

10-K

Fiscal Year 2012



ROFIN-SINAR Technologies Inc.

October 1, 2011 - September 30, 2012

NASDAQ: RSTI
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended September 30, 2012

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

For the transition period from _____ to _____

Commission file number: 000-21377

ROFIN-SINAR TECHNOLOGIES INC.

(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

38-3306461

(I.R.S. Employer
Identification No.)

40984 Concept Drive, Plymouth, MI

(Address of principal executive offices)

48170

(Zip Code)

Registrant's telephone number, including area code: (734) 455-5400

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Name of each exchange on which registered |
|--|---|
| Common stock, par value \$0.01 per Share Rights Associated with common stock, par value \$0.01 per Share | The NASDAQ Global Select Market |

Securities registered pursuant to Section 12(g) of the Act: NONE

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

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 Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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 definition of “accelerated filer”, “large accelerated filer”, and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

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

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant based upon the closing price of the common stock on March 30, 2012 (the last business day of the most recently completed second fiscal quarter) as reported by the NASDAQ Global Select Market was approximately \$745,310,051. For the purposes hereof, “affiliates” include all executive officers and directors of the registrant.

28,085,764 shares of the registrant’s common stock, par value \$0.01 per share, were outstanding as of November 28, 2012.

Certain sections of the Company’s Proxy Statement to be filed in connection with the Company’s 2013 Annual Meeting of Stockholders to be held in March 2013 are incorporated by reference herein at Part III, Items 10-14.

ROFIN-SINAR TECHNOLOGIES INC.

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PART I

Cautionary Note Regarding Forward-Looking Statements

Certain statements in this Annual Report on Form 10-K constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 (the “Reform Act”). Forward-looking statements include all statements that do not relate solely to historical or current facts, and can be identified by the use of words such as “may”, “believe”, “will”, “expect”, “project”, “anticipate”, “estimate”, “plan” or “continue”. These forward-looking statements are based on the current plans and expectations of our management and are subject to a number of uncertainties and risks that could significantly affect our current plans and expectations, as well as future results of operations and financial condition.

These factors include (among others):

- downturns in the machine tool, automotive, semiconductor, electronics, and photovoltaic industries which may have, in the future, a material adverse effect on sales and profitability of the Company;
- the ability of the Company’s OEM-customers to incorporate its laser products into their systems;
- the impact of exchange rate fluctuations, which may be significant because a substantial portion of the Company’s operations is located overseas;
- the level of competition and the ability of the Company to compete in the markets for its products;
- the Company’s ability to develop new and enhanced products to meet market demand or to adequately utilize its existing technology;
- third party infringement of the Company’s proprietary technology or third party claims against the Company for the infringement or misappropriation of proprietary rights;
- the scope of patent protection that the Company is able to obtain or maintain;
- competing technologies that are similar to or that serve the same uses as the Company’s technology;
- the Company’s ability to efficiently manage the risks associated with its international operations; and
- the other risks described under “ITEM 1A - Risk Factors”.

In making these forward-looking statements, we claim the protection of the safe-harbor for forward-looking statements contained in the Reform Act. We do not assume any obligation to update these forward-looking statements to reflect actual results, changes in assumptions, or changes in other factors affecting such forward-looking statements.

ITEM 1. BUSINESS

COMPANY OVERVIEW

Rofin-Sinar Technologies Inc. was incorporated in 1996 under the laws of the State of Delaware. ROFIN-SINAR's shares trade on the NASDAQ Global Select Market under the symbol RSTI. In this report, the terms “Company”, “Rofin”, “RSTI”, “we”, “us”, and “our” mean Rofin-Sinar Technologies Inc., and all entities included in the Company’s consolidated financial statements.

Rofin-Sinar Technologies is a leader in the design, development, engineering, manufacturing and marketing of laser sources and laser-based system solutions for industrial material processing applications, which include primarily cutting, welding and marking a wide range of materials. The Company's product portfolio ranges from single laser-beam sources to highly complex systems, covering all of the key laser technologies such as CO₂ lasers, fiber, solid-state and diode lasers, and the entire power spectrum, from single-digit watts up to multi-kilowatts, as well as a comprehensive spectrum of wavelengths. An extensive range of laser components completes the product portfolio. Lasers are a non-contact technology for material processing, which have several advantages compared to conventional manufacturing tools that are desirable in industrial applications. The Company's lasers all deliver a high-quality beam at guaranteed power outputs and feature compact design, high processing

speed, flexibility, low operating and maintenance costs and easy integration into the customer's production process thus meeting a broad range of its customers' material processing requirements.

Through its global manufacturing, distribution and service network, the Company provides a comprehensive range of laser sources and laser-based system solutions to the following principal target markets: the machine tool, automotive, semiconductor, electronics, and photovoltaic industries. The Company sells directly to end-users and to original equipment manufacturers ("OEMs") (principally in the machine tool industry) that integrate Rofin's laser sources with other system components. Many of Rofin's customers are among the largest global participants in their respective industries. During fiscal 2012, 2011, and 2010, 22%, 18%, and 19%, respectively, of the Company's sales were in North America, 44%, 45%, and 46%, respectively, were in Europe, and 34%, 37%, and 35%, respectively, were in Asia.

Rofin's sales approach in the laser-related business reflects the many different requirements of its customers throughout a multitude of industries, and is divided into three areas of core competence: Macro, Micro and Marking. The core of the Macro business section is high-powered laser sources, primarily used for cutting and welding as well as surface treatment applications. The Micro section concentrates on laser sources and laser-based system solutions that require less power output for micro-processing of materials. The Marking section specializes in innovative marking solutions on both organic and inorganic materials for many different industries. The activities in the components sector which comprises of diodes and diode laser components, power supplies, fibers and fiber beam deliveries as well as fiber laser components round up the Company's business activities in the industrial laser market. During fiscal 2012, 2011, and 2010, approximately 38%, 40%, and 41%, respectively, of the Company's revenues related to sales of laser products for macro applications, approximately 50%, 50%, and 49%, respectively, related to sales of laser products for marking and micro applications, and approximately 12%, 10%, and 10%, respectively, related to sales of components.

THE INDUSTRIAL LASER MARKET FOR MATERIAL PROCESSING

Over the past decades, lasers have revolutionized industrial manufacturing and have been used increasingly to provide reliable, flexible, non-contact, compact and high-speed alternatives to conventional technologies for processing various kinds of metal and non-metal materials in a broad range of advanced manufacturing applications. The industrial laser market is generally considered to be made up of laser sources sold for industrial applications including material processing, medical therapeutic, instrumentation, research, telecommunications, optical storage, entertainment, image recording, inspection, measurement and control, bar-code scanning, and other end-uses.

According to the Industrial Laser Solutions magazine's 2012 forecast for industry data, worldwide laser revenues for industrial applications (excluding lithography, inspection, measurement, research, medical, etc.) will reach approximately \$2.1 billion. Based on this data, the Company estimates that it has currently a market share in the relevant industrial laser sector of approximately seventeen percent (based on laser-related sales volume). The Company has sold more than 61,000 laser sources since 1975 and currently has over 4,000 active customers (including multinational companies with multiple facilities purchasing from the Company).

BUSINESS STRATEGY

The Company's business strategy is to maximize shareholder value by (i) strengthening its position as a leading supplier to the global market for macro (cutting and welding) applications; (ii) capitalizing on its leadership position in marking applications; (iii) extending its position in micro (fine cutting, fine welding, perforating and structuring applications); (iv) cross-selling its various laser products to its existing large customer base; (v) enlarging its market coverage geographically and by developing new applications; (vi) strengthening its product portfolio and customer base through acquisitions; and (vii) broadening its component product portfolio.

The Company believes that the major sources of its future growth will be the following:

- **Developing New Laser Products through Technological Innovation:** Product innovation in response to evolving customer needs for increased output power, greater penetration and higher processing speeds is a key component of the Company's strategy. The Company is currently focusing its research and development activity on expanding the output power range of its CO₂, diffusion cooled, wave-guide Slab lasers and enhancing the performance of its line of high power, fast-flow CO₂ lasers. The Company is also expanding its series of end and side pumped, solid-state lasers for marking and micro applications. In addition, the Company is actively engaged in the research and development of its low- and high-power fiber laser family to further expand its solid-state laser range for marking, micro, and macro

applications. In addition, R&D is focused on expanding our component product range, especially in the field of passive and active fibers, laser diodes, power supplies, and fiber delivery systems.

- **Focusing on Cross-Selling to Existing Customers in Target Markets:** The Company intends to continue to focus its sales and marketing activities on its traditional target markets (the machine tool, automotive, semiconductor and electronics industries) as well as those markets it has entered more recently (the medical device, flexible packaging and photovoltaic industries). The Company has targeted and will continue to target these industries because they use advanced manufacturing processes that require continuing investments to improve production efficiency and because the Company has significant market presence in these sectors. In addition, building on the success of its laser marking of small integrated circuits, the Company intends to develop new applications, such as fine welding, cutting and drilling for the semiconductor and electronics industry. In the packaging industry, the Company is seeking new opportunities for foil perforation based on its extensive knowledge of paper perforation with lasers. In the photovoltaic industry, the Company intends to further exploit structuring applications for its macro and micro laser products such as scribing of thin film solar cells as well as crystalline solar cells.
- **Capitalizing on Global Presence to Attract New Customers:** The Company intends to capitalize on its customer base and the presence of its manufacturing, sales and service operations in the three principal geographic markets in which its customers operate (North America, Europe and the Asia/Pacific region) to increase market share in its existing industrial and geographic markets. The Company believes its global manufacturing, distribution and service network allows it to be more responsive to customers' needs and positions it to expand into additional promising markets which offer high long-term potential for growth.
- **Offering Customized Solutions based on Standard Platforms:** While the Company offers a wide range of laser applications and develops customized solutions for its customers, these applications and solutions are built on a focused number of product families comprised of standardized laser sources. For example, for its OEM-customers in the machine tool industry, the Company provides customized laser versions. For its marking customers, the Company combines its standard laser markers with customized parts handling and software. For its micro applications customers, the Company delivers its standard laser sources in different customized packages. The Company believes that this product strategy has contributed to increases in product sales and intends to continue offering focused customization services and pursuing its initiatives to standardize its core products so as to lower its production costs and continue to improve its profitability.
- **Acquiring Complementary Business Operations or Products:** Besides growing organically, one of ROFIN's targets is to grow through strategic acquisitions. Since 1997 the Company has successfully acquired and integrated fifteen businesses, including its acquisitions of Dilas Diodenlaser GmbH ("DILAS") (1997), assets of Palomar Technologies UK Ltd. (1998), Rasant-Alcotec Beschichtungstechnik GmbH ("Rasant") (1999), Baasel Lasertech ("CBL") (2000), Z-Laser S.A. (2001), Optoskand AB ("Optoskand") (2004), PRC Laser Corporation ("PRC") and Lee Laser, Inc. ("Lee") (2004), H2B Photonics GmbH ("H2B") (2006), ES Technologies Ltd. (2007), Corelase Oy (2007), m2k-laser GmbH (2007), Nufern (2008), Nanjing Eastern Laser Co. Ltd. ("NELC") (2009), the coil winding business from Optelecom-NKF, Inc. (2010) and LASAG AG ("LASAG") (2011). Management believes that, collectively, these acquisitions have advanced the Company's worldwide expansion, consolidated the Company's position in the industrial laser material processing market and contributed to the Company's financial performance during the last several years. The Company will continue to seek opportunities to make value-based acquisitions that complement its business operations, broaden its product offerings or provide access to new geographical markets.

LASER TECHNOLOGY

The term "laser" is an acronym for "Light Amplification by Stimulated Emission of Radiation". Lasers were first developed in the early 1960s in the United States. A laser consists of an active lasing medium that gives off its own light (radiation) when excited, an optical resonator with a partially-reflective output mirror at one end, a fully-reflective rear mirror at the other that permits the light to bounce back and forth between the mirrors through the lasing medium, and an external energy source used to excite the lasing medium. A laser works by causing the energy source to excite (pump) the lasing medium, which converts the energy from the source into an emission consisting of particles of light (photons). These photons stimulate the release of more photons, as they are reflected between the two mirrors, which form the resonator. The resulting build-up in the number of photons is emitted in the form of a laser beam through an output port or "window". By changing the energy and the lasing

medium, different wavelengths and types of laser light can be produced. The laser produces light from the lasing medium to achieve the desired intensity, uniformity and wavelength through a series of reflective mirrors. The heat generated by the excitation of the lasing medium is dissipated through a cooling mechanism, which varies according to the type of laser technology.

Lasers are used for material processing because they have many advantages over other conventional production methods. In many areas of industrial manufacturing, lasers already allow for significantly greater precision, flexibility and productivity and are often the only technology that enables efficient mass production of new products. The principal factors that distinguish different types of lasers and determine the particular laser suitable for a specific application, besides economic reasons, are wavelength, pulse duration, output power and spatial coherence.

The principal types of laser technologies currently used for material processing are CO₂ lasers, solid-state lasers which is a category that also includes fiber lasers, and diode lasers.

CO₂ lasers, which use CO₂ gas as the lasing medium, are divided into high-power (above 500 watts) and low-power (below 500 watts) applications. There are two methods for CO₂ excitation, radio frequency (“RF” or “HF”) and direct current (“DC”) excitation. Most high-power CO₂ lasers are based on gas flow, in which a continuous supply of fresh laser gas flows through the laser cavity to create the energy necessary for excitation. Due to their ability to generate comparatively high levels of continuous-wave (“CW”) power, CO₂ lasers are a particularly attractive laser medium for material processing applications. Material processing applications for CO₂ laser sources vary according to the power output and configuration of the laser system. The primary applications for high-power CO₂ lasers are cutting and welding of metal as well as surface treatment. Low-power CO₂ lasers are used principally for marking, cutting and engraving of non-metal materials. While both low- and high-power CO₂ lasers are used for cutting, the materials they are used to process and their physical size can vary significantly.

Traditional solid-state lasers use flash lamps or laser diodes as source of excitation and are referred to as “flash-lamp-pumped” or “diode-pumped” lasers. The lasing medium is a solid-state crystal, generally in the form of a rod or a disc. Widely used crystal rod material is either neodymium yttrium aluminum garnet (Nd:YAG) or neodymium vanadate (Nd:YVO₄). The rod is positioned in a cavity, which is either a gold or ceramic reflector, and pumped using flash lamps or laser diodes from the side, or alternatively the rod is pumped from its ends with laser diodes. Typical output powers vary from 3 to 1,000 watts from a single rod and output powers in the multiple kilowatt range can be achieved by combining several cavities within a resonator. In the “disc design” the lasing medium is a thin crystal (typically ytterbium:YAG) disc, which is excited by laser diodes in an optical multi-pass configuration. By using multiple thin disc laser heads within one resonator, several kilowatts of power can be generated.

Fiber lasers are solid-state lasers that have their origin in low-power information and communication applications and since 2003 have undergone a rapid development towards higher output powers, which makes this technology also interesting for higher-power material processing applications. The lasing medium, typically ytterbium, is contained in a waveguide (the active fiber itself) and surrounded by a cladding which guides the pump light to the lasing medium. With in-fiber components like fiber bragg gratings, tapered fiber bundles (pump light couplers), power combiners and delivery fibers, from the generation of the light to the delivery of the light to the work piece, can be realized in an “all-in-fiber” technology. Today, a kilowatt of laser power can be generated from a single fiber not bigger in diameter than a human hair. Higher power can be generated by bundling multiple fibers.

Diode lasers are based on special semiconductor structures on a gallium arsenide (GaAs) die to generate laser light. A typical 10 mm long laser diode bar contains approximately 25 single laser emitters. When mounted on a specially designed, highly-efficient heat sink, a laser diode bar is able to produce up to 100 watts of laser output power. A single high-power laser diode module consists of: (1) a semiconductor laser diode-bar; (2) a high-efficient heat sink, on which the laser bar is mounted; and optional (3) a micro-lens system, which is mounted in front of the laser bar to collimate or focus the light. Optical output power can be increased by combining the beamlets of several laser diode modules on top of each other. Through optical combination of such modules, output powers in the kilowatt range can be achieved. Diode lasers typically have larger spot diameters when focused, and are typically used for surface treatment, micro-hardening, soldering, and plastic welding.

THE COMPANY’S LASER PRODUCTS

The Company distinguishes itself from the majority of its competitors who specialize in only one or two of the three principal laser technologies for material processing by offering its customers CO₂, solid-state, including fiber lasers, and diode laser sources, and solutions in a variety of configurations and options. As a technological leader in CO₂, solid-state, fiber, and diode lasers, the Company is able to meet a broad range of its customers' cutting, welding, and marking requirements. The

Company's lasers all deliver a high-quality beam at guaranteed power outputs and feature compact design, high processing speed, flexibility, low operating and maintenance costs, and easy integration into the customer's production process. The Company's engineers and other technical experts work directly with the customer in the Company's applications centers to develop and customize the optimal solution for the customer's manufacturing requirements.

The Company currently offers a comprehensive range of laser products and related services for three principal material processing applications:

- cutting, welding, and surface treatment (macro applications);
- marking; and
- fine cutting, spot welding, micro drilling, scribing, perforating and fine structuring/ablation (micro applications).

Besides offering standard solutions and laser systems for some specialized niche applications, the Company works directly with its customers to develop and customize optimal solutions for their unique manufacturing requirements. In developing its laser-based solutions, the Company offers customers its expertise in:

- product development and manufacturing services based on over 35 years of laser technology experience and applications know-how;
- application and process development, which means developing new laser-based applications for manufacturing customers and assisting them in integrating lasers into their production processes;
- system engineering, which means advising customers on machine design, including tooling, automation and controls for customers in need of “turn-key” solutions; and
- extensive after-sales support of its laser products, including technical support, field service, maintenance and training programs, and rapid spare parts delivery.

The following table sets forth the Company's net sales of laser products used for macro applications, laser products used for marking and micro applications, and components in fiscal 2012, 2011, and 2010:

| Product Category* | September 30, | | |
|----------------------------------|-------------------|-------------------|-------------------|
| | 2012 | 2011 | 2010 |
| | (in thousands) | | |
| Laser macro products | \$ 205,394 | \$ 237,449 | \$ 172,877 |
| Laser marking and micro products | 272,195 | 302,330 | 206,535 |
| Components | 62,532 | 57,984 | 44,158 |
| | <u>\$ 540,121</u> | <u>\$ 597,763</u> | <u>\$ 423,570</u> |

* For each laser product category, net sales include sales of service (including training, maintenance and repair) and spare parts.

The laser sources sold by the Company consist of a laser head (containing the lasing medium, resonator, source of excitation, resonator optics and cooling mechanism), power supply, and microcontroller (for control and monitoring). The Company's products are offered in different configurations and utilize different design principles according to the desired application. Selected laser systems provided by our Company are equipped with the uniform operating concept “ROFIN Control Unit” (RCU). RCU is a real-time laser and handling control device, which allows control of any laser mode. The user interface allows full access from a terminal (for instance a touch screen) that is located directly on the machines, or via a preceding PC with an Ethernet connection. The standardized ROFIN Control Network allows the extended diagnosis of all laser components via the Intranet, the Internet, or WLAN. With the open PLC programming system customers, can individually adapt the process sequence.

For a more detailed discussion of the components of a laser source, see “Laser Technology”.

The following table sets forth the Company's product categories by principal markets and principal applications:

| <u>PRODUCT CATEGORY</u> | <u>PRINCIPAL MARKETS</u> | <u>PRINCIPAL APPLICATIONS</u> |
|--------------------------------|---|--|
| Laser macro products | Machine tool | Cutting and welding of metals |
| | Automotive | Cutting and welding of metals |
| Laser marking products | Semiconductor and electronics | Marking of integrated circuits, wafers, solar cells, electronic components and smart cards |
| | Automotive | Marking of labels and car components |
| Laser micro products | Medical devices, semiconductor and electronics, photovoltaics, dental and jewelry | Fine welding, fine cutting, micro structuring/ablation, scribing and drilling |
| | Automotive, consumer electronics, consumer goods | Scribing, plastic welding and soldering |
| | Packaging and paper industry | Perforating and scribing of paper and foils |
| Components | Laser industry, printing, defense industry | |

LASER MACRO PRODUCTS

The Company's business strategy for its macro laser business is to grow its revenues by:

- increasing its market share in its existing CO₂ laser market through increased sales of its low and high power, diffusion cooled, wave-guide Slab lasers and fast-axial flow CO₂ lasers;
- developing fiber lasers with higher output powers to achieve higher cutting speeds and deeper welding depths in order to broaden its addressable markets;
- further developing the Remote Welding, Tube Welding, Profile Welding, and Scanner Welding System concepts; and
- continuing research and product engineering for its solid-state and fiber laser series to further penetrate the market and to further increase the output power or vary the wavelengths for specific applications.

The Company's high-power laser macro product offering consists of laser products which are produced and marketed under the following brand names: Rofin, PRC, NELC, Nufern, and Dilas.

The Company's family of CO₂ laser products for macro applications, and their principal markets and applications, are discussed below.

| <u>LASER SERIES</u> | <u>POWER RANGE</u> | <u>MODE OF EXCITATION</u> | <u>PRINCIPAL MARKETS</u> | <u>PRINCIPAL APPLICATIONS</u> |
|----------------------------|---------------------------|----------------------------------|--|--|
| DC Slab Series | 1.0 kW - 8.0 kW | High frequency | Machine tool Automotive | Cutting and welding |
| SC Series | 100 W - 600 W | High frequency | Machine tool Electronics Packaging | Cutting and structuring of textile, paper and plastics |
| XL Series | 1.0 kW - 1.5 kW | Direct current | Machine tool | Cutting and welding |
| STS Series | 2.0 kW - 5.0 kW | Direct current | Machine tool | Cutting and welding |
| FH Series | 6.0 kW - 8.0 kW | Direct current | Machine tool | Cutting and welding |
| SM/FA Series | 1.0 kW - 4.0 kW | Direct current | Machine tool Packaging | Cutting and welding |

The Company believes that it is the only laser manufacturer of diffusion cooled, Slab-based lasers in the high-power range. In the DC Slab Series laser design, a radio-frequency excited gas discharge occurs between two water-cooled electrodes that have a large surface area that permits maximum heat dissipation. Principal markets for the Slab Series lasers are the machine tool and automotive industries.

The Company's SC Series diffusion cooled, wave-guide CO₂ lasers are developed and produced by Rofin-Sinar UK Ltd. The SC Series are sealed-off lasers, which are also based on the Slab laser principle used for the DC Slab Series. These lasers are used mainly for cutting and structuring applications. Principal markets are the machine tool, electronics and packaging industries.

The Company's XL, STS, FH, SM and FA Series fast-axial flow CO₂ lasers are used for both cutting and welding applications and are marketed under the PRC and NELC brands. In the fast-axial flow principle, the gas discharge occurs in a tube in the same direction as the resonator, through which the laser gas mixture flows at a high speed. XL, STS, FH, SM and FA Series products are used primarily by the machine tool industry. The SM Series are also frequently used in the packaging industry, for example for dieboard cutting.

The Company's family of solid-state and fiber laser products for macro applications, and their principal markets and applications, are discussed below.

| LASER SERIES | POWER RANGE | MODE OF EXCITATION | PRINCIPAL MARKETS | PRINCIPAL APPLICATIONS |
|---------------------|--------------------|---------------------------|---------------------------|-------------------------------|
| DQ Series | 500 W - 1.0 kW | Laser diodes | Automotive, Photovoltaics | Surface treatment |
| FL Series | 500 W - 4.0 kW | Laser diodes | Automotive, Machine tool | Cutting and welding |
| NukW Series | > 1.0 kW | Laser diodes | Defense industry | Advanced applications |

The Company's DQ Series of Q switched, solid-state lasers are designed for applications such as removal, cleaning, and insulation of various materials in the automotive and photovoltaic markets. To meet the different demands of these target markets, DQ Series lasers offer alternative set-up options which differ in power, pulse energy, and number of laser sources per unit.

The Company's FL Series of high-brightness single or multi-mode fiber lasers use special fiber optics as the active medium. These fiber lasers are suitable for classic cutting and welding applications as well as for new applications such as remote cutting and remote welding. In contrast to common laser concepts in which the created laser beam switches repeatedly between air and the active medium, this laser beam does not leave the fiber optic before entering the working process optic or the beam switch with subsequent launching into the working process. Due to this "all-in-fiber" technology, the risk of contamination can be eliminated. Beam switches and energy splitters are available options allowing up to four work cells to be operated with only one laser.

The Company's NukW Series products are stand-alone fiber laser amplifiers that are produced and marketed under the Nufern brand. Their principal market is the defense industry, where they are used for advanced applications.

The Company's family of high-power diode laser products for welding, soldering and surface treatment applications, and their principal market, are discussed below.

| LASER SERIES | POWER RANGE | MODE OF EXCITATION | PRINCIPAL MARKETS | PRINCIPAL APPLICATIONS |
|---------------------|--------------------|---------------------------|--------------------------|--|
| Diode Lasers | 1.0 kW - 3.0 kW | Direct current | Machine tool | Thermal treatment of plastics, cladding, hardening |

The Company's high-power diode lasers are designed to meet the requirements of a wide range of soldering, brazing and surface treatment applications like cladding and hardening. The Company's high-power diode lasers are produced and marketed under the DILAS brand.

LASER MARKING PRODUCTS

The Company entered the laser-marking business in 1989 when it acquired Laser Optronic GmbH from Coherent General, Inc. and designed and introduced the “PowerLine” laser marker. Since then the Company has developed a broad line of market leading laser markers that deliver optimal results in terms of quality and speed on a wide range of materials. Based on its vast experience, Rofin offers standardized and customized laser marking systems in different power ranges and wavelengths for use in various industrial segments. Strength and experience in research and development, application and software ensure innovative, standardized and tailored solutions which meet most exigent customer demands. The Company's laser marking products incorporate high value-added software - VisualLaserMarker - that provide the customer full control of the laser marking process.

The Company believes that the following factors have contributed to the growth that it has experienced in the laser marking business:

- the Company's ability to tailor its laser marking solutions to the customer's requirements;
- the Company's expertise in solid-state laser beam power in different wavelengths, mode structure and high-frequency switching capability, which provides optimal quality in terms of marking contrast and speed on a wide variety of materials;
- the Company's proprietary software - VisualLaserMarker - which provides an interface between the laser marking products and the customer's computers, and supports a broad range of network communication software; and
- the Company's focus on innovation, which is reflected in cutting-edge products that satisfy standard as well as complex market requirements.

The Company's business strategy for its laser marking business is four-fold:

- to expand its position in worldwide laser marking markets with a particular focus on the semiconductor, electronics, automotive, and smart card industries;
- to offer a balanced product portfolio covering different technologies, wavelengths and pulsing capabilities (i.e. CO₂, fiber, green, infrared and UV lasers) that addresses high-end and general application markets;
- to pursue application development for existing and new products; and
- to capitalize on its installed base of lasers by cross-selling the Company's products to its existing customers.

The Company's laser marking product offering consists of laser products, which are produced and marketed under the following brand names: Rofin, NETC (“Nanjing Eastern Technologies Co. Ltd”) and Nufern.

The Company's family of laser products for marking applications, and their principal markets, are discussed below.

| LASER SERIES | POWER RANGE | MODE OF EXCITATION | PRINCIPAL MARKETS | PRINCIPAL APPLICATIONS |
|---------------------|--|--|---|--|
| PowerLine | 2 W - 100 W | Laser diodes, Flash lamps or CO ₂ | Semiconductor, Electronics, General marking applications | Integrated circuit marking, marking of metals plastics and organic materials, day and night design, smart card |
| MultiScan | 100 W | High frequency | Packaging | Consumer goods marking |
| LabelMarker Series | Stand-alone laser based system | | Automotive | Label marking |
| EasyMark | Laser workstation | | General marking applications, Medical components, Tool industry | Metal and plastics marking |
| EasyJewel | Laser workstation | | Jewelry marking | Metal marking |
| CombiLine Series | Laser workstation for integration of a wide range of Rofin laser markers | | General marking applications | Metal and plastics marking |
| NuQ Fiber Series | 10 W - 50 W | Laser diodes | OEM/Integrators | Marking, engraving |
| R Series | 10 W - 25 W | Laser diodes | General marking applications | Metal and plastics marking |

PowerLine - The Company's standard PowerLine laser marking products consist of a range of lasers with output power from 2 watts to 100 watts with a galvo-head, a personal computer with state-of-the-art processor and Rofin's proprietary VisualLaserMarker software. The modular design of the PowerLine markers with 19" components enable the customers to order the most suitable configuration for their production processes or systems (e.g. OEM-customers may order the laser head and 19" modules, for easy integration into the system specified by the end-user). The PowerLine solid-state lasers incorporate diode modules which result in higher output power (and therefore higher marking speeds), high beam quality (and therefore constant and reliable marking quality), and longer service intervals. New-generation, completely air-cooled solutions provide further increases in efficiency in a compact size. PowerLine marking products are also available with fiber lasers with output powers of up to 100 watts (i.e. with PowerLine F 100), ensuring higher energy efficiency and therefore reduced operating costs. The availability of different wavelengths in the product portfolio enables to provide solutions for a wide range of applications. Especially the frequency multiplied lasers (green, UV) open new areas for the industrial utilization. The Company's proprietary VisualLaserMarker software provides customers with a user-friendly software environment that allows them to select fonts, import graphics, preview marking and control all laser parameters and job programs. Special options and accessories include a double marking head allowing speeds of up to 1,600 characters per second in certain applications (most notably marking of integrated circuits), as well as beam-switching and -splitting options for marking of products in multiple production lines using a single laser. Their main application - among a wide variety of possible applications - is marking in the semiconductor and electronics industries.

