

SOURCEFIRE INC  
Form 10-Q  
August 02, 2013

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

FORM 10-Q  
(Mark One)

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

For the quarterly period ended June 30, 2013

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission File Number 1-33350  
SOURCEFIRE, INC.  
(Exact name of Registrant as Specified in its Charter)

Delaware 52-2289365  
(State or Other Jurisdiction of (I.R.S. Employer  
Incorporation or Organization) Identification No.)

9770 Patuxent Woods Drive 21046  
Columbia, Maryland (Zip Code)  
(Address of Principal Executive Offices)

Registrant's telephone number, including area code: (410) 290-1616

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

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

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

Large Accelerated Filer  Accelerated Filer

Non-Accelerated Filer  (Do not check if smaller reporting company) Smaller reporting Company

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

As of July 31, 2013, there were 31,515,768 outstanding shares of the registrant's Common Stock.

SOURCEFIRE, INC.  
 Form 10-Q  
 TABLE OF CONTENTS

<b>PART I</b>	<b>FINANCIAL INFORMATION</b>	
Item 1.	Financial Statements	
	Consolidated Balance Sheets at June 30, 2013 and December 31, 2012	<u>3</u>
	Consolidated Statements of Operations for the three and six months ended June 30, 2013 and 2012	<u>4</u>
	Consolidated Statements of Comprehensive Income for the three and six months ended June 30, 2013 and 2012	<u>5</u>
	Consolidated Statement of Stockholders' Equity for the six months ended June 30, 2013	<u>6</u>
	Consolidated Statements of Cash Flows for the six months ended June 30, 2013 and 2012	<u>7</u>
	Notes to Consolidated Financial Statements	<u>7</u>
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	<u>22</u>
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	<u>36</u>
Item 4.	Controls and Procedures	<u>36</u>
<b>PART II</b>	<b>OTHER INFORMATION</b>	
Item 1.	Legal Proceedings	<u>37</u>
Item 1A.	Risk Factors	<u>37</u>
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	<u>38</u>
Item 3.	Defaults Upon Senior Securities	<u>38</u>
Item 4.	Mine Safety Disclosures	<u>38</u>
Item 5.	Other Information	<u>38</u>
Item 6.	Exhibits	<u>38</u>
	Signatures	<u>S-1</u>
	Exhibit Index	<u>E-1</u>

## Part I. FINANCIAL INFORMATION

## Item 1. FINANCIAL STATEMENTS

## SOURCEFIRE, INC.

## CONSOLIDATED BALANCE SHEETS

(in thousands, except par value and share amounts)

	June 30, 2013 (unaudited)	December 31, 2012
Assets		
Current assets:		
Cash and cash equivalents	\$ 128,720	\$ 96,178
Short-term investments	72,530	87,962
Accounts receivable, net of allowances of \$1,115 as of June 30, 2013 and \$1,710 as of December 31, 2012	71,092	77,426
Inventory	7,107	6,880
Deferred tax assets	12,392	1,374
Prepaid expenses and other current assets	10,438	9,043
Total current assets	302,279	278,863
Property and equipment, net	16,666	15,438
Goodwill	15,000	15,000
Intangible assets, net	3,773	4,456
Investments	36,199	19,815
Deferred tax assets	11,635	11,649
Other assets	18,570	19,453
Total assets	\$ 404,122	\$ 364,674
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	\$ 9,388	\$ 8,545
Accrued compensation and related expenses	11,313	10,369
Other accrued expenses	8,171	8,869
Current portion of deferred revenue	69,073	65,763
Other current liabilities	714	799
Total current liabilities	98,659	94,345
Deferred revenue, less current portion	25,000	24,478
Other long-term liabilities	1,538	725
Total liabilities	125,197	119,548
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, \$0.001 par value; 19,700,000 shares authorized; no shares issued or outstanding	—	—
Series A junior participating preferred stock, \$0.001 par value; 300,000 shares authorized; no shares issued or outstanding	—	—
Common stock, \$0.001 par value; 240,000,000 shares authorized; 31,492,976 and 30,346,395 shares issued and outstanding as of June 30, 2013 and December 31, 2012, respectively	31	30
Additional paid-in capital	287,775	255,610
Accumulated deficit	(8,331)	) (10,522
Accumulated other comprehensive income (loss)	(550)	) 8
Total stockholders' equity	278,925	245,126

Total liabilities and stockholders' equity	\$404,122	\$364,674
--	-----------	-----------

See accompanying notes to consolidated financial statements.

3

---

## SOURCEFIRE, INC.

## CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

(in thousands, except share and per share amounts)

	Three Months Ended June 30,		Six Months Ended June 30,		
	2013	2012	2013	2012	
Revenue:					
Products	\$38,088	\$29,794	\$68,880	\$55,487	
Technical support and professional services	26,964	20,804	52,336	41,413	
Total revenue	65,052	50,598	121,216	96,900	
Cost of revenue:					
Products	10,891	8,682	20,917	17,171	
Technical support and professional services	3,578	2,837	6,776	5,270	
Total cost of revenue	14,469	11,519	27,693	22,441	
Gross profit	50,583	39,079	93,523	74,459	
Operating expenses:					
Research and development	12,255	10,661	23,450	20,089	
Sales and marketing	25,792	19,764	50,902	38,968	
General and administrative	8,138	5,911	14,542	11,355	
Depreciation and amortization	1,660	1,133	3,263	2,317	
Total operating expenses	47,845	37,469	92,157	72,729	
Income from operations	2,738	1,610	1,366	1,730	
Other income (expense), net:					
Interest and investment income	103	128	203	234	
Interest expense	—	(1	) —	(5	)
Other expense, net	(252	) (116	) (393	) (221	)
Total other income (expense), net	(149	) 11	(190	) 8	
Income before income taxes	2,589	1,621	1,176	1,738	
Provision for (benefit from) income taxes	372	508	(1,015	) 558	
Net income	\$2,217	\$1,113	\$2,191	\$1,180	
Net income per share:					
Basic	\$0.07	\$0.04	\$0.07	\$0.04	
Diluted	\$0.07	\$0.04	\$0.07	\$0.04	
Weighted average shares outstanding used in computing per share amounts:					
Basic	31,314,224	29,714,500	30,983,817	29,470,671	
Diluted	32,129,720	30,961,421	31,892,619	30,669,716	

See accompanying notes to consolidated financial statements.

SOURCEFIRE, INC.  
 CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)  
 (in thousands)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Net income	\$2,217	\$1,113	\$2,191	\$1,180
Other comprehensive income (loss), net of tax:				
Currency translation adjustments	(300	) —	(397	) —
Unrealized gain (loss) on investments, net of tax benefit (expense) of \$42 and \$72 for the three and six months ended June 30, 2013, respectively, and \$(1) and \$(29) for the three and six months ended June 30, 2012, respectively.	(129	) (21	) (161	) 25
Total other comprehensive income (loss), net of tax	(429	) (21	) (558	) 25
Total comprehensive income	\$1,788	\$1,092	\$1,633	\$1,205

See accompanying notes to consolidated financial statements.

## SOURCEFIRE, INC.

## CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY (UNAUDITED)

(in thousands, except share amounts)

	Common Stock		Additional Paid In Capital	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss)	Total
	Shares	Amount				
Balance as of January 1, 2013	30,346,395	\$30	\$255,610	\$(10,522 )	\$ 8	\$245,126
Exercise of common stock options	628,481	1	8,981	—	—	8,982
Issuance of common stock under employee stock purchase plan	44,158	—	1,662	—	—	1,662
Issuance of restricted common stock	473,942	—	—	—	—	—
Stock-based compensation expense	—	—	13,501	—	—	13,501
Excess tax benefits relating to share-based payments	—	—	8,021	—	—	8,021
Net income for the six months ended June 30, 2013	—	—	—	2,191	—	2,191
Total other comprehensive loss, net of tax	—	—	—	—	(558 )	(558 )
Balance as of June 30, 2013	31,492,976	\$31	\$287,775	\$(8,331 )	\$(550 )	\$278,925

See accompanying notes to consolidated financial statements.

SOURCEFIRE, INC.  
CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)  
(in thousands)

	Six Months Ended June 30,	
	2013	2012
Operating activities		
Net income	\$2,191	\$1,180
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	4,202	3,399
Non-cash stock-based compensation	13,501	8,976
Excess tax benefits related to share-based payments	(8,021)	(423)
Amortization of premium on investments	1,170	830
Loss on disposal of assets	20	—
Deferred taxes	(2,910)	(8)
Changes in operating assets and liabilities:		
Accounts receivable, net	6,334	7,849
Inventory	(388)	(1,864)
Prepaid expenses and other assets	(9)	(2,671)
Accounts payable	843	151
Accrued expenses	246	(1,046)
Deferred revenue	3,832	5,656
Other liabilities	728	282
Net cash provided by operating activities	21,739	22,311
Investing activities		
Purchase of property and equipment	(4,606)	(4,076)
Acquisition, net of cash acquired	—	(174)
Purchase of cost method investment	(900)	(2,100)
Purchase of investments	(70,277)	(78,704)
Proceeds from maturities of investments	67,921	71,945
Net cash used in investing activities	(7,862)	(13,109)
Financing activities		
Repayments of capital lease obligations	—	(10)
Proceeds from employee stock-based plans	10,644	8,515
Excess tax benefits related to share-based payments	8,021	423
Net cash provided by financing activities	18,665	8,928
Net increase in cash and cash equivalents	32,542	18,130
Cash and cash equivalents at beginning of period	96,178	59,407
Cash and cash equivalents at end of period	\$128,720	\$77,537

See accompanying notes to consolidated financial statements.





SOURCEFIRE, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

1. Description of Business

Organization and Description of Business

Founded in January 2001, Sourcefire delivers intelligent cybersecurity technologies. Our comprehensive portfolio of solutions enables commercial enterprises and government agencies worldwide to manage and minimize cybersecurity risks. From our industry-leading next-generation network security platform to our advanced malware protection, Sourcefire provides customers with Agile Security® that addresses the need for more informed, adaptive, and automated security solutions to protect today's dynamic information technology environments from constantly changing threats.

We also manage the security industry's leading open source initiative, Snort®, as well as the ClamAV® and Razorback™ open source initiatives. Snort is an open source intrusion prevention technology that is incorporated into the IPS software component of our comprehensive Intrusion Detection and Prevention System. ClamAV is an open source anti-virus and anti-malware project. Razorback is an open-source project that addresses advanced detection problems associated with client-side attacks.

In addition to our commercial and open source network security products, we offer a variety of services to help our customers install and support our solutions. Available services include Technical Support, Professional Services, Education & Certification, Vulnerability Research Team, or VRT, and Snort rule subscriptions.

2. Summary of Significant Accounting Policies

Basis of Presentation

The accompanying unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial reporting and in accordance with the instructions to Form 10-Q and Article 10 of Regulation S-X. Certain information and footnote disclosures normally included in annual financial statements prepared in accordance with generally accepted accounting principles in the United States have been condensed or omitted pursuant to those rules or regulations. The interim financial statements are unaudited, but reflect all adjustments which are, in the opinion of management, considered necessary for a fair presentation. These financial statements should be read in conjunction with the audited consolidated financial statements and the notes included in our Annual Report on Form 10-K for the year ended December 31, 2012 filed with the Securities and Exchange Commission on February 28, 2013. The results of operations for the interim periods are not necessarily indicative of results to be expected in future periods.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires us to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ materially from those estimates.

On an ongoing basis, we evaluate our estimates, including those related to the accounts receivable allowance, sales return allowance, warranty reserve, adjustments for excess and obsolete inventory and inventory purchase commitments, useful lives of tangible and intangible long-lived assets, goodwill and intangible asset impairment, income taxes, and our assumptions used for the purpose of determining stock-based compensation, among other things. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable, the results of which can affect the reported amounts of assets and liabilities as of the date of the consolidated financial statements, as well as the reported amounts of revenue and expenses during the periods presented.

Cash and Cash Equivalents

We consider all highly liquid investments with maturities of three months or less when purchased to be cash equivalents.

Investments

We determine the appropriate classification of our investments at the time of purchase and reevaluate such classification as of each balance sheet date. Our available-for-sale investments are comprised of money market funds,

corporate debt investments, commercial paper, government-sponsored enterprise securities, government securities and certificates of deposit. These investments are stated at fair value, with the unrealized gains and losses, net of tax, reported in the consolidated

8

---

statements of comprehensive income. Amortization is included in interest and investment income. Interest on securities classified as available-for-sale is also included in interest and investment income.

We evaluate our available-for-sale investments on a regular basis to determine whether an other-than-temporary impairment in fair value has occurred. If an investment is in an unrealized loss position and we have the intent to sell the investment, or it is more likely than not that we will have to sell the investment before recovery of its amortized cost basis, the decline in value is deemed to be other-than-temporary and is charged against earnings for the period. For investments that we do not intend to sell or it is more likely than not that we will not have to sell the investment, but we expect that we will not fully recover the amortized cost basis, the credit component of the other-than-temporary impairment is charged against earnings for the applicable period and the non-credit component of the other-than-temporary impairment is recognized in the consolidated statements of comprehensive income and in accumulated other comprehensive income on our consolidated statement of stockholders' equity. Unrealized losses entirely caused by non-credit related factors related to investments for which we expect to fully recover the amortized cost basis are recorded in accumulated other comprehensive income.

We account for our investments in a non-controlling interest in a company over which we do not exercise significant influence using the cost method. Under the cost method, an investment is carried at cost until it is sold or there is evidence that changes in the business environment or other facts and circumstances suggest it may be other-than-temporarily impaired. If a decline in the fair value of a cost method investment is determined to be other-than-temporary, an impairment charge will be recorded and the fair value will become the new cost basis of the investment. Our cost method investments are included in other assets on the consolidated balance sheets.

