
UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended January 25, 2020

or

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

For the transition period from _____ to _____

Commission file number 0-18225



CISCO SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

California
(State or other jurisdiction of
incorporation or organization)

77-0059951
(I.R.S. Employer
Identification Number)

170 West Tasman Drive
San Jose, California 95134
(Address of principal executive office and zip code)

(408) 526-4000
(Registrant's telephone number, including area code)

Not Applicable
(Former name, former address and formal fiscal year, if changed since last report.)

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

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.001 per share	CSCO	The Nasdaq Stock Market LLC

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 every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

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

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

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

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

Number of shares of the registrant's common stock outstanding as of February 13, 2020: 4,240,880,161

Cisco Systems, Inc.
Form 10-Q for the Quarter Ended January 25, 2020

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements (Unaudited)

CISCO SYSTEMS, INC. **CONSOLIDATED BALANCE SHEETS** (in millions, except par value) (Unaudited)

	January 25, 2020	July 27, 2019
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 8,475	\$ 11,750
Investments	18,587	21,663
Accounts receivable, net of allowance for doubtful accounts of \$112 at January 25, 2020 and \$136 at July 27, 2019	4,330	5,491
Inventories	1,353	1,383
Financing receivables, net	4,827	5,095
Other current assets	2,481	2,373
Total current assets	40,053	47,755
Property and equipment, net	2,621	2,789
Financing receivables, net	4,757	4,958
Goodwill	33,612	33,529
Purchased intangible assets, net	1,906	2,201
Deferred tax assets	3,896	4,065
Other assets	3,581	2,496
TOTAL ASSETS	\$ 90,426	\$ 97,793
LIABILITIES AND EQUITY		
Current liabilities:		
Short-term debt	\$ 1,499	\$ 10,191
Accounts payable	1,935	2,059
Income taxes payable	819	1,149
Accrued compensation	2,690	3,221
Deferred revenue	10,638	10,668
Other current liabilities	4,507	4,424
Total current liabilities	22,088	31,712
Long-term debt	14,494	14,475
Income taxes payable	8,227	8,927
Deferred revenue	8,048	7,799
Other long-term liabilities	2,036	1,309
Total liabilities	54,893	64,222
Commitments and contingencies (Note 14)		
Equity:		
Cisco shareholders' equity:		
Preferred stock, no par value: 5 shares authorized; none issued and outstanding	—	—
Common stock and additional paid-in capital, \$0.001 par value: 20,000 shares authorized; 4,241 and 4,250 shares issued and outstanding at January 25, 2020 and July 27, 2019, respectively	40,617	40,266
Accumulated deficit	(4,384)	(5,903)
Accumulated other comprehensive loss	(700)	(792)
Total equity	35,533	33,571
TOTAL LIABILITIES AND EQUITY	\$ 90,426	\$ 97,793

See Notes to Consolidated Financial Statements.

CISCO SYSTEMS, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(in millions, except per-share amounts)
(Unaudited)

	Three Months Ended		Six Months Ended	
	January 25, 2020	January 26, 2019	January 25, 2020	January 26, 2019
REVENUE:				
Product	\$ 8,671	\$ 9,273	\$ 18,549	\$ 19,163
Service	3,334	3,173	6,615	6,355
Total revenue	12,005	12,446	25,164	25,518
COST OF SALES:				
Product	3,126	3,614	6,650	7,413
Service	1,115	1,059	2,286	2,186
Total cost of sales	4,241	4,673	8,936	9,599
GROSS MARGIN	7,764	7,773	16,228	15,919
OPERATING EXPENSES:				
Research and development	1,570	1,557	3,236	3,165
Sales and marketing	2,279	2,271	4,759	4,681
General and administrative	455	509	974	720
Amortization of purchased intangible assets	38	39	74	73
Restructuring and other charges	42	186	226	264
Total operating expenses	4,384	4,562	9,269	8,903
OPERATING INCOME	3,380	3,211	6,959	7,016
Interest income	242	328	515	672
Interest expense	(158)	(223)	(336)	(444)
Other income (loss), net	70	27	82	8
Interest and other income (loss), net	154	132	261	236
INCOME BEFORE PROVISION FOR INCOME TAXES	3,534	3,343	7,220	7,252
Provision for income taxes	656	521	1,416	881
NET INCOME	\$ 2,878	\$ 2,822	\$ 5,804	\$ 6,371
Net income per share:				
Basic	\$ 0.68	\$ 0.63	\$ 1.37	\$ 1.41
Diluted	\$ 0.68	\$ 0.63	\$ 1.36	\$ 1.40
Shares used in per-share calculation:				
Basic	4,242	4,470	4,244	4,517
Diluted	4,260	4,505	4,265	4,557

See Notes to Consolidated Financial Statements.

CISCO SYSTEMS, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(in millions)
(Unaudited)

	Three Months Ended		Six Months Ended	
	January 25, 2020	January 26, 2019	January 25, 2020	January 26, 2019
Net income	\$ 2,878	\$ 2,822	\$ 5,804	\$ 6,371
Available-for-sale investments:				
Change in net unrealized gains and losses, net of tax benefit (expense) of \$(15) and \$(29) for the second quarter and first six months of fiscal 2020, respectively, and \$(12) and \$1 for the corresponding periods of fiscal 2019, respectively	66	82	139	87
Net (gains) losses reclassified into earnings, net of tax (benefit) expense of \$7 and \$12 for the second quarter and first six months of fiscal 2020, respectively, and \$(1) for each of the corresponding periods of fiscal 2019, respectively	(4)	4	(9)	10
	62	86	130	97
Cash flow hedging instruments:				
Change in unrealized gains and losses, net of tax benefit (expense) of \$0 and \$1 for the second quarter and first six months of fiscal 2020, respectively, and \$1 and \$2 for the corresponding periods of fiscal 2019, respectively	1	(4)	1	(7)
Net (gains) losses reclassified into earnings, net of tax (benefit) expense of \$0 for each of the respective periods	2	(1)	2	(1)
	3	(5)	3	(8)
Net change in cumulative translation adjustment and actuarial gains and losses net of tax benefit (expense) of \$(1) for each of the second quarter and first six months of fiscal 2020, respectively, and \$0 and \$(1) for the corresponding periods of fiscal 2019, respectively	50	27	(41)	(182)
Other comprehensive income (loss)	115	108	92	(93)
Comprehensive income	\$ 2,993	\$ 2,930	\$ 5,896	\$ 6,278

See Notes to Consolidated Financial Statements.

CISCO SYSTEMS, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in millions)
(Unaudited)

	Six Months Ended	
	January 25, 2020	January 26, 2019
Cash flows from operating activities:		
Net income	\$ 5,804	\$ 6,371
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation, amortization, and other	918	952
Share-based compensation expense	779	792
Provision for receivables	46	30
Deferred income taxes	128	(257)
(Gains) losses on divestitures, investments and other, net	(162)	(77)
Change in operating assets and liabilities, net of effects of acquisitions and divestitures:		
Accounts receivable	1,084	1,613
Inventories	25	(203)
Financing receivables	408	161
Other assets	130	(652)
Accounts payable	(126)	(296)
Income taxes, net	(1,007)	(830)
Accrued compensation	(521)	(339)
Deferred revenue	236	207
Other liabilities	(355)	88
Net cash provided by operating activities	7,387	7,560
Cash flows from investing activities:		
Purchases of investments	(4,250)	(677)
Proceeds from sales of investments	3,410	3,055
Proceeds from maturities of investments	4,044	6,263
Acquisitions and divestitures	(163)	(1,599)
Purchases of investments in privately held companies	(97)	(68)
Return of investments in privately held companies	91	43
Acquisition of property and equipment	(391)	(473)
Proceeds from sales of property and equipment	131	10
Other	(10)	(12)
Net cash provided by investing activities	2,765	6,542
Cash flows from financing activities:		
Issuances of common stock	334	312
Repurchases of common stock—repurchase program	(1,648)	(10,062)
Shares repurchased for tax withholdings on vesting of restricted stock units	(437)	(514)
Short-term borrowings, original maturities of 90 days or less, net	(3,470)	—
Repayments of debt	(5,220)	—
Dividends paid	(2,972)	(2,970)
Other	(12)	18
Net cash used in financing activities	(13,425)	(13,216)
Net (decrease) increase in cash, cash equivalents, and restricted cash	(3,273)	886
Cash, cash equivalents, and restricted cash, beginning of period	11,772	8,993
Cash, cash equivalents, and restricted cash, end of period	\$ 8,499	\$ 9,879
Supplemental cash flow information:		
Cash paid for interest	\$ 349	\$ 425
Cash paid for income taxes, net	\$ 2,295	\$ 1,968

CISCO SYSTEMS, INC.
CONSOLIDATED STATEMENTS OF EQUITY
(in millions, except per-share amounts)
(Unaudited)

<u>Three Months Ended January 25, 2020</u>	Shares of Common Stock	Common Stock and Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss)	Total Equity
BALANCE AT OCTOBER 26, 2019	4,241	\$ 40,321	\$ (5,083)	\$ (815)	\$ 34,423
Net income			2,878		2,878
Other comprehensive income				115	115
Issuance of common stock	23	332			332
Repurchase of common stock	(18)	(177)	(693)		(870)
Shares repurchased for tax withholdings on vesting of restricted stock units	(5)	(243)			(243)
Cash dividends declared (\$0.35 per common share)			(1,486)		(1,486)
Share-based compensation		384			384
BALANCE AT JANUARY 25, 2020	4,241	\$ 40,617	\$ (4,384)	\$ (700)	\$ 35,533

<u>Six Months Ended January 25, 2020</u>	Shares of Common Stock	Common Stock and Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss)	Total Equity
BALANCE AT JULY 27, 2019	4,250	\$ 40,266	\$ (5,903)	\$ (792)	\$ 33,571
Net income			5,804		5,804
Other comprehensive income				92	92
Issuance of common stock	34	334			334
Repurchase of common stock	(34)	(325)	(1,313)		(1,638)
Shares repurchased for tax withholdings on vesting of restricted stock units	(9)	(437)			(437)
Cash dividends declared (\$0.70 per common share)			(2,972)		(2,972)
Share-based compensation		779			779
BALANCE AT JANUARY 25, 2020	4,241	\$ 40,617	\$ (4,384)	\$ (700)	\$ 35,533

CISCO SYSTEMS, INC.
CONSOLIDATED STATEMENTS OF EQUITY
(in millions, except per-share amounts)
(Unaudited)

<u>Three Months Ended January 26, 2019</u>	Shares of Common Stock	Common Stock and Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total Equity
BALANCE AT OCTOBER 27, 2018	4,517	\$ 41,897	\$ 3,169	\$ (1,218)	\$ 43,848
Net income			2,822		2,822
Other comprehensive income				108	108
Issuance of common stock	22	304			304
Repurchase of common stock	(111)	(1,033)	(3,983)		(5,016)
Shares repurchased for tax withholdings on vesting of restricted stock units	(4)	(196)			(196)
Cash dividends declared (\$0.33 per common share)			(1,470)		(1,470)
Share-based compensation		389			389
BALANCE AT JANUARY 26, 2019	4,424	\$ 41,361	\$ 538	\$ (1,110)	\$ 40,789

<u>Six Months Ended January 26, 2019</u>	Shares of Common Stock	Common Stock and Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total Equity
BALANCE AT JULY 28, 2018	4,614	\$ 42,820	\$ 1,233	\$ (849)	\$ 43,204
Net income			6,371		6,371
Other comprehensive loss				(93)	(93)
Issuance of common stock	41	312			312
Repurchase of common stock	(220)	(2,049)	(7,993)		(10,042)
Shares repurchased for tax withholdings on vesting of restricted stock units	(11)	(514)			(514)
Cash dividends declared (\$0.66 per common share)			(2,970)		(2,970)
Effect of adoption of accounting standards			3,897	(168)	3,729
Share-based compensation		792			792
BALANCE AT JANUARY 26, 2019	4,424	\$ 41,361	\$ 538	\$ (1,110)	\$ 40,789

See Notes to Consolidated Financial Statements.

CISCO SYSTEMS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. Basis of Presentation

The fiscal year for Cisco Systems, Inc. (the “Company,” “Cisco,” “we,” “us,” or “our”) is the 52 or 53 weeks ending on the last Saturday in July. Fiscal 2020 and fiscal 2019 are each 52-week fiscal years. The Consolidated Financial Statements include our accounts and those of our subsidiaries. All intercompany accounts and transactions have been eliminated. We conduct business globally and are primarily managed on a geographic basis in the following three geographic segments: the Americas; Europe, Middle East, and Africa (EMEA); and Asia Pacific, Japan, and China (APJC).

We have prepared the accompanying financial data as of January 25, 2020 and for the second quarter and first six months of fiscal 2020 and 2019, without audit, pursuant to the rules and regulations of the U.S. Securities and Exchange Commission (“SEC”). Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles in the United States (“GAAP”) have been condensed or omitted pursuant to such rules and regulations. The July 27, 2019 Consolidated Balance Sheet was derived from audited financial statements, but does not include all disclosures required by accounting principles generally accepted in the United States. However, we believe that the disclosures are adequate to make the information presented not misleading. These Consolidated Financial Statements should be read in conjunction with the Consolidated Financial Statements and the notes thereto included in our Annual Report on Form 10-K for the fiscal year ended July 27, 2019.

Our consolidated financial statements include our accounts and entities consolidated under the variable interest and voting models. The noncontrolling interests attributed to these investments, if any, are presented as a separate component from our equity in the equity section of the Consolidated Balance Sheets. The share of earnings attributable to the noncontrolling interests are not presented separately in the Consolidated Statements of Operations as these amounts are not material for any of the fiscal periods presented.

In the opinion of management, all normal recurring adjustments necessary to present fairly the consolidated balance sheet as of January 25, 2020, the results of operations, the statements of comprehensive income (loss) and the statements of equity for the second quarter and first six months of fiscal 2020 and 2019; and the statements of cash flows for the first six months of fiscal 2020 and 2019, as applicable, have been made. The results of operations for the second quarter and first six months of fiscal 2020 are not necessarily indicative of the operating results for the full fiscal year or any future periods.

Certain reclassifications have been made to the amounts in prior periods in order to conform to the current period’s presentation. We have evaluated subsequent events through the date that the financial statements were issued.

2. Recent Accounting Pronouncements

(a) New Accounting Updates Recently Adopted

Leases In February 2016, the Financial Accounting Standards Board (FASB) issued Accounting Standards Codification (ASC) 842, *Leases*, a new standard requiring lessees to recognize operating and finance lease liabilities on the balance sheet, as well as corresponding right-of-use (ROU) assets. This standard also made some changes to lessor accounting and aligns key aspects of the lessor accounting model with the revenue recognition standard. In addition, new disclosures are required to enable users of financial statements to assess the amount, timing, and uncertainty of cash flows arising from leases. ASC 842 requires adoption using the modified retrospective approach, with the option of applying the requirements of the standard either i) retrospectively to each prior comparative reporting period presented, or ii) retrospectively at the beginning of the period of adoption. We adopted this standard at the beginning of our first quarter of fiscal 2020 and applied it at the beginning of the period of adoption and did not restate prior periods. We adopted ASC 842 on July 28, 2019 which resulted in the recognition of \$1.2 billion of operating lease ROU assets included in other assets and \$1.2 billion of operating lease liabilities included in other current liabilities and other long-term liabilities. There were no transition adjustments recorded from the adoption of ASC 842 as a lessor.

We have elected to apply the package of practical expedients permitted under the transition guidance within ASC 842 which does not require reassessment of initial direct costs, classification of a lease and definition of a lease. We also elected additional practical expedients which resulted in: i) allowing us not to reassess the accounting treatment for existing or expired land easements in transition; ii) combining lease and non-lease components and iii) not recording leases with an initial term of less than 12 months on our Consolidated Balance Sheet.

CISCO SYSTEMS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

As a lessee, we determine if an arrangement is a lease at commencement. Our ROU lease assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments related to the lease. Operating lease ROU assets and liabilities are recognized at the commencement date based on the present value of lease payments over the lease term. We use incremental borrowing rates based on information available at the commencement date to determine the present value of our lease payments.

As a lessor, we determine if an arrangement is a lease at inception. We provide leasing arrangements for our equipment to certain qualified customers. Our lease portfolio primarily consists of sales-type leases. We allocate the consideration in a bundled contract with our customers based on relative standalone selling prices of our lease and non-lease components. The residual value on our leased equipment is determined at the inception of the lease based on an analysis of estimates of the value of equipment, market factors and historical customer behavior. Residual value estimates are reviewed on a periodic basis and other-than-temporary declines are expensed in the period they occur. Our leases generally provide an end-of-term option for the customer to extend the lease under mutually-agreed terms, return the leased equipment, or purchase the equipment for either the then-market value of the equipment or a pre-determined purchase price. If a customer chooses to terminate their lease prior to the original end of term date, the customer is required to pay all remaining lease payments in full.

For additional information, see Note 8.

(b) Recent Accounting Standards or Updates Not Yet Effective

Credit Losses of Financial Instruments In June 2016, the FASB issued an accounting standard update that requires measurement and recognition of expected credit losses for financial assets held based on historical experience, current conditions, and reasonable and supportable forecasts that affect the collectibility of the reported amount. The accounting standard update will be effective for us beginning in the first quarter of fiscal 2021 on a modified retrospective basis. We are currently evaluating the impact of this accounting standard update on our Consolidated Financial Statements.

3. Revenue

We enter into contracts with customers that can include various combinations of products and services which are generally distinct and accounted for as separate performance obligations. As a result, our contracts may contain multiple performance obligations. We determine whether arrangements are distinct based on whether the customer can benefit from the product or service on its own or together with other resources that are readily available and whether our commitment to transfer the product or service to the customer is separately identifiable from other obligations in the contract. We classify our hardware, perpetual software licenses, and software-as-a-service (SaaS) as distinct performance obligations. Term software licenses represent multiple obligations, which include software licenses and software maintenance. In transactions where we deliver hardware or software, we are typically the principal and we record revenue and costs of goods sold on a gross basis. We refer to our term software licenses, security software licenses, SaaS, and associated service arrangements as subscription offers.

We recognize revenue upon transfer of control of promised goods or services in a contract with a customer in an amount that reflects the consideration we expect to receive in exchange for those products or services. Transfer of control occurs once the customer has the contractual right to use the product, generally upon shipment or once title and risk of loss has transferred to the customer. Transfer of control can also occur over time for software maintenance and services as the customer receives the benefit over the contract term. Our hardware and perpetual software licenses are distinct performance obligations where revenue is recognized upfront upon transfer of control. Term software licenses include multiple performance obligations where the term licenses are recognized upfront upon transfer of control, with the associated software maintenance revenue recognized ratably over the contract term as services and software updates are provided. SaaS arrangements do not include the right for the customer to take possession of the software during the term, and therefore have one distinct performance obligation which is satisfied over time with revenue recognized ratably over the contract term as the customer consumes the services. On our product sales, we record consideration from shipping and handling on a gross basis within net product sales. We record our revenue net of any associated sales taxes.

Significant Judgments

Revenue is allocated among these performance obligations in a manner that reflects the consideration that we expect to be entitled to for the promised goods or services based on standalone selling prices (SSP). SSP is estimated for each distinct performance obligation and judgment may be required in their determination. The best evidence of SSP is the observable price of a product or service when we sell the goods separately in similar circumstances and to similar customers. In instances where SSP is not directly observable, we determine SSP using information that may include market conditions and other observable inputs.

We apply judgment in determining the transaction price as we may be required to estimate variable consideration when determining the amount of revenue to recognize. Variable consideration includes contractual potential penalties and various rebate, cooperative

CISCO SYSTEMS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

marketing and other incentive programs that we offer to our distributors, partners and customers. When determining the amount of revenue to recognize, we estimate the expected usage of these programs, applying the expected value or most likely estimate and update the estimate at each reporting period as actual utilization becomes available. We also consider the customers' right of return in determining the transaction price, where applicable.

We assess certain software licenses, such as for security software, that contain critical updates or upgrades which customers can download throughout the contract term. Without these updates or upgrades, the functionality of the software would diminish over a relatively short time period. These updates or upgrades provide the customer the full functionality of the purchased security software licenses and are required to maintain the security license's utility as the risks and threats in the environment are rapidly changing. In these circumstances, the revenue from these software arrangements is recognized as a single performance obligation satisfied over the contract term.

(a) Disaggregation of Revenue

We disaggregate our revenue into groups of similar products and services that depict the nature, amount, and timing of revenue and cash flows for our various offerings. The sales cycle, contractual obligations, customer requirements, and go-to-market strategies differ for each of our product categories, resulting in different economic risk profiles for each category. The following table presents this disaggregation of revenue (in millions):

	Three Months Ended		Six Months Ended	
	January 25, 2020	January 26, 2019	January 25, 2020	January 26, 2019
Revenue:				
Infrastructure Platforms	\$ 6,528	\$ 7,102	\$ 14,067	\$ 14,724
Applications	1,349	1,465	2,847	2,884
Security	748	684	1,563	1,354
Other Products	46	22	72	200
Total Product	8,671	9,273	18,549	19,163
Services	3,334	3,173	6,615	6,355
Total ⁽¹⁾	\$ 12,005	\$ 12,446	\$ 25,164	\$ 25,518

Amounts may not sum due to rounding.

⁽¹⁾ During the second quarter of fiscal 2019, we completed the divestiture of the Service Provider Video Software Solutions ("SPVSS") business. Total revenue includes SPVSS business revenue of \$168 million for the first six months of fiscal 2019.

Infrastructure Platforms consist of our core networking technologies of switching, routing, wireless, and data center products that are designed to work together to deliver networking capabilities and transport and/or store data. These technologies consist of both hardware and software offerings, including software licenses and SaaS, that help our customers build networks, automate, orchestrate, integrate, and digitize data. We are shifting and expanding more of our business to software and subscriptions across our core networking portfolio. Our hardware and perpetual software in this category are distinct performance obligations where revenue is recognized upfront upon transfer of control. Term software licenses are multiple performance obligations where the term license is recognized upfront upon transfer of control with the associated software maintenance revenue recognized ratably over the contract term. SaaS arrangements in this category have one distinct performance obligation which is satisfied over time with revenue recognized ratably over the contract term.

Applications consists of offerings that utilize the core networking and data center platforms to provide their functions. The products consist primarily of software offerings, including software licenses and SaaS, as well as hardware. Our perpetual software and hardware in this category are distinct performance obligations where revenue is recognized upfront upon transfer of control. Term software licenses are multiple performance obligations where the term license is recognized upfront upon transfer of control with the associated software maintenance revenue recognized ratably over the contract term. SaaS arrangements in this category have one distinct performance obligation which is satisfied over time with revenue recognized ratably over the contract term.

CISCO SYSTEMS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

Security primarily includes our network security, cloud and email security, identity and access management, advanced threat protection, and unified threat management products. These products consist of both hardware and software offerings, including software licenses and SaaS. Updates and upgrades for the term software licenses are critical for our software to perform its intended commercial purpose because of the continuous need for our software to secure our customers' network environments against frequent threats. Therefore, security software licenses are generally represented by a single distinct performance obligation with revenue recognized ratably over the contract term. Our hardware and perpetual software in this category are distinct performance obligations where revenue is recognized upfront upon transfer of control. SaaS arrangements in this category have one distinct performance obligation which is satisfied over time with revenue recognized ratably over the contract term.

Other Products primarily includes our cloud and system management products. These products include both hardware and software licenses. Our offerings in this category are distinct performance obligations where revenue is recognized upfront upon transfer of control.

In addition to our product offerings, we provide a broad range of service and support options for our customers, including technical support services and advanced services. Technical support services represent the majority of these offerings which are distinct performance obligations that are satisfied over time with revenue recognized ratably over the contract term. Advanced services are distinct performance obligations that are satisfied over time with revenue recognized as services are delivered.

The sales arrangements as discussed above are typically made pursuant to customer purchase orders based on master purchase or partner agreements. Cash is received based on our standard payment terms which is typically 30 days. We provide financing arrangements to customers for all of our hardware, software and service offerings. Refer to Note 9 for additional information. For these arrangements, cash is typically received over time.

(b) Contract Balances

Accounts receivable, net was \$4.3 billion as of January 25, 2020 compared to \$5.5 billion as of July 27, 2019, as reported on the Consolidated Balance Sheet.

Contract assets consist of unbilled receivables and are recorded when revenue is recognized in advance of scheduled billings to our customers. These amounts are primarily related to software and service arrangements where transfer of control has occurred but we have not yet invoiced. As of January 25, 2020 and July 27, 2019, our contract assets for these unbilled receivables were \$966 million and \$860 million, respectively, and were included in other current assets and other assets.

Contract liabilities consist of deferred revenue. Deferred revenue was \$18.7 billion as of January 25, 2020 compared to \$18.5 billion as of July 27, 2019. We recognized approximately \$2.9 billion and \$6.6 billion of revenue during the second quarter and first six months of fiscal 2020, respectively, that was included in the deferred revenue balance at July 27, 2019.

(c) Remaining Performance Obligations

Remaining Performance Obligations (RPO) are comprised of deferred revenue plus unbilled contract revenue. As of January 25, 2020, the aggregate amount of RPO was \$24.9 billion, comprised of \$18.7 billion of deferred revenue and \$6.2 billion of unbilled contract revenue. We expect approximately 55% of this amount to be recognized as revenue over the next year. As of July 27, 2019, the aggregate amount of RPO was \$25.3 billion, comprised of \$18.5 billion of deferred revenue and \$6.8 billion of unbilled contract revenue. Unbilled contract revenue represents noncancelable contracts for which we have not invoiced, have an obligation to perform, and revenue has not yet been recognized in the financial statements.

(d) Capitalized Contract Acquisition Costs

We capitalize direct and incremental costs incurred to acquire contracts, primarily sales commissions, for which the associated revenue is expected to be recognized in future periods. We incur these costs in connection with both initial contracts and renewals. These costs are initially deferred and typically amortized over the term of the customer contract which corresponds to the period of benefit. Deferred sales commissions were \$708 million and \$750 million as of January 25, 2020 and July 27, 2019, respectively, and were included in other current assets and other assets. The amortization expense associated with these costs was \$122 million and \$238 million for the second quarter and first six months of fiscal 2020, respectively, and \$100 million and \$212 million for the corresponding periods of fiscal 2019, respectively, and was included in sales and marketing expenses.