MultiScan VS - This vector scanning marker utilizes a 100 watts sealed-off CO₂ laser and features the ability to mark components that are moving at high speeds. The main application is the marking of consumer goods in the packaging industry.

LabelMarker Advanced - This stand alone, laser-based system is Rofin's state-of-the art solution to address the high demands concerning speed and reliability in the process of label marking. The LabelMarker Advanced system delivers high efficiency and short marking time due to an integrated, powerful laser. As a comprehensive all-in-one solution, the LabelMarker Advanced is a compact laser system with a class 1 safety rating which can be used in any production area without additional safety requirements.

EasyMark - The EasyMark is a class 1 safety rating transportable desktop device. The 110 V to 230 V connection and integrated cooling based on thermo-electrical technology guarantees quick and easy initial operation. Besides a program-controlled z-axis and a rotary axis, the EasyMark offers various modules which can optionally be integrated. An aluminum T-

slot plate facilitates mounting of customer-specific work piece carriers, thereby allowing the processing of work pieces of different sizes and shapes.

EasyJewel - The EasyJewel is a transportable desktop device with a class 1 safety rating specially developed to mark jewelry. The laser system offers the benefits of non-contact, abrasion-resistant, permanent marking onto almost any type of precious material with high speed and precision. Special machine features include quick and exact loading of regular and special shapes, jogging function to reach the optimum marking position and various software capabilities.

CombiLine Basic/CombiLine Advanced - These compact laser workstations have been designed for small and medium-size batches. They integrate a wide range of Rofin laser markers depending on the customer's specific application. Supply units are incorporated in the housing to provide efficient use of the customer's floor space. Different versions (either with rotary or work table with various axes) enable exact adaptation to the required tasks.

NuQ - These pulsed fiber laser sources are produced and marketed under the Nufern brand and are designed for OEM-customers and integrators. Their compact industry standard footprint allows easy integration into marking systems in a variety of industries.

R Series - These solid-state lasers are produced and marketed under the NETC brand. The modular design of these lasers with 19" components guarantees an easy integration into different systems. The new developments in completely air-cooled solutions offer efficiency advantages as well as a compact size and are also available in an OEM-version.

LASER MICRO PRODUCTS

After the acquisition of Baasel Lasertech in 2000, the Company formed a separate sales and marketing group focused on micro applications. This group markets and sells a broad range of laser products, including pulsed, fiber and other solid-state lasers for various spot and seam welding and fine cutting applications, CO₂ Slab lasers for perforating applications, Q switched, solid-state and ultra-short-pulse lasers for surface structuring/ablation, cutting and drilling, and diode lasers for soldering and plastic welding applications.

The Company's business strategy for its micro applications business is to:

- continue to develop customers in the consumer electronics industry for fine welding and cutting applications, as well as for plastic welding and soldering;
- focus on manufacturers of medical instruments and implants within the medical device industry using mainly the applications cutting and welding;
- increase its sales of perforating systems to the packaging industry for applications like easy-tear and special perforated foils for food packaging that allow the transfer of air and keep moisture in packaged goods;
- further broadening its existing portfolio through expanding the output power range and offering different wavelengths (i.e. UV, infrared, green) and different laser technologies (i.e. fiber lasers, ultra-short-pulse lasers);
- increase its sales in the photovoltaic market with different applications (e.g. through special laser solutions that realize an efficiency increase of solar cells);
- develop/broaden new markets for ultra-short-pulse laser applications; and
- develop/broaden applications such as turbine drilling for the aerospace or power generation industries.

The Company's laser micro product offering consists of laser products which are produced and marketed under the Rofin, DILAS, Corelase, Lee Laser, and Rofin-Lasag brand names.

The Company's family of laser products for micro applications, and their principal markets, are discussed below.

| LASER SERIES | POWER RANGE | MODE OF EXCITATION | PRINCIPAL MARKETS | PRINCIPAL APPLICATIONS |
|--|--------------------|---------------------------|--|---|
| Manual Welders | 60 W - 200 W | Flash lamp | Jewelry, Mold making, Medical device | Spot and seam welding |
| StarPulse | 40 W - 500 W | Flash lamp | Medical device, Electronics | Spot and seam welding |
| StarFiber | 100 W – 600 W | Diode | Electronics, Medical device | Fine cutting, fine welding |
| X-Lase | 1 W – 24 W | Diode | Semiconductor, Electronics | Scribing |
| StarFemto | 1 W – 5 W | Diode | Medical device, Watch industry | Cutting, structuring |
| PerfoLas Systems | 1,000 – 2,000 W | Direct current | Paper | Perforating |
| StarShape Systems | 100 – 600 W | Direct current | Packaging | Cutting, drilling, structuring |
| UW and MPS Laser Systems | n.a. | n.a. | Electronics, Medical device, Automotive, Semiconductor, Energy | Cutting, welding, structuring |
| Series 800/Series LLP | 4 W – 1,000 W | Flash lamp | OEM | Micro/Marking |
| Series LDP | 10 W – 800 W | Diode | OEM | Micro/Marking |
| Series LEP | 2 W – 20 W | Diode | OEM | Micro/Marking |
| Series LDPP | 8 W – 200 W | Diode | OEM | Fine cutting |
| COMPACT/MINI Diode Laser System Series | 25 W – 1,000 W | Diode | Automotive, Electronics, Medical device, Consumer goods | Plastic welding, soldering, micro hardening |
| KLS 246 Series | 20 W – 120 W | Flash lamp | Automotive, Medical device, Consumer goods | Fine cutting, precision drilling, scribing |
| FLS Series | 120 W – 800 W | Flash lamp | Aerospace, Power generation, Tooling | Drilling, cutting, welding |
| LFS Series | 150 W – 200 W | Diode | Medical device, Electronics, Watch industry | Precision cutting and welding |
| SLS CL Series | 5 W – 250 W | Flash lamp | Medical device, Electronics, Automotive | Spot and seam welding |

Manual Welders - The Company's manual welders for micro applications, which are sold under the name Performance, Tool Open and Integral, consist of pulsed, solid-state lasers in the range of 60 to 200 watts, which are primarily used for fine welding applications in the medical device, jewelry and mold making industries.

StarPulse Series - The StarPulse Series consists of pulsed Nd:YAG rod lasers with power ratings from 40 to 500 watts. StarPulse lasers provide high peak powers and high pulse-to-pulse stability and are designed for use in fine welding applications such as laser welding of highly reflective materials in the medical device and electronics industries.

StarFiber Series - The robust and compact fiber laser systems of the StarFiber Series achieve nominal powers of 100 to 600 watts. The lasers can be operated in either pulse-modulated or continuous wave mode. The StarFiber Series is designed for a broad range of applications including fine welding, such as welding of electromechanic components, and fine cutting, such as in the production of medical devices.

X-Lase - The X-Lase Series comprise of picosecond pulse mode-locked fiber laser systems with a maximal output power of 24 watts. Main markets are in the semiconductor, electronics, and display industries. In these industries the X-Lase products can be used for thin film patterning, ablation, and scribing applications. The X-Lase Series are manufactured and marketed under the Corelase brand.

StarFemto - The StarFemto Series is comprised of femtosecond pulse mode-locked laser systems with a maximal output power of 5 watts. The main markets are medical implants and the watch manufacturing industry, where they are mainly used for fine cutting or structuring applications.

PerfoLas Systems - The PerfoLas systems consist of a high-power CO₂ laser and a specially designed beam delivery and paper handling system that includes a laser beam splitter (PerfoLas Multiplexer) which allows customers to drill more than 500,000 holes per second into paper or foils. The primary application for these lasers is perforation of paper and foils.

StarShape Systems - Each StarShape system consists of a CO₂ laser in combination with a galvo scanning head and is used for precise cutting, drilling, and surface structuring. The main market is the packaging industry.

The Universal Workstation (“UW”) and Modular Processing System (“MPS”) Series are modular, standard laser-based systems that have been designed to meet a variety of applications including welding, cutting, surface modification, and ablation. Depending on the application, the UW and MPS Systems can be equipped with different laser sources (CO₂, femtosecond, fiber, diode, or solid-state laser) and modified for specific handling requirements.

The Series 800 and LLP are flash-lamp pumped, solid-state lasers, which are produced and marketed under the Lee Laser brand and sold to OEM-customers and system integrators for various micro and marking applications.

The Series LDP and LEP are diode pumped, solid-state lasers that are produced and marketed under the Lee Laser brand and sold to OEM-customers and system integrators for various micro and marking applications.

The Series LDPP are diode pulse-pumped Nd:YAG lasers that are produced and marketed under the Lee Laser brand and are designed specifically to precision cut thin metals. The main market is the medical device industry.

The COMPACT and MINI Diode Laser System Series are laser systems that are manufactured and marketed under the DILAS brand. These systems are available in a wide range of output powers and wavelengths, including fiber-coupled direct beam or line source solutions, and are engineered for utilization in industrial laser materials processing, mainly for plastic welding, soldering and brazing applications in the automotive, medical device and electronic industries.

KLS 246 Series - The KLS Series lasers are pulsed solid-state lasers that provide excellent beam quality and high peak power, which are ideal for fine cutting, drilling and scribing applications.

The FLS Series are lamp pumped, pulsed, solid-state lasers with high peak power for deep penetration cutting, welding and drilling for high throughput. Targeted industries are mainly the aerospace, power generation, tooling and photovoltaic industries.

LFS Series - The pulsed fiber lasers of the LFS Series provide high pulse peak power and high beam quality, and are ideally suited for processing a wide range of materials in the medical device, electronics and watch industries.

SLS CL Series - The lasers of this series are pulsed Nd:YAG solid-state lasers with output powers in the range of 5 to 250 watts and pulse durations of up to 200 ms with outstanding process features for welding challenging metals and dissimilar materials. The SLS Series lasers are state-of-the-art production tools in the medical device industry, but are also used in many other applications in the aerospace, power generation, electronics and automotive industries.

The KLS 246, FLS, LFS and SLS CL Series are all manufactured by the Company's Switzerland-based subsidiary LASAG. A broad variety of accessories such as specific beam delivery components, scanners, as well as different processing heads for cutting, welding or drilling applications are offered in combination with these micro products.

COMPONENTS

Power Supplies - The Company offers power supplies for pulsed and continuous wave, solid-state lasers, CO₂ lasers, diode lasers, as well as RF generators for acousto-optic Q-switches through its wholly-owned subsidiary PMB Elektronik GmbH.

Fiber and Optics Technology - Special fiber lasers, fiber coupling products and optical engines for primary use in fiber lasers are manufactured and marketed by the Company's Finland-based subsidiary Corelase Oy.

Laser Diodes and Modules - High-power semiconductor components such as high power, high-brightness laser diodes and modules are manufactured and marketed by the Company's subsidiaries Dilas Diodenlaser GmbH, Dilas Diodelaser Inc., Dilas Diodelaser China, and m2k-laser GmbH.

Fibers and Fiber Optic Beam Deliveries - Fibers, fiber components, beam splitters or switches and beam combiners designed for use in industrial lasers or as beam delivery systems are manufactured and marketed by Optoskand AB.

Active and Passive Fibers and Amplifiers - Fibers and fiber laser technology components are developed, manufactured and marketed by Nufern.

The Company's high-technology components are either integrated by other laser manufacturers into their products or are used for the Company's own product portfolio.

APPLICATIONS DEVELOPMENT

In addition to manufacturing and selling laser sources for macro applications and marking and micro applications, Rofin operates application centers in fourteen countries, where it develops laser-based solutions for customers seeking alternatives to conventional manufacturing techniques. Revenues derived from application development are not a significant component of total revenues. Applications development is generally a support service to the sales and marketing function and is performed to customize the laser to the particular needs of the customer. The Company currently has approximately 50 employees in applications development.

MARKETS AND CUSTOMERS

Rofin sells its laser products and laser-based system solutions to a wide range of industries. Our principal markets are the machine tool, semiconductor, electronics, photovoltaic, and automotive industries. The following table sets forth the allocation of the Company's total laser-related sales (excluding service, spare parts, and components) among our principal markets:

| Principal Market | Fiscal Years | | | Primary Applications |
|--|--------------|------|------|--|
| | 2012 | 2011 | 2010 | |
| Machine Tool | 35% | 38% | 39% | Cutting and welding |
| Semiconductor, Electronics, and Photovoltaic | 27% | 28% | 26% | Marking of integrated circuits, electronic components, smart cards, and structuring of solar cells |
| Automotive & Sub-Supplier | 7% | 7% | 5% | Cutting, welding and component marking |
| | 69% | 73% | 70% | |

The remaining 31%, 27%, and 30%, of total laser sales in fiscal 2012, 2011, and 2010, respectively, were attributable to customers in a wide variety of other industries including aerospace, consumer goods, medical device manufacturing, flexible packaging, job shops, jewelry, universities, and institutes. No one customer accounted for over 10% of total sales in any of these periods.

SALES, MARKETING AND DISTRIBUTION

Rofin sells its products in approximately 70 countries to OEMs, systems integrators and industrial end-users who have in-house engineering resources capable of integrating Rofin's products into their own production systems. Lasers for cutting applications are marketed and sold principally to OEMs in the machine tool industry, which sell laser cutting machines incorporating Rofin's products without any substantial involvement by Rofin. Lasers for welding applications are marketed and sold both to systems integrators and to end-users. Laser marking products are marketed and sold directly to end-users and to OEMs for integration into their handling systems (mainly for integrated circuit, solar cell, and smart card marking applications). Laser micro products are marketed and sold directly to end-users and to OEM-customers (mainly for solar cell and jewelry applications). In the case of both welding lasers and laser marking products, the end-user is significantly involved in the selection of the laser component. In these cases, Rofin's application engineers work directly with the end-user to optimize the application's performance and demonstrate the advantages of the Company's products.

Rofin has approximately 145 direct sales engineers operating in 24 countries, approximately 45 of whom are dedicated to marketing lasers for macro applications and approximately 100 of whom are dedicated to marketing lasers for marking and micro applications. Rofin sales engineers work either in a well-defined geographic territory or are dedicated to specific industries or applications. In addition, Rofin has 44 independent representatives marketing the Company's laser products in Australia, Austria, Argentina, Brazil, China, Czech Republic, Denmark, Eastern Europe, Finland, France, Germany, Hungary, India, Israel, Italy, Japan, Korea, Northern Africa, Norway, the Middle East, the Philippines, Poland, Romania, Russia, Singapore, South Africa, Slovenia, Sweden, Switzerland, Thailand, Turkey, Ukraine, United Kingdom, and the United States. These independent representatives provide Rofin with sales leads and opportunities, but do not distribute Rofin's products. All sales and delivery of products are conducted by the Company. Of the independent representative agreements, 20 are on an exclusive basis, with the other 24 on a non-exclusive basis. These agreements provide for a standard percentage of the net sales price to be paid as commissions to the representatives. The duration of the agreements is usually one year (with an automatic one-year extension) and a six-month cancellation clause.

Rofin directs its worldwide sales and marketing of lasers for macro applications from its offices in Hamburg and Mainz (both Germany), Kingston upon Hull (UK), and East Granby, Connecticut (USA), and of laser diode components, from Mainz and Freiburg (both Germany). Worldwide sales and marketing of laser marking products is directed from Rofin's offices in Gunding-Munich (Germany) and, for laser micro products and power supplies, from Starnberg (Germany). Optical engines for fiber lasers for the worldwide market are sold and marketed from Tampere (Finland) and East Granby, Connecticut (USA), and fiber optics and beam delivery systems are sold and marketed from Gothenburg (Sweden). In Europe, Rofin also maintains sales and service offices in Belgium, France, Italy, the Netherlands, Spain, Switzerland, and the United Kingdom.

North American sales of Rofin's macro and micro laser products are managed out of the Company's Plymouth, Michigan (USA), facility and of its marking products are managed out of its Devens, Massachusetts (USA), facility. The Company also maintains sales offices in Chandler, Arizona; Buffalo Grove, Illinois; and Santa Clara, California (all USA), to support the expansion of Rofin's laser business in the North American market and a sales and service office in Mississauga (Canada) to support the Canadian market. North American sales of diode laser components are directed from Tucson, Arizona (USA).

PRC Laser directs its worldwide sales and marketing of lasers for macro applications from its office in Landing, New Jersey (USA), Lee Laser directs its worldwide sales and marketing of lasers for micro applications from its office in Orlando, Florida (USA), and Rofin-Lasag directs its worldwide sales and marketing of lasers for micro applications from its office in Thun, Switzerland. NETC and NELC direct their sales and marketing of lasers for marking and for macro applications, respectively, from their offices in Nanjing (China). All five companies sell their products independently under their own brands.

The Company maintains sales and service offices in China, India, Japan, Singapore, South Korea and Taiwan. Over the next five years, the Company expects demand for industrial lasers to increase in the Asia/Pacific region. The Company believes that the geographic markets with the greatest long-term potential in the future are China and India, principally due to the expansion of domestic machine tool, automobile, semiconductor, electronics, and photovoltaic production in these countries.

CUSTOMER SERVICE, REPLACEMENT PARTS AND COMPONENTS

During fiscal 2012, 2011, and 2010, approximately 39%, 36%, and 40%, respectively, of the Company's revenues were generated from sales of after-sales services, replacement parts and components for laser products. The Company believes that a high level of customer support is necessary to successfully develop and maintain long-term relationships with its OEM- and end-user customers. This close relationship is maintained as our customers' needs change and evolve.

Recognizing the importance of its existing and growing installed multinational customer base, the Company has expanded its local service and support platform into new geographic regions. Rofin has 432 customer service personnel. The Company's field service and in-house technical support personnel receive ongoing training with respect to the Company's laser products, maintenance procedures, laser-operating techniques, and processing technology. Most of the Company's OEM-customers also provide customer service and support to end-users.

Many of Rofin's laser products are operated 24 hours a day in high speed, quality-oriented manufacturing operations. Accordingly, the Company provides 24 hour, year-round service support to its customers in the United States, Germany, and the majority of other countries in which it operates. The Company plans to continue adopting similar service support elsewhere. In addition, eight-hour response time is provided to certain key customers. This support includes field service personnel who reside in close proximity to the Company's installed base. The Company provides customers with process diagnostic and verification techniques, as well as specialized training in the operation and maintenance of its systems. The Company also offers regularly scheduled and intensive training programs and customized maintenance contracts for its customers.

Of Rofin's 432 customer service personnel, approximately 291 employees operate in the field in about 50 countries. Field service personnel are also involved in the installation of the Company's systems.

Rofin's approach to the sale of replacement parts is closely linked to the Company's strategic focus on rapid customer response. The Company provides around-the-clock order entry and provides same or next day delivery of parts worldwide in order to minimize disruption to customers' manufacturing operations. Rofin typically provides a minimum one-year warranty for its products with warranty extensions negotiated on a case-by-case basis. It agrees to after-sales service and parts supply up to a period of 10 years, if requested by a customer. The Company's growing base of installed laser sources and laser-based systems is expected to continue to generate a stable source of revenues from sales of replacement parts and after-sales service.

In addition, the Company offers components such as OEM-laser modules, optical engines, laser diodes, active and passive fibers, fiber optic delivery systems, and power supplies. These high-technology components are either integrated by other laser manufacturers into their products or are used for the Company's own product portfolio.

COMPETITION

The Company believes that as manufacturing industries continue to modernize, seek to reduce production costs and require more precise and flexible production, the features of laser-based systems will become more desirable than systems incorporating conventional material processing techniques and processes. The increased acceptance of these laser applications by industrial users will be enhanced by laser product line expansion to include lower and higher power CO₂ lasers, variations in wavelength, advancements in fiber-optic beam delivery systems, improvements in reliability, and the introduction of lower and higher power diode lasers and diode pumped, solid-state lasers, and fiber lasers, capable of performing heavy industrial material processing and marking and micro applications.

Laser Macro Products

The market for laser macro products and systems is fragmented and addressed by a large number of competitors. Many of them are small or privately owned or compete with Rofin on a limited geographic, industry- or application-specific basis. The Company also competes in certain target markets with competitors that are part of large industrial groups and have access to substantially greater financial and other resources than Rofin. The overall competitive position of the Company will depend upon a number of factors, including product performance and reliability, price, customer support, manufacturing quality, the compatibility of its products with existing laser systems, and the continued development of products utilizing diode laser, diode pumped, solid-state laser and fiber laser technologies. Competition among laser manufacturers is also based on attracting and retaining qualified engineering and technical personnel.

Rofin believes it is among the top three suppliers of laser sources in the worldwide market for macro applications. Companies such as Trumpf and Fanuc (for high-power CO₂ lasers), Synrad and Coherent (for low-power CO₂ lasers), Trumpf and IPG Photonics (for solid-state or fiber lasers), and Laserline and Jenoptik (for diode lasers and laser diodes) all compete in a subset of markets in which Rofin operates. However, in the Company's opinion, none of these companies compete in all of the industries, applications and geographic markets currently served by Rofin.

Laser Marking and Micro Products

The Company's laser marking products compete with conventional ink-based and acid-etching technologies, as well as with laser mask-marking. The Company's micro products compete with conventional welding, etching and spark erosion technologies. The Company believes that its principal competitors in the laser marking and micro markets include Trumpf, GSI Group, Unitek Miyachi, Han's Laser, and IPG Photonics. Rofin also competes with manufacturers of conventional non-laser products in applications such as welding, drilling, soldering, cutting, and marking.

Significant competitive factors in the laser marking and micro market include system performance and flexibility, cost, the size of each manufacturer's installed base, capability for customer support and breadth of product line. Because many of the required components to develop and produce a laser product for marking applications are commercially available, barriers to entry into this market are low and the Company expects new competitive products to enter this market. The Company believes that its product range for marking and micro applications will compete favorably in this market primarily due to its performance and price characteristics of such products.

MANUFACTURING AND ASSEMBLY

Rofin manufactures and tests its high-power CO₂, solid-state and fiber laser macro products at its Hamburg (Germany), Plymouth, Michigan; Landing, New Jersey; East Granby, Connecticut (all USA), and Nanjing (China) facilities. The Company's laser marking products are manufactured and tested at its facilities in Gunding-Munich (Germany), Starnberg (Germany), Oxford (UK), Singapore, Devens, Massachusetts (USA) and Nanjing (China). Rofin's micro application products are manufactured and tested in Starnberg (Germany), Tampere (Finland), Thun (Switzerland) and Orlando, Florida (USA). The Company's diode laser products are manufactured and tested at its Mainz (Germany), Freiburg (Germany), Nanjing (China), and Tucson, Arizona (USA), facilities. The Company's low-power CO₂ laser products are manufactured and tested in Kingston upon Hull (UK). Coating of Rofin's Slab laser electrodes is performed at the Overath (Germany) facility. The Company's fiber optics and beam delivery systems are manufactured and tested in Gothenburg (Sweden), and power supplies are manufactured and tested in Starnberg (Germany). The Company's active and passive fibers and amplifiers are manufactured and tested in East Granby, Connecticut (USA). Optical engines for fiber lasers and fiber lasers modules are manufactured in Tampere (Finland).

Given the competitive nature of the laser business, the Company focuses substantial efforts on maintaining and enhancing the efficiency and quality of its manufacturing operations. The Company utilizes just-in-time and cell-based manufacturing techniques to reduce manufacturing cycle times and inventory levels, thus enabling it to offer on-time delivery and high-quality products to its customers.

Rofin's in-house manufacturing includes only those manufacturing operations that are critical to achieve quality standards or protect intellectual property. These manufacturing activities consist primarily of product development, testing of components and subassemblies (some of which are supplied from within the Company and others of which are supplied by third party vendors and then integrated into the Company's finished products), assembly and final testing of the completed product, as well as proprietary software design and hardware/software integration. Although the Company minimizes the number of suppliers and component types, wherever practicable, it has at least two sources of supply for key items. Rofin has a qualifying program for its vendors and generally seeks to build long-term relationships with such vendors. The Company purchases certain major components from single suppliers. The Company estimates that 13% of its revenues are from the sale of products that require specialized components currently only available from single sources. Rofin has written agreements with such suppliers and has not had material delays in supplies from these sources. The Company believes that it could, if necessary, purchase such components from alternative sources, within four to six months, following appropriate qualification of such new vendors.

Rofin is committed to meeting internationally recognized manufacturing standards. Its Hamburg, Gunding-Munich, Starnberg, Mainz, Overath (all Germany), Thun (Switzerland), Gothenburg (Sweden), Monza (Italy), Paris (France), Kingston upon Hull (UK), Singapore, Pamplona (Spain), East Granby, Connecticut (USA), and Tucson, Arizona (USA), facilities are ISO 9001 certified.

RESEARCH AND DEVELOPMENT

During fiscal 2012, 2011, and 2010, Rofin's net spending on research and development was \$42.6 million, \$38.3 million, and \$30.1 million, respectively. The Company's net spending on research and development mainly reflects receipt of funding under German and other European governments and European Union grants totaling \$1.6 million, \$2.3 million, and \$2.6 million in fiscal 2012, 2011, and 2010, respectively. Rofin has approximately 290 employees engaged in product research and development.

Rofin's research and development activities are directed at meeting customers' manufacturing needs and application processes. Core competencies include CO₂ gas lasers, solid-state lasers, fiber lasers, diode lasers, precision optics, electronic power supplies, fibers, fiber optics, beam delivery, control interfaces, software programming, and systems integration. The Company strives for customer-driven development activities and promotes the use of alliances with key customers and joint development programs in a wide range of its target markets.

The Company's research and development activities are carried out in fifteen centers in Hamburg, Gunding-Munich, Starnberg, Freiburg, and Mainz (all Germany), Kingston upon Hull (UK), Gothenburg (Sweden), Tampere (Finland), Thun (Switzerland), Plymouth, Michigan, Landing, New Jersey, Orlando, Florida, Tucson, Arizona, East Granby, Connecticut (all USA), and Nanjing (China), and are centrally coordinated and managed. Rofin maintains close working relationships with the leading industrial, government and university research laboratories in Germany, including the Fraunhofer Institute for Laser Technology in Aachen, the Institute for "Technische Physik" of the German Space and Aerospace Research Center in Stuttgart, the Institute for "Strahlwerkzeuge" of the University of Stuttgart, the Fraunhofer Institute for Material Science in Dresden, the Laser Center in Hanover (all Germany), and elsewhere around the world, including the University of Edinburgh in the United Kingdom. These relationships include funding of research, joint development programs, personnel exchange programs, and licensing of patents developed at these institutes.

INTELLECTUAL PROPERTY

Rofin owns intellectual property, which includes patents, proprietary software, technical know-how and expertise, designs, process techniques, and inventions.

While policies and procedures are in place to protect critical intellectual property rights, Rofin believes that its success depends to a larger extent on the innovative skills, know-how, technical competence and abilities of Rofin's personnel.

Rofin protects its intellectual property in a number of ways including, in certain circumstances, through patents. Rofin has sought patent protection primarily in the United States, Europe, and Japan. Rofin currently holds 198 patents for inventions relating to lasers, processes and power supplies with expiration dates ranging from 2013 to 2031. In addition, 99 patent applications have been filed and are under review by the relevant patent authorities. The Company holds 78 exclusive and non-exclusive licenses of patents and pending patent applications with relevance to its products and laser technology. Rofin requires its employees and certain of its customers, suppliers, representatives, agents, and consultants to enter into confidentiality agreements to further safeguard Rofin's intellectual property.

Rofin, from time to time, receives notices from third parties alleging infringement of such parties' patent or other intellectual property rights by Rofin's products. While these notices are common in the laser industry and Rofin has in the past been able to develop non-infringing technology or license necessary patents or technology on commercially reasonable terms, Rofin cannot assure that it would in the future prevail in any litigation seeking damages or expenses from Rofin or to enjoin Rofin from selling its products on the basis of such alleged infringement. Nor can Rofin assure that it would be able to develop any non-infringing technology or to license any valid and infringed patents on commercially reasonable terms. In the event any third party made a valid claim against Rofin or its customers and a license were not made available to Rofin on commercially reasonable terms, Rofin would be adversely affected.

From time to time, Rofin files notices of opposition to certain patents on laser technologies held by others, including academic institutions and competitors of Rofin, which the Company believes could inhibit its ability to develop laser products for industrial material processing applications.

ORDER BACKLOG

The Company's order backlog was \$147.0 million, \$153.2 million, and \$138.9 million, as of September 30, 2012, 2011, and 2010, respectively. The Company's order backlog, which contains relatively little service, training and spare parts, represents approximately three months of laser shipments. The decrease in the Company's order backlog from September 30, 2011 to September 30, 2012 was attributable to 21% lower orders for macro applications, 10% lower orders for micro and marking applications, partially offset by 9% higher orders for components. The fluctuation of the U.S. dollar in fiscal year 2012 had an unfavorable effect of approximately \$5.4 million on year-to-year order backlog. The increase in the Company's order backlog from September 30, 2010 to September 30, 2011 was attributable to 28% higher orders for macro applications, 30% higher orders for micro and marking applications, and 26% higher orders for components. The fluctuation of the U.S. dollar in fiscal year 2011 had a favorable effect of approximately \$3.3 million on year-to-year order backlog.

An order is entered into backlog by Rofin when a purchase order with an assigned delivery date has been received. Delivery schedules range from one week to six months, depending on the size, complexity and availability of the product or system ordered, although typical delivery dates for laser source products range between 6-12 weeks from the date an order is placed. Although there is a risk that customers may cancel or delay delivery of their orders, orders for standard non-customized lasers can typically be allocated to other customers without significant additional costs. The Company also manages this risk by establishing the right to charge a cancellation fee that covers any material and developmental costs incurred prior to the order being cancelled. Enforcement of this right is dependent on many factors including, but not limited to, the customer's requested length of delay, the number of other outstanding orders with the same customer, and the ability to quickly convert the canceled order to another sale.

