

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 10-Q**

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(Mark One)

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

For the quarterly period ended April 1, 2018

or

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission File Number 001-5075

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**PerkinElmer, Inc.**

(Exact name of Registrant as specified in its Charter)

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

**04-2052042**  
(I.R.S. Employer  
Identification No.)

**940 Winter Street**  
**Waltham, Massachusetts 02451**  
(Address of principal executive offices) (Zip code)  
**(781) 663-6900**  
(Registrant's telephone number, including area code)

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

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

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

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

If an emerging growth company, indicate by check mark whether the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

As of May 3, 2018, there were outstanding 110,634,371 shares of common stock, \$1 par value per share.

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## PART I. FINANCIAL INFORMATION

Item 1. *Unaudited Financial Statements*

**PERKINELMER, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
**(Unaudited)**

	Three Months Ended	
	April 1, 2018	April 2, 2017
	(In thousands, except per share data)	
Product revenue	\$ 447,608	\$ 333,714
Service revenue	196,364	180,401
<b>Total revenue</b>	<b>643,972</b>	<b>514,115</b>
Cost of product revenue	220,256	163,024
Cost of service revenue	131,494	111,335
<b>Total cost of revenue</b>	<b>351,750</b>	<b>274,359</b>
Selling, general and administrative expenses	199,725	147,008
Research and development expenses	45,984	33,286
Restructuring and contract termination charges, net	6,578	9,651
<b>Operating income from continuing operations</b>	<b>39,935</b>	<b>49,811</b>
Interest and other expense, net	11,430	9,828
Income from continuing operations before income taxes	28,505	39,983
Provision for income taxes	2,470	3,921
<b>Income from continuing operations</b>	<b>26,035</b>	<b>36,062</b>
Income from discontinued operations before income taxes	—	3,759
Provision for income taxes on discontinued operations and dispositions	11	1,218
<b>(Loss) income from discontinued operations and dispositions</b>	<b>(11)</b>	<b>2,541</b>
<b>Net income</b>	<b>\$ 26,024</b>	<b>\$ 38,603</b>
<b>Basic earnings per share:</b>		
Income from continuing operations	\$ 0.24	\$ 0.33
(Loss) income from discontinued operations and dispositions	(0.00)	0.02
Net income	\$ 0.24	\$ 0.35
<b>Diluted earnings per share:</b>		
Income from continuing operations	\$ 0.23	\$ 0.33
(Loss) income from discontinued operations and dispositions	(0.00)	0.02
Net income	\$ 0.23	\$ 0.35
Weighted average shares of common stock outstanding:		
Basic	110,296	109,468
Diluted	111,330	110,204
Cash dividends declared per common share	\$ 0.07	\$ 0.07

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

**PERKINELMER, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**(Unaudited)**

	Three Months Ended	
	April 1, 2018	April 2, 2017
	(In thousands)	
Net income	\$ 26,024	\$ 38,603
Other comprehensive income:		
Foreign currency translation adjustments	18,499	19,208
Unrealized gains on securities, net of tax	41	23
Other comprehensive income	18,540	19,231
Comprehensive income	\$ 44,564	\$ 57,834

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

**PERKINELMER, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
**(Unaudited)**

	April 1, 2018	December 31, 2017
(In thousands, except share and per share data)		
<b>Current assets:</b>		
Cash and cash equivalents	\$ 180,800	\$ 202,134
Accounts receivable, net	575,740	552,304
Inventories	374,808	351,675
Other current assets	102,656	93,842
<b>Total current assets</b>	<b>1,234,004</b>	<b>1,199,955</b>
<b>Property, plant and equipment:</b>		
At cost	654,942	630,919
Accumulated depreciation	(347,708)	(332,853)
Property, plant and equipment, net	307,234	298,066
Intangible assets, net	1,334,566	1,346,940
Goodwill	2,997,851	3,002,198
Other assets, net	252,531	244,304
<b>Total assets</b>	<b>\$ 6,126,186</b>	<b>\$ 6,091,463</b>
<b>Current liabilities:</b>		
Current portion of long-term debt	\$ 217,751	\$ 217,306
Accounts payable	215,404	222,093
Accrued restructuring and contract termination charges	12,445	8,759
Accrued expenses and other current liabilities	478,230	500,642
Current liabilities of discontinued operations	2,154	2,102
<b>Total current liabilities</b>	<b>925,984</b>	<b>950,902</b>
Long-term debt	1,859,698	1,788,803
Long-term liabilities	785,252	848,570
<b>Total liabilities</b>	<b>3,570,934</b>	<b>3,588,275</b>
Commitments and contingencies (see Note 20)		
<b>Stockholders' equity:</b>		
Preferred stock—\$1 par value per share, authorized 1,000,000 shares; none issued or outstanding	—	—
Common stock—\$1 par value per share, authorized 300,000,000 shares; issued and outstanding 110,620,000 shares and 110,361,000 shares at April 1, 2018 and at December 31, 2017, respectively	110,620	110,361
Capital in excess of par value	65,658	58,828
Retained earnings	2,406,952	2,380,517
Accumulated other comprehensive loss	(27,978)	(46,518)
<b>Total stockholders' equity</b>	<b>2,555,252</b>	<b>2,503,188</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 6,126,186</b>	<b>\$ 6,091,463</b>

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

**PERKINELMER, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(Unaudited)**

	Three Months Ended	
	April 1, 2018	April 2, 2017
	(In thousands)	
<b>Operating activities:</b>		
Net income	\$ 26,024	\$ 38,603
Loss (income) from discontinued operations and dispositions, net of income taxes	11	(2,541)
Income from continuing operations	26,035	36,062
Adjustments to reconcile income from continuing operations to net cash (used in) provided by continuing operations:		
Stock-based compensation	5,332	4,926
Restructuring and contract termination charges, net	6,578	9,651
Depreciation and amortization	44,453	24,747
Change in fair value of contingent consideration	117	811
Amortization of deferred debt financing costs and accretion of discount	615	585
Amortization of acquired inventory revaluation	9,208	2,176
Changes in assets and liabilities which provided (used) cash, excluding effects from companies acquired:		
Accounts receivable, net	(10,280)	25,093
Inventories	(25,028)	(6,837)
Accounts payable	(10,026)	(13,883)
Accrued expenses and other	(61,562)	(42,129)
<b>Net cash (used in) provided by operating activities of continuing operations</b>	<b>(14,558)</b>	<b>41,202</b>
Net cash provided by operating activities of discontinued operations	—	12,534
<b>Net cash (used in) provided by operating activities</b>	<b>(14,558)</b>	<b>53,736</b>
<b>Investing activities:</b>		
Capital expenditures	(22,652)	(5,981)
Proceeds from surrender of life insurance policies	72	—
Activity related to acquisitions and investments, net of cash and cash equivalents acquired	(1,087)	(123,578)
<b>Net cash used in investing activities of continuing operations</b>	<b>(23,667)</b>	<b>(129,559)</b>
Net cash used in investing activities of discontinued operations	—	(280)
<b>Net cash used in investing activities</b>	<b>(23,667)</b>	<b>(129,839)</b>
<b>Financing activities:</b>		
Payments on borrowings	(147,000)	(145,950)
Proceeds from borrowings	204,000	146,952
Settlement of cash flow hedges	(36,169)	(1,569)
Net payments on other credit facilities	(3,008)	(287)
Payments for acquisition-related contingent consideration	—	(8,940)
Proceeds from issuance of common stock under stock plans	7,468	4,627
Purchases of common stock	(4,555)	(3,127)
Dividends paid	(7,727)	(7,673)
<b>Net cash provided by (used in) financing activities of continuing operations</b>	<b>13,009</b>	<b>(15,967)</b>
Net cash used in financing activities of discontinued operations	—	(214)
<b>Net cash provided by (used in) financing activities</b>	<b>13,009</b>	<b>(16,181)</b>
Effect of exchange rate changes on cash, cash equivalents and restricted cash	3,850	6,345
<b>Net increase in cash, cash equivalents and restricted cash</b>	<b>(21,366)</b>	<b>(85,939)</b>
Cash, cash equivalents and restricted cash at beginning of period	202,371	376,568
<b>Cash, cash equivalents and restricted cash at end of period</b>	<b>\$ 181,005</b>	<b>\$ 290,629</b>
<b>Supplemental disclosures of cash flow information</b>		
Reconciliation of cash, cash equivalents and restricted cash reported within the condensed consolidated balance sheets that sum to the total shown in the condensed consolidated statements of cash flows:		
Cash and cash equivalents	180,800	288,329
Restricted cash included in other current assets	205	2,300
Total cash, cash equivalents and restricted cash shown in the condensed consolidated statements of cash flows	<b>\$ 181,005</b>	<b>\$ 290,629</b>

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

**PERKINELMER, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(Unaudited)**

**Note 1: Basis of Presentation**

The condensed consolidated financial statements included herein have been prepared by PerkinElmer, Inc. (the "Company"), in accordance with accounting principles generally accepted in the United States of America (the "U.S." or the "United States") and pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC"). Certain information in the footnote disclosures of the financial statements has been condensed or omitted where it substantially duplicates information provided in the Company's latest audited consolidated financial statements, in accordance with the rules and regulations of the SEC. These condensed consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements and notes included in its Annual Report on Form 10-K for the fiscal year ended December 31, 2017, filed with the SEC (the "2017 Form 10-K"). The balance sheet amounts at December 31, 2017 in this report were derived from the Company's audited 2017 consolidated financial statements included in the 2017 Form 10-K. The condensed consolidated financial statements reflect all adjustments that, in the opinion of management, are necessary to present fairly the Company's financial position, results of operations and cash flows for the periods indicated. The preparation of financial statements in conformity with U.S. Generally Accepted Accounting Principles ("GAAP") requires management to make estimates and assumptions that affect the reported amounts and classifications of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The results of operations for the three months ended April 1, 2018 and April 2, 2017, respectively, are not necessarily indicative of the results for the entire fiscal year or any future period.

The Company's fiscal year ends on the Sunday nearest December 31. The Company reports fiscal years under a 52/53 week format and as a result, certain fiscal years will contain 53 weeks. The fiscal year ending December 30, 2018 ("fiscal year 2018") will include 52 weeks, and the fiscal year ended December 31, 2017 ("fiscal year 2017") included 52 weeks.

*Recently Adopted and Issued Accounting Pronouncements:* From time to time, new accounting pronouncements are issued by the Financial Accounting Standards Board (the "FASB") and are adopted by the Company as of the specified effective dates. Unless otherwise discussed, such pronouncements did not have or will not have a significant impact on the Company's consolidated financial position, results of operations and cash flows or do not apply to the Company's operations.

In March 2018, the FASB Issued Accounting Standards Update No. 2018-05, *Income Taxes (Topic 740): Amendments to SEC Paragraphs Pursuant to SEC Staff Accounting Bulletin No. 118* ("ASU 2018-05"). ASU 2018-05 was issued to incorporate into Topic 740 recent SEC guidance related to the income tax accounting implications of the Tax Cut and Jobs Act (the "Tax Act"). The SEC issued Staff Accounting Bulletin No. 118 ("SAB 118") to address concerns about reporting entities' ability to timely comply with the accounting requirements to recognize all of the effects of the Tax Act in the period of enactment. SAB 118 permits companies to disclose that some or all of the income tax effects from the Tax Act are incomplete by the due date of the financial statements, and if possible, disclose a reasonable estimate of such tax effects. ASU 2018-05 is effective immediately. The Company is applying the guidance in ASU 2018-05 when accounting for the enactment date effects of the Tax Act. At April 1, 2018, the Company has not completed the accounting for all of the tax effects of the Tax Act; however, it has made a reasonable estimate of their effects based on currently available information. Management will continue to refine the calculations as additional guidance is available. These estimates may be affected as additional clarification and implementation guidance becomes available. These changes could be material to income tax expense (see Note 9, *Income Taxes* for further disclosures).

In February 2018, the FASB Issued Accounting Standards Update No. 2018-03, *Technical Corrections and Improvements to Financial Instruments - Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities* ("ASU 2018-03"). ASU 2018-03 was issued to clarify certain aspects of guidance concerning the recognition of financial assets and liabilities established in Accounting Standards Update No. 2016-01, *Financial Instruments - Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities* ("ASU 2016-01"). This includes treatment for discontinuations and adjustments for equity securities without a readily determinable market value, forward contracts and purchased options, presentation requirements for certain fair value option liabilities, fair value option liabilities denominated in a foreign currency, and transition guidance for equity securities without a readily determinable fair value. ASU 2018-03 is effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years beginning after June 15, 2018. Early adoption is permitted for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years, as long as the Company has adopted ASU 2016-01. The Company is evaluating the requirements of this guidance. The adoption is not expected to have a material impact on the Company's consolidated financial position, results of operations and cash flows.

In February 2018, the FASB Issued Accounting Standards Update No. 2018-02, *Income Statement-Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income* ("ASU 2018-02"). ASU 2018-02 provides entities with an option to reclassify stranded tax effects within Accumulated Other Comprehensive Income ("AOCI") to retained earnings in each period in which the effect of the change in the U.S. federal corporate income tax rate in the Tax Act (or portion thereof) is recorded. ASU 2018-02 requires entities to disclose a description of the accounting policy for releasing income tax effects from AOCI; whether they elect to reclassify the stranded income tax effects from the Tax Act; and information about the other income tax effects that are reclassified. ASU 2018-02 is effective for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years. Early adoption is permitted, and entities should apply the proposed amendments either in the period of adoption or retrospectively to each period (or periods) in which the effect of the change in the U.S. federal corporate income tax rate in the Tax Act is recognized. The Company is currently evaluating the requirements of this guidance and has not yet determined the impact of its adoption on the Company's consolidated financial position, results of operations and cash flows.

In August 2017, the FASB issued Accounting Standards Update No. 2017-12, *Derivatives and Hedging (Topic 815), Targeted Improvements to Accounting for Hedging Activities* ("ASU 2017-12"), which amends the hedge accounting recognition and presentation requirements in Topic 815. ASU 2017-12 makes targeted changes to the existing hedge accounting model to better align an entity's financial reporting for hedging relationships with the entity's risk management activities, and to reduce the complexity of, and simplify the application of, the hedge accounting model. Specifically, ASU 2017-12 expands the types of transactions eligible for hedge accounting, eliminates the requirement to separately measure and present hedge ineffectiveness, simplifies the way assessments of hedge ineffectiveness may be performed, relaxes the documentation requirements for entering into hedging positions, provides targeted improvements to fair value hedges of interest rate risk, and permits an entity to exclude the change in the fair value of cross-currency basis spreads in currency swaps from the assessment of hedge effectiveness. The standard also requires entities to provide new disclosures about the impact fair value and cash flow hedges have on their income statements and about cumulative basis adjustments arising from fair value hedges. The provisions of this guidance are to be applied using a modified retrospective approach to existing hedging relationships as of the adoption date. However, the transition provisions allow for certain elections at the date of adoption and entities may choose to apply any of the provided elections. ASU 2017-12 is effective for annual reporting periods beginning after December 15, 2018, and interim periods within those years. Early adoption is permitted, including adoption in any interim period. The Company early adopted the provisions of this guidance effective January 1, 2018. The adoption did not have a material impact on the Company's consolidated financial position, results of operations and cash flows.

In May 2017, the FASB issued Accounting Standards Update No. 2017-09, *Compensation - Stock Compensation (Topic 718), Scope of Modification Accounting* ("ASU 2017-09"), which amends the scope of modification accounting for share-based payment arrangements. ASU 2017-09 provides guidance on the types of changes to the terms or conditions of share-based payment awards to which an entity would be required to apply modification accounting under Topic 718. Specifically, an entity would not apply modification accounting if the fair value, vesting conditions, and classification of the awards are the same immediately before and after the modification. If an entity modifies its awards and concludes that it is not required to apply modification accounting under the standard, it must still consider whether the modification affects its application of other guidance. Additionally, if a significant modification does not result in incremental compensation cost, entities are required to disclose the "lack of" incremental compensation cost resulting from such significant modification. The standard also removes the guidance in Topic 718 stating that modification accounting is not required when an entity adds an antidilution provision as long as that modification is not made in contemplation of an equity restructuring. The provisions of this guidance are to be applied on a prospective basis to awards modified on or after the effective date. ASU 2017-09 is effective for annual reporting periods beginning after December 15, 2017, and interim periods within those years. Early adoption is permitted, including adoption in any interim period. The Company adopted ASU 2017-09 effective January 1, 2018. The adoption did not have a material impact on the Company's consolidated financial position, results of operations and cash flows.

In March 2017, the FASB issued Accounting Standards Update No. 2017-07, *Compensation - Retirement Benefits (Topic 715), Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost* ("ASU 2017-07"), which amends the requirements in Topic 715 related to the income statement presentation of the components of net periodic benefit cost for an entity's sponsored defined benefit pension and other postretirement plans. ASU 2017-07 requires entities to (1) disaggregate the current-service-cost component from the other components of net benefit cost (the "other components") and present it with other current employee compensation costs in their income statements and (2) present the other components elsewhere in their income statements and outside of income from operations, and disclose the income statement lines that contain the other components if they are not presented on appropriately described separate lines. Additionally, the standard requires that only the service-cost component of net benefit cost is eligible for capitalization (e.g., as part of inventory or property, plant, and equipment). The change in income statement presentation requires retrospective application, while the change in capitalized benefit cost is to be applied prospectively. ASU 2017-07 is effective for annual reporting periods

beginning after December 15, 2017, and interim periods within those years, with early adoption permitted. The standard provides a practical expedient that permits entities to use the components of cost disclosed in prior years as a basis for the retrospective application of the new income statement presentation. Entities need to disclose the use of the practical expedient. The Company adopted ASU 2017-07 effective January 1, 2018 using a retrospective approach for each period presented. For the three months ended April 2, 2017, \$1.8 million of net periodic pension credit previously presented within operating income has been presented outside of operating income in the line item "Interest and other expense, net" in the condensed consolidated statement of operations due to the retrospective adoption of ASU 2017-07. The adoption did not have a material impact on the Company's consolidated financial position, results of operations and cash flows, other than the impact discussed above.

In January 2017, the FASB issued Accounting Standards Update No. 2017-04, *Intangibles-Goodwill and Other Topic (Topic 350), Simplifying the Test for Goodwill Impairment* ("ASU 2017-04"), which amends Topic 350 to simplify the subsequent measurement of goodwill by eliminating Step 2 from the goodwill impairment test. ASU 2017-04 requires that an entity should perform its annual, or interim, goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount. An entity should recognize the impairment charge for the amount by which the carrying amount exceeds the reporting unit's fair value, however, the loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. Additionally, an entity should consider the income tax effects from any tax deductible goodwill on the carrying amount of the reporting unit when measuring the goodwill impairment loss, if applicable. The provisions of this guidance are to be applied on a prospective basis. ASU 2017-04 is effective for annual or any interim goodwill impairment tests in fiscal years beginning after December 15, 2019. Early adoption is permitted for interim or annual goodwill impairment tests performed on testing dates after January 1, 2017. In January 2017, the Company early adopted ASU 2017-04 and will apply the standards on its interim and annual impairment tests prospectively. The Company applied the provisions of this standard in its annual goodwill impairment test performed on January 1, 2018.

In January 2017, the FASB issued Accounting Standards Update No. 2017-01, *Business Combinations (Topic 805), Clarifying the Definition of a Business* ("ASU 2017-01"), which amends Topic 805 to provide a screen to determine when a set of assets and liabilities is not a business. The screen requires that when substantially all of the fair value of the gross assets acquired (or disposed of) is concentrated in a single identifiable asset or a group of similar identifiable assets, the set is not a business. This screen reduces the number of transactions that need to be further evaluated. If the screen is not met, the standard (1) requires that to be considered a business, a set must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output and (2) removes the evaluation of whether a market participant could replace missing elements. The standard provides a framework to assist entities in evaluating whether both an input and a substantive process are present. The standard also provides a framework that includes two sets of criteria to consider that depend on whether a set has outputs and a more stringent criteria for sets without outputs. Lastly, the standard narrows the definition of the term "output" so that the term is consistent with how outputs are described in Topic 606, *Revenue from Contracts with Customers*. The provisions of this guidance are to be applied prospectively. ASU 2017-01 is effective for annual reporting periods beginning after December 15, 2017, and interim periods within those years, with early adoption permitted in limited circumstances. The Company adopted ASU 2017-01 effective January 1, 2018. The adoption did not have a material impact on the Company's consolidated financial position, results of operations and cash flows.

In November 2016, the FASB issued Accounting Standards Update No. 2016-18, *Statement of Cash Flows (Topic 230), Restricted Cash* ("ASU 2016-18"), which amends Topic 230 to add or clarify guidance on the classification and presentation of restricted cash in the statement of cash flows. The standard requires that a statement of cash flows explain the change during the period in the total of cash, cash equivalents and amounts generally described as restricted cash or restricted cash equivalents. Therefore, amounts generally described as restricted cash and restricted cash equivalents should be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. The provisions of this guidance are to be applied using a retrospective transition method to each period presented. ASU 2016-18 is effective for annual reporting periods beginning after December 15, 2017, and interim periods within those years, with early adoption permitted. The Company adopted ASU 2016-18 effective January 1, 2018. For the three months ended April 2, 2017, \$15.2 million of changes in restricted cash balances that was previously presented within investing activities in the condensed consolidated statement of cash flows has been excluded from the cash flows used in investing activities and the effect of exchange rate changes increased by \$0.2 million due to the retrospective adoption of ASU 2016-18. Restricted cash amounting to \$17.3 million and \$2.3 million at January 1, 2017 and April 2, 2017, respectively, have been included with the cash and cash equivalents when reconciling the beginning of period and end of period total amounts on the condensed consolidated statement of cash flows for the three months ended April 2, 2017. The adoption did not have a material impact on the Company's consolidated financial position, results of operations and cash flows, other than the impact discussed above.

In October 2016, the FASB issued Accounting Standards Update No. 2016-16, *Income Taxes (Topic 740), Intra-entity Transfer of Assets Other than Inventory* ("ASU 2016-16"). ASU 2016-16 removes the prohibition in Topic 740 against the immediate recognition of the current and deferred income tax effects of intra-entity transfers of assets other than inventory. The

standard requires entities to recognize the income tax consequences of an intra-entity transfer of an asset other than inventory when the transfer occurs. The provisions of this guidance are to be applied on a modified retrospective basis through a cumulative-effect adjustment directly to retained earnings as of the beginning of the period of adoption. ASU 2016-16 is effective for annual reporting periods beginning after December 15, 2017, and interim periods within those years, with early adoption permitted. The Company adopted ASU 2016-16 on January 1, 2018. The adoption of the standard resulted in a decrease in the retained earnings at January 1, 2018 of approximately \$2.0 million with corresponding increase in deferred tax assets of \$10.7 million and decrease in prepaid taxes of \$12.8 million related to prior years' intra-entity transfers of assets other than inventory. The adoption did not have a material impact on the Company's consolidated financial position, results of operations and cash flows, other than the impact discussed above.

In August 2016, the FASB issued Accounting Standards Update No. 2016-15, *Statement of Cash Flows (Topic 230), Classification of Certain Cash Receipts and Cash Payments* ("ASU 2016-15"). ASU 2016-15 addresses eight specific cash flow issues with the objective of reducing the existing diversity in practice in how certain cash receipts and cash payments are presented and classified in the statement of cash flows under Topic 230 and other topics. The provisions of this guidance are to be applied using a retrospective transition method to each period presented, and if it is impracticable to apply the amendments retrospectively for some of the issues, ASU 2016-15 allows the amendments for those issues to be applied prospectively as of the earliest date practicable. ASU 2016-15 is effective for annual reporting periods beginning after December 15, 2017, and interim periods within those years, with early adoption permitted. The Company adopted ASU 2016-15 effective January 1, 2018. The adoption did not have a material impact on the Company's consolidated financial position, results of operations and cash flows.

In June 2016, the FASB issued Accounting Standards Update No. 2016-13, *Financial Instruments - Credit Losses (Topic 326), Measurement of Credit Losses on Financial Instruments* ("ASU 2016-13"). ASU 2016-13 changes how entities will measure credit losses for most financial assets and certain other instruments that are not measured at fair value through net income. The standard requires entities to use the expected loss impairment model and will apply to most financial assets measured at amortized cost and certain other instruments, including trade and other receivables, loans, held-to-maturity debt securities, net investments in leases and off-balance sheet credit exposures. Entities are required to estimate the lifetime "expected credit loss" for each applicable financial asset and record an allowance that, when deducted from the amortized cost basis of the financial asset, presents the net amount expected to be collected on the financial asset. The standard also amends the impairment model for available-for-sale ("AFS") debt securities and requires entities to determine whether all or a portion of the unrealized loss on an AFS debt security is a credit loss. An entity will recognize an allowance for credit losses on an AFS debt security as a contra-account to the amortized cost basis rather than as a direct reduction of the amortized cost basis of the investment. The provisions of this guidance are to be applied using a modified-retrospective approach. A prospective transition approach is required for debt securities for which an other-than-temporary impairment had been recognized before the effective date. ASU 2016-13 is effective for annual reporting periods beginning after December 15, 2019, and interim periods within those years. Early adoption is permitted for annual periods beginning after December 15, 2018, and interim periods therein. The Company is currently evaluating the requirements of this guidance and has not yet determined the impact of its adoption on the Company's consolidated financial position, results of operations and cash flows.

In February 2016, the FASB issued Accounting Standards Update No. 2016-02, *Leases* ("ASU 2016-02"). ASU 2016-02 requires organizations that lease assets to recognize assets and liabilities on the balance sheet related to the rights and obligations created by those leases, regardless of whether they are classified as finance or operating leases. Consistent with current guidance, the recognition, measurement, and presentation of expenses and cash flows arising from a lease of assets will primarily depend on its classification as a finance or operating lease. ASU 2016-02 also requires new disclosures to help financial statement users better understand the amount, timing, and uncertainty of cash flows arising from leases. The provisions of this guidance are effective for annual periods beginning after December 15, 2018, and interim periods within those years, with early adoption permitted. ASU 2016-02 is to be applied using a modified retrospective approach. The Company is evaluating the requirements of this guidance and has not yet determined the impact of the adoption on its consolidated financial position, results of operations and cash flows. The Company does not intend to early adopt the provisions of this standard.

In May 2014, the FASB issued Accounting Standards Update No. 2014-09, *Revenue from Contracts with Customers* ("ASU 2014-09"). Under this new guidance, an entity should use a five-step process to recognize revenue, depicting the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The standard also requires new disclosures regarding the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. Subsequent to the issuance of the standard, the FASB decided to defer the effective date for one year to annual reporting periods beginning after December 15, 2017, with early adoption permitted for annual reporting periods beginning after December 15, 2016. In November 2017, the FASB also issued Accounting Standards Update No. 2017-14, *Income Statement-Reporting Comprehensive Income (Topic*

220), *Revenue Recognition (Topic 605)*, and *Revenue from Contracts with Customers (Topic 606)*. ASU 2017-14 includes amendments to certain SEC paragraphs within the FASB Accounting Standards Codification ("Codification"). ASU 2017-14 amends the Codification to incorporate SEC Staff Accounting Bulletin No. 116 and SEC Interpretive Release on Vaccines for Federal Government Stockpiles (SEC Release No. 33-10403) to align existing SEC staff guidance with Revenue from Contracts with Customers (Topic 606). In May 2016, the FASB also issued Accounting Standards Update No. 2016-12, *Revenue from Contracts with Customers (Topic 606), Narrow-Scope Improvements and Practical Expedients* ("ASU 2016-12"), which amended its revenue recognition guidance in ASU 2014-09 on transition, collectability, non-cash consideration, contract modifications and completed contracts at transition and the presentation of sales and other similar taxes collected from customers. In April 2016, the FASB also issued Accounting Standards Update No. 2016-10, *Revenue from Contracts with Customers (Topic 606), Identifying Performance Obligations and Licensing* ("ASU 2016-10"), which amended its revenue recognition guidance in ASU 2014-09 on identifying performance obligations to allow entities to disregard items that are immaterial in the context of the contract, clarify when a promised good or service is separately identifiable (i.e., distinct within the context of the contract) and allow an entity to elect to account for the cost of shipping and handling performed after control of a good has been transferred to the customer as a fulfillment cost (i.e., an expense). ASU 2016-10 also clarifies how an entity should evaluate the nature of its promise in granting a license of intellectual property ("IP") and requires entities to classify IP in one of two categories: functional IP or symbolic IP, which will determine whether it recognizes revenue over time or at a point in time. ASU 2016-10 also address how entities should consider license renewals and restrictions and apply the exception for sales- and usage-based royalties received in exchange for licenses of IP. In March 2016, the FASB also issued Accounting Standards Update No. 2016-08, *Revenue from Contracts with Customers (Topic 606), Principal versus Agent Considerations (Reporting Revenue Gross versus Net)* ("ASU 2016-08"), which amended the principal-versus-agent implementation guidance and illustrations in ASU 2014-09. ASU 2016-08 clarifies that an entity should evaluate when it is the principal or agent for each specified good or service promised in a contract with a customer. ASU 2017-14, ASU 2016-12, ASU 2016-10, ASU 2016-08 and ASU 2014-09 may be adopted either using a full retrospective approach or a modified retrospective approach. The Company adopted these standards beginning on January 1, 2018 using the modified retrospective approach only to contracts not completed as of January 1, 2018.