CISCO SYSTEMS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

4. Acquisitions and Divestitures

We completed four acquisitions during the first six months of fiscal 2020. A summary of the allocation of the total purchase consideration is presented as follows (in millions):

	Purchase Consideration	Net Tangible Assets Acquired (Liabilities Assumed)	Purchased Intangible Assets	Goodwill
Total acquisitions (four in total)	\$ 182	\$ (9)	\$ 108	\$ 83

The total purchase consideration related to acquisitions completed during the first six months of fiscal 2020 consisted of cash consideration. The total cash and cash equivalents acquired from these acquisitions was approximately \$10 million. Total transaction costs related to acquisition and divestiture activities were \$9 million and \$11 million for the first six months of fiscal 2020 and 2019, respectively. These transaction costs were expensed as incurred in general and administrative expenses (“G&A”) in the Consolidated Statements of Operations.

The goodwill generated from acquisitions completed during the first six months of fiscal 2020 is primarily related to expected synergies. The goodwill is generally not deductible for income tax purposes.

The Consolidated Financial Statements include the operating results of each acquisition from the date of acquisition. Pro forma results of operations and the revenue and net income subsequent to the acquisition date for the acquisitions completed during the first six months of fiscal 2020 have not been presented because the effects of the acquisitions, individually and in the aggregate, were not material to our financial results.

Divestiture of Service Provider Video Software Solutions Business On October 28, 2018, we completed the sale of the Service Provider Video Software Solutions business. We recognized an immaterial gain from this transaction in fiscal 2019.

Pending Acquisition of Acacia Communications On July 9, 2019, we announced our intent to acquire Acacia Communications, Inc. (“Acacia”), a public fabless semiconductor company that develops, manufactures and sells high-speed coherent optical interconnect products that are designed to transform communications networks through improvements in performance, capacity and cost.

Under the terms of the agreement, we have agreed to pay total consideration of approximately \$2.6 billion, net of cash and marketable securities, to acquire Acacia. The acquisition is expected to close during the second half of fiscal 2020, subject to customary closing conditions and regulatory approvals. Upon close of the acquisition, revenue from Acacia will be included in our Infrastructure Platforms product category.

5. Goodwill and Purchased Intangible Assets

(a) Goodwill

The following table presents the goodwill allocated to our reportable segments as of January 25, 2020 and during the first six months of fiscal 2020 (in millions):

	Balance at July 27, 2019	Acquisitions	Other	Balance at January 25, 2020
Americas	\$ 21,120	\$ 62	\$ 1	\$ 21,183
EMEA	7,977	17	—	7,994
APJC	4,432	4	(1)	4,435
Total	\$ 33,529	\$ 83	\$ —	\$ 33,612

“Other” in the table above primarily consists of foreign currency translation as well as immaterial purchase accounting adjustments.

CISCO SYSTEMS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

(b) Purchased Intangible Assets

The following table presents details of our intangible assets acquired through acquisitions completed during the first six months of fiscal 2020 (in millions, except years):

	FINITE LIVES						INDEFINITE LIVES	TOTAL
	TECHNOLOGY		CUSTOMER RELATIONSHIPS		OTHER		IPR&D	
	Weighted-Average Useful Life (in Years)	Amount	Weighted-Average Useful Life (in Years)	Amount	Weighted-Average Useful Life (in Years)	Amount	Amount	Amount
Total acquisitions (four in total)	5.0	\$ 108	—	\$ —	—	\$ —	—	\$ 108

The following tables present details of our purchased intangible assets (in millions):

<u>January 25, 2020</u>	Gross	Accumulated Amortization	Net
Purchased intangible assets with finite lives:			
Technology	\$ 3,245	\$ (2,103)	\$ 1,142
Customer relationships	749	(304)	445
Other	34	(23)	11
Total purchased intangible assets with finite lives	4,028	(2,430)	1,598
In-process research and development, with indefinite lives	308	—	308
Total	\$ 4,336	\$ (2,430)	\$ 1,906

<u>July 27, 2019</u>	Gross	Accumulated Amortization	Net
Purchased intangible assets with finite lives:			
Technology	\$ 3,270	\$ (1,933)	\$ 1,337
Customer relationships	840	(331)	509
Other	41	(22)	19
Total purchased intangible assets with finite lives	4,151	(2,286)	1,865
In-process research and development, with indefinite lives	336	—	336
Total	\$ 4,487	\$ (2,286)	\$ 2,201

Purchased intangible assets include intangible assets acquired through acquisitions as well as through direct purchases or licenses.

CISCO SYSTEMS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

The following table presents the amortization of purchased intangible assets, including impairment charges (in millions):

	Three Months Ended		Six Months Ended	
	January 25, 2020	January 26, 2019	January 25, 2020	January 26, 2019
Amortization of purchased intangible assets:				
Cost of sales	\$ 165	\$ 156	\$ 331	\$ 307
Operating expenses	38	39	74	73
Total	<u>\$ 203</u>	<u>\$ 195</u>	<u>\$ 405</u>	<u>\$ 380</u>

The estimated future amortization expense of purchased intangible assets with finite lives as of January 25, 2020 is as follows (in millions):

<u>Fiscal Year</u>	<u>Amount</u>
2020 (remaining six months)	\$ 383
2021	\$ 591
2022	\$ 333
2023	\$ 191
2024	\$ 93
Thereafter	\$ 7

CISCO SYSTEMS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

6. Restructuring and Other Charges

We initiated a restructuring plan during fiscal 2018 (the “Fiscal 2018 Plan”) in order to realign the organization and enable further investment in key priority areas. The aggregate pretax charges related to the Fiscal 2018 Plan were primarily cash-based and consisted of employee severance and other one-time termination benefits, and other associated costs. In connection with the Fiscal 2018 Plan, we incurred charges of \$42 million and \$226 million for the second quarter and first six months of fiscal 2020, respectively, and have incurred cumulative charges of \$656 million. We completed the Fiscal 2018 Plan in the second quarter of fiscal 2020.

The following tables summarize the activities related to the restructuring and other charges (in millions):

	FISCAL 2017 AND PRIOR PLANS		FISCAL 2018 PLAN		Total
	Employee Severance	Other	Employee Severance	Other	
Liability as of July 27, 2019	\$ —	\$ 5	\$ 22	\$ 6	\$ 33
Charges	—	—	209	17	226
Cash payments	—	—	(202)	(1)	(203)
Non-cash items	—	(2)	—	(21)	(23)
Liability as of January 25, 2020	\$ —	\$ 3	\$ 29	\$ 1	\$ 33

	FISCAL 2017 AND PRIOR PLANS		FISCAL 2018 PLAN		Total
	Employee Severance	Other	Employee Severance	Other	
Liability as of July 28, 2018	\$ 41	\$ 13	\$ 19	\$ —	\$ 73
Charges	—	(1)	222	43	264
Cash payments	(31)	(3)	(202)	(1)	(237)
Non-cash items	—	—	—	(42)	(42)
Liability as of January 26, 2019	\$ 10	\$ 9	\$ 39	\$ —	\$ 58

Fiscal 2020 Plan We initiated a restructuring plan in the third quarter of fiscal 2020 (the “Fiscal 2020 Plan”) in order to realign the organization and enable further investment in key priority areas. The total pretax charges are estimated to be approximately \$300 million. These aggregate pretax charges are primarily cash based and consist of employee severance and other one-time termination benefits, and other costs. We expect the Fiscal 2020 Plan to be substantially completed in fiscal 2021.

CISCO SYSTEMS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

7. Balance Sheet Details

The following tables provide details of selected balance sheet items (in millions):

	January 25, 2020	July 27, 2019
Cash and cash equivalents	\$ 8,475	\$ 11,750
Restricted cash included in other current assets	21	21
Restricted cash included in other assets	3	1
Total cash, cash equivalents, and restricted cash	<u>\$ 8,499</u>	<u>\$ 11,772</u>
Inventories:		
Raw materials	\$ 384	\$ 374
Work in process	12	10
Finished goods:		
Deferred cost of sales	59	109
Manufactured finished goods	667	643
Total finished goods	<u>726</u>	<u>752</u>
Service-related spares	212	225
Demonstration systems	19	22
Total	<u>\$ 1,353</u>	<u>\$ 1,383</u>
Property and equipment, net:		
Gross property and equipment:		
Land, buildings, and building and leasehold improvements	\$ 4,438	\$ 4,545
Computer equipment and related software	900	922
Production, engineering, and other equipment	5,196	5,711
Operating lease assets	411	485
Furniture, fixtures and other	392	376
Total gross property and equipment	11,337	12,039
Less: accumulated depreciation and amortization	<u>(8,716)</u>	<u>(9,250)</u>
Total	<u>\$ 2,621</u>	<u>\$ 2,789</u>
Deferred revenue:		
Service	\$ 11,526	\$ 11,709
Product	7,160	6,758
Total	<u>\$ 18,686</u>	<u>\$ 18,467</u>
Reported as:		
Current	\$ 10,638	\$ 10,668
Noncurrent	8,048	7,799
Total	<u>\$ 18,686</u>	<u>\$ 18,467</u>

CISCO SYSTEMS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
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8. Leases

(a) Lessee Arrangements

We lease real estate, information technology (IT) and other equipment and vehicles. We also have arrangements with certain suppliers and contract manufacturers which includes the leasing of dedicated space and equipment costs. Our leases have the option to extend or terminate the lease when it is reasonably certain that we will exercise that option.

Certain of our lease agreements contain variable lease payments. Our variable lease payments can fluctuate depending on the level of activity or the cost of certain services where we have elected to combine lease and non-lease components. While these payments are not included as part of our lease liabilities, they are recognized as variable lease expense in the period they are incurred.

As of January 25, 2020, our operating lease right-of-use assets were \$1.0 billion and were recorded in other assets, and our operating lease liabilities were \$1.1 billion, of which \$380 million was included in other current liabilities and \$698 million was included in other long-term liabilities. The weighted-average lease term was 4.1 years and the weighted-average discount rate was 1.8% as of January 25, 2020.

The components of our lease expenses were as follows (in millions):

	January 25, 2020	
	Three Months Ended	Six Months Ended
Operating lease expense	\$ 101	\$ 214
Short-term lease expense	16	33
Variable lease expense	39	79
Total lease expense	\$ 156	\$ 326

Supplemental information related to our operating leases is as follows:

<u>In millions:</u>	Six Months Ended January 25, 2020
Cash paid for amounts included in the measurement of lease liabilities — operating cash flows	\$ 206
Right-of-use assets obtained in exchange for operating leases liabilities	\$ 77

The maturities of our operating leases (undiscounted) as of January 25, 2020 are as follows (in millions):

<u>Fiscal Year</u>	Amount
2020 (remaining six months)	\$ 204
2021	316
2022	216
2023	166
2024	104
Thereafter	111
Total lease payments	1,117
Less interest	(39)
Total	\$ 1,078

CISCO SYSTEMS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

Prior to the adoption of the new leasing standard, future minimum lease payments under all noncancelable operating leases with an initial term in excess of one year as of July 27, 2019 were as follows (in millions):

Fiscal Year	Amount
2020	\$ 441
2021	299
2022	195
2023	120
2024	70
Thereafter	54
Total	\$ 1,179

(b) Lessor Arrangements

Our leases primarily represent sales-type leases with terms of four years on average. We provide leasing of our equipment and complementary third-party products primarily through our channel partners and distributors, for which the income arising from these leases is recognized through interest income. Interest income for the second quarter and first six months of fiscal 2020 was \$23 million and \$49 million, respectively, and was included in interest income in the Consolidated Statement of Operations. The net investment of our lease receivables is measured at the commencement date as the gross lease receivable, residual value less unearned income and allowance for credit loss. For additional information, see Note 9.

Future minimum lease payments on our lease receivables as of January 25, 2020 are summarized as follows (in millions):

Fiscal Year	Amount
2020 (remaining six months)	\$ 438
2021	882
2022	479
2023	267
2024	123
Thereafter	58
Total	2,247
Less: Present value of lease payments	2,117
Difference between undiscounted cash flows and discounted cash flows	\$ 130

Actual cash collections may differ from the contractual maturities due to early customer buyouts, refinancings, or defaults.

Prior to the adoption of the new leasing standard, future minimum lease payments on our lease receivables as of July 27, 2019 were summarized as follows (in millions):

Fiscal Year	Amount
2020	\$ 1,028
2021	702
2022	399
2023	185
2024	53
Total	\$ 2,367

We provide financing of certain equipment through operating leases, and the amounts are included in property and equipment in the Consolidated Balance Sheets. Amounts relating to equipment on operating lease assets held by Cisco and the associated accumulated depreciation are summarized as follows (in millions):

	January 25, 2020	July 27, 2019
Operating lease assets	\$ 411	\$ 485
Accumulated depreciation	(247)	(306)
Operating lease assets, net	\$ 164	\$ 179

CISCO SYSTEMS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

Our lease income for the second quarter and first six months of fiscal 2020 was \$50 million and \$94 million, respectively, and was included in product revenue in the Consolidated Statement of Operations.

Minimum future rentals on noncancelable operating leases as of January 25, 2020 are summarized as follows (in millions):

Fiscal Year	Amount
2020 (remaining six months)	\$ 61
2021	70
2022	24
2023	4
Total	\$ 159

9. Financing Receivables

(a) Financing Receivables

Financing receivables primarily consist of lease receivables, loan receivables, and financed service contracts. Lease receivables represent sales-type leases resulting from the sale of Cisco's and complementary third-party products and are typically collateralized by a security interest in the underlying assets. Lease receivables consist of arrangements with terms of four years on average. Loan receivables represent financing arrangements related to the sale of our hardware, software, and services, which may include additional funding for other costs associated with network installation and integration of our products and services. Loan receivables have terms of three years on average. Financed service contracts include financing receivables related to technical support and advanced services. Revenue related to the technical support services is typically deferred and included in deferred service revenue and is recognized ratably over the period during which the related services are to be performed, which typically ranges from one to three years.

A summary of our financing receivables is presented as follows (in millions):

January 25, 2020	Lease Receivables	Loan Receivables	Financed Service Contracts	Total
Gross	\$ 2,247	\$ 5,297	\$ 2,182	\$ 9,726
Residual value	133	—	—	133
Unearned income	(130)	—	—	(130)
Allowance for credit loss	(42)	(95)	(8)	(145)
Total, net	\$ 2,208	\$ 5,202	\$ 2,174	\$ 9,584
Reported as:				
Current	\$ 999	\$ 2,496	\$ 1,332	\$ 4,827
Noncurrent	1,209	2,706	842	4,757
Total, net	\$ 2,208	\$ 5,202	\$ 2,174	\$ 9,584
July 27, 2019	Lease Receivables	Loan Receivables	Financed Service Contracts	Total
Gross	\$ 2,367	\$ 5,438	\$ 2,369	\$ 10,174
Residual value	142	—	—	142
Unearned income	(137)	—	—	(137)
Allowance for credit loss	(46)	(71)	(9)	(126)
Total, net	\$ 2,326	\$ 5,367	\$ 2,360	\$ 10,053
Reported as:				
Current	\$ 1,029	\$ 2,653	\$ 1,413	\$ 5,095
Noncurrent	1,297	2,714	947	4,958
Total, net	\$ 2,326	\$ 5,367	\$ 2,360	\$ 10,053

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
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(b) Credit Quality of Financing Receivables

Gross receivables, excluding residual value, less unearned income categorized by our internal credit risk rating as of January 25, 2020 and July 27, 2019 are summarized as follows (in millions):

	INTERNAL CREDIT RISK RATING			
	1 to 4	5 to 6	7 and Higher	Total
<u>January 25, 2020</u>				
Lease receivables	\$ 1,133	\$ 936	\$ 48	\$ 2,117
Loan receivables	3,262	1,855	180	5,297
Financed service contracts	1,256	900	26	2,182
Total	\$ 5,651	\$ 3,691	\$ 254	\$ 9,596
	INTERNAL CREDIT RISK RATING			
	1 to 4	5 to 6	7 and Higher	Total
<u>July 27, 2019</u>				
Lease receivables	\$ 1,204	\$ 991	\$ 35	\$ 2,230
Loan receivables	3,367	1,920	151	5,438
Financed service contracts	1,413	939	17	2,369
Total	\$ 5,984	\$ 3,850	\$ 203	\$ 10,037

We determine the adequacy of our allowance for credit loss by assessing the risks and losses inherent in our financing receivables by portfolio segment. The portfolio segment is based on the types of financing offered by us to our customers, which consist of the following: lease receivables, loan receivables, and financed service contracts.

Our internal credit risk ratings of 1 through 4 correspond to investment-grade ratings, while credit risk ratings of 5 and 6 correspond to non-investment grade ratings. Credit risk ratings of 7 and higher correspond to substandard ratings.

The following tables present the aging analysis of gross receivables, excluding residual value and less unearned income as of January 25, 2020 and July 27, 2019 (in millions):

	DAYS PAST DUE (INCLUDES BILLED AND UNBILLED)				Current	Total	Nonaccrual Financing Receivables	Impaired Financing Receivables
	31-60	61-90	91+	Total Past Due				
<u>January 25, 2020</u>								
Lease receivables	\$ 58	\$ 34	\$ 172	\$ 264	\$ 1,853	\$ 2,117	\$ 22	\$ 22
Loan receivables	129	31	219	379	4,918	5,297	78	78
Financed service contracts	82	45	309	436	1,746	2,182	2	2
Total	\$ 269	\$ 110	\$ 700	\$ 1,079	\$ 8,517	\$ 9,596	\$ 102	\$ 102
	DAYS PAST DUE (INCLUDES BILLED AND UNBILLED)				Current	Total	Nonaccrual Financing Receivables	Impaired Financing Receivables
	31-60	61-90	91+	Total Past Due				
<u>July 27, 2019</u>								
Lease receivables	\$ 101	\$ 42	\$ 291	\$ 434	\$ 1,796	\$ 2,230	\$ 13	\$ 13
Loan receivables	257	67	338	662	4,776	5,438	31	31
Financed service contracts	145	131	271	547	1,822	2,369	3	3
Total	\$ 503	\$ 240	\$ 900	\$ 1,643	\$ 8,394	\$ 10,037	\$ 47	\$ 47

Past due financing receivables are those that are 31 days or more past due according to their contractual payment terms. The data in the preceding tables is presented by contract, and the aging classification of each contract is based on the oldest outstanding receivable, and therefore past due amounts also include unbilled and current receivables within the same contract.

As of January 25, 2020, we had financing receivables of \$201 million, net of unbilled or current receivables, that were greater than 120 days plus past due but remained on accrual status as they are well secured and in the process of collection. Such balance was \$215 million as of July 27, 2019.

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(c) Allowance for Credit Loss Rollforward

The allowances for credit loss and the related financing receivables are summarized as follows (in millions):

Three months ended January 25, 2020

	CREDIT LOSS ALLOWANCES			
	Lease Receivables	Loan Receivables	Financed Service Contracts	Total
Allowance for credit loss as of October 26, 2019	\$ 43	\$ 81	\$ 9	\$ 133
Provisions (benefits)	(1)	15	—	14
Recoveries (write-offs), net	(1)	(1)	—	(2)
Foreign exchange and other	1	—	(1)	—
Allowance for credit loss as of January 25, 2020	<u>\$ 42</u>	<u>\$ 95</u>	<u>\$ 8</u>	<u>\$ 145</u>

Six months ended January 25, 2020

	CREDIT LOSS ALLOWANCES			
	Lease Receivables	Loan Receivables	Financed Service Contracts	Total
Allowance for credit loss as of July 27, 2019	\$ 46	\$ 71	\$ 9	\$ 126
Provisions (benefits)	(4)	42	—	38
Recoveries (write-offs), net	(1)	(17)	—	(18)
Foreign exchange and other	1	(1)	(1)	(1)
Allowance for credit loss as of January 25, 2020	<u>\$ 42</u>	<u>\$ 95</u>	<u>\$ 8</u>	<u>\$ 145</u>

Three months ended January 26, 2019

	CREDIT LOSS ALLOWANCES			
	Lease Receivables	Loan Receivables	Financed Service Contracts	Total
Allowance for credit loss as of October 27, 2018	\$ 131	\$ 60	\$ 8	\$ 199
Provisions (benefits)	(4)	4	1	1
Allowance for credit loss as of January 26, 2019	<u>\$ 127</u>	<u>\$ 64</u>	<u>\$ 9</u>	<u>\$ 200</u>

Six months ended January 26, 2019

	CREDIT LOSS ALLOWANCES			
	Lease Receivables	Loan Receivables	Financed Service Contracts	Total
Allowance for credit loss as of July 28, 2018	\$ 135	\$ 60	\$ 10	\$ 205
Provisions (benefits)	(7)	4	(1)	(4)
Foreign exchange and other	(1)	—	—	(1)
Allowance for credit loss as of January 26, 2019	<u>\$ 127</u>	<u>\$ 64</u>	<u>\$ 9</u>	<u>\$ 200</u>

We assess the allowance for credit loss related to financing receivables on either an individual or a collective basis. We consider various factors in evaluating lease and loan receivables and the earned portion of financed service contracts for possible impairment on an individual basis. These factors include our historical experience, credit quality and age of the receivable balances, and economic conditions that may affect a customer's ability to pay. When the evaluation indicates that it is probable that all amounts due pursuant to the contractual terms of the financing agreement, including scheduled interest payments, are unable to be collected, the financing receivable is considered impaired. All such outstanding amounts, including any accrued interest, will be assessed and fully reserved at the customer level. Our internal credit risk ratings are categorized as 1 through 10, with the lowest credit risk rating representing the highest quality financing receivables.

Typically, we also consider receivables with a risk rating of 8 or higher to be impaired and will include them in the individual assessment for allowance. These balances, as of January 25, 2020 and July 27, 2019, are presented under "(b) Credit Quality of Financing Receivables" above.

We evaluate the remainder of our financing receivables portfolio for impairment on a collective basis and record an allowance for credit loss at the portfolio segment level. When evaluating the financing receivables on a collective basis, we use expected default

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frequency rates published by a major third-party credit-rating agency as well as our own historical loss rate in the event of default, while also systematically giving effect to economic conditions, concentration of risk, and correlation.

10. Available-for-Sale Debt Investments and Equity Investments

The following table summarizes our available-for-sale debt investments and equity investments (in millions):

	January 25, 2020	July 27, 2019
Available-for-sale debt investments	\$ 18,587	\$ 21,660
Marketable equity securities	—	3
Total investments	18,587	21,663
Non-marketable equity securities included in other assets	1,155	1,113
Equity method investments included in other assets	61	87
Total	\$ 19,803	\$ 22,863

(a) Summary of Available-for-Sale Debt Investments

The following tables summarize our available-for-sale debt investments (in millions):

January 25, 2020	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. government securities	\$ 2,218	\$ 13	\$ —	\$ 2,231
U.S. government agency securities	20	—	—	20
Corporate debt securities	13,405	196	(4)	13,597
U.S. agency mortgage-backed securities	1,612	14	(3)	1,623
Commercial paper	1,052	—	—	1,052
Certificates of deposit	64	—	—	64
Total ⁽¹⁾	\$ 18,371	\$ 223	\$ (7)	\$ 18,587

July 27, 2019	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. government securities	\$ 808	\$ 1	\$ (1)	\$ 808
U.S. government agency securities	169	—	—	169
Corporate debt securities	19,188	103	(29)	19,262
U.S. agency mortgage-backed securities	1,425	7	(11)	1,421
Total	\$ 21,590	\$ 111	\$ (41)	\$ 21,660

⁽¹⁾ Net unsettled investment sales were \$13 million as of January 25, 2020 and were included in other current assets.

The following table presents the gross realized gains and gross realized losses related to available-for-sale debt investments (in millions):

	Three Months Ended		Six Months Ended	
	January 25, 2020	January 26, 2019	January 25, 2020	January 26, 2019
Gross realized gains	\$ 13	\$ 1	\$ 25	\$ 3
Gross realized losses	(2)	(6)	(4)	(14)
Total	\$ 11	\$ (5)	\$ 21	\$ (11)

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The following tables present the breakdown of the available-for-sale debt investments with gross unrealized losses and the duration that those losses had been unrealized at January 25, 2020 and July 27, 2019 (in millions):

	UNREALIZED LOSSES LESS THAN 12 MONTHS		UNREALIZED LOSSES 12 MONTHS OR GREATER		TOTAL	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
<u>January 25, 2020</u>						
U.S. government securities	\$ 44	\$ —	\$ 20	\$ —	\$ 64	\$ —
U.S. government agency securities	—	—	3	—	3	—
Corporate debt securities	260	(1)	439	(3)	699	(4)
U.S. agency mortgage-backed securities	56	—	374	(3)	430	(3)
Commercial paper	51	—	—	—	51	—
Certificates of deposit	36	—	—	—	36	—
Total	\$ 447	\$ (1)	\$ 836	\$ (6)	\$ 1,283	\$ (7)
	UNREALIZED LOSSES LESS THAN 12 MONTHS		UNREALIZED LOSSES 12 MONTHS OR GREATER		TOTAL	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
<u>July 27, 2019</u>						
U.S. government securities	\$ 204	\$ —	\$ 488	\$ (1)	\$ 692	\$ (1)
U.S. government agency securities	—	—	169	—	169	—
Corporate debt securities	2,362	(4)	5,271	(25)	7,633	(29)
U.S. agency mortgage-backed securities	123	—	847	(11)	970	(11)
Total	\$ 2,689	\$ (4)	\$ 6,775	\$ (37)	\$ 9,464	\$ (41)

For available-for-sale debt investments that were in an unrealized loss position as of January 25, 2020, we have determined that no other-than-temporary impairments were required to be recognized.

The following table summarizes the maturities of our available-for-sale debt investments as of January 25, 2020 (in millions):

	Amortized Cost	Fair Value
Within 1 year	\$ 5,704	\$ 5,717
After 1 year through 5 years	8,898	8,995
After 5 years through 10 years	2,150	2,245
After 10 years	7	7
Mortgage-backed securities with no single maturity	1,612	1,623
Total	\$ 18,371	\$ 18,587

Actual maturities may differ from the contractual maturities because borrowers may have the right to call or prepay certain obligations.

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(b) Summary of Equity Investments

Gains and losses recognized on our marketable and non-marketable equity securities are summarized below (in millions):

	Three Months Ended		Six Months Ended	
	January 25, 2020	January 26, 2019	January 25, 2020	January 26, 2019
Net gains and losses recognized during the period on equity investments	\$ 71	\$ 67	\$ 78	\$ 75
Less: Net gains and losses recognized on equity investments sold	(68)	5	(75)	(7)
Net unrealized gains and losses recognized during reporting period on equity securities still held at the reporting date	\$ 3	\$ 72	\$ 3	\$ 68

We recorded adjustments to the carrying value of our non-marketable equity securities measured using the measurement alternative as follows (in millions):

	Three Months Ended		Six Months Ended	
	January 25, 2020	January 26, 2019	January 25, 2020	January 26, 2019
Adjustments to non-marketable equity securities measured using the measurement alternative:				
Upward adjustments	\$ 11	\$ 14	\$ 12	\$ 24
Downward adjustments, including impairments	(8)	(2)	(9)	(18)
Net adjustments	\$ 3	\$ 12	\$ 3	\$ 6

As of January 25, 2020 and July 27, 2019, we held equity interests in certain private equity funds of \$0.7 billion and \$0.6 billion, respectively, which are accounted for under the NAV practical expedient.