The Company anticipates shipping the present backlog during fiscal year 2013. However, the Company's backlog at any given date is not necessarily indicative of actual sales for any future period.

EMPLOYEES

The following table sets forth the Company's employees by geographic regions as of September 30, 2012 and 2011:

| | September 30, | |
|---------------|---------------|--------------|
| | 2012 | 2011 |
| North America | 420 | 404 |
| Germany | 1,070 | 1,021 |
| Asia | 297 | 264 |
| Other | 426 | 419 |
| | <u>2,213</u> | <u>2,108</u> |

The average number of employees for the fiscal year ended September 30, 2012, was 2,166.

While the Company's employees are not covered by collective bargaining agreements and the Company has never experienced a work stoppage, slowdown or strike, the Company's employees at its Hamburg and Starnberg (both Germany) facilities are each represented by a nine-person works council and in Gunding-Munich (Germany) by a seven-person works council. Additionally, Hamburg and Gunding-Munich are represented by a four-person central works council. Matters relating to compensation, benefits and work rules are negotiated and resolved between management and the works council for the relevant location. The Company considers its relations with its employees to be good.

GOVERNMENT REGULATION

The majority of the Company's laser products sold in the United States are classified as Class IV Laser Products under applicable rules and regulations of the Center for Devices and Radiological Health ("CDRH") of the U.S. Food and Drug Administration. The same classification system is applied in the European markets. Safety rules are formulated with "Deutsche Industrie Norm" (i.e., German Industrial Standards) or ISO standards, which are internationally harmonized.

CDRH regulations generally require a self-certification procedure pursuant to which, for each product incorporating a laser device, a manufacturer must file periodic reporting of sales and purchases, and compliance with product labeling standards with CDRH. The Company's laser products for macro, micro and laser marking applications can result in injury to human tissue if directed at an individual or otherwise misused.

The Company believes that its laser products for macro, micro and marking applications, and its components are in substantial compliance with all applicable laws for the manufacture of laser devices.

AVAILABLE INFORMATION

The Company makes available, free of charge on its internet website, its Annual Report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and any amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act, as soon as reasonably practicable after they are electronically filed with, or furnished to, the Securities and Exchange Commission (the SEC). You can find these reports on the Company's website at www.rofin.com under the heading "Investor Relations". The information on the Company's website is not incorporated by reference in this Annual Report on Form 10-K.

These reports may also be obtained at the SEC's Public Reference Room at 100 F Street NE, Washington, D.C. 20549. Information on the operation of the Public Reference Room is available by calling the SEC at (202) 551-8090. You may also access this information at the SEC's website (<http://www.sec.gov>). This site contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC.

ITEM 1A. RISK FACTORS

THE GLOBAL ECONOMY, CAPITAL MARKETS, CREDIT DISRUPTIONS AND POLITICAL ENVIRONMENT CHANGES CAN ADVERSELY IMPACT OUR RESULTS OF OPERATIONS.

Our business, operating results or financial condition can be impacted by a number of macroeconomic factors, which could in turn affect our stock price. These macroeconomic factors include, but are not limited to, consumer confidence and spending levels, unemployment, consumer credit availability, global factory production, and credit market conditions. Additionally, changes in the political environment in the markets in which we operate can adversely impact our business, such as foreign exchange import and export controls, tariffs and other trade barriers, and price or exchange controls.

DOWNTURNS IN THE INDUSTRIES WE SERVE, PARTICULARLY IN THE MACHINE TOOL, AUTOMOTIVE, SEMICONDUCTOR, ELECTRONICS AND PHOTOVOLTAIC INDUSTRIES, MAY HAVE A MATERIAL ADVERSE EFFECT ON OUR SALES AND PROFITABILITY.

Our business depends substantially upon capital expenditures particularly by manufacturers in the machine tool, automotive, semiconductor, electronics, and photovoltaic industries. Approximately 69% of our laser sales during fiscal year 2012 were to these industry markets. These industries are cyclical and have historically experienced periods of oversupply, resulting in significantly reduced demand for capital equipment, including the products manufactured and marketed by us. For the foreseeable future, our operations will continue to depend upon capital expenditures in these industries, which, in turn, depend upon the market demand for their products. Decreased demand from manufacturers in these industries, for example, during an economic downturn, may lead to decreased demand for our products. Although such decreased demand would reduce our sales, we may not be able to reduce expenses quickly, due in part to the need for continual investment in research and development and the need to maintain our extensive ongoing customer service and support capability. Although we order materials for assembly in response to firm orders, the lead time for assembly and delivery of some of our products creates a risk that we may incur expenditures or purchase inventories for products which we cannot sell.

Accordingly, any economic downturn or slowdown in the machine tool, automotive, semiconductor, electronics, or photovoltaic industries could have a material adverse effect on our financial condition and results of operations.

A HIGH PERCENTAGE OF OUR SALES ARE OVERSEAS AND OUR RESULTS ARE THEREFORE SUBJECT TO THE IMPACT OF EXCHANGE RATE FLUCTUATIONS.

Although we report our results in U.S. dollars, approximately 64% of our current sales are denominated in other currencies, including the Euro, Swedish krona, Swiss francs, British pound, Singapore dollar, Japanese yen, Korean won, Taiwanese dollar, Canadian dollar, Indian rupee, and Chinese RMB. The fluctuation of the Euro, and the other functional currencies, against the U.S. dollar has had the effect of increasing and decreasing (as applicable) reported net sales as well as cost of goods sold, gross margin, and selling, general and administrative expenses denominated in such foreign currencies when translated into U.S. dollars as compared to prior periods. Our subsidiaries will, from time to time, pay dividends in their respective functional currencies, thus presenting another area of potential currency exposure for us in the future.

We also face transaction risk from fluctuations in exchange rates between the various currencies in which we do business. We believe that a certain portion of the transaction risk of our operations in multiple currencies is mitigated by our hedging activities, utilizing forward exchange contracts and forward exchange options. We also continue to borrow in many of our operating subsidiaries' functional currencies to reduce exposure to exchange gains and losses. However, there can be no assurance that changes in currency exchange rates will not have a material adverse effect on our business, financial condition, and results of operations.

OUR INABILITY TO MANAGE THE RISKS ASSOCIATED WITH OUR INTERNATIONAL OPERATIONS COULD ADVERSELY AFFECT OUR BUSINESS.

Our products are currently marketed in approximately 70 countries, with Germany, the rest of Europe, the United States, and the Asia/Pacific region being our principal markets. Our operations and sales in our principal markets are subject to risks inherent in international business activities, including:

- the general political and economic conditions in each such country or region;
- overlap of differing tax structures;
- climatic or other natural disasters in regions where we operate;
- increases in shipping costs or increases in fuel costs;
- longer payment cycles;
- acts of terrorism;
- increased vulnerability to the theft of, and reduced protection for intellectual property rights;
- management of an organization spread over various jurisdictions; and
- unexpected changes in regulatory requirements and compliance with a variety of foreign laws and regulations, such as import and export licensing requirements, trade restrictions, currency control and restrictions, delays, penalties or required withholdings on repatriation of earnings.

Any failure to manage the risks associated with our international business operations could have a material adverse effect on our financial condition and results of operations.

Our profitability may be adversely affected by economic slowdowns in the United States, Europe, or the Asia/Pacific region. A recession in these economies could trigger a decline in laser sales to the machine tool, automotive, semiconductor, electronics, or photovoltaic industries, and any related weaknesses in their respective currencies could adversely affect customer demand for our products, the U.S. dollar value of our foreign currency denominated sales, and ultimately our consolidated results of operations.

We also are subject to risks that our operations outside the United States could be conducted by our employees, contractors, service providers, representatives or agents in ways that violate the Foreign Corrupt Practices Act or other similar anti-bribery laws. Any such violations could have a negative impact on our business and could result in government investigations and/or

injunctive, monetary or other penalties. Moreover, we face additional risks that our anti-bribery policy and procedures may be violated by third-party sales representatives or other agents that help sell our products or provide other services, because such representatives or agents are not our employees and it may be more difficult to oversee their conduct.

OUR GLOBAL OPERATIONS ARE SUBJECT TO EXTENSIVE AND COMPLEX IMPORT AND EXPORT RULES THAT VARY AMONG THE LEGAL JURISDICTIONS IN WHICH WE OPERATE. FAILURE TO COMPLY WITH THESE RULES COULD RESULT IN SUBSTANTIAL PENALTIES.

Due to the international scope of our operations, we are subject to a complex system of import- and export-related laws and regulations, including U.S. export control and customs regulations and customs regulations of other countries. These regulations are complex and vary among the legal jurisdictions in which we operate. Any alleged or actual failure to comply with such regulations may subject us to government scrutiny, investigation and civil and criminal penalties, and may limit our ability to import or export our products or to provide services outside the United States. Any of these penalties could have a material impact on our financial position, results of operations and cash flows.

WE DEPEND ON THE ABILITY OF OUR OEM-CUSTOMERS TO INCORPORATE OUR LASER PRODUCTS INTO THEIR SYSTEMS.

Our sales depend in part upon the ability of our OEM-customers to develop and sell systems that incorporate our laser products. Adverse economic conditions, inadequate liquidity, large inventory positions, limited marketing resources, and other factors affecting these OEM-customers could subject us to risks of business failure by such customers and potential credit and inventory risks, and thus could have a substantial impact upon our financial results. We cannot provide assurances that our OEM-customers will not experience financial or other difficulties that could adversely affect their operations and, in turn, our financial condition or results of operations.

WE EXPERIENCED IN THE PAST, AND EXPECT TO EXPERIENCE IN THE FUTURE, FLUCTUATIONS IN OUR QUARTERLY RESULTS. THESE FLUCTUATIONS MAY INCREASE THE VOLATILITY OF OUR STOCK PRICE.

We have experienced and expect to continue to experience some fluctuations in our quarterly results. We believe that fluctuations in quarterly results may cause the market prices of our common stock, on the NASDAQ Global Select Market and the Frankfurt Stock Exchange, to fluctuate, perhaps substantially. Factors which may have an influence on the Company's operating results in a particular quarter include:

- general economic uncertainties;
- fluctuations in demand for, and sales of, our products or prolonged downturns in the industries that we serve;
- the timing of the receipt of orders from major customers;
- product mix;
- competitive pricing pressures;
- the relative proportions of domestic and international sales;
- our ability to design, manufacture, and introduce new products on a cost-effective and timely basis;
- the delayed effect of incurrence of expenses to develop and improve marketing and service capabilities;
- foreign currency fluctuations;
- ability of our suppliers to produce and deliver components and parts, including sole or limited source components, in a timely manner, in the quantity desired, and at the prices we have budgeted;
- our ability to control expenses; and
- costs related to acquisitions of businesses.

These and other factors make it difficult for us to release precise predictions regarding the results and the development of our business. In addition, current conditions in the domestic and global economies are uncertain. As a result, it is difficult to estimate the level of growth for the economy as a whole or of capital expenditures in the industrial markets we serve. Because all of the components of our budgeting and forecasting are dependent on estimates of spending within these markets, the prevailing economic uncertainty renders estimates of future revenue and expenses even more difficult than usual to make. In addition, our backlog at any given time is not necessarily indicative of actual sales for any succeeding period. As our delivery schedule typically ranges from one week to six months, our sales will often reflect orders shipped in the same quarter that they are received. Moreover, customers may cancel or reschedule shipments and production difficulties could delay shipments. Accordingly, the Company's results of operations are subject to significant fluctuations from quarter to quarter. See also "Business - Order Backlog".

Other factors that we believe may cause the market price of our common stock to fluctuate, perhaps substantially, include announcements of new products, technologies or customers by us or our competitors, developments with respect to intellectual property and shortfalls in our operations relative to analysts' expectations. In addition, in recent years, the stock market in general, and the shares of technology companies in particular, have experienced wide price fluctuations. These broad market and industry fluctuations, particularly in the semiconductor, electronics, photovoltaics, machine tool, and automotive industries, may adversely affect the market prices of our common stock on the NASDAQ Global Select Market and the Frankfurt Stock Exchange.

THE MARKETS FOR OUR PRODUCTS ARE HIGHLY COMPETITIVE AND INCREASED COMPETITION COULD INCREASE OUR COSTS, REDUCE OUR SALES OR CAUSE US TO LOSE MARKET SHARE.

The laser industry is characterized by significant price and technical competition. Our current and proposed laser products for macro, marking and micro applications, and components, compete with those of several well-established companies, some of which are larger and have substantially greater financial, managerial and technical resources, more extensive distribution and service networks, and larger installed customer bases than us.

We believe that competition will be particularly intense in the CO₂, diode laser, and solid-state laser markets, including fiber lasers, as many companies have committed significant research and development resources to pursue opportunities in these markets. There can be no assurance that we will successfully differentiate our current and proposed products from the products of our competitors or that the marketplace will consider our products to be superior to competing products. Because many of the components required to develop and produce a laser-based marking system are commercially available, barriers to entry into this market are relatively low, and we expect new competitive product entries in this market. To maintain our competitive position in these markets, we believe that we will be required to continue a high level of investment in engineering, research and development, marketing, and customer service and support. There can be no assurance that we will have sufficient resources to continue to make these investments, that we will be able to make the technological advances necessary to maintain our competitive position, or that our products will receive market acceptance. See also "Business - Competition".

OUR FUTURE GROWTH AND COMPETITIVENESS DEPEND UPON OUR ABILITY TO DEVELOP NEW AND ENHANCED PRODUCTS TO MEET MARKET DEMAND AND TO INCREASE OUR MARKET SHARE FOR LASER MACRO AND MARKING AND MICRO PRODUCTS.

If we are to increase our laser sales in the near term, these sales will have to come through increases in market share for our existing products, through the development of new products, or through the acquisition of competitors or their products. To date, a substantial portion of our revenues has been derived from sales of high-powered CO₂ laser sources, solid-state laser sources, and diode lasers. In order to increase market demand for these products, we will need to devote substantial resources to:

- continuing to broaden our CO₂, solid-state laser, including fiber laser, and diode laser product range;
- continuing to increase the output power and vary the laser wavelengths of our product portfolio; and
- continuing to reduce the manufacturing costs of our product range to achieve more attractive pricing.

A large part of our growth strategy depends upon being able to increase our worldwide market share for laser macro, marking and micro products.

Our future success depends on our ability to anticipate our customers' needs and develop products that address those needs. Our ability to control costs is limited by our need to invest in research and development. If we are unable to implement our strategy to develop new and enhanced products, our business, operating results, and financial condition could be adversely affected. We cannot provide assurance that we will successfully implement our business strategy or that any of the newly developed or enhanced products will achieve market acceptance or not be rendered obsolete or uncompetitive by products of other companies. See also "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Business - The Company's Laser Products".

WE DEPEND ON OUR EXECUTIVE MANAGEMENT TEAM AND SKILLED PERSONNEL TO OPERATE OUR BUSINESS EFFECTIVELY IN A RAPIDLY CHANGING MARKET, AND IF WE ARE UNABLE TO RETAIN EXISTING OR HIRE ADDITIONAL PERSONNEL WHEN NEEDED, OUR ABILITY TO DEVELOP AND SELL OUR PRODUCTS COULD BE HARMED.

Our future success depends in large part upon the leadership and performance of our executive management team and key employees at the operating level. These key employees include engineering, sales, marketing, manufacturing and support personnel for our operations on a worldwide basis. Recruiting and retaining highly skilled personnel in certain functions continues to be difficult. At certain locations where we operate, the cost of living is extremely high and it may be difficult to retain key employees and management at a reasonable cost. We may not be successful in attracting, assimilating or retaining qualified personnel to fulfill our current or future needs. If we fail to attract additional employees or lose the services of one or more of our executive officers or key employees, or if one or more of them decide to join a competitor or otherwise compete directly or indirectly with us, we may not be able to successfully manage our business or achieve our business objectives. If we lose the services of any of our key employees at the operating or regional level, we may not be able to replace them with similarly qualified personnel, which could harm our business.

WE MAY NOT BE ABLE TO SUCCESSFULLY ACQUIRE NEW OPERATIONS OR INTEGRATE FUTURE ACQUISITIONS, WHICH COULD CAUSE OUR BUSINESS TO SUFFER.

An important part of our growth strategy is making strategic acquisitions of companies with complementary operations, technologies, or products. We regularly review potential acquisitions and periodically engage in discussions regarding such possible acquisitions. We may be unable to successfully complete potential strategic acquisitions if we cannot reach agreement on acceptable terms or for other reasons. Future acquisitions may require us to obtain additional debt or equity financing, which may not be available on terms acceptable to us, if at all. In connection with future acquisitions, we may assume the liabilities of the companies we acquire. Any debt that we incur to pay for future acquisition could contain covenants that restrict the manner in which we operate our business. Any new equity securities that we issue for this purpose would be dilutive to our existing stockholders. If we buy a company or a division of a company, we may experience difficulty integrating that company or division's personnel and operations, which could negatively affect our operating results.

In addition:

- the key personnel of the acquired company may decide not to work for us;
- we may experience additional financial and accounting challenges and complexities in areas such as tax planning, treasury management, and financial reporting;
- we may be held liable for risks and liabilities (including for environmental-related costs) as a result of our acquisitions, some of which we may not discover during our due diligence;
- our ongoing business may be disrupted or receive insufficient management attention; and
- we may not be able to realize the synergies, cost savings, or other financial benefits we anticipated.

PRODUCTION DIFFICULTIES AND PRODUCT DELIVERY DELAYS OR DISRUPTIONS COULD HAVE A MATERIAL ADVERSE EFFECT ON OUR BUSINESS.

We manufacture and test our products at our facilities in Germany, the United States, the United Kingdom, China, Finland, Sweden, Switzerland and Singapore. If use of any of our manufacturing facilities were interrupted by a natural disaster or otherwise, our operations would be negatively impacted until we could establish alternative production and service operations. Significant production difficulties could be the result of:

- mistakes made while transferring manufacturing processes between locations;
- changing process technologies;
- ramping production;
- installing new equipment at our manufacturing facilities; and
- shortage of key components.

In addition, we may experience product delivery delays in the future. A significant disruption in third-party package delivery and import/export services, or significant increases in prices for those services, could interfere with our ability to ship products, increase our costs and lower our profitability.

We ship a significant portion of our products to our customers through independent package delivery and import/export companies. We also ship our products through national trucking firms, overnight carrier services and local delivery practices. If one or more of the package delivery or import/export providers experiences a significant disruption in services or institutes a significant price increase, the delivery of our products could be prevented or delayed. Such events could cause us to incur increased shipping costs that could not be passed on to our customers, negatively impacting our profitability and our relationships with certain customers.

IF WE FAIL TO ACCURATELY FORECAST COMPONENT AND MATERIAL REQUIREMENTS FOR OUR PRODUCTS, WE COULD INCUR ADDITIONAL COSTS AND INCUR SIGNIFICANT DELAYS IN SHIPMENTS, WHICH COULD RESULT IN A LOSS OF CUSTOMERS.

We use rolling forecasts based on anticipated product orders and material requirements planning systems to determine our product requirements. It is very important that we accurately predict both the demand for our products and the lead times required to obtain the necessary components and materials. We depend on our suppliers for most of our product components and materials. Lead times for components and materials that we order vary significantly and depend on factors including the specific supplier requirements, the size of the order, contract terms and current market demand for components. For substantial increases in our sales levels of certain products, some of our suppliers may need at least nine-month lead time. If we overestimate our component and material requirements, we may have excess inventory, which would increase our costs. If we underestimate our component and material requirements, we may have inadequate inventory, which could interrupt and delay delivery of our products to our customers. Any of these occurrences would negatively impact our net sales, business or operating results.

WE DEPEND ON LIMITED SOURCE SUPPLIERS THAT COULD CAUSE SUBSTANTIAL MANUFACTURING DELAYS AND INCREASE OUR COSTS IF A DISRUPTION IN SUPPLY OCCURS.

We estimate that 13% of our revenues are derived from sales of products that require specialized components only available from single sources. We also rely on a limited number of independent contractors to manufacture subassemblies for some of our products. There can be no assurance that, in the future, our current or alternative sources will be able to meet all of our demands on a timely basis. If one or more of our suppliers or subcontractors experiences difficulties that result in a reduction or interruption in supply to us, or if they fail to meet any of our manufacturing requirements, our business could be harmed until we are able to secure alternative sources, if any. If we are unable to find necessary parts or components on commercially reasonable terms, we could be required to reengineer our products to accommodate available substitutions which would increase our costs and/or have a material adverse effect on manufacturing schedules, product performance, and market acceptance.

The manufacturing of our solid-state lasers require elements of rare earth minerals in small quantities. Shortages of rare earth minerals, delays in their delivery and resulting increases of the market price for such materials might have an adverse effect on our production costs.

IF OUR GOODWILL OR INTANGIBLE ASSETS BECOME IMPAIRED, WE MAY BE REQUIRED TO RECORD A SIGNIFICANT CHARGE TO EARNINGS.

Under accounting principles generally accepted in the United States, we review our intangible assets for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. Goodwill is required to be tested for impairment at least annually. Factors that may be considered a change in circumstances indicating that the carrying value of our goodwill or other intangible assets may not be recoverable include declines in our stock price and market capitalization or future cash flow projections. A decline in our stock price, or any other adverse change in market conditions, particularly if such change has the effect of changing one of the critical assumptions or estimates we used to calculate the estimated fair value of our reporting units, could result in a change to the estimation of fair value that could result in an impairment charge. Any such material charges, whether related to goodwill or purchased intangible assets, may have a material negative impact on our financial and operating results.

WE ARE EXPOSED TO LAWSUITS IN THE NORMAL COURSE OF BUSINESS WHICH COULD HAVE A MATERIAL ADVERSE EFFECT ON OUR BUSINESS, OPERATING RESULTS, OR FINANCIAL CONDITION.

We are exposed to lawsuits in the normal course of our business, including product liability claims, if personal injury, death or commercial losses occur from the use of our products. While we typically maintain business insurance, including directors' and officers' policies, litigation can be expensive, lengthy, and disruptive to normal business operations, including the potential impact of indemnification obligations for individuals named in any such lawsuits. We may not, however, be able to secure insurance coverage on terms acceptable to us in the future. Moreover, the results of complex legal proceedings are difficult to predict. An unfavorable resolution of a particular lawsuit, including a recall or redesign of products if ultimately determined to be defective, could have a material adverse effect on our business, operating results, or financial condition.

THE LONG SALES CYCLES FOR OUR PRODUCTS MAY CAUSE US TO INCUR SIGNIFICANT EXPENSES WITHOUT OFFSETTING REVENUES.

Customers often view the purchase of our products as a significant and strategic decision. As a result, customers typically expend significant effort in evaluating, testing and qualifying our products before making a decision to purchase them, resulting in a lengthy initial sales cycle. While our customers are evaluating our products and before they place an order with us, we may incur substantial sales and marketing and research and development expenses to customize our products to the customer's needs. We may also expend significant management efforts, increase manufacturing capacity and order long lead-time components or materials prior to receiving an order. Even after this evaluation process, a potential customer may not purchase our products. As a result, these long sales cycles may cause us to incur significant expenses without ever receiving revenue to offset such expenses.

OUR FAILURE TO PROTECT OUR PROPRIETARY TECHNOLOGY OR TO AVOID LITIGATION FOR INFRINGEMENT OR MISAPPROPRIATION OF PROPRIETARY RIGHTS OF THIRD PARTIES COULD RESULT IN A LOSS OF REVENUES AND PROFITS.

Our future success depends in part upon our intellectual property rights, including trade secrets, know-how, and continuing technological innovation. There can be no assurance that the steps taken by us to protect our intellectual property rights will be adequate to prevent misappropriation or that others will not develop competitive technologies or products.

We currently hold 198 United States and foreign patents on our laser sources, with expiration dates ranging from 2013 to 2031. We have also obtained licenses under certain patents covering lasers and related technology incorporated into our products. In addition, 99 patent applications have been filed and are under review by the relevant patent authorities. There can be no assurance that other companies are not investigating or developing other technologies that are similar to ours, that any patents will issue from any application filed by us or that, if patents do issue, the claims allowed will be sufficiently broad to deter or prohibit others from marketing similar products. In addition, there can be no assurance that any patents issued to us

will not be challenged, invalidated or circumvented, or that the rights thereunder will provide a competitive advantage to us. See also “Business - Intellectual Property”.

From time to time, we receive notices from third parties alleging infringement of such parties’ patent or other proprietary rights by our products. While these notices are common in the laser industry and we have in the past been able to develop non-infringing technology or license necessary patents or technology on commercially reasonable terms, there can be no assurance that we would in the future prevail in any litigation seeking damages or expenses from us or to enjoin us from selling products on the basis of such alleged infringement, or that we would be able to develop any non-infringing technology or license any valid and infringed patents on commercially reasonable terms. In the event any third party made a valid claim against us or our customers and a license was not made available to us on commercially reasonable terms, we would be adversely affected.

CHANGES IN GOVERNMENTAL REGULATION OF OUR BUSINESS OR OUR PRODUCTS COULD REDUCE DEMAND FOR OUR PRODUCTS OR INCREASE OUR EXPENSES.

We are subject to many governmental regulations, including but not limited to the laser radiation safety regulations of the Radiation Control for Health and Safety Act administered by the National Center for Devices and Radiological Health, a branch of the United States Food and Drug Administration. Among other things, these regulations require us to file annual reports, to maintain quality control and sales records, to perform product testing, to distribute appropriate operating manuals, to conduct safety reviews, to incorporate design and operating features in products sold to end-users and to certify and label our products. We are also subject to regulatory oversight, including comparable enforcement remedies, in the markets we serve. Any significant change in these regulations could reduce demand for our products or increase our expenses, which in turn could adversely affect our business, financial condition, results of operations and cash flows.

CHANGES IN TAX RATES, TAX LIABILITIES OR TAX ACCOUNTING RULES COULD AFFECT FUTURE RESULTS.

As a global company, we are subject to taxation in the United States and various other countries and jurisdictions in which we do business. Significant judgment is required to determine our worldwide tax liabilities. Our future tax rates could be affected by changes in the composition of earnings in countries with differing tax rates, changes in the valuation of our deferred tax assets and liabilities, or changes in the tax laws in the jurisdictions in which we do business. In addition, we are subject to regular examination of the income tax returns that we and our subsidiaries file by the Internal Revenue Service and other tax authorities. We regularly assess the likelihood of favorable or unfavorable outcomes resulting from these examinations to determine the adequacy of our provision for income taxes. Although we believe our tax estimates are reasonable, there can be no assurance that any final determination will not be materially different than the treatment reflected in our historical income tax provisions and accruals, which could materially and adversely affect our operating results and financial condition.

ANY DEFECTS IN OUR PRODUCTS OR CUSTOMER PROBLEMS ARISING FROM THE USE OF OUR PRODUCTS MAY SERIOUSLY HARM OUR BUSINESS AND REPUTATION.

Our laser products are technologically complex and may contain both known and undetected errors or performance problems. In addition, performance problems can also be caused by the improper installation of our products by a customer. These errors or performance problems could result in customer dissatisfaction, which could harm our sales or customer relationships. In addition, these problems may cause us to incur significant warranty and repair costs and divert the attention of our engineering personnel from our product development efforts.

IF WE EXPERIENCE A SIGNIFICANT DISRUPTION IN, OR BREACH IN SECURITY OF, OUR INFORMATION TECHNOLOGY SYSTEMS, OUR BUSINESS MAY BE ADVERSELY AFFECTED.

We rely on information technology systems throughout our company to manage orders, process shipments to customers, manage inventory levels and maintain financial information. Events could result in the disruption of our systems, including power outages, computer attacks by hackers, viruses, catastrophes, hardware and software failures and other unforeseen events. If we were to experience a significant period of system disruption in information technology systems that involve our interactions with customers or suppliers, it could result in the loss of sales and customers and significant incremental costs, which could adversely affect our business. In addition, security breaches of our information technology systems could result in the misappropriation or unauthorized disclosure of confidential information belonging to us or to our employees, partners, customers or suppliers, which could result in our suffering significant financial or reputational damage.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

The Company's manufacturing facilities include the following:

| Location of Facility | Owned or Leased | Size** (sq. ft.) | Lease Expiration | Primary Activity |
|------------------------------------|-----------------|------------------|-------------------|--|
| Hamburg, Germany | Owned* | 185,311 | | CO ₂ lasers, solid-state lasers, diode lasers, fiber lasers |
| Starnberg, Germany | Leased | 127,520 | 2013 through 2017 | Laser marking and micro products, power supplies |
| Gunding-Munich, Germany | Leased | 81,192 | 2017 | Solid-state lasers, laser marking products |
| Plymouth, Michigan | Leased | 52,128 | 2017 | CO ₂ lasers, laser micro and marking systems |
| Kingston upon Hull, United Kingdom | Leased | 48,485 | 2017 | Low-power CO ₂ lasers |
| Orlando, Florida | Owned | 35,207 | | Solid-state lasers |
| Landing, New Jersey | Owned | 34,292 | | CO ₂ lasers |
| Mainz, Germany | Leased | 71,418 | 2024 | Diode lasers and components |
| Devens, Massachusetts | Leased | 16,955 | 2017 | Laser marking systems |
| Gothenburg, Sweden | Leased | 21,337 | 2014 and 2017 | Fiber optic production |
| Overath, Germany | Leased | 22,948 | 2013 | Coating of materials |
| Oxford, United Kingdom | Leased | 14,919 | 2019 | Laser marking systems |
| Tampere, Finland | Leased | 10,064 | None | Fiber lasers, optical engines |
| Tampere, Finland | Owned | 44,100 | | Fiber lasers, optical engines |
| Pamplona, Spain | Owned | 12,654 | | Laser marking systems |
| Singapore | Leased | 7,812 | 2015 | Laser marking products |
| Freiburg, Germany | Leased | 8,931 | 2014 | Laser diodes |
| Tucson, Arizona | Leased | 22,310 | 2013 | Components |
| East Granby, Connecticut | Leased | 68,135 | 2027 | Fibers, fiber lasers |
| Nanjing, China | Owned | 67,834 | | CO ₂ lasers, laser marking products, diode components |
| Thun, Switzerland | Leased | 32,776 | 2015 | Solid-state lasers for micro material processing |

* The facility is owned by Rofin-Sinar Laser GmbH ("RSL"); the real property on which the facility is located is leased by RSL under a 99-year lease.