#### Fair Value of Financial Instruments

Our financial instruments consist primarily of cash and cash equivalents, investments, accounts receivable, accounts payable and deferred revenue. The fair value of these financial instruments approximates their carrying amounts reported in the consolidated balance sheets. The fair value of available-for-sale investments is determined using quoted market prices for those investments. The fair value of our cost method investments is impracticable to determine as the investments are in a privately held company for which there is no active or inactive market. These cost method investments consist of \$2.1 million of equity securities and a \$0.9 million convertible note bearing interest at 4.7% annually with a March 8, 2014 maturity date. We have not identified events or changes in circumstances that may have a significant adverse effect on the fair value of the investment.

#### Allowance for Doubtful Accounts and Sales Return Allowance

We make estimates regarding the collectability of our accounts receivable. When we evaluate the adequacy of our allowance for doubtful accounts, we consider multiple factors, including historical write-off experience, the need for specific customer reserves, the aging of our receivables, customer creditworthiness and changes in customer payment cycles. Historically, our allowance for doubtful accounts has been adequate based on actual results. If any of the factors used to calculate the allowance for doubtful accounts change or if the allowance does not reflect our actual ability to collect outstanding receivables, changes to our provision for doubtful accounts may be needed, and our future results of operations could be materially affected. As of June 30, 2013 and December 31, 2012, the allowance for doubtful accounts was \$0.1 million and \$0.2 million, respectively.

We also use our judgment to make estimates regarding potential future product returns related to reported product revenue in each period. We analyze factors such as our historical returns experience, current product sales volumes, and changes in product warranty claims when evaluating the adequacy of the sales returns allowance. If any of the factors used to calculate the sales return allowance were to change, we may experience a material difference in the amount and timing of our product revenue for any given period. As of June 30, 2013 and December 31, 2012, the sales return allowance was \$1.0 million and \$1.5 million, respectively.

#### Inventory

Inventory consists of hardware and related component parts and is stated at the lower of cost on a first-in, first-out basis, or market value, except for evaluation and advance replacement units, which are stated at the lower of cost, on a specific identification basis, or market value. Evaluation units are used for customer testing and evaluation and are predominantly located at the customers' premises. Advance replacement units, which include fully functioning appliances and spare parts, are used to provide replacement units under technical support arrangements if a customer's

unit is not functioning properly. We make estimates of forecasted demand for our products, and inventory that is obsolete or in excess of our estimated demand is written down to its estimated net realizable value based on historical usage, expected demand, the timing of new product introductions and age. It is reasonably possible that our estimate of future demand for our products could change in the near term and result in additional inventory write-downs, which would negatively impact our future results of operations.

9

---

Inventory consisted of the following (in thousands):

	As of	
	June 30, 2013	December 31, 2012
Finished goods	\$1,209	\$1,612
Evaluation units	3,226	2,886
Advance replacement units	2,672	2,382
Total	\$7,107	\$6,880

Inventory write-downs, primarily related to excess and obsolete inventory of our advance replacement and evaluation units, are reflected as cost of revenues and amounted to approximately \$0.3 million and \$0.4 million for the three and six months ended June 30, 2013, respectively.

Inventory write-downs, primarily related to excess and obsolete inventory of our advance replacement and evaluation units, are reflected as cost of revenues and amounted to approximately \$0.3 million and \$0.4 million for the three and six months ended June 30, 2012, respectively.

#### Goodwill and Intangible Assets

Goodwill represents the excess of the purchase price of an acquired business over the fair value of the underlying net tangible and intangible assets acquired. We test goodwill resulting from acquisitions for impairment annually on October 1, or whenever events or changes in circumstances indicate a potential impairment. If it is determined that an impairment has occurred, we will record a write-down of the carrying value and charge the impairment as an operating expense in the period the determination is made. Although we believe goodwill is appropriately stated in the consolidated financial statements, changes in strategy or market conditions could significantly impact these judgments and require an adjustment to the recorded balance.

Intangible assets that are not considered to have an indefinite life are amortized over their useful lives on a straight-line basis. On a periodic basis, we evaluate the estimated remaining useful life of acquired intangible assets and whether events or changes in circumstances warrant a revision to the remaining period of amortization. The carrying amounts of these assets are periodically reviewed for impairment whenever events or changes in circumstances indicate that the carrying value of these assets may not be recoverable.

#### Revenue Recognition

We derive revenue from arrangements that include hardware products with embedded software, software licenses, technical support, and professional services. Revenue from products in the accompanying consolidated statements of operations consists primarily of sales of hardware appliances containing software, but also includes fees for the license of our technology in a software-only format, subscriptions of our advanced malware products and subscriptions to receive rules released by the Vulnerability Research Team, or VRT, that are used to update the appliances for current exploits and vulnerabilities. Technical support, which primarily has a contractual term of 12 months, includes telephone and web-based support, software updates, and rights to software upgrades on a when-and-if-available basis. Professional services include training and consulting.

For each arrangement, we recognize revenue when: (a) persuasive evidence of an arrangement exists (e.g., a signed contract); (b) delivery of the product has occurred and there are no remaining obligations or customer acceptance provisions; (c) the fee is fixed or determinable; and (d) collection of the fee is deemed probable.

For sales through resellers and distributors, we recognize revenue upon the shipment of the product only if those resellers and distributors provide us, at the time of placing their order, with the identity of the end-user customer to whom the product has been sold. To the extent that a reseller or distributor requests an inventory or stock of products, we defer revenue on that product until we receive notification that it has been sold through to an identified end-user. All amounts billed or received in excess of the revenue recognized are included in deferred revenue. In addition, we defer all direct costs associated with revenue that has been deferred. These amounts are included in either prepaid expenses and other current assets or inventory in the accompanying balance sheets, depending on the nature of the costs and the reason for the deferral.

The majority of our product revenue includes hardware appliances containing software components that operate together to provide the essential functionality of the product. Therefore, our hardware appliances are considered

non-software deliverables and the products and associated support and services qualify as separate units of accounting. For such multiple-element arrangements, we allocate revenue to each unit of accounting based on an estimated selling price at the arrangement inception. The estimated selling price for each element is based upon the following hierarchy: vendor-specific objective evidence, or VSOE, of selling price, if available, third-party evidence, or TPE, of selling price, if VSOE of selling price is not

10

---

available, or best estimate of selling price, or BESP, if neither VSOE of selling price nor TPE of selling price are available. The total arrangement consideration is allocated to each separate unit of accounting using the relative estimated selling prices of each unit based on the aforementioned selling price hierarchy.

Our product revenue also includes revenue from the sale of stand-alone software products. Stand-alone software may operate on our hardware appliance, but is not considered essential to the functionality of the hardware. Stand-alone software sales generally include a perpetual license for the use of our software. Stand-alone software sales are accounted for under industry-specific software revenue recognition guidance.

For stand-alone software sales, we recognize revenue based on software revenue recognition guidance. Under the software revenue recognition guidance, we allocate the total arrangement fee among each deliverable based on the fair value of each of the deliverables, determined based on VSOE. If VSOE of fair value does not exist for each of the deliverables, all revenue from the arrangement is deferred until the earlier of the point at which sufficient VSOE of fair value can be determined for any undelivered elements or all elements of the arrangement have been delivered. If the only undelivered elements are elements for which we currently have VSOE of fair value, we recognize revenue for the delivered elements based on the residual method. When VSOE of fair value does not exist for undelivered elements such as maintenance and support, the entire arrangement fee is recognized ratably over the performance period.

Certain arrangements with multiple deliverables may have stand-alone software deliverables that are subject to the software revenue recognition guidance along with non-software deliverables. The revenue for these multiple deliverable arrangements is allocated to the stand-alone software deliverables as a group and the non-software deliverables based on the relative selling prices of all the deliverables in the arrangement.

VSOE of fair value for elements of an arrangement is based upon the prices charged for a deliverable when sold separately and we require that a substantial majority of the historical selling prices fall within a reasonably narrow pricing range.

We are typically not able to determine TPE for our products or services. TPE is determined based on competitor prices for similar deliverables when sold separately. Generally, our offerings contain a significant level of differentiation such that the comparable pricing of products with similar functionality cannot be obtained.

Furthermore, we are unable to reliably determine what similar competitor products' selling prices are on a stand-alone basis.

When we are unable to establish the selling price of our non-software deliverables using VSOE or TPE, we use BESP in our allocation of arrangement consideration. The objective of BESP is to determine the price at which we would transact a sale if the product or service were sold on a stand-alone basis. We determine BESP for a product or service by considering multiple factors including, but not limited to, gross margin objectives, pricing practices, customer classes and geographies and distribution channels.

Revenue is reported net of sales taxes. Shipping charges billed are included in revenues and related costs are included in cost of revenue.

For the three and six months ended June 30, 2013, one customer, a distributor of our products to the U.S. government, accounted for 20% and 16% of total revenue, respectively. For the three and six months ended June 30, 2012, one customer, a distributor of our products to the U.S. government, accounted for 12% and 16% of total revenue, respectively.

As of June 30, 2013, a distributor of our products to the U.S. government accounted for 19% of our accounts receivable. As of December 31, 2012, two customers, a distributor of our products and a reseller of our products, accounted for 17% and 15%, respectively, of our accounts receivable.

#### Warranty

Under our standard warranty arrangement, we warrant that our software will perform in accordance with its documentation for a period of 90 days from the date of shipment. Similarly, we warrant that the hardware will perform in accordance with its documentation for a period of one year from date of shipment. We further agree to repair or replace software or products that do not conform to those warranties. The one year warranty on hardware coincides with the hardware warranty that we obtain from the manufacturer. We estimate the additional costs, if any, that may be incurred under our warranties outside of the warranties supplied by the manufacturer and record a liability at the



time product revenue is recognized. Factors that affect our warranty liability include the number of units sold, historical and anticipated rates of warranty claims and the estimated cost per claim. We periodically assess the adequacy of our recorded warranty liability and adjust the amounts as necessary. While actual warranty costs have historically been within our cost estimations, it is possible that warranty rates could increase in the future due to new hardware introductions, general hardware component cost and availability, among other factors.

#### Foreign Currency Translation

The functional currency of our foreign subsidiaries, except Brazil, is the U.S. dollar. Accordingly, all assets and liabilities of these foreign subsidiaries are remeasured into U.S. dollars using the exchange rates in effect at each balance sheet date, except for certain non-monetary items, which are remeasured into U.S. dollars at historical rates. Revenue and expenses of these foreign subsidiaries are remeasured into U.S. dollars at the average rates in effect for each applicable month in the period. Any differences resulting from the remeasurement of assets, liabilities and operations of these subsidiaries are recorded within other expense, net in the consolidated statements of operations. The functional currency of our Brazil subsidiary is the local currency. The impact of changes in foreign currency exchange rates resulting from the translation of our Brazil subsidiary's financial statements into U.S. dollars is included in accumulated other comprehensive income (loss), which is a separate component of stockholders' equity. Assets and liabilities are translated into U.S. dollars using the exchange rates in effect at each balance sheet date. Revenue and expenses are translated into U.S. dollars at the average rates in effect for each applicable month in the period.

#### Income Taxes

Deferred tax assets and liabilities are determined based on temporary differences between financial reporting and tax bases of assets and liabilities and for tax carryforwards at enacted statutory tax rates in effect for the years in which the differences are expected to reverse.

We assess the realizability of our deferred tax assets, which primarily consist of temporary differences associated with stock-based compensation expense and deferred revenue. In assessing the realizability of these deferred tax assets, we consider whether it is more likely than not that some portion or all of the deferred tax assets will be realized. In assessing the need for a valuation allowance, we consider all available evidence, both positive and negative, including historical levels of income, expectations and risks associated with estimates of future taxable income and ongoing prudent and feasible tax planning strategies.

With respect to foreign earnings, it is our policy to invest the earnings of foreign subsidiaries indefinitely outside the U.S. Any excess tax benefit, above amounts previously recorded for stock-based compensation expense, from the exercise of stock options is recorded in additional paid-in-capital in the consolidated balance sheets to the extent that cash taxes payable are reduced.

Because tax laws are complex and subject to different interpretations, significant judgment is required. As a result, we make certain estimates and assumptions, in (i) calculating our income tax expense, deferred tax assets and deferred tax liabilities, (ii) determining any valuation allowance recorded against deferred tax assets and (iii) evaluating the amount of unrecognized tax benefits, as well as the interest and penalties related to such uncertain tax positions. Our estimates and assumptions may differ significantly from tax benefits ultimately realized.

#### Stock-Based Compensation

Stock-based awards granted include stock options, restricted stock awards and restricted stock units under our 2007 Stock Incentive Plan, or 2007 Plan, and stock purchased under our Amended and Restated 2007 Employee Stock Purchase Plan, or ESPP. Stock-based compensation expense is measured at the grant date, based on the fair value of the awards, and is recognized as expense ratably over the requisite service period, net of estimated forfeitures.

We use the Black-Scholes option pricing model, except for certain option awards that contain market conditions relating to our stock price achieving specified levels, in which case we use a Monte Carlo simulation model, for estimating the fair value of stock options granted and for employee stock purchases under our Employee Stock Purchase Plan, or ESPP. The use of option valuation models requires the input of highly subjective assumptions, including the expected term and the expected stock price volatility. Additionally, the recognition of expense requires the estimation of the number of stock-based awards that will ultimately vest and the number that will ultimately be forfeited.

#### Net Income Per Share

Basic net income per share is computed on the basis of the weighted-average number of shares of common stock outstanding during the period. Diluted net income per share is computed on the basis of the weighted-average number of shares of common stock plus the effect of dilutive potential common shares outstanding during the period using the treasury stock method. Dilutive potential common shares include outstanding stock options and restricted stock units.

