites for installation of our products. Moreover, certain types of orders, such as orders for software or newly introduced products in our Oncology Systems segment, typically take more time from order to completion of installation and acceptance than hardware or older products.

Backlog

Including the $123 million VPT backlog, our backlog at March 29, 2013 was $2.8 billion, which was an increase of 4% over the backlog at March 30, 2012. VPT backlog as of March 30, 2012 was $156 million. Our Oncology Systems backlog at March 29, 2013 was 6% higher than the backlog at March 30, 2012, which reflects a 7% increase for North America and a 6% increase for the international region.

Liquidity and Capital Resources

Liquidity is the measurement of our ability to meet potential cash requirements, including ongoing commitments to repay borrowings, acquire businesses, repurchase shares of VMS common stock, and fund continuing operations. Our sources of cash have included operations, borrowings, stock option exercises and employee stock purchases and interest income. Our cash usage is actively managed on a daily basis to ensure the maintenance of sufficient funds to meet our needs.

Cash and Cash Equivalents

The following table summarizes our cash and cash equivalents:

(In millions)	**March 29, 2013**	**September 28, 2012**	**Increase/ (Decrease)**
Cash and cash equivalents	$ 740	$ 705	$ 35

Our cash and cash equivalents increased $35 million from $705 million at September 28, 2012 to $740 million at March 29, 2013. The increase in cash and cash equivalents in the first half of fiscal year 2013 was primarily due to $103 million of cash generated from operating activities, $81 million of cash provided by stock option exercises and employee stock purchases, $80 million of cash provided from net borrowings under our credit facilities, and $8 million of cash provided by the excess tax benefits from share-based compensation. These increases were partially offset by $194 million used for the repurchase of shares of VMS common stock, $39 million of capital expenditures, $5 million used to fund a portion of our loan commitment to CPTC for financing the construction and startup operations of the Scripps Proton Therapy Center, and $5 million used to satisfy employee tax withholding requirements for employees who tendered VMS stock upon vesting of restricted common stock and restricted stock units. In addition, foreign currency exchange rate changes in the first half of fiscal year 2013 increased cash and cash equivalents by $7 million.

At March 29, 2013, we had approximately $47 million, or 6%, of total cash and cash equivalents in the United States. Approximately $693 million, or 94%, of total cash and cash equivalents was held abroad and could be subject to additional taxation if it were repatriated to the United States. As of March 29, 2013, most of our cash and cash equivalents that were held abroad were in U.S. Dollars and were primarily held as bank deposits. We have used our credit facilities to meet our cash needs from time to time and expect to continue to do so in the future. Borrowings under our credit facilities may be used for working capital, capital expenditures, permitted VMS stock repurchases, permitted acquisitions and other lawful corporate purposes.

See further discussion of our credit facility under Cash Flows.

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Cash Flows

(In millions)	Six Months Ended March 29, 2013	Six Months Ended March 30, 2012
Net cash flow provided by (used in):		
Operating activities	$ 103	$ 159
Investing activities	(43)	(43)
Financing activities	(31)	(66)
Effects of exchange rate changes on cash and cash equivalents	6	3
Net increase in cash and cash equivalents	$ 35	$ 53

Our primary cash inflows and outflows for the first half of fiscal year 2013, as compared to the first half of fiscal year 2012, were as follows:

In the first half of fiscal year 2013, we generated net cash from operating activities of $103 million, compared to $159 million in the first half of fiscal year 2012. The $56 million decrease in net cash from operating activities during the first half of fiscal year 2013 compared to the first half of fiscal year 2012 was driven primarily by a decrease related to changes to working capital items between the two periods of $78 million, offset by an increase in non-cash items of $12 million, and an increase in net earnings of $10 million. The major contributors to the $78 million net change in working capital items between the first half of fiscal year 2013 as compared to the first half of fiscal 2012 were accounts receivable, inventories, accrued expenses, and advance payments from customers, which were partially offset by changes in prepaid expenses and other current assets and deferred revenues, which are further described as follows:

Accounts receivable increased by $24 million as compared to the first half of fiscal year 2012 primarily due to higher revenues and timing of collections;

Inventories increased by $18 million as compared to the first half of fiscal year 2012 due to anticipated customer demands for products mainly in Oncology Systems and X-ray Products;

Accrued expenses decreased by $37 million as compared to the first half of fiscal year 2012 primarily due to the timing of payments processed and specifically due to higher tax payments both in the United States and internationally;

Advance payments from customers decreased by $38 million as compared to the first half of fiscal year 2012, primarily due to the timing of advance payments received and applied in our Oncology Systems business ($19 million impact) and VPT business ($19 million impact);

Prepaid expenses and other current assets decreased $11 million primarily due to timing of payments; and

Deferred revenues increased $20 million due to the nature of contracts and the timing of customer acceptances.

We expect that cash provided by operating activities may fluctuate in future periods as a result of a number of factors, including fluctuations in our operating results, timing of product shipments and customer acceptance, accounts receivable collections, customer advances receipt and application, inventory management, and the timing and amount of tax and other payments. For additional discussion, please refer to the Risk Factors in Item 1A.

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We used $43 million for investing activities in the first half of fiscal year 2013 and the first half of fiscal year 2012. During the first half of 2013, we used $39 million for purchases of property, plant and equipment and $5 million to fund a portion of our loan commitment to CPTC. During the first half of 2012, we used $22 million for purchases of property, plant and equipment, $12 million to fund a portion of our loan commitment to CPTC and $10 million to acquire Calypso.

Financing activities used net cash of $31 million in the first half of fiscal year 2013 compared to $66 million in the first half of fiscal year 2012. During the first half of fiscal year 2013, we used $194 million for the repurchase of VMS common stock and $5 million to satisfy employee tax withholding requirements for employees who tendered shares of VMS common stock upon vesting of restricted common stock and restricted stock units. These uses were partially offset by $81 million of proceeds from employee stock option exercises and employee stock purchases, $80 million of net borrowings under our credit facilities, and $8 million in excess tax benefits from share-based compensation. During the first half of fiscal year 2012, we used $75 million for the repurchase of VMS common stock, $31 million for net repayments under our credit facilities, $4 million to satisfy employee tax withholding requirements for employees who tendered shares of VMS common stock upon vesting of restricted common stock and restricted stock units and $4 million for net repayments of long-term debt. These uses were partially offset by $42 million of proceeds from employee stock option exercises and employee stock purchases and $6 million in excess tax benefits from share-based compensation.

We expect our capital expenditures, which typically represent construction and/or purchases of facilities, manufacturing equipment, office equipment and furniture and fixtures, as well as capitalized costs related to the implementation of software applications, will be approximately 3.0% of revenues in fiscal year 2013. As further described under Contractual Obligations, we had loaned $56.1 million (including accrued interest) to CPTC as of March 29, 2013 and we expect CPTC to continue to draw down the loan facility, under which we have committed to loan up to $115.3 million to CPTC, during the construction and initial operation period of the Scripps Proton Therapy Center through fiscal year 2014.

On April 27, 2012, we entered into a five-year credit agreement with certain lenders and Bank of America N.A. (BofA) as administrative agent (the 2012 Credit Facility). The 2012 Credit Facility was arranged by Merrill Lynch, Pierce, Fenner & Smith Incorporated and enables us to borrow and have outstanding at any given time up to a maximum of $300 million. The 2012 Credit Facility includes a $50 million sub-facility for the issuance of letters of credit and permits swing line loans of up to $25 million. We also have the right to increase the aggregate commitments under the 2012 Credit Facility by up to $200 million, provided that the lenders are willing to provide increased commitments and certain other conditions are met. The 2012 Credit Facility is collateralized, subject to certain limitations on the amount collateralized, by a pledge of stock of certain of VMS s present and future subsidiaries that are deemed to be material subsidiaries. As of March 29, 2013, VMS had pledged 65% of the voting shares that it holds in Varian Medical Systems Nederland Holdings B.V., a wholly owned subsidiary. All hedging or treasury management obligations we enter into by VMS with a lender under the 2012 Credit Facility are also collateralized by the stock pledges. The 2012 Credit Facility must be guaranteed by certain of VMS s material domestic subsidiaries under certain circumstances. As of March 29, 2013, the 2012 Credit Facility was not guaranteed by any VMS subsidiary. The 2012 Credit Facility may be used for working capital, capital expenditures, permitted share repurchases, permitted acquisitions and other lawful corporate purposes. The 2012 Credit Facility contains provisions that limit our ability to pay cash dividends.