The most significant impact of the standards relates to the accounting for certain transactions with multiple elements or "bundled" arrangements. Specifically, for sales of software subscriptions or sales of licenses and maintenance, the Company will recognize the license revenue predominantly at the time of billing and delivery rather than recognizing the entire sales price ratably over the maintenance period, which is the Company's current practice. In addition, for certain sales of instruments that include customer-specified acceptance criteria, the Company will recognize revenue when the customer obtains control of the instrument which is typically upon delivery or when title has transferred to the customer, as the Company believes acceptance is perfunctory. The Company will also capitalize incremental commission fees as a result of obtaining contracts when these fees are recoverable and will amortize the assets based on the transfer of goods or services to which the assets relate which typically range from two to six years. The adoption of the standards resulted in an increase in retained earnings at January 1, 2018 of approximately \$10.2 million for the cumulative effect of initially applying the standards as of that date. In addition, the adoption of the standards resulted primarily in a reduction in deferred revenue of approximately \$11.5 million, mainly driven by the upfront recognition of license revenue and certain multi-year software subscriptions, and an increase in deferred income tax liability of approximately \$3.0 million for the tax impact of the cumulative adjustments. The cumulative effect of recognizing instrument sales upon delivery or transfer of title and capitalizing the incremental commission fees were not material at January 1, 2018. The adoption of the standards had no impact to cash from or used in operating, investing, or financing activities in the Company's consolidated statement of cash flows at January 1, 2018. Refer to Note 3, *Changes in Accounting Policies*, for the impact of adoption of the standards on the Company's condensed consolidated financial statements for the first quarter ended April 1, 2018. Also refer to Note 2, *Revenue*, for the disclosures required by the standards.

## **Note 2: Revenue**

### ***Significant accounting policy***

The Company enters into contracts that can include various combinations of products and services, which are generally capable of being distinct and accounted for as separate performance obligations. The Company recognizes revenue in an amount that reflects the consideration the Company expects to receive in exchange for the promised products or services when it satisfies a performance obligation by transferring control of those products or services to customers.

Taxes assessed by a governmental authority that are both imposed on and concurrent with a specific revenue-producing transaction, that are collected by the Company from a customer, are excluded from revenue.

The Company reports shipping and handling charges in revenue, to the extent these are billed to customers, and the associated costs in cost of product revenue.

### ***Nature of goods and services***

The following is a description of principal activities - separated by reportable segments - from which the Company generates its revenue. For more detailed information about the reportable segments, see Note 12.

#### **i. Discovery & Analytical Solutions**

The Discovery & Analytical Solutions ("DAS") segment of the Company principally generates revenue from (a) sales of instruments, consumables and services in the applied markets, (b) sales of instruments, reagents, informatics, detection and imaging technologies, extended warranty, training and services in the life sciences market. Products and services may be sold separately or in bundled packages. The typical length of a contract for service is 12 to 36 months.

For bundled packages, the Company accounts for individual products and services separately if they are distinct - i.e. if a product or service is separately identifiable from other items in the bundled package and if a customer can benefit from it on its own or with other resources that are readily available to the customer. The consideration (including any discounts) is allocated between separate products and services in a bundle based on their stand-alone selling prices. The stand-alone selling prices are determined based on the prices at which the Company separately sells the products, extended warranties, and services. For items that are not sold separately, the Company estimates stand-alone selling prices by reference to the amount charged for similar items on a stand-alone basis.

The Company sells products and services predominantly through its direct sales force. As a result, the use of distributors is generally limited to geographic regions where the Company has no direct sales force. The Company does not offer product return or exchange rights (other than those relating to defective goods under warranty) or price protection allowances to its customers, including distributors. Payment terms granted to distributors are the same as those granted to end-customers and payments are not dependent upon the distributor's receipt of payment from their end-user customers.

In instances where the timing of revenue recognition differs from the timing of invoicing, the Company determined that the contracts generally do not include a significant financing component. The primary purpose of its invoicing terms is to provide customers with simplified and predictable ways of purchasing products and services, rather than to receive financing from the customers or to provide customers with financing. Examples include invoicing at the beginning of a subscription term with revenue recognized ratably over the contract period, and multi-year software licenses or software subscriptions that are invoiced annually with revenue recognized upfront. In limited circumstances where the Company provides the customer with a significant benefit of financing, the Company uses the practical expedient and only adjusts the transaction price for the effects of the time value of money and only on contracts where the duration of financing is more than one year.

<b>Products and services</b>	<b>Nature, timing of satisfaction of performance obligations, and significant payment terms</b>
Instruments	For instruments that include installation, and if the installation meets the criteria to be considered a separate performance obligation, product revenue is generally recognized upon delivery or when title has transferred to the customer, which is generally the point in time where control of the products has been transferred to customers, and installation revenue is recognized when the installation is complete. Certain of the Company's products require specialized installation and configuration at the customer's site. Revenue for these products is deferred until installation is complete and customer acceptance has been received. Payment terms and conditions vary, although terms generally include a requirement of payment within 30 to 60 days.
Consumables and reagents	The Company recognizes revenue from the sale of consumables and reagents upon delivery or when title has transferred to the customer, which is generally the point in time where control of the products has been transferred to customers. Payment terms and conditions vary, although terms generally include a requirement of payment within 30 days.
Software licenses and subscriptions	<p>Customers may purchase perpetual or term licenses, or subscribe to licenses, which provide customers with the same functionality and differ mainly in the duration over which the customer benefits from the software.</p> <p>The Company sells its software subscriptions or software licenses with maintenance services and, in some cases, with consulting services. The Company recognizes revenue for the software upfront at the point in time when the software is made available to the customer. For maintenance and consulting services, revenue is recognized ratably over the period in which the services are provided. Payment terms and conditions vary by contract type, although terms generally include a requirement of payment within 30 to 60 days. Software subscriptions and maintenance service contracts are non-cancelable.</p>
Cloud services	Cloud services, which allow customers to use hosted software over the contract period without taking possession of the software, are provided on either a subscription or consumption basis. Revenue related to cloud services provided on a subscription basis is recognized ratably over the contract period. Revenue related to cloud services provided on a consumption basis, such as the amount of storage used in a period, is recognized based on the customer utilization of such resources. Payment terms are generally net 30 days from signing of contract and contracts are non-cancelable.
Extended warranty	The Company recognizes revenue for extended warranties on a straight-line basis over the extended warranty period in service revenue. In the majority of countries in which the Company operates, the customary warranty period is one year and the extended warranty covers periods beyond year one. Customers typically pay for extended warranties on an annual basis over the term of the warranty. In general, customers can cancel the extended warranty at any time with 30 days notice without significant penalty.
Laboratory services and training	The Company's service offerings include service contracts, field service, including related time and materials, and training. The Company recognizes revenue as the services are performed. Revenue for the service contracts is recognized over the contract period or at a point in time when the service is billable based on time and materials. The Company recognizes revenue as training is provided in service revenue. Payment terms and conditions vary by contract type, although terms generally include a requirement of payment within 30 to 60 days. In general, customers can cancel the service contracts at any time with 30 to 90 days notice without significant penalty.

ii. Diagnostics

The Diagnostics segment of the Company principally generates revenue from sales of instruments, solutions, consumables, reagents, extended warranty and services in the diagnostics market. Products and services may be sold separately or in bundled packages.

For bundled packages, the Company accounts for individual products and services separately if they are distinct - i.e. if a product or service is separately identifiable from other items in the bundled package and if a customer can benefit from it on its own or with other resources that are readily available to the customer. The consideration (including any discounts) is allocated between separate products and services in a bundle based on their stand-alone selling prices. The stand-alone selling prices are determined based on the prices at which the Company separately sells the products, extended warranties, and services. For items that are not sold separately, the Company estimates stand-alone selling prices by reference to the amount charged for similar items on a stand-alone basis.

The Company sells products and services predominantly through its direct sales force. As a result, the use of distributors is generally limited to geographic regions where the Company has no direct sales force. The Company does not offer product return or exchange rights (other than those relating to defective goods under warranty) or price protection allowances to its customers, including distributors. Payment terms granted to distributors are the same as those granted to end-customers and payments are not dependent upon the distributor's receipt of payment from their end-user customers.

In instances where the timing of revenue recognition differs from the timing of invoicing, the Company determined that the contracts generally do not include a significant financing component. The primary purpose of its invoicing terms is to provide customers with simplified and predictable ways of purchasing products and services, rather than to receive financing from the customers or to provide customers with financing. Examples include invoicing at the beginning of a storage period with revenue recognized ratably over the contract period. In limited circumstances where the Company provides the customer with a significant benefit of financing, the Company uses the practical expedient and only adjusts the transaction price for the effects of the time value of money and only on contracts where the duration of financing is more than one year.

<b>Products and services</b>	<b>Nature, timing of satisfaction of performance obligations, and significant payment terms</b>
Instruments	For instruments that include installation, and if the installation meets the criteria to be considered a separate performance obligation, product revenue is generally recognized upon delivery or when title has transferred to the customer, which is generally the point in time where control of the products has been transferred to customers, and installation revenue is recognized when the installation is complete. Certain of the Company's products require specialized installation and configuration at the customer's site. Revenue for these products is deferred until installation is complete and customer acceptance has been received. Payment terms and conditions vary, although terms generally include a requirement of payment within 30 to 60 days.
Consumables and reagents	The Company recognizes revenue from the sale of consumables and reagents upon delivery or when title has transferred to the customer, which is generally the point in time where control of the products has been transferred to customers. Payment terms and conditions vary, although terms generally include a requirement of payment within 30 days.
Solutions	<p>When the Company sells the instrument and reagents that work only on those instruments to a customer or distributor, the Company considers the instrument and reagents as separate performance obligations. The Company recognizes revenue when an instrument is sold to the customer upon delivery or when title has transferred to the customer, which is generally the point in time where control of the products has been transferred to customers. Revenue from the sale of reagents are also recognized at the time of delivery or when title has transferred to the customer. Payment terms for instrument and reagent sales are usually net 30 days from invoice date.</p> <p>When the Company places the instrument at the customer's site and sells the reagents to a customer, the instrument and reagents are accounted for together as one performance obligation. The Company does not charge a fee for the use of the instrument and retains ownership of the placed instrument. The Company has a right to remove the instrument and replace it with another instrument at the customer's site at any time throughout the contract term. The Company recognizes revenue upon delivery of reagents, which is the point in time where the Company has performed its obligation to provide a screening solution to the customer. Payment terms are usually net 30 days from invoice date. Payment terms for certain contracts are based on equal installments over the duration of the contract.</p>
Extended warranty	The Company recognizes revenue for extended warranties on a straight-line basis over the extended warranty period in service revenue. In the majority of countries in which the Company operates, the customary warranty period is one year and the extended warranty covers periods beyond year one. Customers typically pay for extended warranties on an annual basis over the term of the warranty. In general, customers can cancel the extended warranty at any time with 30 days notice without significant penalty.
Services	The Company's service offerings include cord blood processing and storage, and training. The Company recognizes revenue for the cord blood processing and training as the services are performed in service revenue. Revenue for the storage contracts are recognized over the contract period. Storage is typically for a period of 1, 20, or 25 years or lifetime. Lifetime storage is recognized over a certain period that is based on the life expectancy estimate from Social Security data. For cord blood processing, customers pay the processing fee in full at the point of sale. The processing fee is non-refundable unless the cord blood is non-viable for storage. For storage, customers are required to pay the storage fees in full upfront. Storage fees are refundable to the customer on a pro-rated basis if the contract is canceled.

### Disaggregation of revenue

In the following table, revenue is disaggregated by primary geographical market, end-markets and timing of revenue recognition. The table also includes a reconciliation of the disaggregated revenue with the reportable segments.

	Reportable Segments		
	April 1, 2018		
	Discovery & Analytical Solutions	Diagnostics	Total
(In thousands)			
<b>Primary geographical markets</b>			
Americas	\$ 157,494	\$ 88,534	\$ 246,028
Europe	119,373	67,712	187,085
Asia	119,658	91,201	210,859
	<u>\$ 396,525</u>	<u>\$ 247,447</u>	<u>\$ 643,972</u>
<b>Primary end-markets</b>			
Diagnostics	\$ —	\$ 247,447	\$ 247,447
Life sciences	219,710	—	219,710
Applied markets	176,815	—	176,815
	<u>\$ 396,525</u>	<u>\$ 247,447</u>	<u>\$ 643,972</u>
<b>Timing of revenue recognition</b>			
Products and services transferred at a point in time	\$ 270,773	\$ 226,468	\$ 497,241
Services transferred over time	125,752	20,979	146,731
	<u>\$ 396,525</u>	<u>\$ 247,447</u>	<u>\$ 643,972</u>

### Contract Balances

**Contract assets:** The unbilled receivables (contract assets) primarily relate to the Company's right to consideration for work completed but not billed at the reporting date. The unbilled receivables are transferred to trade receivables when billed to customers. Contract assets are generally classified as current assets and are included in "Accounts receivable, net" in the consolidated balance sheet. The balance of contract assets as of April 1, 2018 and as of the date of adoption of ASC 606 were \$29.4 million and \$22.7 million, respectively. The amount of unbilled receivables recognized at the beginning of the period that were transferred to trade receivables during the three months ended April 1, 2018 was \$17.3 million. The increases in unbilled receivables during the three months ended April 1, 2018 as a result of recognition of revenue before billing to customers, excluding amounts transferred to trade receivables during the period, amounted to \$24.0 million.

**Contract liabilities:** The contract liabilities primarily relate to the advance consideration received from customers for products and related installation for which transfer of control has not occurred at the balance sheet date. Contract liabilities are classified as either current in "Accounts payable" or long-term in "Long-term liabilities" in the consolidated balance sheet based on the timing of when the Company expects to recognize revenue. The balance of contract liabilities as of April 1, 2018 and as of the date of adoption of ASC 606 were \$33.2 million and \$29.0 million, respectively. The increases in contract liabilities during the three months ended April 1, 2018 due to cash received, excluding amounts recognized as revenue during the period, amounted to \$23.6 million. The amount of revenue recognized during the three months ended April 1, 2018 that was included in the contract liability balance at the beginning of the period was \$19.4 million.

**Contract costs:** The Company recognizes the incremental costs of obtaining a contract with a customer as an asset if it expects the benefit of those costs to be longer than one year. The Company determined that certain sales incentive programs meet the requirements to be capitalized. Total capitalized costs to obtain a contract were immaterial during the period and are included in other current and long-term assets on the condensed consolidated balance sheet. The Company applies a practical expedient to expense costs as incurred for costs to obtain a contract with a customer when the amortization period would have been one year or less. These costs include the Company's internal sales force compensation program, as the Company determined that annual compensation is commensurate with annual sales activities.

***Transaction price allocated to the remaining performance obligations***

The Company applies the practical expedient in ASC 606-10-50-14 and does not disclose information about remaining performance obligations that have original expected durations of one year or less. The estimated revenue expected to be recognized beyond one year in the future related to performance obligations that are unsatisfied (or partially unsatisfied) at the end of the period are not material to the Company. Remaining performance obligations primarily include noncancelable purchase orders and noncancelable software subscriptions and cloud service contracts.

**Note 3: Changes in Accounting Policies**

Except for the changes below, the Company has consistently applied the accounting policies to all periods presented in these condensed consolidated financial statements.

The Company adopted ASC 606, *Revenue from Contracts with Customers* ("ASC 606"), with a date of the initial application of January 1, 2018. As a result, the Company has changed its accounting policy for revenue recognition as detailed below.

The Company applied ASC 606 using the modified retrospective method only to contracts that are not completed contracts as of January 1, 2018, and the cumulative effect of initially applying ASC 606 is recognized as an adjustment to the beginning retained earnings. Therefore, the comparative information has not been adjusted and continues to be reported under ASC 605. The details of the significant changes and quantitative impact of the changes are disclosed below.

***A. Sales of software subscriptions or sales of licenses and maintenance in bundled arrangements***

The Company previously recognized revenue from software licenses sold together with maintenance and/or consulting services upon shipment using the residual method, provided that the undelivered items in the arrangement have value to the customer on a stand-alone basis and vendor-specific objective evidence ("VSOE") of fair value can be determined. If VSOE of fair value for the undelivered elements cannot be established, the Company deferred all revenue from the arrangement until the earlier of the point at which such sufficient VSOE does exist or all elements of the arrangement have been delivered, or if the undelivered element is maintenance, then the Company recognized the entire fee ratably over the maintenance period. Under ASC 606, the total consideration in the contract is allocated to all products and services based on their stand-alone selling prices. The stand-alone selling prices are determined based on the list prices at which the Company sells the software license, software subscription, maintenance and/or consulting services. Accordingly, the Company now recognizes higher license revenue upfront and less service revenue over time.

***B. Sales of instruments***

The Company previously recognized revenue from sale of instruments when persuasive evidence of an arrangement existed, delivery had occurred, the price to the buyer was fixed or determinable, and collectability was reasonably assured. For certain sales of instruments that included customer-specified acceptance criteria, the Company previously recognized revenue after the acceptance criteria had been met. Under ASC 606, revenue is recognized when the Company satisfies a performance obligation by transferring control of the product to a customer. Accordingly, the Company now recognizes product revenue upon delivery or when title has transferred to the customer, as the Company believes acceptance is perfunctory.

***C. Sales commissions***

The Company previously recognized commission fees related to sales of products and services as selling expenses when they were incurred. Under ASC 606, the Company capitalizes those commission fees as costs of obtaining a contract, when they are incremental and, if they are expected to be recovered, the Company amortizes them consistently with the pattern of transfer of the product or service to which the asset relates. If the expected amortization period is one year or less, the commission fee is expensed when incurred.

#### D. Impacts on financial statements

The following tables summarize the impacts of ASC 606 adoption on the Company's condensed consolidated financial statements for the first quarter ended April 1, 2018.

##### Consolidated Balance Sheet

	As reported	Adjustments	Balances without adoption of ASC 606
	(In thousands)		
Cash and cash equivalents	\$ 180,800	\$ —	\$ 180,800
Accounts receivable, net	575,740	(7,937)	567,803
Inventories	374,808	4,442	379,250
Other current assets	102,656	(1,057)	101,599
Property, plant and equipment, net	307,234	—	307,234
Intangible assets, net	1,334,566	—	1,334,566
Goodwill	2,997,851	—	2,997,851
Other assets, net	252,531	—	252,531
<b>Total assets</b>	<b>\$ 6,126,186</b>	<b>\$ (4,552)</b>	<b>\$ 6,121,634</b>
Current portion of long-term debt	\$ 217,751	\$ —	\$ 217,751
Accounts payable	215,404	—	215,404
Accrued restructuring and contract termination charges	12,445	—	12,445
Accrued expenses and other current liabilities	478,230	12,466	490,696
Current liabilities of discontinued operations	2,154	—	2,154
Long-term debt	1,859,698	—	1,859,698
Long-term liabilities	785,252	—	785,252
<b>Total liabilities</b>	<b>3,570,934</b>	<b>12,466</b>	<b>3,583,400</b>
Commitments and contingencies			
Preferred stock	—	—	—
Common stock	110,620	—	110,620
Capital in excess of par value	65,658	—	65,658
Retained earnings	2,406,952	(17,018)	2,389,934
Accumulated other comprehensive loss	(27,978)	—	(27,978)
<b>Total stockholders' equity</b>	<b>2,555,252</b>	<b>(17,018)</b>	<b>2,538,234</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 6,126,186</b>	<b>\$ (4,552)</b>	<b>\$ 6,121,634</b>

*Consolidated Statement of Operations*

	As reported	Adjustments	Balances without adoption of ASC 606
	(In thousands)		
Product revenue	\$ 447,608	\$ (13,186)	\$ 434,422
Service revenue	196,364	—	196,364
<b>Total revenue</b>	<b>643,972</b>	<b>(13,186)</b>	<b>630,786</b>
Cost of product revenue	220,256	(4,116)	216,140
Cost of service revenue	131,494	—	131,494
<b>Total cost of revenue</b>	<b>351,750</b>	<b>(4,116)</b>	<b>347,634</b>
Selling, general and administrative expenses	199,725	179	199,904
Research and development expenses	45,984	—	45,984
Restructuring and contract termination charges, net	6,578	—	6,578
<b>Operating income from continuing operations</b>	<b>39,935</b>	<b>(9,249)</b>	<b>30,686</b>
Interest and other expense, net	11,430	—	11,430
Income from continuing operations before income taxes	28,505	(9,249)	19,256
Provision for income taxes	2,470	(2,440)	30
<b>Income from continuing operations</b>	<b>26,035</b>	<b>(6,809)</b>	<b>19,226</b>
Provision for income taxes on discontinued operations and dispositions	11	—	11
<b>Loss from discontinued operations and dispositions</b>	<b>(11)</b>	<b>—</b>	<b>(11)</b>
<b>Net income</b>	<b>\$ 26,024</b>	<b>\$ (6,809)</b>	<b>\$ 19,215</b>

The adoption of ASC 606 increased comprehensive income by \$6.8 million in the Company's condensed consolidated statement of comprehensive income as of and for the three months ended April 1, 2018. The adoption of ASC 606 had no impact on cash from or used in operating, investing, or financing activities in the Company's condensed consolidated statement of cash flows as of and for the three months ended April 1, 2018.

**Note 4: Business Combinations**
*Acquisitions in fiscal year 2017*

*Acquisition of EUROIMMUN Medizinische Labordiagnostika AG.* During fiscal year 2017, the Company completed the acquisition of 99.98% of the outstanding stock of EUROIMMUN Medizinische Labordiagnostika AG ("EUROIMMUN") for aggregate consideration of €1.2 billion (equivalent to \$1.4 billion at December 19, 2017, the time of closing). The purchase price was funded by borrowings from the Company's senior unsecured revolving credit facility and senior unsecured term loan credit facility of \$710.0 million and \$200.0 million, respectively, and available cash on hand of \$503.8 million. EUROIMMUN is based in Lübeck, Germany, has approximately 2,400 employees, and is recognized as a global leader in autoimmune testing and an emerging force in infectious disease and allergy testing. The excess of the purchase price over the fair value of the acquired net assets represents cost and revenue synergies specific to the Company, as well as non-capitalizable intangible assets, such as the employee workforce acquired. As a result of the acquisition, the Company recorded goodwill of \$590.6 million, which is not tax deductible, and intangible assets of \$897.4 million. The Company has reported the operations for this acquisition within the results of the Company's Diagnostics segment from the acquisition date. Identifiable definite-lived intangible assets, such as core technology, trade names and customer relationships, acquired as part of this acquisition had a weighted average amortization period of 16.1 years.

*Other acquisitions in 2017.* During fiscal year 2017, the Company also completed the acquisition of two other businesses for aggregate consideration of \$142.0 million. The acquired businesses were Tulip Diagnostics Private Limited ("Tulip"), which was acquired for total consideration of \$127.3 million in cash and one other business acquired for total consideration of \$14.7 million in cash. At the time of closing, the Company had a potential obligation to pay the former shareholders of Tulip up to INR1.6 billion, equivalent to \$25.2 million, in additional consideration over a two year period that is accounted for as compensation expense in the Company's financial statements over a two year period and is excluded from the purchase price allocation shown below. The excess of the purchase prices over the fair values of the acquired businesses' net assets represents cost and revenue synergies specific to the Company, as well as non-capitalizable intangible assets, such as the employee

workforces acquired, and has been allocated to goodwill, which is not tax deductible. The Company has reported the operations of Tulip within the results of the Company's Diagnostics segment and the other acquired business within the results of the Company's Discovery & Analytical Solutions segment from the acquisition date. Identifiable definite-lived intangible assets, such as core technology, trade names and customer relationships, acquired as part of these acquisitions had a weighted average amortization period of 11.8 years.

During the first quarter of fiscal year 2018, the Company paid the former shareholders of Tulip a portion of the additional consideration amounting to INR716.3 million (equivalent to \$11.3 million). As of April 1, 2018, the Company may have to pay the former shareholders of Tulip additional consideration of up to INR803.6 million (currently equivalent to \$12.3 million) in the first quarter of fiscal year 2019.

The total purchase price for the acquisitions in fiscal year 2017 has been allocated to the estimated fair values of assets acquired and liabilities assumed as follows:

	EUROIMMUN	Other Acquisitions
	(In thousands)	
Fair value of business combination:		
Cash payments	\$ 1,413,780	\$ 140,861
Other liability	—	1,273
Working capital and other adjustments	—	(93)
Less: cash acquired	(25,018)	(2,439)
<b>Total</b>	<b>\$ 1,388,762</b>	<b>\$ 139,602</b>
Identifiable assets acquired and liabilities assumed:		
Current assets	\$ 121,174	\$ 16,268
Property, plant and equipment	129,964	11,356
Other assets	49,944	1,691
Identifiable intangible assets:		
Core technology	160,000	12,400
Trade names	36,000	3,000
Customer relationships	700,000	43,700
In-process research and development ("IPR&D")	1,400	—
Goodwill	590,558	75,250
Deferred taxes	(250,453)	(15,735)
Liabilities assumed	(88,468)	(8,328)
Debt assumed	(61,357)	—
<b>Total</b>	<b>\$ 1,388,762</b>	<b>\$ 139,602</b>

EUROIMMUN's revenue and net loss for the period from the acquisition date to December 31, 2017 were \$13.5 million and \$1.0 million, respectively. The following unaudited pro forma information presents the combined financial results for the Company and EUROIMMUN as if the acquisition of EUROIMMUN had been completed at the beginning of fiscal year 2016:

	Three Months Ended April 2, 2017	
	(In thousands, except per share data)	
<b>Pro Forma Statement of Operations Information (Unaudited):</b>		
Revenue	\$	585,636
Income from continuing operations		25,597
<b>Basic earnings per share:</b>		
Income from continuing operations	\$	0.23
<b>Diluted earnings per share:</b>		
Income from continuing operations	\$	0.23

The unaudited pro forma information for first quarter of fiscal year 2017 has been calculated after applying the Company's accounting policies and the impact of acquisition date fair value adjustments. These pro forma condensed consolidated financial results have been prepared for comparative purposes only and include certain adjustments, such as increased interest expense on debt obtained to finance the transaction and increased amortization for the fair value of acquired intangible assets.

The pro forma information does not reflect the effect of costs or synergies that would have been expected to result from the integration of the acquisition. The pro forma information does not purport to be indicative of the results of operations that actually would have resulted had the combination occurred at the beginning of each period presented, or of future results of the consolidated entities.

The preliminary allocations of the purchase prices for acquisitions are based upon initial valuations. The Company's estimates and assumptions underlying the initial valuations are subject to the collection of information necessary to complete its valuations within the measurement periods, which are up to one year from the respective acquisition dates. The primary areas of the preliminary purchase price allocations that are not yet finalized relate to the fair value of certain tangible and intangible assets acquired and liabilities assumed, assets and liabilities related to income taxes and related valuation allowances, and residual goodwill. The Company expects to continue to obtain information to assist in determining the fair values of the net assets acquired at the acquisition dates during the measurement periods. During the measurement periods, the Company will adjust assets or liabilities if new information is obtained about facts and circumstances that existed as of the acquisition dates that, if known, would have resulted in the recognition of those assets and liabilities as of those dates. These adjustments will be made in the periods in which the amounts are determined and the cumulative effect of such adjustments will be calculated as if the adjustments had been completed as of the acquisition dates. All changes that do not qualify as adjustments made during the measurement periods are also included in current period earnings.

Allocations of the purchase price for acquisitions are based on estimates of the fair value of the net assets acquired and are subject to adjustment upon finalization of the purchase price allocations. The accounting for business combinations requires estimates and judgments as to expectations for future cash flows of the acquired business, and the allocation of those cash flows to identifiable intangible assets, in determining the estimated fair values for assets acquired and liabilities assumed. The fair values assigned to tangible and intangible assets acquired and liabilities assumed, including contingent consideration, are based on management's estimates and assumptions, as well as other information compiled by management, including valuations that utilize customary valuation procedures and techniques. Contingent consideration is measured at fair value at the acquisition date, based on the probability that revenue thresholds or product development milestones will be achieved during the earnout period, with changes in the fair value after the acquisition date affecting earnings to the extent it is to be settled in cash. Increases or decreases in the fair value of contingent consideration liabilities primarily result from changes in the estimated probabilities of achieving revenue thresholds, changes in discount rates or product development milestones during the earnout period.

During the first quarter of fiscal year 2018, the Company obtained information relevant to determining the fair values of certain tangible and intangible assets acquired, and liabilities assumed, related to recent acquisitions and adjusted its purchase price allocation. Based on this information, for the EUROIMMUN acquisition, the Company recognized an increase in liabilities assumed of \$0.8 million, a decrease in deferred tax liabilities of \$25.0 million, and a decrease in goodwill of \$24.2 million during the first quarter of fiscal year 2018. For the other acquisitions in 2017, the Company recognized a decrease in liabilities assumed of \$0.4 million, an increase in deferred tax liabilities of \$0.3 million, a decrease of \$0.1 million for the working capital adjustment and a decrease in goodwill of \$0.2 million during the first quarter of fiscal year 2018.