** Includes sales, administration and research and development facilities, where applicable.

The Thun (Switzerland) facility lease has a renewal option for five years. One of the Starnberg (Germany) main facilities is leased until 2014 from a member of the Company's Board of Directors and includes a clause to terminate the lease contract within a two-year notice period during the contract, while the other main facilities are leased until 2014 and 2016. The Gothenburg (Sweden) main facility leases have a renewal option for three years. The Tampere (Finland) facility lease can be terminated upon six-month notice from the landlord and the lessee. The Tucson (USA) facility lease has a renewal option for three or five years.

The Company maintains sales, administration, and research and development facilities at each of the Hamburg, Starnberg, Gunding-Munich, Mainz, Freiburg, Kingston upon Hull, Gothenburg, Tampere, East Granby, Plymouth, Landing, Orlando, Thun, and Nanjing locations. The Company also maintains sales and service offices worldwide, all of which are leased, with the exception of the Pamplona (Spain) and Seoul (South Korea) properties which are owned.

The Company believes that its existing facilities are adequate to meet its currently projected needs for the next 12 months and that suitable additional or alternative space would be available, if necessary, in the future on commercially reasonable terms.

ITEM 3. LEGAL PROCEEDINGS

The Company has been and is likely to be involved from time to time in litigation involving its intellectual property and ordinary routine litigation arising in the ordinary course of business.

A licensor of patents that, before their expiration in 2010, covered the technology used in certain of the Company's CO₂ lasers has asserted that the Company has calculated royalties due in respect of certain sales of such CO₂ lasers in a manner that is not consistent with the applicable license agreement. In addition, the licensor claims that it has not been provided with copies of invoices and other documentation relating to such sales, to which it asserts it is entitled under the license agreement. The Company disputes these and related allegations and believes that it is in compliance with all of its obligations under the license agreement. The patents, and therefore the license rights, have already expired and there are no further license fees to be calculated and paid. Accordingly, management believes that the resolution of this matter will not have a material adverse impact on the Company's financial condition or results of operations or cash flows.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET PRICE FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

The Company's common stock is traded on the NASDAQ Global Select Market and also on the Prime Standard Segment of the Frankfurt Stock Exchange, under the symbol RSTI and international securities identification number (ISIN) US7750431022, respectively. The table below sets forth the high and low closing sales prices of the Company's common stock for each quarter ended during the last two fiscal years as reported by NASDAQ:

| Quarter ended | Common Stock Trade Prices | |
|--------------------|---------------------------|----------|
| | High | Low |
| December 31, 2010 | \$ 35.92 | \$ 25.32 |
| March 31, 2011 | \$ 40.76 | \$ 35.19 |
| June 30, 2011 | \$ 43.40 | \$ 31.58 |
| September 30, 2011 | \$ 34.56 | \$ 19.12 |
| December 31, 2011 | \$ 27.19 | \$ 18.47 |
| March 31, 2012 | \$ 29.39 | \$ 23.30 |
| June 30, 2012 | \$ 26.92 | \$ 17.90 |
| September 30, 2012 | \$ 22.97 | \$ 17.23 |

At November 28, 2012, the Company had 6 holders of record of its common stock and 28,085,764 shares outstanding. A significantly greater number of holders of the Company's common stock are "street name" or beneficial holders, whose shares are held of record by bankers, brokers, and other financial institutions. The Company has not paid dividends on its common stock and does not anticipate paying dividends in the foreseeable future.

During fiscal year 2012, the Company did not sell any equity securities that were not registered under the Securities Act.

Except as set forth in the next paragraph, there were no purchases of common stock of the Company made by the Company or any "affiliated purchaser" of the Company as defined in Rule 10b-18(a)(3) under the Exchange Act during the fourth fiscal quarter of the fiscal year 2012.

On August 1, 2012, the Board of Directors authorized the Company to initiate a share buyback of up to \$20.0 million of the Company's common stock over the next twelve months ending August 10, 2013, subject to market conditions. The shares may be repurchased from time to time in open market transactions or privately negotiated transactions at the Company's discretion, including as to the quantity, timing and price thereof. As of September 30, 2012, the Company purchased approximately 0.5 million shares of common stock, at an average price of \$21.12, under the stock buyback program for a total price of \$10.7 million.

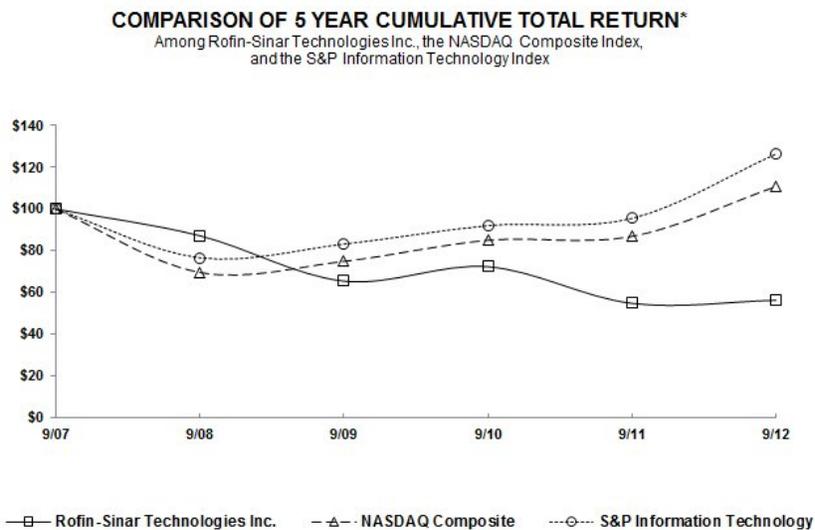
STOCK PRICE PERFORMANCE GRAPH

The following Stock Price Performance Graph includes comparisons required by the SEC. The Graph does not constitute soliciting material and should not be deemed filed or incorporated by reference into any other Company filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that the Company specifically incorporates this information by reference therein.

The following graph presents the one-year total return for Rofin-Sinar Technologies Inc. common stock compared with the NASDAQ Stock Market Index and the S&P Technology Sector Index. Rofin-Sinar selected these comparative groups due to industry similarities and the fact that they contain several direct competitors.

The graph assumes that the value of the investment in Rofin-Sinar Technologies Inc. common stock, the NASDAQ Stock Market Index, and the S&P Technology Sector Index each was \$100 on September 30, 2007, and that all dividends were reinvested. The S&P Technology Sector Index is weighted by market capitalization.

The stock price performance shown in this graph is not necessarily indicative of, and not intended to suggest future stock price performance.



*\$100 invested on 9/30/07 in stock or index, including reinvestment of dividends.
Fiscal year ending September 30.

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EDGAR REPRESENTATION OF DATA POINTS USED IN PRINTED GRAPHIC

| | Rofin-Sinar Technologies Inc. | NASDAQ Stock Market Index | S&P Technology Sector Index |
|-----------|----------------------------------|------------------------------|--------------------------------|
| 9/30/2007 | 100 | 100 | 100 |
| 9/30/2008 | 87.20 | 69.59 | 76.62 |
| 9/30/2009 | 65.40 | 74.90 | 83.13 |
| 9/30/2010 | 72.30 | 84.99 | 91.99 |
| 9/30/2011 | 54.69 | 86.87 | 95.52 |
| 9/30/2012 | 56.20 | 110.79 | 126.48 |

ITEM 6. SELECTED FINANCIAL DATA

The following table sets forth selected consolidated financial data for the five fiscal years ended September 30, 2012. The information set forth below should be read in conjunction with the consolidated financial statements and notes and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” contained elsewhere in this Annual Report on Form 10-K.

| | Year ended September 30, | | | | |
|--|--------------------------|------------|------------|------------|------------|
| | 2012 | 2011 | 2010 | 2009 | 2008 |
| STATEMENT OF OPERATIONS DATA: | | | | | |
| Net sales | \$ 540,121 | \$ 597,763 | \$ 423,570 | \$ 349,579 | \$ 575,278 |
| Cost of goods sold | 343,769 | 365,684 | 257,316 | 217,532 | 326,861 |
| Gross profit | 196,352 | 232,079 | 166,254 | 132,047 | 248,417 |
| Selling, general & administrative expenses | 101,088 | 107,510 | 89,908 | 88,906 | 105,077 |
| Research & development expenses | 42,604 | 38,337 | 30,137 | 31,500 | 41,113 |
| Amortization expense | 2,279 | 2,569 | 2,250 | 3,559 | 6,769 |
| Income from operations | 50,381 | 83,663 | 43,959 | 8,082 | 95,458 |
| Net interest expense (income) | (11) | (135) | 375 | 309 | (2,960) |
| Income before income taxes | 52,392 | 87,143 | 45,901 | 14,700 | 97,799 |
| Income tax expense | 17,180 | 26,070 | 15,442 | 5,197 | 33,466 |
| Net income attributable to RSTI | 34,530 | 60,032 | 29,840 | 9,163 | 63,759 |
| Earnings per common share | | | | | |
| attributable to RSTI– Basic | \$ 1.21 | \$ 2.11 | \$ 1.04 | \$ 0.32 | \$ 2.15 |
| Earnings per common share | | | | | |
| attributable to RSTI– Diluted | \$ 1.20 | \$ 2.06 | \$ 1.02 | \$ 0.31 | \$ 2.09 |
| Shares used in computing earnings | | | | | |
| per share – Basic | 28,498 | 28,440 | 28,807 | 28,912 | 29,640 |
| Shares used in computing earnings | | | | | |
| per share – Diluted | 28,744 | 29,105 | 29,212 | 29,194 | 30,446 |

OPERATING DATA (as percentage of sales):

| | | | | | |
|--|-------|-------|-------|-------|-------|
| Gross profit | 36.4% | 38.8% | 39.3% | 37.8% | 43.2% |
| Selling, general & administrative expenses | 18.7% | 18.0% | 21.2% | 25.4% | 18.3% |
| Research & development expenses | 7.9% | 6.4% | 7.1% | 9.0% | 7.1% |
| Income from operations | 9.3% | 14.0% | 10.4% | 2.3% | 16.6% |
| Income before income taxes | 9.7% | 14.6% | 10.8% | 4.2% | 17.0% |

BALANCE SHEET DATA:

| | | | | | |
|--------------------------|------------|------------|------------|------------|------------|
| Working capital | \$ 318,827 | \$ 333,328 | \$ 287,443 | \$ 274,279 | \$ 257,954 |
| Total assets | 652,532 | 653,946 | 558,192 | 539,507 | 583,660 |
| Line of credit and loans | 22,545 | 22,863 | 20,661 | 31,409 | 66,674 |
| Long-term debt | 5,662 | 14,742 | 15,488 | 12,426 | 11,968 |
| Total equity | 493,919 | 478,617 | 417,476 | 421,694 | 404,545 |

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

OVERVIEW

Rofin-Sinar Technologies is a leader in the design, development, engineering, manufacturing and marketing of laser sources and laser-based system solutions for industrial material processing applications, which include primarily cutting, welding and marking a wide range of materials. The Company's product portfolio ranges from single laser-beam sources to highly complex systems, covering all of the key laser technologies such as CO₂ lasers, fiber, solid-state and diode lasers, and the entire power spectrum, from single-digit watts up to multi-kilowatts, as well as a comprehensive spectrum of wavelengths. An extensive range of laser components completes the product portfolio. Lasers are a non-contact technology for material processing, which have several advantages compared to conventional manufacturing tools that are desirable in industrial applications. The Company's lasers all deliver a high-quality beam at guaranteed power outputs and feature compact design, high processing speed, flexibility, low operating and maintenance costs and easy integration into the customer's production process thus meeting a broad range of its customers' material processing requirements.

According to the Industrial Laser Solutions magazine's 2012 forecast for industry data, worldwide laser revenues for industrial applications (excluding lithography, inspection, measurement, research, medical, etc.) will reach approximately \$2.1 billion. Based on this data, the Company estimates that it has currently a market share in the relevant industrial laser sector of approximately seventeen percent (based on laser-related sales volume). The Company has sold more than 61,000 laser sources since 1975 and currently has over 4,000 active customers (including multinational companies with multiple facilities purchasing from the Company). During fiscal 2012, 2011, and 2010, approximately 38%, 40%, and 41%, respectively, of the Company's revenues related to sales of laser products for macro applications, approximately 50%, 50%, and 49% respectively, related to sales of laser products for marking and micro applications, and approximately 12%, 10%, and 10%, respectively, related to sales of components.

Through its global manufacturing, distribution and service network, the Company provides a comprehensive range of laser sources and laser-based system solutions to the following principal target markets: the machine tool, automotive, semiconductor, electronics, and photovoltaic industries. The Company sells directly to end-users and to original equipment manufacturers ("OEMs") (principally in the machine tool industry) that integrate Rofin's laser sources with other system components. Many of Rofin's customers are among the largest global participants in their respective industries. During fiscal 2012, 2011, and 2010, 22%, 18%, and 19%, respectively, of the Company's sales were in North America, 44%, 45%, and 46%, respectively, were in Europe, and 34%, 37%, and 35%, respectively, were in Asia.

The results of the fiscal year ended September 30, 2012, were impacted by the uncertain global economy, the change in technology towards fiber laser and the strengthening of the U.S. dollar. Sales improved in North America, but over-proportionally decreased in Asia and Europe. Demand was mainly driven by the machine tool, electronics and medical device industries.

On August 1, 2012, the Board of Directors authorized the Company to initiate a share buyback of up to \$ 20.0 million of the Company's Common Stock over the following 12 months ending August 10, 2013, subject to market conditions. The shares may be repurchased from time to time in open market transactions or privately negotiated transactions at the Company's discretion, including as to the quantity, timing and price thereof. As of September 30, 2012, the Company had purchased approximately 0.5 million shares of common stock, at an average price of \$ 21.12, under the stock buyback program for a total amount of \$ 10.7 million.

Outlook

As a consequence of continuing macroeconomic uncertainty, challenging market conditions and the more cautious sentiment of our industrial customers, we expect a volatile business for the first six months of fiscal year 2013. Nevertheless, management is confident that the Company's order backlog and expanding product portfolio, especially in fiber lasers, provide a solid platform for a successful fiscal year 2013. We will continue to optimize the cost structure of our high-power fiber laser portfolio, which should culminate in an increase in competitiveness and further cost reduction.

Acquisitions and Formation of New Entities

Effective April 12, 2010, the Company, through its wholly-owned subsidiary Nufem, purchased the Electro Optics fiber optic gyroscope coil winding business of Optelecom-NKF, Inc. This purchase resulted in additional goodwill of \$0.3 million.

Effective October 15, 2010, the Company acquired 100% of the common stock of LASAG AG, Thun (Switzerland), through its wholly-owned subsidiary Rofin-Sinar Technologies Europe S.L. (“RSTE”). Additionally, the Company acquired the LASAG sales and service operations in Germany, Italy, Japan and the United States. LASAG is one of the original laser companies with more than 30 years of experience in the development and manufacturing of industrial solid-state lasers. LASAG markets and sells its laser products for fine cutting, spot welding, drilling, and scribing applications to the medical device, automotive, electronic, and aerospace industries. In addition, LASAG has special expertise in high-precision drilling and laser processing heads. This purchase resulted in goodwill of \$1.6 million and other intangibles, net of \$2.3 million.

Effective August 24, 2011, the Company formed ROFIN BAASEL Laser India Pvt. Ltd. in Mumbai (India) as a wholly-owned subsidiary through its wholly-owned subsidiaries Rofin-Sinar Laser GmbH (99%) and Rofin-Baasel Lasertech GmbH & Co KG (1%). It started its operations in October 2011 and is responsible for sales and service of ROFIN laser products in India.

On each of October 26, 2011, and March 12, 2012, the Company purchased an additional 5% of the share capital of m2k-laser GmbH through Rofin-Sinar Laser GmbH under an option agreement between the Company and the minority shareholders of m2k-laser GmbH. As a result of those share purchases, the Company currently holds 90% of the share capital of m2k-laser GmbH.

Effective March 28, 2007, the Company acquired 100% of the common stock of Corelase Oy, Tampere (Finland). Corelase Oy has considerable experience in semiconductors, optics, and fiber technology. Its product lines include ultra short pulse, mode-locked fiber laser systems, fiber laser modules, and other components. The terms of the purchase included payment of a deferred purchase price based on Corelase Oy achieving certain financial targets. On December 14, 2011, the Company finalized and paid the deferred purchase price. This payment resulted in additional goodwill of \$13.4 million.

Effective September 29, 2011, the Company received the remaining 15% of the share capital of H2B Photonics GmbH (H2B) through a transfer of shares and now holds 100% of the share capital. In May 2012, the Company merged its wholly-owned subsidiary PMB Elektronik GmbH with H2B and named the newly formed subsidiary PMB Elektronik GmbH.

RESULTS OF OPERATIONS

For the periods indicated, the following table sets forth the percentage of net sales represented by the respective line items in the Company’s consolidated statements of operations:

| | Years ended September 30, | | |
|--|---------------------------|--------|--------|
| | 2012 | 2011 | 2010 |
| Net sales | 100.0% | 100.0% | 100.0% |
| Cost of goods sold | 63.6% | 61.2% | 60.7% |
| Gross profit | 36.4% | 38.8% | 39.3% |
| Selling, general and administrative expenses | 18.7% | 18.0% | 21.2% |
| Research & development expenses | 7.9% | 6.4% | 7.1% |
| Intangibles amortization | 0.4% | 0.4% | 0.5% |
| Income from operations | 9.3% | 14.0% | 10.4% |
| Income before income taxes | 9.7% | 14.6% | 10.8% |
| Net income attributable to RSTI | 6.4% | 10.0% | 7.0% |

Fiscal Year 2012 Compared to Fiscal Year 2011

Net Sales – Net sales of \$540.1 million represents a decrease of \$57.7 million, or 10%, over the prior year. Net sales decreased \$66.0 million, or 14%, in Europe/Asia and increased \$8.3 million, or 8%, in North America, compared to the prior year. The U.S. dollar fluctuated against foreign currencies, which had an unfavorable effect on net sales of \$18.3 million. Net sales of laser products for macro applications decreased by 14% to \$205.4 million, primarily due to the lower demand for our CO₂ lasers from OEM-customers in the machine tool industry. Net sales of lasers for marking and micro applications decreased by 10% to \$272.2 million compared to fiscal year 2011, mainly due to a lower demand for our lasers for micro and marking applications principally from the electronics and photovoltaic industries. Revenues for the component business increased by 8% to \$62.5 million, primarily due to higher sales related to laser diode products and fiber-related components.

Gross Profit – The Company’s gross profit of \$196.4 million represents a decrease of \$35.7 million, or 15%, over the prior year. As a percentage of sales, gross profit decreased to 36%. The decreased percentage margin in fiscal year 2012 was primarily a result of lower fixed cost absorption due to a lower level of business, an unfavorable product mix, and a decrease in our service and spare parts business. Gross profit was unfavorably affected by \$3.2 million in fiscal year 2012 due to the fluctuation of the U.S. dollar against foreign currencies.

Selling, General and Administrative Expenses – Selling, general and administrative expenses decreased by \$6.4 million, or 6%, to \$101.1 million, compared to fiscal year 2011 primarily as a result of less variable labor cost and third party sales commissions related to our lower level of business. As a percentage of net sales, selling, general and administrative expenses increased to 19%. Selling, general and administrative expenses were favorably affected by \$3.5 million due to the fluctuation of the U.S. dollar against foreign currencies in fiscal year 2012.

Research and Development – The Company’s net expenses for research and development amounted to \$42.6 million, which represents an increase of \$4.3 million, or 11%, primarily due to lower R&D grants compared to fiscal year 2011 and continuing activities to broaden our fiber laser product portfolio. Gross research and development expenses for fiscal year 2012 and 2011 were \$44.2 million and \$40.6 million, respectively, and were reduced by \$1.6 million and \$2.3 million of government grants during the respective periods. The Company will continue to apply for, and expects to continue receiving, government grants towards research and development, principally in Europe. Research and development expenses were favorably affected by \$2.1 million due to the fluctuation of the U.S. dollar against foreign currencies in fiscal year 2012.

Other Income – Net other income of \$2.0 million in fiscal year 2012 represents a decrease of \$1.5 million compared to the prior year. This decrease in net other income is a result of lower net exchange gains of \$1.4 million in fiscal year 2012, compared to \$1.9 million in fiscal year 2011, \$0.1 million lower net interest income and \$0.8 million lower net miscellaneous income, related to one-time income for cancellation fees in fiscal year 2011.

Income Tax Expense – Income tax expense of \$17.2 million in fiscal year 2012 and \$26.1 million in fiscal year 2011, represents effective tax rates of 32.8% and 29.9% for the respective periods. The higher effective income tax rate in fiscal year 2012 is mainly due to higher taxable income in countries with higher tax rates and additional taxes for the one-time repatriation of earnings. Income tax expense, a significant portion of which is incurred in foreign currencies, was favorably affected by \$0.6 million due to the fluctuation of the U.S. dollar against foreign currencies.

Net Income Attributable to RSTI – As a result of the foregoing factors, net income attributable to RSTI of \$34.5 million (\$1.20 per diluted share, based on 28.7 million weighted average common shares outstanding) in fiscal year 2012 decreased by \$25.5 million over the prior year’s net income attributable to RSTI of \$60.0 million (\$2.06 per diluted share, based on 29.1 million weighted average common shares outstanding). Net income attributable to RSTI was favorably affected by \$3.0 million in fiscal year 2012 due to the fluctuation of the U.S. dollar against foreign currencies.

Fiscal Year 2011 Compared to Fiscal Year 2010

Net Sales – Record net sales of \$597.8 million represents an increase of \$174.2 million, or 41%, compared to fiscal year 2010. Net sales increased \$143.4 million, or 42%, in Europe/Asia and \$30.8 million, or 39%, in North America, compared to fiscal year 2010. Net sales of laser products for macro applications increased by 37% to \$237.5 million, compared to fiscal year 2010, primarily due to the higher demand for lower and higher power CO₂ lasers from OEM-customers in the machine tool and automotive industries. Net sales of lasers for marking and micro applications increased by 46% to \$302.3 million compared to fiscal year 2010, primarily due to higher demand from the electronics and medical device industries. Revenues for the component business increased by 31% to \$58.0 million compared to fiscal year 2010, primarily due to higher sales related to fibers and fiber optics. The U.S. dollar fluctuated against foreign currencies, which had a favorable effect on net sales of \$14.7 million.

Gross Profit – The Company’s gross profit of \$232.1 million increased by \$65.8 million, or 40%, compared to fiscal year 2010. As a percentage of sales, gross profit remained at 39%. The unchanged percentage margin in fiscal year 2011 was primarily the result of the existing product mix. Gross profit was favorably affected by \$5.3 million in fiscal year 2011 due to the fluctuation of the U.S. dollar against foreign currencies.

Selling, General and Administrative Expenses – Selling, general and administrative expenses increased by \$17.6 million, or 20%, to \$107.5 million, compared to fiscal year 2010, primarily as a result of our increased selling and marketing activities, higher commissions related to a higher business level and additional expenses from our newly acquired Swiss subsidiary (LASAG). As a percentage of net sales, selling, general and administrative expenses decreased to 18%. Selling, general and

administrative expenses were unfavorably affected by \$2.6 million due to the fluctuation of the U.S. dollar against foreign currencies in fiscal year 2011.

Research and Development – The Company’s net expenses for research and development amounted to \$38.3 million, which represents an increase of \$8.2 million, or 27%, primarily due to significant R&D activities related to the extension of the fiber laser product portfolio, lower R&D grants compared to fiscal year 2010, and additional expenses from the newly acquired Swiss subsidiary. Gross research and development expenses for fiscal years 2011 and 2010, were \$40.6 million and \$32.7 million, respectively, and were reduced by government grants of \$2.3 million and \$2.6 million during the respective periods. The Company will continue to apply for, and expects to continue receiving, government grants for research and development, principally in Europe. Research and development expenses were unfavorably affected by \$1.0 million due to the fluctuation of the U.S. dollar against foreign currencies in fiscal year 2011.

Other Income – Net other income of \$3.5 million in fiscal year 2011 represents an increase of \$1.5 million compared to fiscal year 2010. The increase in net other income is primarily attributable to higher net exchange gains of \$1.9 million compared to \$1.5 million in fiscal year 2010, net interest income of \$0.1 million compared to net interest expense of \$0.4 million in fiscal year 2010 and \$ 0.6 million in higher net miscellaneous income, mainly related to cancellation fees.

Income Tax Expense – Income tax expense of \$26.1 million in fiscal year 2011 and \$15.4 million in fiscal year 2010, represents effective tax rates of 29.9% and 33.6% for the respective periods. The lower effective income tax rate in fiscal year 2011 is mainly due to improved pre-tax income in locations with lower effective income tax rates and the realization of certain net operating losses from the newly acquired LASAG subsidiary. Income tax expense, a significant portion of which is incurred in foreign currencies, was unfavorably affected by \$0.7 million due to the fluctuation of the U.S. dollar against foreign currencies.

Net Income Attributable to RSTI – As a result of the foregoing factors, net income attributable to RSTI of \$60.0 million (\$2.06 per diluted share, based on 29.1 million weighted average diluted common shares outstanding) in fiscal year 2011 increased by \$30.2 million compared to fiscal year 2010’s net income attributable to RSTI of \$29.8 million (\$1.02 per diluted share, based on 29.2 million weighted average diluted common shares outstanding). Net income attributable to RSTI was favorably affected by \$1.0 million in fiscal 2011 due to the fluctuation of the U.S. dollar against foreign currencies.

LIQUIDITY AND CAPITAL RESOURCES

Fiscal Year 2012

The Company’s primary sources of liquidity at September 30, 2012, were cash and cash equivalents of \$98.8 million, short-term investments of \$2.4 million, short-term credit lines of \$72.9 million and long-term loans of \$7.2 million. As of September 30, 2012, \$15.3 million was outstanding under the short-term lines of credit and \$1.6 million was used for bank guarantees under these lines of credit, leaving \$56.0 million available for borrowing under short-term lines of credit. In addition, the Company maintained credit lines specific to bank guarantees for \$15.1 million, of which \$6.7 million was used. Therefore, \$64.3 million was unused and available under our short-term and bank guarantee lines of credit, in aggregate, at September 30, 2012. At September 30, 2012, the entire amount of our long-term lines of credit was fully drawn. The Company is subject to financial covenants under some of these facilities and lines of credit, which could restrict the Company from drawing money under them. At September 30, 2012, the Company was in compliance with these covenants.

Cash and cash equivalents decreased by \$28.7 million during fiscal year 2012. Approximately \$22.0 million in cash and cash equivalents were provided by operating activities, primarily as the result of the net income (\$35.2 million) plus other non cash items, principally depreciation and amortization (\$13.9 million) and a decrease in accounts receivable (\$7.6 million). Operating cash flow was negatively affected by an increase of inventories (\$18.2 million) and by a decrease in accrued liabilities and pension obligations (\$11.4 million) and income tax payable (\$6.2 million).

Net cash used in investing activities totaled \$39.4 million for the year ended September 30, 2012, and was primarily related to various additions to property and equipment (\$27.3 million), acquisitions (\$13.4 million) and the purchase of short-term investments (\$8.7 million), partly offset by the sale of short-term investments (\$9.8 million).

Net cash used in financing activities totaled \$9.5 million for the year ended September 30, 2012, and was primarily related to the stock buyback program (\$10.7 million) and repayments of loans (\$10.5 million), partly offset by borrowings from banks (\$10.9 million).

The Company expects that its capital expenditures will be approximately \$17 million in fiscal year 2013.

Management believes that cash flows from operations, along with existing cash and cash equivalents and availability under the credit facilities and lines of credit, will provide adequate resources to meet the Company's capital requirements and operational needs on both a current and a long-term basis.

As of September 30, 2012, \$83.5 million of the total \$101.2 million of cash, cash equivalents and short-term investments, was held by our non-US subsidiaries, with the balance (\$17.7 million) held by our US subsidiaries. As of that date, of the \$22.5 million of the Group's indebtedness to banks, \$5.0 million was owed by our US subsidiaries, and \$17.5 million was owed by our non-US subsidiaries. We expect our existing domestic cash, cash equivalents, and short-term investments, together with cash flows from operations to be sufficient to fund our domestic operating activities. In addition, the US Company has \$15 million in available and unused lines of credit at September 30, 2012. Therefore, we do not intend, nor do we foresee a need, to repatriate foreign earnings that are considered to be indefinitely reinvested, and we do not believe there are any material implications for or restrictions on the liquidity of our domestic subsidiaries as a result of having a majority of our cash, cash equivalents and short-term investments held by our foreign subsidiaries.