Borrowings under the 2012 Credit Facility accrue interest either (i) based on a Eurodollar rate (as defined in the credit agreement), plus a margin of 1.25% to 1.5% based on a leverage ratio involving funded indebtedness and earnings before interest, taxes and depreciation and amortization (EBITDA) or (ii) based upon a base rate of the highest of (a) the federal funds rate plus 0.5%, (b) BofA s announced prime rate or (c) the Eurodollar rate plus 1%, plus a margin of 0.25% to 0.5% based on the same leverage ratio, depending on our instructions. We also must pay a commitment fee on the unused portion of the 2012 Credit Facility at a rate from 0.25% to 0.30% based on the same leverage ratio. Swing line loans under the 2012 Credit Facility bear interest at the base rate plus the then-applicable margin for base rate loans. We may prepay, reduce or terminate the commitments without penalty. At March 29, 2013, a total of $200 million was outstanding under the 2012 Credit Facility with a weighted average interest rate of 1.45%. No letters of credit or swing line loans were outstanding at that date.

The credit agreement contains affirmative and negative covenants applicable to us that are typical for credit facilities of this type, and that are subject to materiality and other qualifications, carve-outs, baskets and exceptions. We have also agreed to maintain certain financial covenants, including (i) a maximum consolidated leverage ratio, involving funded indebtedness and EBITDA, and (ii) a minimum cash flow coverage. We were in compliance with all covenants under the 2012 Credit Facility as of March 29, 2013.

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Prior to the 2012 Credit Facility, VMS had a credit agreement with BofA which provided for a revolving credit facility that enabled us to borrow and have outstanding at any given time a maximum of $300 million (the Amended BofA Credit Facility). Under the Amended BofA Credit Facility, VMS s Japanese subsidiary (VMS KK) could borrow up to 2.7 billion Japanese yen as part of the overall credit facility (the Japanese Line of Credit). VMS guaranteed the payment of the outstanding balance under the Japanese Line of Credit. The Amended BofA Credit Facility, including the Japanese Line of Credit, terminated on April 27, 2012, and was replaced with the 2012 Credit Facility.

The Amended BofA Credit Facility contained customary affirmative and negative covenants for facilities of this type. We also agreed to maintain certain financial covenants relating to (i) leverage ratios involving funded indebtedness and EBITDA, (ii) liquidity and (iii) consolidated assets. We were in compliance with all covenants under the Amended BofA Credit Facility for the three months ended December 30, 2011.

VMS KK has an unsecured uncommitted credit agreement with Sumitomo Mitsui Banking Corporation that enables VMS KK to borrow and have outstanding at any given time a maximum of 3 billion Japanese yen (the Sumitomo Credit Facility). In March 2013, the Sumitomo Credit Facility was extended. The Sumitomo Credit Facility will expire on April 5, 2014. Borrowings under the Sumitomo Credit Facility accrue interest based on the basic loan rate announced by the Bank of Japan plus a margin of 0.5% per annum. As of March 29, 2013, a total of 3 billion Japanese yen, or approximately $31.9 million was outstanding under the Sumitomo Credit Facility with a weighted average interest rate of 0.67%.

See Note 7 Credit Facilities to the Condensed Consolidated Financial Statements for a discussion regarding the 2012 Credit Facility, Amended BofA Credit Facility, and the Sumitomo Credit Facility.

The following table provides additional information regarding our short-term borrowings:

(Dollars in millions)	**Second Quarter of Fiscal Year 2013**
Amount outstanding (at end of period)	$ 232
Weighted average interest rate (at end of period)	1.35%
Average amount outstanding (during period)	$ 219
Weighted average interest rate (during period)	1.42%
Maximum month-end amount outstanding during period	$ 232

Our liquidity is affected by many factors, some of which result from the normal ongoing operations of our business and some of which arise from uncertainties and conditions in the United States and global economies. Although our cash requirements will fluctuate as a result of the shifting influences of these factors, we believe that existing cash and cash equivalents and cash to be generated from operations and current or future credit facilities will be sufficient to satisfy anticipated commitments for capital expenditures and other cash requirements for at least the next 12 months. We currently anticipate that we will continue to utilize our available liquidity and cash flows from operations, as well as borrowed funds, to make strategic acquisitions, invest in the growth of our business, invest in advancing our systems and processes, repurchase VMS common stock and fund our loan commitment to CPTC.

Total debt as a percentage of total capital increased to 12.8% at March 29, 2013 from 9.6% at September 28, 2012. The ratio of current assets to current liabilities increased to 1.81 to 1 at March 29, 2013 from 1.76 to 1 at September 28, 2012.

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Days Sales Outstanding

Trade accounts receivable days sales outstanding (DSO) were 87 days at March 29, 2013 compared to 83 days at March 30, 2012. Excluding VPT, DSO were 82 days at March 29, 2013 compared to 78 days at March 30, 2012. Our accounts receivable and DSO are impacted by a number of factors, primarily including: the timing of product shipments; collections performance, payment terms, the mix of revenues from different regions and the continued sovereign debt and banking crises in Europe. As of March 29, 2013, approximately 3% of our accounts receivable balance was related to customer contracts with remaining terms of more than one year.

Stock Repurchase Program

We repurchased a total of 2,900,000 shares of VMS common stock during the six months ended March 29, 2013, of which 1,400,000 shares were repurchased in the three months ended March 29, 2013. During the six months ended March 30, 2012, we repurchased a total of 1,500,000 shares of VMS common stock, all of which were repurchased in the three months ended March 30, 2012.

On August 25, 2011, we entered into an accelerated share repurchase agreement executed on August 25, 2011 with BofA (the August 2011 Repurchase Agreement). Pursuant to the August 2011 Repurchase Agreement, we paid to BofA $250 million and BofA delivered 3,849,638 shares of VMS common stock, representing approximately 85% of the shares expected to be repurchased. Under the terms of the August 2011 Repurchase Agreement, the specific number of shares that we ultimately repurchased was to be based on the volume weighted average share price of VMS common stock during the repurchase period, less a discount. The repurchase period ended in February 2012 and we received an additional 375,449 shares of VMS common stock upon the settlement of the August 2011 Repurchase Agreement.

In August 2012, the VMS Board of Directors authorized the repurchase of 8 million shares of VMS common stock from September 29, 2012 through December 31, 2013. Shares may be repurchased in the open market, in privately negotiated transactions (such as the August 2011 and similar accelerated repurchase programs) or under Rule 10b5-1 share repurchase plans, and may be made from time to time or in one or more blocks. As of March 29, 2013, 5,100,000 shares of VMS common stock remained available for repurchase under this repurchase authorization. All shares that were repurchased have been retired.

Contractual Obligations

Long-term income taxes payable includes the liability for uncertain tax positions (including interest and penalties) and may also include other long-term tax liabilities. As of March 29, 2013, our liability for uncertain tax positions was $42.6 million, of which we do not anticipate any payment in the next 12 months. We are unable to reliably estimate the timing of the future payments related to uncertain tax positions; we believe that existing cash and cash equivalents and cash to be generated from operations and current or future credit facilities will be sufficient to satisfy any payment obligations that may arise related to our liability for uncertain tax positions.

As further described in Note 15, Variable Interest Entity of the Notes to the Condensed Consolidated Financial Statements, we participate, through our Swiss subsidiary, in a $165 million loan facility to CPTC, under which we committed to loan up to $115.3 million, to finance the construction and startup operations of the Scripps Proton Therapy Center. As of March 29, 2013, we had loaned $56.1 million (including accrued interest) to CPTC and we expect CPTC to continue to draw down this facility during the construction and initial operation period through fiscal year 2014. The amounts and timing of loan drawdowns may change due to changes in construction progress and other factors. We expect to use our cash abroad to meet funding requirements under this loan facility. We may sell all or a portion of our participation in this loan facility before the end of the drawdown period in 2014. Upon the sale of all or a portion of this facility, we will not be required to make further loan advances for the portion of the facility that is sold.

In April 2012, VMS entered into a strategic global partnership with Siemens AG (Siemens) through which the Company committed to make certain payments, including up to $10 million in fixed fees and $20 million in license fees, in the event certain product development milestones are achieved. See Note 16, Strategic Arrangement for additional discussion.

Except for the change in the outstanding balance under our credit facility and the other items discussed above, there has been no significant change to the other contractual obligations we reported in our 2012 Annual Report.

Contingencies

Environmental Remediation Liabilities

For a discussion of environmental remediation liabilities, see Note 9, Commitments and Contingencies Environmental Remediation Liabilities of the Notes to the Condensed Consolidated Financial Statements, which discussion is incorporated herein by reference.