As of April 1, 2018, the Company may have to pay contingent consideration related to an acquisition with an open contingency period of up to \$83.0 million. As of April 1, 2018, the Company has recorded contingent consideration obligations with an estimated fair value of \$65.4 million, of which \$52.3 million was recorded in accrued expenses and other current liabilities, and \$13.1 million was recorded in long-term liabilities. As of December 31, 2017, the Company had recorded contingent consideration obligations with an estimated fair value of \$65.3 million, of which \$52.2 million was recorded in accrued expenses and other current liabilities, and \$13.1 million was recorded in long-term liabilities. If the actual results differ from the estimates and judgments used in these fair values, the amounts recorded in the condensed consolidated financial statements could result in a possible impairment of the intangible assets and goodwill, require acceleration of the amortization expense of definite-lived intangible assets or the recognition of additional contingent consideration which would be recognized as a component of operating expenses from continuing operations.

Total transaction costs related to acquisition and divestiture activities for the three months ended April 1, 2018 and April 2, 2017 were \$2.3 million and \$2.6 million, respectively. These transaction costs were expensed as incurred and recorded in selling, general and administrative expenses in the Company's condensed consolidated statements of operations.

**Note 5: Disposition of Businesses and Assets**

As part of the Company's continuing efforts to focus on higher growth opportunities, the Company has discontinued certain businesses. When the discontinued operations represented a strategic shift that will have a major effect on the Company's operations and financial statements, the Company has accounted for these businesses as discontinued operations and accordingly, has presented the results of operations and related cash flows as discontinued operations. Any business deemed to be a discontinued operation prior to the adoption of ASU 2014-08, *Reporting Discontinued Operations and Disclosures of Disposals of Components of An Entity*, continues to be reported as a discontinued operation, and the results of operations and related cash flows are presented as discontinued operations for all periods presented. Any remaining assets and liabilities of these businesses have been presented separately, and are reflected within assets and liabilities of discontinued operations in the accompanying condensed consolidated balance sheets as of April 1, 2018 and December 31, 2017.

On May 1, 2017 (the "Varex Closing Date"), the Company completed the sale of its Medical Imaging business to Varex Imaging Corporation ("Varex") pursuant to the terms of the Master Purchase and Sale Agreement, dated December 21, 2016 (the "Agreement"), by and between the Company and Varian Medical Systems, Inc. ("Varian") and the subsequent Assignment and Assumption Agreement, dated January 27, 2017, between Varian and Varex, pursuant to which Varian assigned its rights under the Agreement to Varex. On the Varex Closing Date, the Company received consideration of approximately \$277.4 million for the sale of the Medical Imaging business. During fiscal year 2017, the Company paid Varex \$4.2 million to settle a post-closing working capital adjustment. During fiscal year 2017, the Company recorded a pre-tax gain of \$179.6 million and income tax expense of \$43.1 million related to the sale of the Medical Imaging business in discontinued operations and dispositions. The corresponding tax liability was recorded within the other tax liabilities in the condensed consolidated balance sheet, and the Company expects to utilize tax attributes to minimize the tax liability.

Following the closing, the Company is providing certain customary transitional services during a period of up to 12 months. Commercial transactions between the parties following the closing of the transaction are not expected to be significant.

During fiscal year 2017, the Company sold Suzhou PerkinElmer Medical Laboratory Co., Ltd. for aggregate consideration of \$2.3 million, recognizing a pre-tax loss of \$1.1 million. The pre-tax loss recognized in fiscal year 2017 is included in interest and other expense, net in the consolidated statement of operations. Suzhou PerkinElmer Medical Laboratory Co., Ltd. was a component of the Company's Diagnostics segment. The divestiture of Suzhou PerkinElmer Medical Laboratory Co., Ltd. has not been classified as a discontinued operation in this Form 10-Q because the disposition does not represent a strategic shift that will have a major effect on the Company's operations and financial statements.

The summary pre-tax operating results of the discontinued operations, were as follows for the three months ended:

	April 1, 2018	April 2, 2017
	(In thousands)	
Revenue	\$ —	\$ 36,094
Cost of revenue	—	24,795
Selling, general and administrative expenses	—	3,943
Research and development expenses	—	3,597
Income from discontinued operations before income taxes	\$ —	\$ 3,759

**Note 6: Restructuring and Contract Termination Charges, Net**

The Company has undertaken a series of restructuring actions related to the impact of acquisitions and divestitures, the alignment of the Company's operations with its growth strategy, the integration of its business units and its productivity initiatives. The current portion of restructuring and contract termination charges is recorded in accrued restructuring and contract termination charges and the long-term portion of restructuring and contract termination charges is recorded in long-term liabilities. The activities associated with these plans have been reported as restructuring and contract termination charges, net, as applicable, and are included as a component of income from continuing operations.

The Company implemented a restructuring plan in the first quarter of fiscal year 2018 consisting of workforce reductions principally intended to realign resources to emphasize growth initiatives (the "Q1 2018 Plan"). The Company implemented a restructuring plan in each of the fourth and third quarters of fiscal year 2017 consisting of workforce reductions principally intended to realign resources to emphasize growth initiatives (the "Q4 2017 Plan" and "Q3 2017 Plan", respectively). The Company implemented a restructuring plan in the first quarter of fiscal year 2017 consisting of workforce reductions and the

closure of excess facility space principally intended to focus resources on higher growth end markets (the "Q1 2017 Plan"). Details of the plans initiated in previous years (the "Previous Plans") are discussed more fully in Note 4 to the audited consolidated financial statements in the 2017 Form 10-K.

The following table summarizes the reductions in headcount, the initial restructuring or contract termination charges by reporting segment, and the dates by which payments were substantially completed, or the dates by which payments are expected to be substantially completed, for restructuring actions implemented during fiscal years 2018 and 2017 in continuing operations:

	Workforce Reductions			Closure of Excess Facility			(Expected) Date Payments Substantially Completed by	
	Headcount Reduction	Discovery & Analytical Solutions	Diagnostics	Discovery & Analytical Solutions	Diagnostics	Total	Severance	Excess Facility
(In thousands, except headcount data)								
Q1 2018 Plan	47	\$ 5,096	\$ 902	\$ —	\$ —	\$ 5,998	Q2 FY2019	—
Q4 2017 Plan	29	1,680	255	—	—	1,935	Q1 FY2019	—
Q3 2017 Plan	27	1,321	1,021	—	—	2,342	Q4 FY2018	—
Q1 2017 Plan	90	5,000	1,631	33	33	6,697	Q2 FY2018	Q2 FY2018

The Company does not currently expect to incur any future charges for these plans. The Company expects to make payments under the Previous Plans for remaining residual lease obligations, with terms varying in length, through fiscal year 2022.

In connection with the termination of various contractual commitments, the Company recorded additional pre-tax charges of \$0.2 million during the three months ended April 1, 2018 in the Discovery & Analytical Solutions segment.

At April 1, 2018, the Company had \$17.2 million recorded for accrued restructuring and contract termination charges, of which \$12.4 million was recorded in short-term accrued restructuring and contract termination charges, \$1.9 million was recorded in long-term liabilities, and \$2.9 million was recorded in other reserves. At December 31, 2017, the Company had \$14.0 million recorded for accrued restructuring and contract termination charges, of which \$8.8 million was recorded in short-term accrued restructuring and contract termination charges, \$2.3 million was recorded in long-term liabilities and \$2.9 million was recorded in other reserves. The following table summarizes the Company's restructuring and contract termination accrual balances and related activity by restructuring plan, as well as contract termination accrual balances and related activity, during the three months ended April 1, 2018:

	Balance at December 31, 2017	2018 Charges	2018 Changes in Estimates, Net	2018 Amounts Paid	Balance at April 1, 2018
(In thousands)					
<b>Severance:</b>					
Q1 2018 Plan	\$ —	\$ 5,998	\$ —	\$ (645)	\$ 5,353
Q4 2017 Plan	1,919	—	—	(611)	1,308
Q3 2017 Plan	2,072	—	—	(626)	1,446
Q1 2017 Plan	2,498	—	—	(909)	1,589
<b>Facility:</b>					
Q1 2017 Plan	33	—	—	(13)	20
Previous Plans	4,399	—	353	(509)	4,243
Restructuring	10,921	5,998	353	(3,313)	13,959
Contract Termination	3,048	—	227	—	3,275
<b>Total Restructuring and Contract Termination</b>	<b>\$ 13,969</b>	<b>\$ 5,998</b>	<b>\$ 580</b>	<b>\$ (3,313)</b>	<b>\$ 17,234</b>

**Note 7: Interest and Other Expense, Net**

Interest and other expense, net, consisted of the following:

	Three Months Ended	
	April 1, 2018	April 2, 2017
(In thousands)		
Interest income	\$ (265)	\$ (220)
Interest expense	17,650	10,864
Other income, net	(5,955)	(816)
Total interest and other expense, net	<u>\$ 11,430</u>	<u>\$ 9,828</u>

During the three months ended April 1, 2018 and April 2, 2017, foreign currency transaction gains were \$26.0 million and \$1.4 million, respectively. Net losses from forward currency hedge contracts were \$22.6 million and \$2.4 million for the three months ended April 1, 2018 and April 2, 2017, respectively. The other components of net periodic pension credit were \$2.5 million and \$1.8 million for the three months ended April 1, 2018 and April 2, 2017, respectively. These amounts were included in other income, net.

**Note 8: Inventories**

Inventories as of April 1, 2018 and December 31, 2017 consisted of the following:

	April 1, 2018	December 31, 2017
	(In thousands)	
Raw materials	\$ 132,640	\$ 122,100
Work in progress	20,469	18,452
Finished goods	221,699	211,123
Total inventories	<u>\$ 374,808</u>	<u>\$ 351,675</u>

**Note 9: Income Taxes**

The Company regularly reviews its tax positions in each significant taxing jurisdiction in the process of evaluating its unrecognized tax benefits. The Company makes adjustments to its unrecognized tax benefits when: (i) facts and circumstances regarding a tax position change, causing a change in management's judgment regarding that tax position; (ii) a tax position is effectively settled with a tax authority at a differing amount; and/or (iii) the statute of limitations expires regarding a tax position.

The total provision for income taxes included in the condensed consolidated statement of operations consisted of the following:

	Three Months Ended	
	April 1, 2018	April 2, 2017
(In thousands)		
Continuing operations	\$ 2,470	\$ 3,921
Discontinued operations	11	1,218
Total	<u>\$ 2,481</u>	<u>\$ 5,139</u>

At April 1, 2018, the Company had gross tax effected unrecognized tax benefits of \$30.7 million, of which \$29.0 million, if recognized, would affect the continuing operations effective tax rate. The remaining amount, if recognized, would affect discontinued operations.

The Company believes that it is reasonably possible that approximately \$5.2 million of its uncertain tax positions at April 1, 2018, including accrued interest and penalties, and net of tax benefits, may be resolved over the next twelve months as a result of lapses in applicable statutes of limitations and potential settlements. Various tax years after 2010 remain open to

examination by certain jurisdictions in which the Company has significant business operations, such as Finland, Germany, Italy, Netherlands, Singapore, the United Kingdom and the United States. The tax years under examination vary by jurisdiction.

During the first three months of fiscal years 2018 and 2017, the Company recorded net discrete income tax benefits of \$1.4 million and \$2.5 million, respectively. The discrete tax benefits in the first three months of fiscal year 2018 and fiscal year 2017 include recognition of excess tax benefits on stock compensation of \$1.9 million and \$1.1 million, respectively.

On December 22, 2017, the President of the United States signed the Tax Act, which makes broad and complex changes to the U.S. Internal Revenue Code. Changes include, but are not limited to: (1) the lowering of the U.S. corporate tax rate from 35% to 21%; (2) the transition of U.S. international taxation from a worldwide tax system to a modified territorial system with a one-time transition tax on the deemed repatriation of cumulative foreign earnings as of December 31, 2017; (3) a new provision designed to tax global intangible low-taxed income (GILTI); (4) the creation of the base erosion anti-abuse tax (BEAT), which is effectively a new minimum tax; (5) the deduction for foreign-derived intangible income (FDII); (6) a new limitation on deductible interest expense; (7) the repeal of the domestic production activity deduction; and (8) limitations on the deductibility of certain executive compensation.

The Company is applying the guidance in ASU 2018-05 (see Note 1, *Basis of Presentation*) when accounting for the enactment date effects of the Tax Act. At April 1, 2018, the Company has not completed the accounting for all of the tax effects of the Tax Act; however, it has made a reasonable estimate of their effects based on currently available information. As described below, the Company has made changes to certain aspects of the provision for the Tax Act. Management will continue to refine the calculations as additional guidance is available. These estimates may be affected as additional clarification and implementation guidance becomes available. These changes could be material to income tax expense.

*Remeasurement:* The Company remeasured its future tax benefits and liabilities at the enacted tax rate of 21% and provided a provisional amount of \$21.5 million during fiscal year 2017. During the three months ended April 1, 2018, the Company recognized an additional tax expense of \$1.5 million for the remeasurement of certain future tax benefits and included these adjustments as a component of provision for income tax from continuing operations.

*One-Time Transition Tax:* The Tax Act requires the Company to pay a one-time transition tax on the unremitted earnings of foreign subsidiaries. Based on available information, the Company estimated the tax on the deemed repatriation of foreign earnings and has recorded a tax expense of \$85.0 million in continuing operations at December 31, 2017. As the Company continues to refine the earnings and profit analysis and the calculations of the one-time transition tax, the measurement of this liability could be affected. As of April 1, 2018, no changes have been made to the Company's provisional liability associated with the one-time transition tax.

*GILTI, FDII, and other provisions:* For fiscal year beginning in 2018, the Company is subject to several provisions of the Tax Act including computations under GILTI, FDII, and other provisions. Management has made a reasonable estimate of the impact of each provision of the Tax Act on our effective tax rate for the three months ended April 1, 2018. Management will continue to refine the provisional estimates for the computations of the GILTI, FDII, and other provisions as additional clarification and implementation guidance becomes available.

Under U.S. GAAP, the Company is allowed to make an accounting policy on GILTI. The choice is either to (1) treat taxes due on future U.S. inclusions in taxable income related to GILTI as a current-period expense when incurred (the "period cost method"), or (2) factor such amounts into the measurement of deferred taxes (the "deferred method"). At April 1, 2018, the Company is still evaluating the GILTI provisions and the analysis of future taxable income that is subject to GILTI, thus, the Company has not recorded any potential deferred tax effects related to the GILTI in the financial statements and has not made a policy decision regarding whether to record deferred taxes on GILTI or use the period cost method.

## **Note 10: Debt**

*Senior Unsecured Revolving Credit Facility.* The Company's senior unsecured revolving credit facility provides for \$1.0 billion of revolving loans and has an initial maturity of August 11, 2021. As of April 1, 2018, undrawn letters of credit in the aggregate amount of \$11.4 million were treated as issued and outstanding when calculating the borrowing availability under the senior unsecured revolving credit facility. As of April 1, 2018, the Company had \$306.6 million available for additional borrowing under the facility. The Company uses the senior unsecured revolving credit facility for general corporate purposes, which may include working capital, refinancing existing indebtedness, capital expenditures, share repurchases, acquisitions and strategic alliances. The interest rates under the senior unsecured revolving credit facility are based on the Eurocurrency rate or the base rate at the time of borrowing, plus a margin. The base rate is the higher of (i) the rate of interest in effect for such day

as publicly announced from time to time by JP Morgan Chase Bank, N.A. as its "prime rate," (ii) the Federal Funds rate plus 50 basis points or (iii) an adjusted one-month Libor plus 1.00%. The Eurocurrency margin as of April 1, 2018 was 110 basis points. The weighted average Eurocurrency interest rate as of April 1, 2018 was 1.85%, resulting in a weighted average effective Eurocurrency rate, including the margin, of 2.95%, which was the interest applicable to the borrowings outstanding under the Eurocurrency rate as of April 1, 2018. As of April 1, 2018, the senior unsecured revolving credit facility had outstanding borrowings of \$682.0 million, and \$3.1 million of unamortized debt issuance costs. As of December 31, 2017, the senior unsecured revolving credit facility had outstanding borrowings of \$625.0 million, and \$3.3 million of unamortized debt issuance costs. The credit agreement for the facility contains affirmative, negative and financial covenants and events of default. The financial covenants include a debt-to-capital ratio that remains applicable for so long as the Company's debt is rated as investment grade. In the event that the Company's debt is not rated as investment grade, the debt-to-capital ratio covenant is replaced with a maximum consolidated leverage ratio covenant and a minimum consolidated interest coverage ratio covenant.

*Senior Unsecured Term Loan Credit Facility.* The Company entered into a senior unsecured term loan credit facility on August 11, 2017 that provides for \$200.0 million of term loans and has an initial maturity of twelve months from December 19, 2017, the date of the initial draw. The Company utilized the senior unsecured term loan facility for the acquisition of EUROIMMUN. The interest rates under the senior unsecured term loan credit facility are based on the Eurocurrency rate or the base rate at the time of the borrowing, plus a margin. The base rate is the higher of (i) the rate of interest in effect for such day as publicly announced from time to time by JP Morgan Chase Bank, N.A. as its "prime rate," (ii) the Federal Funds rate plus 50 basis points or (iii) an adjusted one-month Libor plus 1.00%. The Eurocurrency margin as of April 1, 2018 was 110 basis points. The weighted average Eurocurrency interest rate as of April 1, 2018 was 1.81%, resulting in a weighted average effective Eurocurrency rate, including the margin, of 2.91%, which was the interest applicable to the borrowings outstanding under the Eurocurrency rate as of April 1, 2018. The senior unsecured term loan credit facility had outstanding borrowings of \$200.0 million as of April 1, 2018 and December 31, 2017, and a maturity date of December 18, 2018. The credit agreement for the facility contains affirmative, negative and financial covenants and events of defaults which are substantially similar to those contained in the senior unsecured revolving credit facility. In April 2018, the Company paid in full the outstanding balance of the Company's senior unsecured term loan credit facility, from the proceeds of the 0.6% senior unsecured notes due in 2021 that was issued in April 2018.

*5% Senior Unsecured Notes due in 2021.* On October 25, 2011, the Company issued \$500.0 million aggregate principal amount of senior unsecured notes due in 2021 (the "November 2021 Notes") in a registered public offering and received \$493.6 million of net proceeds from the issuance. The November 2021 Notes were issued at 99.4% of the principal amount, which resulted in a discount of \$3.1 million. As of April 1, 2018, the November 2021 Notes had an aggregate carrying value of \$496.6 million, net of \$1.3 million of unamortized original issue discount and \$2.1 million of unamortized debt issuance costs. As of December 31, 2017, the November 2021 Notes had an aggregate carrying value of \$496.6 million, net of \$1.4 million of unamortized original issue discount and \$2.0 million of unamortized debt issuance costs. The November 2021 Notes mature in November 2021 and bear interest at an annual rate of 5%. Interest on the November 2021 Notes is payable semi-annually on May 15th and November 15th each year. Prior to August 15, 2021 (three months prior to their maturity date), the Company may redeem the November 2021 Notes in whole or in part, at its option, at a redemption price equal to the greater of (i) 100% of the principal amount of the November 2021 Notes to be redeemed, plus accrued and unpaid interest, or (ii) the sum of the present values of the remaining scheduled payments of principal and interest in respect to the November 2021 Notes being redeemed, discounted on a semi-annual basis, at the Treasury Rate plus 45 basis points, plus accrued and unpaid interest. At any time on or after August 15, 2021 (three months prior to their maturity date), the Company may redeem the November 2021 Notes, at its option, at a redemption price equal to 100% of the principal amount of the November 2021 Notes to be redeemed plus accrued and unpaid interest. Upon a change of control (as defined in the indenture governing the November 2021 Notes) and a contemporaneous downgrade of the November 2021 Notes below investment grade, each holder of November 2021 Notes will have the right to require the Company to repurchase such holder's November 2021 Notes for 101% of their principal amount, plus accrued and unpaid interest.

*1.875% Senior Unsecured Notes due 2026.* On July 19, 2016, the Company issued €500.0 million aggregate principal amount of senior unsecured notes due in 2026 (the "2026 Notes") in a registered public offering and received approximately €492.3 million of net proceeds from the issuance. The 2026 Notes were issued at 99.118% of the principal amount, which resulted in a discount of €4.4 million. The 2026 Notes mature in July 2026 and bear interest at an annual rate of 1.875%. Interest on the 2026 Notes is payable annually on July 19th each year. The proceeds from the 2026 Notes were used to pay in full the outstanding balance of the Company's previous senior unsecured revolving credit facility. As of April 1, 2018, the 2026 Notes had an aggregate carrying value of \$607.4 million, net of \$4.7 million of unamortized original issue discount and \$4.2 million of unamortized debt issuance costs. As of December 31, 2017, the 2026 Notes had an aggregate carrying value of \$591.7 million, net of \$4.7 million of unamortized original issue discount and \$4.3 million of unamortized debt issuance costs.

Prior to April 19, 2026 (three months prior to their maturity date), the Company may redeem the 2026 Notes in whole at any time or in part from time to time, at its option, at a redemption price equal to the greater of (i) 100% of the principal amount of the 2026 Notes to be redeemed, or (ii) the sum of the present values of the remaining scheduled payments of principal and interest in respect to the 2026 Notes being redeemed, discounted on an annual basis, at the applicable Comparable Government Bond Rate (as defined in the indenture governing the 2026 Notes) plus 35 basis points; plus, in each case, accrued and unpaid interest. In addition, at any time on or after April 19, 2026 (three months prior to their maturity date), the Company may redeem the 2026 Notes, at its option, at a redemption price equal to 100% of the principal amount of the 2026 Notes due to be redeemed plus accrued and unpaid interest.

Upon a change of control (as defined in the indenture governing the 2026 Notes) and a contemporaneous downgrade of the 2026 Notes below investment grade, the Company will, in certain circumstances, make an offer to purchase the 2026 Notes at a price equal to 101% of their principal amount plus any accrued and unpaid interest.

*0.6% Senior Unsecured Notes due in 2021.* On April 11, 2018, the Company issued €300.0 million aggregate principal amount of senior unsecured notes due in 2021 (the “April 2021 Notes”) in a registered public offering and received approximately €298.7 million of net proceeds from the issuance. The April 2021 Notes were issued at 99.95% of the principal amount, which resulted in a discount of €0.2 million. The April 2021 Notes mature in April 2021 and bear interest at an annual rate of 0.6%. Interest on the April 2021 Notes is payable annually on April 9th each year. The proceeds from the April 2021 Notes were used to pay in full the outstanding balance of the Company’s senior unsecured term loan credit facility, and a portion of the outstanding senior unsecured revolving credit facility, and in each case the borrowings were incurred to pay a portion of the purchase price for the Company’s acquisition of EUROIMMUM, which closed in December 19, 2017. Prior to the maturity date of the April 2021 Notes, the Company may redeem them in whole at any time or in part from time to time, at its option, at a redemption price equal to the greater of (i) 100% of the principal amount of the April 2021 Notes to be redeemed, or (ii) the sum of the present values of the remaining scheduled payments of principal and interest in respect to the April 2021 Notes being redeemed, discounted on an annual basis, at the applicable Comparable Government Bond Rate (as defined in the indenture governing the April 2021 Notes) plus 15 basis points; plus, in each case, accrued and unpaid interest. Upon a change of control (as defined in the indenture governing the April 2021 Notes) and a contemporaneous downgrade of the April 2021 Notes below investment grade, the Company will, in certain circumstances, make an offer to purchase the April 2021 Notes at a price equal to 101% of their principal amount, plus accrued and unpaid interest.

*Other Debt Facilities.* The Company’s other debt facilities include Euro-denominated bank loans with an aggregate carrying value of \$56.0 million (or €45.5 million) and \$57.2 million (or €47.6 million) as of April 1, 2018 and December 31, 2017, respectively. These bank loans are primarily utilized for financing fixed assets and are repaid in monthly or quarterly installments with maturity dates extending to 2031. The bank loans in the aggregate amount of \$43.3 million bear fixed interest rates between 1.1% and 7.9% and bank loans in the aggregate amount of \$12.7 million bear variable interest rates based on the Euribor rate plus a margin between 1.3% and 1.5%. An aggregate amount of \$15.1 million of the bank loans are secured by mortgages on real property and the remaining \$40.9 million are unsecured. Certain credit agreements for the unsecured bank loans include financial covenants which are based on an equity ratio or an equity ratio and minimum interest coverage ratio.

In addition, the Company has other unsecured revolving credit facilities and a secured bank loan in the amount of \$2.6 million and \$0.3 million, respectively, as of April 1, 2018. The unsecured revolving debt facilities bear fixed interest rates between 0.05% and 1.95% and will mature in 2018. The secured bank loan of \$0.3 million bears a fixed annual interest rate of 1.95% and is repaid in monthly installments until 2027.

*Financing Lease Obligations.* In fiscal year 2012, the Company entered into agreements with the lessors of certain buildings that the Company is currently occupying and leasing to expand those buildings. The Company provided a portion of the funds needed for the construction of the additions to the buildings, and as a result the Company was considered the owner of the buildings during the construction period. At the end of the construction period, the Company was not reimbursed by the lessors for all of the construction costs. The Company is therefore deemed to have continuing involvement and the leases qualify as financing leases under sale-leaseback accounting guidance, representing debt obligations for the Company and non-cash investing and financing activities. As a result, the Company capitalized \$29.3 million in property, plant and equipment, net, representing the fair value of the buildings with a corresponding increase to debt. The Company has also capitalized \$11.5 million in additional construction costs necessary to complete the renovations to the buildings, which were funded by the lessors, with a corresponding increase to debt. At April 1, 2018, the Company had \$35.6 million recorded for these financing lease obligations, of which \$1.4 million was recorded as short-term debt and \$34.2 million was recorded as long-term debt. At December 31, 2017, the Company had \$35.9 million recorded for these financing lease obligations, of which \$1.4 million was recorded as short-term debt and \$34.5 million was recorded as long-term debt. The buildings are being depreciated on a straight-line basis over the terms of the leases to their estimated residual values, which will equal the remaining financing obligation at the end of the lease term. At the end of the lease term, the remaining balances in property, plant and equipment, net and debt will be reversed against each other.

## Note 11: Earnings Per Share

Basic earnings per share was computed by dividing net income by the weighted-average number of common shares outstanding during the period less restricted unvested shares. Diluted earnings per share was computed by dividing net income by the weighted-average number of common shares outstanding plus all potentially dilutive common stock equivalents, primarily shares issuable upon the exercise of stock options using the treasury stock method. The following table reconciles the number of shares utilized in the earnings per share calculations:

	Three Months Ended	
	April 1, 2018	April 2, 2017
	(In thousands)	
Number of common shares—basic	110,296	109,468
Effect of dilutive securities:		
Stock options	861	602
Restricted stock awards	173	134
Number of common shares—diluted	<u>111,330</u>	<u>110,204</u>
Number of potentially dilutive securities excluded from calculation due to antidilutive impact	<u>332</u>	<u>659</u>

Antidilutive securities include outstanding stock options with exercise prices and average unrecognized compensation cost in excess of the average fair market value of common stock for the related period. Antidilutive options were excluded from the calculation of diluted net income per share and could become dilutive in the future.

## Note 12: Industry Segment Information

The Company discloses information about its operating segments based on the way that management organizes the segments within the Company for making operating decisions and assessing financial performance. The Company evaluates the performance of its operating segments based on revenue and operating income. Intersegment revenue and transfers are not significant. The accounting policies of the operating segments are the same as those described in Note 1 to the audited consolidated financial statements in the 2017 Form 10-K.

The principal products and services of the Company's two operating segments are:

- *Discovery & Analytical Solutions*. Provides products and services targeted towards the life sciences and applied markets.
- *Diagnostics*. Develops diagnostics, tools and applications focused on clinically-oriented customers, especially within the reproductive health, emerging market diagnostics and applied genomics markets. The Diagnostics segment serves the diagnostics market.

The Company has included the expenses for its corporate headquarters, such as legal, tax, audit, human resources, information technology, and other management and compliance costs, as well as the activity related to the mark-to-market adjustment on postretirement benefit plans, as "Corporate" below. The Company has a process to allocate and recharge expenses to the reportable segments when these costs are administered or paid by the corporate headquarters based on the extent to which the segment benefited from the expenses. These amounts have been calculated in a consistent manner and are included in the Company's calculations of segment results to internally plan and assess the performance of each segment for all purposes, including determining the compensation of the business leaders for each of the Company's operating segments.