Fiscal Year 2011

The Company's primary sources of liquidity at September 30, 2011, were cash and cash equivalents of \$127.4 million, short-term investments of \$3.0 million, short-term credit lines of \$72.7 million, and long-term credit lines of \$16.4 million. As of September 30, 2011, \$6.5 million was outstanding under the short-term lines of credit and \$10.3 million was used for bank guarantees under these lines of credit, leaving \$55.9 million available for borrowing under short-term lines of credit. In addition, the Company maintained credit lines specific to bank guarantees for \$6.3 million, of which \$0.3 million was used. Therefore, \$61.9 million was unused and available under our short-term and bank guarantee lines of credit, in aggregate, at September 30, 2011. At September 30, 2011, the entire amount of our long-term lines of credit was fully drawn. The Company is subject to financial covenants under some of these facilities and lines of credit, which could restrict the Company from drawing money under them. At September 30, 2011, the Company was in compliance with these covenants.

Cash and cash equivalents increased by \$16.8 million during fiscal year 2011. Approximately \$50.0 million in cash and cash equivalents were provided by operating activities, primarily as the result of the increased net income and other non-cash items, principally depreciation and amortization and the increase in accrued liabilities and pension obligations, and income tax payable. Operating cash flow was negatively affected by the increase in accounts receivable and inventories, mainly as a result of the fast business growth experienced during fiscal year 2011.

Net cash used in investing activities totaled \$28.5 million for fiscal year 2011, and was primarily related to various additions to property and equipment (\$21.8 million), business acquisitions (\$11.2 million) and purchase of short-term investments (\$8.6 million), partially offset by proceeds from the sale of short-term investments (\$12.6 million).

Net cash used in financing activities totaled \$4.7 million and was primarily related to the stock buyback program (\$8.8 million) and loan repayments of \$9.5 million, partly offset by \$6.3 million in borrowings from banks and \$7.2 million generated through issuance of new shares from the exercise of stock options.

Fiscal Year 2010

The Company's primary sources of liquidity at September 30, 2010, were cash and cash equivalents of \$110.6 million, short-term investments of \$5.7 million, short-term credit lines of \$76.7 million and long-term credit lines of \$16.6 million. As of September 30, 2010, \$4.1 million was outstanding under the short-term lines of credit and \$3.3 million was used for bank guarantees under these lines of credit. \$16.6 million was outstanding from the long-term credit lines. Additionally, the Company maintained credit lines specific to bank guarantees for \$13.2 million, of which \$2.2 million was used. Therefore, \$11.0 million was unused and available under these lines of credit. The Company is subject to financial covenants under some of these facilities and lines of credit, which could restrict the Company from drawing money under them. At September 30, 2010, the Company was in compliance with these covenants.

Cash and cash equivalents decreased by \$5.5 million during fiscal year 2010. Approximately \$36.8 million in cash and cash equivalents were provided by operating activities, primarily as the result of the increased net income and other non-cash items, principally depreciation and amortization and the increase in accrued liabilities and pension obligations, accounts payable and income tax payable. Operating cash flow was negatively affected by the increase in accounts receivable and inventories, mainly as a result of the fast business growth experienced during the second half of fiscal year 2010.

Net cash used in investing activities totaled \$8.3 million for fiscal year 2010, and was primarily related to various additions to property and equipment (\$8.6 million), business acquisitions (\$1.4 million) and purchase of short-term investments (\$10.9 million), partially offset by proceeds from the sale of short-term investments (\$12.4 million).

Net cash used in financing activities totaled \$26.5 million and was primarily related to the stock buyback program (\$19.5 million) and loan repayments of \$39.9 million, partly offset by \$30.2 million in borrowings from banks and \$3.0 million generated through issuance of new shares from the exercise of stock options.

The following table illustrates the Company's contractual obligations as of September 30, 2012:

| Contractual Obligations | Payments due by period (in thousands) | | | | |
|--|---------------------------------------|---------------------|------------------|------------------|----------------------|
| | Total | Less than 1 Year | 1-3 Years | 3-5 Years | More than 5 Years |
| Long and short-term debt | \$ 22,545 | \$ 16,883 | \$ 2,992 | \$ 2,670 | \$ — |
| Pension obligations | 23,607 | 644 | 1,715 | 2,295 | 18,953 |
| Operating lease obligations | 35,504 | 9,501 | 12,821 | 5,936 | 7,246 |
| Purchase obligations * | 103,638 | 82,517 | 19,644 | 1,452 | 25 |
| Interest obligation | 786 | 464 | 218 | 23 | 81 |
| Other short- and long-term obligations reflected on the registrant's Balance Sheet | 4,449 | 887 | 1,043 | 409 | 2,110 |
| Total | <u>\$ 190,529</u> | <u>\$ 110,896</u> | <u>\$ 38,433</u> | <u>\$ 12,785</u> | <u>\$ 28,415</u> |

* Purchase obligations include payments due under various types of agreements to purchase raw materials, services or other goods.

Note – Uncertain tax benefit liabilities of \$0.4 million are not included in the Company's contractual obligation table, as the Company cannot make reasonable estimates about the timing of any required payments related to these liabilities.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements or financing arrangements involving variable interest entities, except for the remaining unused credit lines amounting to \$64.3 million.

CURRENCY EXCHANGE RATE FLUCTUATIONS

Although the Company prepares its consolidated financial statements in U.S. dollars, approximately 64% of its net sales are denominated in other currencies, primarily the Euro, Swedish krona, Swiss francs, British pound, Singapore dollar, Taiwanese dollar, Korean won, Japanese yen, Canadian dollar, Indian rupee, and Chinese RMB. Net sales and costs and related assets and liabilities are generally denominated in the functional currencies of the operations, thereby serving to reduce the Company's exposure to exchange gains and losses.

Exchange differences upon translation from each operation's functional currency to U.S. dollars are accumulated as a separate component of equity. The currency translation adjustment component of shareholders' equity had the effect of increasing total equity by \$2.3 million at September 30, 2012, as compared to \$13.4 million at September 30, 2011.

The fluctuation of the Euro and the other relevant functional currencies against the U.S. dollar has had the effect of increasing or decreasing (as applicable) reported net sales, as well as cost of goods sold, gross margin, selling, general and administrative expenses, and research and development expenses, denominated in such foreign currencies when translated into U.S. dollars as compared to prior periods.

The Company defines the term "constant currency" to mean that financial data for a period are translated into U.S. dollars using the same foreign currency exchange rates that were used to translate financial data for the previously reported period. Changes in sales, gross profit, and income from operations include the effect of fluctuations in foreign currency

exchange rates. The Company's management reviews and analyzes business results on a constant currency basis and believes these results represent the Company's underlying business trends without distortion due to currency fluctuations. The Company believes that this "constant currency" financial information is a useful measure for investors because it reflects actual changes in operations.

The following chart compares our net sales, gross profit, and income from operations for each of fiscal years 2012, 2011, and 2010, to the equivalent financial results calculated on a "constant currency" basis. Because this "constant currency" financial information does not conform to Generally Accepted Accounting Principles, it is presented under the caption "Non-GAAP Constant Currency":

| | Fiscal Year 2012 | | Fiscal Year 2011 | | Fiscal Year 2010 | |
|------------------------|------------------|----------------------------|------------------|----------------------------|------------------|----------------------------|
| | GAAP Actual | Non-GAAP Constant Currency | GAAP Actual | Non-GAAP Constant Currency | GAAP Actual | Non-GAAP Constant Currency |
| | (in millions) | | | | | |
| Net sales | \$ 540.1 | \$ 558.4 | \$ 597.8 | \$ 583.1 | \$ 423.6 | \$ 422.2 |
| Gross profit | 196.4 | 199.5 | 232.1 | 226.8 | 166.3 | 165.1 |
| Income from operations | 50.4 | 47.8 | 83.7 | 82.0 | 44.0 | 43.2 |

Between fiscal year 2011 and 2012, the average exchange rate for the Euro weakened against the U.S. dollar by approximately 6.8%. The impact of this weakening was to decrease net sales and gross profit by \$18.3 million and \$3.1 million, respectively, because approximately 64% of sales were denominated in other currencies, primarily the Euro. This weakening of the Euro had the effect of decreasing operating expenses by \$5.7 million, thereby increasing income from operations only by \$2.6 million.

Between fiscal year 2010 and 2011, the average exchange rate for the Euro strengthened against the U.S. dollar by approximately 2.7%. The impact of this strengthening was to increase net sales and gross profit by \$14.7 million and \$5.3 million, respectively, because approximately 63% of fiscal year 2011 sales were denominated in other currencies, primarily the Euro. These exchange rate fluctuations had the effect of increasing operating expense by \$3.6 million, thereby increasing income from operations by \$1.7 million.

Between fiscal year 2009 and 2010, the average exchange rate for the Euro weakened against the U.S. dollar by approximately 0.3%. The impact of fluctuations in exchanges rates of foreign currencies against the U.S. dollar was to increase net sales and gross profit by \$1.4 million and \$1.2 million, respectively, because approximately 64% of fiscal year 2010 sales were denominated in other currencies, primarily the Euro. These exchange rate fluctuations had the effect of increasing operating expense by \$0.4 million, thereby increasing income from operations by \$0.8 million.

CRITICAL ACCOUNTING POLICIES

The Company's significant accounting policies are also described in Note 1 of the consolidated financial statements. Certain of the accounting policies require the application of significant judgment by management in selecting appropriate assumptions for calculating financial estimates. By their nature, these judgments are subject to an inherent degree of uncertainty.

Allowance for Doubtful Accounts

The Company records allowances for uncollectible customer accounts receivable based on historical experience. Additionally, an allowance is made based on an assessment of specific customers' financial condition and liquidity. If the financial condition of the Company's customers were to deteriorate, additional allowances may be required. As a result of very strong deliveries during the fourth quarter of fiscal year 2012, one group of affiliated customers represents 11% of total gross accounts receivable as of September 30, 2012. No other individual customer represents more than 10% of total accounts receivable. Any increase in allowance will impact operating income during a given period.

Inventory Valuation

Inventories are stated at the lower of cost or market, after provisions for excess and obsolete inventory salable at prices below cost. Provisions for slow moving and obsolete inventories are provided based on current assessments about historical

experience and future product demand and production requirements for the next twelve months. We also write-down up to ninety percent of our total demo inventory costs over thirty six months. These factors are impacted by market conditions, technology changes, and changes in strategic direction, and require estimates and management judgment that may include elements that are uncertain. The Company evaluates the adequacy of these provisions quarterly. Although the Company strives to achieve a balance between market demands and risk of inventory excess or obsolescence, it is possible that, should conditions change, additional provisions may be needed. Any changes in provisions will impact operating income during a given period.

Warranty Reserves

The Company provides reserves for the estimated costs of product warranties when revenue is recognized. The Company relies upon historical experience, expectations of future conditions, and its service data to estimate its warranty reserve. The Company continuously monitors these data to ensure that the reserve is sufficient. Warranty costs have historically been within our expectations. To the extent we experience increased warranty claim activity or increased costs associated with servicing those claims (such costs may include material, labor, and travel costs), revisions to the estimated warranty liability would be required. Increases in reserves will impact operating income during the period.

Pension Obligations

The determination of the Company's obligation and expense for pension is dependent on the selection of certain actuarial assumptions in calculating those amounts. Assumptions are made about interest rates, expected investment return on plan assets, total turnover rates, and rates of future compensation increases. In addition, the Company provides the actuarial consultants with subjective factors such as withdrawal rates and mortality rates to develop their calculations of these amounts. The Company generally reviews these assumptions at the beginning of each fiscal year. The Company is required to consider current market conditions, including changes in interest rates, in making these assumptions. The actuarial assumptions that the Company uses may differ materially from actual results due to changing market and economic conditions, higher or lower withdrawal rates or longer or shorter life spans of participants. These differences may result in a significant impact on the amount of pension benefits expense the Company has recorded or may record.

The discount rate enables the Company to state expected future cash flows at a present value on the measurement date. The Company has little latitude in selecting this rate and it must represent the market rate of high-quality fixed income investments. A lower discount rate increases the present value of benefit obligations and increases pension expense.

To determine the expected long-term rate of return on plan assets, the Company considers the current and expected asset allocations, as well as historical and expected returns on various categories of plan assets.

Income Taxes

We estimate our income tax provision in each of the jurisdictions in which we operate, a process that includes estimating exposures related to examinations by taxing authorities. We must also make judgments regarding the ability to realize the deferred tax assets. The carrying value of our net deferred tax assets is based on our belief that it is more likely than not that we will generate sufficient future taxable income in certain jurisdictions to realize these deferred tax assets. A valuation allowance has been established for deferred tax assets that we do not believe meet the "more likely than not" criteria. We assess whether an uncertain tax position taken or expected to be taken in a tax return meets the threshold for recognition and measurement in the consolidated financial statements. Our judgments regarding future taxable income as well as tax positions taken or expected to be taken in a tax return may change due to changes in market conditions, changes in tax laws or other factors. If our assumptions and consequently our estimates change in the future, the valuation allowances and/or tax reserves established may be increased or decreased, resulting in a respective increase or decrease in income tax expense.

Share-Based Payment

Stock-based compensation cost is measured at grant date, based on the fair value of the award, and is recognized as expense over the employee requisite vesting period. We make judgments about the fair value of the awards, including the expected term of the award, volatility of the underlying stock and estimated forfeitures, which impact the amount of compensation expense recognized in the financial statements. Such amounts may change as a result of additional grants, forfeitures, modifications in assumptions and other factors. The income tax effects of share-based payments are recognized in the financial statements for those awards which will normally result in tax deductions under existing tax law. Under current U.S. federal tax laws, we receive a compensation expense deduction related to stock options only when those options are exercised and vested shares are received. Accordingly, the financial statement recognition of compensation cost for stock options creates a deductible

temporary difference which results in a deferred tax asset and a corresponding deferred tax benefit in the income statement for all U.S.-based employees. Stock compensation expense related to non-U.S. employees is treated as a permanent difference for income tax purposes.

Recent Accounting Pronouncements Adopted

In May 2011, the Financial Accounting Standards Board (“FASB”) issued additional guidance on fair value measurements that clarifies the application of existing guidance and disclosure requirements, changes certain fair value measurement principles and requires additional disclosures about fair value measurements. The guidance became effective for the Company's second quarter of fiscal year 2012. The adoption of this guidance did not have a material impact on our consolidated financial position, results of operations and cash flows.

In December 2010, the FASB issued ASU 2010 - 28, “Intangibles - Goodwill and Other (ASC Topic 350)”, which amended its existing guidance for goodwill and other intangible assets. This authoritative guidance modifies Step 1 of the goodwill impairment test for reporting units with zero or negative carrying amounts. For those reporting units, an entity is required to perform Step 2 of the goodwill impairment test if there are qualitative factors indicating that it is more likely than not that a goodwill impairment exists. The qualitative factors are consistent with the existing guidance which requires goodwill of a reporting unit to be tested for impairment between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount. This authoritative guidance became effective for the Company in fiscal year 2012. The implementation of this authoritative guidance did not have a material impact on our consolidated financial position, results of operations and cash flows.

In January 2010, the FASB issued ASU No. 2010-06, “Fair Value Measurements and Disclosures” (“ASU 2010-06”), which provides amendments to Subtopic 820-10 that require new disclosures regarding (1) transfers in and out of Levels 1 and 2 fair value measurements and (2) activity in Level 3 fair value measurements. Additionally, ASU 2010-06 clarifies existing fair value disclosures about the level of disaggregation and about inputs and valuation techniques used to measure fair value. The guidance in ASU 2010-06 became effective for the Company's second quarter of fiscal year 2010 and the disclosures required by this adoption are included in Note 2 “Fair Value Measurements”, except for disclosures about purchases, sales, issuances, and settlements in the roll forward activity in Level 3 fair value measurements which was effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years (fiscal year 2012 for the Company). The adoption of this guidance did not have an impact on the Company’s consolidated financial statements.

Recent Accounting Pronouncements Not Yet Adopted as of September 30, 2012

In July 2012, the FASB issued ASU 2012-02, “Testing Indefinite-Lived Intangible Assets for Impairment”, which amends the guidance on testing indefinite-lived intangible assets, other than goodwill, for impairment. Under this guidance, an entity has the option first to assess qualitative factors to determine whether the existence of events and circumstances indicates that it is more likely than not that the indefinite-lived intangible asset is impaired. If an entity determines that it is not more likely than not that the indefinite-lived intangible asset is impaired, then the entity is not required to take further action. Otherwise, the entity is required to determine the fair value of the indefinite-lived intangible asset and perform the quantitative impairment test. The entity also has the option to bypass the qualitative assessment and proceed directly to performing the quantitative impairment test. ASU 2012-02 is effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012 (fiscal year 2013 for the Company), and early adoption is permitted. Adoption of ASU 2012-02 is not expected to have a material impact on the Company's financial statements.

In September 2011, the FASB issued ASU 2011-08, “Testing Goodwill for Impairment”. The amendments under ASU 2011-08 will allow entities to first assess qualitative factors to determine whether it is necessary to perform the two-step quantitative goodwill impairment test. Under these amendments, an entity would not be required to calculate the fair value of a reporting unit unless the entity determines, based on a qualitative assessment, that it is more likely than not that its fair value is less than its carrying amount. The amendments include a number of events and circumstances for entities to consider in conducting the qualitative assessment. Entities will have the option to bypass the qualitative assessment for any reporting unit in any period and proceed directly to performing the first step of the two-step quantitative goodwill impairment test. ASU 2011-08 is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011 (fiscal year 2013 for the Company), and early adoption is permitted. Adoption of ASU 2011-08 is not expected to have a material impact on the Company’s financial statements.

In June 2011, the FASB issued guidance requiring changes to the presentation of comprehensive income which requires entities to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. The

option to present components of other comprehensive income as part of the statement of changes in stockholders' equity, which is the method of presentation used by the Company, will no longer be permitted. These changes will have no impact on the calculation and presentation of earnings per share. These changes, with retrospective application, become effective for the Company for interim and annual periods beginning in fiscal year 2013, with early adoption allowed. Other than the change in presentation, these changes will not have an impact on the consolidated financial statements.

Other accounting standards that have been issued by the FASB or other standards-setting bodies that do not require adoption until a future date are not expected to have a material impact on the Company's financial statements upon adoption.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The following discussion about the Company's market risk disclosures involves forward-looking statements. Actual results could differ materially from those projected in the forward-looking statements. The Company is exposed to market risk related to changes in interest rates and foreign currency exchange rates. The Company does not use derivative financial instruments for trading purposes.

Interest Rate Sensitivity

As of September 30, 2012, the Company maintained cash equivalents and short-term investments of \$101.2 million, consisting mainly of non-taxable interest bearing securities and demand deposits all with maturities of less than one year. If short-term interest rates were to increase or decrease by 10%, the impact on interest income would be less than \$0.1 million.

As of September 30, 2012, the Company had \$2.8 million of variable rate debt on which the interest rate is reset every three months, \$5.5 million of variable rate debt on which the interest rate is reset every six months, \$1.9 million of variable rate debt on which the interest rate is reset every twelve months and \$12.3 million of fixed rate debt. Maturities of this debt are as follows: \$16.9 million is due in 2013, \$1.7 million is due in 2014, \$1.3 million is due in 2015, and \$2.7 million is due in 2016. A 10% change in the variable interest rates of the Company's debt would result in an increase or decrease in interest expense of less than \$0.1 million.

The Company has entered into an interest rate swap agreement of total notional amount of Euro 2.2 million (equivalent to \$2.8 million based on the exchange rate at September 30, 2012) to minimize the interest expenses on a portion of its variable debt described in the previous paragraph that is short-term debt by shifting from variable to fixed interest rates.

The Company has entered into an interest rate swap agreement of total notional amount of Swiss francs 4.0 million (equivalent to \$4.3 million based on the exchange rate at September 30, 2012) to minimize the interest expenses on a portion of its variable debt described in the above paragraph that is short-term debt by shifting from variable to fixed interest rates.

Foreign Currency Exchange Risk

The Company enters into foreign currency forward contracts and forward exchange options generally of less than one year duration to hedge a portion of its foreign currency risk on sales transactions. At September 30, 2012, the Company held Japanese yen forward exchange options with notional amounts of Euro 0.4 million. The gains or losses resulting from a 10% change in currency exchange rates would be approximately less than \$0.1 million and \$0.1 million, respectively.

ITEM 8. CONSOLIDATED FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

See Item 15(a) for an index to the consolidated financial statements.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Attached as exhibits to this Form 10-K are certifications of the Company's Chief Executive Officer and Chief Financial Officer, which are required in accordance with Rule 13a-14 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). This "Controls and Procedures" section includes information concerning the controls and controls evaluation referred to in the certifications. Part IV, Item 15 of this Form 10-K, sets forth the report of Deloitte & Touche LLP, our independent registered public accounting firm, regarding its audit of the Company's internal control over financial reporting set forth below in this section. This section should be read in conjunction with the certifications and the Deloitte & Touche LLP report for a more complete understanding of the topics presented.

Evaluation of Disclosure Controls and Procedures

The Company, under the supervision and with the participation of its management, including the Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act). Based on the evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of September 30, 2012.

There has been no change in the Company's internal control over financial reporting during the fourth quarter of the fiscal year ended September 30, 2012, that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Management Report on Internal Control Over Financial Reporting

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting to provide reasonable assurance regarding the reliability of the Company's financial reporting and the preparation of financial statements for external purposes in accordance with Generally Accepted Accounting Principles. Internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records, that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with Generally Accepted Accounting Principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Management assessed the Company's internal control over financial reporting as of September 30, 2012, the end of its fiscal year. Management based its assessment on criteria established in "Internal Control - Integrated Framework" issued by the Committee of Sponsoring Organizations of the Treadway Commission. Management's assessment included evaluation of such elements as the design and operating effectiveness of key financial reporting controls, process documentation, accounting policies, and the Company's overall control environment. This assessment is supported by testing and monitoring performed by the Company's Internal Audit organization.

Based on its assessment, management has concluded that the Company's internal control over financial reporting was effective as of the end of the fiscal year to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with Generally Accepted Accounting Principles. Management reviewed the results of its assessment with the Audit Committee of the Company's Board of Directors.

The Company's independent registered public accounting firm, Deloitte & Touche LLP, independently assessed the effectiveness of the Company's internal control over financial reporting. Deloitte & Touche LLP has issued an attestation report concurring with management's assessment, which is included at the beginning of Part IV, Item 15 of this Annual Report on Form 10-K.

The Company's management does not expect that the internal controls over financial reporting will prevent or detect all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Due to the inherent

limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues, errors and instances of fraud, if any, within the Company have been or will be detected.

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required by this item is included in the “Election of Directors”, “Directors and Executive Officers”, “Section 16(a) Beneficial Ownership Reporting Compliance”, and “Committees of the Board of Directors; Meetings and Compensation of Directors”, sections of the Company’s Proxy Statement to be filed in connection with the Company’s 2013 Annual Meeting of Stockholders to be held in March 2013, and is incorporated by reference herein.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this item is included in the “Executive Compensation and Related Information” section of the Company’s Proxy Statement to be filed in connection with the Company’s 2013 Annual Meeting of Stockholders to be held in March 2013, and is incorporated by reference herein.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following table sets forth the number of securities authorized for issuance under our equity compensation plans at September 30, 2012:

| | Number of securities to be issued upon exercise of outstanding options, warrants and rights | Weighted-average exercise price of outstanding options, warrants and rights | Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) |
|---|---|---|--|
| | (a) | (b) | (c) |
| Equity compensation plans approved by security holders: | | | |
| 2002 Equity Incentive Plan | 987,700 | 2/20/2004 | — |
| 2007 Incentive Stock Plan | 2,122,150 * | 1/28/2004 | 1,097,500 |
| Total equity compensation plans approved by security holders | 3,109,850 | 3/25/2004 | 1,097,500 |
| Equity compensation plans not approved by security holders | — | — | — |
| Total | 3,109,850 | 3/25/2004 | 1,097,500 |

The remaining information required by this is included in the “Security Ownership of Certain Beneficial Owners” and “Management” sections of the Company’s Proxy Statement to be filed in connection with the Company’s 2013 Annual Meeting of Stockholders to be held in March 2013, and is incorporated by reference herein.

* Does not include 60,000 shares that were issued as the annual grants of shares of common stock to outside Board of Directors.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

The information required by this item is included in the “Compensation Committee”, “Compensation Committee Interlocks and Insider Participation”, and “Certain Relationships and Related Transactions” sections of the Company’s Proxy Statement to be filed in connection with the Company’s 2013 Annual Meeting of Stockholders to be held in March 2013, and is incorporated by reference herein.

The main facility in Starnberg is rented under a 25-year operating lease from the former minority shareholder of Rofin-Baasel Lasertech GmbH & Co. KG (“CBL”), Mr. Baasel, who is also a member of the Board of Directors of the Company, and includes a clause to terminate the lease contract upon two-year notice. The Company paid expenses, mainly for rental expenses, \$0.8 million to Mr. Baasel during fiscal year 2012, and \$0.9 million, during fiscal years 2011 and 2010.

The Company believes that all transactions noted above, have been executed on an arms-length basis. Except for the foregoing, no director, officer, nominee director, 5% holder of the Company’s shares, or immediate family member, associate or affiliate thereof, had any material interest, direct or indirect, in any transaction since the beginning of fiscal year 2012 or has any material interest, direct or indirect, in any proposed transaction, having a value of \$60,000 or more.

Indebtedness of Officers and Directors

Since the beginning of fiscal year 2004, there has been no indebtedness to the Company by any director or officer or associates of any such person, other than reimbursements for purchases, for ordinary travel and expense advances and for other transactions in the ordinary course of business.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information set forth under “Independent Public Accountants” in the definitive form of the Company’s Proxy Statement to be filed in connection with the Company’s 2013 Annual Meeting of Stockholders to be held in March 2013, is incorporated by reference herein.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

- a. 1 Consolidated Financial Statements
- The following financial statements are filed as part of this Form 10-K:
- | | |
|---|-----|
| Report of Independent Registered Public Accounting Firm | F-1 |
| Consolidated Balance Sheets as of September 30, 2012, and 2011 | F-2 |
| Consolidated Statements of Operations for the years ended September 30, 2012, 2011, and 2010 | F-4 |
| Consolidated Statements of Stockholders' Equity and Comprehensive Income for the years ended September 30, 2012, 2011, and 2010 | F-5 |
| Consolidated Statements of Cash Flows for the years ended September 30, 2012, 2011, and 2010 | F-7 |
| Notes to Consolidated Financial Statements | F-8 |
- 2 Financial Statement Schedules
- | | |
|---|------|
| Schedule II – Valuation and Qualifying Accounts | F-32 |
|---|------|
- Schedules not listed above have been omitted because the matter or conditions are not present or the information required to be set forth therein is included in the Consolidated Financial Statements hereto.
- 3 Exhibits
- The exhibits listed in the accompanying index to exhibits are filed or incorporated by reference as part of this Annual Report.

| EXHIBIT NUMBER | DESCRIPTION |
|-------------------|---|
| 3.1 | Certificate of Incorporation of the Company and Form of Certificate of Amendment thereto (*) |
| 3.2 | By-Laws of the Company, As Amended Through November 29, 2011 (*****) |
| 4.1 | Form of Rights Agreement (*) |
| 10.1 | Form of Sale and Transfer Agreement between Siemens Aktiengesellschaft and Rofin-Sinar Technologies Inc. (*) |
| 10.2 | Form of Sale and Transfer Agreement by and among Siemens Power Corporation and Rofin-Sinar Technologies Inc. (*) |
| 10.3 | Form of Tax Allocation and Indemnification Agreement among Rofin-Sinar Technologies Inc., Rofin-Sinar, Inc., Siemens Corporation, and Siemens Power Corporation (*) |
| 10.4 | Joint Venture Agreement, dated as of May 27, 1992, by and among Rofin-Sinar Laser GmbH, Marubeni Corporation and Nippei Toyama Corporation (*) |
| 10.5 | Cooperation Agreement, dated as of May 27, 1992, among Nippei Toyama Corporation, Rofin-Sinar Laser GmbH, and Marubeni Corporation (*) |
| 10.6 | Cooperation Agreement, dated as of May 27, 1992, among Rofin-Sinar Laser GmbH, Marubeni Corporation, and Nippei Toyama Corporation (*) |
| 10.7 | Inheritable Building Right (Erbbaurecht), dated as of March 1, 1990, between Rofin-Sinar Laser GmbH and Lohss GmbH (in German, English summary provided) (*) |
| 10.8 | Lease Agreement, dated August 10, 1990, between Josef and Maria Kranz and Rofin-Sinar Laser GmbH (in German, English summary provided) (*) |
| 10.9 | Lease Agreement, dated March 25, 1993, between DR Group and Rofin-Sinar, Incorporated (Concept Drive property) (*) |
| 10.10 | Rofin-Sinar Laser GmbH Pension Plan (in German, English summary provided) (*) (a) |
| 10.11 | Form of 1996 Equity Incentive Plan (*) (a) |
| 10.12 | Form of 1996 Non-Employee Directors' Stock Plan (*) (a) |
| 10.13 | Deutsche Bank AG Commitment Letter dated August 22, 1996 (*) |
| 10.14 | Form of Employment Agreement, dated as of September 2, 1996, among Peter Wirth, Rofin-Sinar Laser GmbH, and Rofin-Sinar Technologies Inc. (in German, English summary provided) (a) |
| 10.15 | Form of Employment Agreement, dated as of September 2, 1996, among Gunther Braun, Rofin-Sinar Laser GmbH, and Rofin-Sinar Technologies Inc. (in German, English summary provided) (*) (a) |
| 10.16 | English Translation of Acquisition Agreement, dated as of April 29, 2000, by and between Mannesmann Demag Krauss-Maffei AG and Rofin-Sinar Laser GmbH (***) |
| 10.17 | English Translation of Option Agreement between Carl Baasel and Rofin-Sinar Laser GmbH (**) |

EXHIBIT
NUMBER

DESCRIPTION

| EXHIBIT NUMBER | DESCRIPTION |
|----------------|---|
| 10.18 | Lease Agreement between Carl Baasel and Rofin-Sinar Laser GmbH (**) |
| 10.19 | 2002 Equity Incentive Plan (****) (a) |
| 10.20 | 2007 Incentive Stock Plan (*****)(a) |
| 14.1 | Code of Business Ethics (*****) |
| 21.1 | List of Subsidiaries of the Registrant |
| 23.1 | Consent of Deloitte & Touche, LLP Independent Registered Public Accounting Firm |
| 31.1 | Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer |
| 31.2 | Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer |
| 32.1 | Section 1350 Certification of Chief Executive Officer |
| 32.2 | Section 1350 Certification of Chief Financial Officer |
| 101.INS | XBRL Instance Document |
| 101.SCH | XBRL Taxonomy Extension Schema Document |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document |
| (*) | Incorporated by reference to the exhibits filed with the Company's Registration Statement on Form S-1 (File No. 333-09539) which was declared effective on September 25, 1996. |
| (**) | Incorporated by reference to the exhibit filed with the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 24, 2000. |
| (***) | Incorporated by reference to the exhibit filed with the Company's Annual Report on Form 10-K/A filed with the Securities and Exchange Commission on January 18, 2001. |
| (****) | Incorporated by reference to the exhibit filed with the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on December 23, 2003. |
| (*****) | Incorporated by reference to the exhibit filed with the Company's Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on January 30, 2004. |
| (*****) | Incorporated by reference to the exhibit filed with the Company's Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on January 25, 2007, and as amended by the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 2, 2011. |
| (*****) | Incorporated by reference to the exhibit filed with the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on November 29, 2011. |
| (a) | Management contracts and compensatory plans and arrangements required to be filed as exhibits pursuant to Item 15(c) of this Report. |

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: November 29, 2012

ROFIN-SINAR TECHNOLOGIES INC.