Other Matters

From time to time, we are a party to or otherwise involved in legal proceedings, claims and government inspections or investigations and other legal matters both in and outside the United States, arising in the ordinary course of our business or otherwise. Such matters are subject to many uncertainties and outcomes are not predictable with assurance. See Note 9, Commitments and Contingencies Other Matters of the Notes to the Condensed Consolidated Financial Statements, which discussion is incorporated herein by reference.

Off-Balance Sheet Arrangements

In conjunction with the sale of our products in the ordinary course of business, we provide standard indemnification of business partners and customers for losses suffered or incurred for property damages, death and injury and for patent, copyright or any other intellectual property infringement claims by any third parties with respect to our products. The terms of these indemnification arrangements are generally perpetual. Except for losses related to property damages, the maximum potential amount of future payments we could be required to make under these arrangements is unlimited. As of March 29, 2013, we have not incurred any significant costs since the spin-offs of Varian, Inc. and Varian Semiconductor Equipment Associates, Inc. to defend lawsuits or settle claims related to these indemnification arrangements. As a result, we believe the estimated fair value of these arrangements is minimal.

We have entered into indemnification agreements with our directors and officers and certain of our employees that serve as officers or directors of our foreign subsidiaries that may require us to indemnify our directors and officers and those certain employees against liabilities that may arise by reason of their status or service as directors or officers, and to advance their expenses incurred as a result of any legal proceeding against them as to which they could be indemnified.

Recent Accounting Pronouncements

a) New accounting updates recently adopted

In September 2011, the Financial Accounting Standards Board (FASB) amended Accounting Standard Codification (ASC) 350, Intangibles Goodwill and Other. This amendment is intended to simplify how an entity tests goodwill for impairment and will allow an entity to first assess qualitative factors to determine whether it is necessary to perform the two-step quantitative goodwill impairment test. An entity no longer will be required to calculate the fair value of a reporting unit unless the entity determines, based on a qualitative assessment, that it is more likely than not that the reporting unit s fair value is less than its carrying amount. This amendment became effective for the Company beginning in the first quarter of fiscal year 2013. The adoption of this amendment did not have an impact on the Company s consolidated financial position, results of operations and cash flows.

In June 2011, the FASB amended ASC 220, Presentation of Comprehensive Income. This amendment requires companies to present the components of net income and other comprehensive income either as one continuous statement or as two consecutive statements. It eliminates the option to present components of other comprehensive income as part of the statement of changes in stockholders equity. In December 2011, the FASB issued another amendment which defers indefinitely this amendment to the extent it relates to the presentation of reclassification adjustments. The amended guidance, became effective for the Company in the first quarter of fiscal year 2013. The adoption of this amendment concerns disclosure only and did not have an impact on the Company s consolidated financial position, results of operations and cash flows.

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b) Recent accounting standards or updates not yet effective

In December 2011, the FASB amended ASC 210, Balance Sheet, enhancing disclosure requirements about the nature of an entity s right to offset and related arrangements associated with its financial instruments and derivative instruments. The new guidance requires the disclosure of the gross amounts subject to rights of set-off, the amounts offset in accordance with the accounting standards followed, and the related net exposure. The new guidance will be effective for the Company beginning in the first quarter of fiscal year 2014. The adoption of this amendment concerns disclosure only and the Company does not expect it to have an impact on its consolidated financial position, results of operations or cash flows.

In February 2013, the FASB issued an accounting standard update to require reclassification adjustments from other comprehensive income to be presented either in the financial statements or in the notes to the financial statements. This accounting standard update will be effective for the Company beginning in the first quarter of fiscal 2014, at which time the Company will include the required disclosures.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to three primary types of market risks: credit risk, foreign currency exchange rate risk and interest rate risk.

Credit Risk

We are exposed to credit loss in the event of nonperformance by counterparties on the foreign currency forward contracts used in hedging activities. These counterparties are large international and regional financial institutions and to date, no such counterparty has failed to meet its financial obligation to us under such contracts. We are also exposed to credit loss in the event of default by CPTC, the obligor under the loan facility in which we are participating to finance the construction and start up of the Scripps Proton Therapy Center. In addition, cash and cash equivalents held with financial institutions may exceed the Federal Deposit Insurance Corporation insurance limits or similar limits in foreign jurisdictions. We also may need to rely on the credit facility described below under Interest Rate Risk. Our access to our cash and cash equivalents or ability to borrow could be reduced if one or more financial institutions with which we have deposits or from which we borrow should fail or otherwise be adversely impacted by conditions in the financial or credit markets. Conditions such as those we experienced as a result of the economic downturn of 2008 and accompanying contraction in the credit markets heighten these risks. Our accounts receivable and DSO are impacted by a number of factors, including collections performance, payment terms, and the mix of revenues from different regions. Concerns over continued economic instability, including the sovereign debt and banking crises in Europe, could make it more difficult for us to collect outstanding receivables and affect our DSO.

Foreign Currency Exchange Rate Risk

As a global entity, we are exposed to movements in foreign currency exchange rates. These exposures may change over time as business practices evolve. Adverse foreign currency rate movements could have a material negative impact on our financial results. Our primary exposures related to foreign currency denominated sales and purchases are in Europe, Asia, Australia and Canada.

We have many transactions denominated in foreign currencies and address certain of those financial exposures through a risk management program that includes the use of derivative financial instruments. We sell products throughout the world, often in the currency of the customer s country, and may hedge certain of these larger foreign currency transactions when they are not transacted in the subsidiaries functional currency or in U.S. Dollars. The foreign currency sales transactions that fit our risk management policy criteria are hedged with forward contracts. We may use other derivative instruments in the future. We enter into foreign currency forward contracts primarily to reduce the effects of fluctuating foreign currency exchange rates. We do not enter into forward contracts for speculative or trading purposes. The forward contracts range from one to 13 months in maturity.

We also hedge the balance sheet exposures from our various foreign subsidiaries and business units. We enter into foreign currency forward contracts to minimize the short-term impact of currency fluctuations on assets and liabilities denominated in currencies other than the U.S. Dollar functional currency.

The notional values of our sold and purchased foreign currency forward contracts outstanding as of March 29, 2013 were $345.6 million and $52.4 million, respectively. The notional amounts of forward contracts are not a measure of our exposure. The fair value of forward contracts generally reflects the estimated amounts that we would receive or pay to

terminate the contracts at the reporting date, thereby taking into account and approximating the current unrealized and realized gains or losses of the open contracts. A move in foreign currency exchange rates would change the fair value of the contracts, and the fair value of the underlying exposures hedged by the contracts would change in a similar offsetting manner.

Interest Rate Risk

Our market risk exposure to changes in interest rates depends primarily on our investment portfolio and short-term borrowings. Our investment portfolio consisted of cash and cash equivalents and a short-term investment as of March 29, 2013. The principal amount of cash and cash equivalents at March 29, 2013 totaled $740 million with a weighted average interest rate of 0.19%. At March 29, 2013, our short-term investment represented a loan of $56.1 million (including accrued interest) to CPTC, which bears interest at LIBOR plus 6.25% per annum with a minimum interest rate of 8.25% per annum.

The 2012 Credit Facility allows us to borrow up to a maximum amount of $300 million. Borrowings under the 2012 Credit Facility accrue interest based on (i) a Eurodollar rate plus a margin or (ii) a base rate of the highest of (a) the federal funds rate plus 0.5%, (b) BofA s announced prime rate or (c) the Eurodollar rate plus 1%, plus a margin. In addition, the Sumitomo Credit Facility allows us to borrow up to a maximum amount of 3 billion Japanese yen. Borrowings under the Sumitomo Credit Facility accrue interest based on the basic loan rate announced by the Bank of Japan plus a margin.

We are affected by market risk exposure primarily through the effect of changes in interest rates on amounts payable under our credit facilities. As of March 29, 2013, $232 million was outstanding under our credit facilities with a weighted average interest rate of 1.35%. If the amount outstanding under our credit facilities remained at this level for an entire year and interest rates increased or decreased (due to changes in LIBOR, the federal funds rate, BofA s prime rate or the Bank of Japan basic loan rate) by 1%, our annual interest expense would increase or decrease, respectively, by an additional $2.3 million. See a detailed discussion of our credit facilities in Item 2, MD&A Liquidity and Capital Resources.

In addition, we had $6.3 million of long-term debt outstanding at March 29, 2013 that carried at a weighted average fixed interest rate of 6.7% with principal payments due in fiscal year 2014. To date, we have not used derivative financial instruments to hedge the interest rate of our investment portfolio, short-term borrowings or long-term debt, but may consider the use of derivative instruments in the future.