Accumulated Other Comprehensive Income (Loss)

Effective January 1, 2013, we adopted accounting guidance that requires that we separately disclose, on a prospective basis, the change in each component of other comprehensive income (loss) relating to reclassification adjustments and current period other comprehensive income (loss). As the new guidance relates to presentation only, the adoption did not have a

12

---

material impact on our results of operations, financial position or cash flows. Foreign currency translation adjustments are generally not adjusted for income taxes as they relate to indefinite investment in non-U.S. subsidiaries. The changes in accumulated other comprehensive income (loss) by component for the three and six months ended June 30, 2013 and 2012, respectively, are summarized as follows (in thousands):

	Foreign currency translation adjustments	Unrealized gain (loss) on available-for-sale securities	Total
For the Three Months Ended June 30, 2013			
Balance, March 31, 2013	\$ (97	) \$ (24	) \$ (121
Other comprehensive loss, net of tax	(300	) (129	) (429
Balance, June 30, 2013	(397	) (153	) (550
For the Three Months Ended June 30, 2012			
Balance, March 31, 2012	—	22	22
Other comprehensive income, net of tax	—	(21	) (21
Balance, June 30, 2012	—	1	1
For the Six Months Ended June 30, 2013			
Balance, December 31, 2012	—	8	8
Other comprehensive loss, net of tax	(397	) (161	) (558
Balance, June 30, 2013	(397	) (153	) (550
For the Six Months Ended June 30, 2012			
Balance, December 31, 2011	—	(24	) (24
Other comprehensive income, net of tax	—	25	25
Balance, June 30, 2012	\$—	\$ 1	\$ 1

There have been no reclassifications out of other comprehensive income (loss) for the three and six months ended June 30, 2013 and 2012, respectively.

## 3. Investments

The following is a summary of available-for-sale investments as of June 30, 2013 (in thousands):

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value	
Money market funds	\$10,361	\$—	\$—	\$10,361	
Corporate debt investments	91,332	2	(204	) 91,130	
Asset-backed securities	3,417	—	(11	) 3,406	
Commercial paper	10,391	2	—	10,393	
Government-sponsored enterprises	2,000	—	—	2,000	
Government securities	390	—	—	390	
CD	1,800	—	—	1,800	
Total investments	119,691	4	(215	) 119,480	
Amounts classified as cash equivalents*	(10,751	) —	—	(10,751	)
Total available-for-sale investments	\$108,940	\$4	\$(215	) \$108,729	
Matures in one year or less	\$72,579	\$4	\$(53	) \$72,530	
Matures after one year through five years	36,361	—	(162	) 36,199	
Total available-for-sale investments	\$108,940	\$4	\$(215	) \$108,729	

\* Does not include cash held in our bank accounts.

The following is a summary of available-for-sale investments as of December 31, 2012 (in thousands):

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value	
Money market funds	\$8,372	\$—	\$—	\$8,372	
Corporate debt investments	63,092	28	(22	) 63,098	
Asset-backed securities	202	—	—	202	
Commercial paper	39,218	14	—	39,232	
Government-sponsored enterprises	3,500	1	—	3,501	
Government securities	1,930	—	—	1,930	
CD	3,450	1	—	3,451	
Total investments	119,764	44	(22	) 119,786	
Amounts classified as cash equivalents*	(12,009	) —	—	(12,009	)
Total available-for-sale investments	\$107,755	\$44	\$(22	) \$107,777	
Matures in one year or less	\$87,941	\$30	\$(9	) \$87,962	
Matures after one year through five years	19,814	14	(13	) 19,815	
Total available-for-sale investments	\$107,755	\$44	\$(22	) \$107,777	

\* Does not include cash held in our bank accounts.

The following table shows the gross unrealized losses and fair value of our investments as of June 30, 2013 with unrealized losses that are not deemed to be other-than-temporarily impaired, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position (in thousands):

	Less Than 12 Months		12 Months or More		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
Corporate debt investments	\$80,032	\$204	\$—	\$—	\$80,032	\$204
Asset-backed securities	3,406	11	—	—	3,406	11
Total	\$83,438	\$215	\$—	\$—	\$83,438	\$215

As of June 30, 2013, the unrealized holding loss, net of tax, on available-for-sale securities included in accumulated other comprehensive income (loss) was \$0.2 million. We have evaluated our investments and have determined there were no other-than-temporary impairments as of June 30, 2013. There are 54 corporate debt investments and 3 asset backed security investments with unrealized losses that have existed for less than one year. The unrealized losses related to these investments are entirely caused by non-credit related factors. We do not have the intent to sell these securities and we expect to fully recover the amortized cost basis of these investments.

In May 2012, we committed to invest \$3.0 million in a company that supplies components and performs design work for our hardware platform. These investments consist of \$2.1 million of equity securities, which we funded in May 2012, and a \$0.9 million convertible note bearing interest at 4.7% annually with a March 8, 2014 maturity date, which we funded in March 2013. We account for this investment using the cost method, as our investment represents less than a 20% equity interest and we do not have significant influence or control over the company. The fair value of our cost method investments is impracticable to determine as the investments are in a privately held company for which there is no active or inactive market. Therefore, we consider these Level 3 investments. We have not identified events or changes in circumstances that may have a significant adverse effect on the fair value of the investments. These cost method investments are included in other assets on the consolidated balance sheets.

#### 4. Income Taxes

Our effective tax rate for the three months ended June 30, 2013 is an expense of 14.4%, compared to an expense of 31.3% in the prior-year period. Our provision for income taxes for the three months ended June 30, 2013 includes a net discrete benefit of \$0.5 million for 2012 and 2011 foreign research credits recognized during the quarter. Our effective tax rate for the six months ended June 30, 2013 is a benefit of 86.3%, compared to an expense of 32.1% in the prior-year period. Our benefit from income taxes for the six months ended June 30, 2013 includes a net discrete benefit of \$1.5 million consisting of \$2.1 million of 2012 and 2011 domestic and foreign research credits partially offset by \$0.6 million of reserves for uncertain tax positions recognized during the period. Our benefit from income taxes for the six months ended June 30, 2013 is based on an estimated annual effective tax rate for 2013 of 32.3% which differs from the U.S. federal statutory rate of 35% principally due to the mix of domestic and foreign income, non-deductible meals and entertainment, non-deductible foreign stock-based compensation expense, domestic and foreign research credits and foreign taxes withheld.

Our provision for income taxes for the six months ended June 30, 2012 was based on an estimated annual effective tax rate for 2012 of 32%, which includes the U.S. federal statutory rate of 35%, state income taxes and foreign income taxed at various rates.

With respect to foreign earnings, it is our policy to invest the earnings of foreign subsidiaries indefinitely outside the U.S. Accordingly, we do not record deferred taxes on such earnings. Any excess tax benefit, above amounts previously recorded for stock-based compensation expense, from the exercise of stock options is recorded in additional paid-in-capital in the consolidated balance sheets to the extent that cash taxes payable are reduced.

As of June 30, 2013, we had \$2.3 million of unrecognized tax benefits, of which \$1.0 million, if recognized, would affect our effective tax rate. As of December 31, 2012, we had \$1.7 million of unrecognized tax benefits, of which \$0.3 million, if recognized, would affect our effective tax rate.

#### 5. Stock-Based Compensation

In March 2007, our Board of Directors and stockholders approved the Sourcefire, Inc. 2007 Stock Incentive Plan, or 2007 Plan, which provides for the granting of equity-based awards, including stock options, restricted or unrestricted stock awards, restricted stock unit awards and stock appreciation rights to employees, officers, directors, and other individuals as determined by the Board of Directors. As of December 31, 2012, we had reserved an aggregate of 8,536,635 shares of common stock for

15

---

issuance under the 2007 Plan. On January 1, 2013, under the terms of the 2007 Plan, the aggregate number of shares reserved for issuance under the 2007 Plan was increased by an amount equal to 4% of our outstanding common stock as of December 31, 2012, or 1,213,855 shares. Therefore, as of June 30, 2013, we have reserved an aggregate of 9,750,490 shares of common stock for issuance under the 2007 Plan. Prior to adoption of the 2007 Plan, we granted stock options and restricted stock awards under the Sourcefire, Inc. 2002 Stock Incentive Plan, or 2002 Plan. The 2007 Plan and the 2002 Plan are administered by the Compensation Committee of our Board of Directors. The vesting period for awards under the plans is generally between three and five years. Options granted prior to March 2010 have a maximum term of 10 years, and options granted beginning March 2010 have a maximum term of seven years. The exercise price of stock option awards is equal to at least the fair value of the common stock on the date of grant. The fair value of our common stock is determined by reference to the closing trading price of the common stock on the NASDAQ Global Select Market on the date of grant.

#### Valuation of Stock-Based Compensation

We use the Black-Scholes option pricing model, except for certain option awards that contain market conditions relating to our stock price achieving specified levels, in which case we use a Monte Carlo simulation model, for estimating the fair value of stock options granted and for employee stock purchases under our Employee Stock Purchase Plan, or ESPP. The use of option valuation models requires the input of highly subjective assumptions, including the expected term and the expected stock price volatility. Additionally, the recognition of expense requires the estimation of the number of stock-based awards that will ultimately vest and the number that will ultimately be forfeited. The fair value of stock-based awards is recognized as expense ratably over the requisite service period, net of estimated forfeitures. We rely on historical experience of employee turnover to estimate our expected forfeitures. The following are the weighted-average assumptions and fair values used in the Black-Scholes option valuation of stock options granted under the 2007 Plan and ESPP grants.

	Three Months Ended		Six Months Ended June		
	June 30, 2013	2012	30, 2013	2012	
Stock Options:					
Average risk-free interest rate	0.4	% —	% 0.4	% 0.8	%
Expected dividend yield	—	% —	% —	% —	%
Expected life (years)	3.58	0.00	3.58	4.75	
Expected volatility	53.5	% —	% 53.5	% 61.6	%
Weighted-average fair value at grant date	\$21.34	\$—	\$21.34	\$15.41	

	Three Months Ended		Six Months Ended June		
	June 30, 2013	2012	30, 2013	2012	
Employee stock purchase plan:					
Average risk-free interest rate	0.1	% 0.2	% 0.1	% 0.2	%
Expected dividend yield	—	% —	% —	% —	%
Expected life (years)	0.50	0.50	0.50	0.50	
Expected volatility	43.9	% 54.9	% 43.9	% 54.9	%
Weighted-average fair value at grant date	\$14.23	\$14.66	\$14.23	\$14.66	

Average risk-free interest rate — This is the average U.S. Treasury rate, with a term that most closely resembles the expected life of the option, as of the grant date.

Expected dividend yield — We use an expected dividend yield of zero, as we have never declared or paid dividends on our common stock and do not anticipate paying dividends in the foreseeable future.

Expected life — This is the period of time that the stock options granted under our equity incentive plans and ESPP grants are expected to remain outstanding.

For determining the expected term of the stock options granted prior to July 2012, we based our expected term on the simplified method. This estimate is derived from the average midpoint between the weighted-average vesting period and the contractual term. In July 2012, we began using our own data in estimating the expected life as we have



developed appropriate historical experience of employee exercise and post-vesting termination behavior considered in relation to the contractual life of the option. For ESPP grants, the expected life is the offering period.

16

---

Expected volatility — Volatility is a measure of the amount by which a financial variable such as a share price has fluctuated (historical volatility) or is expected to fluctuate (expected volatility) during a period.

For stock options granted prior to February 2012, since our historical stock data from our IPO in March 2007 was less than the expected life of the stock options, we used a blended volatility to estimate expected volatility. The blended volatility includes a weighting of our historical volatility from the date of our IPO to the respective grant date and an average of our peer group historical volatility consistent with the expected life of the option. Our peer group historical volatility includes the historical volatility of companies that are similar in revenue size, are in the same industry or are competitors. Beginning in February 2012, the expected volatility of stock options granted is based on the daily historical volatility of our stock price over the expected life of the options.

For ESPP grants, we use our historical volatility which is consistent with the expected life.

During the second quarter of 2013, we granted options to purchase 270,000 shares of common stock to our new Chief Executive Officer, of which 140,000 options vest based upon the price of our common stock achieving specified levels. We used the Monte Carlo simulation option pricing model to value these options because the valuation of this award cannot be reasonably estimated using the Black-Scholes option pricing model. The weighted average assumptions using the Monte Carlo model include a volatility of 50%, an average risk-free interest rate of 1.19%, a dividend yield of 0%, and a strike price of \$54.44.

If we had made different assumptions about the stock price volatility rates, expected life, expected forfeitures and other assumptions, the related stock-based compensation expense and net income could have been significantly different.