(c) Variable Interest Entities

In the ordinary course of business, we have investments in privately held companies and provide financing to certain customers. These privately held companies and customers are evaluated for consolidation under the variable interest or voting interest entity models. We evaluate on an ongoing basis our investments in these privately held companies and our customer financings, and have determined that as of January 25, 2020, except as disclosed herein, there were no significant variable interest or voting interest entities required to be consolidated in our Consolidated Financial Statements.

As of January 25, 2020, the carrying value of investments in privately held companies was \$1.2 billion. \$669 million of such investments are considered to be in variable interest entities which are unconsolidated. We have total funding commitments of \$291 million related to these privately held investments, some of which are based on the achievement of certain agreed-upon milestones, and some of which are required to be funded on demand. The carrying value of these investments and the additional funding commitments collectively represent our maximum exposure related to these privately held investments.

11. Fair Value

Fair value is defined as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required or permitted to be either recorded or disclosed at fair value, we consider the principal or most advantageous market in which we would transact, and we also consider assumptions that market participants would use when pricing the asset or liability.

(a) Fair Value Hierarchy

The accounting guidance for fair value measurement requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The fair value hierarchy is as follows:

Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

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Level 2 applies to assets or liabilities for which there are inputs other than quoted prices that are observable for the asset or liability, such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.

Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

(b) Assets and Liabilities Measured at Fair Value on a Recurring Basis

Assets and liabilities measured at fair value on a recurring basis were as follows (in millions):

	JANUARY 25, 2020 FAIR VALUE MEASUREMENTS			JULY 27, 2019 FAIR VALUE MEASUREMENTS		
	Level 1	Level 2	Total Balance	Level 1	Level 2	Total Balance
Assets:						
Cash equivalents:						
Money market funds	\$ 6,556	\$ —	\$ 6,556	\$ 10,083	\$ —	\$ 10,083
Commercial paper	—	216	216	—	—	—
Certificates of deposit	—	18	18	—	—	—
Available-for-sale debt investments:						
U.S. government securities	—	2,231	2,231	—	808	808
U.S. government agency securities	—	20	20	—	169	169
Corporate debt securities	—	13,597	13,597	—	19,262	19,262
U.S. agency mortgage-backed securities	—	1,623	1,623	—	1,421	1,421
Commercial paper	—	1,052	1,052	—	—	—
Certificates of deposit	—	64	64	—	—	—
Equity investments:						
Marketable equity securities	—	—	—	3	—	3
Derivative assets	—	103	103	—	89	89
Total	\$ 6,556	\$ 18,924	\$ 25,480	\$ 10,086	\$ 21,749	\$ 31,835
Liabilities:						
Derivative liabilities	\$ —	\$ 15	\$ 15	\$ —	\$ 15	\$ 15
Total	\$ —	\$ 15	\$ 15	\$ —	\$ 15	\$ 15

Level 1 marketable equity securities are determined by using quoted prices in active markets for identical assets. Level 2 available-for-sale debt investments are priced using quoted market prices for similar instruments or nonbinding market prices that are corroborated by observable market data. We use inputs such as actual trade data, benchmark yields, broker/dealer quotes, and other similar data, which are obtained from quoted market prices, independent pricing vendors, or other sources, to determine the ultimate fair value of these assets and liabilities. We use such pricing data as the primary input to make our assessments and determinations as to the ultimate valuation of our investment portfolio and have not made, during the periods presented, any material adjustments to such inputs. We are ultimately responsible for the financial statements and underlying estimates. Our derivative instruments are primarily classified as Level 2, as they are not actively traded and are valued using pricing models that use observable market inputs. We did not have any transfers between Level 1 and Level 2 fair value measurements during the periods presented.

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(c) Assets Measured at Fair Value on a Nonrecurring Basis

The following table presents gains and losses on assets that were measured at fair value on a nonrecurring basis (in millions):

	TOTAL GAINS (LOSSES) FOR THE THREE MONTHS ENDED		TOTAL GAINS (LOSSES) FOR THE SIX MONTHS ENDED	
	January 25, 2020	January 26, 2019	January 25, 2020	January 26, 2019
Non-marketable equity securities and equity method investments	\$ (11)	\$ 12	\$ (32)	\$ 6
Purchased intangible assets (impaired)	(3)	—	(3)	—
Total gains (losses) for nonrecurring measurements	\$ (14)	\$ 12	\$ (35)	\$ 6

These assets were measured at fair value due to events or circumstances we identified as having significant impact on their fair value during the respective periods. The carrying value of our non-marketable equity securities recorded to fair value on a non-recurring basis is adjusted for observable transactions for identical or similar investments of the same issuer or impairment. These securities are classified as Level 3 in the fair value hierarchy because we estimate the value based on valuation methods using the observable transaction price at the transaction date and other unobservable inputs such as volatility, rights, and obligations of the securities we hold.

The fair value for purchased intangible assets measured at fair value on a nonrecurring basis was categorized as Level 3 due to the use of significant unobservable inputs in the valuation. Significant unobservable inputs that were used included expected revenues and net income related to the assets and the expected life of the assets. The difference between the estimated fair value and the carrying value of the assets was recorded as an impairment charge, which was included in product cost of sales and operating expenses as applicable. See Note 5. The remaining carrying value of the specific purchased intangible assets that were impaired was zero as of January 25, 2020.

(d) Other Fair Value Disclosures

The fair value of short-term loan receivables and financed service contracts approximates their carrying value due to their short duration. The aggregate carrying value of long-term loan receivables and financed service contracts as of January 25, 2020 and July 27, 2019 was \$3.5 billion and \$3.7 billion, respectively. The estimated fair value of long-term loan receivables and financed service contracts approximates their carrying value. We use significant unobservable inputs in determining discounted cash flows to estimate the fair value of our long-term loan receivables and financed service contracts, and therefore they are categorized as Level 3.

As of January 25, 2020, the estimated fair value of our short-term debt approximates its carrying value due to the short maturities. As of January 25, 2020, the fair value of our senior notes and other long-term debt was \$18.0 billion with a carrying amount of \$16.0 billion. This compares to a fair value of \$22.1 billion and a carrying amount of \$20.5 billion as of July 27, 2019. The fair value of the senior notes and other long-term debt was determined based on observable market prices in a less active market and was categorized as Level 2 in the fair value hierarchy.

12. Borrowings

(a) Short-Term Debt

The following table summarizes our short-term debt (in millions, except percentages):

	January 25, 2020		July 27, 2019	
	Amount	Effective Rate	Amount	Effective Rate
Current portion of long-term debt	\$ 1,499	2.54%	\$ 5,998	3.20%
Commercial paper	—	—	4,193	2.34%
Total short-term debt	\$ 1,499		\$ 10,191	

We have a short-term debt financing program of up to \$10.0 billion through the issuance of commercial paper notes. We use the proceeds from the issuance of commercial paper notes for general corporate purposes.

The effective rates for the short- and long-term debt include the interest on the notes, the accretion of the discount, the issuance costs, and, if applicable, adjustments related to hedging.

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(b) Long-Term Debt

The following table summarizes our long-term debt (in millions, except percentages):

	Maturity Date	January 25, 2020		July 27, 2019	
		Amount	Effective Rate	Amount	Effective Rate
Senior notes:					
Floating-rate notes:					
Three-month LIBOR plus 0.34%	September 20, 2019	\$ —	—	\$ 500	2.77%
Fixed-rate notes:					
1.40%	September 20, 2019	—	—	1,500	1.48%
4.45%	January 15, 2020	—	—	2,500	4.72%
2.45%	June 15, 2020	1,500	2.54%	1,500	2.54%
2.20%	February 28, 2021	2,500	2.30%	2,500	2.30%
2.90%	March 4, 2021	500	2.51%	500	3.14%
1.85%	September 20, 2021	2,000	1.90%	2,000	1.90%
3.00%	June 15, 2022	500	2.71%	500	3.36%
2.60%	February 28, 2023	500	2.68%	500	2.68%
2.20%	September 20, 2023	750	2.27%	750	2.27%
3.625%	March 4, 2024	1,000	2.63%	1,000	3.25%
3.50%	June 15, 2025	500	2.88%	500	3.52%
2.95%	February 28, 2026	750	3.01%	750	3.01%
2.50%	September 20, 2026	1,500	2.55%	1,500	2.55%
5.90%	February 15, 2039	2,000	6.11%	2,000	6.11%
5.50%	January 15, 2040	2,000	5.67%	2,000	5.67%
Total		16,000		20,500	
Unaccreted discount/issuance costs		(94)		(100)	
Hedge accounting fair value adjustments		87		73	
Total		\$ 15,993		\$ 20,473	
Reported as:					
Current portion of long-term debt		\$ 1,499		\$ 5,998	
Long-term debt		14,494		14,475	
Total		\$ 15,993		\$ 20,473	

We entered into interest rate swaps in prior periods with an aggregate notional amount of \$2.5 billion designated as fair value hedges of certain of our fixed-rate senior notes. These swaps convert the fixed interest rates of the fixed-rate notes to floating interest rates based on the London InterBank Offered Rate (“LIBOR”). The gains and losses related to changes in the fair value of the interest rate swaps substantially offset changes in the fair value of the hedged portion of the underlying debt that are attributable to the changes in market interest rates. For additional information, see Note 13.

Interest is payable semiannually on each class of the senior fixed-rate notes. Each of the senior fixed-rate notes is redeemable by us at any time, subject to a make-whole premium. The senior notes rank at par with the commercial paper notes that may be issued in the future pursuant to our short-term debt financing program, as discussed above under “(a) Short-Term Debt.” As of January 25, 2020, we were in compliance with all debt covenants.

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As of January 25, 2020, future principal payments for long-term debt, including the current portion, are summarized as follows (in millions):

Fiscal Year	Amount
2020 (remaining six months)	\$ 1,500
2021	3,000
2022	2,500
2023	500
2024	1,750
Thereafter	6,750
Total	\$ 16,000

(c) Credit Facility

On May 15, 2015, we entered into a credit agreement with certain institutional lenders that provides for a \$3.0 billion unsecured revolving credit facility that is scheduled to expire on May 15, 2020. Any advances under the credit agreement will accrue interest at rates that are equal to, based on certain conditions, either (i) the highest of (a) the Federal Funds rate plus 0.50%, (b) Bank of America’s “prime rate” as announced from time to time, or (c) LIBOR, or a comparable or successor rate that is approved by the Administrative Agent (“Eurocurrency Rate”), for an interest period of one-month plus 1.00%, or (ii) the Eurocurrency Rate, plus a margin that is based on our senior debt credit ratings as published by Standard & Poor’s Financial Services, LLC and Moody’s Investors Service, Inc., provided that in no event will the Eurocurrency Rate be less than zero. We may also, upon the agreement of either the then-existing lenders or additional lenders not currently parties to the agreement, increase the commitments under the credit facility by up to an additional \$2.0 billion and/or extend the expiration date of the credit facility up to May 15, 2022.

This credit agreement requires that we comply with certain covenants, including that we maintain an interest coverage ratio as defined in the agreement. As of January 25, 2020, we were in compliance with the required interest coverage ratio and the other covenants, and we had not borrowed any funds under this credit facility.

13. Derivative Instruments

(a) Summary of Derivative Instruments

We use derivative instruments primarily to manage exposures to foreign currency exchange rate, interest rate, and equity price risks. Our primary objective in holding derivatives is to reduce the volatility of earnings and cash flows associated with changes in foreign currency exchange rates, interest rates, and equity prices. Our derivatives expose us to credit risk to the extent that the counterparties may be unable to meet the terms of the agreement. We do, however, seek to mitigate such risks by limiting our counterparties to major financial institutions. In addition, the potential risk of loss with any one counterparty resulting from this type of credit risk is monitored. Management does not expect material losses as a result of defaults by counterparties.

The fair values of our derivative instruments and the line items on the Consolidated Balance Sheets to which they were recorded are summarized as follows (in millions):

		DERIVATIVE ASSETS			DERIVATIVE LIABILITIES		
		Balance Sheet Line Item	January 25, 2020	July 27, 2019	Balance Sheet Line Item	January 25, 2020	July 27, 2019
Derivatives designated as hedging instruments:							
Foreign currency derivatives	Other current assets	\$	8	\$	5	Other current liabilities	\$ 7 \$ 8
Interest rate derivatives	Other current assets		—	—	Other current liabilities		— 1
Interest rate derivatives	Other assets		89	75	Other long-term liabilities		— —
Total			97	80		7	9
Derivatives not designated as hedging instruments:							
Foreign currency derivatives	Other current assets		6	9	Other current liabilities		8 6
Total			6	9		8	6
Total		\$	103	\$	89	\$	15 \$ 15

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The following amounts were recorded on the Consolidated Balance Sheets related to cumulative basis adjustments for our fair value hedges (in millions):

Balance Sheet Line Item of Hedged Item	CARRYING AMOUNT OF THE HEDGED ASSETS/(LIABILITIES)		CUMULATIVE AMOUNT OF FAIR VALUE HEDGING ADJUSTMENT INCLUDED IN THE CARRYING AMOUNT OF THE HEDGED ASSETS/LIABILITIES	
	January 25, 2020	July 27, 2019	January 25, 2020	July 27, 2019
Short-term debt	\$ —	\$ (2,000)	\$ —	\$ —
Long-term debt	\$ (2,580)	\$ (2,565)	\$ (87)	\$ (73)

See Note 17 for the effects of our cash flow hedging instruments on other comprehensive income (OCI) and the Consolidated Statements of Operations.

The effect on the Consolidated Statements of Operations of derivative instruments designated as fair value and cash flow hedges is summarized as follows (in millions):

	January 25, 2020							
	Three Months Ended				Six Months Ended			
	Revenue	Cost of sales	Operating expenses	Interest and other income (loss), net	Revenue	Cost of sales	Operating expenses	Interest and other income (loss), net
Total amounts presented in the Consolidated Statements of Operations in which the effects of fair value or cash flow hedges are recorded	\$ 12,005	\$ 4,241	\$ 4,384	\$ 154	\$ 25,164	\$ 8,936	\$ 9,269	\$ 261

The effects of fair value and cash flow hedging:

Gains (losses) on fair value hedging relationships:

Interest rate derivatives

Hedged items	—	—	—	7	—	—	—	(14)
Derivatives designated as hedging instruments	—	—	—	(6)	—	—	—	16

Gains (losses) on cash flow hedging relationships:

Foreign currency derivatives

Amount of gains (losses) reclassified from AOCI to income	(2)	—	—	—	(5)	1	2	—
Total gains (losses)	\$ (2)	\$ —	\$ —	\$ 1	\$ (5)	\$ 1	\$ 2	\$ 2

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	January 26, 2019							
	Three Months Ended				Six Months Ended			
	Revenue	Cost of sales	Operating expenses	Interest and other income (loss), net	Revenue	Cost of sales	Operating expenses	Interest and other income (loss), net
Total amounts presented in the Consolidated Statements of Operations in which the effects of fair value or cash flow hedges are recorded	\$ 12,446	\$ 4,673	\$ 4,562	\$ 132	\$ 25,518	\$ 9,599	\$ 8,903	\$ 236
The effects of fair value and cash flow hedging:								
Gains (losses) on fair value hedging relationships:								
Interest rate derivatives								
Hedged items	—	—	—	(61)	—	—	—	(52)
Derivatives designated as hedging instruments	—	—	—	64	—	—	—	55
Gains (losses) on cash flow hedging relationships:								
Foreign currency derivatives								
Amount of gains (losses) reclassified from AOCI to income	2	(1)	—	—	3	(1)	(1)	—
Total gains (losses)	<u>\$ 2</u>	<u>\$ (1)</u>	<u>\$ —</u>	<u>\$ 3</u>	<u>\$ 3</u>	<u>\$ (1)</u>	<u>\$ (1)</u>	<u>\$ 3</u>

The effect on the Consolidated Statements of Operations of derivative instruments not designated as hedges is summarized as follows (in millions):

Derivatives Not Designated as Hedging Instruments	Line Item in Statements of Operations	GAINS (LOSSES) FOR THE THREE MONTHS ENDED		GAINS (LOSSES) FOR THE SIX MONTHS ENDED	
		January 25, 2020	January 26, 2019	January 25, 2020	January 26, 2019
Foreign currency derivatives	Other income (loss), net	\$ (2)	\$ (1)	\$ (9)	\$ (28)
Total return swaps—deferred compensation	Operating expenses	40	(9)	44	(33)
	Cost of sales	4	(1)	4	(3)
	Other income (loss), net	(3)	(4)	(7)	(8)
Equity derivatives	Other income (loss), net	3	—	5	1
Total		<u>\$ 42</u>	<u>\$ (15)</u>	<u>\$ 37</u>	<u>\$ (71)</u>

The notional amounts of our outstanding derivatives are summarized as follows (in millions):

	January 25, 2020	July 27, 2019
Derivatives designated as hedging instruments:		
Foreign currency derivatives—cash flow hedges	\$ 595	\$ 663
Interest rate derivatives	2,500	4,500
Net investment hedging instruments	272	309
Derivatives not designated as hedging instruments:		
Foreign currency derivatives	2,798	2,708
Total return swaps—deferred compensation	630	574
Total	<u>\$ 6,795</u>	<u>\$ 8,754</u>

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(b) Offsetting of Derivative Instruments

We present our derivative instruments at gross fair values in the Consolidated Balance Sheets. However, our master netting and other similar arrangements with the respective counterparties allow for net settlement under certain conditions, which are designed to reduce credit risk by permitting net settlement with the same counterparty. As of January 25, 2020 and July 27, 2019, the potential effects of these rights of set-off associated with the derivative contracts would be a reduction to both derivative assets and derivative liabilities of \$14 million and \$13 million, respectively.

To further limit credit risk, we also enter into collateral security arrangements related to certain derivative instruments whereby cash is posted as collateral between the counterparties based on the fair market value of the derivative instrument. Under these collateral security arrangements, the net cash collateral received as of January 25, 2020 and July 27, 2019 was \$86 million and \$76 million, respectively. Including the effects of collateral, this results in a net derivative asset of \$2 million and a net derivative liability of \$2 million as of January 25, 2020 and July 27, 2019, respectively.

(c) Foreign Currency Exchange Risk

We conduct business globally in numerous currencies. Therefore, we are exposed to adverse movements in foreign currency exchange rates. To limit the exposure related to foreign currency changes, we enter into foreign currency contracts. We do not enter into such contracts for speculative purposes.

We hedge forecasted foreign currency transactions related to certain revenues, operating expenses and service cost of sales with currency options and forward contracts. These currency options and forward contracts, designated as cash flow hedges, generally have maturities of less than 24 months. The derivative instrument's gain or loss is initially reported as a component of accumulated other comprehensive income (AOCI) and subsequently reclassified into earnings when the hedged exposure affects earnings. During the periods presented, we did not discontinue any cash flow hedges for which it was probable that a forecasted transaction would not occur.

We enter into foreign exchange forward and option contracts to reduce the short-term effects of foreign currency fluctuations on assets and liabilities such as foreign currency receivables, including long-term customer financings, investments, and payables. These derivatives are not designated as hedging instruments. Gains and losses on the contracts are included in other income (loss), net, and substantially offset foreign exchange gains and losses from the remeasurement of intercompany balances or other current assets, investments, or liabilities denominated in currencies other than the functional currency of the reporting entity.

We hedge certain net investments in our foreign operations with forward contracts to reduce the effects of foreign currency fluctuations on our net investment in those foreign subsidiaries. These derivative instruments generally have maturities of up to six months.

(d) Interest Rate Risk

Interest Rate Derivatives Designated as Fair Value Hedges, Long-Term Debt We hold interest rate swaps designated as fair value hedges related to fixed-rate senior notes that are due in fiscal 2021 through 2025. Under these interest rate swaps, we receive fixed-rate interest payments and make interest payments based on LIBOR plus a fixed number of basis points. The effect of such swaps is to convert the fixed interest rates of the senior fixed-rate notes to floating interest rates based on LIBOR. The gains and losses related to changes in the fair value of the interest rate swaps are included in interest expense and substantially offset changes in the fair value of the hedged portion of the underlying debt that are attributable to the changes in market interest rates.

(e) Equity Price Risk

We may hold marketable equity securities in our portfolio that are subject to price risk. To diversify our overall portfolio, we also hold equity derivatives that are not designated as accounting hedges. The change in the fair value of each of these investment types are included in other income (loss), net.

We are also exposed to variability in compensation charges related to certain deferred compensation obligations to employees. Although not designated as accounting hedges, we utilize derivatives such as total return swaps to economically hedge this exposure and offset the related compensation expense.

14. Commitments and Contingencies

(a) Purchase Commitments with Contract Manufacturers and Suppliers

We purchase components from a variety of suppliers and use several contract manufacturers to provide manufacturing services for our products. During the normal course of business, in order to manage manufacturing lead times and help ensure adequate component supply, we enter into agreements with contract manufacturers and suppliers that either allow them to procure inventory

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based upon criteria as defined by us or establish the parameters defining our requirements. A significant portion of our reported purchase commitments arising from these agreements consists of firm, noncancelable, and unconditional commitments. Certain of these purchase commitments with contract manufacturers and suppliers relate to arrangements to secure long-term pricing for certain product components for multi-year periods. In certain instances, these agreements allow us the option to cancel, reschedule, and adjust our requirements based on our business needs prior to firm orders being placed. As of January 25, 2020 and July 27, 2019, we had total purchase commitments for inventory of \$4.5 billion and \$5.0 billion, respectively.

We record a liability for firm, noncancelable, and unconditional purchase commitments for quantities in excess of our future demand forecasts consistent with the valuation of our excess and obsolete inventory. As of January 25, 2020 and July 27, 2019, the liability for these purchase commitments was \$126 million and \$129 million, respectively, and was included in other current liabilities.

(b) Other Commitments

In connection with our acquisitions, we have agreed to pay certain additional amounts contingent upon the achievement of certain agreed-upon technology, development, product, or other milestones or upon the continued employment with Cisco of certain employees of the acquired entities.

The following table summarizes the compensation expense related to acquisitions (in millions):

	Three Months Ended		Six Months Ended	
	January 25, 2020	January 26, 2019	January 25, 2020	January 26, 2019
Compensation expense related to acquisitions	\$ 50	\$ 66	\$ 111	\$ 175

As of January 25, 2020, we estimated that future cash compensation expense of up to \$370 million may be required to be recognized pursuant to the applicable business combination agreements.

We also have certain funding commitments, primarily related to our non-marketable equity and other investments, some of which are based on the achievement of certain agreed-upon milestones, and some of which are required to be funded on demand. The funding commitments were \$291 million and \$326 million as of January 25, 2020 and July 27, 2019, respectively.

(c) Product Warranties

The following table summarizes the activity related to the product warranty liability (in millions):

	Six Months Ended	
	January 25, 2020	January 26, 2019
Balance at beginning of period	\$ 342	\$ 359
Provisions for warranties issued	283	297
Adjustments for pre-existing warranties	(3)	(5)
Settlements	(291)	(300)
Acquisitions and divestitures	—	(2)
Balance at end of period	\$ 331	\$ 349

We accrue for warranty costs as part of our cost of sales based on associated material product costs, labor costs for technical support staff, and associated overhead. Our products are generally covered by a warranty for periods ranging from 90 days to five years, and for some products we provide a limited lifetime warranty.

(d) Financing and Other Guarantees

In the ordinary course of business, we provide financing guarantees for various third-party financing arrangements extended to channel partners and end-user customers. Payments under these financing guarantee arrangements were not material for the periods presented.

Channel Partner Financing Guarantees We facilitate arrangements for third-party financing extended to channel partners, consisting of revolving short-term financing, generally with payment terms ranging from 60 to 90 days. These financing arrangements facilitate the working capital requirements of the channel partners, and, in some cases, we guarantee a portion of these arrangements. The volume of channel partner financing was \$6.6 billion and \$7.3 billion for the second quarter of fiscal

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2020 and 2019, respectively, and was \$14.2 billion and \$14.5 billion for the first six months of fiscal 2020 and 2019, respectively. The balance of the channel partner financing subject to guarantees was \$1.3 billion and \$1.4 billion as of January 25, 2020 and July 27, 2019, respectively.

End-User Financing Guarantees We also provide financing guarantees for third-party financing arrangements extended to end-user customers related to leases and loans, which typically have terms of up to three years. The volume of financing provided by third parties for leases and loans as to which we had provided guarantees was \$1 million and \$6 million for the second quarter of fiscal 2020 and 2019, respectively, and was \$6 million and \$9 million for the first six months of fiscal 2020 and 2019, respectively.

Financing Guarantee Summary The aggregate amounts of financing guarantees outstanding at January 25, 2020 and July 27, 2019, representing the total maximum potential future payments under financing arrangements with third parties along with the related deferred revenue, are summarized in the following table (in millions):

	January 25, 2020	July 27, 2019
Maximum potential future payments relating to financing guarantees:		
Channel partner	\$ 258	\$ 197
End user	13	21
Total	\$ 271	\$ 218
Deferred revenue associated with financing guarantees:		
Channel partner	\$ (69)	\$ (62)
End user	(13)	(15)
Total	\$ (82)	\$ (77)
Maximum potential future payments relating to financing guarantees, net of associated deferred revenue	\$ 189	\$ 141

(e) Indemnifications

In the normal course of business, we indemnify other parties, including customers, lessors, and parties to other transactions with us, with respect to certain matters. We have agreed to indemnify against losses arising from a breach of representations or covenants or out of intellectual property infringement or other claims made against certain parties. These agreements may limit the time within which an indemnification claim can be made and the amount of the claim.

Charter Communications, Inc. ("Charter"), which acquired Time Warner Cable ("TWC") in May 2016, is seeking indemnification from us for a final judgment obtained by Sprint Communications Company, L.P. ("Sprint") against TWC in federal court in Kansas. Sprint sought monetary damages, alleging that TWC infringed certain Sprint patents by offering VoIP telephone services utilizing products provided by us generally in combination with those of other manufacturers. Following a trial on March 3, 2017, a jury in Kansas found that TWC willfully infringed five Sprint patents and awarded Sprint \$139.8 million in damages. The Court awarded Sprint pre and post judgment interest of approximately \$10 million and denied TWC's post-trial motions and appeals. Charter reported that it paid the judgment in full. At this time, we are working with Charter to calculate the correct amount of indemnification. We do not believe that our indemnity obligations under our agreement will be material.

In addition, we have entered into indemnification agreements with our officers and directors, and our Amended and Restated Bylaws contain similar indemnification obligations to our agents.