The estimated fair value of our cash and cash equivalents (94% of which was held abroad at March 29, 2013 and could be subject to additional taxation if it were repatriated to the United States) and the estimated fair value of our short-term borrowings under the credit facility approximated the principal amounts reflected above based on the maturities of these financial instruments. The fair value of our loan to CPTC was $56.1 million at March 29, 2013, which was estimated based on the income approach by using the discounted cash flow model with key assumptions that include discount rates corresponding to the terms and risks associated with the loan to CPTC. In addition we do not increase the fair value above its par value as ORIX Capital Markets LLC (ORIX), the loan agent, has the option to purchase this loan from us under the original terms and conditions at par value.

The fair value of our long-term debt was estimated to be $6.7 million at March 29, 2013. The estimated fair value of long-term debt was based on the then-current rates available to us for debt of similar terms and remaining maturities and also took into consideration default and credit risk. We determined the estimated fair value by using available market information and commonly accepted valuation methodologies. The fair value estimate presented herein is not necessarily indicative of the amount that the Company or holders of the instruments could realize in a then-current market exchange.

Although payments under certain of our operating leases for our facilities are tied to market indices, these operating leases do not expose us to material interest rate risk.

Item 4. Controls and Procedures

(a) Disclosure controls and procedures. Based on the evaluation of our disclosure controls and procedures (as defined in the Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)) required by Exchange Act Rules 13a-15(b) or 15d-15(b), our principal executive officer and principal financial officer have concluded that as of the end of the period covered by this report, our disclosure controls and procedures were effective to ensure that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and

Exchange Commission rules and forms, and include controls and procedures designed to ensure that information required to be disclosed by us in such reports is accumulated and communicated to our management, including the principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

(b) Changes in internal control over financial reporting. There were no changes in our internal control over financial reporting that occurred during the second quarter of fiscal year 2013 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 subject to various legal proceedings and claims that are discussed in Note 9, Commitments and Contingencies to the Condensed Consolidated Financial Statements, which discussion is incorporated by reference into this item.

Item 1A. Risk Factors

The following risk factors and other information included in this Quarterly Report on Form 10-Q and in our 2012 Annual Report should be carefully considered. Although the risk factors described below are the ones management deems significant, additional risks and uncertainties not presently known to us or that we presently deem less significant may also impair our business operations. If any of the following risks actually occur, our business, operating results, and financial condition could be adversely affected.

IF OUR PRODUCTS AND PRODUCT LINES FAIL TO CONTINUE TO MEET CUSTOMER DEMANDS, OUR PRODUCTS MAY BECOME LESS USEFUL OR OBSOLETE AND OUR OPERATING RESULTS WILL SUFFER

We believe that IMRT, including volumetric modulated arc therapy, and IGRT have become accepted standards for treatment in the radiation oncology market. Demand for our IMRT and IGRT products have been the drivers for our net orders and revenues in Oncology Systems and, because of the significance of Oncology Systems, in our business in general. We have introduced products such as TrueBeam, a line of linear accelerators for radiotherapy and radiosurgery, and UNIQUE, a less complex, low-energy linear accelerator for the more price sensitive emerging markets, to meet the evolving needs of our IMRT and IGRT customers. We believe TrueBeam is a valuable tool for clinicians in the fight against cancer and will stimulate faster replacement of older systems in our installed base. We also believe that our RapidArc products for volumetric modulated arc therapy are a significant advance in IMRT treatments and can help drive longer term demand for our linear accelerators and IMRT and IGRT-related products. Orders for these products and products lines have contributed greatly to our orders and revenue growth and are keys to our future success. If our customers do not purchase these products or if future studies call into question the effectiveness of these or our other IMRT or IGRT products (including other volumetric modulated arc therapy products) or show negative side effects, or if other more effective technologies are introduced, our net orders, revenues and financial results could suffer. As more institutions buy or upgrade to achieve IMRT and IGRT capabilities, the market for these products (including volumetric modulated arc therapy products) may become saturated. Alternatively, the marketplace may conclude that functions and features of our products should no longer be an element of a generally accepted diagnostic or treatment regimen. If this occurs, the market for our products may be adversely affected and they may become less useful or obsolete.

Our X-ray Products business sells products primarily to a small number of imaging system OEM customers who use our products in their medical diagnostic and industrial imaging systems. To succeed, we must provide products that meet customer demands for product quality, superior technology and product performance at a competitive cost. If we are unable to continue to innovate our X-ray Products technology and anticipate our customers demands in the areas of cost, quality, technology and performance, then our customers may purchase from other tube or panel manufacturers (including the in-house operations of some of these customers), which would negatively impact this business.

In both the Oncology Systems and X-ray Products businesses, and in our other product lines, we may be unable to accurately anticipate changes in our markets and the direction of technological innovation and demands of our customers. Our competitors may develop products or processes that are superior to what we can then offer. If this occurs, the market for our products may be adversely affected and our products may become less useful or obsolete. Any development adversely affecting the markets for our products would force us to reduce production volumes or to discontinue manufacturing one or more of our products or product lines and would reduce our revenues and earnings.

OUR SUCCESS DEPENDS ON THE SUCCESSFUL DEVELOPMENT, INTRODUCTION AND COMMERCIALIZATION OF NEW GENERATIONS OF PRODUCTS AND ENHANCEMENTS TO OR SIMPLIFICATIONS OF EXISTING PRODUCT LINES

Rapid change and technological innovation characterize the Oncology Systems market. Our products often have long development and government approval cycles, so we must anticipate changes in the marketplace, in technology and in customer demands. Our success depends on the successful development, introduction and commercialization of new generations of products, treatment systems and enhancements to and/or simplification of existing product lines. Our Oncology Systems products, including products such as EDGE™, our new combination of products for performing advanced radiosurgery, TrueBeam and RapidArc, are technologically complex and must keep pace with, if not be superior to, the products of our competitors. Our X-ray Products business must also continually improved products at competitive costs. We are investing in long-term growth initiatives, such as development of our SIP and VPT businesses, and expect that we will need to invest more to develop and commercialize new products and technology for these businesses. Accordingly, many of our products may require significant planning, design, development and testing, as well as significant capital commitments, involvement of senior management and other investments on our part. We may need to spend more time and money than we expect to develop and introduce new products or enhancements and, even if we succeed, they may not be sufficiently profitable that we are able to recover all or a meaningful part of our investment. Once introduced, new products may adversely impact orders and sales of our existing products, or make them less desirable or even obsolete, and could adversely impact our revenues and operating results. In addition, certain costs, including installation and warranty, associated with new products may be proportionately greater than other products, and may therefore adversely affect our gross and operating margins. If we are unable to lower these costs over time, our operating results could be adversely affected. Compliance with regulations, competitive alternatives, and shifting market preferences may also impact our success with new products or enhancements.

Our ability to successfully develop and introduce new products and product enhancements and simplifications, and the revenues and costs associated with these efforts, are affected by our ability to:

- properly identify customer needs;
- prove the feasibility of new products;
- limit the time required from proof of feasibility to routine production;
- timely and efficiently comply with internal quality assurance systems and processes;
- limit the timing and cost of regulatory approvals;
- accurately predict and control costs associated with inventory overruns caused by phase-in of new products and phase-out of old products;
- price our products competitively and profitably;
- manufacture, deliver and install our products in sufficient volumes on time, and accurately predict and control costs associated with manufacturing, installation, warranty and maintenance of the products;
- appropriately manage our supply chain;

- manage customer acceptance and payment for products;
- manage customer demands for retrofits of both new and old products; and
- anticipate and compete successfully with competitors.

Furthermore, we cannot be sure that we will be able to successfully develop, manufacture or introduce new products, treatment systems or enhancements, the roll-out of which involves compliance with complex quality assurance processes, including the Quality System Regulation (QSR) of the FDA. Failure to complete these processes timely and efficiently could result in delays that could affect our ability to attract and retain customers, or could cause customers to delay or cancel orders, causing our revenues and operating results to suffer.

New products generally take longer to install than well-established products. Because a portion of a product s revenue is generally tied to installation and acceptance of the product, our recognition of revenue associated with new products may be deferred longer than expected. In addition, even if we succeed in our product introductions, potential customers may not decide to upgrade their equipment, or customers may delay delivery of some of our more sophisticated products because of the longer preparation and renovation of treatment rooms required. As a result, our revenues and other financial results could be adversely affected.