The following table summarizes stock-based compensation expense included in the accompanying consolidated statements of operations (in thousands):

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2013	2012	2013	2012
Product cost of revenue	\$152	\$93	\$309	\$171
Services cost of revenue	305	211	564	377
Stock-based compensation expense included in cost of revenue	457	304	873	548
Research and development	1,758	1,184	3,328	2,156
Sales and marketing	3,176	2,137	6,144	3,883
General and administrative	1,803	1,244	3,156	2,389
Stock-based compensation expense included in operating expenses	6,737	4,565	12,628	8,428
Total stock-based compensation expense	\$7,194	\$4,869	\$13,501	\$8,976

#### Stock Options

The following table summarizes stock option activity under the 2007 Plan and the 2002 Plan for the six months ended June 30, 2013 (in thousands, except share and per share data):

	Number of	Range of	Weighted-	Weighted	Aggregate
	Shares	Exercise Prices	Average	Average	Intrinsic
			Exercise Price	Remaining	Value
				Contractual	
				Term	
Outstanding at December 31, 2012	1,678,892	\$ 0.24 to 33.47	\$ 18.84		\$47,647
Granted	270,000	54.44	54.44		
Exercised	(628,481)	) 0.24 to 33.47	14.29		
Forfeited	(16,122)	) 24.74 to 33.47	27.37		
Outstanding at June 30, 2013	1,304,289	\$ 0.32 to 54.44	\$ 28.30	5.00	\$35,546
Vested and exercisable at June 30, 2013	522,786	\$ 0.32 to 33.47	\$ 16.40	4.14	\$20,468
Vested and expected to vest at June 30, 2013	1,184,730		\$ 26.86	4.89	\$33,993



The following table summarizes information about stock options outstanding as of June 30, 2013:

Range of Exercise Prices	Options Outstanding			Options Exercisable	
	Number of Shares	Weighted-Average Exercise Prices	Weighted-Average Contractual Life (Years)	Number of Shares	Weighted-Average Exercise Prices
\$ 0.32 to 21.33	330,433	\$9.74	3.70	295,816	\$8.57
\$ 21.68 to 26.16	362,463	25.49	4.76	132,897	25.35
\$ 26.34 to 33.47	341,393	28.57	5.03	94,073	28.36
\$ 54.44	270,000	54.44	6.85	—	—
	1,304,289	\$28.30	5.00	522,786	\$16.40

The aggregate intrinsic value of all options exercised during the six months ended June 30, 2013 and 2012 was \$23.2 million and \$17.2 million, respectively.

Outstanding stock option awards are generally subject to service-based vesting; however, in some instances, awards contain provisions for acceleration of vesting upon change in control and in certain other circumstances. Based on the estimated grant date fair value of employee stock options granted, we recognized compensation expense of \$1.4 million and \$1.6 million for the three months ended June 30, 2013 and 2012, respectively, and \$2.6 million and \$3.2 million for the six months ended June 30, 2013 and 2012, respectively.

The grant date aggregate fair value of options, net of estimated forfeitures, not yet recognized as expense as of June 30, 2013 was \$11.6 million. This amount is expected to be recognized over a weighted average period of 2.52 years.

#### Restricted Stock Awards

The following table summarizes the unvested restricted stock award activity during the six months ended June 30, 2013:

	Number of Shares	Weighted-Average Grant Date Fair Value
Unvested at December 31, 2012	18,564	\$46.74
Granted	17,271	53.14
Vested	(13,923)	54.25
Unvested at June 30, 2013	21,912	\$47.01

Restricted stock awards are generally subject to service-based vesting; however, in some instances, awards contain provisions for acceleration of vesting upon change in control and in certain other circumstances. Holders of restricted stock awards have the right to vote such shares and receive dividends. The restricted stock awards are considered issued and outstanding at the date the award is granted. The compensation expense is recognized ratably over the estimated vesting period. The vesting restrictions for outstanding restricted stock awards generally lapse over a period of 12 to 36 months.

The fair value of the unvested restricted stock awards is measured using the closing price of our stock on the date of grant. The total compensation expense related to restricted stock awards for the three months ended June 30, 2013 and 2012 was \$0.2 million and \$0.3 million, respectively, and \$0.5 million and \$0.5 million for the six months ended June 30, 2013 and 2012, respectively.

As of June 30, 2013, there was \$0.8 million of unrecognized compensation expense, net of estimated forfeitures, related to unvested restricted stock awards. This amount is expected to be recognized over a weighted-average period of 1.35 years.

#### Restricted Stock Units

The following table summarizes the unvested restricted stock unit activity during the six months ended June 30, 2013:

	Number of Shares	Weighted-Average Grant Date Fair Value
--	------------------	--

Edgar Filing: SOURCEFIRE INC - Form 10-Q

Unvested at December 31, 2012	1,552,855	\$37.57
Granted	874,240	54.10
Vested	(456,671	) 30.56
Forfeited	(19,473	) 46.33
Unvested at June 30, 2013	1,950,951	\$46.53

18

---

Restricted stock units are generally subject to service-based vesting; however, in some instances, restricted stock units contain provisions for acceleration of vesting upon performance measures, change in control and in certain other circumstances. On a quarterly basis, we evaluate the probability of achieving performance measures and adjust compensation expense accordingly. The compensation expense is recognized ratably over the estimated vesting period. The vesting restrictions for outstanding restricted stock units generally lapse over a period of 48 to 60 months. The fair value of the unvested restricted stock units is measured using the closing price of our stock on the date of grant. The total compensation expense related to restricted stock units for the three months ended June 30, 2013 and 2012 was \$5.4 million and \$2.9 million, respectively, and \$9.9 million and \$4.8 million for the six months ended June 30, 2013 and 2012, respectively.

As of June 30, 2013, there was \$62.5 million of unrecognized compensation expense, net of estimated forfeitures, related to unvested restricted stock units. This amount is expected to be recognized over a weighted-average period of 3.26 years.

#### Employee Stock Purchase Plan

The ESPP allows eligible employees to purchase our common stock at 85% of the lower of the stock price at the beginning or end of the offering period, which is a six-month period. During the six months ended June 30, 2013, 44,158 shares were purchased under the ESPP for \$1.7 million. We recognized compensation expense related to the ESPP of \$0.3 million and \$0.2 million for the three months ended June 30, 2013 and 2012, respectively, and \$0.6 million and \$0.4 million for the six months ended June 30, 2013 and 2012, respectively.

#### 6. Net Income Per Share

The calculation of basic and diluted net income per share for the three and six months ended June 30, 2013 and 2012, respectively, is summarized as follows (in thousands, except share and per share data):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Numerator:				
Net income	\$2,217	\$1,113	\$2,191	\$1,180
Denominator:				
Weighted-average shares outstanding—basic	31,314,224	29,714,500	30,983,817	29,470,671
Dilutive effect of employee stock plans	815,496	1,246,921	908,802	1,199,045
Weighted-average shares outstanding—diluted	32,129,720	30,961,421	31,892,619	30,669,716
Net income per share:				
Basic	\$0.07	\$0.04	\$0.07	\$0.04
Diluted	\$0.07	\$0.04	\$0.07	\$0.04

The following potential weighted-average common shares were excluded from the computation of diluted earnings per share, as their effect would have been anti-dilutive:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
Options to purchase common stock	166,153	—	83,077	98,069
Restricted stock units	—	148,096	65,311	120,445
Total	166,153	148,096	148,388	218,514

#### 7. Fair Value Measurement

We measure the fair value of assets and liabilities using a three-level fair value hierarchy that prioritizes the inputs used to measure fair value. This hierarchy requires us to maximize the use of observable inputs and minimize the use of unobservable inputs. The three levels of inputs used to measure fair value are as follows:

Level 1 — Unadjusted quoted prices in active markets that are accessible at the measurement date for identical unrestricted assets or liabilities.

•

Level 2 — Quoted prices in markets that are not active or financial instruments for which all significant inputs are observable, either directly or indirectly.

Level 3 — Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

The fair value measurement of an asset or liability is based on the lowest level of any input that is significant to the fair value assessment. Our investments that are measured at fair value on a recurring basis are classified within Level 1 or Level 2 of the fair value hierarchy.

We did not have any transfers of assets between Levels 1 and Level 2 of the fair value measurement hierarchy during the three and six months ended June 30, 2013.

The following table presents our financial assets that were accounted for at fair value as of June 30, 2013 by level within the fair value hierarchy (in thousands):

	Fair Value	Fair Value Measurement Using		
		Level 1	Level 2	Level 3
Assets:				
Money market funds	\$10,361	\$10,361	\$—	\$—
Corporate debt investments	91,130	—	91,130	—
Asset backed securities	3,406	—	3,406	—
Commercial paper	10,393	—	10,393	—
Government-sponsored enterprise securities	2,000	—	2,000	—
Government securities	390	—	390	—
CD	1,800	—	1,800	—
Total	\$119,480	\$10,361	\$109,119	\$—

Assets and liabilities that are measured at fair value on a non-recurring basis include intangible assets, goodwill and our investment in a non-controlling interest. These items are recognized at fair value if and when they are considered to be impaired. For the six months ended June 30, 2013, there were no fair value adjustments for assets and liabilities measured on a non-recurring basis.

#### 8. Business and Geographic Segment Information

Operating segments are defined as components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance. Our chief operating decision maker is our Chief Executive Officer, or CEO. The CEO reviews financial information presented on a consolidated basis for purposes of allocating resources and evaluating financial performance. As such, we have concluded that our operations constitute one operating and reportable segment. Revenues by geographic area for the three and six months ended June 30, 2013 and 2012, respectively, were as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
United States	\$45,175	\$35,903	\$80,610	\$66,527
United Kingdom	4,542	4,666	9,323	11,385
All other foreign countries	15,335	10,029	31,283	18,988
Consolidated total	\$65,052	\$50,598	\$121,216	\$96,900

#### 9. Commitments and Contingencies

**Contract Manufacturer Commitments** – We purchase components for our products from a variety of suppliers and use several contract manufacturers to provide manufacturing services for our products. During the normal course of business, in order to manage manufacturing lead times and help ensure adequate component supply, we enter into agreements with contract manufacturers and suppliers that allow them to procure inventory based upon information we provide. In certain instances, these agreements allow us the option to cancel, reschedule, and adjust our requirements based on our business needs prior to firm orders being placed. A portion of our reported purchase commitments arising from these agreements are firm, non-cancellable, and unconditional commitments. As of June 30, 2013, we had total purchase commitments for inventory of approximately \$32.7 million due within the next 12 months. It is reasonably possible that our estimate of future demand for our products could change in the near term and result in additional inventory or commitment reserves which would negatively impact our future results of operations.



Asset Retirement Obligation – We maintain office space in certain locations for which the lease agreement requires that we return the office space to its original condition upon vacating the premises. The present value of the costs associated with this retirement obligation is approximately \$0.2 million, payable upon termination of the leases. This liability is being accreted over the lease term.

20

---

Indemnification – Our agreements with customers, as well as our reseller agreements, include certain provisions for indemnifying customers and resellers and their affiliated parties against damages and liabilities arising from third-party claims if our products infringe another party’s intellectual property rights. Our exposure under these indemnification provisions is generally limited to the total amount paid by the customer or reseller, as applicable, under the agreement. However, certain agreements include indemnification provisions that could potentially expose us to liabilities in excess of the amount received under the agreement. To date, there have been no liabilities incurred under such indemnification provisions.

10. Subsequent Events

On July 22, 2013, Sourcefire, Inc. (the "Company") entered into an Agreement and Plan of Merger (the "Merger Agreement") with Cisco Systems, Inc., a California corporation ("Cisco"), and Shasta Acquisition Corp., a Delaware corporation and an indirect wholly-owned subsidiary of Cisco ("Merger Sub").

Pursuant to the terms of the Merger Agreement, and subject to the satisfaction or waiver of certain conditions set forth in the Merger Agreement, Merger Sub will be merged with and into the Company (the "Merger"), and the Company will become an indirect wholly-owned subsidiary of Cisco at the effective time of the Merger (the "Effective Time"). At the Effective Time, each share of common stock of the Company issued and outstanding immediately prior to the Effective Time (other than shares held by the Company, Cisco, Merger Sub or any Company stockholders who perfect their statutory rights of appraisal under Delaware law) will be converted into the right to receive \$76.00 in cash. The Merger has been approved by the boards of directors of both companies.

For additional information regarding the business risks associated with pursuing the Merger, see Item 1A., "Risk Factors," in this Quarterly Report on Form 10-Q.

Item 2. **MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

Certain statements contained in this Quarterly Report on Form 10-Q may constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The words or phrases "would be," "will allow," "intends to," "will likely result," "are expected to," "will continue," "is anticipated," "estimate," "project," or similar expressions, or the negative of such words or phrases, are intended to identify "forward-looking statements." We have based these forward-looking statements on our current expectations and projections about future events. Because such statements include risks and uncertainties, actual results may differ materially from those expressed or implied by such forward-looking statements. Factors that could cause or contribute to these differences include those below and elsewhere in this Quarterly Report on Form 10-Q, particularly in "Risk Factors," and our other filings with the Securities and Exchange Commission. Statements made herein are as of the date of the filing of this Form 10-Q with the Securities and Exchange Commission and should not be relied upon as of any subsequent date. Unless otherwise required by applicable law, we do not undertake, and we specifically disclaim, any obligation to update any forward-looking statements to reflect occurrences, developments, unanticipated events or circumstances after the date of such statement.

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and related notes that appear elsewhere in this Quarterly Report on Form 10-Q and with our Annual Report on Form 10-K for the fiscal year ended December 31, 2012.

**Introduction**

Management's discussion and analysis of financial condition, changes in financial condition and results of operations is provided as a supplement to the accompanying consolidated financial statements and notes to help provide an understanding of Sourcefire, Inc.'s financial condition and results of operations. This item is organized as follows:

**Overview.** This section provides a general description of our business, the key financial metrics that we use in assessing our performance, and anticipated trends that we expect to affect our financial condition and results of operations.

**Results of Operations.** This section provides an analysis of our results of operations for the three and six months ended June 30, 2013 and 2012, respectively.

**Non-GAAP Financial Measures and Supplemental Operating Data.** This section discusses non-GAAP financial results that we use in evaluating the operating performance of our business. These measures should be considered in addition to results prepared in accordance with United States generally accepted accounting principles, or GAAP, but should not be considered a substitute for, or superior to, GAAP results. The non-GAAP measures discussed have been reconciled to the nearest GAAP measure in a table included in this section. This section also includes supplemental operating data.

**Liquidity and Capital Resources.** This section provides an analysis of our cash flows for the three and six months ended June 30, 2013 and 2012, respectively and a discussion of our capital requirements and the resources available to us to meet those requirements.

**Critical Accounting Policies and Estimates.** This section discusses accounting policies that are considered important to our financial condition and results of operations, require significant judgment or require estimates on our part in applying them. Our significant accounting policies, including those considered to be critical accounting policies, are summarized in Note 2 to the accompanying consolidated financial statements.