It is not possible to determine the maximum potential amount under these indemnification agreements due to our limited history with prior indemnification claims and the unique facts and circumstances involved in each particular agreement. Historically, payments made by us under these agreements have not had a material effect on our operating results, financial position, or cash flows.

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(f) Legal Proceedings

Brazil Brazilian authorities have investigated our Brazilian subsidiary and certain of its former employees, as well as a Brazilian importer of our products, and its affiliates and employees, relating to alleged evasion of import taxes and alleged improper transactions involving the subsidiary and the importer. Brazilian tax authorities have assessed claims against our Brazilian subsidiary based on a theory of joint liability with the Brazilian importer for import taxes, interest, and penalties. In addition to claims asserted by the Brazilian federal tax authorities in prior fiscal years, tax authorities from the Brazilian state of Sao Paulo have asserted similar claims on the same legal basis in prior fiscal years.

During the second quarter of fiscal 2020, \$0.8 billion of penalty and interest asserted by the Brazilian federal tax authorities against our Brazilian subsidiary on the theory of joint liability was dismissed on its merits. The asserted claims by Brazilian federal tax authorities that remain are for calendar years 2003 through 2007, and the asserted claims by the tax authorities from the state of Sao Paulo are for calendar years 2005 through 2007. The total remaining asserted claims by Brazilian state and federal tax authorities aggregate to \$0.2 billion for the alleged evasion of import and other taxes, \$0.9 billion for interest, and \$0.5 billion for various penalties, all determined using an exchange rate as of January 25, 2020.

We have completed a thorough review of the matters and believe the remaining asserted claims against our Brazilian subsidiary are without merit, and we are defending the claims vigorously. While we believe there is no legal basis for the alleged liability, due to the complexities and uncertainty surrounding the judicial process in Brazil and the nature of the claims asserting joint liability with the importer, we are unable to determine the likelihood of an unfavorable outcome against our Brazilian subsidiary and are unable to reasonably estimate a range of loss, if any. We do not expect a final judicial determination for several years.

SRI International On September 4, 2013, SRI International, Inc. ("SRI") asserted patent infringement claims against us in the U.S. District Court for the District of Delaware, accusing our products and services in the area of network intrusion detection of infringing two U.S. patents. SRI sought monetary damages of at least a reasonable royalty and enhanced damages. The trial on these claims began on May 2, 2016 and, on May 12, 2016, the jury returned a verdict finding willful infringement of the asserted patents. The jury awarded SRI damages of \$23.7 million. On May 25, 2017, the Court awarded SRI enhanced damages and attorneys' fees, entered judgment in the new amount of \$57.0 million, and ordered an ongoing royalty of 3.5% through the expiration of the patents in 2018. We appealed to the United States Court of Appeals for the Federal Circuit on various grounds, a panel of which, after various proceedings, on July 12, 2019, issued an opinion vacating the enhanced damages award; vacating and remanding in part the willful infringement finding; vacating and remanding the attorneys' fees award for further proceedings; and affirming the district court's other findings. Cisco paid SRI \$28.1 million, representing the portion of the judgment that the Federal Circuit affirmed, plus interest and royalties on post-verdict sales. This payment is subject to a refund if any portion of the affirmed judgment is reversed or vacated by the U.S. Supreme Court. On November 8, 2019, Cisco filed a petition for a writ of certiorari with the U.S. Supreme Court, seeking review of the judgment on the grounds that the asserted patents describe patent-ineligible subject matter. While the remanded proceedings may result in an additional loss, we do not expect it to be material.

Centripetal On February 13, 2018, Centripetal Networks, Inc. ("Centripetal") asserted patent infringement claims against us in the U.S. District Court for the Eastern District of Virginia, seeking injunctive relief and damages, including enhanced damages for allegations of willful infringement. Centripetal alleges that several Cisco products and services (including Cisco's Catalyst switches, ASR and ISR series routers, ASAs with FirePOWER services, and Stealthwatch products) infringe eleven Centripetal patents. Cisco thereafter petitioned the Patent Trial and Appeal Board ("PTAB") of the United States Patent and Trademark Office to review the validity of nine of the asserted patents. The PTAB instituted *inter partes* review proceedings ("IPR Proceedings") on six asserted patents and certain claims of another asserted patent. The PTAB has thus far issued Final Written Decisions for four patents in the instituted IPR Proceedings, and all claims of three patents have been found unpatentable and a portion of the claims of a fourth patent have been found unpatentable. The court set a trial for April 7, 2020, on the claims in the five patents not subject to the IPR Proceedings, including claims in three for which the PTAB declined to institute Inter Partes Review. While we believe that we have strong non-infringement arguments and that the patents are invalid, as well as other defenses, if we do not prevail in the District Court, we believe that Centripetal will not be able to meet its burden required for injunctive relief and that any damages ultimately assessed would not be material. Due to uncertainty surrounding patent litigation processes, however, we are unable to reasonably estimate the ultimate monetary outcome of this litigation at this time.

Straight Path On September 24, 2014, Straight Path IP Group, Inc. ("Straight Path") asserted patent infringement claims against us in the U.S. District Court for the Northern District of California, accusing our 9971 IP Phone, Unified Communications Manager working in conjunction with 9971 IP Phones, and Video Communication Server products of infringement. All of the asserted patents have expired and Straight Path was therefore limited to seeking monetary damages for the alleged past infringement. On November 13, 2017, the Court granted our motion for summary judgment of non-infringement, thereby dismissing Straight Path's claims against us and cancelling a trial which had been set for March 12, 2018. Straight Path appealed to the U.S. Court of Appeal for the Federal Circuit, and, on January 23, 2019, the court summarily affirmed the finding of non-infringement. On August 23,

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2019, Straight Path filed a petition with the United States Supreme Court challenging the constitutionality of the Federal Circuit’s rule allowing summary affirmance, which was denied on November 18, 2019.

Oyster Optics On November 24, 2016, Oyster Optics, LLC (“Oyster”) asserted patent infringement claims against us in the U.S. District Court for the Eastern District of Texas. Oyster alleges that certain Cisco ONS 15454 and NCS 2000 line cards infringe U.S. Patent No. 7,620,327 (“the ‘327 Patent”). Oyster seeks monetary damages. Oyster filed infringement claims based on the ‘327 Patent against other defendants, including ZTE, Nokia, NEC, Infinera, Huawei, Ciena, Alcatel-Lucent, and Fujitsu, and the court consolidated the cases alleging infringement of the ‘327 Patent. Oyster’s cases against some of the defendants were resolved. The court vacated the November 4, 2018 trial date set for Oyster’s claims against Cisco and one other remaining defendant, pending resolution of Oyster’s appeal of the court’s summary judgment ruling dismissing certain of Oyster’s claims. Oyster appealed the summary judgment ruling on December 6, 2018. While we believe that we have strong non-infringement arguments and that the patent is invalid, if Oyster prevails in its appeal of the summary judgment ruling, and if we do not prevail in the District Court in a subsequent trial, we believe damages ultimately assessed would not be material. Due to uncertainty surrounding patent litigation processes, we are unable to reasonably estimate the ultimate outcome of this litigation at this time. However, we do not anticipate that any final outcome of the dispute would be material.

In addition, we are subject to legal proceedings, claims, and litigation arising in the ordinary course of business, including intellectual property litigation. While the outcome of these matters is currently not determinable, we do not expect that the ultimate costs to resolve these matters will have a material adverse effect on our consolidated financial position, results of operations, or cash flows. For additional information regarding intellectual property litigation, see “Part II, Item 1A. Risk Factors—We may be found to infringe on intellectual property rights of others” herein.

15. Shareholders’ Equity

(a) Cash Dividends on Shares of Common Stock

We declared and paid cash dividends of \$0.35 and \$0.33 per common share, or \$1.5 billion on our outstanding common stock for each of the second quarters of fiscal 2020 and 2019. We declared and paid cash dividends of \$0.70 and \$0.66 per common share, or \$3.0 billion, on our outstanding common stock for each of the first six months of fiscal 2020 and 2019.

On February 12, 2020, our Board of Directors declared a quarterly dividend of \$0.36 per common share to be paid on April 22, 2020 to all shareholders of record as of the close of business on April 3, 2020. Any future dividends will be subject to the approval of our Board of Directors.

(b) Stock Repurchase Program

In September 2001, our Board of Directors authorized a stock repurchase program. As of January 25, 2020, the remaining authorized amount for stock repurchases under this program, including the additional authorization, was approximately \$11.8 billion with no termination date. A summary of the stock repurchase activity for fiscal 2020 and 2019 under the stock repurchase program, reported based on the trade date, is summarized as follows (in millions, except per-share amounts):

<u>Quarter Ended</u>	<u>Shares</u>	<u>Weighted-Average Price per Share</u>	<u>Amount</u>
Fiscal 2020			
January 25, 2020	18	\$ 46.71	\$ 870
October 26, 2019	16	\$ 48.91	\$ 768
Fiscal 2019			
July 27, 2019	82	\$ 54.99	\$ 4,515
April 27, 2019	116	\$ 52.14	\$ 6,020
January 26, 2019	111	\$ 45.09	\$ 5,016
October 27, 2018	109	\$ 46.01	\$ 5,026

There were \$30 million and \$40 million of stock repurchases that were pending settlement as of January 25, 2020 and July 27, 2019, respectively.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
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The purchase price for the shares of our stock repurchased is reflected as a reduction to shareholders' equity. We are required to allocate the purchase price of the repurchased shares as (i) a reduction to retained earnings and (ii) a reduction of common stock and additional paid-in capital.

(c) Preferred Stock

Under the terms of our Articles of Incorporation, the Board of Directors may determine the rights, preferences, and terms of our authorized but unissued shares of preferred stock.

16. Employee Benefit Plans

(a) Employee Stock Incentive Plans

Stock Incentive Plan Program Description As of January 25, 2020, we had one stock incentive plan: the 2005 Stock Incentive Plan (the "2005 Plan"). In addition, we have, in connection with our acquisitions of various companies, assumed the share-based awards granted under stock incentive plans of the acquired companies or issued share-based awards in replacement thereof. Share-based awards are designed to reward employees for their long-term contributions to us and provide incentives for them to remain with Cisco. The number and frequency of share-based awards are based on competitive practices, operating results of Cisco, government regulations, and other factors. Our primary stock incentive plan is summarized as follows:

2005 Plan The 2005 Plan provides for the granting of stock options, stock grants, stock units and stock appreciation rights (SARs), the vesting of which may be time-based or upon satisfaction of performance goals, or both, and/or other conditions. Employees (including employee directors and executive officers) and consultants of Cisco and its subsidiaries and affiliates and non-employee directors of Cisco are eligible to participate in the 2005 Plan. As of January 25, 2020, the maximum number of shares issuable under the 2005 Plan over its term was 694 million shares. The 2005 Plan may be terminated by the Board of Directors at any time and for any reason, and is currently set to terminate at the 2021 Annual Meeting unless re-adopted or extended by the shareholders prior to or on such date.

Under the 2005 Plan's share reserve feature, a distinction is made between the number of shares in the reserve attributable to (i) stock options and SARs and (ii) "full value" awards (i.e., stock grants and stock units). Shares issued as stock grants, pursuant to stock units or pursuant to the settlement of dividend equivalents are counted against shares available for issuance under the 2005 Plan on a 1.5-to-1 ratio. For each share awarded as restricted stock or a restricted stock unit award under the 2005 Plan, 1.5 shares was deducted from the available share-based award balance. For restricted stock units that were awarded with vesting contingent upon the achievement of future financial performance or market-based metrics, the maximum awards that can be achieved upon full vesting of such awards. If awards issued under the 2005 Plan are forfeited or terminated for any reason before being exercised or settled, then the shares underlying such awards, plus the number of additional shares, if any, that counted against shares available for issuance under the 2005 Plan at the time of grant as a result of the application of the share ratio described above, will become available again for issuance under the 2005 Plan. As of January 25, 2020, 197 million shares were authorized for future grant under the 2005 Plan.

(b) Employee Stock Purchase Plan

We have an Employee Stock Purchase Plan under which 721.4 million shares of our common stock have been reserved for issuance as of January 25, 2020. Eligible employees are offered shares through a 24-month offering period, which consists of four consecutive 6-month purchase periods. Employees may purchase a limited amount of shares of our stock at a discount of up to 15% of the lesser of the fair market value at the beginning of the offering period or the end of each 6-month purchase period. The Employee Stock Purchase Plan is scheduled to terminate on the earlier of (i) January 3, 2030 and (ii) the date on which all shares available for issuance under the Employee Stock Purchase Plan are sold pursuant to exercised purchase rights. Under the Employee Stock Purchase Plan, we issued 9 million shares during the second quarter and first six months of fiscal 2020 and 9 million shares during the second quarter and first six months of fiscal 2019. As of January 25, 2020, 150 million shares were available for issuance under the Employee Stock Purchase Plan.

CISCO SYSTEMS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

(c) Summary of Share-Based Compensation Expense

Share-based compensation expense consists primarily of expenses for stock options, stock purchase rights, restricted stock, and RSUs granted to employees. The following table summarizes share-based compensation expense (in millions):

	Three Months Ended		Six Months Ended	
	January 25, 2020	January 26, 2019	January 25, 2020	January 26, 2019
Cost of sales—product	\$ 23	\$ 22	\$ 46	\$ 45
Cost of sales—service	36	31	70	64
Share-based compensation expense in cost of sales	59	53	116	109
Research and development	146	133	292	263
Sales and marketing	119	125	246	262
General and administrative	55	65	115	127
Restructuring and other charges	5	19	13	42
Share-based compensation expense in operating expenses	325	342	666	694
Total share-based compensation expense	\$ 384	\$ 395	\$ 782	\$ 803
Income tax benefit for share-based compensation	\$ 109	\$ 126	\$ 240	\$ 291

As of January 25, 2020, the total compensation cost related to unvested share-based awards not yet recognized was \$3.9 billion which is expected to be recognized over approximately 2.8 years on a weighted-average basis.

(d) Restricted Stock and Stock Unit Awards

A summary of the restricted stock and stock unit activity, which includes time-based and performance-based or market-based RSUs, is as follows (in millions, except per-share amounts):

	Restricted Stock/ Stock Units	Weighted-Average Grant Date Fair Value per Share	Aggregate Fair Value
UNVESTED BALANCE AT JULY 28, 2018	119	\$ 30.56	
Granted	45	47.71	
Vested	(50)	29.25	\$ 2,446
Canceled/forfeited/other	(14)	32.01	
UNVESTED BALANCE AT JULY 27, 2019	100	38.66	
Granted	28	42.09	
Vested	(25)	33.28	\$ 1,207
Canceled/forfeited/other	(5)	39.29	
UNVESTED BALANCE AT JANUARY 25, 2020	98	\$ 40.94	

CISCO SYSTEMS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

17. Comprehensive Income

The components of AOCI, net of tax, and the other comprehensive income (loss), for the first six months of fiscal 2020 and 2019 are summarized as follows (in millions):

	Net Unrealized Gains (Losses) on Available-for-Sale Investments	Net Unrealized Gains (Losses) Cash Flow Hedging Instruments	Cumulative Translation Adjustment and Actuarial Gains (Losses)	Accumulated Other Comprehensive Income (Loss)
BALANCE AT JULY 27, 2019	\$ —	\$ (14)	\$ (778)	\$ (792)
Other comprehensive income (loss) before reclassifications	168	—	(42)	126
(Gains) losses reclassified out of AOCI	(21)	2	2	(17)
Tax benefit (expense)	(17)	1	(1)	(17)
BALANCE AT JANUARY 25, 2020	\$ 130	\$ (11)	\$ (819)	\$ (700)

	Net Unrealized Gains (Losses) on Available-for-Sale Investments	Net Unrealized Gains (Losses) Cash Flow Hedging Instruments	Cumulative Translation Adjustment and Actuarial Gains (Losses)	Accumulated Other Comprehensive Income (Loss)
BALANCE AT JULY 28, 2018	\$ (310)	\$ (11)	\$ (528)	\$ (849)
Other comprehensive income (loss) before reclassifications	86	(9)	(184)	(107)
(Gains) losses reclassified out of AOCI	11	(1)	3	13
Tax benefit (expense)	—	2	(1)	1
Total change for the period	97	(8)	(182)	(93)
Effect of adoption of accounting standard	(168)	—	—	(168)
BALANCE AT JANUARY 26, 2019	\$ (381)	\$ (19)	\$ (710)	\$ (1,110)

CISCO SYSTEMS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
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The net gains (losses) reclassified out of AOCI into the Consolidated Statements of Operations, with line item location, during each period were as follows (in millions):

	Three Months Ended		Six Months Ended		Line Item in Statements of Operations
	January 25, 2020	January 26, 2019	January 25, 2020	January 26, 2019	
Comprehensive Income Components	Income Before Taxes		Income Before Taxes		
Net unrealized gains and losses on available-for-sale investments	\$ 11	\$ (5)	\$ 21	\$ (11)	Other income (loss), net
Net unrealized gains and losses on cash flow hedging instruments					
Foreign currency derivatives	(2)	2	(5)	3	Revenue
Foreign currency derivatives	—	(1)	1	(1)	Cost of sales
Foreign currency derivatives	—	—	2	(1)	Operating expenses
	(2)	1	(2)	1	
Cumulative translation adjustment and actuarial gains and losses	(1)	(4)	(2)	\$ (3)	Other income (loss), net
Total amounts reclassified out of AOCI	\$ 8	\$ (8)	\$ 17	\$ (13)	

18. Income Taxes

The following table provides details of income taxes (in millions, except percentages):

	Three Months Ended		Six Months Ended	
	January 25, 2020	January 26, 2019	January 25, 2020	January 26, 2019
Income before provision for income taxes	\$ 3,534	\$ 3,343	\$ 7,220	\$ 7,252
Provision for income taxes	\$ 656	\$ 521	\$ 1,416	\$ 881
Effective tax rate	18.6%	15.6%	19.6%	12.1%

The effective tax rate for the first six months of fiscal 2019 includes a \$152 million tax benefit relating to indirect effects from adoption of ASC 606 at the beginning of fiscal 2019.

In the first quarter of fiscal 2020, the Internal Revenue Service (IRS) and Cisco settled all outstanding items related to the audit of our federal income tax returns for the fiscal year ended July 30, 2011 through July 27, 2013. As a result of the settlement, we recognized a net benefit to the provision for income taxes of \$102 million, which included a reduction in interest expense of \$4 million. We are no longer subject to U.S. federal tax audit through fiscal 2013.

As of January 25, 2020, we had \$2.0 billion of unrecognized tax benefits, of which \$1.7 billion, if recognized, would favorably impact the effective tax rate. We regularly engage in discussions and negotiations with tax authorities regarding tax matters in various jurisdictions. We believe it is reasonably possible that certain federal, foreign and state tax matters may be concluded in the next 12 months. Specific positions that may be resolved include issues involving transfer pricing and various other matters. We estimate that the unrecognized tax benefits at January 25, 2020 could be reduced by approximately \$50 million in the next 12 months.

CISCO SYSTEMS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited)

19. Segment Information and Major Customers

(a) Revenue and Gross Margin by Segment

We conduct business globally and are primarily managed on a geographic basis consisting of three segments: the Americas, EMEA, and APJC. Our management makes financial decisions and allocates resources based on the information it receives from our internal management system. Sales are attributed to a segment based on the ordering location of the customer. We do not allocate research and development, sales and marketing, or general and administrative expenses to our segments in this internal management system because management does not include the information in our measurement of the performance of the operating segments. In addition, we do not allocate amortization and impairment of acquisition-related intangible assets, share-based compensation expense, significant litigation settlements and other contingencies, charges related to asset impairments and restructurings, and certain other charges to the gross margin for each segment because management does not include this information in our measurement of the performance of the operating segments.

Summarized financial information by segment for the second quarter and the first six months of fiscal 2020 and 2019, based on our internal management system and as utilized by our Chief Operating Decision Maker (“CODM”), is as follows (in millions):

	Three Months Ended		Six Months Ended	
	January 25, 2020	January 26, 2019	January 25, 2020	January 26, 2019
Revenue:				
Americas	\$ 7,013	\$ 7,352	\$ 14,990	\$ 15,103
EMEA	3,134	3,223	6,417	6,447
APJC	1,859	1,872	3,758	3,968
Total	\$ 12,005	\$ 12,446	\$ 25,164	\$ 25,518
Gross margin:				
Americas	\$ 4,692	\$ 4,796	\$ 10,008	\$ 9,866
EMEA	2,062	2,070	4,229	4,141
APJC	1,219	1,109	2,413	2,309
Segment total	7,974	7,975	16,650	16,316
Unallocated corporate items	(210)	(202)	(422)	(397)
Total	\$ 7,764	\$ 7,773	\$ 16,228	\$ 15,919

Amounts may not sum and percentages may not recalculate due to rounding.

Revenue in the United States was \$6.2 billion and \$6.4 billion for the second quarter of fiscal 2020 and 2019, respectively, and \$13.3 billion for each of the first six months of fiscal 2020 and 2019.

(b) Revenue for Groups of Similar Products and Services

We design, manufacture, and sell Internet Protocol (IP)-based networking and other products related to the communications and IT industry and provide services associated with these products and their use.

CISCO SYSTEMS, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
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The following table presents revenue for groups of similar products and services (in millions):

	Three Months Ended		Six Months Ended	
	January 25, 2020	January 26, 2019	January 25, 2020	January 26, 2019
Revenue:				
Infrastructure Platforms	\$ 6,528	\$ 7,102	\$ 14,067	\$ 14,724
Applications	1,349	1,465	2,847	2,884
Security	748	684	1,563	1,354
Other Products	46	22	72	200
Total Product	8,671	9,273	18,549	19,163
Services	3,334	3,173	6,615	6,355
Total ⁽¹⁾	\$ 12,005	\$ 12,446	\$ 25,164	\$ 25,518

Amounts may not sum due to rounding.

⁽¹⁾ Includes SPVSS business revenue of \$168 million for the first six months of fiscal 2019.

20. Net Income per Share

The following table presents the calculation of basic and diluted net income per share (in millions, except per-share amounts):

	Three Months Ended		Six Months Ended	
	January 25, 2020	January 26, 2019	January 25, 2020	January 26, 2019
Net income	\$ 2,878	\$ 2,822	\$ 5,804	\$ 6,371
Weighted-average shares—basic	4,242	4,470	4,244	4,517
Effect of dilutive potential common shares	18	35	21	40
Weighted-average shares—diluted	4,260	4,505	4,265	4,557
Net income per share—basic	\$ 0.68	\$ 0.63	\$ 1.37	\$ 1.41
Net income per share—diluted	\$ 0.68	\$ 0.63	\$ 1.36	\$ 1.40
Antidilutive employee share-based awards, excluded	29	27	32	28

Employee equity share options, unvested shares, and similar equity instruments granted and assumed by Cisco are treated as potential common shares outstanding in computing diluted earnings per share. Diluted shares outstanding include the dilutive effect of in-the-money options, unvested restricted stock, and restricted stock units. The dilutive effect of such equity awards is calculated based on the average share price for each fiscal period using the treasury stock method. Under the treasury stock method, the amount the employee must pay for exercising stock options and the amount of compensation cost for future service that has not yet been recognized are collectively assumed to be used to repurchase shares.

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

Forward-Looking Statements

This Quarterly Report on Form 10-Q, including this Management's Discussion and Analysis of Financial Condition and Results of Operations, contains forward-looking statements regarding future events and our future results that are subject to the safe harbors created under the Securities Act of 1933 (the "Securities Act") and the Securities Exchange Act of 1934 (the "Exchange Act"). All statements other than statements of historical facts are statements that could be deemed forward-looking statements. These statements are based on current expectations, estimates, forecasts, and projections about the industries in which we operate and the beliefs and assumptions of our management. Words such as "expects," "anticipates," "targets," "goals," "projects," "intends," "plans," "believes," "momentum," "seeks," "estimates," "continues," "endeavors," "strives," "may," variations of such words, and similar expressions are intended to identify such forward-looking statements. In addition, any statements that refer to projections of our future financial performance, our anticipated growth and trends in our businesses, and other characterizations of future events or circumstances are forward-looking statements. Readers are cautioned that these forward-looking statements are only predictions and are subject to risks, uncertainties, and assumptions that are difficult to predict, including those under "Part II, Item 1A. Risk Factors," and elsewhere herein. Therefore, actual results may differ materially and adversely from those expressed in any forward-looking statements. We undertake no obligation to revise or update any forward-looking statements for any reason.

OVERVIEW

Cisco designs and sells a broad range of technologies that have been powering the Internet since 1984. Across networking, security, collaboration, applications and the cloud, we are integrating intent-based technologies to help our customers manage more users, devices and things connecting to their networks. This will enable us to provide customers with a highly secure, intelligent platform for their digital business.

A summary of our results is as follows (in millions, except percentages and per-share amounts):

	Three Months Ended			Six Months Ended		
	January 25, 2020	January 26, 2019	% Variance	January 25, 2020	January 26, 2019	% Variance
Revenue (1)	\$ 12,005	\$ 12,446	(4)%	\$ 25,164	\$ 25,518	(1)%
Gross margin percentage	64.7%	62.5%	2.2 pts	64.5%	62.4%	2.1 pts
Research and development	\$ 1,570	\$ 1,557	1 %	\$ 3,236	\$ 3,165	2 %
Sales and marketing	\$ 2,279	\$ 2,271	— %	\$ 4,759	\$ 4,681	2 %
General and administrative	\$ 455	\$ 509	(11)%	\$ 974	\$ 720	35 %
Total research and development, sales and marketing, general and administrative	\$ 4,304	\$ 4,337	(1)%	\$ 8,969	\$ 8,566	5 %
Total as a percentage of revenue	35.9%	34.8%	1.1 pts	35.6%	33.6%	2.0 pts
Amortization of purchased intangible assets included in operating expenses	\$ 38	\$ 39	(3)%	\$ 74	\$ 73	1 %
Restructuring and other charges included in operating expenses	\$ 42	\$ 186	(77)%	\$ 226	\$ 264	(14)%
Operating income as a percentage of revenue	28.2%	25.8%	2.4 pts	27.7%	27.5%	0.2 pts
Interest and other income (loss), net	\$ 154	\$ 132	17 %	\$ 261	\$ 236	11 %
Income tax percentage	18.6%	15.6%	3.0 pts	19.6%	12.1%	7.5 pts
Net income	\$ 2,878	\$ 2,822	2 %	\$ 5,804	\$ 6,371	(9)%
Net income as a percentage of revenue	24.0%	22.7%	1.3 pts	23.1%	25.0%	(1.9) pts
Earnings per share—diluted	\$ 0.68	\$ 0.63	8 %	\$ 1.36	\$ 1.40	(3)%

(1) During the second quarter of fiscal 2019, we completed the sale of our Service Provider Video Software Solutions ("SPVSS") business. As a result, revenue from this business will not recur in future periods. Includes SPVSS business revenue of \$168 million for the first six months of fiscal 2019.