MORE THAN HALF OF OUR REVENUES ARE INTERNATIONAL, AND ECONOMIC, POLITICAL AND OTHER RISKS ASSOCIATED WITH INTERNATIONAL SALES AND OPERATIONS COULD ADVERSELY AFFECT OUR SALES OR MAKE THEM LESS PREDICTABLE

We conduct business globally. Our international revenues accounted for approximately 59% and 54% of revenues from continuing operations during the second quarter of fiscal years 2013 and 2012, respectively. As a result, we must provide significant service and support globally. We intend to continue to expand our presence in international markets and expect to expend significant resources in doing so. We cannot be sure, however, that we will be able to meet our sales, service and support objectives or obligations in these international markets, or recover our investments. For example, we have aligned our resources to support sales and marketing efforts in emerging markets. Our future results could be harmed by a variety of factors, including:

- the difficulties in enforcing agreements and collecting receivables through many foreign country s legal systems;
- the longer payment cycles associated with many foreign customers;
- currency fluctuations;
- changes in the political, regulatory, safety or economic conditions in a country or region;
- the imposition by foreign countries of additional taxes, tariffs or other restrictions on foreign trade;
- the lower sales prices and gross margins usually associated with sales of our products in the international region, in particular emerging markets;
- the longer period in the international region from placement of any order to revenue recognition;
- any inability to obtain export licenses and other required export or import licenses or approvals;
- failure to comply with export laws and requirements, which may result in civil or criminal penalties and restrictions on our ability to export our products, particularly our industrial linear accelerator products;

- failure to obtain proper business licenses or other documentation, or to otherwise comply with local laws and requirements regarding marketing, sales, service or any other business we conduct in a foreign jurisdiction, which may result in civil or criminal penalties and restrictions on our ability to conduct business in that jurisdiction; and

- the possibility that it may be more difficult to protect our intellectual property in foreign countries.

Although our orders and sales fluctuate from period to period, in recent years our international region has represented a larger share of our business. The more we depend on sales in the international region, the more vulnerable we become to these factors.

As of March 29, 2013, 94% of our cash and cash equivalents were held abroad. If these funds were repatriated to the United States, they could be subject to additional taxation and our overall tax rate and our results of operations could suffer.

Our effective tax rate is impacted by tax laws in both the United States and in the countries in which our international subsidiaries do business. Earnings from our international region are generally taxed at rates lower than U.S. rates. A change in the percentage of our total earnings from the international region, or a change in the mix of particular tax jurisdictions within the international region could cause our effective tax rate to increase or decrease. Also, we are not currently taxed in the United States on certain undistributed earnings of certain foreign subsidiaries. These earnings could become subject to incremental foreign withholding or U.S. federal and state taxes should they either be deemed or actually remitted to the United States, in which case our financial results would be adversely affected. In addition, there have been proposals that would significantly change U.S. taxation of U.S.-based multinational corporations. Although we cannot predict whether or in what form Congress would enact any such proposals, legislation of this type could negatively impact our effective tax rate and adversely affect our financial results.

OUR RESULTS HAVE BEEN AND MAY CONTINUE TO BE AFFECTED BY CONTINUING WORLDWIDE ECONOMIC INSTABILITY

Since fiscal year 2008, the global economy has been impacted by a number of economic factors, including the sequential effects of the subprime lending crisis; the credit market crisis; collateral effects on the finance and banking industries; volatile currency exchange rates and energy costs; concerns over the downgrade of the sovereign debt of the United States and several European countries; continued sovereign debt and banking system uncertainties in Europe and other foreign countries and now concerns regarding recession in Europe and the directions of the Chinese and United States economies. In many markets, these conditions have shrunk capital equipment budgets, slowed decision-making, made financing for large equipment purchases more expensive and more time consuming to obtain, and made it difficult for our customers and our vendors to accurately forecast and plan future business activities and reduced their confidence. This, in turn, has caused our customers to freeze, delay or dramatically reduce purchases and capital project expenditures. Project delays may continue, particularly as they relate to large scale or government projects, which may be affected by austerity measures. Alternatively, in the past, some countries have adopted and may in the future adopt government stimulus programs to revitalize their economies and improve healthcare and medical services. The availability of stimulus programs in the future could positively affect our results in one period and adversely affect our results in other periods, making it difficult for investors to compare our financial results between fiscal periods. Weak economic recovery may also disrupt supply if vendors consolidate or go out of business. As with our customers and vendors, these economic conditions make it more difficult for us to accurately forecast and plan our future business activities. Continued economic uncertainty may also affect our service business, as customers constrained budgets may result in pricing pressure, extended warranty provisions and even cancellation of service contracts.

In addition, concerns over continued economic instability, including the sovereign debt and banking crises in Europe, could make it more difficult for us to collect outstanding receivables. Historically, our business has felt the effects of market trends later than other sectors in the healthcare industry, such as diagnostic radiology, and we may experience the effects of any economic recovery later than others in the healthcare industry. A continued weak or deteriorating healthcare market would inevitably adversely affect our business, financial conditions and results of operations.

WE FACE SIGNIFICANT COSTS IN ORDER TO COMPLY WITH LAWS AND REGULATIONS APPLICABLE TO THE MANUFACTURE AND DISTRIBUTION OF OUR PRODUCTS, AND FAILURE OR DELAYS IN OBTAINING REGULATORY CLEARANCES OR APPROVALS, OR FAILURE TO COMPLY WITH APPLICABLE LAWS AND REGULATIONS COULD PREVENT US FROM DISTRIBUTING OUR PRODUCTS, REQUIRE US TO RECALL OUR PRODUCTS AND RESULT IN SIGNIFICANT PENALTIES

Our products and those of OEMs that incorporate our products are subject to extensive and rigorous government regulation in the United States. Compliance with these laws and regulations is expensive and time-consuming, and failure to comply with these laws and regulations could adversely affect our business. Furthermore, public media reports on misadministrations of radiotherapy in patients and focus on the role of the FDA in regulating medical devices has led to increased scrutiny of medical device companies and an increased likelihood of enforcement actions.

U.S. laws governing marketing a medical device. In the United States, as a manufacturer and seller of medical devices and devices emitting radiation or utilizing radioactive by-product material, we and some of our suppliers and distributors are subject to extensive regulation by federal governmental authorities, such as the FDA, the Nuclear Regulatory Commission (NRC) and state and local regulatory agencies, such as the State of California, to ensure the devices are safe and effective and comply with laws governing products which emit, produce or control radiation. These regulations govern, among other things, the design, development, testing, manufacturing, packaging, labeling, distribution, import/export, sale and marketing and disposal of our products.

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Unless an exception applies, the FDA requires that the manufacturer of a new medical device or a new indication for use of, or other significant change in, existing currently marketed medical device obtain either 510(k) pre-market notification clearance or pre-market approval (PMA) before it can market or sell those products in the United States. Modifications or enhancements to a product that could significantly affect its safety or effectiveness, or that would constitute a major change in the intended use of the device, technology, materials, labeling, packaging, or manufacturing process also require a new 510(k) clearance. The FDA has recently issued a draft guidance that, if finalized and implemented, will result in manufacturers needing to seek a significant number of new clearances for changes made to legally marketed devices. Although manufacturers make the initial determination whether a change to a cleared device requires a new 510(k) clearance, we cannot assure you that the FDA will agree with our decisions not to seek additional approvals or clearances for particular modifications to our products or that we will be successful in obtaining new 510(k) clearances for modifications. Obtaining clearances or approvals is time-consuming, expensive and uncertain, and the PMA process is more complex than the 510(k) clearance process. We may not be able to obtain the necessary clearances or approvals or may be unduly delayed in doing so, which could harm our business. Furthermore, even if we are granted regulatory clearances or approvals, they may include significant limitations on the indicated uses of the product, which may limit the market for the product. If we were unable to obtain required FDA clearance or approval for a product or unduly delayed in doing so, or the uses of that product were limited, our business could suffer. In the past, our devices have generally been subject to 510(k) clearance or exempt from 510(k) clearance. However, there are some in the regulatory field who believe that certain medical devices should be required to use the PMA approval process. If we were required to use the PMA process for future products or product modifications, it could delay or prevent release of the proposed products or modifications, which could harm our business. The FDA recently released its Draft Guidance Document on the 510(k). We are currently analyzing how this plan, if fully implemented, may affect us and our ability to obtain product clearances.

Further, as we enter new businesses or pursue new business opportunities, such as radiosurgery and opportunities that require clinical trials, we may become subject to additional laws, rules and regulations, including FDA rules and regulations that are applicable to the clinical trial process and protection of study subjects. Becoming familiar with and implementing the infrastructure necessary to comply with these laws, rules and regulations is costly. In addition, failure to comply with these laws, rules and regulations could delay the introduction of new products and could adversely affect our business.