**Overview**

Sourcefire delivers intelligent cybersecurity technologies. Our comprehensive portfolio of solutions enables commercial enterprises and government agencies worldwide to manage and minimize cybersecurity risks. From our industry-leading next-generation network security platform to our advanced malware protection, Sourcefire provides customers with Agile Security® that addresses the need for more informed, adaptive, and automated security solutions to protect today's dynamic information technology environments from constantly changing threats.

We sell our solutions to a diverse customer base that includes Global 2000 companies, global enterprises, U.S. and international government agencies and small and mid-size businesses. We also manage the security industry's leading open source initiative, Snort®, as well as the ClamAV® and Razorback™ open source initiatives.



### Pending Merger with Cisco

On July 22, 2013, Sourcefire, Inc. (the "Company") entered into an Agreement and Plan of Merger (the "Merger Agreement") with Cisco Systems, Inc., a California corporation ("Cisco"), and Shasta Acquisition Corp., a Delaware corporation and an indirect wholly-owned subsidiary of Cisco ("Merger Sub"), pursuant to which Merger Sub will be merged with and into the Company (the "Merger"), and the Company will become an indirect wholly-owned subsidiary of Cisco at the effective time of the Merger. Under the terms of the Merger Agreement, Cisco has agreed to acquire all of our outstanding common stock for \$76.00 per share in cash, which represented a premium of approximately 29% to our closing price on July 22, 2013. The transaction has been approved by the boards of directors of both companies and is subject to customary closing conditions, including a regulatory review and approval by Sourcefire's stockholders. For additional information regarding the business risks associated with pursuing the Merger, see Item 1A., "Risk Factors," in this Quarterly Report on Form 10-Q.

### Key Financial Metrics and Trends

Revenue from U.S. commercial customers accounted for 49% and 51% of our total revenue for the three and six months ended June 30, 2013, respectively, and 55% and 50% of our total revenue for the three and six months ended June 30, 2012, respectively. Our revenues from U.S. commercial customers increased by 16% and 27%, respectively, for the three and six months ended June 30, 2013 as compared to the prior-year periods.

Revenue from international customers accounted for 31% and 33% of our total revenue for the three and six months ended June 30, 2013, respectively, and 29% and 31% of our total revenue for the three and six months ended June 30, 2012, respectively. Our revenues from international customers increased by 35% and 34%, respectively, for three and six months ended June 30, 2013 as compared to the prior-year periods.

Revenue from U.S. federal and state government agencies collectively accounted for 20% and 16% of our total revenue for the three and six months ended June 30, 2013, respectively, and 16% and 19% for the of our total revenue for the three and six months ended June 30, 2012, respectively. Our revenues from U.S. federal and state government agencies increased by 57% and 6%, respectively, for the three and six months ended June 30, 2013, as compared to the prior-year periods.

We believe that our revenue from sales of products for the three and six months ended June 30, 2013 was positively affected by a number of factors, including (i) increased customer acceptance of enhanced versions of our products, (ii) expansion of our indirect sales channel in the U.S. and internationally and (iii) investments in our international operations and the resulting increase in workforce. In addition, our revenue from sales of services for the three and six months ended June 30, 2013 was positively affected by an increase in our installed customer base. We expect these factors to continue to positively affect our product and services revenue for the remainder of 2013. We also believe that our revenue from sales of products and services for the three months ended June 30, 2013 was positively affected by a shift in timing of sales to the U.S. federal government, from the first quarter to the second quarter, due to uncertainty in the federal procurement process created by the federal budget sequestration implemented during the first quarter and the failure of the federal government to enact a budget for its fiscal year ending September 30, 2013, and the resolution of this uncertainty with the March 26, 2013 enactment of a continuing budget resolution that funds the federal government for the remainder of its fiscal year. However, we believe that our revenue from sales of products and services for the six months ended June 30, 2013 was negatively affected by a reduction in U.S. federal spending levels due to automatic budget cuts associated with the sequestration and reduced spending levels under the continuing budget resolution. For the remainder of 2013, we expect these factors may continue to negatively affect our sales to the federal government.

We evaluate our performance on the basis of several key financial metrics, including revenue, cost of revenue, gross profit, and operating expenses. We compare these key performance indicators, on a quarterly basis, to both target amounts established by management and to our performance for prior periods. We also evaluate performance on the basis of adjusted net income, adjusted net income per share, adjusted income from operations, adjusted income from operations as a percentage of revenue and free cash flow, which are non-GAAP financial measures. Information regarding our non-GAAP financial measures and a reconciliation of each to the nearest GAAP measure is provided under "Non-GAAP Financial Measures" below.

### Revenue

We currently derive revenue from product sales and services. Product revenue is principally derived from the sale of our network security solutions. These solutions include a perpetual software license bundled with a third-party hardware platform. Services revenue is principally derived from technical support and professional services and training. We typically sell technical support to complement our network security product solutions.

Technical support entitles a customer to product updates and new rule releases on a when and if available basis and both telephone and web-based assistance for using our products. Our professional services include optional installation, configuration and tuning, which we refer to collectively as network security deployment services. These services typically

23

---

occur on-site after delivery has occurred. Our training includes instructor-led and custom classes delivered at various locations around the world, onsite at customer premises, and online.

Product sales are typically recognized as revenue upon shipment of the product to the customer. For sales through resellers and distributors, we recognize revenue upon the shipment of the product only if those resellers and distributors provide us, at the time of placing their order, with the identity of the end-user customer to whom the product has been sold. We recognize revenue from services when the services are performed. For technical support services, we recognize revenue ratably over the term of the support arrangement, which is primarily 12 months. Our support agreements generally provide for payment in advance.

We sell our network security solutions globally. Revenue generated by sales to U.S.-based customers was 69% and 67%, respectively, of total revenue for the three and six months ended June 30, 2013 and 71% and 69%, respectively, of total revenue for the three and six months ended June 30, 2012. We believe that our revenue from customers based outside of the United States will increase in absolute dollars and as a percentage of revenue as we strengthen our international presence.

We continue to generate a majority of our product revenue through sales to existing customers, both for new locations and for additional technology to protect existing networks and locations. Product sales to existing customers accounted for 72% and 69% of total product revenue for the three months ended June 30, 2013 and 2012, respectively. Product sales to existing customers accounted for 71% and 66% of total product revenue for the six months ended June 30, 2013 and 2012, respectively. We expect product sales to existing customers to continue to account for a significant portion of our product revenue in 2013.

Historically, our product revenue has been seasonal, with a significant portion of our total product revenue in recent fiscal years generated in the third and fourth quarters. Revenue from our government customers has been influenced by the September 30th fiscal year-end of the U.S. federal government, which has historically resulted in our revenue from government customers being highest in the second half of the year. While we expect these historical trends to continue, they could be affected by a number of factors, including another decline in general economic conditions, changes in the timing or amounts of U.S. government spending and our planned international expansion.

Notwithstanding these general seasonal patterns, our revenue within a particular quarter is often affected significantly by the unpredictable procurement patterns of our customers. Our prospective customers usually spend a long time evaluating and making purchase decisions for network security solutions. Historically, many of our customers have not finalized their purchasing decisions until the final weeks or days of a quarter. We expect these purchasing patterns to continue in the future. Therefore, a delay in even one large order beyond the end of the quarter could materially reduce our anticipated revenue for a quarter. In addition, because we typically recognize revenue upon shipment, the timing of our quarter-end and year-end shipments could materially affect our reported product revenue for a given quarter or year. Delayed orders could negatively impact our results of operations and cash flows for a particular period and could therefore cause us to fail to meet the financial performance expectations of financial and industry research analysts or investors.

#### Cost of Revenue

Cost of product revenue includes the cost of the hardware platform, third-party manufacturing costs, royalties for third-party software, personnel costs associated with logistics and quality control, stock-based compensation expense, amortization of acquired intangible assets, supplies, warranty, shipping and handling costs, expense for excess and obsolete inventory and depreciation in the instances where we lease our network security solutions to our customers. In addition, in the first quarter of 2012, we began to incur cost of revenue expenses to support and run the infrastructure of our advanced malware protection products. We allocate overhead costs, including facilities, supplies, communication and information systems and employee benefits, to the cost of product revenue. Overhead costs are reflected in each cost of revenue and operating expense category. As our product volume increases, we anticipate incurring an increased amount of both direct and overhead expenses to supply and manage the increased volume. In addition, hardware unit costs or other costs of manufacturing could increase in the future.

Cost of services revenue includes the direct labor costs of our employees and outside consultants engaged to furnish those services, as well as their travel and associated direct material costs and stock-based compensation expense.

Additionally, we include in cost of services revenue an allocation of overhead costs, as well as the cost of time and materials to service or repair the hardware component of our products covered under a renewed support arrangement beyond the manufacturer's warranty, the amortization of a long-term contract for a third-party to provide maintenance and support services for certain product offerings and the expense for advance replacement unit inventory excess and obsolescence. As our customer base continues to grow, we anticipate incurring an increasing amount of these service and repair costs, as well as costs for additional personnel to provide support and service to our customers.



## Gross Profit

Our gross profit is affected by a variety of factors, including the mix and average selling prices of our products, our pricing policy, new product introductions, the cost of hardware platforms, expense for excess and obsolete inventory, warranty expense, the cost of labor and materials and the mix of distribution channels through which our products are sold. Our gross profit would be adversely affected by price declines or pricing discounts if we are unable to reduce costs on existing products and fail to introduce new products with higher margins. Currently, product sales typically have a lower gross profit as a percentage of revenue than our services due to the cost of the hardware platform. Our gross profit for any particular quarter could be adversely affected if we do not complete a sufficient level of sales of higher-margin products by the end of the quarter. As discussed above, many of our customers do not finalize purchasing decisions until the final weeks or days of a quarter, so a delay in even one large order of a high-margin product could significantly reduce our gross margin for that quarter.

We completed the transition of our product line to our next generation platform in 2012. Generally, the gross margins of our new products are lower as compared to the previous generation of products they are replacing. In addition, in the first quarter of 2012, we began to incur cost of revenue expenses to support and run the infrastructure of our advanced malware protection products. These items had a negative impact on our gross margin for the three and six months ended June 30, 2013 and we expect this impact to continue in 2013. In addition, as we expand our international operations, our gross margin may be negatively impacted due to the additional costs associated with operating in certain non-U.S. jurisdictions.

## Operating Expenses

**Research and Development.** Research and development expenses consist primarily of salaries, incentive compensation and allocated overhead costs for our engineers; stock-based compensation expense; retention obligations related to our hiring of former Immunit employees; costs for professional services to design, test and certify our products; and costs associated with data used by us in our product development.

We have expanded our research and development capabilities and expect to continue to expand these capabilities in the future. We are committed to increasing the level of innovative design and development of new products as we strive to enhance our ability to serve our existing commercial and federal government markets as well as new markets for security solutions. To meet the changing requirements of our customers, we will need to fund investments in several development projects in parallel. Accordingly, we anticipate that our research and development expenses will continue to increase in absolute dollars for the year ending December 31, 2013 and, as a percentage of revenue, will be consistent with 2012.

**Sales and Marketing.** Sales and marketing expenses consist primarily of salaries, incentive compensation and allocated overhead costs for sales and marketing personnel; stock-based compensation expense; trade show, advertising, marketing and other brand-building costs; marketing consultants and other professional services; training, seminars and conferences; and travel and related costs.

As we continue to focus on increasing our market penetration, expanding internationally, increasing our indirect sales channel and building brand awareness, we anticipate that selling and marketing expenses will continue to increase in absolute dollars for the year ending December 31, 2013 and, as a percentage of revenue, will be consistent with 2012.

**General and Administrative.** General and administrative expenses consist primarily of salaries, incentive compensation and allocated overhead costs for executive, legal, finance, information technology, human resources and administrative personnel; stock-based compensation expense; corporate development expenses and professional fees related to legal, audit, tax and regulatory compliance; travel and related costs; and corporate insurance. We anticipate that general and administrative expenses will increase in absolute dollars for the year ending December 31, 2013.

**Stock-Based Compensation.** Stock-based compensation expense is based on the grant date fair value of stock awards. We use the Black-Scholes option pricing model, except for certain option awards that contain market conditions relating to our stock price achieving specified levels, in which case we use a Monte Carlo simulation model, for estimating the fair value of stock options granted and for employee stock purchases under our Employee Stock Purchase Plan, or ESPP. The use of option valuation models requires the input of highly subjective assumptions, including the expected term and the expected stock price volatility. Additionally, the recognition of expense requires the estimation of the number of stock-based awards that will ultimately vest and the number that will ultimately be

forfeited. Based on the estimated grant date fair value of stock-based awards, we recognized aggregate stock-based compensation expense of \$7.2 million and \$4.9 million for the three months ended June 30, 2013 and 2012, respectively, and \$13.5 million and \$9.0 million for the six months ended June 30, 2013 and 2012 .

## Results of Operations

Revenue. The following table shows products and technical support and professional services revenue (dollars in thousands):

	Three Months Ended June 30,				Variance	Six Months Ended June 30,				Variance
	2013	2012	\$	%		2013	2012	\$	%	
Products	\$38,088	\$29,794	\$8,294	28	%	\$68,880	\$55,487	\$13,393	24	%
Percentage of total revenue	59	% 59	%			57	% 57	%		
Technical support and professional services	26,964	20,804	6,160	30	%	52,336	41,413	10,923	26	%
Percentage of total revenue	41	% 41	%			43	% 43	%		
Total revenue	\$65,052	\$50,598	\$14,454	29	%	\$121,216	\$96,900	\$24,316	25	%

The increase in our product revenue for the three months ended June 30, 2013, as compared to the prior-year period, was primarily due to increased unit sales of our appliances, with \$5.4 million of the \$8.3 million increase related to sales of our more powerful, higher priced appliances. The increase in our product revenue for the six months ended June 30, 2013, as compared to the prior-year period, was primarily due to increased unit sales of our appliances, with \$11.6 million of the \$13.4 million increase related to sales of our more powerful, higher priced appliances.