CISCO SYSTEMS, INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Three Months Ended January 25, 2020 Compared with Three Months Ended January 26, 2019

In the second quarter of fiscal 2020, we delivered strong gross margin and growth in earnings per share. We remain focused on accelerating innovation across our portfolio, and we believe that we have made continued progress on our strategic priorities. Our product revenue declined in Infrastructure Platforms and Applications, partially offset by growth in Security, and we continued to make progress in the transition of our business model to increased software and subscriptions. We continue to operate in a challenging macroeconomic and highly competitive environment. During the second quarter of fiscal 2020, we experienced continuing weakness in the service provider market and emerging countries, and we expect ongoing uncertainty in these markets. We also continued to see a more broad-based weakening in the global macroeconomic environment during the quarter which impacted our enterprise and commercial markets. While the overall environment remains uncertain, we continue to aggressively invest in priority areas with the objective of driving profitable growth over the long term.

Total revenue decreased by 4% compared with the second quarter of fiscal 2019. Within total revenue, product revenue decreased by 6% and service revenue increased by 5%. Total gross margin increased by 2.2 percentage points, driven by productivity improvements and product mix, partially offset by unfavorable impacts from pricing. As a percentage of revenue, research and development, sales and marketing, and general and administrative expenses, collectively, increased by 1.1 percentage points. Operating income as a percentage of revenue increased by 2.4 percentage points. Diluted earnings per share increased by 8%, driven by a 2% increase in net income and a decrease in diluted share count of 245 million shares.

In terms of our geographic segments, revenue from the Americas decreased \$339 million, EMEA revenue decreased by \$89 million and APJC revenue decreased by \$13 million. The “BRICM” countries experienced a product revenue decline of 28% in the aggregate, driven by decreased product revenue in the emerging countries of Mexico, China, India and Brazil.

From a customer market standpoint, we experienced product revenue declines across all customer segments. During the second quarter of fiscal 2020, we saw a decline in business momentum in the enterprise and commercial markets, which we believe was significantly related to weakness in the global macroeconomic environment.

From a product category perspective, the product revenue decrease of 6% was driven by declines in revenue in Infrastructure Platforms and Applications each of 8%, and these declines were partially offset by a product revenue increase in Security of 9%.

CISCO SYSTEMS, INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Six Months Ended January 25, 2020 Compared with Six Months Ended January 26, 2019

Total revenue decreased 1%, with product revenue decreasing 3% and service revenue increasing 4%. Total gross margin increased by 2.1 percentage points due to productivity benefits and product mix, partially offset by unfavorable impacts from pricing. As a percentage of revenue, research and development, sales and marketing, and general and administrative expenses collectively increased by 2.0 percentage points due to higher general and administrative expenses. General and administrative expenses increased due to the impact of the benefit from the \$400 million litigation settlement with Arista Networks, Inc. ("Arista") in the first quarter of fiscal 2019. Operating income as a percentage of revenue increased by 0.2 percentage points.

Strategy and Priorities

As our customers add billions of new connections to their enterprises, and as more applications move to a multicloud environment, the network continues to be extremely critical. We believe that our customers are looking for intent-based networks that provide meaningful business value through automation, security, and analytics across private, hybrid, and multicloud environments. Our vision is to deliver highly secure, software-defined, automated and intelligent platforms for our customers. Our strategic priorities include the following: accelerating our pace of innovation, increasing the value of the network, and transforming our business model.

For additional discussion of our strategy and priorities, see Item 1. Business in our Annual Report on Form 10-K for the year ended July 27, 2019.

Other Key Financial Measures

The following is a summary of our other key financial measures for the second quarter of fiscal 2020 (in millions):

	January 25, 2020	July 27, 2019
Cash and cash equivalents and investments	\$ 27,062	\$ 33,413
Deferred revenue	\$ 18,686	\$ 18,467
Inventories	\$ 1,353	\$ 1,383

	Six Months Ended	
	January 25, 2020	January 26, 2019
Cash provided by operating activities	\$ 7,387	\$ 7,560
Repurchases of common stock—stock repurchase program	\$ 1,638	\$ 10,042
Dividends	\$ 2,972	\$ 2,970

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements and related disclosures in conformity with accounting principles generally accepted in the United States requires us to make judgments, assumptions, and estimates that affect the amounts reported in the Consolidated Financial Statements and accompanying notes. Note 2 to the Consolidated Financial Statements in our Annual Report on Form 10-K for the year ended July 27, 2019, as updated as applicable in Note 2 to the Consolidated Financial Statements herein, describes the significant accounting policies and methods used in the preparation of the Consolidated Financial Statements. The accounting policies described below are significantly affected by critical accounting estimates. Such accounting policies require significant judgments, assumptions, and estimates used in the preparation of the Consolidated Financial Statements, and actual results could differ materially from the amounts reported based on these policies.

Revenue Recognition

We enter into contracts with customers that can include various combinations of products and services which are generally distinct and accounted for as separate performance obligations. As a result, our contracts may contain multiple performance obligations. We determine whether arrangements are distinct based on whether the customer can benefit from the product or service on its own or together with other resources that are readily available and whether our commitment to transfer the product or service to the customer is separately identifiable from other obligations in the contract. We classify our hardware, perpetual software licenses, and SaaS as distinct performance obligations. Term software licenses represent multiple obligations, which include software licenses and software maintenance. In transactions where we deliver hardware or software, we are typically the principal and we record revenue and costs of goods sold on a gross basis.

We recognize revenue upon transfer of control of promised goods or services in a contract with a customer in an amount that reflects the consideration we expect to receive in exchange for those products or services. Transfer of control occurs once the customer has the contractual right to use the product, generally upon shipment or once title and risk of loss has transferred to the customer. Transfer of control can also occur over time for software maintenance and services as the customer receives the benefit over the contract term. Our hardware and perpetual software licenses are distinct performance obligations where revenue is recognized upfront upon transfer of control. Term software licenses include multiple performance obligations where the term licenses are recognized upfront upon transfer of control, with the associated software maintenance revenue recognized ratably over the contract term as services and software updates are provided. SaaS arrangements do not include the right for the customer to take possession of the software during the term, and therefore have one distinct performance obligation which is satisfied over time with revenue recognized ratably over the contract term as the customer consumes the services. On our product sales, we record consideration from shipping and handling on a gross basis within net product sales. We record our revenue net of any associated sales taxes.

Revenue is allocated among these performance obligations in a manner that reflects the consideration that we expect to be entitled to for the promised goods or services based on standalone selling prices (SSP). SSP is estimated for each distinct performance obligation and judgment may be required in their determination. The best evidence of SSP is the observable price of a product or service when we sell the goods separately in similar circumstances and to similar customers. In instances where SSP is not directly observable, we determine SSP using information that may include market conditions and other observable inputs.

We apply judgment in determining the transaction price as we may be required to estimate variable consideration when determining the amount of revenue to recognize. Variable consideration includes contractual potential penalties and various rebate, cooperative marketing and other incentive programs that we offer to our distributors, partners and customers. When determining the amount of revenue to recognize, we estimate the expected usage of these programs, applying the expected value or most likely estimate and update the estimate at each reporting period as actual utilization becomes available. We also consider the customers' right of return in determining the transaction price, where applicable. If actual credits received by distributors under these programs were to deviate significantly from our estimates, which are based on historical experience, our revenue could be adversely affected.

See Note 3 to the Consolidated Financial Statements for more details.

CISCO SYSTEMS, INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Allowances for Receivables and Sales Returns

The allowances for receivables were as follows (in millions, except percentages):

	January 25, 2020	July 27, 2019
Allowance for doubtful accounts	\$ 112	\$ 136
<i>Percentage of gross accounts receivable</i>	<i>2.5%</i>	<i>2.4%</i>
Allowance for credit loss—lease receivables	\$ 42	\$ 46
<i>Percentage of gross lease receivables⁽¹⁾</i>	<i>1.8%</i>	<i>1.8%</i>
Allowance for credit loss—loan receivables	\$ 95	\$ 71
<i>Percentage of gross loan receivables</i>	<i>1.8%</i>	<i>1.3%</i>

⁽¹⁾ Calculated as allowance for credit loss on lease receivables as a percentage of gross lease receivables and residual value before unearned income.

The allowance for doubtful accounts is based on our assessment of the collectibility of customer accounts. We regularly review the adequacy of these allowances by considering internal factors such as historical experience, credit quality and age of the receivable balances as well as external factors such as economic conditions that may affect a customer's ability to pay as well as historical and expected default frequency rates, which are published by major third-party credit-rating agencies and are updated on a quarterly basis. We also consider the concentration of receivables outstanding with a particular customer in assessing the adequacy of our allowances for doubtful accounts. If a major customer's creditworthiness deteriorates, if actual defaults are higher than our historical experience, or if other circumstances arise, our estimates of the recoverability of amounts due to us could be overstated, and additional allowances could be required, which could have an adverse impact on our operating results.

The allowance for credit loss on financing receivables is also based on the assessment of collectibility of customer accounts. We regularly review the adequacy of the credit allowances determined either on an individual or a collective basis. When evaluating the financing receivables on an individual basis, we consider historical experience, credit quality and age of receivable balances, and economic conditions that may affect a customer's ability to pay. When evaluating financing receivables on a collective basis, we use expected default frequency rates published by a major third-party credit-rating agency as well as our own historical loss rate in the event of default, while also systematically giving effect to economic conditions, concentration of risk and correlation. Determining expected default frequency rates and loss factors associated with internal credit risk ratings, as well as assessing factors such as economic conditions, concentration of risk, and correlation, are complex and subjective. Our ongoing consideration of all these factors could result in an increase in our allowance for credit loss in the future, which could adversely affect our operating results. Both accounts receivable and financing receivables are charged off at the point when they are considered uncollectible.

A reserve for future sales returns is established based on historical trends in product return rates. The reserve for future sales returns as of January 25, 2020 and July 27, 2019 was \$87 million and \$84 million, respectively, and was recorded as a reduction of our accounts receivable and revenue. If the actual future returns were to deviate from the historical data on which the reserve had been established, our revenue could be adversely affected.

Inventory Valuation and Liability for Purchase Commitments with Contract Manufacturers and Suppliers

Inventory is written down based on excess and obsolete inventories, determined primarily by future demand forecasts. Inventory write-downs are measured as the difference between the cost of the inventory and market, based upon assumptions about future demand, and are charged to the provision for inventory, which is a component of our cost of sales. At the point of the loss recognition, a new, lower cost basis for that inventory is established, and subsequent changes in facts and circumstances do not result in the restoration or increase in that newly established cost basis.

We record a liability for firm, noncancelable, and unconditional purchase commitments with contract manufacturers and suppliers for quantities in excess of our future demand forecasts consistent with the valuation of our excess and obsolete inventory.

Our provision for inventory was \$30 million and \$23 million for the first six months of fiscal 2020 and 2019, respectively. The provision for the liability related to purchase commitments with contract manufacturers and suppliers was \$67 million and \$48 million for the first six months of fiscal 2020 and 2019, respectively. If there were to be a sudden and significant decrease in demand for our products, or if there were a higher incidence of inventory obsolescence because of rapidly changing technology and customer requirements, we could be required to increase our inventory write-downs, and our liability for purchase commitments with contract manufacturers and suppliers, and accordingly our profitability, could be adversely affected. We regularly evaluate our exposure for inventory write-downs and the adequacy of our liability for purchase commitments.

Loss Contingencies and Product Warranties

We are subject to the possibility of various losses arising in the ordinary course of business. We consider the likelihood of impairment of an asset or the incurrence of a liability, as well as our ability to reasonably estimate the amount of loss, in determining loss contingencies. An estimated loss contingency is accrued when it is probable that an asset has been impaired or a liability has been incurred and the amount of loss can be reasonably estimated. We regularly evaluate information available to us to determine whether such accruals should be made or adjusted and whether new accruals are required.

Third parties, including customers, have in the past and may in the future assert claims or initiate litigation related to exclusive patent, copyright, trademark, and other intellectual property rights to technologies and related standards that are relevant to us. These assertions have increased over time as a result of our growth and the general increase in the pace of patent claims assertions, particularly in the United States. If any infringement or other intellectual property claim made against us by any third party is successful, or if we fail to develop non-infringing technology or license the proprietary rights on commercially reasonable terms and conditions, our business, operating results, and financial condition could be materially and adversely affected.

Our products are generally covered by a warranty for periods ranging from 90 days to five years, and for some products we provide a limited lifetime warranty. We accrue for warranty costs as part of our cost of sales based on associated material costs, technical support labor costs, and associated overhead. Material cost is estimated based primarily upon historical trends in the volume of product returns within the warranty period and the cost to repair or replace the equipment. Technical support labor cost is estimated based primarily upon historical trends in the rate of customer cases and the cost to support the customer cases within the warranty period. Overhead cost is applied based on estimated time to support warranty activities.

If we experience an increase in warranty claims compared with our historical experience, or if the cost of servicing warranty claims is greater than expected, our profitability could be adversely affected.

Impairment of Investments

We recognize an impairment charge when the declines in the fair values of our available-for-sale debt investments below their cost basis are judged to be other than temporary. The ultimate value realized on these securities, to the extent unhedged, is subject to market price volatility until they are sold.

If the fair value of a debt security is less than its amortized cost, we assess whether the impairment is other than temporary. An impairment is considered other than temporary if (i) we have the intent to sell the security, (ii) it is more likely than not that we will be required to sell the security before recovery of its entire amortized cost basis, or (iii) we do not expect to recover the entire amortized cost of the security. If an impairment is considered other than temporary based on (i) or (ii) described in the prior sentence, the entire difference between the amortized cost and the fair value of the security is recognized in earnings. If an impairment is considered other than temporary based on condition (iii), the amount representing credit loss, defined as the difference between the present value of the cash flows expected to be collected and the amortized cost basis of the debt security, will be recognized in earnings, and the amount relating to all other factors will be recognized in other comprehensive income (OCI). In estimating the amount and timing of cash flows expected to be collected, we consider all available information, including past events, current conditions, the remaining payment terms of the security, the financial condition of the issuer, expected defaults, and the value of underlying collateral.

We hold non-marketable equity and other investments, some of which are in startup or development stage companies. We monitor these investments for events or circumstances indicative of potential impairment, and we make appropriate reductions in carrying values if we determine that an impairment charge is required, based primarily on the financial condition and near-term prospects of these companies. These investments are inherently risky because the markets for the technologies or products these companies are developing are typically in the early stages and may never materialize.

Goodwill and Purchased Intangible Asset Impairments

Our methodology for allocating the purchase price relating to purchase acquisitions is determined through established valuation techniques. Goodwill represents a residual value as of the acquisition date, which in most cases results in measuring goodwill as an excess of the purchase consideration transferred plus the fair value of any noncontrolling interest in the acquired company over the fair value of net assets acquired, including contingent consideration. We perform goodwill impairment tests on an annual basis in the fourth fiscal quarter and between annual tests in certain circumstances for each reporting unit. The assessment of fair value for goodwill and purchased intangible assets is based on factors that market participants would use in an orderly transaction in accordance with the new accounting guidance for the fair value measurement of nonfinancial assets.

In response to changes in industry and market conditions, we could be required to strategically realign our resources and consider restructuring, disposing of, or otherwise exiting businesses, which could result in an impairment of goodwill. There was no impairment of goodwill in each of the first six months of fiscal 2020 and 2019.

The fair value of acquired technology and patents, as well as acquired technology under development, is determined at acquisition date primarily using the income approach, which discounts expected future cash flows to present value. The discount rates used in the present value calculations are typically derived from a weighted-average cost of capital analysis and then adjusted to reflect risks inherent in the development lifecycle as appropriate. We consider the pricing model for products related to these acquisitions to be standard within the high-technology communications industry, and the applicable discount rates represent the rates that market participants would use for valuation of such intangible assets.

We make judgments about the recoverability of purchased intangible assets with finite lives whenever events or changes in circumstances indicate that an impairment may exist. Recoverability of purchased intangible assets with finite lives is measured by comparing the carrying amount of the asset to the future undiscounted cash flows the asset is expected to generate. We review indefinite-lived intangible assets for impairment annually or whenever events or changes in circumstances indicate that the asset might be impaired. If the asset is considered to be impaired, the amount of any impairment is measured as the difference between the carrying value and the fair value of the impaired asset. Assumptions and estimates about future values and remaining useful lives of our purchased intangible assets are complex and subjective. They can be affected by a variety of factors, including external factors such as industry and economic trends, and internal factors such as changes in our business strategy and our internal forecasts.

Our ongoing consideration of all the factors described previously could result in impairment charges in the future, which could adversely affect our net income.

Income Taxes

We are subject to income taxes in the United States and numerous foreign jurisdictions. Our effective tax rates differ from the statutory rate, primarily due to the tax impact of state taxes, foreign operations, R&D tax credits, domestic manufacturing deductions, foreign-derived intangible income deductions, global intangible low-taxed income, tax audit settlements, nondeductible compensation, international realignments, and transfer pricing adjustments. Our effective tax rate was 18.6% and 15.6% in the second quarter of fiscal 2020 and 2019, respectively. Our effective tax rate was 19.6% and 12.1% in the first six months of fiscal 2020 and 2019, respectively.

Significant judgment is required in evaluating our uncertain tax positions and determining our provision for income taxes. Although we believe our reserves are reasonable, no assurance can be given that the final tax outcome of these matters will not be different from that which is reflected in our historical income tax provisions and accruals. We adjust these reserves in light of changing facts and circumstances, such as the closing of a tax audit or the refinement of an estimate. To the extent that the final tax outcome of these matters is different than the amounts recorded, such differences will impact the provision for income taxes in the period in which such determination is made. The provision for income taxes includes the impact of reserve provisions and changes to reserves that are considered appropriate, as well as the related net interest and penalties.

Significant judgment is also required in determining any valuation allowance recorded against deferred tax assets. In assessing the need for a valuation allowance, we consider all available evidence, including past operating results, estimates of future taxable income, and the feasibility of tax planning strategies. In the event that we change our determination as to the amount of deferred tax assets that can be realized, we will adjust our valuation allowance with a corresponding impact to the provision for income taxes in the period in which such determination is made.

Our provision for income taxes is subject to volatility and could be adversely impacted by earnings being lower than anticipated in countries that have lower tax rates and higher than anticipated in countries that have higher tax rates; by changes in the valuation of our deferred tax assets and liabilities; by changes to domestic manufacturing deduction, foreign-derived intangible income deduction, global intangible low-tax income and base erosion and anti-abuse tax laws, regulations, or interpretations thereof; by expiration of or lapses in tax incentives; by transfer pricing adjustments, including the effect of acquisitions on our legal structure; by tax effects of nondeductible compensation; by tax costs related to intercompany realignments; by changes in accounting principles; or by changes in tax laws and regulations, treaties, or interpretations thereof, including changes to the taxation of earnings of our foreign subsidiaries, the deductibility of expenses attributable to foreign income, and the foreign tax credit rules. Significant judgment is required to determine the recognition and measurement attributes prescribed in the accounting guidance for uncertainty in income taxes. The Organisation for Economic Co-operation and Development (OECD), an international association comprised of 36 countries, including the United States, has made changes to numerous long-standing tax principles. There can be no assurance that these changes, once adopted by countries, will not have an adverse impact on our provision for income taxes. As a result of certain of our ongoing employment and capital investment actions and commitments, our income in certain countries is subject to reduced tax rates. Our failure to meet these commitments could adversely impact our provision for income taxes. In addition, we are subject to the continuous examination of our income tax returns by the Internal Revenue Service (IRS) and other tax authorities. We regularly assess the likelihood of adverse outcomes resulting from these examinations to determine the adequacy of our provision for income taxes. There can be no assurance that the outcomes from these continuous examinations will not have an adverse impact on our operating results and financial condition.

CISCO SYSTEMS, INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

RESULTS OF OPERATIONS

Revenue

The following table presents the breakdown of revenue between product and service (in millions, except percentages):

	Three Months Ended				Six Months Ended			
	January 25, 2020	January 26, 2019	Variance in Dollars	Variance in Percent	January 25, 2020	January 26, 2019	Variance in Dollars	Variance in Percent
Revenue:								
Product	\$ 8,671	\$ 9,273	\$ (602)	(6)%	\$ 18,549	\$ 19,163	\$ (614)	(3)%
Percentage of revenue	72.2%	74.5%			73.7%	75.1%		
Service	3,334	3,173	161	5 %	6,615	6,355	260	4 %
Percentage of revenue	27.8%	25.5%			26.3%	24.9%		
Total	\$ 12,005	\$ 12,446	\$ (441)	(4)%	\$ 25,164	\$ 25,518	\$ (354)	(1)%

We manage our business primarily on a geographic basis, organized into three geographic segments. Our revenue, which includes product and service for each segment, is summarized in the following table (in millions, except percentages):

	Three Months Ended				Six Months Ended			
	January 25, 2020	January 26, 2019	Variance in Dollars	Variance in Percent	January 25, 2020	January 26, 2019	Variance in Dollars	Variance in Percent
Revenue:								
Americas	\$ 7,013	\$ 7,352	\$ (339)	(5)%	\$ 14,990	\$ 15,103	\$ (113)	(1)%
Percentage of revenue	58.4%	59.1%			59.6%	59.2%		
EMEA	3,134	3,223	(89)	(3)%	6,417	6,447	(30)	— %
Percentage of revenue	26.1%	25.9%			25.5%	25.3%		
APJC	1,859	1,872	(13)	(1)%	3,758	3,968	(210)	(5)%
Percentage of revenue	15.5%	15.0%			14.9%	15.5%		
Total	\$ 12,005	\$ 12,446	\$ (441)	(4)%	\$ 25,164	\$ 25,518	\$ (354)	(1)%

Amounts may not sum and percentages may not recalculate due to rounding.

Three Months Ended January 25, 2020 Compared with Three Months Ended January 26, 2019

Total revenue decreased by 4%. Product revenue decreased by 6% and service revenue increased by 5%. Our total revenue reflected declines across each of our geographic segments. Product revenue for the emerging countries of BRICM, in the aggregate, experienced a 28% product revenue decline, with decreases in Mexico, India, China and Brazil.

In addition to the impact of macroeconomic factors, including a reduced IT spending environment and reductions in spending by government entities, revenue by segment in a particular period may be significantly impacted by several factors related to revenue recognition, including the complexity of transactions such as multiple performance obligations; the mix of financing arrangements provided to channel partners and customers; and final acceptance of the product, system, or solution, among other factors. In addition, certain customers tend to make large and sporadic purchases, and the revenue related to these transactions may also be affected by the timing of revenue recognition, which in turn would impact the revenue of the relevant segment.

Six Months Ended January 25, 2020 Compared with Six Months Ended January 26, 2019

Total revenue decreased by 1%. Product revenue decreased by 3% and service revenue increased by 4%. Our total revenue reflected declines across each of our geographic segments. Product revenue for the emerging countries of BRICM, in the aggregate, experienced a 29% product revenue decline, with decreases primarily in Mexico, China, India and Brazil.

CISCO SYSTEMS, INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Product Revenue by Segment

The following table presents the breakdown of product revenue by segment (in millions, except percentages):

	Three Months Ended				Six Months Ended			
	January 25, 2020	January 26, 2019	Variance in Dollars	Variance in Percent	January 25, 2020	January 26, 2019	Variance in Dollars	Variance in Percent
Product revenue:								
Americas	\$ 4,935	\$ 5,349	\$ (414)	(8)%	\$ 10,842	\$ 11,060	\$ (218)	(2)%
Percentage of product revenue	56.9%	57.7%			58.4%	57.7%		
EMEA	2,393	2,512	(119)	(5)%	4,951	5,039	(88)	(2)%
Percentage of product revenue	27.6%	27.1%			26.7%	26.3%		
APJC	1,343	1,413	(70)	(5)%	2,757	3,064	(307)	(10)%
Percentage of product revenue	15.5%	15.2%			14.9%	16.0%		
Total	\$ 8,671	\$ 9,273	\$ (602)	(6)%	\$ 18,549	\$ 19,163	\$ (614)	(3)%

Amounts may not sum and percentages may not recalculate due to rounding.

Americas
Three Months Ended January 25, 2020 Compared with Three Months Ended January 26, 2019

Product revenue in the Americas segment decreased by 8%. The product revenue decrease was across all of customer segments. From a country perspective, product revenue decreased by 6% in the United States, 12% in Canada, 42% in Mexico and 15% in Brazil.

Six Months Ended January 25, 2020 Compared with Six Months Ended January 26, 2019

The decrease in product revenue in the Americas segment was driven by declines in the service provider, commercial and enterprise markets. The decreases were partially offset by product revenue growth in the public sector market. From a country perspective, product revenue decreased in the United States, Canada, Mexico and Brazil by 1%, 9%, 42% and 11%, respectively.

EMEA
Three Months Ended January 25, 2020 Compared with Three Months Ended January 26, 2019

Product revenue in the EMEA segment decreased by 5%, with declines in the service provider, enterprise and commercial markets partially offset by growth in the public sector market. Product revenue from emerging countries within EMEA increased by 3%, while product revenue for the remainder of the EMEA segment, which primarily consists of countries in Western Europe, decreased by 7%. From a country perspective, product revenue decreased in Germany, United Kingdom and France by 5%, 8% and 7%, respectively.

Six Months Ended January 25, 2020 Compared with Six Months Ended January 26, 2019

Product revenue in the EMEA segment decreased by 2%, with declines in the service provider, enterprise and commercial markets partially offset by growth in the public sector market. Product revenue from emerging countries within EMEA increased by 3% and product revenue for the remainder of the EMEA segment decreased by 3%. From a country perspective, product revenue declined 7% in the United Kingdom and 3% in France, partially offset by a product revenue increase of 1% in Germany.

APJC
Three Months Ended January 25, 2020 Compared with Three Months Ended January 26, 2019

Product revenue in the APJC segment decreased by 5%, driven by declines in the commercial, public sector and enterprise markets, partially offset by growth in the service provider market. From a country perspective, product revenue decreased in Australia, India and China by 9%, 30%, and 38%, respectively, partially offset by a product revenue increase of 31% in Japan.

CISCO SYSTEMS, INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Six Months Ended January 25, 2020 Compared with Six Months Ended January 26, 2019

Product revenue in the APJC segment decreased by 10%, with a decline across each of the customer markets in this geographic segment. From a country perspective, product revenue decreased in Australia, China and India by 12%, 35% and 34%, respectively, partially offset by a product revenue increase of 20% in Japan.