Revenue and operating income (loss) from continuing operations by operating segment are shown in the table below:

	Three Months Ended	
	April 1, 2018	April 2, 2017
(In thousands)		
<b>Discovery &amp; Analytical Solutions</b>		
Product revenue	\$ 237,695	\$ 215,160
Service revenue	158,830	146,600
<b>Total revenue</b>	<b>396,525</b>	<b>361,760</b>
Operating income from continuing operations	36,197	30,222
<b>Diagnostics</b>		
Product revenue	209,913	118,554
Service revenue	37,534	33,801
<b>Total revenue</b>	<b>247,447</b>	<b>152,355</b>
Operating income from continuing operations	18,394	32,716
<b>Corporate</b>		
Operating loss from continuing operations	(14,656)	(13,127)
<b>Continuing Operations</b>		
Product revenue	447,608	333,714
Service revenue	196,364	180,401
<b>Total revenue</b>	<b>643,972</b>	<b>514,115</b>
Operating income from continuing operations	39,935	49,811
Interest and other expense, net (see Note 7)	11,430	9,828
Income from continuing operations before income taxes	<b>\$ 28,505</b>	<b>\$ 39,983</b>

### Note 13: Stockholders' Equity

#### Comprehensive Income:

The components of accumulated other comprehensive loss consisted of the following:

	April 1, 2018	December 31, 2017
(In thousands)		
Foreign currency translation adjustments	\$ (28,083)	\$ (46,582)
Unrecognized prior service costs, net of income taxes	322	322
Unrealized net losses on securities, net of income taxes	(217)	(258)
Accumulated other comprehensive loss	<b>\$ (27,978)</b>	<b>\$ (46,518)</b>

#### Stock Repurchases:

On July 27, 2016, the Board of Directors (the "Board") authorized the Company to repurchase up to 8.0 million shares of common stock under a stock repurchase program (the "Repurchase Program"). The Repurchase Program will expire on July 26, 2018 unless terminated earlier by the Board, and may be suspended or discontinued at any time. During the three months ended April 1, 2018, the Company had no stock repurchases under the Repurchase Program. As of April 1, 2018, 8.0 million shares remained available for repurchase under the Repurchase Program.

In addition, the Board has authorized the Company to repurchase shares of common stock to satisfy minimum statutory tax withholding obligations in connection with the vesting of restricted stock awards and restricted stock unit awards granted pursuant to the Company's equity incentive plans and to satisfy obligations related to the exercise of stock options made pursuant to the Company's equity incentive plans. During the three months ended April 1, 2018, the Company repurchased 58,449 shares of common stock for this purpose at an aggregate cost of \$4.6 million. The repurchased shares have been reflected as additional authorized but unissued shares, with the payments reflected in common stock and capital in excess of par value.

**Dividends:**

The Board declared a regular quarterly cash dividend of \$0.07 per share for the first quarter of fiscal year 2018 and in each quarter of fiscal year 2017. At April 1, 2018, the Company has accrued \$7.7 million for dividends declared on January 25, 2018 for the first quarter of fiscal year 2018 that will be payable on May 10, 2018. On April 26, 2018, the Company announced that the Board had declared a quarterly dividend of \$0.07 per share for the second quarter of fiscal year 2018 that will be payable on August 10, 2018. In the future, the Board may determine to reduce or eliminate the Company's common stock dividend in order to fund investments for growth, repurchase shares or conserve capital resources.

**Note 14: Stock Plans**

In addition to the Company's Employee Stock Purchase Plan, the Company utilizes one stock-based compensation plan, the 2009 Incentive Plan (the "2009 Plan"). Under the 2009 Plan, 10.0 million shares of the Company's common stock are authorized for stock option grants, restricted stock awards, performance restricted stock units, performance units and stock awards as part of the Company's compensation programs. In addition to shares of the Company's common stock originally authorized for issuance under the 2009 Plan, the 2009 Plan includes shares of the Company's common stock previously granted under the Amended and Restated 2001 Incentive Plan and the 2005 Incentive Plan that were canceled or forfeited without the shares being issued.

The following table summarizes total pre-tax compensation expense recognized related to the Company's stock option grants, restricted stock awards, performance restricted stock units, performance units and stock awards, included in the Company's condensed consolidated statements of operations for the three months ended April 1, 2018 and April 2, 2017:

	Three Months Ended	
	April 1, 2018	April 2, 2017
	(In thousands)	
Cost of revenue	\$ 305	\$ 260
Research and development expenses	308	327
Selling, general and administrative expenses	4,719	4,339
Total stock-based compensation expense	<u>\$ 5,332</u>	<u>\$ 4,926</u>

The total income tax benefit recognized in the condensed consolidated statements of operations for stock-based compensation was \$3.1 million and \$2.9 million for the three months ended April 1, 2018 and April 2, 2017, respectively. Stock-based compensation costs capitalized as part of inventory was \$0.4 million and \$0.3 million as of April 1, 2018 and April 2, 2017, respectively.

**Stock Options:** The fair value of each option grant is estimated using the Black-Scholes option pricing model. The Company's weighted-average assumptions used in the Black-Scholes option pricing model were as follows:

	Three Months Ended	
	April 1, 2018	April 2, 2017
Risk-free interest rate	2.6%	1.9%
Expected dividend yield	0.4%	0.5%
Expected term	5 years	5 years
Expected stock volatility	20.7%	22.4%

The following table summarizes stock option activity for the three months ended April 1, 2018:

	Number of Shares	Weighted- Average Exercise Price	Weighted-Average Remaining Contractual Term	Total Intrinsic Value
	(In thousands)		(In years)	(In millions)
Outstanding at December 31, 2017	2,154	\$ 42.77		
Granted	325	77.77		
Exercised	(173)	43.20		
Outstanding at April 1, 2018	2,306	\$ 47.67	4.2	\$ 64.7
Exercisable at April 1, 2018	1,482	\$ 40.02	3.1	\$ 52.9

The weighted-average per-share grant-date fair value of options granted during the three months ended April 1, 2018 and April 2, 2017 was \$17.50 and \$11.72, respectively. The total intrinsic value of options exercised during the three months ended April 1, 2018 and April 2, 2017 was \$5.7 million and \$3.0 million, respectively. Cash received from option exercises for the three months ended April 1, 2018 and April 2, 2017 was \$7.5 million and \$4.6 million, respectively.

The total compensation expense recognized related to the Company's outstanding options was \$1.2 million each for the three months ended April 1, 2018 and April 2, 2017, respectively.

There was \$10.4 million of total unrecognized compensation cost related to nonvested stock options granted as of April 1, 2018. This cost is expected to be recognized over a weighted-average period of 2.3 years.

**Restricted Stock Awards:** The following table summarizes restricted stock award activity for the three months ended April 1, 2018:

	Number of Shares	Weighted- Average Grant- Date Fair Value
	(In thousands)	
Nonvested at December 31, 2017	496	\$ 50.30
Granted	151	75.90
Vested	(169)	48.76
Forfeited	(5)	53.19
Nonvested at April 1, 2018	473	\$ 59.01

The fair value of restricted stock awards vested during the three months ended April 1, 2018 and April 2, 2017 was \$8.2 million and \$7.8 million, respectively. The total compensation expense recognized related to the Company's outstanding restricted stock awards was \$2.4 million for the three months ended April 1, 2018, and \$2.5 million for the three months ended April 2, 2017.

As of April 1, 2018, there was \$21.8 million of total unrecognized compensation cost related to nonvested restricted stock awards. This cost is expected to be recognized over a weighted-average period of 1.8 years.

**Performance Restricted Stock Units:** As part of the Company's executive compensation program, the Company granted 35,133 and 54,337 performance restricted stock units during the three months ended April 1, 2018 and April 2, 2017, respectively, that will vest based on performance of the Company. The weighted-average per-share grant date fair value of performance restricted stock units granted during the three months ended April 1, 2018 and April 2, 2017 was \$81.05 and \$52.78, respectively. During the three months ended April 1, 2018 and April 2, 2017, no performance restricted stock units were forfeited. The total compensation expense recognized related to the performance restricted stock units was \$0.4 million and \$0.2 million for the three months ended April 1, 2018 and April 2, 2017, respectively. As of April 1, 2018, there were 89,470 performance restricted stock units outstanding.

**Performance Units:** As part of the Company's executive compensation program, the Company granted 33,281 and 49,845 performance units during the three months ended April 1, 2018 and April 2, 2017, respectively. The weighted-average per-share grant-date fair value of performance units granted during the three months ended April 1, 2018 and April 2, 2017 was \$75.72 and \$52.69, respectively. During the three months ended April 1, 2018 and April 2, 2017, no performance units were forfeited.

The total compensation expense recognized related to performance units was \$1.3 million and \$1.1 million for the three months ended April 1, 2018 and April 2, 2017, respectively. As of April 1, 2018, there were 197,762 performance units outstanding and subject to forfeiture, with a corresponding liability of \$7.6 million recorded in accrued expenses and other current liabilities.

*Stock Awards:* The Company's stock award program provides an annual equity award to non-employee directors. During the three months ended April 1, 2018 and April 2, 2017, the Company did not grant any stock awards.

*Employee Stock Purchase Plan:* During the three months ended April 1, 2018 and April 2, 2017, the Company did not issue shares of common stock under the Company's Employee Stock Purchase Plan. At April 1, 2018, an aggregate of 0.9 million shares of the Company's common stock remained available for sale to employees out of the 5.0 million shares authorized by shareholders for issuance under this plan.

#### **Note 15: Goodwill and Intangible Assets, Net**

The Company tests goodwill and non-amortizing intangible assets at least annually for possible impairment. Accordingly, the Company completes the annual testing of impairment for goodwill and non-amortizing intangible assets on the later of January 1 or the first day of each fiscal year. In addition to its annual test, the Company regularly evaluates whether events or circumstances have occurred that may indicate a potential impairment of goodwill or non-amortizing intangible assets.

The process of testing goodwill for impairment involves the determination of the fair value of the applicable reporting units. The test consists of the comparison of the fair value to the carrying value of the reporting unit to determine if the carrying value exceeds the fair value. If the carrying value of the reporting unit exceeds its fair value, an impairment loss in an amount equal to that excess is recognized up to the amount of goodwill. The Company performed its annual impairment testing for its reporting units as of January 1, 2018, its annual impairment testing date for fiscal year 2018. The Company concluded that there was no goodwill impairment, and the fair value exceeded the carrying value by more than 20.0% for each reporting unit, except for the Company's Informatics reporting unit which had a fair value that was less than 20% but more than 10% of its carrying value. The range of the long-term terminal growth rates for the Company's reporting units was 3.0% to 5.00% for the fiscal year 2018 impairment analysis. The range for the discount rates for the reporting units was 9.0% to 15.0%. Keeping all other variables constant, a 10.0% change in any one of these input assumptions for the various reporting units, except for the Informatics reporting unit, would still allow the Company to conclude that there was no impairment of goodwill. As of January 1, 2018, the Company's Informatics reporting unit, which had a goodwill balance of \$217.2 million, was at increased risk of an impairment charge given its ongoing weakness due to a highly competitive industry. Despite the increased risk associated with this reporting unit, the Company does not currently expect a significant change in the key estimates or assumptions driving the fair value of this reporting unit that would lead to a material impairment charge.

The Company has consistently employed the income approach to estimate the current fair value when testing for impairment of goodwill. A number of significant assumptions and estimates are involved in the application of the income approach to forecast operating cash flows, including markets and market share, sales volumes and prices, costs to produce, tax rates, capital spending, discount rates and working capital changes. Cash flow forecasts are based on approved business unit operating plans for the early years' cash flows and historical relationships in later years. The income approach is sensitive to changes in long-term terminal growth rates and the discount rates. The long-term terminal growth rates are consistent with the Company's historical long-term terminal growth rates, as the current economic trends are not expected to affect the long-term terminal growth rates of the Company. The Company corroborates the income approach with a market approach.

The Company has consistently employed the relief from royalty model to estimate the current fair value when testing for impairment of non-amortizing intangible assets. The impairment test consists of a comparison of the fair value of the non-amortizing intangible asset with its carrying amount. If the carrying amount of a non-amortizing intangible asset exceeds its fair value, an impairment loss in an amount equal to that excess is recognized. In addition, the Company evaluates the remaining useful lives of its non-amortizing intangible assets at least annually to determine whether events or circumstances continue to support an indefinite useful life. If events or circumstances indicate that the useful lives of non-amortizing intangible assets are no longer indefinite, the assets will be tested for impairment. These intangible assets will then be amortized prospectively over their estimated remaining useful lives and accounted for in the same manner as other intangible assets that are subject to amortization. The Company performed its annual impairment testing as of January 1, 2018, and concluded that there was no impairment of non-amortizing intangible assets. An assessment of the recoverability of amortizing intangible assets takes place when events have occurred that may give rise to an impairment. No such events occurred during the first three months of fiscal year 2018.

The changes in the carrying amount of goodwill for the three months ended April 1, 2018 were as follows:

	Discovery & Analytical Solutions	Diagnostics	Consolidated
	(In thousands)		
Balance at December 31, 2017	\$ 1,344,235	\$ 1,657,963	\$ 3,002,198
Foreign currency translation	8,980	11,077	20,057
Acquisitions and other	(93)	(24,311)	(24,404)
Balance at April 1, 2018	<u>\$ 1,353,122</u>	<u>\$ 1,644,729</u>	<u>\$ 2,997,851</u>

Identifiable intangible asset balances at April 1, 2018 and December 31, 2017 by category were as follows:

	April 1, 2018	December 31, 2017
	(In thousands)	
Patents	\$ 39,976	\$ 39,959
Less: Accumulated amortization	(35,754)	(35,085)
Net patents	4,222	4,874
Trade names and trademarks	81,816	80,974
Less: Accumulated amortization	(30,095)	(28,250)
Net trade names and trademarks	51,721	52,724
Licenses	51,807	53,300
Less: Accumulated amortization	(43,361)	(42,635)
Net licenses	8,446	10,665
Core technology	476,986	471,740
Less: Accumulated amortization	(256,603)	(244,916)
Net core technology	220,383	226,824
Customer relationships	1,161,205	1,141,511
Less: Accumulated amortization	(262,946)	(242,840)
Net customer relationships	898,259	898,671
IPR&D	86,699	88,025
Less: Accumulated amortization	(5,748)	(5,427)
Net IPR&D	80,951	82,598
Net amortizable intangible assets	1,263,982	1,276,356
Non-amortizing intangible assets:		
Trade name	70,584	70,584
Total	<u>\$ 1,334,566</u>	<u>\$ 1,346,940</u>

Total amortization expense related to definite-lived intangible assets was \$32.9 million and \$17.0 million for the three months ended April 1, 2018 and April 2, 2017, respectively. Estimated amortization expense related to definite-lived intangible assets for each of the next five years is \$102.6 million for the remainder of fiscal year 2018, \$148.3 million for fiscal year 2019, \$151.0 million for fiscal year 2020, \$135.6 million for fiscal year 2021, and \$123.1 million for fiscal year 2022.

#### Note 16: Warranty Reserves

The Company provides warranty protection for certain products usually for a period of one year beyond the date of sale. The majority of costs associated with warranty obligations include the replacement of parts and the time for service personnel to respond to repair and replacement requests. A warranty reserve is recorded based upon historical results, supplemented by management's expectations of future costs. Warranty reserves are included in "Accrued expenses and other current liabilities" on the condensed consolidated balance sheets.

A summary of warranty reserve activity for the three months ended April 1, 2018 and April 2, 2017 is as follows:

	Three Months Ended	
	April 1, 2018	April 2, 2017
(In thousands)		
Balance at beginning of period	\$ 9,050	\$ 9,012
Provision charged to income	3,170	2,989
Payments	(3,477)	(3,725)
Adjustments to previously provided warranties, net	(110)	539
Foreign currency translation and acquisitions	153	122
Balance at end of period	<u>\$ 8,786</u>	<u>\$ 8,937</u>

#### Note 17: Employee Postretirement Benefit Plans

The following table summarizes the components of net periodic pension credit for the Company's various defined benefit employee pension and postretirement plans for the three months ended April 1, 2018 and April 2, 2017:

	Defined Benefit Pension Benefits		Postretirement Medical Benefits	
	Three Months Ended			
	April 1, 2018	April 2, 2017	April 1, 2018	April 2, 2017
(In thousands)				
Service and administrative costs	\$ 1,756	\$ 1,214	\$ 27	\$ 23
Interest cost	4,104	4,127	30	31
Expected return on plan assets	(7,346)	(6,500)	(314)	(279)
Amortization of prior service costs	(41)	(47)	—	—
Net periodic pension credit	<u>\$ (1,527)</u>	<u>\$ (1,206)</u>	<u>\$ (257)</u>	<u>\$ (225)</u>

During the three months ended April 1, 2018 and April 2, 2017, the Company contributed \$2.2 million and \$2.0 million, respectively, in the aggregate, to pension plans outside of the United States. During the three months ended April 1, 2018, the Company contributed \$15.0 million to its defined benefit pension plan in the United States for the plan year 2017.

The Company recognizes actuarial gains and losses, unless an interim rereasurement is required, in the fourth quarter of the year in which the gains and losses occur, in accordance with the Company's accounting method for defined benefit pension plans and other postretirement benefits as described in Note 1 of the Company's audited consolidated financial statements and notes included in its 2017 Form 10-K. Such adjustments for gains and losses are primarily driven by events and circumstances beyond the Company's control, including changes in interest rates, the performance of the financial markets and mortality assumptions. As discussed in Note 1, *Basis of Presentation*, the Company adopted ASU 2017-17 on January 1, 2018. Actuarial gains and losses are now recognized in the line item "Interest and other expense, net" in the condensed consolidated statement of operations. Actuarial gains and losses were presented within operating income prior to the adoption. As such, prior year amounts, including other components of periodic pension cost, have been reclassified to "Interest and other expense, net" in the condensed consolidated statement of operations due to the retrospective adoption of ASU 2017-07.

#### Note 18: Derivatives and Hedging Activities

The Company uses derivative instruments as part of its risk management strategy only, and includes derivatives utilized as economic hedges that are not designated as hedging instruments. By nature, all financial instruments involve market and credit risks. The Company enters into derivative instruments with major investment grade financial institutions and has policies to monitor the credit risk of those counterparties. The Company does not enter into derivative contracts for trading or other speculative purposes, nor does the Company use leveraged financial instruments. Approximately 70% of the Company's business is conducted outside of the United States, generally in foreign currencies. As a result, fluctuations in foreign currency exchange rates can increase the costs of financing, investing and operating the business.

In the ordinary course of business, the Company enters into foreign exchange contracts for periods consistent with its committed exposures to mitigate the effect of foreign currency movements on transactions denominated in foreign currencies. The intent of these economic hedges is to offset gains and losses that occur on the underlying exposures from these currencies,

with gains and losses resulting from the forward currency contracts that hedge these exposures. Transactions covered by hedge contracts include intercompany and third-party receivables and payables. The contracts are primarily in European and Asian currencies, have maturities that do not exceed 12 months, have no cash requirements until maturity, and are recorded at fair value on the Company's condensed consolidated balance sheets. The unrealized gains and losses on the Company's foreign currency contracts are recognized immediately in interest and other expense, net. The cash flows related to the settlement of these hedges are included in cash flows from operating activities within the Company's condensed consolidated statement of cash flows.

Principal hedged currencies include the British Pound, Euro, Swedish Krona, Japanese Yen and Singapore Dollar. The Company held forward foreign exchange contracts, designated as economic hedges, with U.S. dollar equivalent notional amounts totaling \$165.6 million, \$212.1 million and \$131.7 million at April 1, 2018, December 31, 2017 and April 2, 2017, respectively, and the fair value of these foreign currency derivative contracts was insignificant. The gains and losses realized on these foreign currency derivative contracts are not material. The duration of these contracts was generally 30 days or less during each of the three months ended April 1, 2018 and April 2, 2017.

In addition, in connection with certain intercompany loan agreements utilized to finance its acquisitions and stock repurchase program, the Company enters into forward foreign exchange contracts intended to hedge movements in foreign exchange rates prior to settlement of such intercompany loans denominated in foreign currencies. The Company records these hedges at fair value on the Company's condensed consolidated balance sheets. The unrealized gains and losses on these hedges, as well as the gains and losses associated with the remeasurement of the intercompany loans, are recognized immediately in interest and other expense, net. The cash flows related to the settlement of these hedges are included in cash flows from financing activities within the Company's condensed consolidated statement of cash flows.

The outstanding forward exchange contracts designated as economic hedges, which were intended to hedge movements in foreign exchange rates prior to the settlement of certain intercompany loan agreements included combined Euro notional amounts of €100.4 million and combined U.S. Dollar notional amounts of \$629.0 million as of April 1, 2018, combined Euro notional amounts of €57.2 million and combined U.S. Dollar notional amounts of \$1.3 billion as of December 31, 2017, and combined Euro notional amounts of €19.7 million and combined U.S. Dollar notional amounts of \$125.1 million as of April 2, 2017. The net gains and losses on these derivatives, combined with the gains and losses on the remeasurement of the hedged intercompany loans were not material for each of the three months ended April 1, 2018 and April 2, 2017. The Company paid \$36.2 million and \$1.6 million during the three months ended April 1, 2018 and April 2, 2017, respectively, from the settlement of these hedges. In April 2018, the Company settled certain of these forward exchange contracts, resulting in outstanding forward exchange contracts with Euro notional amounts of €16.9 million and combined U.S. Dollar notional amounts of \$35.8 million as of April 27, 2018.

During fiscal year 2016, the Company designated the 2026 Notes to hedge its investments in certain foreign subsidiaries. Realized and unrealized translation adjustments from these hedges were included in the foreign currency translation component of AOCI, which offsets translation adjustments on the underlying net assets of foreign subsidiaries. The cumulative translation gains or losses will remain in AOCI until the foreign subsidiaries are liquidated or sold. In January 2018, the Company removed the hedging relationship of its 2026 Notes and investments in certain foreign subsidiaries and recognized \$2.1 million of unrealized foreign exchange gain in AOCI. The translation adjustment of the 2026 Notes recognized in interest and other expense, net in the condensed consolidated statement of operations was \$17.5 million for the three months ended April 1, 2018.

The Company does not expect any material net pre-tax gains or losses to be reclassified from accumulated other comprehensive loss into interest and other expense, net within the next twelve months.

#### **Note 19: Fair Value Measurements**

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash equivalents, derivatives, marketable securities and accounts receivable. The Company believes it had no significant concentrations of credit risk as of April 1, 2018.

The Company uses the market approach technique to value its financial instruments and there were no changes in valuation techniques during the three months ended April 1, 2018. The Company's financial assets and liabilities carried at fair value are primarily comprised of marketable securities, derivative contracts used to hedge the Company's currency risk, and acquisition-related contingent consideration. The Company has not elected to measure any additional financial instruments or other items at fair value.

**Valuation Hierarchy:** The following summarizes the three levels of inputs required to measure fair value. For Level 1 inputs, the Company utilizes quoted market prices as these instruments have active markets. For Level 2 inputs, the Company utilizes quoted market prices in markets that are not active, broker or dealer quotations, or utilizes alternative pricing sources

with reasonable levels of price transparency. For Level 3 inputs, the Company utilizes unobservable inputs based on the best information available, including estimates by management primarily based on information provided by third-party fund managers, independent brokerage firms and insurance companies. A financial asset's or liability's classification within the hierarchy is determined based on the lowest level input that is significant to the fair value measurement. In determining fair value, the Company utilizes valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible.

The following tables show the assets and liabilities carried at fair value measured on a recurring basis as of April 1, 2018 and December 31, 2017 classified in one of the three classifications described above:

	Fair Value Measurements at April 1, 2018 Using:			
	Total Carrying Value at April 1, 2018	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	(In thousands)			
Marketable securities	\$ 2,369	\$ 2,369	\$ —	\$ —
Foreign exchange derivative assets	5,619	—	5,619	—
Foreign exchange derivative liabilities	(624)	—	(624)	—
Contingent consideration	(65,445)	—	—	(65,445)

  

	Fair Value Measurements at December 31, 2017 Using:			
	Total Carrying Value at December 31, 2017	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	(In thousands)			
Marketable securities	\$ 2,208	\$ 2,208	\$ —	\$ —
Foreign exchange derivative assets	1,431	—	1,431	—
Foreign exchange derivative liabilities	(23,638)	—	(23,638)	—
Contingent consideration	(65,328)	—	—	(65,328)

**Level 1 and Level 2 Valuation Techniques:** The Company's Level 1 and Level 2 assets and liabilities are comprised of investments in equity and fixed-income securities as well as derivative contracts. For financial assets and liabilities that utilize Level 1 and Level 2 inputs, the Company utilizes both direct and indirect observable price quotes, including common stock price quotes, foreign exchange forward prices and bank price quotes. Below is a summary of valuation techniques for Level 1 and Level 2 financial assets and liabilities.

**Marketable securities:** Include equity and fixed-income securities measured at fair value using the quoted market prices in active markets at the reporting date.

**Foreign exchange derivative assets and liabilities:** Include foreign exchange derivative contracts that are valued using quoted forward foreign exchange prices at the reporting date. The Company's foreign exchange derivative contracts are subject to master netting arrangements that allow the Company and its counterparties to net settle amounts owed to each other. Derivative assets and liabilities that can be net settled under these arrangements have been presented in the Company's condensed consolidated balance sheet on a net basis and are recorded in other assets. As of both April 1, 2018 and December 31, 2017, none of the master netting arrangements involved collateral.

**Level 3 Valuation Techniques:** The Company's Level 3 liabilities are comprised of contingent consideration related to acquisitions. For liabilities that utilize Level 3 inputs, the Company uses significant unobservable inputs. Below is a summary of valuation techniques for Level 3 liabilities.

**Contingent consideration:** Contingent consideration is measured at fair value at the acquisition date using projected milestone dates, discount rates, probabilities of success and projected revenues (for revenue-based considerations). Projected risk-adjusted contingent payments are discounted back to the current period using a discounted cash flow model.

During fiscal year 2015, the Company acquired certain assets and assumed certain liabilities from Vanadis Diagnostics AB. Under the terms of the acquisition, the initial purchase consideration was \$32.0 million, net of cash and the Company will be obligated to make potential future milestone payments, based on completion of a proof of concept, regulatory approvals and

product sales, of up to \$93.0 million ranging from 2016 to 2019. The fair value of the contingent consideration as of the acquisition date was estimated at \$56.9 million. During the first quarter of fiscal year 2018, the Company updated the fair value of the contingent consideration and recorded a liability of \$65.4 million as of April 1, 2018. The key assumptions used to determine the fair value of the contingent consideration as of April 1, 2018 included projected milestone dates of 2018 to 2019, discount rates ranging from 2.9% to 8.8%, conditional probabilities of success of each individual milestone ranging from 90% to 95% and cumulative probabilities of success for each individual milestone ranging from 65.8% to 95%. A significant delay in the product development (including projected regulatory milestone) achievement date in isolation could result in a significantly lower fair value measurement; a significant acceleration in the product development (including projected regulatory milestone) achievement date in isolation would not have a material impact on the fair value measurement; a significant change in the discount rate in isolation would not have a material impact on the fair value measurement; and a significant change in the probabilities of success in isolation could result in a significant change in fair value measurement.

The fair values of contingent consideration are calculated on a quarterly basis based on a collaborative effort of the Company's regulatory, research and development, operations, finance and accounting groups, as appropriate. Potential valuation adjustments are made as additional information becomes available, including the progress towards achieving proof of concept, regulatory approvals and revenue targets as compared to initial projections, the impact of market competition and market landscape shifts from non-invasive prenatal testing products, with the impact of such adjustments being recorded in the Company's consolidated statements of operations.

As of April 1, 2018, the Company may have to pay contingent consideration related to an acquisition with open contingency period of up to \$83.0 million. The expected maximum earnout period for the acquisition with an open contingency period does not exceed 1.5 years from April 1, 2018, and the remaining weighted average expected earnout period at April 1, 2018 was 0.7 years.

A reconciliation of the beginning and ending Level 3 net liabilities for contingent consideration is as follows:

	Three Months Ended	
	April 1, 2018	April 2, 2017
	(In thousands)	
Balance at beginning of period	\$ (65,328)	\$ (63,201)
Amounts paid and foreign currency translation	—	34
Change in fair value (included within selling, general and administrative expenses)	(117)	(811)
Balance at end of period	<u>\$ (65,445)</u>	<u>\$ (63,978)</u>

The carrying amounts of cash and cash equivalents, accounts receivable, accounts payable and accrued expenses approximate fair value due to the short-term maturities of these assets and liabilities. If measured at fair value, cash and cash equivalents would be classified as Level 1.

As of April 1, 2018, the Company's senior unsecured revolving credit facility, which provides for \$1.0 billion of revolving loans, had a carrying value of \$678.9 million, net of \$3.1 million of unamortized debt issuance costs. As of December 31, 2017, the Company's senior unsecured revolving credit facility had a carrying value of \$621.7 million, net of \$3.3 million of unamortized debt issuance costs. The interest rate on the Company's senior unsecured revolving credit facility is reset at least monthly to correspond to variable rates that reflect currently available terms and conditions for similar debt. The Company had no change in credit standing during the first three months of fiscal year 2018. Consequently, the carrying value approximates fair value and were classified as Level 2.

As of April 1, 2018 and December 31, 2017, the Company's senior unsecured term loan credit facility, which provides for \$200.0 million of term loans, had a carrying value of \$200.0 million. The interest rate on the Company's senior unsecured term loan credit facility is reset at least monthly to correspond to variable rates that reflect currently available terms and conditions for similar debt. The Company had no change in credit standing during the first three months of fiscal year 2018. Consequently, the carrying value approximates fair value and were classified as Level 2.