Quality systems. Our manufacturing operations for medical devices, and those of our third-party manufacturers, are required to comply with the FDA s QSR, as well as other federal and state regulations for medical devices and radiation emitting products. The FDA makes announced and unannounced periodic and on-going inspections of medical device manufacturers to determine compliance with QSR and in connection with these inspections issues reports, known as Form FDA 483 reports when the FDA believes the manufacturer has failed to comply with applicable regulations and/or procedures. If observations from the FDA issued on Form FDA 483 reports are not addressed and/or corrective action taken in a timely manner and to the FDA s satisfaction, the FDA may issue a Warning Letter and/or proceed directly to other forms of enforcement action. Similarly, if a Warning Letter were issued, prompt corrective action to come into compliance would be required. Failure to respond timely to Form FDA 483 observations, a Warning Letter or other notice of noncompliance and to promptly come into compliance could result in the FDA bringing enforcement action against us, which could include the total shutdown of our production facilities, denial of importation rights to the U.S. for products manufactured in overseas locations, adverse publicity and criminal and civil fines. The expense and costs of any corrective actions that we may take, which may include products recalls, correction and removal of products from customer sites and/or changes to our product manufacturing and quality systems, could adversely impact our financial results and may also divert management resources, attention and time. Additionally, if a Warning Letter were issued, customers could delay purchasing decisions or cancel orders, and we could face increased pressure from our competitors who could use the Warning Letter against us in competitive sales situations, either of which could adversely affect our reputation, business and stock price.

In addition, we are required to timely file various reports with the FDA, including reports required by the medical device reporting regulations (MDRs), that require that we report to regulatory authorities if our devices may have caused or contributed to a death or serious injury or malfunctioned in a way that would likely cause or contribute to a death or serious injury if the malfunction were to recur. If these reports are not filed timely, regulators may impose sanctions and sales of our products may suffer, and we may be subject to product liability or regulatory enforcement actions, all of which could harm our business.

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If we initiate a correction or removal of a device to reduce a risk to health posed by the device, we would be required to submit a publicly available Correction and Removal report to the FDA and in many cases, similar reports to other regulatory agencies. This report could be classified by the FDA as a device recall which could lead to increased scrutiny by the FDA, other international regulatory agencies and our customers regarding the quality and safety of our devices. Furthermore, the submission of these reports have been and could be used by competitors against us in competitive situations and cause customers to delay purchase decisions, cancel orders or adversely affect our reputation.

Our medical devices utilizing radioactive material are subject to the NRC clearance and approval requirements, and the manufacture and sale of these products are subject to extensive federal and state regulation that varies from state to state and among regions. Our manufacture, distribution, installation and service (and decommissioning and removal) of medical devices utilizing radioactive material or emitting radiation also requires us to obtain a number of licenses and certifications for these devices and materials. Service of these products must also be in accordance with a specific radioactive materials license. Obtaining licenses and certifications may be time consuming, expensive and uncertain. In addition, we are subject to a variety of environmental laws regulating our manufacturing operations and the handling, storage, transport and disposal of hazardous materials, and which impose liability for the cleanup of any contamination from these materials. In particular, the handling and disposal of radioactive materials resulting from the manufacture, use or disposal of our products may impose significant costs and requirements. Disposal sites for the lawful disposal of materials generated by the manufacture, use or decommissioning of our products may no longer accept these materials in the future, or may accept them on unfavorable terms.

The FDA and the Federal Trade Commission (FTC) also regulate advertising and promotion of our products to ensure that the claims we make are consistent with our regulatory clearances, that there are adequate and reasonable scientific data to substantiate the claims and that our promotional labeling and advertising is neither false nor misleading in any respect. If the FDA or FTC determines that any of our advertising or promotional claims are misleading, not substantiated or not permissible, we may be subject to enforcement actions, including Warning Letters, and may be required to revise our promotional claims and make other corrections or restitutions.

If we or any of our suppliers, distributors, agents or customers fail to comply with FDA, FTC and other applicable U.S. regulatory requirements or are perceived to potentially have failed to comply, we may face:

- adverse publicity affecting both us and our customers;
- increased pressures from our competitors;
- investigations by governmental authorities or Warning Letters;
- fines, injunctions, and civil penalties;
- partial suspensions or total shutdown of production facilities, or the imposition of operating restrictions;
- increased difficulty in obtaining required FDA clearances or approvals;
- losses of clearances or approvals already granted;
- seizures or recalls of our products or those of our customers;

delays in purchasing decisions by customers or cancellation of existing orders;

the inability to sell our products;

difficulty in obtaining product liability or operating insurance at a reasonable cost, or at all; and

civil fines and criminal prosecutions.

Other applicable U.S. regulations. As a participant in the healthcare industry, we are also subject to extensive laws and regulations protecting the privacy and integrity of patient medical information that we receive, including the Health Insurance Portability and Accountability Act of 1996 (HIPAA), fraud and abuse laws and regulations, including physician self-referral prohibitions, and false claims laws. From time to time, these laws and regulations may be revised or interpreted in ways that could make it more difficult for our customers to conduct their businesses, such as recent proposed revisions to the laws prohibiting physician self-referrals, and such revisions could have an adverse effect on the demand for our products, and therefore our business and results of operations. We also must comply with numerous federal, state and local laws of more general applicability relating to such matters as safe working conditions, manufacturing practices and fire hazard control.

The laws and regulations and their enforcement are constantly undergoing change, and we cannot predict what effect, if any, changes to these laws and regulations may have on our business. For example, HIPAA was amended by the Health Information Technology for Economic and Clinical Health Act (the HITECH Act), enacted as part of the American Recovery and Reinvestment Act of 2009. The HITECH Act significantly increases the civil money penalties for violations of patient privacy rights protected under HIPAA. Furthermore, business associates who have access to patient health information provided by hospitals and healthcare providers are now directly subject to HIPAA, including the new enforcement scheme and inspection requirements. Moreover, there has been a trend in recent years toward more stringent regulation and enforcement of requirements applicable to medical device manufacturers who receive or have access to patient health information.

Government regulation also may cause considerable delay or even prevent the marketing and full commercialization of future products or services that we may develop, and/or may impose costly requirements on our business. Insurance coverage is not commercially available for violations of law, including the fines, penalties or investigatory costs that may flow to us as the consequence of regulatory violations; consequently, we do not have insurance that would cover this type of liability.

COMPLIANCE WITH FOREIGN LAWS AND REGULATIONS APPLICABLE TO THE MANUFACTURE AND DISTRIBUTION OF OUR PRODUCTS MAY BE COSTLY, AND FAILURE TO COMPLY MAY RESULT IN SIGNIFICANT PENALTIES

Regulatory requirements affecting our operations and sales outside the United States vary from country to country, often differing significantly from those in the United States. In general, outside the United States, our products are regulated as medical devices by foreign governmental agencies similar to the FDA.

Marketing a medical device internationally. In order for us to market our products internationally, we must obtain clearances or approvals for products and product modifications. These processes (including for example in the European Union (EU), the European Economic Area (EEA), Switzerland, China, Japan and Canada) can be time consuming, expensive and uncertain, which can delay our ability to market products in those countries. Delays in receipt of or failure to receive regulatory approvals, the inclusion of significant limitations on the indicated uses of a product, the loss of previously obtained approvals or failure to comply with existing or future regulatory requirements could restrict or prevent us from doing business in a country or subject us to a variety of enforcement actions and civil or criminal penalties, which would adversely affect our business.

Within the EEA, we must affix a Conformité Européenne (CE) mark, a European marking of conformity that indicates that a product meets the essential requirements of the Medical Device Directive. This conformity to the Medical Device Directive is done through self-declaration and is verified by an independent certification body, called a Notified Body. Once clearance is obtained and the CE mark is affixed to the device, the Notified Body will regularly audit us to ensure that we remain in compliance with the applicable European laws and Medical Device Directive. By affixing the CE mark marking to our product, we are certifying that our products comply with the laws and regulations required by the EEA countries, thereby allowing the free movement of our products within these countries and others that accept CE mark standards. If we cannot support our performance claims and demonstrate compliance with the applicable European laws and Medical Device Directive, we would lose our right to affix the CE mark to our products, which would prevent us from selling our products within the EU/EEA/Switzerland territory and in other countries that recognize the CE mark. Significant revisions to some of the applicable regulations governing requirements for medical devices in the EU/EEA/Switzerland went into effect in March 2010. These revisions have introduced additional uncertainty into the marketing authorization process for medical devices in Europe. Until medical device manufacturers and European regulatory agencies, including Notified Bodies and Competent Authorities, (governmental agencies to whom the legislator has delegated the capacity to enforce the Medical Devices Directive) have greater experience with interpreting and applying the revised regulations, we may be subject to risks

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associated with additional testing, modification, certification or amendment of our existing market authorizations, or we may be required to modify products already installed at our customers facilities in order to comply with the official interpretations of these revised regulations.