Product Revenue by Groups of Similar Products

In addition to the primary view on a geographic basis, we also prepare financial information related to groups of similar products and customer markets for various purposes. We report our product revenue in the following categories: Infrastructure Platforms, Applications, Security, and Other Products. This aligns our product categories with our evolving business model. Prior period amounts have been reclassified to conform to the current period's presentation.

The following table presents revenue for groups of similar products (in millions, except percentages):

	Three Months Ended				Six Months Ended			
	January 25, 2020	January 26, 2019	Variance in Dollars	Variance in Percent	January 25, 2020	January 26, 2019	Variance in Dollars	Variance in Percent
Product revenue:								
Infrastructure Platforms	\$ 6,528	\$ 7,102	\$ (574)	(8)%	\$ 14,067	\$ 14,724	\$ (657)	(4)%
Applications	1,349	1,465	(116)	(8)%	2,847	2,884	(37)	(1)%
Security	748	684	64	9 %	1,563	1,354	209	15 %
Other Products	46	22	24	110 %	72	200	(128)	(64)%
Total	<u>\$ 8,671</u>	<u>\$ 9,273</u>	<u>\$ (602)</u>	<u>(6)%</u>	<u>\$ 18,549</u>	<u>\$ 19,163</u>	<u>\$ (614)</u>	<u>(3)%</u>

Amounts may not sum and percentages may not recalculate due to rounding.

Infrastructure Platforms

Three Months Ended January 25, 2020 Compared with Three Months Ended January 26, 2019

The Infrastructure Platforms product category represents our core networking offerings related to switching, routing, wireless, and the data center. Infrastructure Platforms revenue decreased by 8%, or \$574 million. Switching revenue declined in both campus switching and data center switching, although we had revenue growth in our intent-based networking Catalyst 9000 Series and in our Nexus 9000 Series. We experienced a decrease in sales of routing products, driven by continued weakness in the service provider market. We experienced a revenue decline from wireless products, although we saw revenue growth in our Meraki and WiFi6 products. Revenue from data center declined driven by server products partially offset by strong growth of our HyperFlex products.

Six Months Ended January 25, 2020 Compared with Six Months Ended January 26, 2019

Revenue from the Infrastructure Platforms product category decreased 4%, or \$657 million, with declines across the portfolio with the exception of data center. Switching revenue declined in both campus switching and data center switching, although we saw revenue growth in our intent-based networking Catalyst 9000 Series and Nexus 9000 Series. The decrease in routing was driven by continued weakness in the service provider market. We experienced a revenue decline from wireless products, although we saw revenue growth in Meraki and WiFi6 products. Revenue from data center increased driven by higher sales of our HyperFlex products.

Applications

Three Months Ended January 25, 2020 Compared with Three Months Ended January 26, 2019

The Applications product category includes our collaboration offerings (unified communications, Cisco TelePresence and conferencing) as well as the Internet of Things (IoT) and AppDynamics analytics software offerings. Revenue in our Applications product category decreased by 8%, or \$116 million, with a decline in Unified Communications partially offset by double digit growth in AppDynamics.

Six Months Ended January 25, 2020 Compared with Six Months Ended January 26, 2019

Revenue in our Applications product category decreased by 1%, or \$37 million, with declines in Unified Communications partially offset by double digit growth in AppDynamics.

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MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Security

Three Months Ended January 25, 2020 Compared with Three Months Ended January 26, 2019

Revenue in our Security product category increased 9%, or \$64 million, driven by strong sales of our identity and access, advanced threat security and unified threat management products.

Six Months Ended January 25, 2020 Compared with Six Months Ended January 26, 2019

Revenue in our Security product category increased by 15%, or \$209 million, driven by higher sales of identity and access, advanced threat security, unified threat management and web security products.

Other Products

The increase in revenue from our Other Products category for the second quarter of fiscal 2020 was primarily driven by an increase in revenue from our cloud and system management products. The decrease in revenue from our Other Products category for the first six months of fiscal 2020 was primarily driven by a decrease in revenue from the SPVSS business which we divested in the second quarter of fiscal 2019.

Service Revenue by Segment

The following table presents the breakdown of service revenue by segment (in millions, except percentages):

	Three Months Ended				Six Months Ended			
	January 25, 2020	January 26, 2019	Variance in Dollars	Variance in Percent	January 25, 2020	January 26, 2019	Variance in Dollars	Variance in Percent
Service revenue:								
Americas	\$ 2,078	\$ 2,003	\$ 75	4%	\$ 4,148	\$ 4,043	\$ 105	3%
<i>Percentage of service revenue</i>	<i>62.3%</i>	<i>63.1%</i>			<i>62.7%</i>	<i>63.6%</i>		
EMEA	741	711	30	4%	1,466	1,408	58	4%
<i>Percentage of service revenue</i>	<i>22.2%</i>	<i>22.4%</i>			<i>22.2%</i>	<i>22.2%</i>		
APJC	515	459	56	12%	1,001	904	97	11%
<i>Percentage of service revenue</i>	<i>15.5%</i>	<i>14.5%</i>			<i>15.1%</i>	<i>14.2%</i>		
Total	\$ 3,334	\$ 3,173	\$ 161	5%	\$ 6,615	\$ 6,355	\$ 260	4%

Amounts may not sum and percentages may not recalculate due to rounding.

Service revenue increased 5% in the second quarter of fiscal 2020 and increased 4% in the first six months of fiscal 2020 compared to the corresponding periods of fiscal 2019. The increases in both periods were driven by an increase in software and solution support offerings. Service revenue increased across all geographic segments.

Gross Margin

The following table presents the gross margin for products and services (in millions, except percentages):

	Three Months Ended				Six Months Ended			
	AMOUNT		PERCENTAGE		AMOUNT		PERCENTAGE	
	January 25, 2020	January 26, 2019	January 25, 2020	January 26, 2019	January 25, 2020	January 26, 2019	January 25, 2020	January 26, 2019
Gross margin:								
Product	\$ 5,545	\$ 5,659	63.9%	61.0%	\$ 11,899	\$ 11,750	64.1%	61.3%
Service	2,219	2,114	66.6%	66.6%	4,329	4,169	65.4%	65.6%
Total	\$ 7,764	\$ 7,773	64.7%	62.5%	\$ 16,228	\$ 15,919	64.5%	62.4%

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Product Gross Margin

The following table summarizes the key factors that contributed to the change in product gross margin percentage for the second quarter and first six months of fiscal 2020, as compared with the corresponding prior year periods:

	Product Gross Margin Percentage	
	Three Months Ended	Six Months Ended
Fiscal 2019	61.0 %	61.3 %
Productivity ⁽¹⁾	3.4 %	2.6 %
Product pricing	(1.1)%	(0.5)%
Mix of products sold	0.8 %	0.7 %
Impact from divestiture of SPVSS business	— %	0.2 %
Others	(0.2)%	(0.2)%
Fiscal 2020	63.9 %	64.1 %

(1) Productivity includes overall manufacturing-related costs, such as component costs, warranty expense, provision for inventory, freight, logistics, shipment volume, and other items not categorized elsewhere.

Three Months Ended January 25, 2020 Compared with Three Months Ended January 26, 2019

Product gross margin increased by 2.9 percentage points driven by productivity improvements and product mix, partially offset by unfavorable impacts from product pricing.

Productivity improvements were driven by cost reductions including value engineering efforts (e.g. component redesign, board configuration, test processes and transformation processes) and continued operational efficiency in manufacturing operations. The negative pricing impact was driven by typical market factors and impacted each of our geographic segments. The favorable product mix was driven by impacts from each of our product categories.

Six Months Ended January 25, 2020 Compared with Six Months Ended January 26, 2019

Product gross margin increased by 2.8 percentage points driven by productivity improvements and product mix, partially offset by unfavorable impacts from product pricing. Our product gross margin also benefited from the sale of our lower margin SPVSS business during the second quarter of fiscal 2019.

Productivity improvements were driven by cost reductions including value engineering efforts and continued operational efficiency in manufacturing operations.

Service Gross Margin

Three Months Ended January 25, 2020 Compared with Three Months Ended January 26, 2019

Our service gross margin percentage was flat due to increased headcount-related and delivery costs offset by higher sales volume.

Our service gross margin normally experiences some fluctuations due to various factors such as the timing of contract initiations in our renewals, our strategic investments in headcount, and the resources we deploy to support the overall service business. Other factors include the mix of service offerings, as the gross margin from our advanced services is typically lower than the gross margin from technical support services.

Six Months Ended January 25, 2020 Compared with Six Months Ended January 26, 2019

Service gross margin percentage decreased by 0.2 percentage points due to increased headcount-related and increased delivery costs. These costs impacts were partially offset by the resulting benefit to gross margin of higher sales volume.

CISCO SYSTEMS, INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Gross Margin by Segment

The following table presents the total gross margin for each segment (in millions, except percentages):

	Three Months Ended				Six Months Ended			
	AMOUNT		PERCENTAGE		AMOUNT		PERCENTAGE	
	January 25, 2020	January 26, 2019	January 25, 2020	January 26, 2019	January 25, 2020	January 26, 2019	January 25, 2020	January 26, 2019
Gross margin:								
Americas	\$ 4,692	\$ 4,796	66.9%	65.2%	\$ 10,008	\$ 9,866	66.8%	65.3%
EMEA	2,062	2,070	65.8%	64.2%	4,229	4,141	65.9%	64.2%
APJC	1,219	1,109	65.6%	59.2%	2,413	2,309	64.2%	58.2%
Segment total	7,974	7,975	66.4%	64.1%	16,650	16,316	66.2%	63.9%
Unallocated corporate items ⁽¹⁾	(210)	(202)			(422)	(397)		
Total	\$ 7,764	\$ 7,773	64.7%	62.5%	\$ 16,228	\$ 15,919	64.5%	62.4%

⁽¹⁾ The unallocated corporate items include the effects of amortization and impairments of acquisition-related intangible assets, share-based compensation expense, significant litigation settlements and other contingencies, charges related to asset impairments and restructurings, and certain other charges. We do not allocate these items to the gross margin for each segment because management does not include such information in measuring the performance of the operating segments.

Amounts may not sum and percentages may not recalculate due to rounding.

Three Months Ended January 25, 2020 Compared with Three Months Ended January 26, 2019

We experienced a gross margin percentage increase in our Americas segment due to favorable impacts from productivity improvements and product mix, partially offset by unfavorable impacts from pricing.

Gross margin in our EMEA segment increased due to productivity improvements and product mix, partially offset by negative impacts from pricing.

The APJC segment gross margin percentage increase was due to favorable impacts from productivity improvements and product mix, partially offset by negative impacts from pricing.

The gross margin percentage for a particular segment may fluctuate, and period-to-period changes in such percentages may or may not be indicative of a trend for that segment.

Six Months Ended January 25, 2020 Compared with Six Months Ended January 26, 2019

The Americas segment had a gross margin percentage increase driven by productivity improvements, and to a lesser extent, product mix, partially offset by unfavorable impacts from pricing.

The gross margin percentage increase in our EMEA segment was due to productivity improvements and product mix, partially offset by negative impacts from pricing.

The APJC segment gross margin percentage increase was driven by productivity improvements and product mix, partially offset by negative impacts from pricing.

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Research and Development (“R&D”), Sales and Marketing, and General and Administrative (“G&A”) Expenses

R&D, sales and marketing, and G&A expenses are summarized in the following table (in millions, except percentages):

	Three Months Ended				Six Months Ended			
	January 25, 2020	January 26, 2019	Variance in Dollars	Variance in Percent	January 25, 2020	January 26, 2019	Variance in Dollars	Variance in Percent
Research and development	\$ 1,570	\$ 1,557	\$ 13	1 %	\$ 3,236	\$ 3,165	\$ 71	2%
Percentage of revenue	13.1%	12.5%			12.9%	12.4%		
Sales and marketing	2,279	2,271	8	— %	4,759	4,681	78	2%
Percentage of revenue	19.0%	18.2%			18.9%	18.3%		
General and administrative	455	509	(54)	(11)%	974	720	254	35%
Percentage of revenue	3.8%	4.1%			3.9%	2.8%		
Total	\$ 4,304	\$ 4,337	\$ (33)	(1)%	\$ 8,969	\$ 8,566	\$ 403	5%
Percentage of revenue	35.9%	34.8%			35.6%	33.6%		

R&D Expenses

Three Months Ended January 25, 2020 Compared with Three Months Ended January 26, 2019

R&D expenses increased due to higher headcount-related expenses and higher share-based compensation expense. These increases were partially offset by lower contracted services and discretionary spending.

We continue to invest in R&D in order to bring a broad range of products to market in a timely fashion. If we believe that we are unable to enter a particular market in a timely manner with internally developed products, we may purchase or license technology from other businesses, or we may partner with or acquire businesses as an alternative to internal R&D.

Six Months Ended January 25, 2020 Compared with Six Months Ended January 26, 2019

R&D expenses increased primarily due to higher headcount-related expenses and higher share-based compensation expense. These increases were partially offset by lower contracted services spending.

Sales and Marketing Expenses

Three Months Ended January 25, 2020 Compared with Three Months Ended January 26, 2019

Sales and marketing expenses were flat due to higher headcount-related expenses, offset by lower contracted services spending, discretionary spending and, to a lesser extent, lower share-based compensation expense.

Six Months Ended January 25, 2020 Compared with Six Months Ended January 26, 2019

Sales and marketing expenses increased due to higher headcount-related expenses, partially offset by lower discretionary spending, lower contracted services and, to a lesser extent, lower share-based compensation expense.

G&A Expenses

Three Months Ended January 25, 2020 Compared with Three Months Ended January 26, 2019

G&A expenses decreased due to a gain recognized on the sale of property that had been held for sale, partially offset by higher discretionary spending.

Six Months Ended January 25, 2020 Compared with Six Months Ended January 26, 2019

G&A expenses increased due to the impact of the benefit from the \$400 million litigation settlement with Arista from the first quarter of fiscal 2019 and higher discretionary spending, partially offset by lower contracted services spending, lower acquisition-related/divestiture costs and lower share-based compensation expense.

Effect of Foreign Currency

In the second quarter of fiscal 2020, foreign currency fluctuations, net of hedging, decreased the combined R&D, sales and marketing, and G&A expenses by approximately \$12 million, or 0.3%, compared with the second quarter of fiscal 2019.

In the first six months of fiscal 2020, foreign currency fluctuations, net of hedging, decreased the combined R&D, sales and marketing, and G&A expenses by approximately \$58 million, or 0.7%, compared with the first six months of fiscal 2019.

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Amortization of Purchased Intangible Assets

The following table presents the amortization of purchased intangible assets including impairment charges (in millions):

	Three Months Ended		Six Months Ended	
	January 25, 2020	January 26, 2019	January 25, 2020	January 26, 2019
Amortization of purchased intangible assets:				
Cost of sales	\$ 165	\$ 156	\$ 331	\$ 307
Operating expenses	38	39	74	73
Total	<u>\$ 203</u>	<u>\$ 195</u>	<u>\$ 405</u>	<u>\$ 380</u>

Three Months Ended January 25, 2020 Compared with Three Months Ended January 26, 2019

The increase in amortization of purchased intangible assets in the second quarter of fiscal 2020 was due largely to the amortization of purchased intangibles from our recent acquisitions.

Six Months Ended January 25, 2020 Compared with Six Months Ended January 26, 2019

Amortization of purchased intangible assets increased due largely to the amortization of purchased intangibles from our recent acquisitions, partially offset by the purchased intangible assets related to the divestiture of SPVSS business in the second quarter of fiscal 2019.

Restructuring and Other Charges

We initiated a restructuring plan during fiscal 2018 in order to realign our organization and enable further investment in key priority areas. In connection with this restructuring plan, we incurred charges of \$42 million and \$226 million for the second quarter and first six months of fiscal 2020, respectively, and have incurred cumulative charges of \$656 million since inception. We completed the Fiscal 2018 Plan in the second quarter of fiscal 2020.

We initiated a restructuring plan in the third quarter of fiscal 2020 in order to realign the organization and enable further investment in key priority areas. The total pretax charges are estimated to be approximately \$300 million. We expect the Fiscal 2020 Plan to be substantially completed in fiscal 2021.

These charges are primarily cash-based and consisted of employee severance and other one-time termination benefits, and other costs. We expect to reinvest substantially all of the cost savings from these restructuring actions in our key priority areas. As a result, the overall cost savings from these restructuring actions are not expected to be material for future periods.

Operating Income

The following table presents our operating income and our operating income as a percentage of revenue (in millions, except percentages):

	Three Months Ended		Six Months Ended	
	January 25, 2020	January 26, 2019	January 25, 2020	January 26, 2019
Operating income	\$ 3,380	\$ 3,211	\$ 6,959	\$ 7,016
Operating income as a percentage of revenue	28.2%	25.8%	27.7%	27.5%

Three Months Ended January 25, 2020 Compared with Three Months Ended January 26, 2019

Operating income increased by 5%, and as a percentage of revenue operating income increased by 2.4 percentage points. These increases resulted primarily from: lower restructuring and other charges and a gross margin percentage increase (driven by productivity improvements and product mix, partially offset by unfavorable impacts from pricing).

Six Months Ended January 25, 2020 Compared with Six Months Ended January 26, 2019

Operating income decreased by 1%, and as a percentage of revenue operating income increased by 0.2 percentage points. These increases resulted primarily from: the impact of the benefit from the \$400 million litigation settlement with Arista in the first quarter of fiscal 2019 and a revenue decrease, partially offset by a gross margin percentage increase (driven by productivity improvements).

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Interest and Other Income (Loss), Net

Interest Income (Expense), Net The following table summarizes interest income and interest expense (in millions):

	Three Months Ended			Six Months Ended		
	January 25, 2020	January 26, 2019	Variance in Dollars	January 25, 2020	January 26, 2019	Variance in Dollars
Interest income	\$ 242	\$ 328	\$ (86)	\$ 515	\$ 672	\$ (157)
Interest expense	(158)	(223)	65	(336)	(444)	108
Interest income (expense), net	\$ 84	\$ 105	\$ (21)	\$ 179	\$ 228	\$ (49)

For each of the second quarter and first six months of fiscal 2020, interest income decreased driven by a decrease in the average balance of cash and available-for-sale debt investments. The decrease in interest expense was driven by a lower average debt balance and the impact of lower effective interest rates.

Other Income (Loss), Net The components of other income (loss), net, are summarized as follows (in millions):

	Three Months Ended			Six Months Ended		
	January 25, 2020	January 26, 2019	Variance in Dollars	January 25, 2020	January 26, 2019	Variance in Dollars
Gains (losses) on investments, net:						
Available-for-sale debt investments	\$ 11	\$ (5)	\$ 16	\$ 21	\$ (11)	\$ 32
Marketable equity investments	—	61	(61)	—	57	(57)
Non-marketable equity and other investments	81	(3)	84	91	1	90
Net gains (losses) on investments	92	53	39	112	47	65
Other gains (losses), net	(22)	(26)	4	(30)	(39)	9
Other income (loss), net	\$ 70	\$ 27	\$ 43	\$ 82	\$ 8	\$ 74

Three Months Ended January 25, 2020 Compared with Three Months Ended January 26, 2019

The total change in net gains (losses) on available-for-sale debt investments was primarily attributable to higher realized gains as a result of market conditions, and the timing of sales of these investments. The total change in net gains (losses) on marketable equity investments was attributable to market value fluctuations and the timing of recognition of gains and losses. The change in net gains (losses) on non-marketable equity and other investments was primarily due to higher net realized gains and higher unrealized gains, partially offset by higher impairment charges. The change in other gains (losses), net was driven by impacts from our equity derivatives.

Six Months Ended January 25, 2020 Compared with Six Months Ended January 26, 2019

The total change in net gains (losses) on available-for-sale debt investments was primarily attributable to higher realized gains as a result of market conditions, and the timing of sales of these investments. The total change in net gains (losses) on marketable equity investments was attributable to market value fluctuations and the timing of recognition of gains and losses. The change in net gains (losses) on non-marketable equity and other investments was primarily due to higher realized gains and higher unrealized gains, partially offset by higher impairment charges. The change in other gains (losses), net was driven by higher gains from customer lease terminations and impacts from our equity derivatives, partially offset by higher donation expense and unfavorable foreign exchange impacts.

Provision for Income Taxes

Three Months Ended January 25, 2020 Compared with Three Months Ended January 26, 2019

The provision for income taxes resulted in an effective tax rate of 18.6% for the second quarter of fiscal 2020 compared with 15.6% for the second quarter of fiscal 2019. The increase in the effective tax rate was primarily due to a decrease in foreign income taxed at lower than U.S. rates (1.3 point increase) and a decrease in discrete net tax benefits in fiscal 2020 as compared to fiscal 2019 (1.7 point increase).

Our effective tax rate will increase or decrease based upon the tax effect of the difference between the share-based compensation expenses and the benefits taken on the company's tax returns. We recognize excess tax benefits on a discrete basis and therefore anticipate the effective tax rate to vary from quarter to quarter depending on our share price in each period.

Six Months Ended January 25, 2020 Compared with Six Months Ended January 26, 2019

The provision for income taxes resulted in an effective tax rate of 19.6% for the first six months of fiscal 2020 compared with 12.1% for the first six months of fiscal 2019. The increase in the effective tax rate was primarily due to a decrease in foreign income taxed at lower than U.S. rates (1.5 point increase) and a decrease in discrete net tax benefits in the first six months of fiscal 2020 compared to the first six months of fiscal 2019 (5.8 point increase).

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LIQUIDITY AND CAPITAL RESOURCES

The following sections discuss the effects of changes in our balance sheet, our capital allocation strategy including stock repurchase program and dividends, our contractual obligations, and certain other commitments and activities on our liquidity and capital resources.

Balance Sheet and Cash Flows

Cash and Cash Equivalents and Investments The following table summarizes our cash and cash equivalents and investments (in millions):

	January 25, 2020	July 27, 2019	Increase (Decrease)
Cash and cash equivalents	\$ 8,475	\$ 11,750	\$ (3,275)
Available-for-sale debt investments	18,587	21,660	(3,073)
Marketable equity securities	—	3	(3)
Total	\$ 27,062	\$ 33,413	\$ (6,351)

The decrease in cash and cash equivalents and investments in the first six months of fiscal 2020 was primarily driven by a net decrease in debt of \$8.7 billion; cash dividends of \$3.0 billion; cash returned to shareholders in the form of repurchases of common stock of \$1.6 billion under the stock repurchase program; capital expenditures of \$0.4 billion; and net cash paid for acquisitions and divestitures of \$0.2 billion. These uses of cash were partially offset by cash provided by operating activities of \$7.4 billion.

In addition to cash requirements in the normal course of business, on July 9, 2019 we announced our intent to acquire Acacia for a purchase consideration of approximately \$2.6 billion in cash. In addition, approximately \$0.7 billion of the U.S. transition tax on accumulated earnings for foreign subsidiaries is payable in less than one year. Also, \$1.5 billion of long-term debt outstanding at January 25, 2020 will mature within the next 12 months from the balance sheet date. See further discussion of liquidity under "Liquidity and Capital Resource Requirements" below.

We maintain an investment portfolio of various holdings, types, and maturities. We classify our investments as short-term investments based on their nature and their availability for use in current operations. We believe the overall credit quality of our portfolio is strong, with our cash equivalents and our available-for-sale debt investment portfolio consisting primarily of high quality investment-grade securities. We believe that our strong cash and cash equivalents and investments position allows us to use our cash resources for strategic investments to gain access to new technologies, for acquisitions, for customer financing activities, for working capital needs, and for the repurchase of shares of common stock and payment of dividends as discussed below.

Securities Lending We periodically engage in securities lending activities with certain of our available-for-sale debt investments. These transactions are accounted for as a secured lending of the securities, and the securities are typically loaned only on an overnight basis. We require collateral equal to at least 102% of the fair market value of the loaned security and that the collateral be in the form of cash or liquid, high-quality assets. We engage in these secured lending transactions only with highly creditworthy counterparties, and the associated portfolio custodian has agreed to indemnify us against collateral losses. We did not experience any losses in connection with the secured lending of securities during the periods presented.

Free Cash Flow and Capital Allocation As part of our capital allocation strategy, we intend to return a minimum of 50% of our free cash flow annually to our shareholders through cash dividends and repurchases of common stock.

We define free cash flow as net cash provided by operating activities less cash used to acquire property and equipment. The following table reconciles our net cash provided by operating activities to free cash flow (in millions):

	Six Months Ended	
	January 25, 2020	January 26, 2019
Net cash provided by operating activities	\$ 7,387	\$ 7,560
Acquisition of property and equipment	(391)	(473)
Free cash flow	\$ 6,996	\$ 7,087

We expect that cash provided by operating activities may fluctuate in future periods as a result of a number of factors, including fluctuations in our operating results, the rate at which products are shipped during the quarter (which we refer to as shipment linearity), the timing and collection of accounts receivable and financing receivables, inventory and supply chain management,

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deferred revenue, and the timing and amount of tax and other payments. For additional discussion, see “Part II, Item 1A. Risk Factors” in this report.

We consider free cash flow to be a liquidity measure that provides useful information to management and investors because of our intent to return a stated percentage of free cash flow to shareholders in the form of dividends and stock repurchases. We further regard free cash flow as a useful measure because it reflects cash that can be used to, among other things, invest in our business, make strategic acquisitions, repurchase common stock, and pay dividends on our common stock, after deducting capital investments. A limitation of the utility of free cash flow as a measure of financial performance and liquidity is that the free cash flow does not represent the total increase or decrease in our cash balance for the period. In addition, we have other required uses of cash, including repaying the principal of our outstanding indebtedness. Free cash flow is not a measure calculated in accordance with U.S. generally accepted accounting principles and should not be regarded in isolation or as an alternative for net cash provided by operating activities or any other measure calculated in accordance with such principles, and other companies may calculate free cash flow in a different manner than we do.

The following table summarizes the dividends paid and stock repurchases (in millions, except per-share amounts):

	DIVIDENDS		STOCK REPURCHASE PROGRAM				
Quarter Ended	Per Share	Amount	Shares	Weighted-Average Price per Share	Amount	TOTAL	
Fiscal 2020							
January 25, 2020	\$ 0.35	\$ 1,486	18	\$ 46.71	\$ 870	\$	2,356
October 26, 2019	\$ 0.35	\$ 1,486	16	\$ 48.91	\$ 768	\$	2,254
Fiscal 2019							
July 27, 2019	\$ 0.35	\$ 1,490	82	\$ 54.99	\$ 4,515	\$	6,005
April 27, 2019	\$ 0.35	\$ 1,519	116	\$ 52.14	\$ 6,020	\$	7,539
January 26, 2019	\$ 0.33	\$ 1,470	111	\$ 45.09	\$ 5,016	\$	6,486
October 27, 2018	\$ 0.33	\$ 1,500	109	\$ 46.01	\$ 5,026	\$	6,526

On February 12, 2020, our Board of Directors declared a quarterly dividend of \$0.36 per common share to be paid on April 22, 2020 to all shareholders of record as of the close of business on April 3, 2020. Any future dividends are subject to the approval of our Board of Directors.