The Company's November 2021 Notes, with a face value of \$500.0 million, had an aggregate carrying value of \$496.6 million, net of \$1.3 million of unamortized original issue discount and \$2.1 million of unamortized debt issuance costs as of April 1, 2018. The November 2021 Notes had an aggregate carrying value of \$496.6 million, net of \$1.4 million of unamortized original issue discount and \$2.0 million of unamortized debt issuance costs as of December 31, 2017. The November 2021 Notes had a fair value of \$525.2 million and \$536.6 million as of April 1, 2018 and December 31, 2017, respectively. The fair value of the November 2021 Notes is estimated using market quotes from brokers and is based on current rates offered for similar debt.

The Company's 2026 Notes, with a face value of €500.0 million, had an aggregate carrying value of \$607.4 million, net of \$4.7 million of unamortized original issue discount and \$4.2 million of unamortized debt issuance costs as of April 1, 2018. The 2026 Notes had an aggregate carrying value of \$591.7 million, net of \$4.7 million of unamortized original issue discount and \$4.3 million of unamortized debt issuance costs as of December 31, 2017. The 2026 Notes had a fair value of €508.0 million and €508.9 million as of April 1, 2018 and December 31, 2017, respectively. The fair value of the 2026 Notes is estimated using market quotes from brokers and is based on current rates offered for similar debt.

The Company's financing lease obligations had an aggregate carrying value of \$35.6 million and \$35.9 million as of April 1, 2018 and December 31, 2017, respectively. The carrying values of the Company's financing lease obligations approximated their fair value as there has been minimal change in the Company's incremental borrowing rate.

As of April 1, 2018, the November 2021 Notes, 2026 Notes and financing lease obligations were classified as Level 2.

The Company's other debt facilities that were assumed from the EUROIMMUN acquisition had an aggregate carrying value of \$58.9 million and \$60.2 million as of April 1, 2018 and December 31, 2017, respectively. The bank loans in the aggregate amount of \$46.2 million bear fixed interest rates between 0.05% and 7.9% and bank loans in the aggregate amount of \$12.7 million bear variable interest rates based on the Euribor rate plus a margin between 1.3% and 1.5%. The Company had no change in credit standing during the first three months of fiscal year 2018. Consequently, the carrying value approximates fair value and were classified as Level 2.

As of April 1, 2018, there has not been any significant impact to the fair value of the Company's derivative liabilities due to credit risk. Similarly, there has not been any significant adverse impact to the Company's derivative assets based on the evaluation of its counterparties' credit risks.

## **Note 20: Contingencies**

The Company is conducting a number of environmental investigations and remedial actions at current and former locations of the Company and, along with other companies, has been named a potentially responsible party ("PRP") for certain waste disposal sites. The Company accrues for environmental issues in the accounting period that the Company's responsibility is established and when the cost can be reasonably estimated. The Company has accrued \$9.3 million and \$9.4 million as of April 1, 2018 and December 31, 2017, respectively, which represents its management's estimate of the cost of the remediation of known environmental matters, and does not include any potential liability for related personal injury or property damage claims. These amounts were included in accrued expenses and other current liabilities. The Company's environmental accrual is not discounted and does not reflect the recovery of any material amounts through insurance or indemnification arrangements. The cost estimates are subject to a number of variables, including the stage of the environmental investigations, the magnitude of the possible contamination, the nature of the potential remedies, possible joint and several liability, the time period over which remediation may occur, and the possible effects of changing laws and regulations. For sites where the Company has been named a PRP, management does not currently anticipate any additional liability to result from the inability of other significant named parties to contribute. The Company expects that the majority of such accrued amounts could be paid out over a period of up to ten years. As assessment and remediation activities progress at each individual site, these liabilities are reviewed and adjusted to reflect additional information as it becomes available. There have been no environmental problems to date that have had, or are expected to have, a material adverse effect on the Company's condensed consolidated financial statements. While it is possible that a loss exceeding the amounts recorded in the condensed consolidated financial statements may be incurred, the potential exposure is not expected to be materially different from those amounts recorded.

The Company is subject to various claims, legal proceedings and investigations covering a wide range of matters that arise in the ordinary course of its business activities. Although the Company has established accruals for potential losses that it believes are probable and reasonably estimable, in the opinion of the Company's management, based on its review of the information available at this time, the total cost of resolving these contingencies at April 1, 2018 would not have a material adverse effect on the Company's condensed consolidated financial statements. However, each of these matters is subject to uncertainties, and it is possible that some of these matters may be resolved unfavorably to the Company.

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

This quarterly report on Form 10-Q, including the following management's discussion and analysis, contains forward-looking information that you should read in conjunction with the condensed consolidated financial statements and notes to the condensed consolidated financial statements that we have included elsewhere in this report. For this purpose, any statements contained in this report that are not statements of historical fact may be deemed to be forward-looking statements. Words such as "believes," "plans," "anticipates," "intends," "expects," "will" and similar expressions are intended to identify forward-looking statements. Our actual results may differ materially from the plans, intentions or expectations we disclose in the forward-looking statements we make. We have included important factors below under the heading "Risk Factors" in Part II, Item 1A. that we believe could cause actual results to differ materially from the forward-looking statements we make. We are not obligated to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

### Overview

We are a leading provider of products, services and solutions for the diagnostics, life sciences and applied markets. Through our advanced technologies and differentiated solutions, we address critical issues that help to improve lives and the world around us.

The principal products and services of our two operating segments are:

- *Discovery & Analytical Solutions*. Provides products and services targeted towards the life sciences and applied markets.
- *Diagnostics*. Develops diagnostics, tools and applications focused on clinically-oriented customers, especially within the reproductive health, emerging market diagnostics and applied genomics markets. The Diagnostics segment serves the diagnostics market.

### Overview of the First Quarter of Fiscal Year 2018

Our fiscal year ends on the Sunday nearest December 31. We report fiscal years under a 52/53 week format and as a result, certain fiscal years will contain 53 weeks. The fiscal year ending December 30, 2018 ("fiscal year 2018") will include 52 weeks, and the fiscal year ended December 31, 2017 ("fiscal year 2017") included 52 weeks.

Our overall revenue in the first quarter of fiscal year 2018 was \$644.0 million and increased \$129.9 million, or 25%, as compared to the first quarter of fiscal year 2017, reflecting an increase of \$34.8 million, or 10%, in our Discovery & Analytical Solutions segment revenue and an increase of \$95.1 million, or 62%, in our Diagnostics segment revenue. The increase in our Discovery & Analytical Solutions segment revenue for the first quarter of fiscal year 2018 was primarily due to an increase in our life sciences market revenue, primarily driven by increased demand for our OneSource business and a strong performance in our Informatics business, and an increase in our applied markets revenue, primarily driven by growth in our environmental business. The increase in our Diagnostics segment revenue for the first quarter of fiscal year 2018 was primarily due to strong performance of our newborn, maternal fetal health and infectious disease screening solutions. EUROIMMUN contributed \$82.0 million in revenues during the first three months of fiscal year 2018.

In our Discovery & Analytical Solutions segment, we had an increase in revenue for the first quarter of fiscal year 2018 as compared to the first quarter of fiscal year 2017. During the first quarter of fiscal year 2018, in our life sciences market, we experienced increased demand for our OneSource laboratory service business, which offers services designed to enable our customers to increase efficiencies and production time while reducing maintenance costs, all of which continue to be critical for them and a strong performance of our Informatics business, as well as strong drug discovery sales in high-content screening. In addition, revenue increased in our applied markets primarily in our environmental business, driven by solid GC and ICP-MS sales.

In our Diagnostics segment, we experienced growth from continued expansion in our newborn, maternal fetal health and infectious disease screening businesses, particularly in the emerging markets, such as China and India, and Europe.

Our consolidated gross margins decreased 126 basis points in the first quarter of fiscal year 2018, as compared to the first quarter of fiscal year 2017, primarily due to unfavorable shift in product mix partially offset by benefits from our initiatives to improve our supply chain. Our consolidated operating margins decreased 349 basis points in the first quarter of fiscal year 2018, as compared to the first quarter of fiscal year 2017, primarily due to increased costs related to investments in new product development, which were partially offset by lower costs as a result of our cost containment and productivity initiatives.

We continue to believe that we are well positioned to take advantage of the spending trends in our end markets and to promote efficiencies in markets where current conditions may increase demand for certain services. Overall, we believe that our strategic focus on diagnostics and discovery and analytical solutions markets, coupled with our deep portfolio of technologies and applications, leading market positions, global scale and financial strength will provide us with a foundation for growth.

### **Critical Accounting Policies and Estimates**

The preparation of condensed consolidated financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue and expenses and related disclosure of contingent assets and liabilities. On an ongoing basis, we evaluate our estimates, including those related to revenue recognition, warranty costs, bad debts, inventories, accounting for business combinations and dispositions, long-lived assets, income taxes, restructuring, pensions and other postretirement benefits, contingencies and litigation. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Critical accounting policies are those policies that affect our more significant judgments and estimates used in the preparation of our condensed consolidated financial statements. We believe our critical accounting policies include our policies regarding revenue recognition, warranty costs, allowances for doubtful accounts, inventory valuation, business combinations, value of long-lived assets, including goodwill and other intangibles, employee compensation and benefits, restructuring activities, gains or losses on dispositions and income taxes.

We adopted Accounting Standards Codification 606, *Revenue from Contracts with Customers* ("ASC 606") as of January 1, 2018. As a result, we changed our accounting policy for revenue recognition as detailed in Note 3, *Changes in Accounting Policies*, in the Notes to Condensed Consolidated Financial Statements. For a more detailed discussion of our critical accounting policies and estimates, other than the changes in revenue recognition, refer to the Notes to our audited consolidated financial statements and Item 7, "*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 December 31, 2017 (our "2017 Form 10-K"), as filed with the Securities and Exchange Commission (the "SEC"). There have been no significant changes in our critical accounting policies and estimates during the three months ended April 1, 2018, other than the changes in revenue recognition mentioned above.

### **Consolidated Results of Continuing Operations**

#### ***Revenue***

Revenue for the three months ended April 1, 2018 was \$644.0 million, as compared to \$514.1 million for the three months ended April 2, 2017, an increase of \$129.9 million, or 25%, which includes an approximate 14% increase in revenue attributable to acquisitions and divestitures and a 5% increase in revenue attributable to favorable changes in foreign exchange rates. The analysis in the remainder of this paragraph compares segment revenue for the three months ended April 1, 2018 as compared to the three months ended April 2, 2017 and includes the effect of foreign exchange rate fluctuations, acquisitions and divestitures. Our Discovery & Analytical Solutions segment revenue was \$396.5 million for the three months ended April 1, 2018, as compared to \$361.8 million for the three months ended April 2, 2017, an increase of \$34.8 million, or 10%, primarily due to an increase of \$22.8 million from our life sciences market revenue and an increase of \$11.9 million from our applied markets revenue. Our Diagnostics segment revenue was \$247.4 million for the three months ended April 1, 2018, as compared to \$152.4 million for the three months ended April 2, 2017, an increase of \$95.1 million, or 62%, due to continued expansion in our newborn, maternal fetal health and infectious disease screening solutions. As a result of adjustments to deferred revenue related to certain acquisitions required by business combination accounting rules, we did not recognize \$0.2 million of revenue for each of the three months ended April 1, 2018 and April 2, 2017 that otherwise would have been recorded by the acquired businesses during each of the respective periods.

#### ***Cost of Revenue***

Cost of revenue for the three months ended April 1, 2018 was \$351.8 million, as compared to \$274.4 million for the three months ended April 2, 2017, an increase of \$77.4 million, or 28%. As a percentage of revenue, cost of revenue increased to 54.6% for the three months ended April 1, 2018, from 53.4% for the three months ended April 2, 2017, resulting in a decrease in gross margin of 126 basis points to 45.4% for the three months ended April 1, 2018, from 46.6% for the three months ended April 2, 2017. Amortization of intangible assets increased and was \$11.7 million for the three months ended April 1, 2018, as compared to \$7.0 million for the three months ended April 2, 2017. Stock-based compensation expense was \$0.3 million for each of the three months ended April 1, 2018 and April 2, 2017. The amortization of purchase accounting adjustments to record the inventory from certain acquisitions added an incremental expense of \$9.2 million for the three months ended April 1, 2018 as compared to \$2.2 million for the three months ended April 2, 2017. In addition to the above items, the overall decrease in

gross margin was primarily the result of an unfavorable shift in product mix partially offset by benefits from our initiatives to improve our supply chain.

### ***Selling, General and Administrative Expenses***

Selling, general and administrative expenses for the three months ended April 1, 2018 were \$199.7 million, as compared to \$147.0 million for the three months ended April 2, 2017, an increase of \$52.7 million, or 36%. As a percentage of revenue, selling, general and administrative expenses increased and were 31.0% for the three months ended April 1, 2018, as compared to 28.6% for the three months ended April 2, 2017. Amortization of intangible assets increased and was \$21.1 million for the three months ended April 1, 2018, as compared to \$10.0 million for the three months ended April 2, 2017. Stock-based compensation expense was \$4.7 million for the three months ended April 1, 2018 as compared to \$4.3 million for the three months ended April 2, 2017. Other purchase accounting adjustments added an incremental expense of \$0.1 million for the three months ended April 1, 2018, as compared to \$0.8 million for the three months ended April 2, 2017. Acquisition and divestiture-related expenses added an incremental expense of \$2.6 million for each of the three months ended April 1, 2018 and April 2, 2017. Legal costs for a particular case were \$4.3 million for the three months ended April 1, 2018. In addition to the above items, the increase in selling, general and administrative expenses was primarily the result of costs related to growth investments, which was partially offset by lower costs as a result of cost containment and productivity initiatives.

### ***Research and Development Expenses***

Research and development expenses for the three months ended April 1, 2018 were \$46.0 million, as compared to \$33.3 million for the three months ended April 2, 2017, an increase of \$12.7 million, or 38%. As a percentage of revenue, research and development expenses increased and were 7.1% for the three months ended April 1, 2018, as compared to 6.5% for the three months ended April 2, 2017. Amortization of intangible assets was minimal for each of the three months ended April 1, 2018 and April 2, 2017. Stock-based compensation expense was \$0.3 million for each of the three months ended April 1, 2018 and April 2, 2017. The increase in research and development expenses was primarily the result of investments in new product development, which was partially offset by lower costs as a result of cost containment and productivity initiatives.

### ***Restructuring and Contract Termination Charges, Net***

We have undertaken a series of restructuring actions related to the impact of acquisitions and divestitures, the alignment of our operations with our growth strategy, the integration of our business units and our productivity initiatives. The current portion of restructuring and contract termination charges is recorded in accrued restructuring and contract termination charges and the long-term portion of restructuring and contract termination charges is recorded in long-term liabilities. The activities associated with these plans have been reported as restructuring and contract termination charges, net, as applicable, and are included as a component of income from continuing operations.

We implemented a restructuring plan in the first quarter of fiscal year 2018 consisting of workforce reductions principally intended to realign resources to emphasize growth initiatives (the "Q1 2018 Plan"). We implemented a restructuring plan in each of the fourth and third quarters of fiscal year 2017 consisting of workforce reductions principally intended to realign resources to emphasize growth initiatives (the "Q4 2017 Plan and "Q3 2017 Plan", respectively). We implemented a restructuring plan in the first quarter of fiscal year 2017 consisting of workforce reductions and the closure of excess facility space principally intended to focus resources on higher growth end markets (the "Q1 2017 Plan"). Details of the plans initiated in previous years (the "Previous Plans") are discussed more fully in Note 4 to the audited consolidated financial statements in the 2017 Form 10-K.

The following table summarizes the reductions in headcount, the initial restructuring or contract termination charges by operating segment, and the dates by which payments were substantially completed, or the dates by which payments are expected to be substantially completed, for restructuring actions implemented during fiscal years 2018 and 2017 in continuing operations:

	Workforce Reductions			Closure of Excess Facility			(Expected) Date Payments Substantially Completed by	
	Headcount Reduction	Discovery & Analytical Solutions	Diagnostics	Discovery & Analytical Solutions	Diagnostics	Total	Severance	Excess Facility
(In thousands, except headcount data)								
Q1 2018 Plan	47	\$ 5,096	\$ 902	\$ —	\$ —	\$ 5,998	Q2 FY2019	—
Q4 2017 Plan	29	1,680	255	—	—	1,935	Q1 FY2019	—
Q3 2017 Plan	27	1,321	1,021	—	—	2,342	Q4 FY2018	—
Q1 2017 Plan	90	5,000	1,631	33	33	6,697	Q2 FY2018	Q2 FY2018

We do not currently expect to incur any future charges for these plans. We expect to make payments under the Previous Plans for remaining residual lease obligations, with terms varying in length, through fiscal year 2022.

In connection with the termination of various contractual commitments, we recorded additional pre-tax charges of \$0.2 million during the three months ended April 1, 2018 in the Discovery & Analytical Solutions segment.

At April 1, 2018, we had \$17.2 million recorded for accrued restructuring and contract termination charges, of which \$12.4 million was recorded in short-term accrued restructuring and contract termination charges, \$1.9 million was recorded in long-term liabilities and \$2.9 million was recorded in other reserves. At December 31, 2017, we had \$14.0 million recorded for accrued restructuring and contract termination charges, of which \$8.8 million was recorded in short-term accrued restructuring and contract termination charges, \$2.3 million was recorded in long-term liabilities and \$2.9 million was recorded in other reserves. The following table summarizes our restructuring and contract termination accrual balances and related activity by restructuring plan, as well as contract termination accrual balances and related activity, during the three months ended April 1, 2018:

	Balance at December 31, 2017	2018 Charges	2018 Changes in Estimates, Net	2018 Amounts Paid	Balance at April 1, 2018
(In thousands)					
<b>Severance:</b>					
Q1 2018 Plan	\$ —	\$ 5,998	\$ —	\$ (645)	\$ 5,353
Q4 2017 Plan	1,919	—	—	(611)	1,308
Q3 2017 Plan	2,072	—	—	(626)	1,446
Q1 2017 Plan	2,498	—	—	(909)	1,589
<b>Facility:</b>					
Q1 2017 Plan	33	—	—	(13)	20
Previous Plans	4,399	—	353	(509)	4,243
Restructuring	10,921	5,998	353	(3,313)	13,959
Contract Termination	3,048	—	227	—	3,275
<b>Total Restructuring and Contract Termination</b>	<b>\$ 13,969</b>	<b>\$ 5,998</b>	<b>\$ 580</b>	<b>\$ (3,313)</b>	<b>\$ 17,234</b>

**Interest and Other Expense, Net**

Interest and other expense, net, consisted of the following:

	Three Months Ended	
	April 1, 2018	April 2, 2017
(In thousands)		
Interest income	\$ (265)	\$ (220)
Interest expense	17,650	10,864
Other income, net	(5,955)	(816)
Total interest and other expense, net	\$ 11,430	\$ 9,828

Interest and other expense, net, for the three months ended April 1, 2018 was an expense of \$11.4 million, as compared to an expense of \$9.8 million for the three months ended April 2, 2017, an increase of \$1.6 million. The increase in interest and other expense, net, for the three months ended April 1, 2018, as compared to the three months ended April 2, 2017, was primarily due to an increase in interest expense by \$6.8 million due to higher outstanding bank debt balances related to financing of the EUROIMMUM acquisition. This was partially offset by an increase in other income, net by \$5.1 million which consisted primarily of gains and expenses related to foreign currency transactions, translation of non-functional currency assets and liabilities and pension cost adjustment. The other components of net periodic pension credit were \$2.5 million and \$1.8 million for the three months ended April 1, 2018 and April 2, 2017, respectively. During the three months ended April 1, 2018, we recognized \$0.2 million of interest expense and \$0.7 million of foreign exchange gain related to acquisitions. A more complete discussion of our liquidity is set forth below under the heading "Liquidity and Capital Resources."

**Provision for Income Taxes**

For the three months ended April 1, 2018, the provision for income taxes from continuing operations was \$2.5 million, as compared to \$3.9 million for the three months ended April 2, 2017.

On December 22, 2017, the President of the United States signed into law tax reform legislation, known as the Tax Cuts and Jobs Act (the "Tax Act"), which makes broad and complex changes to the U.S. Internal Revenue Code. Changes include, but are not limited to: (1) the lowering of the U.S. corporate tax rate from 35% to 21%; (2) the transition of U.S. international taxation from a worldwide tax system to a modified territorial system with a one-time transition tax on the deemed repatriation of cumulative foreign earnings as of December 31, 2017; (3) a new provision designed to tax global intangible low-taxed income (GILTI); (4) the creation of the base erosion anti-abuse tax (BEAT), which is effectively a new minimum tax; (5) the deduction for foreign-derived intangible income (FDII); (6) a new limitation on deductible interest expense; (7) the repeal of the domestic production activity deduction; and (8) limitations on the deductibility of certain executive compensation. Based on available information, we have performed a preliminary analysis of the impacts of the Tax Act, and the details are discussed more fully in Note 9, *Income Taxes*, in the Notes to Condensed Consolidated Financial Statements

The effective tax rate from continuing operations was 8.7% for the three months ended April 1, 2018, as compared to 9.8% for the three months ended April 2, 2017. The lower effective tax rate during the first three months of fiscal year 2018, as compared to the first three months of fiscal year 2017, was due to certain lower tax rate jurisdictions projected to have higher income in fiscal year 2018 as compared to fiscal year 2017, partially offset by lower tax benefits related to discrete items, which were \$1.4 million in the first three months of fiscal year 2018, as compared to \$2.5 million in the first three months of fiscal year 2017.

**Disposition of Businesses and Assets**

As part of our continuing efforts to focus on higher growth opportunities, we have discontinued certain businesses. When the discontinued operations represented a strategic shift that will have a major effect on our operations and financial statements, we accounted for these businesses as discontinued operations, and accordingly, have presented the results of operations and related cash flows as discontinued operations. Any business deemed to be a discontinued operation prior to the adoption of ASU 2014-08, *Reporting Discontinued Operations and Disclosures of Disposals of Components of An Entity*, continues to be reported as a discontinued operations, and the results of operations and related cash flows are presented as discontinued operations for all periods presented. Any remaining assets and liabilities of these businesses have been presented separately, and are reflected within assets and liabilities of discontinued operations in the accompanying condensed consolidated balance sheets as of April 1, 2018 and December 31, 2017.

On May 1, 2017 (the "Varex Closing Date"), we completed the sale of our Medical Imaging business to Varex Imaging Corporation ("Varex") pursuant to the terms of the Master Purchase and Sale Agreement, dated December 21, 2016 (the "Agreement"), by and between us and Varian Medical Systems, Inc. ("Varian") and the subsequent Assignment and Assumption Agreement, dated January 27, 2017, between Varian and Varex, pursuant to which Varian assigned its rights under the Agreement to Varex. On the Varex Closing Date, we received consideration of approximately \$277.4 million for the sale of the Medical Imaging business. During fiscal year 2017, we paid Varex \$4.2 million to settle a post-closing working capital adjustment. During fiscal year 2017, we recorded a pre-tax gain of \$179.6 million and income tax expense of \$43.1 million related to the sale of the Medical Imaging business in discontinued operations and dispositions. The corresponding tax liability was recorded within the other tax liabilities in our condensed consolidated balance sheet, and we expect to utilize tax attributes to minimize the tax liability.

Following the closing, we are providing certain customary transitional services during a period of up to 12 months. Commercial transactions between the parties following the closing of the transaction are not expected to be significant.

During fiscal year 2017, we sold Suzhou PerkinElmer Medical Laboratory Co., Ltd. for aggregate consideration of \$2.3 million, recognizing a pre-tax loss of \$1.1 million. The pre-tax loss recognized in fiscal year 2017 is included in interest and other expense, net in our condensed consolidated statement of operations. Suzhou PerkinElmer Medical Laboratory Co., Ltd. was a component of our Diagnostics segment. The divestiture of Suzhou PerkinElmer Medical Laboratory Co., Ltd. has not been classified as a discontinued operation in this Form 10-Q because the disposition does not represent a strategic shift that will have a major effect on our operations and financial statements.

The summary pre-tax operating results of the discontinued operations, were as follows for the three months ended:

	April 1, 2018	April 2, 2017
	(In thousands)	
Revenue	\$ —	\$ 36,094
Cost of revenue	—	24,795
Selling, general and administrative expenses	—	3,943
Research and development expenses	—	3,597
Income from discontinued operations before income taxes	\$ —	\$ 3,759

#### Contingencies, Including Tax Matters

We are conducting a number of environmental investigations and remedial actions at our current and former locations and, along with other companies, have been named a potentially responsible party ("PRP") for certain waste disposal sites. We accrue for environmental issues in the accounting period that our responsibility is established and when the cost can be reasonably estimated. We have accrued \$9.3 million and \$9.4 million as of April 1, 2018 and December 31, 2017, respectively, which represents our management's estimate of the cost of the remediation of known environmental matters, and does not include any potential liability for related personal injury or property damage claims. These amounts were included in accrued expenses and other current liabilities. Our environmental accrual is not discounted and does not reflect the recovery of any material amounts through insurance or indemnification arrangements. The cost estimates are subject to a number of variables, including the stage of the environmental investigations, the magnitude of the possible contamination, the nature of the potential remedies, possible joint and several liability, the time period over which remediation may occur, and the possible effects of changing laws and regulations. For sites where we have been named a PRP, our management does not currently anticipate any additional liability to result from the inability of other significant named parties to contribute. We expect that the majority of such accrued amounts could be paid out over a period of up to ten years. As assessment and remediation activities progress at each individual site, these liabilities are reviewed and adjusted to reflect additional information as it becomes available. There have been no environmental problems to date that have had, or are expected to have, a material adverse effect on our condensed consolidated financial statements. While it is possible that a loss exceeding the amounts recorded in the condensed consolidated financial statements may be incurred, the potential exposure is not expected to be materially different from those amounts recorded.

Various tax years after 2010 remain open to examination by certain jurisdictions in which we have significant business operations, such as Finland, Germany, Italy, Netherlands, Singapore, the United Kingdom and the United States. The tax years under examination vary by jurisdiction. We regularly review our tax positions in each significant taxing jurisdiction in the process of evaluating our unrecognized tax benefits. We make adjustments to our unrecognized tax benefits when: (i) facts and circumstances regarding a tax position change, causing a change in management's judgment regarding that tax position; (ii) a tax position is effectively settled with a tax authority; and/or (iii) the statute of limitations expires regarding a tax position.

We are subject to various claims, legal proceedings and investigations covering a wide range of matters that arise in the ordinary course of our business activities. Although we have established accruals for potential losses that we believe are probable and reasonably estimable, in our opinion, based on our review of the information available at this time, the total cost of resolving these contingencies at April 1, 2018 would not have a material adverse effect on our condensed consolidated financial statements. However, each of these matters is subject to uncertainties, and it is possible that some of these matters may be resolved unfavorably to us.

## Reporting Segment Results of Continuing Operations

### *Discovery & Analytical Solutions*

Revenue for the three months ended April 1, 2018 was \$396.5 million, as compared to \$361.8 million for the three months ended April 2, 2017, an increase of \$34.8 million, or 10%, which includes an approximate 5% increase in revenue attributable to favorable changes in foreign exchange rates. The analysis in the remainder of this paragraph compares selected revenue by product type for the three months ended April 1, 2018, as compared to the three months ended April 2, 2017, and includes the effect of foreign exchange fluctuations, acquisitions and divestitures. The increase in revenue in our Discovery & Analytical Solutions segment was a result of an increase of \$22.8 million in our life sciences market revenue and an increase in applied markets revenue of \$11.9 million. In our laboratory services market, we had higher growth in our core environmental services. In our life sciences market, we experienced a strong performance from our Informatics business and increased demand for our OneSource laboratory service business. In our applied markets, we experienced higher growth in our environmental offerings, driven by solid GC and ICP-MS sales.

Operating income from continuing operations for the three months ended April 1, 2018 was \$36.2 million, as compared to \$30.2 million for the three months ended April 2, 2017, an increase of \$6.0 million, or 20%. Amortization of intangible assets was \$11.7 million for the three months ended April 1, 2018, as compared to \$12.3 million for the three months ended April 2, 2017. Restructuring and contract termination charges, net, were \$5.7 million for the three months ended April 1, 2018, as compared to \$8.0 million for the three months ended April 2, 2017. Acquisition and divestiture-related expenses, contingent consideration and other costs added an incremental expense of \$0.1 million for the three months ended April 1, 2018, as compared to \$0.3 million for the three months ended April 2, 2017. Legal costs for a particular case were \$4.2 million for the three months ended April 1, 2018. In addition to the factors noted above, operating income increased for the three months ended April 1, 2018, as compared to the three months ended April 2, 2017, as we continued to realize the benefits from our cost containment initiatives partially offset by higher costs in research and development expenses and a shift in product mix, with an increase in sales of lower gross margin product offerings.