In addition, we are required to timely file various reports with international regulatory authorities, including reports required by international adverse event reporting regulations, that require that we report to regulatory authorities if our devices may have caused or contributed to a death or serious injury or malfunctioned in a way that would likely cause or contribute to a death or serious injury if the malfunction were to recur. If these reports are not timely filed, regulators may impose sanctions, including temporarily suspend our market authorizations or CE mark, and sales of our products may suffer, and we may be subject to product liability or regulatory enforcement actions, all of which could harm our business.

Further, as we enter new businesses or pursue new business opportunities internationally, such as opportunities that require clinical trials, we may become subject to additional laws, rules and regulations. Becoming familiar with and implementing the infrastructure necessary to comply with these laws, rules and regulations is costly. In addition, failure to comply with these laws, rules and regulations could delay the introduction of new products and could adversely affect our business.

Manufacturing and selling a device internationally. We are also subject to laws and regulations that apply to manufacturers of radiation emitting devices and products utilizing radioactive materials, as well as laws and regulations of general applicability relating to matters such as environmental protection, safe working conditions, manufacturing practices and other matters. These are often comparable to, if not more stringent than, the equivalent regulations in the United States. Sales overseas are also affected by regulation of matters such as product standards, packaging, labeling, environmental and product recycling requirements, import and export restrictions, tariffs, duties and taxes.

In some countries, we rely on our foreign distributors and agents to assist us in complying with foreign regulatory requirements, and we cannot be sure that they will always do so. If we or any of our suppliers, distributors, agents or customers fail to comply with applicable international regulatory requirements or are perceived to potentially have failed to comply, we may face:

- adverse publicity affecting both us and our customers;
- investigations by governmental authorities;
- fines, injunctions, civil penalties and criminal prosecutions;
- increased difficulty in obtaining required approvals in foreign countries;
- losses of clearances or approvals already granted;
- seizures or recalls of our products or those of our customers;
- delays in purchasing decisions by customers or cancellation of existing orders; and
- the inability to sell our products in or to import our products into such countries.

Other applicable international regulations. We are subject to laws and regulations in foreign countries covering data privacy and other protection of health and employee information. Particularly within the EU/EEA/Switzerland area, data protection legislation is comprehensive and complex and there has been a recent trend toward more stringent enforcement of requirements regarding protection and confidentiality of personal data. Data protection authorities from the different member states of the EU may interpret the legislation differently, which adds to this complexity, and data protection is a dynamic field where guidance is often revised. Fully understanding and implementing this legislation could be quite costly and timely, which could adversely affect our business. Additionally, in some instances, in order to fulfill the requirements of applicable U.S. laws, we may be faced with deciding whether to comply with EU/EEA/Switzerland data protection rules. Failure or partial failure to comply with data protection rules and regulations across the EU/EEA/Switzerland area could result in substantial monetary fines. New data protection legislation that will entail substantial changes to the current legal framework, some stricter than before, some less strict, is expected to be enacted by the EU Commission around the end of calendar year 2013.

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We are also subject to international fraud and abuse laws and regulations, as well as false claims and misleading advertisement laws. From time to time, these laws and regulations may be revised or interpreted in ways that could make it more difficult for our customers to conduct their businesses, which could have an adverse effect on the demand for our products, and therefore our business and results of operations. The laws and regulations and their enforcement are constantly undergoing change, and we cannot predict what effect, if any, changes to these laws and regulations may have on our business.

THE AFFORDABLE CARE ACT INCLUDES PROVISIONS THAT MAY ADVERSELY AFFECT OUR BUSINESS AND RESULTS OF OPERATIONS, INCLUDING AN EXCISE TAX ON THE SALES OF MOST MEDICAL DEVICES

On March 23, 2010, President Obama signed into law the Affordable Care Act, many of the provisions of which will go into effect through 2014. While we are continuing to evaluate the Affordable Care Act, it could adversely impact the demand for our products and services, and therefore our financial position and results of operations, possibly materially.

Specifically, one of the components of the new law is a 2.3% excise tax on sales of most medical devices, which include our Oncology Systems products, starting January 1, 2013. The Congressional Budget Office estimates that the total cost to the medical device industry could exceed $30 billion over ten years. This tax had and may continue to have a negative impact on our gross margin and/or may lead our customers to reduce their orders for our products.

In addition, discussions relating to the Affordable Care Act have included the possibility for bundled reimbursement payments and accountable care organizations (ACOs). ACOs and bundled payment programs were established by the Affordable Care Act to reward integrated, efficient care and allow providers to share in any savings they achieve through the coordination of care and meeting certain mandated quality standards. ACOs and the bundled payment programs have primarily focused on primary care. However, some customers appear to be developing new partnerships across clinical specialties to prepare for the possibility of operating in an ACO environment and bundled reimbursement payments. These and other elements of the Affordable Care Act, including comparative effectiveness research, an independent payment advisory board, payment system reforms (including shared savings pilots) and the reporting of certain payments by us to healthcare professionals and hospitals (the Physician Payment Sunshine Act), could meaningfully change the way healthcare is developed and delivered, and may materially impact numerous aspects of our business, including the demand and availability of our products, the reimbursement available for our products from governmental and third-party payors, and reduced medical procedure volumes. We believe that growth of the radiation oncology market in the United States is being impacted as customers decision-making process are complicated by the uncertainties surrounding the implementation of the Affordable Care Act and reimbursement rates for radiotherapy and radiosurgery, and that this uncertainty will likely continue into the next fiscal year and result in a high degree of variability of net orders and revenue from quarter-to-quarter.

Various healthcare reform proposals have also emerged at the state level, and we are unable to predict which, if any of these proposals will be enacted. We are also unable to predict what effect ongoing uncertainty surrounding federal and state health reform proposals will have on our customer s purchasing decisions. However, an expansion in government s role in the U.S. healthcare industry may adversely affect our business, possibly materially.

CHANGES TO RADIATION ONCOLOGY AND OTHER REIMBURSEMENTS AND CHANGES IN INSURANCE DEDUCTIBLES AND ADMINISTRATION MAY AFFECT DEMAND FOR OUR PRODUCTS

Sales of our healthcare products indirectly depend on whether adequate reimbursement is available to our customers from a variety of sources, such as government healthcare insurance programs, including the Medicare and Medicaid programs; private insurance plans; health maintenance organizations; and preferred provider organizations. In general, employers and third-party payors in the United States have become increasingly cost-conscious, with higher deductibles imposed or encouraged in many medical plans. The imposition of higher deductibles tends to restrain individuals from seeking the same level of medical treatments as they might seek if the costs they bear are lower, particularly in the medical diagnostic portion of our business. Third party payors have also increased utilization controls related to the use of our products by healthcare providers.

Furthermore, there is no uniform policy on reimbursement among third-party payors and we cannot be sure that third-party payors will reimburse our customers for procedures using our products that will enable us to achieve or maintain adequate sales and price levels for our products. Without adequate support from third-party payors, the market for our products may be limited.

Once Medicare has made a decision to provide reimbursement for a given treatment, these reimbursement rates are generally reviewed and adjusted by Medicare annually. Private third-party payors, although independent from Medicare, sometimes use portions of Medicare reimbursement policies and payment amounts in making their own reimbursement decisions. As a result, decisions by CMS to reimburse for a treatment, or changes to Medicare s reimbursement policies or reductions in payment amounts with respect to a treatment sometimes extend to third-party payor reimbursement policies and amounts for that treatment. We have seen our customers decision-making process complicated by the uncertainty surrounding Medicare reimbursement rates for radiotherapy and radiosurgery in the United States, such as we experienced in 2012 with the reductions to reimbursement rates for radiation therapy proposed by CMS. From time to time, CMS and third party payors may review and modify the factors upon which they rely to determine appropriate levels of reimbursement for cancer treatments. For example, CMS and third-party payors have begun to focus on the comparative effectiveness of radiation therapy versus other methods of cancer treatment, including surgery, and could modify reimbursement rates based on the results of comparative effectiveness studies. If comparative effectiveness studies are not available, or if available studies show that other cancer treatments are more effective than radiotherapy or radiosurgery, reimbursement rates for radiotherapy or radiosurgery could be reduced. In addition, discussions relating to the Affordable Care Act have included the possibility for bundled reimbursement payments and ACOs. Any significant cuts in reimbursement rates or changes in reimbursement methodology or administration for radiotherapy, radiosurgery, proton therapy or brachytherapy, or concerns or proposals regarding further cuts or changes in methodology or administration, could further increase uncertainty, influence our customers decisions, reduce demand for our products, cause customers to cancel orders and have a material adverse effect on our revenues and stock price.

Foreign governments also have their own healthcare reimbursement systems and we cannot be sure that adequate reimbursement will be made available with respect to our products under any foreign reimbursement system.