The increase in our services revenue for the three and six months ended June 30, 2013, as compared to the prior-year periods, resulted from an increase in our installed customer base due to new product sales in which associated support was purchased, as well as technical support renewals by our existing customers.

Cost of revenue. The following table shows products and technical support and professional services cost of revenue (dollars in thousands):

	Three Months Ended June 30,				Variance	Six Months Ended June 30,				Variance
	2013	2012	\$	%		2013	2012	\$	%	
Products	\$10,891	\$8,682	\$2,209	25	%	\$20,917	\$17,171	\$3,746	22	%
Percentage of total revenue	17	% 17	%			17	% 18	%		
Technical support and professional services	3,578	2,837	741	26	%	6,776	5,270	1,506	29	%
Percentage of total revenue	6	% 6	%			6	% 5	%		
Total cost of revenue	\$14,469	\$11,519	\$2,950	26	%	\$27,693	\$22,441	\$5,252	23	%
Percentage of total revenue	22	% 23	%			23	% 23	%		

The increase in our product cost of revenue for the three and six months ended June 30, 2013, as compared to the prior-year periods, was primarily due to an increase in unit volume and the associated increase in product costs and increased infrastructure costs to support and run our advanced malware protection products.

The increase in our services cost of revenue for the three and six months ended June 30, 2013, as compared to the prior-year periods, was primarily due to our hiring of additional personnel to service our larger installed customer base, provide training to our resellers and customers, provide professional services to our customers, and increased hardware service expense to maintain our install base.

Edgar Filing: SOURCEFIRE INC - Form 10-Q

Gross profit. The following table shows products and technical support and professional services gross profit (dollars in thousands):

	Three Months Ended June 30,				Variance	Six Months Ended June 30,				Variance
	2013	2012	\$	%		2013	2012	\$	%	
Products	\$27,197	\$21,112	\$6,085	29	%	\$47,963	\$38,316	\$9,647	25	%
Product gross margin	71	% 71	%			70	% 69	%		
Technical support and professional services	23,386	17,967	5,419	30	%	45,560	36,143	9,417	26	%
Technical support and professional services gross margin	87	% 86	%			87	% 87	%		
Total gross profit	\$50,583	\$39,079	\$11,504	29	%	\$93,523	\$74,459	\$19,064	26	%
Total gross margin	78	% 77	%			77	% 77	%		

Product gross margin for the three and six months ended June 30, 2013 remained relatively flat over the prior-year periods.

Technical support and professional services gross margin for the three and six months ended June 30, 2013 remained relatively flat over the prior-year periods.

Operating expenses. The following table shows our operating expenses (dollars in thousands):

	Three Months Ended June 30,				Variance	Six Months Ended June 30,				Variance
	2013	2012	\$	%		2013	2012	\$	%	
Research and development	\$12,255	\$10,661	\$1,594	15	%	\$23,450	\$20,089	\$3,361	17	%
Percentage of total revenue	19	% 21	%			19	% 21	%		
Sales and marketing	25,792	19,764	6,028	30	%	50,902	38,968	11,934	31	%
Percentage of total revenue	40	% 39	%			42	% 40	%		
General and administrative	8,138	5,911	2,227	38	%	14,542	11,355	3,187	28	%
Percentage of total revenue	13	% 12	%			12	% 12	%		
Depreciation and amortization	1,660	1,133	527	47	%	3,263	2,317	946	41	%
Percentage of total revenue	3	% 2	%			3	% 2	%		
Total operating expenses	\$47,845	\$37,469	\$10,376	28	%	\$92,157	\$72,729	\$19,428	27	%
Percentage of total revenue	74	% 74	%			76	% 75	%		

Research and development expenses for the three months ended June 30, 2013 increased over the prior-year period, primarily due to an increase of \$0.9 million in salaries, incentive compensation and benefits as a result of additional personnel, an increase of \$0.6 million in stock-based compensation expense, an increase of \$0.2 million in allocated overhead costs as a result of increased overhead costs partially offset by a decrease of \$0.2 million in consulting fees.

Research and development expenses for the six months ended June 30, 2013 increased over the prior-year period, primarily due to an increase of \$1.6 million in salaries, incentive compensation and benefits as a result of additional personnel, an increase of \$1.2 million in stock-based compensation expense and an increase of \$0.4 million in

allocated overhead costs as a result of increased overhead costs.

Sales and marketing expenses for the three months ended June 30, 2013 increased over the prior-year period, primarily due to an increase of \$4.2 million in salaries, commissions, incentive compensation and benefits as a result of additional personnel, an increase of \$1.0 million in stock-based compensation expense and an increase of \$0.9 million in sales meetings, travel and travel-related expenses. Sales and marketing expenses for the six months ended June 30, 2013 increased over the prior-year period, primarily due to an increase of \$7.8 million in salaries, commissions, incentive compensation and benefits as a result of additional personnel, an increase of \$2.3 million in stock-based compensation expense and an increase of \$1.7 million in sales meetings, travel and travel-related expenses.

General and administrative expenses for the three months ended June 30, 2013 increased over the prior-year period, primarily due to an increase of \$0.9 million in salaries, incentive compensation and benefits as a result of additional personnel, an increase of \$0.6 million in stock-based compensation expense, and an increase of \$0.2 million in professional fees related to

legal and accounting services, primarily as a result of our international expansion. General and administrative expenses for the six months ended June 30, 2013 increased over the prior-year period, primarily due to an increase of \$1.3 million in salaries, incentive compensation and benefits as a result of additional personnel, an increase of \$0.8 million in stock-based compensation expense, and an increase of \$0.4 million in professional fees related to legal, accounting and consulting services, primarily as a result of our international expansion.

Depreciation and amortization expense for the three and six months ended June 30, 2013 increased over the prior-year period, primarily due to depreciation of additional lab and testing equipment purchased for our engineering department, computers purchased for personnel hired and leasehold improvements to new office spaces.

Provision for (benefit from) income taxes. The following table shows our provision for (benefit from) income taxes (dollars in thousands):

	Three Months Ended				Six Months Ended			
	June 30,		Variance		June 30,		Variance	
	2013	2012	\$	%	2013	2012	\$	%
Provision for (benefit from) income taxes	\$372	508	\$(136 )	(27 )%	\$(1,015 )	\$558	\$(1,573 )	NM
Percentage of total revenue	1	% 1	%		—	% 1	%	

NM - not meaningful

Our effective tax rate for the three months ended June 30, 2013 is an expense of 14.4%, compared to an expense of 31.3% in the prior-year period. Our provision for income taxes for the three months ended June 30, 2013 includes a net discrete benefit of \$0.5 million for 2012 and 2011 foreign research credits recognized during the quarter. Our effective tax rate for the six months ended June 30, 2013 is a benefit of 86.3%, compared to an expense of 32.1% in the prior-year period. Our benefit from income taxes for the six months ended June 30, 2013 includes a net discrete benefit of \$1.5 million consisting of \$2.1 million of 2012 and 2011 domestic and foreign research credits partially offset by \$0.6 million of reserves for uncertain tax positions recognized during the period. Our benefit from income taxes for the six months ended June 30, 2013 is based on an estimated annual effective tax rate for 2013 of 32.3% which differs from the U.S. federal statutory rate of 35% principally due to the mix of domestic and foreign income, non-deductible meals and entertainment, non-deductible foreign stock-based compensation expense, domestic and foreign research credits and foreign taxes withheld.

Our provision for income taxes for the six months ended June 30, 2012 was based on an estimated annual effective tax rate for 2012 of 32%, which includes the U.S. federal statutory rate of 35%, state income taxes and foreign income taxed at various rates.

Our future effective tax rate may be materially impacted by the amount of income taxes associated with our foreign earnings, which are taxed at rates different from the U.S. federal statutory rate, as well as the timing and extent of the realization of deferred tax assets and changes in the tax law. Further, our effective tax rate may fluctuate within a fiscal year, including from quarter-to-quarter, due to items arising from discrete events, including the resolution or identification of tax position uncertainties and acquisitions of other companies.

With respect to foreign earnings, it is our policy to invest the earnings of foreign subsidiaries indefinitely outside the U.S. Accordingly, we do not record deferred taxes on such earnings. Any excess tax benefit, above amounts previously recorded for stock-based compensation expense, from the exercise of stock options is recorded in additional paid-in-capital in the consolidated balance sheets to the extent that cash taxes payable are reduced.

#### Seasonality

Our product revenue has tended to be seasonal, with a significant portion generated in the third and fourth quarters. Revenue from our government customers has been influenced by the September 30th fiscal year-end of the U.S. federal government, which has historically resulted in our revenue from government customers being highest in the second half of the year. In the fourth quarter, revenues have historically been strong due to purchases by North American enterprise customers, which operate on a calendar year budget and often wait until the fourth quarter to make their most significant capital equipment purchases. In addition, increased fourth quarter sales in Europe have historically resulted in higher fourth quarter revenues following a decline in sales in the summer months due to

vacation practices in Europe and the resulting delay in capital purchase activities until the fall. While we expect these historical trends to continue, they could be affected by a number of factors, including another decline in general economic conditions, changes in the timing or amounts of U.S. government spending, and our planned international expansion. The timing of transactions could materially affect our quarterly or annual product revenue.

28

---

#### Quarterly Timing

On a quarterly basis, we have usually generated the majority of our sales in the final month of the quarter. We believe this occurs for two reasons. First, many customers wait until the end of the quarter to extract favorable pricing terms from their vendors, including Sourcefire. Second, our sales personnel, who have a strong incentive to meet quarterly sales targets, have tended to increase their sales activity as the end of a quarter nears, while their participation in sales management review and planning activities is typically scheduled at the beginning of a quarter. The timing of our quarter-end and year-end shipments also affects our quarterly and annual product revenue, since we typically recognize revenue upon shipment of the product and orders received at the end of a quarter or year may not be shipped until the beginning of the following quarter or year.

#### Non-GAAP Financial Measures

To supplement our consolidated financial statements presented in accordance with GAAP, we consider certain financial measures that are not prepared in accordance with GAAP, including non-GAAP adjusted net income, adjusted net income per share, adjusted income from operations, adjusted income from operations as a percentage of revenue and free cash flow. We use these non-GAAP financial measures, in addition to GAAP financial measures, to evaluate our operating and financial performance and to compare such performance to that of prior periods and to the performance of our competitors. We also use these non-GAAP financial measures in making operational and financial decisions and in establishing operational goals. We believe that providing these non-GAAP financial measures to investors, as a supplement to GAAP financial measures, helps investors to evaluate our operating and financial performance and trends in our business, consistent with how management evaluates such performance and trends. We also believe these non-GAAP financial measures may be useful to investors in comparing our performance to the performance of other companies, although our non-GAAP financial measures are specific to us and the non-GAAP financial measures of other companies may not be calculated in the same manner.

**Adjusted Net Income, Adjusted Net Income per Share, Adjusted Income from Operations and Adjusted Income from Operations as a Percentage of Revenue:** In evaluating the operating performance of our business, we exclude certain charges and credits that are required by GAAP. These non-GAAP measures exclude (i) stock-based compensation, which does not involve the expenditure of cash, (ii) amortization of acquisition-related intangible assets, which does not involve the expenditure of cash, and (iii) other acquisition-related expenses, which are unrelated to the ongoing operation of our business in the ordinary course. For 2013, we expect non-GAAP results to be adjusted to reflect the effect of an assumed tax rate of 35%. This adjustment is intended to normalize the tax rate and provide a tax rate that approximates our expected long-term GAAP tax rate.

**Free Cash Flow:** We define free cash flow as net cash provided by operating activities minus capital expenditures. We consider free cash flow to be a liquidity measure that provides useful information to management and investors about the amount of cash generated by the business that, after the purchase of property and equipment, can be used for strategic opportunities, including investing in the business, making strategic acquisitions and strengthening the balance sheet.

These measures should be considered in addition to results prepared in accordance with GAAP, but should not be considered a substitute for, or superior to, GAAP results.



Edgar Filing: SOURCEFIRE INC - Form 10-Q

The following table shows a reconciliation of non-GAAP financial measures to the nearest GAAP measure (in thousands, except share and per share amounts):

	Three Months Ended June 30,		Six Months Ended June 30,		
	2013	2012	2013	2012	
Reconciliation to adjusted income from operations:					
GAAP income from operations	\$2,738	\$1,610	\$1,366	\$1,730	
Stock-based compensation expense	7,194	4,869	13,501	8,976	
Amortization of acquisition-related intangible assets	342	342	684	684	
Other acquisition-related expenses*	—	769	—	1,436	
Adjusted income from operations	\$10,274	\$7,590	\$15,551	\$12,826	
Adjusted income from operations as a % of revenue	15.8	% 15.0	% 12.8	% 13.2	%
Reconciliation to adjusted net income:					
GAAP net income	\$2,217	\$1,113	\$2,191	\$1,180	
Stock-based compensation expense	7,194	4,869	13,501	8,976	
Amortization of acquisition-related intangible assets	342	342	684	684	
Other acquisition-related expenses*	—	769	—	1,436	
Tax credit for research and experimentation	(601	) —	(2,064	) —	
Income tax adjustment **	(2,571	) (2,152	) (4,327	) (3,934	)
Adjusted net income	\$6,581	\$4,941	\$9,985	\$8,342	
Adjusted net income per share—basic	\$0.21	\$0.17	\$0.32	\$0.28	
Adjusted net income per share—diluted	\$0.20	\$0.16	\$0.31	\$0.27	
Weighted average number of shares—basic	31,314,224	29,714,500	30,983,817	29,470,671	
Weighted average number of shares—diluted	32,129,720	30,961,421	31,892,619	30,669,716	
Reconciliation to free cash flow:					
GAAP net cash provided by operating activities	\$5,860	\$2,634	\$21,739	\$22,311	
Purchase of property and equipment	(3,371	) (1,534	) (4,606	) (4,076	)
Free cash flow	\$2,489	\$1,100	\$17,133	\$18,235	

\* Includes the accrual of retention obligations related to our hiring of former Immunet employees.