### *Diagnostics*

Revenue for the three months ended April 1, 2018 was \$247.4 million, as compared to \$152.4 million for the three months ended April 2, 2017, an increase of \$95.1 million, or 62%, which includes an approximate 50% increase in revenue attributable to acquisitions and divestitures and a 5% increase in revenue attributable to favorable changes in foreign exchange rates. As a result of adjustments to deferred revenue related to certain acquisitions required by business combination accounting rules, we did not recognize \$0.2 million of revenue in our Diagnostics segment for each of the three months ended April 1, 2018 and April 2, 2017 that otherwise would have been recorded by the acquired businesses during each of the respective periods. In our diagnostics market, we experienced growth from continued expansion of our newborn, maternal fetal health and infectious disease screening solutions in key regions outside the United States, particularly in emerging markets, such as China and India, and Europe. EUROIMMUN contributed \$82.0 million in revenues during the first three months of fiscal year 2018.

Operating income from continuing operations for the three months ended April 1, 2018 was \$18.4 million, as compared to \$32.7 million for the three months ended April 2, 2017, a decrease of \$14.3 million, or 44%. Amortization of intangible assets increased and was \$21.2 million for the three months ended April 1, 2018, as compared to \$4.8 million for the three months ended April 2, 2017. Restructuring and contract termination charges, net, were \$0.9 million for the three months ended April 1, 2018, as compared to \$1.7 million for the three months ended April 2, 2017. Acquisition and divestiture-related expenses, contingent consideration and other costs added an incremental expense of \$2.9 million for the three months ended April 1, 2018, as compared to \$3.4 million for the three months ended April 2, 2017. The amortization of purchase accounting adjustments to record the inventory from certain acquisitions was \$9.2 million for the three months ended April 1, 2018, as compared to \$2.2 million for the three months ended April 2, 2017. Legal costs for a particular case were \$0.2 million for the three months ended April 1, 2018. In addition to the factors noted above, operating income decreased for the three months ended April 1, 2018, as compared to the three months ended April 2, 2017, primarily the result of an unfavorable shift in product mix partially offset by higher sales volume, strong reproductive health sales and benefits from our initiatives to improve our supply chain.

## Liquidity and Capital Resources

We require cash to pay our operating expenses, make capital expenditures, make strategic acquisitions, service our debt and other long-term liabilities, repurchase shares of our common stock and pay dividends on our common stock. Our principal sources of funds are from our operations and the capital markets, particularly the debt markets. We anticipate that our internal operations will generate sufficient cash to fund our operating expenses, capital expenditures, smaller acquisitions, interest payments on our debt and dividends on our common stock. However, we expect to use external sources to satisfy the balance of our debt when due and fund any larger acquisitions and other long-term liabilities, such as contributions to our postretirement benefit plans.

Principal factors that could affect the availability of our internally generated funds include:

- changes in sales due to weakness in markets in which we sell our products and services, and
- changes in our working capital requirements.

Principal factors that could affect our ability to obtain cash from external sources include:

- financial covenants contained in the financial instruments controlling our borrowings that limit our total borrowing capacity,
- increases in interest rates applicable to our outstanding variable rate debt,
- a ratings downgrade that could limit the amount we can borrow under our senior unsecured revolving credit facility and our overall access to the corporate debt market,
- increases in interest rates or credit spreads, as well as limitations on the availability of credit, that affect our ability to borrow under future potential facilities on a secured or unsecured basis,
- a decrease in the market price for our common stock, and
- volatility in the public debt and equity markets.

At April 1, 2018, we had cash and cash equivalents of \$180.8 million, of which \$169.7 million was held by our non-U.S. subsidiaries, and we had \$306.6 million of additional borrowing capacity available under our senior unsecured revolving credit facility. We had no other liquid investments at April 1, 2018.

We utilize a variety of tax planning and financing strategies to ensure that our worldwide cash is available in the locations in which it is needed. The Tax Act requires us to pay a one-time transition tax on the unremitted earnings of foreign subsidiaries. Based on available information, we estimated the tax on the deemed repatriation of our foreign earnings and have recorded a tax expense of \$85.0 million in continuing operations at December 31, 2017. As we continue to refine our earnings and profits analysis, we will refine our calculations of the one-time transition tax, which could affect the measurement of this liability. No additional income taxes have been provided for any remaining undistributed foreign earnings not subject to the transition tax, or any additional outside basis difference inherent in these entities, as these amounts continue to be indefinitely reinvested in foreign operations.

On July 27, 2016, our Board of Directors (our "Board") authorized us to repurchase up to 8.0 million shares of common stock under a stock repurchase program (the "Repurchase Program"). The Repurchase Program will expire on July 26, 2018 unless terminated earlier by our Board, and may be suspended or discontinued at any time. During the three months ended April 1, 2018, we had no stock repurchases under the Repurchase Program. As of April 1, 2018, 8.0 million shares remained available for repurchase under the Repurchase Program.

In addition, our Board has authorized us to repurchase shares of common stock to satisfy minimum statutory tax withholding obligations in connection with the vesting of restricted stock awards and restricted stock unit awards granted pursuant to our equity incentive plans and to satisfy obligations related to the exercise of stock options made pursuant to our equity incentive plans. During the three months ended April 1, 2018, we repurchased 58,449 shares of common stock for this purpose at an aggregate cost of \$4.6 million.

The repurchased shares have been reflected as additional authorized but unissued shares, with the payments reflected in common stock and capital in excess of par value. Any repurchased shares will be available for use in connection with corporate programs. If we continue to repurchase shares, the Repurchase Program will be funded using our existing financial resources, including cash and cash equivalents, and our senior unsecured revolving credit facility.

Distressed global financial markets could adversely impact general economic conditions by reducing liquidity and credit availability, creating increased volatility in security prices, widening credit spreads and decreasing valuations of certain

investments. The widening of credit spreads may create a less favorable environment for certain of our businesses and may affect the fair value of financial instruments that we issue or hold. Increases in credit spreads, as well as limitations on the availability of credit at rates we consider to be reasonable, could affect our ability to borrow under future potential facilities on a secured or unsecured basis, which may adversely affect our liquidity and results of operations. In difficult global financial markets, we may be forced to fund our operations at a higher cost, or we may be unable to raise as much funding as we need to support our business activities.

During the first three months of fiscal year 2018, we contributed \$2.2 million, in the aggregate, to our defined benefit pension plans outside of the United States, and expect to contribute an additional \$6.6 million by the end of fiscal year 2018. During the three months ended April 1, 2018, we contributed \$15.0 million to our defined benefit pension plan in the United States for plan year 2017. We could potentially have to make additional contributions in future periods for all pension plans. We expect to use existing cash and external sources to satisfy future contributions to our pension plans.

Our pension plans have not experienced a material impact on liquidity or counterparty exposure due to the volatility and uncertainty in the credit markets. We recognize actuarial gains and losses in operating results in the fourth quarter of the year in which the gains and losses occur, unless there is an interim remeasurement required for one of our plans. It is difficult to reliably predict the magnitude of such adjustments for gains and losses in fiscal year 2018. These adjustments are primarily driven by events and circumstances beyond our control, including changes in interest rates, the performance of the financial markets and mortality assumptions. To the extent the discount rates decrease or the value of our pension and postretirement investments decrease, a loss to operations will be recorded in fiscal year 2018. Conversely, to the extent the discount rates increase or the value of our pension and postretirement investments increase more than expected, a gain will be recorded in fiscal year 2018.

### **Cash Flows**

*Operating Activities.* Net cash used in continuing operations was \$14.6 million for the three months ended April 1, 2018, as compared to net cash provided by continuing operations of \$41.2 million for the three months ended April 2, 2017, a decrease in cash provided by operating activities of \$55.8 million. The cash used in operating activities for the three months ended April 1, 2018 was principally a result of a net cash decrease in accrued expenses, other assets and liabilities and other items of \$52.4 million and a net cash decrease in working capital of \$45.3 million. These items were partially offset by income from continuing operations of \$26.0 million, and non-cash charges, including depreciation and amortization of \$44.5 million, restructuring and contract termination charges, net of \$6.6 million, stock-based compensation expense of \$5.3 million, amortization of deferred debt issuance costs and accretion of discounts of \$0.6 million, and change in fair value of contingent consideration of \$0.1 million. Contributing to the net cash decrease in working capital for the three months ended April 1, 2018, excluding the effect of foreign exchange rate fluctuations, was an increase in accounts receivable of \$10.3 million, an increase in inventory of \$25.0 million and a decrease in accounts payable of \$10.0 million. The increase in accounts receivable was a result of higher sales volume during the first three months of fiscal year 2018. The increase in inventory was primarily a result of expanding the amount of inventory held at sales locations within our Discovery & Analytical Solutions and Diagnostics segments to improve responsiveness to customer requirements and to facilitate the introduction of new products. The decrease in accounts payable was primarily a result of the timing of disbursements during the first three months of fiscal year 2018. Changes in accrued expenses, other assets and liabilities and other items decreased cash provided by operating activities by \$52.4 million for the three months ended April 1, 2018, as compared to \$40.0 million for the three months ended April 2, 2017. These changes primarily related to the timing of payments for pensions, taxes, restructuring, and salary and benefits.

*Investing Activities.* Net cash used in the investing activities of our continuing operations was \$23.7 million for the three months ended April 1, 2018, as compared to \$129.6 million for the three months ended April 2, 2017, a decrease of \$105.9 million. For the three months ended April 1, 2018, the net cash used in investing activities of our continuing operations was principally a result of capital expenditures of \$22.7 million and \$1.1 million of cash used for acquisitions. These items were partially offset by an increase of \$0.1 million in proceeds from the surrender of life insurance policies. Net cash used for capital expenditures was \$6.0 million for the three months ended April 2, 2017. The capital expenditures in each period were primarily for manufacturing and other capital equipment purchases. In addition, during the three months ended April 2, 2017, we used \$123.6 million in cash for acquisitions and investments.

*Financing Activities.* Net cash provided by financing activities was \$13.0 million for the three months ended April 1, 2018, as compared to net cash used in financing activities of \$16.0 million for the three months ended April 2, 2017, a decrease in cash used in financing activities of \$29.0 million. During the three months ended April 1, 2018, our debt borrowings totaled \$204.0 million, which were partially offset by debt payments of \$147.0 million. This compares to debt borrowings of \$147.0 million, which were partially offset by our debt payments of \$146.0 million during the three months ended April 2, 2017. Proceeds from the issuance of common stock under our stock plans was \$7.5 million during the three months ended April 1,

2018 as compared to \$4.6 million for the three months ended April 2, 2017. This cash provided by financing activities during the three months ended April 1, 2018 was partially offset by settlement of forward foreign exchange contracts, payments of dividends, repurchase of our common stock pursuant to our equity incentive plans, and net payments on other credit facilities. During the three months ended April 1, 2018, we paid \$36.2 million as compared to \$1.6 million for settlement of forward foreign exchange contracts for the three months ended April 2, 2017. During each of the three months ended April 1, 2018 and April 2, 2017, we paid \$7.7 million in dividends. During the three months ended April 1, 2018, we repurchased 58,449 shares of our common stock to satisfy minimum statutory tax withholding obligations in connection with the vesting of restricted stock awards and restricted stock unit awards granted pursuant to our equity incentive plans and to satisfy obligations related to the exercise of stock options made pursuant to our equity incentive plans, for a total cost of \$4.6 million. This compares to repurchases of 1.6 million shares of common stock, which includes 66,658 shares of our common stock pursuant to our equity incentive plans for the three months ended April 2, 2017, for a total cost of \$3.1 million, including commissions. During the three months ended April 1, 2018, we had net payments on other credit facilities of \$3.0 million as compared to \$0.3 million for the three months ended April 2, 2017. We made \$8.9 million in payments for acquisition-related contingent consideration for the three months ended April 2, 2017.

### ***Borrowing Arrangements***

***Senior Unsecured Revolving Credit Facility.*** Our senior unsecured revolving credit facility provides for \$1.0 billion of revolving loans and has an initial maturity of August 11, 2021. As of April 1, 2018, undrawn letters of credit in the aggregate amount of \$11.4 million were treated as issued and outstanding when calculating the borrowing availability under the senior unsecured revolving credit facility. As of April 1, 2018, we had \$306.6 million available for additional borrowing under the facility. We use the senior unsecured revolving credit facility for general corporate purposes, which may include working capital, refinancing existing indebtedness, capital expenditures, share repurchases, acquisitions and strategic alliances. The interest rates under the senior unsecured revolving credit facility are based on the Eurocurrency rate or the base rate at the time of borrowing, plus a margin. The base rate is the higher of (i) the rate of interest in effect for such day as publicly announced from time to time by JP Morgan Chase Bank, N.A. as its "prime rate," (ii) the Federal Funds rate plus 50 basis points or (iii) an adjusted one-month Libor plus 1.00%. The Eurocurrency margin as of April 1, 2018 was 110 basis points. The weighted average Eurocurrency interest rate as of April 1, 2018 was 1.85%, resulting in a weighted average effective Eurocurrency rate, including the margin, of 2.95%, which was the interest applicable to the borrowings outstanding under the Eurocurrency rate as of April 1, 2018. As of April 1, 2018, the senior unsecured revolving credit facility had outstanding borrowings of \$682.0 million, and \$3.1 million of unamortized debt issuance costs. As of December 31, 2017, the senior unsecured revolving credit facility had outstanding borrowings of \$625.0 million, and \$3.3 million of unamortized debt issuance costs. The credit agreement for the facility contains affirmative, negative and financial covenants and events of default. The financial covenants include a debt-to-capital ratio that remains applicable for so long as our debt is rated as investment grade. In the event that our debt is not rated as investment grade, the debt-to-capital ratio covenant is replaced with a maximum consolidated leverage ratio covenant and a minimum consolidated interest coverage ratio covenant. We were in compliance with all applicable covenants as of April 1, 2018.

***Senior Unsecured Term Loan Credit Facility.*** We entered into a senior unsecured term loan credit facility on August 11, 2017 that provides for \$200.0 million of term loans and has an initial maturity of twelve months from December 19, 2017, the date of the initial draw. We utilized the senior unsecured term loan facility for the acquisition of EUROIMMUN. The interest rates under the senior unsecured term loan credit facility are based on the Eurocurrency rate or the base rate at the time of the borrowing, plus a margin. The base rate is the higher of (i) the rate of interest in effect for such day as publicly announced from time to time by JP Morgan Chase Bank, N.A. as its "prime rate," (ii) the Federal Funds rate plus 50 basis points or (iii) an adjusted one-month Libor plus 1.00%. The Eurocurrency margin as of April 1, 2018 was 110 basis points. The weighted average Eurocurrency interest rate as of April 1, 2018 was 1.81%, resulting in a weighted average effective Eurocurrency rate, including the margin, of 2.91%, which was the interest applicable to the borrowings outstanding under the Eurocurrency rate as of April 1, 2018. The senior unsecured term loan credit facility had outstanding borrowings of \$200.0 million as of April 1, 2018 and December 31, 2017, and a maturity date of December 18, 2018. The credit agreement for the facility contains affirmative, negative and financial covenants and events of defaults which are substantially similar to those contained in the senior unsecured revolving credit facility. We were in compliance with all applicable covenants as of April 1, 2018. In April 2018, we paid in full the outstanding balance of the senior unsecured term loan credit facility, from the proceeds of the 0.6% senior unsecured notes due in 2021 that was issued in April 2018.

***5% Senior Unsecured Notes due in 2021.*** On October 25, 2011, we issued \$500.0 million aggregate principal amount of senior unsecured notes due in 2021 (the "November 2021 Notes") in a registered public offering and received \$493.6 million of net proceeds from the issuance. The November 2021 Notes were issued at 99.4% of the principal amount, which resulted in a discount of \$3.1 million. As of April 1, 2018, the November 2021 Notes had an aggregate carrying value of \$496.6 million, net of \$1.3 million of unamortized original issue discount and \$2.1 million of unamortized debt issuance costs. As of December 31, 2017, the November 2021 Notes had an aggregate carrying value of \$496.6 million, net of \$1.4 million of unamortized original

issue discount and \$2.0 million of unamortized debt issuance costs. The November 2021 Notes mature in November 2021 and bear interest at an annual rate of 5%. Interest on the November 2021 Notes is payable semi-annually on May 15th and November 15th each year. Prior to August 15, 2021 (three months prior to their maturity date), we may redeem the November 2021 Notes in whole or in part, at our option, at a redemption price equal to the greater of (i) 100% of the principal amount of the November 2021 Notes to be redeemed, plus accrued and unpaid interest, or (ii) the sum of the present values of the remaining scheduled payments of principal and interest in respect to the November 2021 Notes being redeemed, discounted on a semi-annual basis, at the Treasury Rate plus 45 basis points, plus accrued and unpaid interest. At any time on or after August 15, 2021 (three months prior to their maturity date), we may redeem the November 2021 Notes, at our option, at a redemption price equal to 100% of the principal amount of the November 2021 Notes to be redeemed plus accrued and unpaid interest. Upon a change of control (as defined in the indenture governing the November 2021 Notes) and a contemporaneous downgrade of the November 2021 Notes below investment grade, each holder of November 2021 Notes will have the right to require us to repurchase such holder's November 2021 Notes for 101% of their principal amount, plus accrued and unpaid interest.

*1.875% Senior Unsecured Notes due 2026.* On July 19, 2016, we issued €500.0 million aggregate principal amount of senior unsecured notes due in 2026 (the "2026 Notes") in a registered public offering and received approximately €492.3 million of net proceeds from the issuance. The 2026 Notes were issued at 99.118% of the principal amount, which resulted in a discount of €4.4 million. The 2026 Notes mature in July 2026 and bear interest at an annual rate of 1.875%. Interest on the 2026 Notes is payable annually on July 19th each year. The proceeds from the 2026 Notes were used to pay in full the outstanding balance of our previous senior unsecured revolving credit facility. As of April 1, 2018, the 2026 Notes had an aggregate carrying value of \$607.4 million, net of \$4.7 million of unamortized original issue discount and \$4.2 million of unamortized debt issuance costs. As of December 31, 2017, the 2026 Notes had an aggregate carrying value of \$591.7 million, net of \$4.7 million of unamortized original issue discount and \$4.3 million of unamortized debt issuance costs.

Prior to April 19, 2026 (three months prior to their maturity date), we may redeem the 2026 Notes in whole at any time or in part from time to time, at our option, at a redemption price equal to the greater of (i) 100% of the principal amount of the 2026 Notes to be redeemed, or (ii) the sum of the present values of the remaining scheduled payments of principal and interest in respect to the 2026 Notes being redeemed, discounted on an annual basis, at the applicable Comparable Government Bond Rate (as defined in the indenture governing the 2026 Notes) plus 35 basis points; plus, in each case, accrued and unpaid interest. In addition, at any time on or after April 19, 2026 (three months prior to their maturity date), we may redeem the 2026 Notes, at our option, at a redemption price equal to 100% of the principal amount of the 2026 Notes due to be redeemed plus accrued and unpaid interest.

Upon a change of control (as defined in the indenture governing the 2026 Notes) and a contemporaneous downgrade of the 2026 Notes below investment grade, we will, in certain circumstances, make an offer to purchase the 2026 Notes at a price equal to 101% of their principal amount plus any accrued and unpaid interest.

*0.6% Senior Unsecured Notes due in 2021.* On April 11, 2018, we issued €300.0 million aggregate principal amount of senior unsecured notes due in 2021 (the "April 2021 Notes") in a registered public offering and received approximately €298.7 million of net proceeds from the issuance. The April 2021 Notes were issued at 99.95% of the principal amount, which resulted in a discount of €0.2 million. The April 2021 Notes mature in April 2021 and bear interest at an annual rate of 0.6%. Interest on the April 2021 Notes is payable annually on April 9th each year. The proceeds from the April 2021 Notes were used to pay in full the outstanding balance of our senior unsecured term loan credit facility, and a portion of the outstanding senior unsecured revolving credit facility, and in each case the borrowings were incurred to pay a portion of the purchase price for our acquisition of EUROIMMUM, which closed in December 19, 2017. Prior to the maturity date of the April 2021 Notes, we may redeem them in whole at any time or in part from time to time, at our option, at a redemption price equal to the greater of (i) 100% of the principal amount of the April 2021 Notes to be redeemed, or (ii) the sum of the present values of the remaining scheduled payments of principal and interest in respect to the April 2021 Notes being redeemed, discounted on an annual basis, at the applicable Comparable Government Bond Rate (as defined in the indenture governing the April 2021 Notes) plus 15 basis points; plus, in each case, accrued and unpaid interest. Upon a change of control (as defined in the indenture governing the April 2021 Notes) and a contemporaneous downgrade of the April 2021 Notes below investment grade, we will, in certain circumstances, make an offer to purchase the April 2021 Notes at a price equal to 101% of their principal amount, plus accrued and unpaid interest.

*Other Debt Facilities.* Our other debt facilities include Euro-denominated bank loans with an aggregate carrying value of €45.5 million (equivalent to \$56.0 million) and €47.6 million (equivalent to \$57.2 million) as of April 1, 2018 and December 31, 2017, respectively. These bank loans are primarily utilized for financing fixed assets and are repaid in monthly or quarterly installments with maturity dates extending to 2031. The bank loans in the aggregate amount of \$43.3 million bear fixed interest rates between 1.1% and 7.9% and bank loans in the aggregate amount of \$12.7 million bear variable interest rates based on the Euribor rate plus a margin between 1.3% and 1.5%. An aggregate amount of \$15.1 million of the bank loans are secured by mortgages on real property and the remaining \$40.9 million are unsecured. Certain credit agreements for the

unsecured bank loans include financial covenants which are based on an equity ratio or an equity ratio and minimum interest coverage ratio. We were in compliance with all applicable covenants as of April 1, 2018.

In addition, we have other unsecured revolving credit facilities and a secured bank loan in the amount of \$2.6 million and \$0.3 million, respectively, as of April 1, 2018. The unsecured revolving debt facilities bear fixed interest rates between 0.05% and 1.95% and will mature in 2018. The secured bank loan of \$0.3 million bears a fixed annual interest rate of 1.95% and is repaid in monthly installments until 2027.

*Financing Lease Obligations.* In fiscal year 2012, we entered into agreements with the lessors of certain buildings that we are currently occupying and leasing to expand those buildings. We provided a portion of the funds needed for the construction of the additions to the buildings, and as a result we were considered the owner of the buildings during the construction period. At the end of the construction period, we were not reimbursed by the lessors for all of the construction costs. We are therefore deemed to have continuing involvement and the leases qualify as financing leases under sale-leaseback accounting guidance, representing debt obligations for us and non-cash investing and financing activities. As a result, we capitalized \$29.3 million in property, plant and equipment, net, representing the fair value of the buildings with a corresponding increase to debt. We have also capitalized \$11.5 million in additional construction costs necessary to complete the renovations to the buildings, which were funded by the lessors, with a corresponding increase to debt. At April 1, 2018, we had \$35.6 million recorded for these financing lease obligations, of which \$1.4 million was recorded as short-term debt and \$34.2 million was recorded as long-term debt. At December 31, 2017, we had \$35.9 million recorded for these financing lease obligations, of which \$1.4 million was recorded as short-term debt and \$34.5 million was recorded as long-term debt. The buildings are being depreciated on a straight-line basis over the terms of the leases to their estimated residual values, which will equal the remaining financing obligation at the end of the lease term. At the end of the lease term, the remaining balances in property, plant and equipment, net and debt will be reversed against each other.

## **Dividends**

Our Board declared a regular quarterly cash dividend of \$0.07 per share for the first quarter of fiscal year 2018 and in each quarter of fiscal year 2017. At April 1, 2018, we had accrued \$7.7 million for dividends declared on January 25, 2018 for the first quarter of fiscal year 2018 that will be payable on May 10, 2018. On April 26, 2018, we announced that our Board had declared a quarterly dividend of \$0.07 per share for the second quarter of fiscal year 2018 that will be payable on August 10, 2018. In the future, our Board may determine to reduce or eliminate our common stock dividend in order to fund investments for growth, repurchase shares or conserve capital resources.

## **Contractual Obligations**

Our contractual obligations, as described in the contractual obligations table contained in Item 7. “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in the 2017 Form 10-K have changed due to new lease agreements for certain operating facilities.

During the three months ended April 1, 2018, we entered into new lease agreements for certain operating facilities. Our total rental payments to the lessors are now expected to be \$19.6 million for the remainder of fiscal year 2018, \$19.6 million for fiscal year 2019, \$13.5 million for fiscal year 2020, \$9.1 million for fiscal year 2021, \$7.3 million for fiscal year 2022 and \$19.8 million in the aggregate thereafter. There have not been any other material changes during the first three months of fiscal year 2018.

## **Effects of Recently Adopted and Issued Accounting Pronouncements**

See Note 1, *Basis of Presentation*, in the Notes to Condensed Consolidated Financial Statements for a summary of recently adopted and issued accounting pronouncements.

**Item 3. Quantitative and Qualitative Disclosures About Market Risk**

*Market Risk.* We are exposed to market risk, including changes in interest rates and currency exchange rates. To manage the volatility relating to these exposures, we enter into various derivative transactions pursuant to our policies to hedge against known or forecasted market exposures. We briefly describe several of the market risks we face below. The following disclosure is not materially different from the disclosure provided under the heading, Item 7A. “Quantitative and Qualitative Disclosure About Market Risk,” in our 2017 Form 10-K.

*Foreign Exchange Risk.* The potential change in foreign currency exchange rates offers a substantial risk to us, as approximately 70% of our business is conducted outside of the United States, generally in foreign currencies. Our risk management strategy currently uses forward contracts to mitigate certain balance sheet foreign currency transaction exposures. The intent of these economic hedges is to offset gains and losses that occur on the underlying exposures, with gains and losses resulting from the forward contracts that hedge these exposures. Moreover, we are able to partially mitigate the impact that fluctuations in currencies have on our net income as a result of our manufacturing facilities located in countries outside the United States, material sourcing and other spending which occur in countries outside the United States, resulting in natural hedges.

We do not enter into derivative contracts for trading or other speculative purposes, nor do we use leveraged financial instruments. Although we attempt to manage our foreign exchange risk through the above activities, when the U.S. dollar weakens against other currencies in which we transact business, sales and net income generally will be positively but not proportionately impacted. Conversely, when the U.S. dollar strengthens against other currencies in which we transact business, sales and net income will generally be negatively but not proportionately impacted.

In the ordinary course of business, we enter into foreign exchange contracts for periods consistent with our committed exposures to mitigate the effect of foreign currency movements on transactions denominated in foreign currencies. The intent of these economic hedges is to offset gains and losses that occur on the underlying exposures from these currencies, with gains and losses resulting from the forward currency contracts that hedge these exposures. Transactions covered by hedge contracts include intercompany and third-party receivables and payables. The contracts are primarily in European and Asian currencies, have maturities that do not exceed 12 months, have no cash requirements until maturity, and are recorded at fair value on our condensed consolidated balance sheets. The unrealized gains and losses on our foreign currency contracts are recognized immediately in interest and other expense, net. The cash flows related to the settlement of these hedges are included in cash flows from operating activities within our condensed consolidated statement of cash flows.

Principal hedged currencies include the British Pound, Euro, Swedish Krona, Japanese Yen and Singapore Dollar. We held forward foreign exchange contracts, designated as economic hedges, with U.S. dollar equivalent notional amounts totaling \$165.6 million, \$212.1 million and \$131.7 million at April 1, 2018, December 31, 2017 and April 2, 2017, respectively, and the fair value of these foreign currency derivative contracts was insignificant. The gains and losses realized on these foreign currency derivative contracts are not material. The duration of these contracts was generally 30 days or less during each of the three months ended April 1, 2018 and April 2, 2017.

In addition, in connection with certain intercompany loan agreements utilized to finance our acquisitions and stock repurchase program, we enter into forward foreign exchange contracts intended to hedge movements in foreign exchange rates prior to settlement of such intercompany loans denominated in foreign currencies. We record these hedges at fair value on our condensed consolidated balance sheets. The unrealized gains and losses on these hedges, as well as the gains and losses associated with the remeasurement of the intercompany loans, are recognized immediately in interest and other expense, net. The cash flows related to the settlement of these hedges are included in cash flows from financing activities within our condensed consolidated statement of cash flows.

The outstanding forward exchange contracts designated as economic hedges, which were intended to hedge movements in foreign exchange rates prior to the settlement of certain intercompany loan agreements included combined Euro notional amounts of €100.4 million and combined U.S. Dollar notional amounts of \$629.0 million as of April 1, 2018, combined Euro notional amounts of €57.2 million and combined U.S. Dollar notional amounts of \$1.3 billion as of December 31, 2017, and combined Euro notional amounts of €19.7 million and combined U.S. Dollar notional amounts of \$125.1 million as of April 2, 2017. The net gains and losses on these derivatives, combined with the gains and losses on the remeasurement of the hedged intercompany loans were not material for each of the three months ended April 1, 2018 and April 2, 2017. We paid \$36.2 million and \$1.6 million during the three months ended April 1, 2018 and April 2, 2017, respectively, from the settlement of these hedges. In April 2018, we settled certain of these forward exchange contracts, resulting in outstanding forward exchange contracts with Euro notional amounts of €16.9 million and combined U.S. Dollar notional amounts of \$35.8 million as of April 27, 2018.