OUR RESULTS MAY BE IMPACTED BY CHANGES IN FOREIGN CURRENCY EXCHANGE RATES

Because our business is global and payments are generally made in local currency, fluctuations in foreign currency exchange rates can impact our results by affecting product demand, or our revenues and expenses, and/or the profitability in U.S. Dollars of products and services that we provide in foreign markets.

While we use hedging strategies to help offset the effect of fluctuations in foreign currency exchange rates, the protection these strategies provide is affected by the timing of transactions, and the effectiveness of the hedges, the number of transactions that are hedged and forecast volatility. If our hedging strategies do not offset these fluctuations, our revenues, margins and other operating results may be harmed. In addition, movement in foreign currency exchange rates could impact our financial results positively or negatively in one period and not another, making it more difficult to compare our financial results from period to period.

In addition, long-term movements in foreign currency exchange rates can also affect the competitiveness of our products in the local currencies of our international customers. Even though our international sales are mostly in local currencies, our cost structure is weighted towards the U.S. Dollar. The volatility of the U.S. Dollar that we have experienced over the last several years has affected the competitiveness of our pricing against our foreign competitors, some of which may have cost structures based in other currencies, either helping or hindering our international order and revenue growth, thereby affecting our overall financial performance and results. Changes in monetary or other policies here and abroad, including as a result of economic instability or concerns about the downgrade and levels of sovereign debt, or in reaction thereto, would also likely affect foreign currency exchange rates. For example, the value of the Euro against the U.S. Dollar has been impacted by the sovereign debt and banking crises in Greece, Spain, and other European countries. Furthermore, in the event that one or more European countries were to replace the Euro with another currency, our sales into these countries, or into Europe generally, would likely be adversely affected until such time as stable exchange rates are established.

WE ARE SUBJECT TO FEDERAL, STATE AND FOREIGN LAWS GOVERNING OUR BUSINESS PRACTICES WHICH, IF VIOLATED, COULD RESULT IN SUBSTANTIAL PENALTIES. ADDITIONALLY, CHALLENGES TO OR INVESTIGATION INTO OUR PRACTICES COULD CAUSE ADVERSE PUBLICITY AND BE COSTLY TO RESPOND TO AND THUS COULD HARM OUR BUSINESS

Laws and ethical rules governing interactions with healthcare providers. The Medicare and Medicaid anti-kickback laws, and similar state laws, prohibit payments or other remuneration that is intended to induce hospitals, physicians or others either to refer patients or to purchase, lease or order, or arrange for or recommend the purchase, lease or order of healthcare products or services for which payment may be made under federal and state healthcare programs, such as Medicare and Medicaid. These laws affect our sales, marketing and other promotional activities by limiting the kinds of financial arrangements we may have with hospitals, physicians or other potential purchasers of our products. They particularly impact how we structure our sales offerings, including discount practices, customer support, education and training programs, physician consulting, research grants and other service arrangements. These laws are broadly written, and it is often difficult to determine precisely how these laws will be applied to specific circumstances.

Federal and state false claims laws generally prohibit knowingly presenting, or causing to be presented, claims for payment from Medicare, Medicaid or other government payors that are false or fraudulent, or for items or services that were not provided as claimed. Although we do not submit claims directly to payors, manufacturers can be, and have been, held liable under these laws if they are deemed to cause the submission of false or fraudulent claims by providing inaccurate billing or coding information to customers, or through certain other activities, including promoting products for uses not approved or cleared by the FDA, which is called off-label promotion. Violating anti-kickback and false claims laws can result in civil and criminal penalties, which can be substantial, and potential mandatory or discretionary exclusion from healthcare programs for noncompliance. Even an unsuccessful challenge or investigation into our practices could cause adverse publicity, and be costly to defend, and thus could harm our business and results of operations. Additionally, several recently enacted state and federal laws, including the laws in Massachusetts and Vermont, and the federal Physician Payment Sunshine Act, now require, among other things, extensive tracking and maintenance of databases regarding the disclosure of equity ownership and payments to physicians, healthcare providers and hospitals. These laws require us to implement the necessary and costly infrastructure to track and report certain payments to healthcare providers. Failure to comply with these new tracking and reporting laws could subject us to significant civil monetary penalties.

We are subject to similar laws in foreign countries where we conduct business. For example, within the EU, the control of unlawful marketing activities is a matter of national law in each of the member states. The member states of the EU closely monitor perceived unlawful marketing activity by companies. We could face civil, criminal and administrative sanctions if any member state determines that we have breached our obligations under its national laws. Industry associations also closely monitor the activities of member companies. If these organizations or authorities name us as having breached our obligations under their regulations, rules or standards, our reputation would suffer and our business and financial condition could be adversely affected.

Anti-corruption laws and regulations. We are also subject to the U.S. Foreign Corrupt Practices Act and anti-corruption laws, and similar laws in foreign countries, such as the U.K. Bribery Act of 2010, which became effective on July 1, 2011, and the new Law On the Fundamentals of Health Protection in the Russian Federation, with a significant anti-corruption intent and effective since January 2012. In general, there is a worldwide trend to strengthen anticorruption laws and their enforcement, and the healthcare industry and medical equipment manufacturers have been particular targets of these investigation and enforcement efforts. Any violation of these laws by us or our agents or distributors could create a substantial liability for us, subject our officers and directors to personal liability and also cause a loss of reputation in the market. Transparency International s 2012 Corruption Perceptions Index measured the degree to which public sector corruption is perceived to exist in 174 countries around the world, and found that nearly three quarters of the countries in the index, including many that we consider to be high growth areas for our products, such as China, India, Russia and Brazil, scored below 50, on a scale from 100 (very clean) to 0 (highly corrupt). We currently operate in many countries where the public sector is perceived as being more or highly corrupt. Our strategic business plans include expanding our business in regions and countries that are rated as higher risk for corruption activity by Transparency International. Becoming familiar with and implementing the infrastructure necessary to comply with laws, rules and regulations applicable to new business activities and mitigate and protect against corruption risks could be quite costly. In addition, failure by us or our agents or distributors to comply with these laws, rules and regulations could delay our expansion into high-growth markets and could adversely affect our business. This notwithstanding, we will inevitably do more business, directly and potentially indirectly in countries, where the public sector is perceived to be more or highly corrupt and be engaging in business in more countries perceived to be more or highly corrupt. Increased business in higher risk countries could subject us and our officers and directors to increased scrutiny and increased liability. In addition, we have conducted, and in the future expect to conduct internal investigations or face audits or investigations by one or more domestic or foreign government agencies, which could be costly and time-consuming, and could divert our management and key personnel from our business operations. An adverse outcome under any such investigation or audit could subject us to fines or criminal or other penalties, which could adversely affect our business and financial results.

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PRODUCT DEFECTS OR MISUSE MAY RESULT IN MATERIAL PRODUCT LIABILITY OR PROFESSIONAL ERRORS AND OMISSIONS CLAIMS, LITIGATION, INVESTIGATION BY REGULATORY AUTHORITIES OR PRODUCT RECALLS THAT COULD HARM FUTURE REVENUES AND REQUIRE US TO PAY MATERIAL UNINSURED CLAIMS

Our business exposes us to potential product liability claims that are inherent in the manufacture, sale, installation, servicing and support of medical devices and other devices that deliver radiation. Because our products are involved in the intentional delivery of radiation to the human body and other situations where people may come in contact with radiation (for example, when our SIP products are being used to scan cargo), the collection and storage of patient treatment data for medical analysis and treatment delivery, the planning of radiation treatment and diagnostic imaging of the human body, and the diagnosing of medical problems, the possibility for significant injury and/or death exists to the intended or unintended recipient of the delivery. Our medical products operate within our customers facilities and network systems, and under quality assurance procedures established by the facility that ultimately result in the delivery of radiation to patients. Human and other errors or accidents may arise from the operation of our products in complex environments, particularly with products from other vendors, where interoperability or data sharing protocol may not be optimized even though the equipment or system operates according to specifications. As a result, we may face substantial liability to patients, our customers and others for damages resulting from the faulty, or allegedly faulty, design, manufacture, installation, servicing, support, testing or interoperability of our products with other products, or their misuse or failure. In addition, third party service providers could fail to adequately perform their obligations, which could subject us to further liability. We may also be subject to claims for property damages or economic loss related to or resulting from any errors or defects in our products, or the installation, servicing and support of our products. Any accident or mistreatment could subject us to legal costs, litigation, adverse publicity and damage to our reputation, whether or not our products or services were a factor. In connection with our products that collect and store patient treatment data, we may be liable for the loss or misuse of such private data, if those products fail or are otherwise defective.