\*\* Income tax adjustment is used to adjust the GAAP provision for income taxes to a non-GAAP provision for income taxes utilizing an assumed tax rate of 35%.

The following table shows supplemental data regarding our operations:



	Three Months Ended June 30,		Six Months Ended June 30,		
	2013	2012	2013	2012	
Supplemental operating data:					
Number of deals in excess of \$500,000	28	13	41	25	
Number of deals in excess of \$100,000	120	83	206	162	
Number of new customers	126	98	225	182	
Percentage of channel-influenced deals	39	% 43	% 45	% 47	%
Total channel partners	814	691	—	—	
Number of full-time employees at end of period	674	519	—	—	

## Liquidity and Capital Resources

## Cash Flows

The following table summarizes our cash flow activities for the periods indicated (in thousands):

	Six Months Ended June 30,	
	2013	2012
Cash and cash equivalents:		
Provided by operating activities	\$21,739	\$22,311
Used in investing activities	(7,862	) (13,109
Provided by financing activities	18,665	8,928
Increase in cash and cash equivalents	32,542	18,130
Net cash at beginning of period	96,178	59,407
Net cash at end of period	128,720	77,537
Investments	108,729	104,388
Total cash, cash equivalents and investments	\$237,449	\$181,925

Operating Activities. Cash provided by operating activities of for the six months ended June 30, 2013 is the result of changes in our operating assets and liabilities of \$11.6 million, net non-cash adjustments of \$8.0 million and net income of \$2.2 million. The increase in cash provided by operating assets and liabilities is primarily attributable to a decrease of \$6.3 million in accounts receivable due to the timing of customer payments and an increase in deferred revenue of \$3.8 million due to growth, primarily in technical support. Net non-cash adjustments for the six months includes stock compensation expense of \$13.5 million and depreciation and amortization expense of \$4.2 million, partially offset by excess tax benefits related to stock compensation of \$8.0 million.

Cash provided by operating activities for the six months ended June 30, 2012 is the result of changes in our operating assets and liabilities of \$8.4 million, net non-cash adjustments of \$12.8 million and net income of \$1.2 million. The increase in cash provided by operating assets and liabilities is primarily attributable to a decrease of \$7.8 million in accounts receivable due to the timing of customer payments and an increase in deferred revenue of \$5.7 million due to growth, primarily in technical support. Net non-cash adjustments for the six months includes stock compensation expense of \$9.0 million and depreciation and amortization of \$3.4 million.

Investing Activities. Cash used in investing activities for the six months ended June 30, 2013 was primarily the result of purchases of investments of \$70.3 million, capital expenditures of \$4.6 million, and the payment for a cost method investment of \$0.9 million, partially offset by maturities of investments of \$67.9 million. Cash used in investing activities for the six months ended June 30, 2012 was primarily the result of purchases of investments of \$78.7 million, capital expenditures of \$4.1 million, and the payment for a cost method investment of \$2.1 million, partially offset by maturities of investments of \$71.9 million.

Financing Activities. Cash provided by financing activities for the six months ended June 30, 2013 and 2012 was primarily the result of proceeds from the issuance of common stock under our employee stock-based plans and excess tax benefits related to share based payments.



### Liquidity Requirements

We manufacture our products through contract manufacturers and other third parties. This approach provides us with the advantage of relatively low capital expenditure requirements and significant flexibility in scheduling production and managing inventory levels. The majority of our products are delivered to our customers directly from our contract manufacturers. Accordingly, our contract manufacturers are generally responsible for purchasing and stocking the components required to produce our products, and they invoice us when the finished goods are shipped. By leasing our office facilities, we also minimize the cash needed for expansion. Our capital spending is generally limited to leasehold improvements, computers, office furniture and lab and test equipment.

We expect our short-term liquidity requirements through June 30, 2014 will consist primarily of the funding of working capital requirements and capital expenditures. We expect to meet these short-term requirements primarily through cash flow from operations. To the extent that cash flow from operations is not sufficient to meet these requirements, we expect to fund these amounts through the use of existing cash and investment resources. As of June 30, 2013, we had cash, cash equivalents and investments of \$237.4 million and working capital of \$203.6 million.

As described above, our product sales are, and are expected to continue to be, seasonal. We believe that our current cash reserves are sufficient for any short-term needs arising from the seasonality of our business.

Our long-term liquidity requirements consist primarily of obligations under our operating leases. We expect to meet these long-term requirements primarily through cash flow from operations.

In addition, we may utilize existing cash resources, equity financing or debt financing to fund acquisitions or investments in complementary businesses, technologies or product lines.

### Critical Accounting Policies and Estimates

Our consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, costs and expenses and related disclosures. We evaluate our estimates and assumptions on an ongoing basis. Our actual results may differ from these estimates.

We believe that, of our significant accounting policies, which are described in Note 2 to the consolidated financial statements contained in this report, the following accounting policies involve a greater degree of judgment and complexity. Accordingly, we believe that the following accounting policies are the most critical to aid in fully understanding and evaluating our consolidated financial condition and results of operations.

**Revenue Recognition.** We derive revenue from arrangements that include hardware products with embedded software, software licenses, technical support, and professional services. Revenue from products in the accompanying consolidated statements of operations consists primarily of sales of hardware appliances containing software, but also includes fees for the license of our technology in a software-only format, subscriptions of our advanced malware products and subscriptions to receive rules released by the Vulnerability Research Team, or VRT, that are used to update the appliances for current exploits and vulnerabilities. Technical support, which primarily has a contractual term of 12 months, includes telephone and web-based support, software updates, and rights to software upgrades on a when-and-if-available basis. Professional services include training and consulting.

For each arrangement, we recognize revenue when: (a) persuasive evidence of an arrangement exists (e.g., a signed contract); (b) delivery of the product has occurred and there are no remaining obligations or customer acceptance provisions; (c) the fee is fixed or determinable; and (d) collection of the fee is deemed probable.

For sales through resellers and distributors, we recognize revenue upon the shipment of the product only if those resellers and distributors provide us, at the time of placing their order, with the identity of the end-user customer to whom the product has been sold. To the extent that a reseller or distributor requests an inventory or stock of products, we defer revenue on that product until we receive notification that it has been sold through to an identified end-user. All amounts billed or received in excess of the revenue recognized are included in deferred revenue. In addition, we defer all direct costs associated with revenue that has been deferred. These amounts are included in either prepaid expenses and other current assets or inventory in the accompanying balance sheets, depending on the nature of the costs and the reason for the deferral.

The majority of our product revenue includes hardware appliances containing software components that operate together to provide the essential functionality of the product. Therefore, our hardware appliances are considered non-software deliverables and the products and associated support and services qualify as separate units of accounting. For such multiple-element arrangements, we allocate revenue to each unit of accounting based on an estimated selling price at the arrangement inception. The estimated selling price for each element is based upon the following hierarchy: vendor-specific objective evidence, or VSOE, of selling price, if available, third-party evidence, or TPE, of selling price, if VSOE of selling price is not

32

---

available, or best estimate of selling price, or BESP, if neither VSOE of selling price nor TPE of selling price are available. The total arrangement consideration is allocated to each separate unit of accounting using the relative estimated selling prices of each unit based on the aforementioned selling price hierarchy.

Our product revenue also includes revenue from the sale of stand-alone software products. Stand-alone software may operate on our hardware appliance, but is not considered essential to the functionality of the hardware. Stand-alone software sales generally include a perpetual license for the use of our software. Stand-alone software sales are accounted for under industry-specific software revenue recognition guidance.

For stand-alone software sales, we recognize revenue based on software revenue recognition guidance. Under the software revenue recognition guidance, we allocate the total arrangement fee among each deliverable based on the fair value of each of the deliverables, determined based on VSOE. If VSOE of fair value does not exist for each of the deliverables, all revenue from the arrangement is deferred until the earlier of the point at which sufficient VSOE of fair value can be determined for any undelivered elements or all elements of the arrangement have been delivered. If the only undelivered elements are elements for which we currently have VSOE of fair value, we recognize revenue for the delivered elements based on the residual method. When VSOE of fair value does not exist for undelivered elements such as maintenance and support, the entire arrangement fee is recognized ratably over the performance period.

Certain arrangements with multiple deliverables may have stand-alone software deliverables that are subject to the software revenue recognition guidance along with non-software deliverables. The revenue for these multiple deliverable arrangements is allocated to the stand-alone software deliverables as a group and the non-software deliverables based on the relative selling prices of all the deliverables in the arrangement.

VSOE of fair value for elements of an arrangement is based upon the prices charged for a deliverable when sold separately and we require that a substantial majority of the historical selling prices fall within a reasonably narrow pricing range.

We are typically not able to determine TPE for our products or services. TPE is determined based on competitor prices for similar deliverables when sold separately. Generally, our offerings contain a significant level of differentiation such that the comparable pricing of products with similar functionality cannot be obtained.

Furthermore, we are unable to reliably determine what similar competitor products' selling prices are on a stand-alone basis.

When we are unable to establish the selling price of our non-software deliverables using VSOE or TPE, we use BESP in our allocation of arrangement consideration. The objective of BESP is to determine the price at which we would transact a sale if the product or service were sold on a stand-alone basis. We determine BESP for a product or service by considering multiple factors including, but not limited to, gross margin objectives, pricing practices, customer classes and geographies and distribution channels.

Revenue is reported net of sales taxes. Shipping charges billed are included in revenues and related costs are included in cost of revenue.

Changes in our judgments and estimates about these assumptions could materially impact the timing of our revenue recognition.

Accounting for Stock-Based Compensation. Stock-based awards granted include stock options, restricted stock awards, restricted stock units and stock purchased under our Amended and Restated 2007 Employee Stock Purchase Plan, or ESPP. Stock-based compensation expense is measured at the grant date, based on the fair value of the awards, and is recognized as expense over the requisite service period, net of estimated forfeitures.

We use the Black-Scholes option pricing model, except for certain option awards that contain market conditions relating to our stock price achieving specified levels, in which case we use a Monte Carlo simulation model, for estimating the fair value of stock options granted and for employee stock purchases under our Employee Stock Purchase Plan, or ESPP. The use of option valuation models requires the input of highly subjective assumptions, including the expected term and the expected stock price volatility. Additionally, the recognition of expense requires the estimation of the number of stock-based awards that will ultimately vest and the number that will ultimately be forfeited. The fair value of stock-based awards is recognized as expense ratably over the requisite service period, net of estimated forfeitures. We rely on historical experience of employee turnover to estimate our expected forfeitures.

The key assumptions used in the Black-Scholes option valuation of stock options granted under the 2007 Stock Incentive Plan, or 2007 Plan, and ESPP grants include the following:

Average risk-free interest rate — This is the average U.S. Treasury rate, with a term that most closely resembles the expected life of the option, as of the grant date.

Expected dividend yield — We use an expected dividend yield of zero, as we have never declared or paid dividends on our common stock and do not anticipate paying dividends in the foreseeable future.



Expected life — This is the period of time that the stock options granted under our equity incentive plans and ESPP grants are expected to remain outstanding.

For determining the expected term of the stock options granted prior to July 2012, we based our expected term on the simplified method. This estimate is derived from the average midpoint between the weighted-average vesting period and the contractual term. In July 2012, we began using our own data in estimating the expected life as we have developed appropriate historical experience of employee exercise and post-vesting termination behavior considered in relation to the contractual life of the option. For ESPP grants, the expected life is the offering period.

Expected volatility — Volatility is a measure of the amount by which a financial variable such as a share price has fluctuated (historical volatility) or is expected to fluctuate (expected volatility) during a period.

For stock options granted prior to February 2012, since our historical stock data from our IPO in March 2007 was less than the expected life of the stock options, we used a blended volatility to estimate expected volatility. The blended volatility includes a weighting of our historical volatility from the date of our IPO to the respective grant date and an average of our peer group historical volatility consistent with the expected life of the option. Our peer group historical volatility includes the historical volatility of companies that are similar in revenue size, are in the same industry or are competitors. Beginning in February 2012, the expected volatility of any stock options granted will be based on the daily historical volatility of our stock price over the expected life of the options.

For ESPP grants, we use our historical volatility which is consistent with the expected life.

During the second quarter of 2013, we granted options to purchase 270,000 shares of common stock to our new Chief Executive Officer, of which 140,000 options vest based upon the price of our common stock achieving specified levels. We used the Monte Carlo simulation option pricing model to value these options because the valuation of this award cannot be reasonably estimated using the Black-Scholes option pricing model. The weighted average assumptions using the Monte Carlo model include a volatility of 50%, an average risk-free interest rate of 1.19%, a dividend yield of 0%, and a strike price of \$54.44.

If we were to employ different assumptions for estimating stock-based compensation expense in future periods, or if we were to decide to use a different valuation model, the amount of expense recorded in future periods could differ significantly from what we have recorded in recent periods.

The Black-Scholes option pricing model was developed for use in estimating the fair value of traded options that have no vesting restrictions and are fully transferable, which are characteristics that are not present in our option grants.