During fiscal year 2016, we designated the 2026 Notes to hedge our investments in certain foreign subsidiaries. Realized and unrealized translation adjustments from these hedges were included in the foreign currency translation component of accumulated other comprehensive income ("AOCI"), which offsets translation adjustments on the underlying net assets of foreign subsidiaries. The cumulative translation gains or losses will remain in AOCI until the foreign subsidiaries are liquidated or sold. In January 2018, we removed the hedging relationship of our 2026 Notes and investments in certain foreign subsidiaries and recognized \$2.1 million of unrealized foreign exchange gain in AOCI. The translation adjustment of the 2026 Notes recognized in interest and other expense, net in the condensed consolidated statement of operations was \$17.5 million for the three months ended April 1, 2018.

*Foreign Currency Exchange Risk—Value-at-Risk Disclosure.* We continue to measure foreign currency risk using the Value-at-Risk model described in Item 7A. "Quantitative and Qualitative Disclosure About Market Risk," in our 2017 Form 10-K. The measures for our Value-at-Risk analysis have not changed materially.

*Interest Rate Risk.* As described above, our debt portfolio includes variable rate instruments. Fluctuations in interest rates can therefore have a direct impact on both our short-term cash flows, as they relate to interest, and our earnings. To manage the volatility relating to these exposures, we periodically enter into various derivative transactions pursuant to our policies to hedge against known or forecasted interest rate exposures.

*Interest Rate Risk—Sensitivity.* Our 2017 Form 10-K presents sensitivity measures for our interest rate risk. The measures for our sensitivity analysis have not changed materially. More information is available in Item 7A. "Quantitative and Qualitative Disclosure About Market Risk," in our 2017 Form 10-K for our sensitivity disclosure.

#### **Item 4. Controls and Procedures**

*Evaluation of Disclosure Controls and Procedures.* Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of the end of our fiscal quarter ended April 1, 2018. The term "disclosure controls and procedures" as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), means controls and other procedures of a company that are designed to provide reasonable assurance that information required to be disclosed by the company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on the evaluation of our disclosure controls and procedures as of the end of our fiscal quarter ended April 1, 2018, our Chief Executive Officer and Chief Financial Officer concluded that, as of such date, our disclosure controls and procedures were effective at the reasonable assurance level.

*Changes in Internal Control.* We implemented the new revenue recognition standard as of January 1, 2018. As a result, we made the following significant modifications to our internal control over financial reporting, including changes to accounting policies and procedures, operational processes, and documentation practices:

- updated our policies and procedures related to revenue recognition and added documentation processes related to meeting the new criteria for revenue recognition;
- modified our contract review controls to take into account the new criteria for recognizing revenue, specifically the identification of implied promises and the evaluation of whether performance obligations are distinct in the context of the contract; and
- added controls to address related required disclosures regarding revenue, including the disclosure of performance obligations and our significant judgment and estimates for determining the transaction prices and when to recognize revenue.

Other than the items described above, there were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the fiscal quarter ended April 1, 2018 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II. OTHER INFORMATION

### Item 1. *Legal Proceedings*

We are subject to various claims, legal proceedings and investigations covering a wide range of matters that arise in the ordinary course of our business activities. Although we have established accruals for potential losses that we believe are probable and reasonably estimable, in the opinion of our management, based on its review of the information available at this time, the total cost of resolving these contingencies at April 1, 2018 should not have a material adverse effect on our condensed consolidated financial statements. However, each of these matters is subject to uncertainties, and it is possible that some of these matters may be resolved unfavorably to us.

### Item 1A. *Risk Factors*

The following important factors affect our business and operations generally or affect multiple segments of our business and operations:

***If the markets into which we sell our products decline or do not grow as anticipated due to a decline in general economic conditions, or there are uncertainties surrounding the approval of government or industrial funding proposals, or there are unfavorable changes in government regulations, we may see an adverse effect on the results of our business operations.***

Our customers include pharmaceutical and biotechnology companies, laboratories, academic and research institutions, public health authorities, private healthcare organizations, doctors and government agencies. Our quarterly revenue and results of operations are highly dependent on the volume and timing of orders received during the quarter. In addition, our revenues and earnings forecasts for future quarters are often based on the expected trends in our markets. However, the markets we serve do not always experience the trends that we may expect. Negative fluctuations in our customers' markets, the inability of our customers to secure credit or funding, restrictions in capital expenditures, general economic conditions, cuts in government funding or unfavorable changes in government regulations would likely result in a reduction in demand for our products and services. In addition, government funding is subject to economic conditions and the political process, which is inherently fluid and unpredictable. Our revenues may be adversely affected if our customers delay or reduce purchases as a result of uncertainties surrounding the approval of government or industrial funding proposals. Such declines could harm our consolidated financial position, results of operations, cash flows and trading price of our common stock, and could limit our ability to sustain profitability.

***Our growth is subject to global economic and political conditions, and operational disruptions at our facilities.***

Our business is affected by global economic and political conditions as well as the state of the financial markets, particularly as the United States and other countries balance concerns around debt, inflation, growth and budget allocations in their policy initiatives. There can be no assurance that global economic conditions and financial markets will not worsen and that we will not experience any adverse effects that may be material to our consolidated cash flows, results of operations, financial position or our ability to access capital, such as the adverse effects resulting from a prolonged shutdown in government operations both in the United States and internationally. Our business is also affected by local economic environments, including inflation, recession, financial liquidity and currency volatility or devaluation. Political changes, some of which may be disruptive, could interfere with our supply chain, our customers and all of our activities in a particular location.

While we take precautions to prevent production or service interruptions at our global facilities, a major earthquake, fire, flood, power loss or other catastrophic event that results in the destruction or delay of any of our critical business operations could result in our incurring significant liability to customers or other third parties, cause significant reputational damage or have a material adverse effect on our business, operating results or financial condition.

Certain of these risks can be hedged to a limited degree using financial instruments, or other measures, and some of these risks are insurable, but any such mitigation efforts are costly and may not always be fully successful. Our ability to engage in such mitigation efforts has decreased or become even more costly as a result of recent market developments.

***If we do not introduce new products in a timely manner, we may lose market share and be unable to achieve revenue growth targets.***

We sell many of our products in industries characterized by rapid technological change, frequent new product and service introductions, and evolving customer needs and industry standards. Many of the businesses competing with us in these industries have significant financial and other resources to invest in new technologies, substantial intellectual property portfolios, substantial experience in new product development, regulatory expertise, manufacturing capabilities, and established

distribution channels to deliver products to customers. Our products could become technologically obsolete over time, or we may invest in technology that does not lead to revenue growth or continue to sell products for which the demand from our customers is declining, in which case we may lose market share or not achieve our revenue growth targets. The success of our new product offerings will depend upon several factors, including our ability to:

- accurately anticipate customer needs,
- innovate and develop new reliable technologies and applications,
- successfully commercialize new technologies in a timely manner,
- price our products competitively, and manufacture and deliver our products in sufficient volumes and on time, and
- differentiate our offerings from our competitors' offerings.

Many of our products are used by our customers to develop, test and manufacture their products. We must anticipate industry trends and consistently develop new products to meet our customers' expectations. In developing new products, we may be required to make significant investments before we can determine the commercial viability of the new product. If we fail to accurately foresee our customers' needs and future activities, we may invest heavily in research and development of products that do not lead to significant revenue. We may also suffer a loss in market share and potential revenue if we are unable to commercialize our technology in a timely and efficient manner.

In addition, some of our licensed technology is subject to contractual restrictions, which may limit our ability to develop or commercialize products for some applications.

***We may not be able to successfully execute acquisitions or divestitures, license technologies, integrate acquired businesses or licensed technologies into our existing businesses, or make acquired businesses or licensed technologies profitable.***

We have in the past supplemented, and may in the future supplement, our internal growth by acquiring businesses and licensing technologies that complement or augment our existing product lines, such as our acquisitions of EUROIMMUN and Tulip during fiscal year 2017. However, we may be unable to identify or complete promising acquisitions or license transactions for many reasons, such as:

- competition among buyers and licensees,
- the high valuations of businesses and technologies,
- the need for regulatory and other approval, and
- our inability to raise capital to fund these acquisitions.

Some of the businesses we acquire may be unprofitable or marginally profitable, or may increase the variability of our revenue recognition. If, for example, we are unable to successfully commercialize products and services related to significant in-process research and development that we have capitalized, we may have to impair the value of such assets. Accordingly, the earnings or losses of acquired businesses may dilute our earnings. For these acquired businesses to achieve acceptable levels of profitability, we would have to improve their management, operations, products and market penetration. We may not be successful in this regard and may encounter other difficulties in integrating acquired businesses into our existing operations, such as incompatible management, information or other systems, cultural differences, loss of key personnel, unforeseen regulatory requirements, previously undisclosed liabilities or difficulties in predicting financial results. Additionally, if we are not successful in selling businesses we seek to divest, the activity of such businesses may dilute our earnings and we may not be able to achieve the expected benefits of such divestitures. As a result, our financial results may differ from our forecasts or the expectations of the investment community in a given quarter or over the long term.

To finance our acquisitions, we may have to raise additional funds, either through public or private financings. We may be unable to obtain such funds or may be able to do so only on terms unacceptable to us. We may also incur expenses related to completing acquisitions or licensing technologies, or in evaluating potential acquisitions or technologies, which may adversely impact our profitability.

***We may not be successful in adequately protecting our intellectual property.***

Patent and trade secret protection is important to us because developing new products, processes and technologies gives us a competitive advantage, although it is time-consuming and expensive. We own many United States and foreign patents and intend to apply for additional patents. Patent applications we file, however, may not result in issued patents or, if they do, the claims allowed in the patents may be narrower than what is needed to protect fully our products, processes and technologies.

The expiration of our previously issued patents may cause us to lose a competitive advantage in certain of the products and services we provide. Similarly, applications to register our trademarks may not be granted in all countries in which they are filed. For our intellectual property that is protected by keeping it secret, such as trade secrets and know-how, we may not use adequate measures to protect this intellectual property.

Third parties may also challenge the validity of our issued patents, may circumvent or “design around” our patents and patent applications, or may claim that our products, processes or technologies infringe their patents. In addition, third parties may assert that our product names infringe their trademarks. We may incur significant expense in legal proceedings to protect our intellectual property against infringement by third parties or to defend against claims of infringement by third parties. Claims by third parties in pending or future lawsuits could result in awards of substantial damages against us or court orders that could effectively prevent us from manufacturing, using, importing or selling our products in the United States or other countries.

***If we are unable to renew our licenses or otherwise lose our licensed rights, we may have to stop selling products or we may lose competitive advantage.***

We may not be able to renew our existing licenses, or licenses we may obtain in the future, on terms acceptable to us, or at all. If we lose the rights to a patented or other proprietary technology, we may need to stop selling products incorporating that technology and possibly other products, redesign our products or lose a competitive advantage. Potential competitors could in-license technologies that we fail to license and potentially erode our market share.

Our licenses typically subject us to various economic and commercialization obligations. If we fail to comply with these obligations, we could lose important rights under a license, such as the right to exclusivity in a market, or incur losses for failing to comply with our contractual obligations. In some cases, we could lose all rights under the license. In addition, rights granted under the license could be lost for reasons out of our control. For example, the licensor could lose patent protection for a number of reasons, including invalidity of the licensed patent, or a third-party could obtain a patent that curtails our freedom to operate under one or more licenses.

***If we do not compete effectively, our business will be harmed.***

We encounter aggressive competition from numerous competitors in many areas of our business. We may not be able to compete effectively with all of these competitors. To remain competitive, we must develop new products and periodically enhance our existing products. We anticipate that we may also have to adjust the prices of many of our products to stay competitive. In addition, new competitors, technologies or market trends may emerge to threaten or reduce the value of entire product lines.

***Our quarterly operating results could be subject to significant fluctuation, and we may not be able to adjust our operations to effectively address changes we do not anticipate, which could increase the volatility of our stock price and potentially cause losses to our shareholders.***

Given the nature of the markets in which we participate, we cannot reliably predict future revenue and profitability. Changes in competitive, market and economic conditions may require us to adjust our operations, and we may not be able to make those adjustments or make them quickly enough to adapt to changing conditions. A high proportion of our costs are fixed, due in part to our research and development and manufacturing costs. As a result, small declines in sales could disproportionately affect our operating results in a quarter. Factors that may affect our quarterly operating results include:

- demand for and market acceptance of our products,
- competitive pressures resulting in lower selling prices,
- changes in the level of economic activity in regions in which we do business,
- changes in general economic conditions or government funding,
- settlements of income tax audits,
- expenses incurred in connection with claims related to environmental conditions at locations where we conduct or formerly conducted operations,
- contract termination and litigation costs,
- differing tax laws and changes in those laws, or changes in the countries in which we are subject to taxation,
- changes in our effective tax rate,
- changes in industries, such as pharmaceutical and biomedical,

- changes in the portions of our revenue represented by our various products and customers,
- our ability to introduce new products,
- our competitors' announcement or introduction of new products, services or technological innovations,
- costs of raw materials, energy or supplies,
- changes in healthcare or other reimbursement rates paid by government agencies and other third parties for certain of our products and services,
- our ability to realize the benefit of ongoing productivity initiatives,
- changes in the volume or timing of product orders,
- fluctuation in the expense related to the mark-to-market adjustment on postretirement benefit plans,
- changes in our assumptions underlying future funding of pension obligations,
- changes in assumptions used to determine contingent consideration in acquisitions, and
- changes in foreign currency exchange rates.

***A significant disruption in third-party package delivery and import/export services, or significant increases in prices for those services, could interfere with our ability to ship products, increase our costs and lower our profitability.***

We ship a significant portion of our products to our customers through independent package delivery and import/export companies, including UPS and Federal Express in the United States; TNT, UPS and DHL in Europe; and UPS in Asia. We also ship our products through other carriers, including national trucking firms, overnight carrier services and the United States Postal Service. If one or more of the package delivery or import/export providers experiences a significant disruption in services or institutes a significant price increase, we may have to seek alternative providers and the delivery of our products could be prevented or delayed. Such events could cause us to incur increased shipping costs that could not be passed on to our customers, negatively impacting our profitability and our relationships with certain of our customers.

***Disruptions in the supply of raw materials, certain key components and other goods from our limited or single source suppliers could have an adverse effect on the results of our business operations, and could damage our relationships with customers.***

The production of our products requires a wide variety of raw materials, key components and other goods that are generally available from alternate sources of supply. However, certain critical raw materials, key components and other goods required for the production and sale of some of our principal products are available from limited or single sources of supply. We generally have multi-year contracts with no minimum purchase requirements with these suppliers, but those contracts may not fully protect us from a failure by certain suppliers to supply critical materials or from the delays inherent in being required to change suppliers and, in some cases, validate new raw materials. Such raw materials, key components and other goods can usually be obtained from alternative sources with the potential for an increase in price, decline in quality or delay in delivery. A prolonged inability to obtain certain raw materials, key components or other goods is possible and could have an adverse effect on our business operations, and could damage our relationships with customers.

We are subject to the rules of the Securities and Exchange Commission requiring disclosure as to whether certain materials known as conflict minerals (tantalum, tin, gold, tungsten and their derivatives) that may be contained in our products are mined from the Democratic Republic of the Congo and adjoining countries. As a result of these rules, we may incur additional costs in complying with the disclosure requirements and in satisfying those customers who require that the components used in our products be certified as conflict-free, and the potential lack of availability of these materials at competitive prices could increase our production costs.

***The manufacture and sale of products and services may expose us to product and other liability claims for which we could have substantial liability.***

We face an inherent business risk of exposure to product and other liability claims if our products, services or product candidates are alleged or found to have caused injury, damage or loss. We may be unable to obtain insurance with adequate levels of coverage for potential liability on acceptable terms or claims of this nature may be excluded from coverage under the terms of any insurance policy that we obtain. If we are unable to obtain such insurance or the amounts of any claims successfully brought against us substantially exceed our coverage, then our business could be adversely impacted.

***If we fail to maintain satisfactory compliance with the regulations of the United States Food and Drug Administration and other governmental agencies in the United States and abroad, we may be forced to recall products and cease their manufacture and distribution, and we could be subject to civil, criminal or monetary penalties.***

Our operations are subject to regulation by different state and federal government agencies in the United States and other countries, as well as to the standards established by international standards bodies. If we fail to comply with those regulations or standards, we could be subject to fines, penalties, criminal prosecution or other sanctions. Some of our products are subject to regulation by the United States Food and Drug Administration and similar foreign and domestic agencies. These regulations govern a wide variety of product activities, from design and development to labeling, manufacturing, promotion, sales and distribution. If we fail to comply with those regulations or standards, we may have to recall products, cease their manufacture and distribution, and may be subject to fines or criminal prosecution.

We are also subject to a variety of laws, regulations and standards that govern, among other things, the importation and exportation of products, the handling, transportation and manufacture of toxic or hazardous substances, and our business practices in the United States and abroad such as anti-bribery, anti-corruption and competition laws. This requires that we devote substantial resources to maintaining our compliance with those laws, regulations and standards. A failure to do so could result in the imposition of civil, criminal or monetary penalties having a material adverse effect on our operations.

***Changes in governmental regulations may reduce demand for our products or increase our expenses.***

We compete in markets in which we or our customers must comply with federal, state, local and foreign regulations, such as environmental, health and safety, and food and drug regulations. We develop, configure and market our products to meet customer needs created by these regulations. Any significant change in these regulations could reduce demand for our products or increase our costs of producing these products.

***The healthcare industry is highly regulated and if we fail to comply with its extensive system of laws and regulations, we could suffer fines and penalties or be required to make significant changes to our operations which could have a significant adverse effect on the results of our business operations.***

The healthcare industry, including the genetic screening market, is subject to extensive and frequently changing international and United States federal, state and local laws and regulations. In addition, legislative provisions relating to healthcare fraud and abuse, patient privacy violations and misconduct involving government insurance programs provide federal enforcement personnel with substantial powers and remedies to pursue suspected violations. We believe that our business will continue to be subject to increasing regulation as the federal government continues to strengthen its position on healthcare matters, the scope and effect of which we cannot predict. If we fail to comply with applicable laws and regulations, we could suffer civil and criminal damages, fines and penalties, exclusion from participation in governmental healthcare programs, and the loss of various licenses, certificates and authorizations necessary to operate our business, as well as incur liabilities from third-party claims, all of which could have a significant adverse effect on our business.

***Economic, political and other risks associated with foreign operations could adversely affect our international sales and profitability.***

Because we sell our products worldwide, our businesses are subject to risks associated with doing business internationally. Our sales originating outside the United States represented the majority of our total revenue in the three months ended April 1, 2018. We anticipate that sales from international operations will continue to represent a substantial portion of our total revenue. In addition, many of our manufacturing facilities, employees and suppliers are located outside the United States. Accordingly, our future results of operations could be harmed by a variety of factors, including:

- changes in actual, or from projected, foreign currency exchange rates,
- changes in a country's or region's political or economic conditions, particularly in developing or emerging markets,
- longer payment cycles of foreign customers and timing of collections in foreign jurisdictions,
- embargoes, tariffs, trade protection measures and import or export licensing requirements,
- policies in foreign countries benefiting domestic manufacturers or other policies detrimental to companies headquartered in the United States,
- differing tax laws and changes in those laws, or changes in the countries in which we are subject to tax,
- adverse income tax audit settlements or loss of previously negotiated tax incentives,
- differing business practices associated with foreign operations,

- difficulty in transferring cash between international operations and the United States,
- difficulty in staffing and managing widespread operations,
- differing labor laws and changes in those laws,
- differing protection of intellectual property and changes in that protection,
- expanded enforcement of laws related to data protection and personal privacy,
- increasing global enforcement of anti-bribery and anti-corruption laws, and
- differing regulatory requirements and changes in those requirements.

***If we do not retain our key personnel, our ability to execute our business strategy will be limited.***

Our success depends to a significant extent upon the continued service of our executive officers and key management and technical personnel, particularly our experienced engineers and scientists, and on our ability to continue to attract, retain, and motivate qualified personnel. The competition for these employees is intense. The loss of the services of key personnel could have a material adverse effect on our operating results. In addition, there could be a material adverse effect on us should the turnover rates for key personnel increase significantly or if we are unable to continue to attract qualified personnel. We do not maintain any key person life insurance policies on any of our officers or employees.

Our success also depends on our ability to execute leadership succession plans. The inability to successfully transition key management roles could have a material adverse effect on our operating results.

***If we experience a significant disruption in, or breach in security of, our information technology systems or those of our customers, suppliers or other third parties, allowing inappropriate access to or inadvertent transfer of information, or if we fail to implement new systems, software and technologies successfully, our business could be adversely affected.***

We rely on several centralized information technology systems throughout our company to develop, manufacture and provide products and services, keep financial records, process orders, manage inventory, process shipments to customers and operate other critical functions. Our information technology systems may be susceptible to damage, disruptions or shutdowns due to power outages, hardware failures, computer viruses, attacks by computer hackers, telecommunication failures, user errors, catastrophes or other unforeseen events. If we were to experience a prolonged system disruption in the information technology systems that involve our interactions with customers, suppliers or other third parties, it could result in the loss of sales and customers and significant incremental costs, which could adversely affect our business. In addition, security breaches of our information technology systems, allowing inappropriate access to or inadvertent transfer of information could result in the misappropriation or unauthorized disclosure of confidential information belonging to us or to our employees, partners, customers or suppliers, which could result in our suffering significant financial or reputational damage.

***We have a substantial amount of outstanding debt, which could impact our ability to obtain future financing and limit our ability to make other expenditures in the conduct of our business.***

We have a substantial amount of debt and other financial obligations. Our debt level and related debt service obligations could have negative consequences, including:

- requiring us to dedicate significant cash flow from operations to the payment of principal and interest on our debt, which reduces the funds we have available for other purposes, such as acquisitions and stock repurchases;
- reducing our flexibility in planning for or reacting to changes in our business and market conditions; and
- exposing us to interest rate risk since a portion of our debt obligations are at variable rates.

In addition, we may incur additional indebtedness in the future to meet future financing needs. If we add new debt, the risks described above could increase.

***Restrictions in our senior unsecured revolving credit facility, senior unsecured term loan credit facility and other debt instruments may limit our activities.***

Our senior unsecured revolving credit facility, senior unsecured term loan credit facility, senior unsecured notes due in April 2021 ("April 2021 Notes"), senior unsecured notes due in November 2021 ("November 2021 Notes") and senior unsecured notes due in 2026 ("2026 Notes") include restrictive covenants that limit our ability to engage in activities that could otherwise benefit our company. These include restrictions on our ability and the ability of our subsidiaries to:

- pay dividends on, redeem or repurchase our capital stock,

- sell assets,
- incur obligations that restrict our subsidiaries' ability to make dividend or other payments to us,
- guarantee or secure indebtedness,
- enter into transactions with affiliates, and
- consolidate, merge or transfer all, or substantially all, of our assets and the assets of our subsidiaries on a consolidated basis.

We are also required to meet specified financial ratios under the terms of certain of our existing debt instruments. Our ability to comply with these financial restrictions and covenants is dependent on our future performance, which is subject to prevailing economic conditions and other factors, including factors that are beyond our control, such as foreign exchange rates, interest rates, changes in technology and changes in the level of competition. In addition, if we are unable to maintain our investment grade credit rating, our borrowing costs would increase and we would be subject to different and potentially more restrictive financial covenants under some of our existing debt instruments.

Any future indebtedness that we incur may include similar or more restrictive covenants. Our failure to comply with any of the restrictions in our senior unsecured revolving credit facility, senior unsecured term loan credit facility, the April 2021 Notes, the November 2021 Notes, the 2026 Notes or any future indebtedness may result in an event of default under those debt instruments, which could permit acceleration of the debt under those debt instruments, and require us to prepay that debt before its scheduled due date under certain circumstances.

***The United Kingdom's vote in favor of withdrawing from the European Union could adversely impact our results of operations.***

Nearly 3% of our net sales from continuing operations in fiscal year 2017 came from the United Kingdom. Following the referendum vote in the United Kingdom in June 2016 in favor of leaving the European Union (commonly referred to as "Brexit"), on March 29, 2017, the country formally notified the European Union of its intention to withdraw. It appears likely that this withdrawal will involve a process of lengthy negotiations between the United Kingdom and European Union member states to determine the future terms of the United Kingdom's relationship with the European Union. This could lead to a period of considerable uncertainty and volatility, particularly in relation to United Kingdom financial and banking markets. Weakening of economic conditions or economic uncertainties tend to harm our business, and if such conditions emerge in the United Kingdom or in the rest of Europe, it may have a material adverse effect on our operations and sales.

Any significant weakening of the Great Britain Pound to the U.S. dollar will have an adverse impact on our European revenues due to the importance of our sales in the United Kingdom. Currency exchange rates in the pound sterling and the euro with respect to each other and the U.S. dollar have already been adversely affected by Brexit and that may continue to be the case. In addition, depending on the terms of Brexit, the United Kingdom could lose the benefits of global trade agreements negotiated by the European Union on behalf of its members, which may result in increased trade barriers which could make our doing business in Europe more difficult.

***Our results of operations will be adversely affected if we fail to realize the full value of our intangible assets.***

As of April 1, 2018, our total assets included \$4.3 billion of net intangible assets. Net intangible assets consist principally of goodwill associated with acquisitions and costs associated with securing patent rights, trademark rights, customer relationships, core technology and technology licenses and in-process research and development, net of accumulated amortization. We test certain of these items—specifically all of those that are considered "non-amortizing"—at least annually for potential impairment by comparing the carrying value to the fair market value of the reporting unit to which they are assigned. All of our amortizing intangible assets are also evaluated for impairment should events occur that call into question the value of the intangible assets.

Adverse changes in our business, adverse changes in the assumptions used to determine the fair value of our reporting units, or the failure to grow our Discovery & Analytical Solutions and Diagnostics segments may result in impairment of our intangible assets, which could adversely affect our results of operations.

***Our share price will fluctuate.***

Over the last several years, stock markets in general and our common stock in particular have experienced significant price and volume volatility. Both the market price and the daily trading volume of our common stock may continue to be subject to significant fluctuations due not only to general stock market conditions but also to a change in sentiment in the

market regarding our operations and business prospects. In addition to the risk factors discussed above, the price and volume volatility of our common stock may be affected by:

- operating results that vary from our financial guidance or the expectations of securities analysts and investors,
- the financial performance of the major end markets that we target,
- the operating and securities price performance of companies that investors consider to be comparable to us,
- announcements of strategic developments, acquisitions and other material events by us or our competitors, and
- changes in global financial markets and global economies and general market conditions, such as interest or foreign exchange rates, commodity and equity prices and the value of financial assets.

***Dividends on our common stock could be reduced or eliminated in the future.***

On January 25, 2018, we announced that our Board had declared a quarterly dividend of \$0.07 per share for the first quarter of fiscal year 2018 that will be payable on May 10, 2018. On April 26, 2018, we announced that our Board had declared a quarterly dividend of \$0.07 per share for the second quarter of fiscal year 2018 that will be payable on August 10, 2018. In the future, our Board may determine to reduce or eliminate our common stock dividend in order to fund investments for growth, repurchase shares or conserve capital resources.

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

**Stock Repurchases**

The following table provides information with respect to the shares of common stock repurchased by us for the periods indicated.

Period	Issuer Repurchases of Equity Securities			
	Total Number of Shares Purchased(1)	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs(2)	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
January 1, 2018—February 4, 2018	1,939	\$ 78.85	—	8,000,000
February 5, 2018—March 4, 2018	56,452	77.89	—	8,000,000
March 5, 2018—April 1, 2018	58	77.42	—	8,000,000
Activity for quarter ended April 1, 2018	58,449	\$ 77.92	—	8,000,000

- (1) Our Board of Directors (our "Board") has authorized us to repurchase shares of common stock to satisfy minimum statutory tax withholding obligations in connection with the vesting of restricted stock awards and restricted stock unit awards granted pursuant to our equity incentive plans and to satisfy obligations related to the exercise of stock options made pursuant to our equity incentive plans. During the three months ended April 1, 2018, we repurchased 58,449 shares of common stock for this purpose at an aggregate cost of \$4.6 million. The repurchased shares have been reflected as additional authorized but unissued shares, with the payments reflected in common stock and capital in excess of par value.
- (2) On July 27, 2016, our Board authorized us to repurchase up to 8.0 million shares of common stock under a stock repurchase program (the "Repurchase Program"). The Repurchase Program will expire on July 26, 2018 unless terminated earlier by our Board, and may be suspended or discontinued at any time. During the three months ended April 1, 2018, we had no stock repurchases under the Repurchase Program. As of April 1, 2018, 8.0 million shares remained available for repurchase under the Repurchase Program.

**Item 6. Exhibits**

<b>Exhibit Number</b>	<b>Exhibit Name</b>
10.1	<a href="#">Employment Agreement between Tajinder Vohra and PerkinElmer, Inc. dated January 29, 2018.</a>
10.2	<a href="#">PerkinElmer, Inc. Global Incentive Compensation Plan (Executive Officers) effective January 1, 2018, filed with the Commission on February 27, 2018 as Exhibit 10.27 to our annual report of Form 10-K (File No. 001-05075) and herein incorporated by reference.</a>
31.1	<a href="#">Certification of Chief Executive Officer pursuant to Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>
31.2	<a href="#">Certification of Chief Financial Officer pursuant to Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>
32.1	<a href="#">Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</a>
101.INS	XBRL Instance Document.
101.SCH	XBRL Taxonomy Extension Schema Document.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	XBRL Taxonomy Extension Labels Linkbase Document.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.