By: /s/ Günther Braun

Günther Braun

President, Chief Executive Officer, and Director

Pursuant to the requirements of the Securities Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

| <u>SIGNATURE</u> | <u>TITLE</u> | <u>DATE</u> |
|---|---|-------------------|
| <u>/s/ Peter Wirth</u> Peter Wirth | Chairman of the Board | November 29, 2012 |
| <u>/s/ Günther Braun</u> Günther Braun | President, Chief Executive Officer, and Director | November 29, 2012 |
| <u>/s/ Ingrid Mittelstaedt</u> Ingrid Mittelstaedt | Chief Financial Officer | November 29, 2012 |
| <u>/s/ Ralph Reins</u> Ralph Reins | Director | November 29, 2012 |
| <u>/s/ Gary Willis</u> Gary Willis | Director | November 29, 2012 |
| <u>/s/ Carl F. Baasel</u> Carl F. Baasel | Director | November 29, 2012 |
| <u>/s/ Daniel Smoke</u> Daniel Smoke | Director | November 29, 2012 |
| <u>/s/ Stephen Fantone</u> Stephen Fantone | Director | November 29, 2012 |

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of

Rofin-Sinar Technologies Inc. and Subsidiaries

Plymouth, Michigan

We have audited the accompanying consolidated balance sheets of Rofin-Sinar Technologies Inc. and subsidiaries (the "Company") as of September 30, 2012 and 2011, and the related consolidated statements of operations, stockholders' equity and comprehensive income, and cash flows for each of the three years in the period ended September 30, 2012. Our audits also included the financial statement schedule listed in the Index at Item 15 (the "financial statement schedule"). We also have audited the Company's internal control over financial reporting as of September 30, 2012, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's management is responsible for these financial statements and financial statement schedule, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on these financial statements and financial statement schedule and an opinion on the Company's internal control over financial reporting based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of September 30, 2012 and 2011, and the results of their operations and their cash flows for each of the three years in the period ended September 30, 2012, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, such financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein. Also, in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of September 30, 2012, based on the criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

/s/ Deloitte & Touche LLP

Detroit, MI

November 29, 2012

ROFIN-SINAR TECHNOLOGIES INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(dollars in thousands, except share data)

| | September 30, | |
|---|---------------|------------|
| | 2012 | 2011 |
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 98,735 | \$ 127,412 |
| Short-term investments | 2,428 | 2,964 |
| Accounts receivable, trade | 111,850 | 123,084 |
| Less allowance for doubtful accounts | (3,915) | (3,693) |
| Trade accounts receivable, net | 107,935 | 119,391 |
| Accounts receivable from related party (note 14) | 313 | 369 |
| Other accounts receivable | 5,103 | 5,294 |
| Inventories, net (note 3) | 202,188 | 188,847 |
| Prepaid expenses | 5,823 | 7,367 |
| Deferred income tax assets (note 11) | 16,997 | 15,625 |
| Total current assets | 439,522 | 467,269 |
| Long-term investments (note 4) | 3,200 | 3,700 |
| Property and equipment, at cost (note 5) | 161,249 | 139,268 |
| Less accumulated depreciation | (81,248) | (73,714) |
| Property and equipment, net | 80,001 | 65,554 |
| Deferred income tax assets (note 11) | 13,970 | 13,711 |
| Goodwill (note 6) | 101,615 | 90,500 |
| Intangibles, net (note 6) | 11,938 | 12,157 |
| Other assets | 2,286 | 1,055 |
| Total assets | \$ 652,532 | \$ 653,946 |
| LIABILITIES AND EQUITY | | |
| Current liabilities: | | |
| Line of credit and short-term borrowings (note 8 and 9) | \$ 16,883 | \$ 8,121 |
| Accounts payable, trade | 26,644 | 27,082 |
| Accounts payable to related party (note 14) | 98 | 311 |
| Income taxes payable (note 11) | 7,049 | 13,849 |
| Deferred income tax liabilities (note 11) | 1,011 | 991 |
| Accrued liabilities (note 7) | 69,010 | 83,587 |
| Total current liabilities | 120,695 | 133,941 |
| Long-term debt (note 9) | 5,662 | 14,742 |
| Pension obligations (note 12) | 23,253 | 17,549 |
| Deferred income tax liabilities (note 11) | 4,746 | 5,781 |
| Other long-term liabilities | 4,257 | 3,316 |
| Total liabilities | 158,613 | 175,329 |
| Commitments and contingencies (note 10) | | |
| Stockholders' equity: | | |
| Preferred stock, 5,000,000 shares authorized, none issued or outstanding | — | — |
| Common stock, \$0.01 par value, 50,000,000 shares authorized, 32,495,500 shares issued at September 30, 2012 (32,404,100 shares issued at September 30, 2011) | 325 | 324 |
| Additional paid-in capital | 223,339 | 217,896 |
| Retained earnings | 428,053 | 393,523 |
| Accumulated other comprehensive income (loss) | (4,236) | 10,446 |

| | | |
|--|------------|------------|
| Treasury shares, at cost, 4,422,536 shares at September 30, 2012 (3,917,341 at September 30, 2011) | (158,904) | (148,232) |
| Total Rofin-Sinar Technologies Inc. stockholders' equity | 488,577 | 473,957 |
| Noncontrolling interest in subsidiaries | 5,342 | 4,660 |
| Total equity | 493,919 | 478,617 |
| Total liabilities and equity | \$ 652,532 | \$ 653,946 |

See accompanying notes to consolidated financial statements

ROFIN-SINAR TECHNOLOGIES INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
YEARS ENDED SEPTEMBER 30, 2012, 2011, AND 2010
(dollars in thousands, except share and per share amounts)

| | Years ended September 30, | | |
|---|---------------------------|-------------------|-------------------|
| | 2012 | 2011 | 2010 |
| Net sales | \$ 540,121 | \$ 597,763 | \$ 423,570 |
| Cost of goods sold | 343,769 | 365,684 | 257,316 |
| Gross profit | <u>196,352</u> | <u>232,079</u> | <u>166,254</u> |
| Selling, general and administrative expenses | 101,088 | 107,510 | 89,908 |
| Research and development expenses | 42,604 | 38,337 | 30,137 |
| Amortization expense | 2,279 | 2,569 | 2,250 |
| Income from operations | <u>50,381</u> | <u>83,663</u> | <u>43,959</u> |
| Other expense (income): | | | |
| Interest income | (692) | (868) | (601) |
| Interest expense | 681 | 733 | 976 |
| Foreign currency gains | (1,358) | (1,946) | (1,490) |
| Miscellaneous | (642) | (1,399) | (827) |
| Total other expense (income), net | <u>(2,011)</u> | <u>(3,480)</u> | <u>(1,942)</u> |
| Income before income taxes | 52,392 | 87,143 | 45,901 |
| Income tax expense (note 11) | 17,180 | 26,070 | 15,442 |
| Net income | <u>35,212</u> | <u>61,073</u> | <u>30,459</u> |
| Less: net income attributable to the noncontrolling interest | 682 | 1,041 | 619 |
| Net income attributable to RSTI | <u>\$ 34,530</u> | <u>\$ 60,032</u> | <u>\$ 29,840</u> |
| Net income attributable to RSTI per share (note 13): | | | |
| Per Share of Common Stock Basic | \$ 1.21 | \$ 2.11 | \$ 1.04 |
| Per Share of Common Stock Diluted | <u>\$ 1.20</u> | <u>\$ 2.06</u> | <u>\$ 1.02</u> |
| Weighted average shares used in computing earnings per share (note 13): | | | |
| Basic | 28,498,395 | 28,440,185 | 28,807,130 |
| Diluted | <u>28,744,267</u> | <u>29,104,945</u> | <u>29,211,850</u> |

See accompanying notes to consolidated financial statements

ROFIN-SINAR TECHNOLOGIES INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY AND COMPREHENSIVE INCOME
YEARS ENDED SEPTEMBER 30, 2012, 2011, AND 2010
(dollars in thousands)

| | Number of Common Shares Outstanding | Common Stock Par Value | Additional Paid-in Capital | Retained Earnings | Accumulated Other Comprehensive Income (Loss) | Treasury Stock | Rofin-Sinar Technologies Stockholders' Equity | Non- Controlling Interests | Total |
|--|--|------------------------------|----------------------------------|----------------------|--|---------------------|--|----------------------------------|-------------------|
| BALANCES at September 30, 2009 | 28,919,819 | \$ 318 | \$ 196,185 | \$ 303,651 | \$ 38,176 | \$ (119,996) | \$ 418,334 | \$ 3,360 | \$ 421,694 |
| Comprehensive income | | | | | | | | | |
| Fair value of interest swap agreement | | — | — | — | 31 | — | 31 | — | 31 |
| Defined benefit pension plan: | | | | | | | | | |
| Net loss arising during period (net of tax benefit of \$290) | | — | — | — | (825) | — | (825) | — | (825) |
| Foreign currency translation adjustment | | | — | — | (22,983) | — | (22,983) | — | (22,983) |
| Net income | | — | — | 29,840 | — | — | 29,840 | 619 | 30,459 |
| Total comprehensive income | | | | | | | 6,063 | 619 | 6,682 |
| Common stock issued in connection with: | | | | | | | | | |
| Stock incentive plans | 202,100 | 2 | 8,915 | — | — | — | 8,917 | — | 8,917 |
| Dividend payments | | — | — | — | — | — | — | (360) | (360) |
| Purchases of treasury stock | (853,923) | — | — | — | — | (19,457) | (19,457) | — | (19,457) |
| BALANCES at September 30, 2010 | <u>28,267,996</u> | <u>\$ 320</u> | <u>\$ 205,100</u> | <u>\$ 333,491</u> | <u>\$ 14,399</u> | <u>\$ (139,453)</u> | <u>\$ 413,857</u> | <u>3,619</u> | <u>\$ 417,476</u> |
| Comprehensive income: | | | | | | | | | |
| Fair value of interest swap agreement (net of tax benefit of \$43) | | — | — | — | (151) | — | (151) | — | (151) |
| Defined benefit pension plan: | | | | | | | | | |
| Net loss arising during period (net of tax benefit of \$2) | | — | — | — | 419 | — | 419 | — | 419 |
| Foreign currency translation adjustment | | — | — | — | (4,221) | — | (4,221) | — | (4,221) |
| Net income | | — | — | 60,032 | — | — | 60,032 | 1,041 | 61,073 |
| Total comprehensive income | | | | | | | 56,079 | 1,041 | 57,120 |
| Common stock issued in connection with: | | | | | | | | | |
| Stock incentive plans | 452,600 | 4 | 12,796 | — | — | — | 12,800 | — | 12,800 |
| Purchases of treasury stock | (233,837) | — | — | — | — | (8,779) | (8,779) | — | (8,779) |
| BALANCES at September 30, 2011 | <u>28,486,759</u> | <u>\$ 324</u> | <u>\$ 217,896</u> | <u>\$ 393,523</u> | <u>\$ 10,446</u> | <u>\$ (148,232)</u> | <u>473,957</u> | <u>\$ 4,660</u> | <u>\$ 478,617</u> |

ROFIN-SINAR TECHNOLOGIES INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY AND COMPREHENSIVE INCOME,
CONTINUED
YEARS ENDED SEPTEMBER 30, 2012, 2011, AND 2010
(dollars in thousands)

| | Number of Common Shares Outstanding | Common Stock Par Value | Additional Paid-in Capital | Retained Earnings | Accumulated Other Comprehensive Income (Loss) | Treasury Stock | Rofin-Sinar Technologies Stockholders' Equity | Non- Controlling Interests | Total |
|---|--|------------------------------|----------------------------------|----------------------|--|---------------------|--|----------------------------------|------------------|
| BALANCES at September 30, 2011 | 28,486,759 | \$ 324 | \$ 217,896 | \$ 393,523 | \$ 10,446 | \$ (148,232) | \$ 473,957 | \$ 4,660 | \$478,617 |
| Comprehensive income: | | | | | | | | | |
| Fair value of interest swap agreement (net of tax benefit of \$5) | | — | — | — | (9) | — | (9) | — | (9) |
| Defined benefit pension plan: | | | | | | | | | |
| Net loss arising during period (net of tax benefit of \$1,679) | | — | — | — | (3,540) | — | (3,540) | — | (3,540) |
| Foreign currency translation adjustment | | — | — | — | (11,133) | — | (11,133) | — | (11,133) |
| Net income | | — | — | 34,530 | — | — | 34,530 | 682 | 35,212 |
| Total comprehensive income | | | | | | | 19,848 | 682 | 20,530 |
| Common stock issued in connection with: | | | | | | | | | |
| Stock incentive plans | 91,400 | 1 | 5,443 | — | — | — | 5,444 | — | 5,444 |
| Purchases of treasury stock | (505,195) | — | — | — | — | (10,672) | (10,672) | — | (10,672) |
| BALANCES at September 30, 2012 | <u>28,072,964</u> | <u>\$ 325</u> | <u>\$ 223,339</u> | <u>\$ 428,053</u> | <u>\$ (4,236)</u> | <u>\$ (158,904)</u> | <u>488,577</u> | <u>\$ 5,342</u> | <u>\$493,919</u> |

See accompanying notes to consolidated financial statements

ROFIN-SINAR TECHNOLOGIES INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
YEARS ENDED SEPTEMBER 30, 2012, 2011, AND 2010
(dollars in thousands)

| | Years ended September 30, | | |
|---|---------------------------|-------------------|-------------------|
| | 2012 | 2011 | 2010 |
| CASH FLOWS FROM OPERATING ACTIVITIES: | | | |
| Net income | \$ 35,212 | \$ 61,073 | \$ 30,459 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | | |
| Depreciation and amortization | 13,924 | 13,027 | 11,646 |
| Issuance of restricted stock | 222 | 311 | 260 |
| Provision for doubtful accounts | 1,176 | 1,606 | 421 |
| Exchange rate gains | (1,356) | (914) | (1,864) |
| (Gain) Loss on disposal of property and equipment | 151 | 135 | 49 |
| Stock-based compensation expenses | 4,466 | 5,200 | 5,647 |
| Deferred income taxes | (1,744) | (3,441) | 206 |
| Change in operating assets and liabilities: | | | |
| Accounts receivable, trade | 7,594 | (21,349) | (21,761) |
| Other accounts receivable | 120 | (1,427) | (1,441) |
| Inventories | (18,172) | (27,529) | (21,203) |
| Prepaid expenses and other | (1,958) | (4,186) | (2,030) |
| Accounts payable | (94) | 2,718 | 10,773 |
| Income taxes payable | (6,185) | 6,961 | 7,269 |
| Accrued liabilities and pension obligations | (11,380) | 17,786 | 18,413 |
| Net cash provided by operating activities | <u>21,976</u> | <u>49,971</u> | <u>36,844</u> |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | | |
| Additions to property and equipment | (27,283) | (21,779) | (8,617) |
| Proceeds from the sale of property and equipment | 173 | 418 | 234 |
| Purchases of short-term investments | (8,707) | (8,640) | (10,913) |
| Sales of short-term and long-term investments | 9,841 | 12,648 | 12,441 |
| Acquisition of businesses, net of cash acquired | (13,413) | (11,161) | (1,400) |
| Net cash used in investing activities | <u>(39,389)</u> | <u>(28,514)</u> | <u>(8,255)</u> |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | | |
| Borrowings from bank | 10,949 | 6,253 | 30,206 |
| Repayments to bank | (10,483) | (9,498) | (39,948) |
| Purchase of treasury stock | (10,672) | (8,779) | (19,457) |
| Issuance of common stock | 460 | 7,153 | 3,006 |
| Excess tax benefit from stock options | 295 | 136 | 4 |
| Payments to subsidiary's minority shareholders | — | — | (360) |
| Net cash used in financing activities | <u>(9,451)</u> | <u>(4,735)</u> | <u>(26,549)</u> |
| Effect of foreign currency translation on cash | <u>(1,813)</u> | <u>62</u> | <u>(7,540)</u> |
| Net increase (decrease) in cash and cash equivalents | (28,677) | 16,784 | (5,500) |
| Cash and cash equivalents at beginning of year | 127,412 | 110,628 | 116,128 |
| Cash and cash equivalents at end of year | <u>\$ 98,735</u> | <u>\$ 127,412</u> | <u>\$ 110,628</u> |
| Cash paid during the year for interest | <u>\$ 714</u> | <u>\$ 673</u> | <u>\$ 814</u> |
| Cash paid during the year for income taxes | <u>\$ 24,812</u> | <u>\$ 21,060</u> | <u>\$ 5,237</u> |

See accompanying notes to consolidated financial statements

ROFIN-SINAR TECHNOLOGIES INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2012, 2011, and 2010
(dollars in thousands, except per share amounts)

1. SUMMARY OF ACCOUNTING POLICIES

Description of the Company and Business

The primary business of Rofin-Sinar Technologies Inc. (“Rofin” or “RSTI” or “the Company”) is to develop, manufacture, and market industrial lasers and supplies used for material processing applications. The majority of the Company’s customers are in the machine tool, automotive and semiconductor, and electronics industries and are located in the United States, Europe, and Asia. For the years ended September 30, 2012, 2011, and 2010, Rofin generated approximately 61%, 64%, and 60%, respectively, of its revenues from the sale of lasers and laser systems. For the years ended September 30, 2012, 2011, and 2010, approximately 39%, 36%, and 40%, respectively, of its revenues were generated from sales of after-sales services, replacement parts and components for laser products.

The accompanying financial statements present the historical financial information of Rofin-Sinar Technologies Inc., its wholly-owned subsidiaries Rofin-Sinar, Inc. (“RS Inc.”), PRC Laser Corp. (“PRC”), Lee Laser, Inc. (“Lee”), Rofin-Baasel Canada Ltd., Dilas Diodelaser, Inc., Corelase Oy, Nufern, Rofin-Sinar Technologies Europe S.L. (“RSTE”) and its 80%-owned subsidiaries Nanjing Eastern Laser Company, Ltd. (“NELC”) and Nanjing Eastern Technologies Company, Ltd. (“NET”). RSTE, a European holding company formed in 1999, owns 100% of Rofin-Sinar Laser GmbH (“RSL”), 95% of Dilas Diodelaser GmbH (“Dilas”), 100% of Rofin-Baasel Italiana S.r.l., 100% of Rofin-Baasel France S.A., 100% of Rofin-Sinar UK Ltd., 100% of Rofin-Baasel UK Ltd., 100% of Rofin-Baasel Benelux B.V., 100% of Rofin-Baasel Singapore Pte., Ltd., 100% of Rofin-Baasel Espana S.L. (“RBE”), 100% of Rofin-Baasel Taiwan Ltd., 100% of Rofin-Baasel Korea Co., Ltd., 100% of Rofin-Lasag AG (“LASAG”) and 100% of Rofin-Baasel Swiss AG.

Rofin Baasel UK Ltd. owns 100% of ES Technology Ltd. (“EST”). The financial statements of EST include the consolidated accounts of Laser Service Ltd.

The financial statements of PRC include the consolidated accounts of PRC Laser Europe N.V., Belgium.

RSL includes the consolidated accounts of its 88%-owned subsidiary, Rofin-Baasel Japan Corporation, its 100%-owned subsidiary, Rasant-Alcotec Beschichtungstechnik GmbH (“Rasant”), its 100%-owned subsidiary, Rofin-Baasel Lasertech GmbH & Co. KG (“CBL”), its 100%-owned subsidiary Optoskand AB (“Optoskand”), its 100%-owned subsidiary, CBL Verwaltungsgesellschaft GmbH, its 90%-owned subsidiary m2k-laser GmbH (“m2k”), its 100%-owned subsidiary ROFIN BAASEL Laser India Pvt. Ltd., and its 80%-owned subsidiary Rofin-Baasel China Co., Ltd.

CBL includes the consolidated accounts of its wholly-owned subsidiaries, Rofin-Baasel, Inc. (“RB Inc.”), WB-PRC Laser Service GmbH, and PMB Elektronik GmbH (which was merged with H2B Photonics GmbH in May 2012).

Dilas includes the consolidated accounts of its 95%-owned subsidiary Dilas Diodelaser China Co., Ltd.

All intercompany balances and transactions have been eliminated in consolidation.

Acquisitions and Formation of New Entities

The Company uses the acquisition method of accounting for its acquisitions with the respective results of operations included in the consolidated results from the date of acquisition.

- Effective April 12, 2010, the Company, through its wholly-owned subsidiary Nufern, purchased the Electro Optics fiber optic gyroscope coil winding business of Optelecom-NKF, Inc. This purchase resulted in additional goodwill of \$0.3 million.
- Effective October 15, 2010, the Company acquired 100% of the common stock of LASAG AG, Thun (Switzerland) (“LASAG”), through its wholly-owned subsidiary RSTE. Additionally, the Company acquired the LASAG sales and service operations in Germany, Italy, Japan, and the United States. LASAG is one of the original laser companies with

more than 30 years of experience in the development and manufacturing of industrial solid-state lasers. LASAG markets and sells its laser products for fine cutting, spot welding, drilling, and scribing applications to the medical device, automotive, electronic, and aerospace industries. In addition, LASAG has special expertise in high-precision drilling and laser processing heads. This purchase resulted in goodwill of \$1.6 million and other intangibles, net of \$2.3 million.

- Effective August 24, 2011, the Company formed ROFIN BAASEL Laser India Pvt. Ltd. in Mumbai (India) as a wholly-owned subsidiary through its wholly-owned subsidiaries Rofin-Sinar Laser GmbH (99%) and Rofin-Baasel Lasertech GmbH & Co KG (1%). It started its operations in October 2011 and is responsible for sales and service of ROFIN laser products in India.
- On each of October 26, 2011, and March 12, 2012, the Company purchased an additional 5% of the share capital of m2k-laser GmbH through Rofin-Sinar Laser GmbH under an option agreement between the Company and the minority shareholders of m2k-laser GmbH. As a result of those share purchases, the Company currently holds 90% of the share capital of m2k-laser GmbH.
- Effective March 28, 2007, the Company acquired 100% of the common stock of Corelase Oy, Tampere (Finland). Corelase Oy has considerable experience in semiconductors, optics, and fiber technology. Its product lines include ultra short pulse, mode-locked fiber laser systems, fiber laser modules, and other components. The terms of the purchase included payment of a deferred purchase price based on Corelase Oy achieving certain financial targets. On December 14, 2011, the Company finalized and paid the deferred purchase price. This payment resulted in additional goodwill of \$13.4 million.
- Effective September 29, 2011, the Company received the remaining 15% of the share capital of H2B Photonics GmbH through a transfer of shares and now holds 100% of the share capital. In May 2012, the Company merged its wholly-owned subsidiary PMB Elektronik GmbH with H2B and named the new formed subsidiary PMB Elektronik GmbH.

None of these acquisitions were material for the purpose of proforma presentation.

Fair Value

The Company's cash, short-term investments, accounts receivable, and accrued liabilities are carried at amounts, that reasonably approximate their fair value due to their short-term nature. The Company's notes payable are at variable interest rates that approximate market. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Where available, fair value is based on observable market prices or parameters or derived from such prices or parameters. Where observable prices or inputs are not available, valuation models may be applied.

Assets and liabilities recorded at fair value in our balance sheet are categorized based upon the level of judgment associated with the inputs used to measure their fair values. Hierarchical levels are directly related to the amount of subjectivity associated with the inputs to fair valuation of these assets and liabilities and are as follows:

- Level 1 - Unadjusted observable quoted prices for identical instruments in active markets.
- Level 2 - Observable inputs other than those included in Level 1. For example, quoted prices for similar assets or liabilities in active markets or quoted prices for identical assets or liabilities in inactive markets.
- Level 3 - Unobservable inputs reflecting management's own assumptions about the inputs used in pricing the asset or liability.

Cash Equivalents

Cash equivalents consist of financial instruments that are readily convertible into cash and have original maturities of three months or less at the time of acquisition.

Inventories

Inventories are stated at the lower of cost or market, after provisions for excess and obsolete inventory salable at prices below cost. Costs are determined using the first-in, first-out and weighted average cost methods.

The Company writes down inventory for estimated obsolescence or unmarketable inventory equal to the difference between the cost of inventory and the estimated market value based upon assumptions about future demand and market conditions. If actual market conditions are less favorable than those projected by management, additional inventory write-downs may be required. We also write-down up to ninety percent of our total demo inventory costs over thirty six months.

Property and Equipment

Property and equipment are recorded at cost and depreciated over their estimated useful lives, except for leasehold improvements, which are amortized over the lesser of their estimated useful lives or the term of the lease. The methods of depreciation are straight line for financial reporting purposes and accelerated for income tax purposes. Depreciable lives for financial reporting purposes are as follows:

| | Useful Lives |
|-----------------------------------|---------------|
| Buildings | 40 Years |
| Technical machinery and equipment | 3-10 Years |
| Furniture and fixtures | 3-10 Years |
| Computers and software | 3-4 Years |
| Leasehold improvements | Term of lease |

Total depreciation expense for the years ended September 30, 2012, 2011, and 2010, amounted to \$11.6 million, \$10.5 million, and \$9.4 million, respectively.

The Company reviews long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future undiscounted net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell.

Goodwill and Other Intangible Assets

Goodwill represents the excess purchase price over the fair value of the assets acquired in connection with the Company's acquisitions.

Goodwill is required to be tested on an annual basis for potential impairment at the reporting unit level. A reporting unit is defined as the lowest level of an entity that is a business and that can be distinguished, physically and operationally and for internal reporting purposes, from other activities, operations, and assets of the entity. A reporting unit can be no higher than an operating segment and would generally be lower than that level of reporting. The Company manages its business under one operating and reportable segment, and has one reporting unit.

In testing for impairment, the fair value of the reporting unit, that is determined based on market data, is compared to its carrying amount. If the carrying value is below the fair value assessment, there will be no impairment loss. If the fair value is below the carrying value, then the Company is required to perform an additional test to determine the implied fair value of the goodwill.

The Company performed its annual goodwill impairment testing as of September 30th and determined that the fair value of its reporting unit exceeds its carrying value and accordingly, the second step of the impairment test was not required to be performed.

Revenue Recognition and Accounts Receivable Valuation

Revenue is recognized when persuasive evidence of an arrangement exists, the product has been delivered, the price is fixed or determinable and collection is probable. Terms under these arrangements are generally free on board (“FOB”) shipping point, or ex works factory (“EXW”), at which time legal title passes from the Company to the customer. Therefore, delivery is generally considered to have occurred upon shipment. In certain circumstances customers may negotiate different terms. In these situations, delivery is considered to have occurred once legal title has passed from the Company to the customer. This may be at delivery to the customer’s destination or acceptance by the Company’s customer.

Sales to end-user customers and resellers typically do not have customer acceptance provisions and only certain of the original equipment manufacturer (“OEM”) customer sales have customer acceptance provisions. Customer acceptance is generally limited to performance under published product specifications. For the few product sales that have customer acceptance provisions because of higher than published specifications, (1) the products are tested and accepted by the customer at a company site or by the customer’s acceptance of the results of a testing program prior to shipment to the customer, or (2) the revenue is deferred until customer acceptance occurs. The Company records revenues net of volume discount rebates that are earned by certain OEM-customers, based on sales levels, pursuant to contractual agreements.

The vast majority of our sales are made to OEMs, resellers, and end-users in the industrial market. Sales made to OEMs and resellers in the industrial market do not require installation of the products by the Company, as installation is performed by the customer and are not subject to other post-delivery obligations. The Company may enter into multiple-deliverable arrangements which include the delivery of lasers, laser systems, installation and training. Revenue from these arrangements is allocated to separate units of accounting if certain criteria are met. The allocation of the arrangement consideration to the separate units of accounting is based on vendor-specific objective evidence or third-party evidence. If such evidence is not available, the Company uses best estimate of selling price. Revenue related to installation and training is recognized when installation is completed or training is provided which usually takes place up to three months after the delivery of the laser or the laser system.