Existing valuation models, including the Black-Scholes and Lattice models, may not provide reliable measures of the fair values of our stock-based compensation awards. Consequently, there is a risk that our estimates of the fair values of our stock-based compensation awards on the grant dates may be significantly different than the actual values upon the exercise, expiration, early termination or forfeiture of those stock-based payments in the future. Certain stock-based payments, such as employee stock options, may expire worthless or otherwise result in zero intrinsic value as compared to the fair values originally estimated on the grant date and reported in our financial statements. Alternatively, values may be realized from these instruments that are significantly higher than the fair values originally estimated on the grant date and reported in our financial statements.

The application of these principles may be subject to further interpretation and refinement over time. There are significant differences among valuation models, and there is a possibility that we will adopt different valuation models in the future. This may result in a lack of consistency between past and future periods and materially affect the fair value estimate of stock-based payments. It may also result in a lack of comparability with other companies that use different models, methods, and assumptions.

Our stock awards are generally subject to service-based vesting; however, in some instances, awards contain provisions for acceleration of vesting upon achievement of performance measures, change in control and in certain other circumstances. On a quarterly basis, we evaluate the probability of achieving performance measures and adjust stock-based compensation expense accordingly. The stock-based compensation expense is recognized ratably over the estimated vesting period. Stock-based compensation expense may fluctuate within a fiscal year, including from quarter-to-quarter, based on the probability of achieving those performance measures.

Accounting for Income Taxes. Deferred tax assets and liabilities are determined based on temporary differences between financial reporting and tax bases of assets and liabilities and for tax carryforwards at enacted statutory tax

rates in effect for the years in which the differences are expected to reverse.

We assess the realizability of our deferred tax assets, which primarily consist of temporary differences associated with stock-based compensation expense and deferred revenue. In assessing the realizability of these deferred tax assets, we consider whether it is more likely than not that some portion or all of the deferred tax assets will be realized. In assessing the need for a valuation allowance, we consider all available evidence, both positive and negative, including historical levels of income,

34

---

expectations and risks associated with estimates of future taxable income and ongoing prudent and feasible tax planning strategies.

With respect to foreign earnings, it is our policy to invest the earnings of foreign subsidiaries indefinitely outside the U.S. Any excess tax benefit, above amounts previously recorded for stock-based compensation expense, from the exercise of stock options is recorded in additional paid-in-capital in the consolidated balance sheets to the extent that cash taxes payable are reduced.

Because tax laws are complex and subject to different interpretations, significant judgment is required. As a result, we make certain estimates and assumptions, in (i) calculating our income tax expense, deferred tax assets and deferred tax liabilities, (ii) determining any valuation allowance recorded against deferred tax assets and (iii) evaluating the amount of unrecognized tax benefits, as well as the interest and penalties related to such uncertain tax positions. Our estimates and assumptions may differ significantly from tax benefits ultimately realized.

**Allowance for Doubtful Accounts and Sales Return Allowance.** We make estimates regarding the collectability of our accounts receivable. When we evaluate the adequacy of our allowance for doubtful accounts, we consider multiple factors, including historical write-off experience, the need for specific customer reserves, the aging of our receivables, customer creditworthiness and changes in customer payment cycles. Historically, our allowance for doubtful accounts has been adequate based on actual results. If any of the factors used to calculate the allowance for doubtful accounts change or if the allowance does not reflect our actual ability to collect outstanding receivables, changes to our provision for doubtful accounts may be needed, and our future results of operations could be materially affected.

We also use our judgment to make estimates regarding potential future product returns related to reported product revenue in each period. We analyze factors such as our historical return experience, current product sales volumes, and changes in product warranty claims when evaluating the adequacy of the sales returns allowance. If any of the factors used to calculate the sales return allowance were to change, we may experience a material difference in the amount and timing of our product revenue for any given period.

**Inventory.** Inventory consists of hardware and related component parts and is stated at the lower of cost on a first-in, first-out basis, or market value, except for evaluation and advance replacement units which are stated at the lower of cost, on a specific identification basis, or market value. Evaluation units are used for customer testing and evaluation and are predominantly located at the customers' premises. Advance replacement units, which include fully functioning appliances and spare parts, are used to provide replacement units under technical support arrangements if a customer's unit is not functioning properly. We make estimates of forecasted demand for our products, and inventory that is obsolete or in excess of our estimated demand is written down to its estimated net realizable value based on historical usage, expected demand, the timing of new product introductions and age. It is reasonably possible that our estimate of future demand for our products could change in the near term and result in additional inventory write-downs, which would negatively impact our future results of operations.

**Investments.** We determine the appropriate classification of our investments at the time of purchase and reevaluate such classification as of each balance sheet date. Our available-for-sale investments are comprised of money market funds, corporate debt investments, commercial paper, government-sponsored enterprise securities, government securities and certificates of deposit. These investments are stated at fair value, with the unrealized gains and losses, net of tax, reported in the consolidated statements of comprehensive income. Amortization is included in interest and investment income. Interest on securities classified as available-for-sale is also included in interest and investment income.

We evaluate our available-for-sale investments on a regular basis to determine whether an other-than-temporary impairment in fair value has occurred. If an investment is in an unrealized loss position and we have the intent to sell the investment, or it is more likely than not that we will have to sell the investment before recovery of its amortized cost basis, the decline in value is deemed to be other-than-temporary and is charged against earnings for the period. For investments that we do not intend to sell or it is more likely than not that we will not have to sell the investment, but we expect that we will not fully recover the amortized cost basis, the credit component of the other-than-temporary impairment is charged against earnings for the applicable period and the non-credit component of the other-than-temporary impairment is recognized in the consolidated statements of comprehensive income and in accumulated other comprehensive income on our consolidated statement of stockholders' equity. Unrealized losses

entirely caused by non-credit related factors related to investments for which we expect to fully recover the amortized cost basis are recorded in accumulated other comprehensive income.

We account for our investments in a non-controlling interest in a company over which we do not exercise significant influence using the cost method. Under the cost method, an investment is carried at cost until it is sold or there is evidence that changes in the business environment or other facts and circumstances suggest it may be other-than-temporarily impaired. If a decline in the fair value of a cost method investment is determined to be other-than-temporary, an impairment charge will be recorded and the fair value will become the new cost basis of the investment. Our cost method investments are included in other assets on the consolidated balance sheets.

#### Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements.

#### Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

No material changes in our market risk occurred from December 31, 2012 through June 30, 2013. Information regarding our market risk at December 31, 2012, is contained in Item 7A., "Quantitative and Qualitative Disclosures About Market Risk," in our Annual Report on Form 10-K for the year ended December 31, 2012.

#### Item 4. CONTROLS AND PROCEDURES

**Evaluation of Disclosure Controls and Procedures.** We maintain "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"), which are controls and other procedures that are 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 recorded, processed, summarized and reported, within the time periods specified in the SEC'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. In addition, the design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with policies or procedures may deteriorate. Because of the inherent limitations in a control system, misstatements due to error or fraud may occur and not be detected.

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were effective at the reasonable assurance level.

**Changes in Internal Control Over Financial Reporting.** No change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) occurred during the period covered by this report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## PART II - OTHER INFORMATION

### Item 1. LEGAL PROCEEDINGS

Information regarding reportable legal proceedings is contained in Item 3., "Legal Proceedings," in our Annual Report on Form 10-K for the year ended December 31, 2012.

### Item 1A. RISK FACTORS

There have been no material changes to the risk factors included in Item 1A., "Risk Factors," in our Annual Report on Form 10-K for the year ended December 31, 2012, except for the addition of the following risk factors.

#### Risk Factors Relating to the Pending Merger with Cisco

The Merger process could adversely affect our business, stock price, reputation, and results of operations.

The Merger is conditioned upon, among other things, approval by Sourcefire's stockholders of the transaction, certain regulatory approvals and other customary closing conditions. We are also obligated to take certain actions in connection with the closing. The costs of such activities could be material and may significantly exceed what we anticipate. We will continue to operate as a separate entity until the transaction closes and our efforts to complete the Merger could cause substantial disruptions in our business, which could have an adverse effect on our financial results. Among other things, uncertainty as to whether a transaction will be completed with Cisco may affect our ability to recruit prospective employees or to retain and motivate existing employees. Employee retention may be particularly challenging while the Merger is pending, because employees may experience uncertainty about their future roles with Cisco.

Uncertainty as to our future could adversely affect our business, reputation and our relationship with customers and potential customers. For example, customers and others that deal with us could defer decisions concerning working with us, or seek to change existing business relationships with us. Further, a substantial amount of the attention of management and employees is being directed toward the completion of the Merger.

While the Merger Agreement is in effect, we are subject to restrictions on our business activities.

Until the Merger closes or the Merger Agreement is terminated, we are subject to restrictions on our business activities and must generally operate our business in the ordinary course consistent with past practice (subject to certain exceptions). These restrictions may prevent us from exploring and pursuing certain business opportunities. This could have a material adverse effect on our future results of operations or financial condition should the Merger not be completed.

In certain instances, the Merger Agreement could require us to pay a termination fee of \$60 million to Cisco, a payment which could affect the decisions of a third party considering making an alternative acquisition proposal. There is no assurance that the proposed Merger will occur. If the proposed Merger or a similar transaction is not completed, the share price of our common stock may decline to the extent that the current market price of our common stock reflects an assumption that a transaction will be completed. In addition, the Merger Agreement contains certain termination rights and provides that the Company will be required to pay Cisco a termination fee of \$60 million in the event the Merger Agreement is terminated in certain circumstances. The payment of a termination fee may have a material adverse impact on our financial condition and could affect the structure, pricing and terms proposed by a third party seeking to acquire or merge with us or deter such third party from making a competing acquisition proposal. Further, a failed transaction may result in negative publicity and a negative impression of us in the investment community.

Completion of the Merger is subject to various conditions, including the expiration or termination of the waiting period imposed by the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended.

Completion of the Merger remains subject to the expiration or termination of the waiting period imposed by the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (the "HSR Act"), and satisfaction or waiver of the other closing conditions specified in the Merger Agreement.

Each party's obligation to consummate the Merger is also subject to the accuracy of the representations and warranties of the other party (subject to certain qualifications and exceptions) and the performance in all material respects of the other party's covenants under the Merger Agreement, including, with respect to us, customary covenants regarding operation of our business prior to closing. As a result of these conditions, we cannot assure you that the Merger will be completed. If the Merger is not

37

---

completed for any reason, we expect that we would continue to be managed by our current management, under the direction of our Board of Directors.

Stockholder litigation could prevent or delay the closing of the Merger or otherwise negatively impact our business and operations.

We may incur additional costs in connection with the defense or settlement of any stockholder litigation in connection with the proposed Merger. Such litigation may adversely affect our ability to complete the Merger, and could also have a material adverse effect on our financial condition or results of operations.

We may not obtain stockholder approval or satisfy other closing conditions to the Merger.

One of the closing conditions to the Merger is receipt of approval of Sourcefire's stockholders. If we are unable to obtain stockholder approval or satisfy the other closing conditions to the Merger, the Company will not be able to close the Merger. We are obligated to take certain actions in connection with the closing, including using our reasonable best efforts to obtain regulatory approvals. The costs of such activities could be material and may significantly exceed what we anticipate, and our efforts to complete the Merger could cause substantial disruptions in our business, which could have an adverse effect on our financial results.

## Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

### Use of Proceeds

In March 2007, we completed the initial public offering of shares of our common stock. Our portion of the net proceeds from the initial public offering was approximately \$83.9 million after deducting underwriting discounts and commissions of \$6.5 million and \$2.4 million in offering expenses.

We intend to use the net proceeds from the offering for working capital and other general corporate purposes, including financing our growth, developing new products and funding capital expenditures. Pending such usage, we have invested the net proceeds primarily in short-term, interest-bearing investment grade securities.

### Repurchases of Equity Securities During the Period Ended June 30, 2013

There were no repurchases of equity securities made by us during the three months ended June 30, 2013. We do not currently have a stock repurchase program.

## Item 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable.

## Item 4. MINE SAFETY DISCLOSURES

Not applicable.

## Item 5. OTHER INFORMATION

None.

## Item 6. EXHIBITS

The exhibits listed on the accompanying Exhibit Index are filed or incorporated by reference as part of this report and such Exhibit Index is incorporated herein by reference.



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.

SOURCEFIRE, INC.

Date: August 2, 2013

By: /s/ John C. Becker  
John C. Becker  
Chief Executive Officer

(duly authorized officer)

Date: August 2, 2013

By: /s/ Todd P. Headley  
Todd P. Headley  
Chief Financial Officer  
and Treasurer  
(principal financial and accounting officer)

S-1

---

## Exhibit Index

Exhibit Number	Exhibit Description	Incorporation by Reference			File Date	Filed with this 10-Q
		Form	File Number	Exhibit		
2.1	Agreement and Plan of Merger by and among Sourcefire, Inc., Cisco Systems, Inc. and Shasta Acquisition Corp.	8-K	1-33350	1.01	7/23/2013	
3.1	Sixth Amended and Restated Certificate of Incorporation	10-Q	1-33350	3.1	5/4/2007	
3.2	Sixth Amended and Restated Bylaws	10-Q	1-33350	3.2	8/2/2012	
3.3	Certificate of Designation of the Series A Junior Participating Preferred Stock	8-A	1-33350	3.1	10/30/2008	
4.1	Form of stock certificate of common stock	S-1/A	333-138199	4.1	3/6/2007	
4.2	Rights Agreement by and between Sourcefire, Inc. and Continental Stock Transfer & Trust Co., as rights agent	8-A	1-33350	4.1	10/30/2008	
4.3	Amendment No. 1 to Rights Agreement by and between Sourcefire, Inc. and Continental Stock Transfer & Trust Co., as rights agent	8-K	1-33350	1.03	7/23/2013	
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002					X
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002					X
32.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002					X
101.INS	XBRL Instance Document					X
101.SCH	XBRL Taxonomy Extension Schema Document					X
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document					X
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document					X
101.LAB						X

	XBRL Taxonomy Extension Label Linkbase Document	
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	X

E-1