The remaining authorized amount for stock repurchases under this program, including the additional authorization, is approximately \$11.8 billion, with no termination date.

Accounts Receivable, Net The following table summarizes our accounts receivable, net (in millions):

	January 25, 2020	July 27, 2019	Increase (Decrease)
Accounts receivable, net	\$ 4,330	\$ 5,491	\$ (1,161)

Our accounts receivable net, as of January 25, 2020 decreased by approximately 21%, as compared with the end of fiscal 2019, primarily due to timing and amount of product and service billings in the second quarter of fiscal 2020 compared with the fourth quarter of fiscal 2019.

Inventory Supply Chain The following table summarizes our inventories and purchase commitments with contract manufacturers and suppliers (in millions):

	January 25, 2020	July 27, 2019	Increase (Decrease)
Inventories	\$ 1,353	\$ 1,383	\$ (30)
Purchase commitments with contract manufacturers and suppliers	\$ 4,482	\$ 4,967	\$ (485)

Inventory as of January 25, 2020 decreased by 2% from our inventory balance at the end of fiscal 2019. The decrease in inventory was primarily due to lower deferred cost of sales, partially offset by an increase in finished goods and raw materials. Purchase commitments with contract manufacturers and suppliers decreased 10% compared to the end of fiscal 2019. On a combined basis,

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inventories and purchase commitments with contract manufacturers and suppliers decreased by 8% compared with the end of fiscal 2019. We believe our inventory and purchase commitments levels are in line with our current demand forecasts.

We purchase components from a variety of suppliers and use several contract manufacturers to provide manufacturing services for our products. During the normal course of business, in order to manage manufacturing lead times and help ensure adequate component supply, we enter into agreements with contract manufacturers and suppliers that allow them to procure inventory based upon criteria as defined by us or that establish the parameters defining our requirements and our commitment to securing manufacturing capacity.

Our purchase commitments are for short-term product manufacturing requirements as well as for commitments to suppliers to secure manufacturing capacity. Certain of our purchase commitments with contract manufacturers and suppliers relate to arrangements to secure long-term pricing for certain product components for multi-year periods. A significant portion of our reported purchase commitments arising from these agreements are firm, noncancelable, and unconditional commitments. In certain instances, these agreements allow us the option to cancel, reschedule, and adjust our requirements based on our business needs prior to firm orders being placed.

Inventory and supply chain management remain areas of focus as we balance the need to maintain supply chain flexibility to help ensure competitive lead times with the risk of inventory obsolescence because of rapidly changing technology and customer requirements. We believe the amount of our inventory and purchase commitments is appropriate for our revenue levels.

Financing Receivables and Guarantees The following table summarizes our financing receivables (in millions):

	January 25, 2020	July 27, 2019	Increase (Decrease)
Lease receivables, net	\$ 2,208	\$ 2,326	\$ (118)
Loan receivables, net	5,202	5,367	(165)
Financed service contracts, net	2,174	2,360	(186)
Total, net	<u>\$ 9,584</u>	<u>\$ 10,053</u>	<u>\$ (469)</u>

Financing Receivables Our financing arrangements include leases, loans, and financed service contracts. Lease receivables include sales-type leases. Arrangements related to leases are generally collateralized by a security interest in the underlying assets. Our loan receivables include customer financing for purchases of our hardware, software and services and also may include additional funds for other costs associated with network installation and integration of our products and services. We also provide financing to certain qualified customers for long-term service contracts, which primarily relate to technical support services. The majority of the revenue from these financed service contracts is deferred and is recognized ratably over the period during which the services are performed. Financing receivables decreased by 5%.

Financing Guarantees In the normal course of business, third parties may provide financing arrangements to our customers and channel partners under financing programs. The financing arrangements to customers provided by third parties are related to leases and loans and typically have terms of up to three years. In some cases, we provide guarantees to third parties for these lease and loan arrangements. The financing arrangements to channel partners consist of revolving short-term financing provided by third parties, generally with payment terms ranging from 60 to 90 days. In certain instances, these financing arrangements result in a transfer of our receivables to the third party. The receivables are derecognized upon transfer, as these transfers qualify as true sales, and we receive payments for the receivables from the third party based on our standard payment terms.

The volume of channel partner financing was \$14.2 billion and \$14.5 billion for the first six months of fiscal 2020 and 2019, respectively. These financing arrangements facilitate the working capital requirements of the channel partners, and in some cases, we guarantee a portion of these arrangements. The balance of the channel partner financing subject to guarantees was \$1.3 billion and \$1.4 billion as of January 25, 2020 and July 27, 2019, respectively. We could be called upon to make payments under these guarantees in the event of nonpayment by the channel partners or end-user customers. Historically, our payments under these arrangements have been immaterial. Where we provide a guarantee, we defer the revenue associated with the channel partner and end-user financing arrangement in accordance with revenue recognition policies, or we record a liability for the fair value of the guarantees. In either case, the deferred revenue is recognized as revenue when the guarantee is removed. As of January 25, 2020, the total maximum potential future payments related to these guarantees was approximately \$271 million, of which approximately \$82 million was recorded as deferred revenue.

CISCO SYSTEMS, INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Borrowings

Senior Notes The following table summarizes the principal amount of our senior notes (in millions):

	Maturity Date	January 25, 2020	July 27, 2019
Senior notes:			
Floating-rate notes:			
Three-month LIBOR plus 0.34%	September 20, 2019	\$ —	\$ 500
Fixed-rate notes:			
1.40%	September 20, 2019	—	1,500
4.45%	January 15, 2020	—	2,500
2.45%	June 15, 2020	1,500	1,500
2.20%	February 28, 2021	2,500	2,500
2.90%	March 4, 2021	500	500
1.85%	September 20, 2021	2,000	2,000
3.00%	June 15, 2022	500	500
2.60%	February 28, 2023	500	500
2.20%	September 20, 2023	750	750
3.625%	March 4, 2024	1,000	1,000
3.50%	June 15, 2025	500	500
2.95%	February 28, 2026	750	750
2.50%	September 20, 2026	1,500	1,500
5.90%	February 15, 2039	2,000	2,000
5.50%	January 15, 2040	2,000	2,000
Total		\$ 16,000	\$ 20,500

Interest is payable semiannually on each class of the senior fixed-rate notes, each of which is redeemable by us at any time, subject to a make-whole premium. We were in compliance with all debt covenants as of January 25, 2020.

Commercial Paper We have a short-term debt financing program in which up to \$10.0 billion is available through the issuance of commercial paper notes. We use the proceeds from the issuance of commercial paper notes for general corporate purposes. We had \$4.2 billion in commercial paper notes outstanding as of July 27, 2019. We had no commercial paper outstanding as of January 25, 2020.

Credit Facility On May 15, 2015, we entered into a credit agreement with certain institutional lenders that provides for a \$3.0 billion unsecured revolving credit facility that is scheduled to expire on May 15, 2020. Any advances under the credit agreement will accrue interest at rates that are equal to, based on certain conditions, either (i) the highest of (a) the Federal Funds rate plus 0.50%, (b) Bank of America's "prime rate" as announced from time to time, or (c) LIBOR, or a comparable or successor rate that is approved by the Administrative Agent ("Eurocurrency Rate"), for an interest period of one month plus 1.00%, or (ii) the Eurocurrency Rate, plus a margin that is based on our senior debt credit ratings as published by Standard & Poor's Financial Services, LLC and Moody's Investors Service, Inc., provided that in no event will the Eurocurrency Rate be less than zero. We may also, upon the agreement of either the then-existing lenders or additional lenders not currently parties to the agreement, increase the commitments under the credit facility by up to an additional \$2.0 billion and/or extend the expiration date of the credit facility up to May 15, 2022. This credit agreement requires that we comply with certain covenants, including that we maintain an interest coverage ratio as defined in the agreement. As of January 25, 2020, we were in compliance with the required interest coverage ratio and the other covenants, and we had not borrowed any funds under the credit facility.

CISCO SYSTEMS, INC.
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (Continued)

Deferred Revenue The following table presents the breakdown of deferred revenue (in millions):

	January 25, 2020	July 27, 2019	Increase (Decrease)
Service	\$ 11,526	\$ 11,709	\$ (183)
Product	7,160	6,758	402
Total	<u>\$ 18,686</u>	<u>\$ 18,467</u>	<u>\$ 219</u>
Reported as:			
Current	\$ 10,638	\$ 10,668	\$ (30)
Noncurrent	8,048	7,799	249
Total	<u>\$ 18,686</u>	<u>\$ 18,467</u>	<u>\$ 219</u>

Deferred revenue increased primarily due to increased deferrals related to our recurring software offerings. The 2% decrease in deferred service revenue was driven by the impact of ongoing amortization of deferred service revenue.

Contractual Obligations

Transition Tax Payable

The income tax payable outstanding as of January 25, 2020 for the U.S. transition tax on accumulated earnings for foreign subsidiaries is \$7.6 billion. Approximately \$0.7 billion is payable in less than one year; \$1.4 billion is payable between 1 to 3 years; \$3.2 billion is payable between 3 to 5 years; and the remaining \$2.3 billion is payable in more than 5 years.

For our Contractual Obligations see our Annual Report on Form 10-K for the year ended July 27, 2019.

Other Commitments

In connection with our acquisitions, we have agreed to pay certain additional amounts contingent upon the achievement of certain agreed-upon technology, development, product, or other milestones or the continued employment with us of certain employees of the acquired entities. See Note 14 to the Consolidated Financial Statements.

We also have certain funding commitments primarily related to our non-marketable equity and other investments, some of which are based on the achievement of certain agreed-upon milestones, and some of which are required to be funded on demand. The funding commitments were \$291 million as of January 25, 2020, compared with \$326 million as of July 27, 2019.

Off-Balance Sheet Arrangements

We consider our investments in unconsolidated variable interest entities to be off-balance sheet arrangements. In the ordinary course of business, we have non-marketable equity and other investments and provide financing to certain customers. Certain of these investments are considered to be variable interest entities. We evaluate on an ongoing basis our non-marketable equity and other investments and customer financings, and we have determined that as of January 25, 2020 there were no material unconsolidated variable interest entities.

On an ongoing basis, we reassess our non-marketable equity and other investments and customer financings to determine if they are variable interest entities and if we would be regarded as the primary beneficiary pursuant to the applicable accounting guidance. As a result of this ongoing assessment, we may be required to make additional disclosures or consolidate these entities. Because we may not control these entities, we may not have the ability to influence these events.

We provide financing guarantees, which are generally for various third-party financing arrangements extended to our channel partners and end-user customers. We could be called upon to make payments under these guarantees in the event of nonpayment by the channel partners or end-user customers. See the previous discussion of these financing guarantees under "Financing Receivables and Guarantees."

Liquidity and Capital Resource Requirements

Based on past performance and current expectations, we believe our cash and cash equivalents, investments, cash generated from operations, and ability to access capital markets and committed credit lines will satisfy, through at least the next 12 months, our liquidity requirements, both in total and domestically, including the following: working capital needs, capital expenditures, investment requirements, stock repurchases, cash dividends, contractual obligations, commitments, principal and interest payments on debt, pending acquisitions, future customer financings, and other liquidity requirements associated with our operations. There are no other transactions, arrangements, or relationships with unconsolidated entities or other persons that are reasonably likely to materially affect the liquidity and the availability of, as well as our requirements for, capital resources.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Our financial position is exposed to a variety of risks, including interest rate risk, equity price risk, and foreign currency exchange risk.

Interest Rate Risk

Available-for-Sale Debt Investments We maintain an investment portfolio of various holdings, types, and maturities. Our primary objective for holding available-for-sale debt investments is to achieve an appropriate investment return consistent with preserving principal and managing risk. At any time, a sharp rise in market interest rates could have a material adverse impact on the fair value of our available-for-sale debt investment portfolio. Conversely, declines in interest rates, including the impact from lower credit spreads, could have a material adverse impact on interest income for our investment portfolio. We may utilize derivative instruments designated as hedging instruments to achieve our investment objectives. We had no outstanding hedging instruments for our available-for-sale debt investments as of January 25, 2020. Our available-for-sale debt investments are held for purposes other than trading. Our available-for-sale debt investments are not leveraged as of January 25, 2020. We monitor our interest rate and credit risks, including our credit exposures to specific rating categories and to individual issuers. We believe the overall credit quality of our portfolio is strong.

Financing Receivables As of January 25, 2020, our financing receivables had a carrying value of \$9.6 billion, compared with \$10.1 billion as of July 27, 2019. As of January 25, 2020, a hypothetical 50 basis points (“BPS”) increase or decrease in market interest rates would change the fair value of our financing receivables by a decrease or increase of approximately \$0.1 billion, respectively.

Debt As of January 25, 2020, we had \$16.0 billion in principal amount of senior notes outstanding, which consisted of fixed-rate notes. The carrying amount of the senior notes was \$16.0 billion, and the related fair value based on market prices was \$18.0 billion. As of January 25, 2020, a hypothetical 50 BPS increase or decrease in market interest rates would change the fair value of the fixed-rate debt, excluding the \$2.5 billion of hedged debt, by a decrease or increase of approximately \$0.5 billion, respectively. However, this hypothetical change in interest rates would not impact the interest expense on the fixed-rate debt that is not hedged.

Equity Price Risk

Marketable Equity Investments. The fair value of our marketable equity investments is subject to market price volatility. We may hold equity securities for strategic purposes or to diversify our overall investment portfolio. These equity securities are held for purposes other than trading. We had no outstanding marketable equity securities as of January 25, 2020. As of July 27, 2019, the total fair value of our investments in marketable equity securities was \$3 million.

Non-marketable Equity and Other Investments These investments are recorded in other assets in our Consolidated Balance Sheets. The total carrying amount of our investments in non-marketable equity and other investments was \$1.2 billion as of each January 25, 2020 and July 27, 2019. Some of these companies in which we invested are in the startup or development stages. These investments are inherently risky because the markets for the technologies or products these companies are developing are typically in the early stages and may never materialize. We could lose our entire investment in these companies. Our evaluation of non-marketable equity and other investments is based on the fundamentals of the businesses invested in, including, among other factors, the nature of their technologies and potential for financial return.

Foreign Currency Exchange Risk

Our foreign exchange forward and option contracts outstanding as of the respective period-ends are summarized in U.S. dollar equivalents as follows (in millions):

	January 25, 2020		July 27, 2019	
	Notional Amount	Fair Value	Notional Amount	Fair Value
Forward contracts:				
Purchased	\$ 2,284	\$ —	\$ 2,239	\$ 14
Sold	\$ 1,381	\$ (1)	\$ 1,441	\$ (14)

At January 25, 2020 and July 27, 2019, we had no option contracts outstanding.

We conduct business globally in numerous currencies. The direct effect of foreign currency fluctuations on revenue has not been material because our revenue is primarily denominated in U.S. dollars. However, if the U.S. dollar strengthens relative to other currencies, such strengthening could have an indirect effect on our revenue to the extent it raises the cost of our products to non-U.S. customers and thereby reduces demand. A weaker U.S. dollar could have the opposite effect. However, the precise indirect effect of currency fluctuations is difficult to measure or predict because our revenue is influenced by many factors in addition to the impact of such currency fluctuations.

Approximately 70% of our operating expenses are U.S.-dollar denominated. In the first six months of fiscal 2020, foreign currency fluctuations, net of hedging, decreased our combined R&D, sales and marketing, and G&A expenses by approximately \$58 million, or 0.7%, compared with the first six months of fiscal 2019. To reduce variability in operating expenses and service cost of sales caused by non-U.S.-dollar denominated operating expenses and costs, we may hedge certain forecasted foreign currency transactions with currency options and forward contracts. These hedging programs are not designed to provide foreign currency protection over long time horizons. In designing a specific hedging approach, we consider several factors, including offsetting exposures, significance of exposures, costs associated with entering into a particular hedge instrument, and potential effectiveness of the hedge. The gains and losses on foreign exchange contracts mitigate the effect of currency movements on our operating expenses and service cost of sales.

We also enter into foreign exchange forward and option contracts to reduce the short-term effects of foreign currency fluctuations on receivables and payables that are denominated in currencies other than the functional currencies of the entities. The market risks associated with these foreign currency receivables, investments, and payables relate primarily to variances from our forecasted foreign currency transactions and balances. We do not enter into foreign exchange forward or option contracts for speculative purposes.

Item 4. Controls and Procedures

Evaluation of disclosure controls and procedures. Based on our management's evaluation (with the participation of our principal executive officer and principal financial officer), as of the end of the period covered by this report, our principal executive officer and principal financial officer have concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, (the "Exchange Act")) are effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms and is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in internal control over financial reporting. There was no change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during our second quarter of fiscal 2020 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

For a description of our material pending legal proceedings, see Note 14 "Commitments and Contingencies—(f) Legal Proceedings" of the Notes to Consolidated Financial Statements included in Item 1 of this Form 10-Q.

Item 1A. Risk Factors

Set forth below and elsewhere in this report and in other documents we file with the SEC are descriptions of the risks and uncertainties that could cause our actual results to differ materially from the results contemplated by the forward-looking statements contained in this report. The descriptions below include any material changes to and supersede the description of the risk factors affecting our business previously disclosed in “Part I, Item 1A. Risk Factors” of our Annual Report on Form 10-K for the fiscal year ended July 27, 2019.

OUR OPERATING RESULTS MAY FLUCTUATE IN FUTURE PERIODS, WHICH MAY ADVERSELY AFFECT OUR STOCK PRICE

Our operating results have been in the past, and will continue to be, subject to quarterly and annual fluctuations as a result of numerous factors, some of which may contribute to more pronounced fluctuations in an uncertain global economic environment. These factors include:

- Fluctuations in demand for our products and services, especially with respect to service providers and Internet businesses, in part due to changes in the global economic environment
- Changes in sales and implementation cycles for our products and reduced visibility into our customers’ spending plans and associated revenue
- Our ability to maintain appropriate inventory levels and purchase commitments
- Price and product competition in the communications and networking industries, which can change rapidly due to technological innovation and different business models from various geographic regions
- The overall movement toward industry consolidation among both our competitors and our customers
- The introduction and market acceptance of new technologies and products, and our success in new and evolving markets, and in emerging technologies, as well as the adoption of new standards
- The transformation of our business to deliver more software and subscription offerings where revenue is recognized over time
- Variations in sales channels, product costs, mix of products sold, or mix of direct sales and indirect sales
- The timing, size, and mix of orders from customers
- Manufacturing and customer lead times
- Fluctuations in our gross margins, and the factors that contribute to such fluctuations, as described below
- The ability of our customers, channel partners, contract manufacturers and suppliers to obtain financing or to fund capital expenditures, especially during a period of global credit market disruption or in the event of customer, channel partner, contract manufacturer or supplier financial problems
- Actual events, circumstances, outcomes, and amounts differing from judgments, assumptions, and estimates used in determining the values of certain assets (including the amounts of related valuation allowances), liabilities, and other items reflected in our Consolidated Financial Statements
- How well we execute on our strategy and operating plans and the impact of changes in our business model that could result in significant restructuring charges
- Our ability to achieve targeted cost reductions
- Benefits anticipated from our investments in engineering, sales, service, and marketing
- Changes in tax laws or accounting rules, or interpretations thereof

As a consequence, operating results for a particular future period are difficult to predict, and, therefore, prior results are not necessarily indicative of results to be expected in future periods. Any of the foregoing factors, or any other factors discussed elsewhere herein, could have a material adverse effect on our business, results of operations, and financial condition that could adversely affect our stock price.

OUR OPERATING RESULTS MAY BE ADVERSELY AFFECTED BY UNFAVORABLE ECONOMIC AND MARKET CONDITIONS AND THE UNCERTAIN GEOPOLITICAL ENVIRONMENT

Challenging economic conditions worldwide have from time to time contributed, and may continue to contribute, to slowdowns in the communications and networking industries at large, as well as in specific segments and markets in which we operate, resulting in:

- Reduced demand for our products as a result of continued constraints on IT-related capital spending by our customers, particularly service providers, and other customer markets as well
- Increased price competition for our products, not only from our competitors but also as a consequence of customers disposing of unutilized products
- Risk of excess and obsolete inventories
- Risk of supply constraints
- Risk of excess facilities and manufacturing capacity
- Higher overhead costs as a percentage of revenue and higher interest expense

The global macroeconomic environment has been challenging and inconsistent. Instability in the global credit markets, the impact of uncertainty regarding global central bank monetary policy, the instability in the geopolitical environment in many parts of the world including as a result of the United Kingdom “Brexit” withdrawal from the European Union, the current economic challenges in China, including global economic ramifications of Chinese economic difficulties, and other disruptions may continue to put pressure on global economic conditions. If global economic and market conditions, or economic conditions in key markets, remain uncertain or deteriorate further, we may experience material impacts on our business, operating results, and financial condition.

Our operating results in one or more segments may also be affected by uncertain or changing economic conditions particularly germane to that segment or to particular customer markets within that segment. For example, emerging countries in the aggregate experienced a decline in product orders in the first half of fiscal 2020 and in certain prior periods.

In addition, reports of certain intelligence gathering methods of the U.S. government could affect customers’ perception of the products of IT companies which design and manufacture products in the United States. Trust and confidence in us as an IT supplier is critical to the development and growth of our markets. Impairment of that trust, or foreign regulatory actions taken in response to reports of certain intelligence gathering methods of the U.S. government, could affect the demand for our products from customers outside of the United States and could have an adverse effect on our operating results.

WE HAVE BEEN INVESTING AND EXPECT TO CONTINUE TO INVEST IN KEY PRIORITY AND GROWTH AREAS AS WELL AS MAINTAINING LEADERSHIP IN INFRASTRUCTURE PLATFORMS AND IN SERVICES, AND IF THE RETURN ON THESE INVESTMENTS IS LOWER OR DEVELOPS MORE SLOWLY THAN WE EXPECT, OUR OPERATING RESULTS MAY BE HARMED

We expect to realign and dedicate resources into key priority and growth areas, such as Security and Applications, while also focusing on maintaining leadership in Infrastructure Platforms and in Services. However, the return on our investments may be lower, or may develop more slowly, than we expect. If we do not achieve the benefits anticipated from these investments (including if our selection of areas for investment does not play out as we expect), or if the achievement of these benefits is delayed, our operating results may be adversely affected.

OUR REVENUE FOR A PARTICULAR PERIOD IS DIFFICULT TO PREDICT, AND A SHORTFALL IN REVENUE MAY HARM OUR OPERATING RESULTS

As a result of a variety of factors discussed in this report, our revenue for a particular quarter is difficult to predict, especially in light of a challenging and inconsistent global macroeconomic environment and related market uncertainty.

Our revenue may grow at a slower rate than in past periods or decline as it did in the second quarter of fiscal 2020 and in certain prior periods on a year-over-year basis. Our ability to meet financial expectations could also be adversely affected if the nonlinear sales pattern seen in some of our past quarters recurs in future periods. We have experienced periods of time during which shipments have exceeded net bookings or manufacturing issues have delayed shipments, leading to nonlinearity in shipping patterns. In addition to making it difficult to predict revenue for a particular period, nonlinearity in shipping can increase costs, because irregular shipment patterns result in periods of underutilized capacity and periods in which overtime expenses may be incurred, as well as in potential additional inventory management-related costs. In addition, to the extent that manufacturing issues and any related component shortages result in delayed shipments in the future, and particularly in periods in which our contract manufacturers are operating at higher levels of capacity, it is possible that revenue for a quarter could be adversely affected if such matters occur and are not remediated within the same quarter.

The timing of large orders can also have a significant effect on our business and operating results from quarter to quarter, primarily in the United States and in emerging countries. From time to time, we receive large orders that have a significant effect on our operating results in the period in which the order is recognized as revenue. The timing of such orders is difficult to predict, and the timing of revenue recognition from such orders may affect period to period changes in revenue. As a result, our operating results could vary materially from quarter to quarter based on the receipt of such orders and their ultimate recognition as revenue.

Inventory management remains an area of focus. We have experienced longer than normal manufacturing lead times in the past which have caused some customers to place the same order multiple times within our various sales channels and to cancel the duplicative orders upon receipt of the product, or to place orders with other vendors with shorter manufacturing lead times. Such multiple ordering (along with other factors) or risk of order cancellation may cause difficulty in predicting our revenue and, as a result, could impair our ability to manage parts inventory effectively. In addition, our efforts to improve manufacturing lead-time performance may result in more variability and less predictability in our revenue and operating results. In addition, when facing component supply-related challenges we have increased our efforts in procuring components in order to meet customer expectations, which in turn contribute to an increase in purchase commitments. Increases in our purchase commitments to shorten lead times could also lead to excess and obsolete inventory charges if the demand for our products is less than our expectations.

We plan our operating expense levels based primarily on forecasted revenue levels. These expenses and the impact of long-term commitments are relatively fixed in the short term. A shortfall in revenue could lead to operating results being below expectations because we may not be able to quickly reduce these fixed expenses in response to short-term business changes.

Any of the above factors could have a material adverse impact on our operations and financial results.

WE EXPECT GROSS MARGIN TO VARY OVER TIME, AND OUR LEVEL OF PRODUCT GROSS MARGIN MAY NOT BE SUSTAINABLE

Although our product gross margin increased in the first half of fiscal 2020, our level of product gross margins have declined in certain prior periods on a year-over-year basis and could decline in future periods due to adverse impacts from various factors, including:

- Changes in customer, geographic, or product mix, including mix of configurations within each product group
- Introduction of new products, including products with price-performance advantages, and new business models including the transformation of our business to deliver more software and subscription offerings
- Our ability to reduce production costs
- Entry into new markets or growth in lower margin markets, including markets with different pricing and cost structures, through acquisitions or internal development
- Sales discounts
- Increases in material, labor or other manufacturing-related costs, which could be significant especially during periods of supply constraints such as those impacting the market for memory components
- Excess inventory and inventory holding charges
- Obsolescence charges
- Changes in shipment volume

- The timing of revenue recognition and revenue deferrals
- Increased cost (including those caused by tariffs), loss of cost savings or dilution of savings due to changes in component pricing or charges incurred due to inventory holding periods if parts ordering does not correctly anticipate product demand or if the financial health of either contract manufacturers or suppliers deteriorates
- Lower than expected benefits from value engineering
- Increased price competition, including competitors from Asia, especially from China
- Changes in distribution channels
- Increased warranty costs
- Increased amortization of purchased intangible assets, especially from acquisitions
- How well we execute on our strategy and operating plans

Changes in service gross margin may result from various factors such as changes in the mix between technical support services and advanced services, as well as the timing of technical support service contract initiations and renewals and the addition of personnel and other resources to support higher levels of service business in future periods.