The Company records allowances for uncollectible customer accounts receivable based on historical experience. Additionally, an allowance is made based on an assessment of specific customers’ financial condition and liquidity. If the financial condition of the Company’s customers were to deteriorate, additional allowances may be required.

As a result of very strong deliveries during the fourth quarter of fiscal year 2012, one group of affiliated customers represents 11% of total gross accounts receivable as of September 30, 2012. No other individual customer represents more than 10% of total accounts receivable.

Income and Other Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss tax carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates that apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred taxes of a change in tax rates is recognized in income in the period that includes the enactment date. In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized.

The Company recognizes certain tax liabilities for anticipated tax audit findings in the U.S. and other tax jurisdictions based on its estimate of whether, and to the extent to which additional taxes would be due. If the audit finding results in actual taxes owed more or less than what the Company anticipated, its income tax expense would increase or decrease in the period of determination.

Revenue and expenses are presented net of sales, use and value added taxes, as the case may be.

Accounting for Warranties

The Company issues a standard warranty of one to two years for parts and labor on lasers that are sold. Additionally, extended warranties are negotiated on a contract-by-contract basis. The Company provides for estimated warranty costs as products are shipped.

The Company's estimate of costs to fulfill its warranty obligations is based on historical experience and expectation of future conditions. To the extent the Company experiences increased warranty claim activity or increased costs associated with servicing those claims, revisions to the estimated warranty liability would be required.

Foreign Currency Translation

The assets and liabilities of the Company's operations outside the United States are translated into U.S. dollars at exchange rates in effect on the balance sheet date, and revenues and expenses are translated using a weighted average exchange rate during the period. Gains or losses resulting from the translation of foreign currency financial statements are recorded as a separate component of stockholders' equity. Gains and losses resulting from the remeasurement of foreign currency transactions are reported as a component of "Other expense (income), net".

Earnings per Share ("EPS")

Basic EPS is computed by dividing "Net Income attributable to RSTI" by the weighted average number of common shares outstanding during the period. Diluted EPS reflects the potential dilution from common stock equivalents (stock options).

Comprehensive Income

Comprehensive income consists of net income, foreign currency translation adjustments, pension liability adjustments, and fair value of interest rate swap agreements, and is presented in the consolidated statements of stockholders' equity and comprehensive income. Accumulated other comprehensive income is comprised of the following:

| | September 30, | | |
|---|----------------|---------------|---------------|
| | 2012 | 2011 | 2010 |
| Foreign currency translation adjustment | 2,261 | 13,394 | 17,614 |
| Defined benefit pension plans (net of taxes of \$3,234 in 2012, \$1,555 in 2011, and \$1,553 in 2010) | (6,308) | (2,768) | (3,187) |
| Fair value of interest swap agreements (net of taxes of \$59 in 2012, \$54 in 2011, and \$11 in 2010) | (189) | (180) | (28) |
| Total accumulated other comprehensive income (loss) | <u>(4,236)</u> | <u>10,446</u> | <u>14,399</u> |

Research and Development Expenses

Research and development costs are expensed when incurred and are net of German and other European governments and European Union grants of \$1,638, \$2,305, and \$2,586, received for the years ended September 30, 2012, 2011, and 2010, respectively. The Company has no future obligations under such grants.

Derivative Financial Instruments

The Company uses derivative financial instruments to manage funding costs and exposures arising from fluctuations in interest rates. These derivative financial instruments consist primarily of interest rate swaps. The Company does not use derivative financial instruments for trading purposes.

On the date the derivative contract is entered into, the Company designates the derivative as a hedge of the variability of cash flows to be paid related to a recognized liability ("cash flow" hedge). Changes in the fair value of a derivative that is highly effective and that is designated and qualifies as a cash flow hedge are recorded in other comprehensive income, until earnings are affected by the variability in cash flows of the designated hedged item.

Interest rate swap agreements designated as hedges of the Company's financial liabilities are recorded in the consolidated balance sheet at fair value. Adjustments to the fair value of the derivative asset or liability are recorded as an adjustment to other comprehensive income.

From time to time, the Company enters into foreign currency forward contracts and forward exchange options generally of less than one year duration to hedge a portion of its sales transactions denominated in foreign currencies. The gains and losses from these foreign currency forward contracts and forward exchange options are reflected in the consolidated statement of

operations. At September 30, 2012, the Company held Japanese yen forward exchange options with notional amounts of Euro 0.4 million.

Operating Leases

The Company leases facilities under operating leases. Building lease agreements generally include rent escalation clauses. Most of the Company's lease agreements include renewal periods at the Company's option. The Company recognizes scheduled rent increases on a straight-line basis over the lease term beginning with the date the Company takes possession of the leased space.

Use of Estimates

Management of the Company makes a number of estimates and assumptions relating to the reporting of assets and liabilities, the disclosure of contingent assets and liabilities, and the reporting of revenues and expenses, to prepare these financial statements in conformity with generally accepted U.S. accounting principles. Significant items subject to such estimates and assumptions include the valuation allowance for receivables, inventory valuation, warranty liabilities, the valuation allowance for deferred tax assets, assets and obligations related to employee benefits, and share based payment awards. Actual results could differ from these estimates.

Stock Incentive Plans

The Company measures share-based payments to employees, including grants of employee stock options, at fair value and expenses them in the consolidated statement of operations over the service period (generally the vesting period) of the grant.

Shipping and Handling Costs

The Company accounts for shipping and handling fees and costs by recording revenue from shipping and handling fees in net sales and shipping and handling costs in cost of sales.

Recent Accounting Pronouncements Adopted

In May 2011, the Financial Accounting Standards Board ("FASB") issued additional guidance on fair value measurements that clarifies the application of existing guidance and disclosure requirements, changes certain fair value measurement principles and requires additional disclosures about fair value measurements. This guidance became effective for the Company's second quarter of fiscal year 2012. The adoption of this guidance did not have a material impact on our consolidated financial position, results of operations and cash flows.

In December 2010, the FASB issued ASU 2010 -28 "Intangibles - Goodwill and Other (ASC Topic 350)", which amended its existing guidance for goodwill and other intangible assets. This authoritative guidance modifies Step 1 of the goodwill impairment test for reporting units with zero or negative carrying amounts. For those reporting units, an entity is required to perform Step 2 of the goodwill impairment test if there are qualitative factors indicating that it is more likely than not that a goodwill impairment exists. The qualitative factors are consistent with the existing guidance which requires goodwill of a reporting unit to be tested for impairment between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount. This authoritative guidance became effective for the Company in fiscal year 2012. The implementation of this authoritative guidance did not have a material impact on our consolidated financial position, results of operations and cash flows.

In January 2010, the FASB issued ASU No. 2010-6, "Fair Value Measurements and Disclosures" ("ASU 2010-6"), which provides amendments to Subtopic 820-10 that require new disclosures regarding (1) transfers in and out of Levels 1 and 2 fair value measurements and (2) activity in Level 3 fair value measurements. Additionally, ASU 2010-6 clarifies existing fair value disclosures about the level of disaggregation and about inputs and valuation techniques used to measure fair value. The guidance in ASU 2010-6 became effective for the Company's second quarter of fiscal year 2010 and the disclosures required by this adoption are included in Note 2 "Fair Value Measurements", except for disclosures about purchases, sales, issuances, and settlements in the roll forward activity in Level 3 fair value measurements which was effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years (fiscal year 2012 for the Company). The adoption of this guidance did not have an impact on the Company's consolidated financial statements.

Recent Accounting Pronouncements Not Yet Adopted as of September 30, 2012

In July 2012, the FASB issued ASU 2012-02, “Testing Indefinite - Lived Intangible Assets for Impairment”, which amends the guidance on testing indefinite-lived intangible assets, other than goodwill, for impairment. Under this guidance, an entity has the option first to assess qualitative factors to determine whether the existence of events and circumstances indicates that it is more likely than not that the indefinite-lived intangible asset is impaired. If an entity determines that it is not more likely than not that the indefinite-lived intangible asset is impaired, then the entity is not required to take further action. Otherwise, the entity is required to determine the fair value of the indefinite-lived intangible asset and perform the quantitative impairment test. The entity also has the option to bypass the qualitative assessment and proceed directly to performing the quantitative impairment test. ASU 2012-02 is effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012 (fiscal year 2013 for the Company), and early adoption is permitted. Adoption of ASU 2012-02 is not expected to have a material impact on the Company’s financial statements.

In September 2011, the FASB issued ASU 2011-8, “Testing Goodwill for Impairment”. The amendments under ASU 2011-8 will allow entities to first assess qualitative factors to determine whether it is necessary to perform the two-step quantitative goodwill impairment test. Under these amendments, an entity would not be required to calculate the fair value of a reporting unit unless the entity determines, based on a qualitative assessment, that it is more likely than not that its fair value is less than its carrying amount. The amendments include a number of events and circumstances for entities to consider in conducting the qualitative assessment. Entities will have the option to bypass the qualitative assessment for any reporting unit in any period and proceed directly to performing the first step of the two-step quantitative goodwill impairment test. ASU 2011-8 is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011 (fiscal year 2013 for the Company), and early adoption is permitted. Adoption of ASU 2011-8 is not expected to have a material impact on the Company’s financial statements.

In June 2011, the FASB issued guidance requiring changes to the presentation of comprehensive income which requires entities to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. The option to present components of other comprehensive income as part of the statement of changes in stockholders’ equity, which is the method of presentation used by the Company, will no longer be permitted. These changes will have no impact on the calculation and presentation of earnings per share. These changes, with retrospective application, become effective for the Company for interim and annual periods beginning in fiscal year 2013, with early adoption allowed. Other than the change in presentation, these changes will not have an impact on the consolidated financial statements.

Other accounting standards that have been issued by the FASB or other standards-setting bodies that do not require adoption until a future date are not expected to have a material impact on the Company’s financial statements upon adoption.

2. FAIR VALUE MEASUREMENTS

Financial assets and liabilities, measured at fair value on a recurring basis, are classified on the valuation hierarchy in the table below:

| September 30, 2012 | Total | Level 1 | Level 2 | Level 3 |
|--|------------|------------|----------|----------|
| Cash and cash equivalents | \$ 98,735 | \$ 98,735 | \$ — | \$ — |
| Short-term investments | 2,428 | 2,428 | — | — |
| Derivatives | (239) | — | (239) | — |
| Non-current auction rate securities | 3,200 | — | — | 3,200 |
| Total assets and liabilities at fair value | \$ 104,124 | \$ 101,163 | \$ (239) | \$ 3,200 |

| September 30, 2011 | Total | Level 1 | Level 2 | Level 3 |
|--|------------|------------|----------|----------|
| Cash and cash equivalents | \$ 127,412 | \$ 127,412 | \$ — | \$ — |
| Short-term investments | 2,964 | 2,964 | — | — |
| Derivatives | (382) | — | (382) | — |
| Non-current auction rate securities | 3,700 | — | — | 3,700 |
| Total assets and liabilities at fair value | \$ 133,694 | \$ 130,376 | \$ (382) | \$ 3,700 |

The changes in the fair value measurement of investments using significant unobservable inputs (level 3), are as follows:

| | Fair Value Measurements Using Significant Unobservable Inputs (Level 3) |
|--------------------|--|
| September 30, 2010 | \$ 4,950 |
| Settlements | (1,250) |
| September 30, 2011 | \$ 3,700 |
| Settlements | (500) |
| September 30, 2012 | \$ 3,200 |

3. INVENTORIES

Inventories, net of obsolescence and lower of cost or market reserves, are summarized as follows:

| | September 30, | |
|----------------------------|---------------|------------|
| | 2012 | 2011 |
| Finished goods | \$ 31,205 | \$ 26,350 |
| Work in progress | 49,678 | 51,006 |
| Raw materials and supplies | 69,648 | 66,777 |
| Demo inventory | 19,247 | 16,392 |
| Service parts | 32,410 | 28,322 |
| Total inventories | \$ 202,188 | \$ 188,847 |

4. LONG-TERM INVESTMENTS

Long-term investments include auction rate securities which are variable rate securities tied to short-term interest rates with maturities on the face of the securities in excess of 90 days. Auction rate securities have rate resets through a modified Dutch auction, at predetermined short-term intervals, usually every 7, 28, 35, or 49 days. The securities trade at par, and are callable at par on any payment date at the option of the issuer. Investment earnings paid during a given period are based upon the reset rate determined during the prior auction.

Through sales, the Company reduced its holdings of auction rate securities to approximately \$3.2 million at September 30, 2012. All sales were settled, for cash, at par value. At September 30, 2012, the Company held two individual auction rate securities. The Company does not believe that the remaining balance of auction rate securities represent a significant portion of the Company's total liquidity. The Company has historically used a discounted cash flow model to determine the fair market value of these investments. This model included estimates for interest rates, discount rates, the amount of cash flows, and expected holding periods. As a result, the Company concluded that the par value of these investments approximates fair market value. Additionally, the Company has the ability and intent to hold these investments until a resumption of the auction process or until maturity. Although the Company believes these investments will become liquid within the next twelve months, it is uncertain what impact the current economic environment will have on this position and therefore, they have been classified as long-term assets on the consolidated balance sheet.

5. PROPERTY AND EQUIPMENT

Property and equipment include the following:

| | September 30, | |
|--|-------------------|-------------------|
| | 2012 | 2011 |
| Buildings | \$ 41,967 | \$ 37,179 |
| Technical machinery and equipment | 53,038 | 44,434 |
| Construction in progress | 5,264 | 6,372 |
| Furniture and fixtures | 27,309 | 24,081 |
| Computers and software | 8,402 | 8,299 |
| Leasehold improvements | 25,269 | 18,903 |
| Total property and equipment, at cost | \$ 161,249 | \$ 139,268 |

6. GOODWILL AND OTHER INTANGIBLE ASSETS

The changes in the carrying amount of goodwill for the years ended September 30, 2012 and 2011, are as follows:

| | Germany | United States | Rest of World | Total |
|---|-----------|---------------|---------------|------------|
| Balance as of September 30, 2010 | \$ 43,997 | \$ 13,445 | \$ 32,354 | \$ 89,796 |
| Additional goodwill from acquisitions | — | — | 1,598 | 1,598 |
| Adjustment to goodwill from final purchase price allocation | — | (125) | — | (125) |
| Currency exchange differences | (483) | (36) | (250) | (769) |
| Balance as of September 30, 2011 | \$ 43,514 | \$ 13,284 | \$ 33,702 | \$ 90,500 |
| Additional goodwill from acquisitions | — | — | 13,413 | 13,413 |
| Currency exchange differences | (1,712) | (128) | (458) | (2,298) |
| Balance as of September 30, 2012 | \$ 41,802 | \$ 13,156 | \$ 46,657 | \$ 101,615 |

The carrying values of other intangible assets are as follows:

| | September 30, 2012 | | September 30, 2011 | |
|------------------------------|-----------------------|--------------------------|-----------------------|--------------------------|
| | Gross Carrying Amount | Accumulated Amortization | Gross Carrying Amount | Accumulated Amortization |
| Amortized intangible assets: | | | | |
| Patents | \$ 10,385 | \$ 7,649 | \$ 10,627 | \$ 6,715 |
| Customer base | 18,812 | 15,357 | 19,142 | 15,409 |
| Other | 21,186 | 15,439 | 20,119 | 15,607 |
| Total | \$ 50,383 | \$ 38,445 | \$ 49,888 | \$ 37,731 |

Patents are amortized on a straight-line basis over the life of the patent which ranges from 1 to 20 years. Customer base is amortized on a straight-line basis over seven years. Other intangible assets mainly comprised of software and unpatented technology are amortized on a straight-line basis between 1 and 16 years. Amortization expense for the years ended September 30, 2012, 2011, and 2010, was \$2,279, \$2,569, and \$2,250, respectively. At September 30, 2012, estimated amortization expense for the next five fiscal years based on the average exchange rates as of September 30, 2012, is as follows:

| | | |
|------|----|-------|
| 2013 | \$ | 2,700 |
| 2014 | | 2,700 |
| 2015 | | 2,500 |
| 2016 | | 1,700 |
| 2017 | | 1,500 |

7. ACCRUED LIABILITIES

Accrued liabilities are comprised of the following:

| | September 30, | |
|---------------------------|------------------|------------------|
| | 2012 | 2011 |
| Employee compensation | \$ 21,968 | \$ 25,920 |
| Warranty reserves | 11,894 | 13,197 |
| Other taxes payable | 440 | 233 |
| Customer deposits | 17,605 | 23,647 |
| Other | 17,103 | 20,590 |
| Total accrued liabilities | <u>\$ 69,010</u> | <u>\$ 83,587</u> |

The Company provides for the estimated costs of product warranties when revenue is recognized. The estimate of costs to fulfill warranty obligations is based on historical experience and expectation of future conditions. The change in warranty reserves for the years ended September 30, 2012 and 2011, are as follows:

| | | |
|--|-----------|---------------|
| Balance as of September 30, 2010 | \$ | 10,417 |
| Additional accruals for warranties during the period | | 7,846 |
| Usage during the period | | (4,909) |
| Currency translation | | (157) |
| Balance as of September 30, 2011 | \$ | 13,197 |
| Additional accruals for warranties during the period | | 3,448 |
| Usage during the period | | (4,342) |
| Currency translation | | (409) |
| Balance as of September 30, 2012 | <u>\$</u> | <u>11,894</u> |

8. LINES OF CREDIT

The Company maintains \$20,000 in short-term lines of credit in the U.S. As of September 30, 2012, \$15,000 remained unused and available for future use. As of September 30, 2011, \$20,000 was available under short-term lines of credit in the U.S.

In addition, the Company's non-U.S. subsidiaries have short-term credit lines amounting to \$52,911, which allow them to borrow in the applicable local currency. At September 30, 2012 and 2011, direct borrowings under these agreements totaled \$10,316 and \$6,487, respectively. Additionally, \$1,631 and \$10,259 were used for bank guarantees under those lines of credit as of September 30, 2012 and 2011, respectively. The remaining unused portion of the lines of credit at September 30, 2012, was \$40,964, in aggregate. Interest rates vary from 0.72% to 5.77%, depending upon the country and the usage made of the available credit.

Furthermore, the Company also maintains credit lines specific to bank guarantees amounting to \$15,088 and \$6,315 as of September 30, 2012 and 2011, respectively, of which \$6,742 and \$261 was used as of September 30, 2012 and 2011, respectively.

9. LONG-TERM DEBT

CBL maintains a loan amounting to \$2,842. This loan will be repaid evenly over the next three years. The current portion of \$1,033 and \$1,080 is classified in “Line of credit and short-term borrowings” in the consolidated balance sheet as of September 30, 2012 and 2011, respectively.

LASAG maintains a loan amounting to \$4,272. This loan will be repaid over the next four years. The current portion of \$534 and \$554 is classified in “Line of credit and short-term borrowings” in the consolidated balance sheet as of September 30, 2012 and 2011, respectively.

Corelase Oy maintains long-term credit facilities of \$115 which expire in 2014.

As of September 30, 2012, \$5,662 was fully borrowed under the above mentioned facilities at an average interest rate of 2.55%. As of September 30, 2011, \$14,742 was borrowed under such facilities at an average interest rate of 4.02%.

The Company is subject to financial covenants under some of these credit facilities and lines of credit, which could restrict the Company from drawing money under them. At September 30, 2012, the Company was in compliance with these covenants.

10. COMMITMENTS

The Company leases operating facilities and equipment under operating leases, which expire at various dates through 2024. The lease agreements require payment of real estate taxes, insurance, and maintenance expenses by the Company.

Minimum lease payments for future fiscal years under non-cancellable operating leases as of September 30, 2012, are:

| | Fiscal year ending September 30, | Total |
|--|----------------------------------|----------|
| | 2012 | \$ 9,501 |
| | 2013 | 7,637 |
| | 2014 | 5,184 |
| | 2015 | 3,466 |
| | 2016 | 2,470 |
| | 2017 and thereafter | 7,246 |

Rent expense charged to operations for the years ended September 30, 2012, 2011, and 2010, approximated \$10,061, \$10,169, and \$9,066, respectively.

Purchase obligations for payments due under various types of agreements to purchase raw materials, services and other goods as of September 30, 2012, are:

| | | |
|-------------------|----|--------|
| Less than 1 Year | \$ | 82,517 |
| 1 - 3 Years | | 19,644 |
| 3 - 5 Years | | 1,452 |
| More than 5 years | | 25 |

11. INCOME TAXES

Significant components of the income tax provision are as follows:

| | Years ended September 30, | | |
|--------------------------|---------------------------|------------------|------------------|
| | 2012 | 2011 | 2010 |
| Current: | | | |
| United States | \$ 5,710 | \$ 5,050 | \$ 247 |
| Foreign | 13,214 | 24,461 | 12,799 |
| Total current | <u>18,924</u> | <u>29,511</u> | <u>13,046</u> |
| Deferred: | | | |
| United States | (1,145) | (3,164) | 2,875 |
| Foreign | (599) | (277) | (479) |
| Total deferred | <u>(1,744)</u> | <u>(3,441)</u> | <u>2,396</u> |
| Total income tax expense | <u>\$ 17,180</u> | <u>\$ 26,070</u> | <u>\$ 15,442</u> |

Income (Loss) before income taxes is attributable to the following geographic regions:

| | Years ended September 30, | | |
|----------------------------------|---------------------------|------------------|------------------|
| | 2012 | 2011 | 2010 |
| United States | \$ 9,101 | \$ 8,443 | \$ 2,179 |
| Germany | 28,112 | 59,396 | 35,019 |
| France | 77 | 802 | (31) |
| Italy | 794 | 1,868 | 950 |
| Singapore | 2,454 | 1,945 | 554 |
| United Kingdom | 7,442 | 7,505 | 4,656 |
| China | 2,139 | 3,405 | 1,822 |
| Japan | 996 | 565 | 169 |
| Other | 1,277 | 3,214 | 583 |
| Total income before income taxes | <u>\$ 52,392</u> | <u>\$ 87,143</u> | <u>\$ 45,901</u> |

The difference between actual income tax expense and the amount computed by applying the U.S. federal income tax rate is as follows:

| | Years ended September 30, | | |
|---|---------------------------|------------------|------------------|
| | 2012 | 2011 | 2010 |
| U.S. federal statutory tax rate | 35% | 35% | 35% |
| Computed "expected" tax expense | \$ 18,316 | \$ 30,500 | \$ 16,066 |
| Difference between U.S. and foreign statutory rates | (2,828) | (4,819) | (2,296) |
| Other permanent differences | 134 | 87 | 402 |
| Adjustment of valuation allowance | (151) | 237 | 149 |
| Change in statutory tax rates | (135) | (76) | (112) |
| Other | 1,844 | 141 | 1,233 |
| Actual tax expense | <u>\$ 17,180</u> | <u>\$ 26,070</u> | <u>\$ 15,442</u> |

Total income taxes for the years ended September 30, 2012, 2011, and 2010, were allocated as follows:

| | Years ended September 30, | | |
|--|---------------------------|------------------|------------------|
| | 2012 | 2011 | 2010 |
| Income taxes from operations | \$ 17,180 | \$ 26,070 | \$ 15,442 |
| Stockholders' equity: | | | |
| Tax benefit applicable to the exercise of stock options | (295) | (136) | (4) |
| Tax (benefit) expense applicable to defined benefit pension plan | (1,679) | (2) | (290) |
| Tax (benefit) expense applicable to the fair value of interest swap agreements | (5) | (43) | 11 |
| Total income tax | <u>\$ 15,201</u> | <u>\$ 25,889</u> | <u>\$ 15,159</u> |

Deferred income taxes result from temporary differences between the amount of assets and liabilities recognized for financial reporting and tax purposes. The components of net deferred income taxes are as follows:

| | September 30, | |
|---------------------------------------|------------------|------------------|
| | 2012 | 2011 |
| Deferred income tax assets: | | |
| Foreign | | |
| Net operating loss carryforwards | \$ 5,936 | \$ 5,928 |
| Pension obligations | 2,019 | 1,143 |
| Inventories | 5,825 | 5,089 |
| Accounts payable | — | 100 |
| Other | 1,636 | 632 |
| Total Foreign | <u>15,416</u> | <u>12,892</u> |
| United States: | | |
| Net operating loss carryforwards | 8,084 | 8,998 |
| Tax credits | 122 | 122 |
| Warranty reserve | 908 | 826 |
| Inventories | 6,254 | 5,096 |
| Allowance for doubtful accounts | 283 | 367 |
| Accrued liabilities | 837 | 565 |
| Pension obligations | 1,753 | 966 |
| Property & equipment | — | 181 |
| Stock-based compensation expense | 1,907 | 1,841 |
| Other | 356 | 222 |
| Total United States | <u>20,504</u> | <u>19,184</u> |
| Gross deferred income tax assets | 35,920 | 32,076 |
| Less: Valuation allowance | (3,091) | (3,242) |
| Net deferred income tax assets | <u>\$ 32,829</u> | <u>\$ 28,834</u> |
| Deferred income tax liabilities: | | |
| Foreign: | | |
| Property & equipment | (833) | (1,358) |
| Intangibles | (4,187) | (4,091) |
| Accounts receivable | (318) | (206) |
| Other | (1,812) | (611) |
| Total Foreign | <u>(7,150)</u> | <u>(6,266)</u> |
| United States: | | |
| Accounts receivable | (170) | (4) |
| Other current assets | (282) | — |
| Non-US earnings | (17) | — |
| Total United States | <u>(469)</u> | <u>(4)</u> |
| Gross deferred income tax liabilities | <u>(7,619)</u> | <u>(6,270)</u> |
| Net deferred income tax assets | <u>\$ 25,210</u> | <u>\$ 22,564</u> |

The total deferred income tax assets (liabilities) are included in the accompanying consolidated balance sheet as follows:

| | September 30, | |
|---|------------------|------------------|
| | 2012 | 2011 |
| Deferred income tax assets – current | \$ 16,997 | \$ 15,625 |
| Deferred income tax assets – non current | 13,970 | 13,711 |
| Deferred income tax liabilities – current | (1,011) | (991) |
| Deferred income tax liabilities – non current | (4,746) | (5,781) |
| Net deferred income tax assets | <u>\$ 25,210</u> | <u>\$ 22,564</u> |

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible, as well as limitations imposed by the relevant taxing jurisdictions on the future benefits of those deductions. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income, the relevant statutory and regulatory limitations, and tax planning strategies in making this assessment. Based upon the level of historical taxable income and projections for future taxable income over the periods in which the deferred tax assets are deductible, management believes it is more likely than not that the Company will realize the benefits of these deductible differences.

At September 30, 2012, the Company had state net operating tax loss carryforwards available of \$44.1 million in the United States (which start to expire in 2022) and federal net operating tax loss carryforwards available of \$14.0 million and, \$3.7 million in Germany, and \$20.2 million in other European countries (which start to expire in 2015). As of September 30, 2012, deferred tax assets, net of valuation allowances related to these operating tax losses and tax credits, amounted to \$10.9 million.

We have accumulated undistributed earnings of foreign subsidiaries aggregating approximately \$380 million at September 30, 2012. These earnings are expected to be indefinitely reinvested outside of the United States. If those earnings were distributed in the form of dividends or otherwise, they would be subject to United States federal income taxes (subject to an adjustment for foreign tax credits), state income taxes and withholding taxes payable to the various foreign countries. It is not currently practicable to estimate the tax liability that might be payable on the repatriation of these foreign earnings.

The Company's policy is to recognize interest and penalties accrued on any unrecognized tax benefits as interest expense and SG&A, respectively. The Company classified the unrecognized tax benefit as non-current because payment is not anticipated within one year of the balance sheet date. As of September 30, 2012, the Company's gross unrecognized tax benefits totaled \$0.4 million, which includes less than \$0.1 million of interest and penalties. Approximately \$0.4 million of unrecognized tax benefits would impact the effective tax rate, if recognized. The Company estimates that the unrecognized tax benefits will not change significantly within the next year.

A reconciliation of the beginning and ending amount of gross unrecognized tax benefits, excluding the related accrual for interest, is as follows:

| | |
|--|---------------|
| Balance at September 30, 2009 | \$ 637 |
| Decreases in tax positions for prior years | (22) |
| Increases in tax positions for current years | — |
| Settlements with taxing authorities | — |
| Balance at September 30, 2010 | <u>615</u> |
| Decreases in tax positions for prior years | (3) |
| Increases in tax positions for current years | 250 |
| Settlements with taxing authorities | (34) |
| Balance at September 30, 2011 | <u>828</u> |
| Decreases in tax positions for prior years | (392) |
| Increases in tax positions for current years | — |
| Settlements with taxing authorities | — |
| Balance at September 30, 2012 | <u>\$ 436</u> |

The Company files federal and state income tax returns in several domestic and foreign jurisdictions. In most tax jurisdictions, returns are subject to examination by the relevant tax authorities for a number of years after the returns have been filed. With

limited exceptions, the Company is no longer subject to examination by the United States Internal Revenue Service for years through 2006. With respect to state and local tax jurisdictions and countries outside the United States, with limited exceptions, the Company is no longer subject to income tax audits for years before 2005.

12. EMPLOYEE BENEFIT PLANS

The Company has defined benefit pension plans for the RSL, RBE and RS Inc. employees. The Company's U.S. plan began in fiscal year 1995 and is funded. Any new employees hired after January 1, 2007, are not eligible for the RS Inc. pension plan. As is the normal practice with German companies, the German pension plan is unfunded. Any new employees, hired after the acquisition of CBL, are not eligible for the RSL pension plan. The Company's Spanish plan began in fiscal year 2009 and is funded. The measurement date of the Company's pension plans is September 30.