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Attached as Exhibit 101 to this report are the following formatted in XBRL (Extensible Business Reporting Language):

(i) Condensed Consolidated Statements of Operations for the three months ended April 1, 2018 and April 2, 2017, (ii) Condensed Consolidated Statements of Comprehensive Income for the three months ended April 1, 2018 and April 2, 2017, (iii) Condensed Consolidated Balance Sheets at April 1, 2018 and December 31, 2017, (iv) Condensed Consolidated Statement of Cash Flows for the three months ended April 1, 2018 and April 2, 2017, and (v) Notes to Condensed Consolidated Financial Statements.

**SIGNATURES**

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

PERKINELMER, INC.

May 8, 2018

By: \_\_\_\_\_ /s/ JAMES M. MOCK  
**James M. Mock**  
**Senior Vice President and**  
**Chief Financial Officer**  
**(Principal Financial Officer)**

PERKINELMER, INC.

May 8, 2018

By: \_\_\_\_\_ /s/ ANDREW OKUN  
**Andrew Okun**  
**Vice President and Chief Accounting Officer**  
**(Principal Accounting Officer)**

EMPLOYMENT AGREEMENT

This Employment Agreement (the "Agreement") made this 29<sup>th</sup> day of January, 2018 between PerkinElmer, Inc., a Massachusetts corporation (hereinafter called the "Company"), and **Tajinder S. Vohra** (hereinafter referred to as the "Employee").

WITNESSETH:

WHEREAS, the Company wishes to employ the Employee in a management position; and

WHEREAS, the Employee hereby agrees to the compensation herein provided and agrees to serve the Company to the best of his ability during the period of this Agreement.

NOW, THEREFORE, in consideration of the sum of One Dollar, and of the mutual covenants herein contained, the parties agree as follows:

1. (a) Except as hereinafter otherwise provided, the Company agrees to employ the employee in a management position with the Company, and the Employee agrees to remain in the employment of the Company in that capacity for a period of one year from the date hereof and from year to year thereafter until such time as this Agreement is terminated in accordance with Paragraph 5.
- (b) The Company will, during each year of the term of this Agreement, place in nomination before the Board of Directors of the Company the name of the Employee for election as an Officer of the Company except when a notice of termination has been given in accordance with Paragraph 5(b).
2. The Employee agrees that, during the specified period of employment, he shall, to the best of his ability, perform his duties, and shall devote his full business time, best efforts, business judgment, skill and knowledge to the advancement of the Company and its interests and to the discharge of his duties and responsibilities hereunder. The Employee shall not engage in any business, profession or occupation which would conflict with the rendition of the agreed-upon services, either directly or indirectly, without the prior approval of the Board of Directors, except for personal investment, charitable and philanthropic activities.
3. During the period of his employment under this Agreement, the Employee shall be compensated for his services as follows:
  - (a) Except as otherwise provided in this Agreement, he shall be paid a salary during the period of this Agreement at a base rate to be determined by the Company on an annual basis. Except as provided in Paragraph 3(d), such annual base salary shall under no circumstances be fixed at a rate below the annual base rate then currently in effect;
  - (b) He shall be reimbursed for any and all monies expended by him in connection with his employment for reasonable and necessary expenses on behalf of the Company in accordance with the policies of the Company then in effect;
  - (c) He shall be eligible to participate under any and all bonus, benefit, pension, compensation, and equity and incentive plans which are, in accordance with Company policy and the terms of the plan, available to persons in his position (within the limitation as stipulated by such plans). Such eligibility shall not automatically entitle him to participate in any such plan;
  - (d) If, because of adverse business conditions or for other reasons, the Company at any time puts into effect salary reductions applicable at a single rate to all management employees of the Company generally, the salary payments required to be made under this Agreement to the Employee during

Employment Agreement

any period in which such general reduction is in effect may be reduced by the same percentage as is applicable to all management employees of the Company generally. Any benefits made available to the Employee which are related to base salary shall also be reduced in accordance with any salary reduction.

4. (a) So long as the Employee is employed by the Company and for a period of one year after the termination or expiration of employment, the Employee will not directly or indirectly: (i) as an individual proprietor, partner, stockholder, officer, employee, director, joint venturer, investor, lender, or in any other capacity whatsoever (other than as the holder of not more than one percent (1%) of the total outstanding stock of a publicly held company), engage directly or indirectly in any business or entity which competes with the business conducted by the Company or its affiliates in any city or geographic area in which the Company or its affiliates conduct material operations at the time of termination of employment under this Agreement, except as approved in advance by the Board after full and adequate disclosure; or (ii) recruit, solicit or induce, or attempt to induce, any employee or employees or consultant or consultants of the Company to terminate their employment with, to otherwise cease their relationship with, the Company; or (iii) solicit, divert or take away, or attempt to divert or to take away, the business or patronage of any of the clients, customers or accounts, of the Company.
  - (b) If any restriction set forth in this Paragraph 4 is found by any court of competent jurisdiction to be unenforceable because it extends for too long a period of time or over too great a range of activities or in too broad a geographical area, it shall be interpreted to extend only over the maximum period of time, range of activities or geographic area as to which it may be enforceable.
  - (c) The restrictions contained in this Paragraph 4 are necessary for the protection of the business and goodwill of the Company and are considered by the Employee to be reasonable for such purpose. The Employee agrees that any breach of this Paragraph 4 will cause the Company substantial and irrevocable damage and therefore, in the event of any such breach, in addition to such other remedies which may be available, the Company shall have the right to seek specific performance and injunctive relief.
  - (d) The Employee agrees to sign and be bound by the Employee Patent and Proprietary Information Utilization Agreement in the form attached hereto.
  - (e) During the period of his employment by the Company or for any period during which the Company shall continue to pay the Employee his salary under this Agreement, whichever shall be longer, the Employee shall not in any way whatsoever aid or assist any party seeking to cause, initiate or effect a Change in Control of the Company as defined in Paragraph 6 without the prior approval of the Board of Directors.
5. Except for the Employee covenants set forth in Paragraph 4, which covenants shall remain in effect for the periods stated therein, and subject to Paragraph 6, this Agreement shall terminate upon the happening of any of the following events and (except as provided herein) all of the Company's obligations under this Agreement, including, but not limited to, making payments to the Employee shall cease and terminate:
    - (a) On the effective date set forth in any resignation submitted by the Employee and accepted by the Company, or if no effective date is agreed upon, the date of receipt by the Company of such resignation letter;
    - (b) On the date set forth in a written notice of termination given by the Company to the Employee (the "Paragraph 5(b) Termination Date");
    - (c) At the death of the Employee;

- (d) At the termination of the Employee for cause. As used in the Agreement, the term “cause” shall mean:
- (i) Misappropriating any funds or property of the Company;
  - (ii) Unreasonable refusal to perform the duties assigned to him under this Agreement;
  - (iii) Conviction of a felony;
  - (iv) Continuous conduct bringing notoriety to the Company and having an adverse effect on the name or public image of the Company;
  - (v) Violation of the Employee’s covenants as set forth in Paragraph 4 above; or
  - (vi) Continued failure by the Employee to observe any of the provisions of this Agreement after being informed of such breach.
- (e) Twelve months after written notice of termination (a “Disability Termination Notice”) is given by the Company to the Employee based on a determination by the Board of Directors that the Employee is disabled (which, for purposes of this Agreement, shall mean that the Employee is unable to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment that can be expected to result in death or can be expected to last for a continuous period of not less than twelve months, with such determination to be made by the Board of Directors, in reliance upon the opinion of the Employee’s physician or upon the opinion of one or more physicians selected by the Company). A Disability Termination Notice shall be deemed properly delivered if given by the Company to the Employee on the 180th day of continuous disability of the Employee. Notwithstanding the foregoing, if, during the twelve-month period following proper delivery of a Disability Termination Notice as aforesaid, the Employee is no longer disabled and is able to return to work, such Disability Termination Notice shall be deemed automatically rescinded upon the Employee’s return to work, and the employment of the Employee shall continue in accordance with the terms of this Agreement. During the first 180 days of continuous disability of the Employee, the Company will make monthly payments to the Employee in an amount equal to the difference between his base salary and the benefits received by the Employee under the Company’s Short-Term Disability Income Plan. During the twelve-month period following proper delivery of a Disability Termination Notice as aforesaid, the Company will make monthly payments to the Employee in an amount equal to the difference between his base salary and the benefits provided by the Company’s Long-Term Disability Plan. If any payments to the Employee under the Company’s Long-Term Disability Plan are not subject to federal income taxes, the payments to be made directly by the Company pursuant to the preceding sentence shall be reduced such that the total amount received by the Employee (from the Company and from the Long-Term Disability Plan), after payment of any income taxes, is equal to the amount that the Employee would have received had he been paid his base salary, after payment of any income taxes on such base salary.
- (f) In the event of the termination of the Employee by the Company pursuant to Paragraph 5(b) above, and subject to the Employee’s full execution of a severance agreement and release drafted by and satisfactory to counsel for the Company, the Employee shall (i) for a period of one year from the Paragraph 5(b) Termination Date, (continue to receive his Full Salary (as defined below), which shall be payable in accordance with the payment schedule in effect immediately prior to his employment termination, and (ii) receive from the Company a lump sum payment in an amount equal to (A) the amount the Company would have paid for a one-year period for premiums under the health, dental, vision, life/accidental death & disability, and short term and long-term disability plans in which the Employee and his dependents were participating immediately prior to the Paragraph 5(b) Termination Date and (B) the annual (one-year) benefit to the Employee under the

Company's executive physical program, which lump sum amount payable pursuant to this clause (ii) to be determined based on the premium rates and benefits in effect as of the Paragraph 5(b) Termination Date. For purposes of this Agreement, "Full Salary" shall mean the Employee's annual base salary, plus the amount of any bonus or incentive payments (excluding payments under the Company's long-term incentive program) earned or received by the Employee with respect to the last full fiscal year of the Company for which all bonus or incentive payments (excluding payments under the Company's long-term incentive program) to be made have been made.

(g) In the event of a termination of employment pursuant to Paragraph 5(a), (c) or (d), the Company shall pay the Employee his base salary through the date of termination of employment. The Employee shall not be entitled to receive any bonus payment or other additional compensation beyond his date of termination.

6. (a). In the event of a Change in Control of the Company (as defined below),

(i) The provisions of this Agreement shall be amended as follows:

(A) Paragraph l(a) shall be amended to read in its entirety as follows:

"Except as hereinafter otherwise provided, the Company agrees to continue to employ the Employee in a management position with the Company, and the Employee agrees to remain in the employment in the Company in that capacity, for a period of three (3) years from the date of the Change in Control. Except as provided in Paragraph 3(d), the Employee's salary as set forth in Paragraph 3(a) and his other employee benefits pursuant to the plans described in Paragraph 3(c) shall not be decreased during such period."

(B) Paragraph 5(a) shall be amended by the addition of the following provision at the end of such paragraph:

"provided that the Employee agrees not to resign, except for Good Reason (as defined below), during the one-year period following the date of the Change in Control."

(C) Paragraph 5(b) shall be deleted in its entirety.

(D) Paragraph 5(f) shall be amended to read in its entirety as follows:

"Notwithstanding the foregoing provisions, if, within 36 months following the occurrence of a Change in Control, the Employee's employment by the Company is terminated (i) by the Company other than for Cause, which shall not include any failure to perform his duties hereunder after giving notice or termination for Good Reason, disability or death or (ii) by the Employee for Good Reason, (A) the Company shall pay to the Employee, on the date of his employment termination a lump sum cash payment in an amount equal to the sum of (I) his unpaid base salary through the date of termination, (II) a pro rata portion of his prior year's bonus, (III) his Full Salary (as defined below) multiplied by two and (IV) (x) the amount the Company would have paid for the twenty-four (24) month

period following the date of the Employee's employment termination for premiums under the health, dental, vision, life/accidental death & disability, and short term and long-term disability plans in which the Employee and his dependents were participating immediately prior to the date of the Employee's employment termination plus (y) two times the annual benefit to the Employee under the Company's executive physical program, which lump sum amount payable pursuant to this clause (IV) to be determined based on the premium rates and benefits in effect as of the date of the Employee's employment termination (provided, however, that if the Change in Control is not described in Section 409(a)(2)(v) of the Internal Revenue Code of 1986, as amended (the "Code") or if the termination occurs after the second anniversary of the Change in Control, such payment shall be made on the same schedule as provided in Paragraph 5(f) prior to the application of this Paragraph 6), and (B) the Employee's outstanding restricted stock, option awards, or similar equity awards shall fully vest, and the vested option awards shall remain exercisable through the period ending on the earlier of: (I) the later of (x) the third anniversary of the Change in Control or (y) the first anniversary of the date the Employee's employment with the Company terminates, or (II) the expiration of the original term of the option. For purposes of this Agreement, "Full Salary" shall mean the Employee's then current annual base salary, plus the amount of any bonus or incentive payments (excluding the cash portion of the Company's long-term incentive program) received by the Employee with respect to the last full fiscal year of the Company prior to the Change in Control for which all bonus or incentive payments (excluding the cash portion of the Company's long-term incentive program) to be made have been made."

(E) Paragraph 8 shall be amended to read in its entirety as follows:

"The Employee may pursue any lawful remedy he deems necessary or appropriate for enforcing his rights under this Agreement following a Change in Control of the Company, and all costs incurred by the Employee in connection therewith (including without limitation attorneys' fees) shall be promptly reimbursed to him by the Company, regardless of the outcome of such endeavor."

(ii) The Company will make the payments under this Agreement without regard to whether the deductibility of such payments (or any other payments or benefits) would be limited or precluded by Section 280G of the Code and without regard to whether such payments would be subject to the federal excise tax levied on certain "excess parachute payments" under Section 4999 of the Code; provided, however, that if the Total After-Tax Payments (as defined below) to the Employee would be increased by the reduction or elimination of any payment and/or other benefit (including the vesting of equity awards) under this Agreement or otherwise, then the amounts payable under this Agreement or otherwise will be reduced or eliminated in the following order unless otherwise determined by the Company: (A) nonacceleration of any stock options whose exercise price is at or above

the fair market value of the stock as of the change in control date for purposes of Section 280G of the Code (taking into account, as appropriate, the proceeds that would be received in connection with the event covered by Section 4999 of the Code), (B) nonacceleration of any stock options not described in clause (A) above, (C) any vesting or distribution of restricted stock or restricted stock units and (D) any cash or taxable benefits. Within each category described in clauses (A), (B), (C) or (D), reductions or eliminations shall be made as determined by the Company in reverse order beginning with vesting or payments that are to be paid the farthest in time from the date of the event covered by Section 4999 of the Code.

The Company's independent, certified public accounting firm will determine whether and to what extent payments or vesting under this Agreement or otherwise are required to be reduced in accordance with the preceding paragraph. For purposes of this Agreement, "Total After-Tax Payments" means the total of all "parachute payments" (as that term is defined in Section 280G(b)(2) of the Code) made to or for the benefit of the Employee (whether made under the Agreement or otherwise), after reduction for all applicable federal and state taxes (including the tax described in Section 4999 of the Code).

- (b) For purposes of this Agreement, a "Change in Control of the Company" means an event or occurrence set forth in any one or more of clauses (i) through (iv) below (including an event or occurrence that constitutes a Change in Control under one or such clauses but is specifically exempted from another such clause):
- (i) the acquisition by an individual, entity or group (within the meaning of Section 13(d)(3) or 14(d)(2) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") (a "Person") of beneficial ownership of any capital stock or the Company if, after such acquisition, such Person beneficially owns (within the meaning of Rule 13d-3 promulgated under the Exchange Act) 20% or more of either (A) the then-outstanding shares of common stock of the Company (the "Outstanding Company Common Stock") or (B) the combined voting power of the then-outstanding securities of the Company entitled to vote generally in the election of directors (the "Outstanding Company Voting Securities"); provided, however, that for purposes of this paragraph (i), none of the following acquisitions of Outstanding Company Common Stock or Outstanding Company Voting Securities shall constitute a Change in Control: (I) any acquisition directly from the Company (excluding an acquisition pursuant to the exercise, conversion or exchange of any security exercisable for, convertible into or exchangeable for common stock or voting securities of the Company, unless the Person exercising, converting or exchanging such security acquired such security directly from the Company or an underwriter or agent of the Company), (II) any acquisition by the Company, (III) any acquisition by any employee benefit plan (or related trust) sponsored or maintained by the Company or any corporation controlled by the Company, or (IV) any acquisition by any corporation pursuant to a transaction which complies with subclauses (A) and (B) of clause (iii) of this Paragraph 6(b); or
  - (ii) such time as the Continuing Directors (as defined below) do not constitute a majority of the Board (or, if applicable, the Board of Directors of a successor corporation to the Company), where the term "Continuing Director" means at any date a member of the Board (A) who was a member of the Board on the date of the execution of this Agreement or (B) who was nominated or elected subsequent to such date by at least a majority of the directors who were Continuing Directors at the time of such nomination or election or whose election to the Board was recommended or endorsed by at least a majority of the directors who were Continuing Directors at the time of such nomination or election; provided, however, that there shall be excluded from this clause (B) any individual whose initial assumption of office occurred as a result of an actual or

threatened election contest with respect to the election or removal of directors or other actual or threatened solicitation of proxies or consents, by or on behalf of a person other than the Board; or

- (iii) the consummation of a merger, consolidation, reorganization, recapitalization or statutory share exchange involving the Company or a sale or other disposition of all or substantially all of the assets of the Company (a "Business Combination"), unless, immediately following such Business Combination, each of the following two conditions is satisfied: (A) all or substantially all of the individuals and entities who were the beneficial owners of the Outstanding Company Common Stock and Outstanding Company Voting Securities immediately prior to such Business Combination beneficially own, directly or indirectly, more than 50% of the then-outstanding shares of common stock and the combined voting power of the then-outstanding securities entitled to vote generally in the election of directors, respectively, of the surviving, resulting or acquiring corporation in such Business Combination (which shall include, without limitation, a corporation which as a result of such transaction owns the Company or substantially all of the Company's assets either directly or through one or more other entities) (such resulting or acquiring corporation is referred to herein as the "Acquiring Corporation") in substantially the same proportions as their ownership, immediately prior to such Business Combination, of the Outstanding Company Stock and Outstanding Company Voting Securities, respectively; and (B) no Person beneficially owns, directly or indirectly, 20% or more of the then outstanding shares of common stock of the Acquiring Corporation, or of the combined voting power of the then-outstanding securities of such corporation entitled to vote generally in the election of directors (except to the extent that such ownership existed prior to the Business Combination); or
- (iv) approval by the stockholders of the Company or a complete liquidation or dissolution of the Company.

- (c) For purposes of this Agreement, "Good Reason" shall mean the occurrence of any of the following events: (i) a material diminution in the Employee's base salary except as provided in Paragraph 3(d); (ii) a failure by the Company to pay annual cash bonuses to the Employees in an amount at least equal to the most recent annual cash bonuses paid to the Employee; (iii) a failure by the Company to maintain in effect any material compensation or benefit plan in which the Employee participated immediately prior to the Change in Control, unless an equitable arrangement has been made with respect to such plan, or a failure to continue the Employee's participation therein on a basis not materially less favorable than existed immediately prior to the Change in Control; (iv) any material diminution in the Employee's position, duties, authorities, responsibilities or title as in effect immediately prior to the Change in Control; (v) any requirement by the Company that the location at which the Employee performs his principal duties be changed to a new location outside a radius of 25 miles from the Employee's principal place of employment immediately prior to the Change in Control; or (vi) the failure of the Company to obtain the agreement, in a form reasonably satisfactory to the Employee, from any successor to the Company to assume and agree to perform this Agreement. The Employee shall provide notice to the Company of the existence of the condition upon which Employee bases his claim for Good Reason within 90 days of the initial existence of the condition. As a condition to a termination for Good Reason, if the condition is capable of being corrected, the Company shall have 30 days during which it may remedy the condition. If the condition is fully remedied with such time period there shall be no "Good Reason" and the Company shall not owe the amounts otherwise required to be paid under Paragraph 5, as amended by this Paragraph 6, in connection with the termination. The Employee's right to terminate his employment for Good Reason shall not be affected by his incapacity due to physical or mental illness.

7. Neither the Employee nor, in the event of his death, his legal representative, beneficiary or estate, shall have the power to transfer, assign, mortgage or otherwise encumber in advance any of the payments provided for in this Agreement, nor shall any payments nor assets or funds of the Company be subject to seizure for the payment of any debts, judgments, liabilities, bankruptcy or other actions.
8. Any controversy relating to this Agreement and not resolved by the Board of Directors and the Employee shall be settled by arbitration in the City of Boston, Commonwealth of Massachusetts, pursuant to the rules then obtaining of the JAMS, and judgment upon the award may be entered in any court having jurisdiction, and the Board of Directors and Employee agree to be bound by the arbitration decision on any such controversy. Unless otherwise agreed by the parties hereto, arbitration will be by an arbitrator selected from the panel of the JAMS. The full cost of any such arbitration shall be borne by the Company.
9. Failure to insist upon strict compliance with any of the terms, covenants, or conditions hereof shall not be deemed a waiver of such term, covenant, or condition, nor shall any waiver or relinquishment of any right or power hereunder at any one or more times be deemed a waiver or relinquishment of such right or power at any other time or times by either party.
10. All notices or other communications hereunder shall be in writing and shall be deemed to have been duly given when delivered personally to the Employee or to the General Counsel of the Company or when mailed by registered or certified mail to the other party (if to the Company, at 940 Winter Street, Waltham, Massachusetts 02451, attention General Counsel; if to the Employee, at the last known address of the Employee as set forth in the records of the Company).
11. This Agreement has been executed and delivered and shall be construed in accordance with the laws of the Commonwealth of Massachusetts. This Agreement is and shall be binding on the respective legal representatives or successors of the parties, but shall not be assignable except to a successor to the Company by virtue of a merger, consolidation or acquisition of all or substantially all of the assets of the Company. This Agreement constitutes and embodies the entire understanding and agreement of the parties and, except as otherwise provided herein, there are no other agreements or understandings, written or oral, in effect between the parties hereto relating to the employment of the Employee by the Company. All previous employment contracts between the Employee and the Company or any of the Company's present or former subsidiaries or affiliates is hereby canceled and of no effect.
12. The Company shall require any successor (whether direct or indirect, by purchase, merger, consolidation or otherwise) to all or substantially all of the business or assets of the Company to assume expressly in writing and to agree to perform its obligations under this Agreement in the same manner and to the same extent that the Company would be required to perform it if no such succession had taken place. Failure of the Company to obtain an assumption of this Agreement prior to the effectiveness of succession shall be a breach of this Agreement. As used in this Agreement, "the Company" shall mean the Company as defined above and any successor to its business or assets as aforesaid which assumes and agrees to perform this Agreement, whether by operation of law, or otherwise.
13. The parties intend that payments made pursuant to this Agreement be either exempt from, or compliant with, Section 409A of the Code and the regulations promulgated thereunder ("Section 409A"), so as not to be subject to the excise tax thereunder. Accordingly, the following provisions shall apply to payments pursuant to this Agreement, notwithstanding any provision to the contrary contained in this Agreement:
  - (a) Any payment of "reimbursements" by the Company to the Employee, any payment of "in-kind benefits" from the Company to the Employee, and any "direct service recipient payments" made by the Company on the Employee's behalf for a "limited period of time" (in each case as those terms are used for purposes of Section 409A) shall be exempt from the application of Section 409A;

- (b) Except as provided in Paragraphs 13(a) or (b) above, or Paragraph 13(e) below, the remainder of all other payments or benefits that are to be paid or provided by the Company to the Employee under Paragraphs 5 or 6 shall be paid or provided in accordance with the schedules set forth in Paragraphs 5 or 6, or if none, in accordance with the schedules set forth in the underlying employee benefit plans and arrangements. Each payment on a payroll date and each monthly payment under Paragraphs 5 and 6 shall be deemed to be a “separate payment” as that term is used for purposes of Section 409A, including the exemptions from Section 409A;
- (c) The payments that are to be paid by the Company to the Employee under Paragraphs 5 or 6 which (i) will constitute payments from a “non-qualified deferred compensation plan” as that term is used for the purposes of Section 409A (after taking into account Paragraphs 13(a) and (b) above and any other exemptions available under Section 409A, including without limitation qualification as a “short term deferral” within the meaning of Section 409A), (ii) are payable prior to the date that is 6 months after the Employee’s “separation from service” as that term is used for purposes of Section 409A (“Separation from Service”) (such date hereinafter referred to as the “Delayed Payment Date”), and (iii) do not exceed two (2) times the lesser of (I) or (II) below, shall be paid in accordance with the payment schedule that would otherwise apply under Paragraphs 5 or 6 in the absence of the application of Section 409A. For purposes of this Paragraph 13(d), “(I)” shall mean the sum of the Employee’s annualized compensation based upon his annual rate of pay for services provided to the Company for the calendar year preceding the Company’s taxable year in which the Employee had a Separation from Service, and “(II)” shall mean the maximum amount that may be taken into account under a qualified plan pursuant to Section 401(a)(17) of the Code for the year in which the Employee has a Separation from Service;
- (d) If the Employee is a “specified employee” within the meaning of Section 409A(a)(2)(B)(i) of the Code on the date of the Employee’s “separation from service” as that term is used for purposes of Section 409A, the payments that are otherwise scheduled to be paid to the Employee under Paragraphs 5 or 6 prior to the Delayed Payment Date (determined without regard to this Paragraph 13) that exceed the amount calculated under Paragraph 13(d) above shall instead be paid by the Company to the Employee in a lump sum (together with interest at the prime rate as published in The Wall Street Journal on the date of Separation from Service) one day after the Delayed Payment Date (or, if earlier, the death of the Employee);
- (e) The amount of expenses eligible for reimbursement to the Employee, and the amount of in-kind benefits provided to the Employee, during any calendar year shall not affect the expenses eligible for reimbursement, or in-kind benefits to be provided, in any other calendar year;
- (f) The Company shall (i) have the right to deduct from any payment under this Agreement any and all taxes determined by the Company to be applicable with respect to such benefits and (ii) shall have the right to require the Employee to make arrangements satisfactory to satisfy any such withholding obligation that may not be satisfied in full by wage withholding described in (i);
- (g) The Employee shall be responsible for all taxes with respect to any payments or benefits hereunder except for the Company’s portion of any Social Security and Medicare taxes. The Company makes no guarantee regarding the tax treatment of the payments or benefits provided by this Agreement;
- (h) The reference in Section 5(f) to execution of a severance agreement and release shall be subject to the following terms. Payments pursuant to Section 5(f) shall commence on the 60th day following the Employee’s separation from service, provided that the Employee has executed and submitted the severance agreement and release and the agreement and release have become irrevocable. The payment made on such 60th day shall include any periodic payments to which the Employee would have been entitled had payments commenced upon the Employee’s separation from service; and

- (i) In determining whether a payment is made on permissible payment event or date, the rules of the Treasury Regulations and other guidance under Section 409A shall apply, including without limitation the rules of Treasury Regulation section 1.409A-3(g) (related to disputed payments) and the rules of Treasury Regulation section 1.409A-3(d) (generally permitting payment to be made at a later date within the same taxable year (or if later by the 15th day of the third calendar month following the date specified) so long as the Employee is not permitted, directly or indirectly, to designate the year of payment).

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Company has caused its seal to be hereunto affixed and these presents to be signed by its proper officers, and the Employee has hereunto set his hand and seal this 29<sup>th</sup> day of January, 2018 effective as of the day and year first above written.

(SEAL)

PERKINELMER, INC.

By: /s/ Robert F. Friel  
Robert F. Friel  
Chairman and Chief Executive Officer

Employee: /s/ Tajinder S. Vohra  
Tajinder S. Vohra

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Employment Agreement

## CERTIFICATION

I, Robert F. Friel, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of PerkinElmer, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 8, 2018

/s/ ROBERT F. FRIEL

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Robert F. Friel  
Chairman, Chief Executive Officer  
and President

## CERTIFICATION

I, James M. Mock, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of PerkinElmer, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 8, 2018

/s/ JAMES M. MOCK

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James M. Mock  
Senior Vice President and  
Chief Financial Officer

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of PerkinElmer, Inc. (the "Company") for the period ended April 1, 2018 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, Robert F. Friel, Chairman, Chief Executive Officer and President of the Company, and James M. Mock, Senior Vice President and Chief Financial Officer of the Company, each hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) Based on my knowledge, the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) Based on my knowledge, the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: May 8, 2018

/s/ ROBERT F. FRIEL

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**Robert F. Friel  
Chairman, Chief Executive Officer  
and President**

Dated: May 8, 2018

/s/ JAMES M. MOCK

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**James M. Mock  
Senior Vice President and  
Chief Financial Officer**