Effective January 1, 2012, the RS Inc. defined benefit pension plan was amended to exclude highly compensated employees, as defined by the Internal Revenue Service, from receiving future years of service under the RS Inc. pension plan. A non-qualified defined benefit pension plan was created to replace the benefits lost by the employees that were otherwise excluded from the qualified pension plan.

The determination of the Company's obligation and expense for pension is dependent on the selection of certain actuarial assumptions in calculating those amounts. Assumptions are made about interest rates, expected investment return on plan assets, total turnover rates, and rates of future compensation increases. In addition, the Company's actuarial consultants use subjective factors such as withdrawal rates and mortality rates to develop their calculations of these amounts. The Company generally reviews these assumptions at the beginning of each fiscal year. The Company is required to consider current market conditions, including changes in interest rates, in making these assumptions. The actuarial assumptions that the Company uses may differ materially from actual results due to changing market and economic conditions, higher or lower withdrawal rates or longer or shorter life spans of participants. These differences may result in a significant impact on the amount of pension benefits expense the Company has recorded or may record.

The discount rate enables the Company to state expected future cash flows at a present value on the measurement date. The Company has little latitude in selecting this rate and it must represent the market rate of high-quality fixed income investments. A lower discount rate increases the present value of benefit obligations and increases pension expense.

To determine the expected long-term rate of return on plan assets, the Company considers the current and expected asset allocations, as well as historical and expected returns on various categories of plan assets.

The following table sets forth the funded status of the plans at the balance sheet dates:

| | September 30, | |
|---|----------------------|----------------------|
| | 2012 | 2011 |
| Change in benefit obligation: | | |
| Projected benefit obligation at beginning of year | \$ 25,528 | \$ 25,008 |
| Service cost | 830 | 795 |
| Interest cost | 1,277 | 1,206 |
| Actuarial losses (gains) | 6,133 | (882) |
| Foreign exchange rate impacts | (630) | (119) |
| Benefits paid – total | (523) | (480) |
| Projected benefit obligation at end of year | <u>32,615</u> | <u>25,528</u> |
| Projected benefit obligation at end of year: | | |
| U.S. plans | 13,700 | 10,194 |
| Foreign plans | 18,915 | 15,334 |
| Projected benefit obligation at end of year | <u>32,615</u> | <u>25,528</u> |
| Change in plan assets: | | |
| Fair value of plan assets at beginning of year | 7,623 | 6,547 |
| Actual return on plan assets | 1,177 | (114) |
| Employer contributions | 430 | 1,409 |
| Foreign exchange rate impacts | (2) | — |
| Benefits paid – funded plans | (220) | (219) |
| Fair value of plan assets at end of year | <u>9,008</u> | <u>7,623</u> |
| Fair value of plan assets at end of year: | | |
| U.S. plans | 8,952 | 7,577 |
| Foreign plans | 56 | 46 |
| Fair value of plan assets at end of year | <u>9,008</u> | <u>7,623</u> |
| Funded status at end of year | <u>\$ (23,607) *</u> | <u>\$ (17,905) *</u> |
| Amounts recognized in the consolidated balance sheet | | |
| Accrued benefit liability | \$ (23,607) | \$ (17,905) |
| Accumulated other comprehensive loss (pre-tax) | 9,542 | 4,323 |
| Net amount recognized | <u>\$ (14,065)</u> | <u>\$ (13,582)</u> |

*\$354 and \$356 relate to expected payments in the following twelve months for the Company's unfunded non-US plans and are therefore classified in current "Accrued liabilities" in the consolidated balance sheets as of September 30, 2012 and 2011, respectively.

The accumulated benefit obligation for defined benefit pension plans was \$29,347 and \$23,408 at September 30, 2012 and 2011, respectively.

| | September 30, | |
|--|---------------|-----------|
| | 2012 | 2011 |
| Information for pension plans with an accumulated benefit obligation in excess of plan assets | | |
| Projected benefit obligation | \$ 32,615 | \$ 25,528 |
| Accumulated benefit obligation | 29,347 | 23,408 |
| Fair value of plan assets | 9,008 | 7,623 |

| | September 30, | |
|--|-----------------|-----------------|
| | 2012 | 2011 |
| Components of net periodic benefit cost and other amounts recognized in other comprehensive income | | |
| Net periodic benefit cost | | |
| Service Cost | \$ 830 | \$ 795 |
| Interest Cost | 1,277 | 1,206 |
| Expected return on plan assets | (522) | (511) |
| Amortization of net loss | 233 | 160 |
| Amortization of prior service cost | 27 | — |
| Net periodic benefit cost | <u>\$ 1,845</u> | <u>\$ 1,650</u> |
| Other changes in plan assets and benefit obligations recognized in other comprehensive income (pre-tax) | | |
| Net loss (gain) | 5,246 | (417) |
| Amortization of prior service cost | (27) | — |
| Total recognized in other comprehensive income | <u>\$ 5,219</u> | <u>\$ (417)</u> |
| Total recognized in net periodic benefit cost and other comprehensive income | <u>\$ 7,064</u> | <u>\$ 1,233</u> |

The weighted average assumptions used in the valuation of the plan are as follows:

| | September 30, | |
|---|---------------|-------|
| | 2012 | 2011 |
| Discount rate to determine benefit obligations: | | |
| United States | 3.96% | 5.25% |
| Foreign | 3.80% | 5.10% |
| Discount rate to determine net periodic benefit cost: | | |
| United States | 5.08% | 5.50% |
| Foreign | 5.08% | 4.60% |
| Expected return on plan assets | | |
| United States | 7.00% | 7.75% |
| Foreign | 3.75% | 3.75% |
| Rate of compensation increase | | |
| United States | 3.0% | 3.0% |
| Foreign | 3.0% | 3.0% |

The Company recognizes the over (under) funded status of the defined benefit plans in the statement of financial position. The Company also recognizes, in other comprehensive income, certain gains and losses that arise during the period but are deferred under current pension accounting rules.

Expected benefit payments for each of the next five fiscal years and for the five years aggregated thereafter is as follows: \$644 in 2013, \$859 in 2014, \$856 in 2015, \$917 in 2016, \$1,378 in 2017, and \$7,650 thereafter.

The Company's pension plan asset allocations at September 30, 2012 and 2011, by asset category are as follows:

| | 2012 | | | 2011 | |
|-------------------------|-----------------|-------------|-------------------|-----------------|-------------|
| | Dollar Value | Percentage | Target Allocation | Dollar Value | Percentage |
| Certificates of Deposit | \$ 378 | 4% | 5% | \$ 370 | 5% |
| Equity Securities | 4,892 | 54% | 50% | 3,746 | 49% |
| Debt Securities | 3,738 | 42% | 45% | 3,507 | 46% |
| Total Plan Assets | <u>\$ 9,008</u> | <u>100%</u> | <u>100%</u> | <u>\$ 7,623</u> | <u>100%</u> |

The Company employs a total return investment approach whereby a mix of equity, debt securities, and government securities are used to maximize the long-term return of plan assets for a prudent level of risk. The intent of this strategy is to minimize

plan expenses by maximizing investment returns within that prudent level of risk. Furthermore, equity investments are diversified across U.S. and non-U.S. stocks as well as growth, value, and small and large capitalizations. Additionally, cash balances are maintained at levels adequate to meet near-term plan expenses and benefit payments. Investment risk is measured and monitored on an ongoing basis through semi-annual investment portfolio reviews.

Investments in our defined benefit plan are stated at fair value. Level 1 assets are valued using quoted market prices that represent the asset value of the shares held by the trusts. The level 2 assets are investments in pooled funds, which are valued using a model to reflect the valuation of their underlying assets that are publicly traded with observable values. The fair value of our level 3 post-retirement benefit plan assets are measured by compiling the portfolio holdings and independently valuing the securities in those portfolios.

The fair values of our pension plan assets, by level within the fair value hierarchy, as of September 30, 2012, are as follows:

| Asset Categories | Level 1 | Level 2 | Level 3 | Total |
|--------------------------------|-------------|-----------------|-------------|-----------------|
| Certificates of Deposit | \$ — | \$ 378 | \$ — | \$ 378 |
| Equity Securities | | | | |
| Small Cap | — | 232 | — | 232 |
| Mid Cap | — | 462 | — | 462 |
| Large Cap | — | 2,611 | — | 2,611 |
| Total Market Stock | — | — | — | — |
| International | — | 1,318 | — | 1,318 |
| Emerging Markets | — | 269 | — | 269 |
| Debt Securities | | | | |
| Bonds & Mortgages | — | 2,707 | — | 2,707 |
| Inflation Protected | — | 442 | — | 442 |
| High Yield | — | 475 | — | 475 |
| Money Market | — | 69 | — | 69 |
| Other | — | 45 | — | 45 |
| Total Plan Assets | \$ — | \$ 9,008 | \$ — | \$ 9,008 |

The fair values of our pension plan assets, by level within the fair value hierarchy, as of September 30, 2011, are as follows:

| Asset Categories | Level 1 | Level 2 | Level 3 | Total |
|--------------------------------|-------------|-----------------|-------------|-----------------|
| Certificates of Deposit | \$ — | \$ 370 | \$ — | \$ 370 |
| Equity Securities | | | | |
| Small Cap | — | 167 | — | 167 |
| Mid Cap | — | 351 | — | 351 |
| Large Cap | — | 1,927 | — | 1,927 |
| Total Market Stock | — | — | — | — |
| International | — | 1,086 | — | 1,086 |
| Emerging Markets | — | 215 | — | 215 |
| Debt Securities | | | | |
| Bonds & Mortgages | — | 2,421 | — | 2,421 |
| Inflation Protected | — | 387 | — | 387 |
| High Yield | — | 381 | — | 381 |
| Money Market | — | 281 | — | 281 |
| Other | — | 37 | — | 37 |
| Total Plan Assets | \$ — | \$ 7,623 | \$ — | \$ 7,623 |

RS Inc., RB Inc., PRC, Lee Laser, Rofin-Baasel Canada Ltd., Dilas Diodelaser Inc., and Nufern have 401(k) plans for the benefit of all eligible U.S. employees, as defined by the plan. Participating employees may contribute up to 16% of their qualified annual compensation. Those subsidiaries match 50% of the first 5 to 6% of the employees' compensation contributed as a salary deferral. Company contributions for the years ended September 30, 2012, 2011, and 2010, were \$617, \$493, and \$402, respectively.

13. EARNINGS PER COMMON SHARE

The calculation of the weighted average number of common shares outstanding for each period is as follows:

| | Years ended September 30, | | |
|---|---------------------------|-------------------|-------------------|
| | 2012 | 2011 | 2010 |
| Weighted number of shares for basic earnings per common share | 28,498,395 | 28,440,185 | 28,807,130 |
| Potential additional shares due to outstanding dilutive stock options | 245,872 | 664,760 | 404,720 |
| Weighted number of shares for diluted earnings per common share | <u>28,744,267</u> | <u>29,104,945</u> | <u>29,211,850</u> |

The weighted-average diluted shares outstanding for the years ended September 30, 2012, 2011, and 2010, excludes the dilutive effect of approximately 2.2 million, 0.7 million, and 1.6 million, stock options, respectively, since the impact of including these options in diluted earnings per share for these years was antidilutive.

14. RELATED PARTY TRANSACTIONS

The Company had sales to its minority shareholder in Japan amounting to \$853, \$832 and \$584, in fiscal years 2012, 2011, and 2010, respectively. As of September 30, 2012 and 2011, the accounts receivable with the minority shareholder in Japan amounted to \$313 and \$367, respectively.

The Company maintains other accounts payable to related party in China amounting to \$69 as of September 30, 2012.

The Company has accrued \$189 at September 30, 2012, for the put/call option to purchase the remaining interests in m2k and \$161 was capitalized for accumulated interest as of September 30, 2012. In fiscal year 2012, the Company had expenses of \$456, compared to \$444 in fiscal year 2011, mainly for purchases of materials and services, to the minority shareholder of m2k.

The main facility in Starnberg is rented under a 25-year operating lease from the former minority shareholder of CBL, Mr. Baasel, who is also a member of the Board of Directors of the Company, and includes a clause to terminate the lease upon two-year notice. The Company paid expenses, mainly for rental expense of \$837, \$911, and \$871, to Mr. Baasel during fiscal years 2012, 2011, and 2010, respectively.

15. GEOGRAPHIC INFORMATION

Assets, revenues, and income before taxes, by geographic region attributed based on the geographic location of the RSTI entities are summarized below:

| ASSETS | September 30, | |
|---------------------------|-------------------|-------------------|
| | 2012 | 2011 |
| North America | \$ 245,620 | \$ 222,677 |
| Germany | 417,812 | 428,561 |
| Other | 303,833 | 287,187 |
| Intercompany eliminations | (314,733) | (284,479) |
| Total assets | <u>\$ 652,532</u> | <u>\$ 653,946</u> |

| PROPERTY AND EQUIPMENT, NET | September 30, | |
|-----------------------------|------------------|------------------|
| | 2012 | 2011 |
| North America | \$ 16,901 | \$ 12,197 |
| Germany | 44,818 | 38,968 |
| Other | 18,487 | 14,423 |
| Intercompany eliminations | (205) | (34) |
| Total long-lived assets | <u>\$ 80,001</u> | <u>\$ 65,554</u> |

REVENUES - TOTAL BUSINESS

| | Years ended September 30, | | |
|---------------------------|---------------------------|-------------------|-------------------|
| | 2012 | 2011 | 2010 |
| North America | \$ 168,262 | \$ 169,513 | \$ 113,186 |
| Germany | 365,122 | 426,424 | 306,739 |
| Other | 222,034 | 231,218 | 158,864 |
| Intercompany eliminations | (215,297) | (229,392) | (155,219) |
| | <u>\$ 540,121</u> | <u>\$ 597,763</u> | <u>\$ 423,570</u> |

INTERCOMPANY REVENUES

| | Years ended September 30, | | |
|---------------------------|---------------------------|-------------|-------------|
| | 2012 | 2011 | 2010 |
| North America | \$ 12,693 | \$ 13,545 | \$ 6,514 |
| Germany | 147,683 | 163,251 | 115,000 |
| Other | 54,921 | 52,596 | 33,705 |
| Intercompany eliminations | (215,297) | (229,392) | (155,219) |
| | <u>\$ —</u> | <u>\$ —</u> | <u>\$ —</u> |

EXTERNAL REVENUES

| | Years ended September 30, | | |
|---------------|---------------------------|-------------------|-------------------|
| | 2012 | 2011 | 2010 |
| North America | \$ 155,569 | \$ 155,968 | \$ 106,672 |
| Germany | 217,439 | 263,173 | 191,739 |
| Other | 167,113 | 178,622 | 125,159 |
| | <u>\$ 540,121</u> | <u>\$ 597,763</u> | <u>\$ 423,570</u> |

INCOME BEFORE INCOME TAXES

| | Years ended September 30, | | |
|---------------|---------------------------|------------------|------------------|
| | 2012 | 2011 | 2010 |
| North America | \$ 9,521 | \$ 8,664 | \$ 2,414 |
| Germany | 28,112 | 59,396 | 35,019 |
| Other | 14,759 | 19,083 | 8,468 |
| | <u>\$ 52,392</u> | <u>\$ 87,143</u> | <u>\$ 45,901</u> |

16. ENTERPRISE WIDE INFORMATION

The Company derives revenues from the sale and servicing of laser products used for macro applications, from the sale and servicing of laser products for marking and micro applications, and from the sale of components products. Product sales are summarized below:

| Product Category | September 30, | | |
|----------------------------------|-------------------|-------------------|-------------------|
| | 2012 | 2011 | 2010 |
| Laser macro products | \$ 205,394 | \$ 237,449 | \$ 172,877 |
| Laser marking and micro products | 272,195 | 302,330 | 206,535 |
| Components | 62,532 | 57,984 | 44,158 |
| | <u>\$ 540,121</u> | <u>\$ 597,763</u> | <u>\$ 423,570</u> |

17. SELECTED QUARTERLY FINANCIAL DATA (Unaudited)

The following represents the Company's quarterly results (millions of dollars, except per share amounts):

| | Quarters ended | | | |
|---------------------------------|------------------|-------------------|------------------|-------------------|
| | Dec. 31, 2011 | March 31, 2012 | June 30, 2012 | Sept. 30, 2012 |
| Net sales | \$ 131.6 | \$ 129.4 | \$ 131.7 | \$ 147.5 |
| Gross profit | 46.9 | 48.8 | 49.3 | 51.2 |
| Net income | 8.2 | 8.2 | 8.6 | 10.2 |
| Net income attributable to RSTI | 8.1 | 8.0 | 8.4 | 10.1 |
| Earnings per share – Basic | 0.28 | 0.28 | 0.29 | 0.35 |
| Earnings per share – Diluted | 0.28 | 0.28 | 0.29 | 0.35 |

| | Quarters ended | | | |
|---------------------------------|------------------|-------------------|------------------|-------------------|
| | Dec. 31, 2010 | March 31, 2011 | June 30, 2011 | Sept. 30, 2011 |
| Net sales | \$ 137.1 | \$ 136.2 | \$ 154.9 | \$ 169.5 |
| Gross profit | 56.4 | 54.8 | 60.7 | 60.3 |
| Net income | 15.1 | 12.8 | 15.5 | 17.7 |
| Net income attributable to RSTI | 14.9 | 12.7 | 15.2 | 17.2 |
| Earnings per share – Basic | 0.52 | 0.45 | 0.54 | 0.60 |
| Earnings per share – Diluted | 0.51 | 0.43 | 0.52 | 0.60 |

18. TREASURY STOCK

On August 1, 2012, the Board of Directors authorized the Company to initiate a share buyback of up to \$20.0 million of the Company's Common Stock over the next twelve months ending August 10, 2013, subject to market conditions. The shares may be repurchased from time to time in open market transactions or privately negotiated transactions at the Company's discretion, including as to the quantity, timing and price thereof. During fiscal year 2012, the Company purchased approximately 0.5 million shares of common stock, at an average price of \$21.12, under the stock buyback program for a total price of \$10.7 million.

19. STOCK INCENTIVE PLANS

Effective March 16, 2011, the stockholders approved an amendment to the Rofin-Sinar Technologies Inc. 2007 Incentive Stock Plan ("the 2007 Incentive Plan") that increases the number of shares reserved for issuance from 1,600,000 to 3,100,000 shares. The 2007 Incentive Plan supersedes the Rofin-Sinar Technologies Inc. 1996 Non-Employee Directors' Stock Plan and the Rofin-Sinar Technologies Inc. 2002 Equity Incentive Plan. Under the 2007 Incentive Plan, the Company has reserved shares of common stock to provide for the grant of options to purchase common stock ("options"), grants of shares of common stock ("stock grants"), stock units, and stock appreciation rights ("SARs") to certain eligible employees and to outside directors. There were no incentive stock options, restricted stock or performance shares granted in fiscal years 2012 or 2011 under this Plan. Non-qualified stock options were granted to officers and other key employees in fiscal years 2012 and 2011. During fiscal year 2012, outside directors each received 3,000 shares of common stock and 357,000 non-qualified stock options were granted to officers and other key employees. The terms of these issuances are the same as those described below.

Directors' Plan

The Company had reserved 100,000 shares of common stock for the Directors' Plan, which covered non-employee members of the Board of Directors. Under this plan each member of the Board of Directors who was not an employee of the Company and who was elected or continued as a member of the Board of Directors was entitled to receive an initial grant of 1,500 shares of common stock and thereafter an annual grant of 1,500 shares of common stock. The Directors' Plan also provided that non-employee directors aged 65 or older, upon their appointment or election to the Board of Directors, will receive, in lieu of such initial and annual grants of shares of common stock, 7,500 shares of restricted stock which shall vest in 5 equal installments from the date of grant and each of the following four anniversaries thereof. Prior to vesting, no shares of restricted stock may

be sold, transferred, assigned, pledged, encumbered or otherwise disposed of, subject to certain exceptions. The Company records compensation expense based on the fair market value of the common stock, as determined by the closing price at the date of issuance. A total of 40,500 shares are issued and outstanding under the plan at September 30, 2012. This plan was superseded by the 2007 Incentive Plan, as discussed above.

Equity Incentive Plan

The Company also maintained the previous Equity Incentive Plans, whereby incentive and non-qualified stock options, restricted stock and performance shares were granted to officers and other key employees to purchase a specified number of shares of common stock at a price not less than the fair market value on the date of grant. The term of the Equity Incentive Plans continued through 2011. Options generally vest over five years and expire not later than ten years after the date on which they are granted. These plans were superseded by the 2007 Incentive Plan, as discussed above.

The fair value of our stock options was estimated based on the date of grant using the Black-Scholes option pricing model. The following assumptions were used in these calculations:

| | September 30, | | |
|--|----------------|----------------|----------------|
| | 2012 Grants | 2011 Grants | 2010 Grants |
| Weighted average grant date fair value | \$ 11.09 | \$ 15.48 | \$ 10.42 |
| Expected life | 5 Years | 5 Years | 5 Years |
| Volatility | 46.11% | 46.12% | 47.2% |
| Risk-free interest rate | 1.22% | 2.01% | 2.52% |
| Dividend yield | —% | —% | —% |
| Annual forfeiture rate | 2% | 2% | 2% |

For purposes of the Black-Scholes model, the Company uses historical data to estimate the expected life, volatility, and estimated forfeitures of an option. The risk-free interest rate is based on the U.S. Treasury yield curve in effect at the time of grant.

The balance of outstanding stock options and all options activity for the three-year period ended September 30, 2012, are as follows:

| | Number of Shares | Weighted Average Exercise Price | | Weighted Average Remaining Contractual Term (Years) | Aggregate Intrinsic Value (Millions) |
|-----------------------------------|---------------------|---------------------------------------|------------------------------|--|---|
| Outstanding at September 30, 2009 | 2,856,550 | \$ 22 | ² / ₅ | 6.50 | |
| Granted | 317,750 | \$ 22 | ⁵ / ₆ | | |
| Exercised | (190,100) | \$ 15 | ⁷ / ₈ | | |
| Forfeited | (21,000) | \$ 28 | | | |
| Outstanding at September 30, 2010 | 2,963,200 | \$ 22 | ⁴ / ₅ | 6.02 | |
| Granted | 340,250 | \$ 35 | ¹ / ₅ | | |
| Exercised | (440,600) | \$ 16 | ² / ₈ | | |
| Forfeited | (15,400) | \$ 29 | ³ / ₇ | | |
| Outstanding at September 30, 2011 | 2,847,450 | \$ 25 | ² / ₇ | 5.83 | |
| Granted | 357,000 | \$ 26 | | | |
| Exercised | (79,400) | \$ 5 | ⁶ / ₈ | | |
| Forfeited | (15,200) | \$ 22 | ⁵ / ₈ | | |
| Outstanding at September 30, 2012 | 3,109,850 | \$ 25 | ³ / ₄ | 5.48 | |
| Exercisable at September 30, 2012 | 2,113,400 | \$ 25 | ¹ / ₁₀ | 4.19 | \$ 3.0 |

As of September 30, 2012, there was \$9.8 million of total unrecognized compensation cost related to stock options. These costs are expected to be recognized over a weighted average period of 3.37 years.

| | Years ended September 30, | | |
|--|---------------------------|-------|-------|
| | 2012 | 2011 | 2010 |
| Fair value of shares vested during the year | \$5.0 | \$5.6 | \$5.9 |
| Total intrinsic value of stock options exercised | \$1.4 | \$7.8 | \$1.5 |
| Cash received from stock option exercises | \$0.5 | \$7.2 | \$3.0 |

ROFIN-SINAR TECHNOLOGIES INC. AND SUBSIDIARIES
Valuation and Qualifying Accounts - Allowance for Doubtful Accounts
Years ended September 30, 2012, 2011, and 2010
(dollars in thousands)

| | Balance at Beginning of Period | Acquired Reserve | Additions- Charged to Costs and Expenses | (Deductions) | Balance at End of Period |
|--------------------|--------------------------------------|---------------------|---|--------------|--------------------------------|
| September 30, 2010 | \$ 3,533 | \$ — | \$ 422 | \$ (935) | \$ 3,020 |
| September 30, 2011 | \$ 3,020 | \$ 63 | \$ 1,623 | \$ (1,013) | \$ 3,693 |
| September 30, 2012 | \$ 3,693 | \$ — | \$ 1,666 | \$ (1,444) | \$ 3,915 |

Allowance for Inventory Reserve
Years ended September 30, 2012, 2011, and 2010
(dollars in thousands)

| | Balance at Beginning of Period | Acquired Reserve | Additions | Usage for Disposals and Scrap | Balance at End of Period |
|--------------------|--------------------------------------|---------------------|-----------|-------------------------------------|--------------------------------|
| September 30, 2010 | \$ 18,876 | \$ — | \$ 5,413 | \$ (4,344) | \$ 19,945 |
| September 30, 2011 | \$ 19,945 | \$ 3,548 | \$ 7,051 | \$ (5,252) | \$ 25,292 |
| September 30, 2012 | \$ 25,292 | \$ — | \$ 7,039 | \$ (5,174) | \$ 27,157 |

INDEX TO EXHIBITS

| Exhibit No. | Exhibit |
|-------------|--|
| 21.1 | List of Subsidiaries of the Registrant |
| 23.1 | Consent of Deloitte & Touche, LLP Independent Registered Public Accounting Firm, |
| 31.1 | Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer |
| 31.2 | Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer |
| 32.1 | Section 1350 Certification of Chief Executive Officer |
| 32.2 | Section 1356 Certification of Chief Financial Officer |
| 101.INS | XBRL Instance Document |
| 101.SCH | XBRL Taxonomy Extension Schema Document |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document |

LIST OF SUBSIDIARIES AND INVESTMENTS OF ROFIN-SINAR TECHNOLOGIES INC.

| Name | State or Other Jurisdiction of Incorporation |
|--|---|
| ROFIN-SINAR, Inc. | Delaware, USA |
| PRC LASER Corporation | Delaware, USA |
| PRC Laser Europe N.V. | Belgium |
| LEE LASER, Inc. | Delaware, USA |
| Nuferm | East Granby, USA |
| ROFIN-SINAR Technologies Europe S.L. | Spain |
| ROFIN-SINAR Laser GmbH | Germany |
| ROFIN-BAASEL Japan Corp. | Japan |
| RASANT-ALCOTEC Beschichtungstechnik GmbH | Germany |
| Baasel Lasermed GmbH | Germany |
| CBL Verwaltungsgesellschaft mbH | Germany |
| ROFIN-BAASEL Lasertech GmbH & Co. KG | Germany |
| ROFIN-BAASEL, Inc. | Massachusetts, USA |
| WB-PRC Laser Service GmbH | Germany |
| Optoskand AB | Sweden |
| PMB Elektronik GmbH | Germany |
| ROFIN-BAASEL Italiana S.r.l. | Italy |
| ROFIN-BAASEL France SAS | France |
| ROFIN-SINAR UK Ltd. | United Kingdom |
| ROFIN-BAASEL UK Ltd. | United Kingdom |
| ROFIN-BAASEL Benelux B.V. | The Netherlands |
| ROFIN-BAASEL Singapore Pte., Ltd. | Singapore |
| ROFIN-BAASEL Espana S.L. | Spain |
| DILAS Diodenlaser GmbH | Germany |
| ROFIN-BAASEL Taiwan Ltd. | Taiwan |
| ROFIN-BAASEL Korea Co., Ltd. | Korea |
| ROFIN-BAASEL China Co., Ltd. | China |
| ROFIN-BAASEL Canada Ltd. | Canada |
| DILAS Diode Laser, Inc. | Delaware, USA |
| m2k-laser GmbH | Germany |
| Corelase Oy | Finland |
| ES Technology Ltd. | United Kingdom |
| DILAS Diodelaser China Co., Ltd. | China |
| Nanjing Eastern Technologies Company, Ltd. | China |
| ROFIN-BAASEL Swiss AG | Switzerland |
| Nanjing Eastern Laser Co., Ltd. | China |
| ROFIN-LASAG AG | Switzerland |
| ROFIN BAASEL Laser India Pvt. Ltd. | India |

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement Nos. 333-103145, 333-157973, and 333-174082 on Form S-8 of our report dated November 29, 2012, relating to the financial statements and financial statement schedule of Rofin-Sinar Technologies Inc., and the effectiveness of Rofin-Sinar Technologies Inc.'s internal control over financial reporting, appearing in this Annual Report on Form 10-K of Rofin-Sinar Technologies Inc. for the year ended September 30, 2012.

/s/ Deloitte & Touche LLP

Detroit, MI

November 29, 2012

Rule 13a-14(a)/15d-14(a) Certification of the Chief Executive Officer

I, Günther Braun, certify that:

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

Date: November 29, 2012

/s/ Günther Braun

Günther Braun
Chief Executive Officer

Rule 13a-14(a)/15d-14(a) Certification of the Chief Financial Officer

I, Ingrid Mittelstaedt, certify that:

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

Date: November 29, 2012

/s/ Ingrid Mittelstaedt

Ingrid Mittelstaedt
Chief Financial Officer

Section 1350 Certification of the Chief Executive Officer

In connection with the Annual Report of Rofin-Sinar Technologies Inc. (the "Company") on Form 10-K for the year ended September 30, 2012, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Günther Braun, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 29, 2012

/s/ Günther Braun

Günther Braun

Chief Executive Officer

Section 1350 Certification of the Chief Financial Officer

In connection with the Annual Report of Rofin-Sinar Technologies Inc. (the "Company") on Form 10-K for the year ended September 30, 2012, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Ingrid Mittelstaedt, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 29, 2012

/s/ Ingrid Mittelstaedt

Ingrid Mittelstaedt

Chief Financial Officer