SALES TO THE SERVICE PROVIDER MARKET ARE ESPECIALLY VOLATILE, AND WEAKNESS IN ORDERS FROM THIS INDUSTRY MAY HARM OUR OPERATING RESULTS AND FINANCIAL CONDITION

Sales to the service provider market have been characterized by large and sporadic purchases, especially relating to our router sales and sales of certain other Infrastructure Platforms and Applications products, in addition to longer sales cycles. Service provider product orders decreased during the first half of fiscal 2020 and in certain prior periods, and at various times in the past including in recent quarters, we have experienced significant weakness in product orders from service providers. Product orders from the service provider market could continue to decline and, as has been the case in the past, such weakness could persist over extended periods of time given fluctuating market conditions. Sales activity in this industry depends upon the stage of completion of expanding network infrastructures; the availability of funding; and the extent to which service providers are affected by regulatory, economic, and business conditions in the country of operations. Weakness in orders from this industry, including as a result of any slowdown in capital expenditures by service providers (which may be more prevalent during a global economic downturn, or periods of economic, political or regulatory uncertainty), could have a material adverse effect on our business, operating results, and financial condition. Such slowdowns may continue or recur in future periods. Orders from this industry could decline for many reasons other than the competitiveness of our products and services within their respective markets. For example, in the past, many of our service provider customers have been materially and adversely affected by slowdowns in the general economy, by overcapacity, by changes in the service provider market, by regulatory developments, and by constraints on capital availability, resulting in business failures and substantial reductions in spending and expansion plans. These conditions have materially harmed our business and operating results in the past, and some of these or other conditions in the service provider market could affect our business and operating results in any future period. Finally, service provider customers typically have longer implementation cycles; require a broader range of services, including design services; demand that vendors take on a larger share of risks; often require acceptance provisions, which can lead to a delay in revenue recognition; and expect financing from vendors. All these factors can add further risk to business conducted with service providers.

DISRUPTION OF OR CHANGES IN OUR DISTRIBUTION MODEL COULD HARM OUR SALES AND MARGINS

If we fail to manage distribution of our products and services properly, or if our distributors' financial condition or operations weaken, our revenue and gross margins could be adversely affected.

A substantial portion of our products and services is sold through our channel partners, and the remainder is sold through direct sales. Our channel partners include systems integrators, service providers, other resellers, and distributors. Systems integrators and service providers typically sell directly to end users and often provide system installation, technical support, professional services, and other support services in addition to network equipment sales. Systems integrators also typically integrate our products into an overall solution, and a number of service providers are also systems integrators. Distributors stock inventory and typically sell to systems integrators, service providers, and other resellers. We refer to sales through distributors as our two-tier system of sales to the end customer. These distributors are generally given business terms that allow them to return a portion of inventory, receive credits for changes in selling prices, and participate in various cooperative marketing programs. If sales through indirect channels increase, this may lead to greater difficulty in forecasting the mix of our products and, to a degree, the timing of orders from our customers.

Historically, we have seen fluctuations in our gross margins based on changes in the balance of our distribution channels. Although variability to date has not been significant, there can be no assurance that changes in the balance of our distribution model in future periods would not have an adverse effect on our gross margins and profitability.

Some factors could result in disruption of or changes in our distribution model, which could harm our sales and margins, including the following:

- We compete with some of our channel partners, including through our direct sales, which may lead these channel partners to use other suppliers that do not directly sell their own products or otherwise compete with them
- Some of our channel partners may demand that we absorb a greater share of the risks that their customers may ask them to bear
- Some of our channel partners may have insufficient financial resources and may not be able to withstand changes and challenges in business conditions
- Revenue from indirect sales could suffer if our distributors' financial condition or operations weaken

In addition, we depend on our channel partners globally to comply with applicable regulatory requirements. To the extent that they fail to do so, that could have a material adverse effect on our business, operating results, and financial condition. Further, sales of our products outside of agreed territories can result in disruption to our distribution channels.

THE MARKETS IN WHICH WE COMPETE ARE INTENSELY COMPETITIVE, WHICH COULD ADVERSELY AFFECT OUR ACHIEVEMENT OF REVENUE GROWTH

The markets in which we compete are characterized by rapid change, converging technologies, and a migration to networking and communications solutions that offer relative advantages. These market factors represent a competitive threat to us. We compete with numerous vendors in each product category. The overall number of our competitors providing niche product solutions may increase. Also, the identity and composition of competitors may change as we increase our activity in newer product areas, and in key priority and growth areas. For example, as products related to network programmability, such as software defined networking (SDN) products, become more prevalent, we expect to face increased competition from companies that develop networking products based on commoditized hardware, referred to as "white box" hardware, to the extent customers decide to purchase those product offerings instead of ours. In addition, the growth in demand for technology delivered as a service enables new competitors to enter the market.

As we continue to expand globally, we may see new competition in different geographic regions. In particular, we have experienced price-focused competition from competitors in Asia, especially from China, and we anticipate this will continue. Our competitors (in each case relative to only some of our products or services) include Amazon Web Services LLC; Arista Networks, Inc.; Broadcom Inc.; CommScope Holding Company, Inc.; Check Point Software Technologies Ltd.; Dell Technologies Inc.; Extreme Networks, Inc.; F5 Networks, Inc.; FireEye, Inc.; Fortinet, Inc.; Hewlett-Packard Enterprise Company; Huawei Technologies Co., Ltd.; Juniper Networks, Inc.; Lenovo Group Limited; LogMeIn, Inc.; Microsoft Corporation; New Relic, Inc.; Nokia Corporation; Nutanix, Inc.; Palo Alto Networks, Inc.; RingCentral, Inc.; Slack Technologies, Inc.; Ubiquiti Inc.; VMware, Inc.; Zoom Video Communications, Inc.; and Zscaler, Inc.; among others.

Some of our competitors compete across many of our product lines, while others are primarily focused in a specific product area. Barriers to entry are relatively low, and new ventures to create products that do or could compete with our products are regularly formed. In addition, some of our competitors may have greater resources, including technical and engineering resources, than we do. As we expand into new markets, we will face competition not only from our existing competitors but also from other competitors, including existing companies with strong technological, marketing, and sales positions in those markets. We also sometimes face competition from resellers and distributors of our products. Companies with which we have strategic alliances in some areas may be competitors in other areas, and in our view this trend may increase.

For example, the enterprise data center is undergoing a fundamental transformation arising from the convergence of technologies, including computing, networking, storage, and software, that previously were segregated. Due to several factors, including the availability of highly scalable and general purpose microprocessors, application specific integrated circuits (ASICs) offering advanced services, standards based protocols, cloud computing and virtualization, the convergence of technologies within the enterprise data center is spanning multiple, previously independent, technology segments. Also, some of our current and potential competitors for enterprise data center business have made acquisitions, or announced new strategic alliances, designed to position them to provide end-to-end technology solutions for the enterprise data center. As a result of all of these developments, we face greater competition in the development and sale of enterprise data center technologies, including competition from entities that

are among our long-term strategic alliance partners. Companies that are strategic alliance partners in some areas of our business may acquire or form alliances with our competitors, thereby reducing their business with us.

The principal competitive factors in the markets in which we presently compete and may compete in the future include:

- The ability to sell successful business outcomes
- The ability to provide a broad range of networking and communications products and services
- Product performance
- Price
- The ability to introduce new products, including providing continuous new customer value and products with price-performance advantages
- The ability to reduce production costs
- The ability to provide value-added features such as security, reliability, and investment protection
- Conformance to standards
- Market presence
- The ability to provide financing
- Disruptive technology shifts and new business models

We also face competition from customers to which we license or supply technology and suppliers from which we transfer technology. The inherent nature of networking requires interoperability. As such, we must cooperate and at the same time compete with many companies. Any inability to effectively manage these complicated relationships with customers, suppliers, and strategic alliance partners could have a material adverse effect on our business, operating results, and financial condition and accordingly affect our chances of success.

INVENTORY MANAGEMENT RELATING TO OUR SALES TO OUR TWO-TIER DISTRIBUTION CHANNEL IS COMPLEX, AND EXCESS INVENTORY MAY HARM OUR GROSS MARGINS

We must manage inventory relating to sales to our distributors effectively, because inventory held by them could affect our results of operations. Our distributors may increase orders during periods of product shortages, cancel orders if their inventory is too high, or delay orders in anticipation of new products. They also may adjust their orders in response to the supply of our products and the products of our competitors that are available to them, and in response to seasonal fluctuations in end-user demand. Our distributors are generally given business terms that allow them to return a portion of inventory, receive credits for changes in selling price, and participate in various cooperative marketing programs. Inventory management remains an area of focus as we balance the need to maintain strategic inventory levels to ensure competitive lead times against the risk of inventory obsolescence because of rapidly changing technology and customer requirements. When facing component supply-related challenges, we have increased our efforts in procuring components in order to meet customer expectations. If we ultimately determine that we have excess inventory, we may have to reduce our prices and write down inventory, which in turn could result in lower gross margins.

SUPPLY CHAIN ISSUES, INCLUDING FINANCIAL PROBLEMS OF CONTRACT MANUFACTURERS OR COMPONENT SUPPLIERS, OR A SHORTAGE OF ADEQUATE COMPONENT SUPPLY OR MANUFACTURING CAPACITY THAT INCREASED OUR COSTS OR CAUSED A DELAY IN OUR ABILITY TO FULFILL ORDERS, COULD HAVE AN ADVERSE IMPACT ON OUR BUSINESS AND OPERATING RESULTS, AND OUR FAILURE TO ESTIMATE CUSTOMER DEMAND PROPERLY MAY RESULT IN EXCESS OR OBSOLETE COMPONENT SUPPLY, WHICH COULD ADVERSELY AFFECT OUR GROSS MARGINS

The fact that we do not own or operate the bulk of our manufacturing facilities and that we are reliant on our extended supply chain could have an adverse impact on the supply of our products and on our business and operating results:

- Any financial problems of either contract manufacturers or component suppliers could either limit supply or increase costs

- Reservation of manufacturing capacity at our contract manufacturers by other companies, inside or outside of our industry, could either limit supply or increase costs
- Industry consolidation occurring within one or more component supplier markets, such as the semiconductor market, could either limit supply or increase costs

A reduction or interruption in supply, including potential disruptions on our global supply chain as a result of the recent coronavirus outbreak; a significant increase in the price of one or more components; a failure to adequately authorize procurement of inventory by our contract manufacturers; a failure to appropriately cancel, reschedule, or adjust our requirements based on our business needs; or a decrease in demand for our products could materially adversely affect our business, operating results, and financial condition and could materially damage customer relationships. Furthermore, as a result of binding price or purchase commitments with suppliers, we may be obligated to purchase components at prices that are higher than those available in the current market. In the event that we become committed to purchase components at prices in excess of the current market price when the components are actually used, our gross margins could decrease. We have experienced longer than normal lead times in the past. Although we have generally secured additional supply or taken other mitigation actions when significant disruptions have occurred, if similar situations occur in the future, they could have a material adverse effect on our business, results of operations, and financial condition. See the risk factor above entitled “Our revenue for a particular period is difficult to predict, and a shortfall in revenue may harm our operating results.”

Our growth and ability to meet customer demands depend in part on our ability to obtain timely deliveries of parts from our suppliers and contract manufacturers. We have experienced component shortages in the past, including shortages caused by manufacturing process issues, that have affected our operations. We may in the future experience a shortage of certain component parts as a result of our own manufacturing issues, manufacturing issues at our suppliers or contract manufacturers, capacity problems experienced by our suppliers or contract manufacturers including capacity or cost problems resulting from industry consolidation, or strong demand in the industry for those parts. Growth in the economy is likely to create greater pressures on us and our suppliers to accurately project overall component demand and component demands within specific product categories and to establish optimal component levels and manufacturing capacity, especially for labor-intensive components, components for which we purchase a substantial portion of the supply, or the re-ramping of manufacturing capacity for highly complex products. During periods of shortages or delays the price of components may increase, or the components may not be available at all, and we may also encounter shortages if we do not accurately anticipate our needs. We may not be able to secure enough components at reasonable prices or of acceptable quality to build new products in a timely manner in the quantities or configurations needed. Accordingly, our revenue and gross margins could suffer until other sources can be developed. Our operating results would also be adversely affected if, anticipating greater demand than actually develops, we commit to the purchase of more components than we need, which is more likely to occur in a period of demand uncertainties such as we are currently experiencing. There can be no assurance that we will not encounter these problems in the future. Although in many cases we use standard parts and components for our products, certain components are presently available only from a single source or limited sources, and a global economic downturn and related market uncertainty could negatively impact the availability of components from one or more of these sources, especially during times such as we have recently seen when there are supplier constraints based on labor and other actions taken during economic downturns. We may not be able to diversify sources in a timely manner, which could harm our ability to deliver products to customers and seriously impact present and future sales.

We believe that we may be faced with the following challenges in the future:

- New markets in which we participate may grow quickly, which may make it difficult to quickly obtain significant component capacity
- As we acquire companies and new technologies, we may be dependent, at least initially, on unfamiliar supply chains or relatively small supply partners
- We face competition for certain components that are supply-constrained, from existing competitors, and companies in other markets

Manufacturing capacity and component supply constraints could continue to be significant issues for us. We purchase components from a variety of suppliers and use several contract manufacturers to provide manufacturing services for our products. During the normal course of business, in order to improve manufacturing lead-time performance and to help ensure adequate component supply, we enter into agreements with contract manufacturers and suppliers that either allow them to procure inventory based upon criteria as defined by us or that establish the parameters defining our requirements. In certain instances, these agreements allow us the option to cancel, reschedule, and adjust our requirements based on our business needs prior to firm orders being placed. When facing component supply-related challenges we have increased our efforts in procuring components in order to meet customer expectations, which in turn contributes to an increase in purchase commitments. Increases in our purchase commitments to shorten

lead times could also lead to excess and obsolete inventory charges if the demand for our products is less than our expectations. If we fail to anticipate customer demand properly, an oversupply of parts could result in excess or obsolete components that could adversely affect our gross margins. For additional information regarding our purchase commitments with contract manufacturers and suppliers, see Note 14 to the Consolidated Financial Statements.

WE DEPEND UPON THE DEVELOPMENT OF NEW PRODUCTS AND SERVICES, AND ENHANCEMENTS TO EXISTING PRODUCTS AND SERVICES, AND IF WE FAIL TO PREDICT AND RESPOND TO EMERGING TECHNOLOGICAL TRENDS AND CUSTOMERS' CHANGING NEEDS, OUR OPERATING RESULTS AND MARKET SHARE MAY SUFFER

The markets for our products and services are characterized by rapidly changing technology, evolving industry standards, new product and service introductions, and evolving methods of building and operating networks. Our operating results depend on our ability to develop and introduce new products and services into existing and emerging markets and to reduce the production costs of existing products. If customers do not purchase and/or renew our offerings our business could be harmed.

The process of developing new technology, including intent-based networking, more programmable, flexible and virtual networks, and technology related to other market transitions— such as security, digital transformation and IoT, and cloud— is complex and uncertain, and if we fail to accurately predict customers' changing needs and emerging technological trends our business could be harmed. We must commit significant resources, including the investments we have been making in our strategic priorities to developing new products and services before knowing whether our investments will result in products and services the market will accept. In particular, if our model of the evolution of networking does not emerge as we believe it will, or if the industry does not evolve as we believe it will, or if our strategy for addressing this evolution is not successful, many of our strategic initiatives and investments may be of no or limited value. For example, if we do not introduce products related to network programmability, such as software-defined-networking products, in a timely fashion, or if product offerings in this market that ultimately succeed are based on technology, or an approach to technology, that differs from ours, such as, for example, networking products based on “white box” hardware, our business could be harmed. Similarly, our business could be harmed if we fail to develop, or fail to develop in a timely fashion, offerings to address other transitions, or if the offerings addressing these other transitions that ultimately succeed are based on technology, or an approach to technology, different from ours. In addition, our business could be adversely affected in periods surrounding our new product introductions if customers delay purchasing decisions to qualify or otherwise evaluate the new product offerings.

We have also been transforming our business to move from selling individual products and services to selling products and services integrated into architectures and solutions, and we are seeking to meet the evolving needs of customers which include offering our products and solutions in the manner in which customers wish to consume them. As a part of this transformation, we continue to make changes to how we are organized and how we build and deliver our technology, including changes in our business models with customers. If our strategy for addressing our customer needs, or the architectures and solutions we develop do not meet those needs, or the changes we are making in how we are organized and how we build and deliver or technology is incorrect or ineffective, our business could be harmed.

Furthermore, we may not execute successfully on our vision or strategy because of challenges with regard to product planning and timing, technical hurdles that we fail to overcome in a timely fashion, or a lack of appropriate resources. This could result in competitors, some of which may also be our strategic alliance partners, providing those solutions before we do and loss of market share, revenue, and earnings. In addition, the growth in demand for technology delivered as a service enables new competitors to enter the market. The success of new products and services depends on several factors, including proper new product and service definition, component costs, timely completion and introduction of these products and services, differentiation of new products and services from those of our competitors, and market acceptance of these products and services. There can be no assurance that we will successfully identify new product and services opportunities, develop and bring new products and services to market in a timely manner, or achieve market acceptance of our products and services or that products, services and technologies developed by others will not render our products, services or technologies obsolete or noncompetitive. The products and technologies in our other product categories and key priority and growth areas may not prove to have the market success we anticipate, and we may not successfully identify and invest in other emerging or new products and services.

CHANGES IN INDUSTRY STRUCTURE AND MARKET CONDITIONS COULD LEAD TO CHARGES RELATED TO DISCONTINUANCES OF CERTAIN OF OUR PRODUCTS OR BUSINESSES, ASSET IMPAIRMENTS AND WORKFORCE REDUCTIONS OR RESTRUCTURINGS

In response to changes in industry and market conditions, we may be required to strategically realign our resources and to consider restructuring, disposing of, or otherwise exiting businesses. Any resource realignment, or decision to limit investment in or dispose of or otherwise exit businesses, may result in the recording of special charges, such as inventory and technology-related write-offs, workforce reduction or restructuring costs, charges relating to consolidation of excess facilities, or claims from third parties who were resellers or users of discontinued products. Our estimates with respect to the useful life or ultimate recoverability of our

carrying basis of assets, including purchased intangible assets, could change as a result of such assessments and decisions. Although in certain instances our supply agreements allow us the option to cancel, reschedule, and adjust our requirements based on our business needs prior to firm orders being placed, our loss contingencies may include liabilities for contracts that we cannot cancel with contract manufacturers and suppliers. Further, our estimates relating to the liabilities for excess facilities are affected by changes in real estate market conditions. Additionally, we are required to perform goodwill impairment tests on an annual basis and between annual tests in certain circumstances, and future goodwill impairment tests may result in a charge to earnings.

We initiated a restructuring plan in the third quarter of fiscal 2020. The implementation of this restructuring plan may be disruptive to our business, and following completion of the restructuring plan our business may not be more efficient or effective than prior to implementation of the plan. Our restructuring activities, including any related charges and the impact of the related headcount restructurings, could have a material adverse effect on our business, operating results, and financial condition.

OVER THE LONG TERM WE INTEND TO INVEST IN ENGINEERING, SALES, SERVICE AND MARKETING ACTIVITIES, AND THESE INVESTMENTS MAY ACHIEVE DELAYED, OR LOWER THAN EXPECTED, BENEFITS WHICH COULD HARM OUR OPERATING RESULTS

While we intend to focus on managing our costs and expenses, over the long term, we also intend to invest in personnel and other resources related to our engineering, sales, service and marketing functions as we realign and dedicate resources on key priority and growth areas, such as Security and Applications, and we also intend to focus on maintaining leadership in Infrastructure Platforms and in Services. We are likely to recognize the costs associated with these investments earlier than some of the anticipated benefits, and the return on these investments may be lower, or may develop more slowly, than we expect. If we do not achieve the benefits anticipated from these investments, or if the achievement of these benefits is delayed, our operating results may be adversely affected.

OUR BUSINESS SUBSTANTIALLY DEPENDS UPON THE CONTINUED GROWTH OF THE INTERNET AND INTERNET-BASED SYSTEMS

A substantial portion of our business and revenue depends on growth and evolution of the Internet, including the continued development of the Internet and the anticipated market transitions, and on the deployment of our products by customers who depend on such continued growth and evolution. To the extent that an economic slowdown or uncertainty and related reduction in capital spending adversely affect spending on Internet infrastructure, including spending or investment related to anticipated market transitions, we could experience material harm to our business, operating results, and financial condition.

Because of the rapid introduction of new products and changing customer requirements related to matters such as cost-effectiveness and security, we believe that there could be performance problems with Internet communications in the future, which could receive a high degree of publicity and visibility. Because we are a large supplier of networking products, our business, operating results, and financial condition may be materially adversely affected, regardless of whether or not these problems are due to the performance of our own products. Such an event could also result in a material adverse effect on the market price of our common stock independent of direct effects on our business.

WE HAVE MADE AND EXPECT TO CONTINUE TO MAKE ACQUISITIONS THAT COULD DISRUPT OUR OPERATIONS AND HARM OUR OPERATING RESULTS

Our growth depends upon market growth, our ability to enhance our existing products, and our ability to introduce new products on a timely basis. We intend to continue to address the need to develop new products and enhance existing products through acquisitions of other companies, product lines, technologies, and personnel. Acquisitions involve numerous risks, including the following:

- Difficulties in integrating the operations, systems, technologies, products, and personnel of the acquired companies, particularly companies with large and widespread operations and/or complex products
- Diversion of management's attention from normal daily operations of the business and the challenges of managing larger and more widespread operations resulting from acquisitions
- Potential difficulties in completing projects associated with in-process research and development intangibles
- Difficulties in entering markets in which we have no or limited direct prior experience and where competitors in such markets have stronger market positions
- Initial dependence on unfamiliar supply chains or relatively small supply partners
- Insufficient revenue to offset increased expenses associated with acquisitions

- The potential loss of key employees, customers, distributors, vendors and other business partners of the companies we acquire following and continuing after announcement of acquisition plans

Acquisitions may also cause us to:

- Issue common stock that would dilute our current shareholders' percentage ownership
- Use a substantial portion of our cash resources, or incur debt
- Significantly increase our interest expense, leverage and debt service requirements if we incur additional debt to pay for an acquisition
- Assume liabilities
- Record goodwill and intangible assets that are subject to impairment testing on a regular basis and potential periodic impairment charges
- Incur amortization expenses related to certain intangible assets
- Incur tax expenses related to the effect of acquisitions on our legal structure
- Incur large write-offs and restructuring and other related expenses
- Become subject to intellectual property or other litigation

Mergers and acquisitions of high-technology companies are inherently risky and subject to many factors outside of our control, and no assurance can be given that our previous or future acquisitions will be successful and will not materially adversely affect our business, operating results, or financial condition. Failure to manage and successfully integrate acquisitions could materially harm our business and operating results. Prior acquisitions have resulted in a wide range of outcomes, from successful introduction of new products and technologies to a failure to do so. Even when an acquired company has already developed and marketed products, there can be no assurance that product enhancements will be made in a timely fashion or that pre-acquisition due diligence will have identified all possible issues that might arise with respect to such products.

In addition, our effective tax rate for future periods is uncertain and could be impacted by mergers and acquisitions. Risks related to new product development also apply to acquisitions. See the risk factors above, including the risk factor entitled "We depend upon the development of new products and services, and enhancements to existing products and services, and if we fail to predict and respond to emerging technological trends and customers' changing needs, our operating results and market share may suffer" for additional information.

ENTRANCE INTO NEW OR DEVELOPING MARKETS EXPOSES US TO ADDITIONAL COMPETITION AND WILL LIKELY INCREASE DEMANDS ON OUR SERVICE AND SUPPORT OPERATIONS

As we focus on new market opportunities and key priority and growth areas, we will increasingly compete with large telecommunications equipment suppliers as well as startup companies. Several of our competitors may have greater resources, including technical and engineering resources, than we do. Additionally, as customers in these markets complete infrastructure deployments, they may require greater levels of service, support, and financing than we have provided in the past, especially in emerging countries. Demand for these types of service, support, or financing contracts may increase in the future. There can be no assurance that we can provide products, service, support, and financing to effectively compete for these market opportunities.

Further, entry into other markets has subjected and will subject us to additional risks, particularly to those markets, including the effects of general market conditions and reduced consumer confidence. For example, as we add direct selling capabilities globally to meet changing customer demands, we will face increased legal and regulatory requirements.

INDUSTRY CONSOLIDATION MAY LEAD TO INCREASED COMPETITION AND MAY HARM OUR OPERATING RESULTS

There has been a trend toward industry consolidation in our markets for several years. We expect this trend to continue as companies attempt to strengthen or hold their market positions in an evolving industry and as companies are acquired or are unable to continue operations. For example, some of our current and potential competitors for enterprise data center business have made acquisitions, or announced new strategic alliances, designed to position them with the ability to provide end-to-end technology solutions for the enterprise data center. Companies that are strategic alliance partners in some areas of our business may acquire or form alliances with our competitors, thereby reducing their business with us. We believe that industry consolidation may result in stronger competitors that are better able to compete as sole-source vendors for customers. This could lead to more variability in our operating results and could have a material adverse effect on our business, operating results, and financial condition. Furthermore, particularly in the service provider market, rapid consolidation will lead to fewer customers, with the effect that loss of a major customer could have a material impact on results not anticipated in a customer marketplace composed of more numerous participants.

PRODUCT QUALITY PROBLEMS COULD LEAD TO REDUCED REVENUE, GROSS MARGINS, AND NET INCOME

We produce highly complex products that incorporate leading-edge technology, including both hardware and software. Software typically contains bugs that can unexpectedly interfere with expected operations. There can be no assurance that our pre-shipment testing programs will be adequate to detect all defects, either ones in individual products or ones that could affect numerous shipments, which might interfere with customer satisfaction, reduce sales opportunities, or affect gross margins. From time to time, we have had to replace certain components and provide remediation in response to the discovery of defects or bugs in products that we had shipped. There can be no assurance that such remediation, depending on the product involved, would not have a material impact. An inability to cure a product defect could result in the failure of a product line, temporary or permanent withdrawal from a product or market, damage to our reputation, inventory costs, or product reengineering expenses, any of which could have a material impact on our revenue, margins, and net income. For example, in the second quarter of fiscal 2017 we recorded a charge to product cost of sales of \$125 million related to the expected remediation costs for anticipated failures in future periods of a widely-used component sourced from a third party which is included in several of our products, and in the second quarter of fiscal 2014 we recorded a pre-tax charge of \$655 million related to the expected remediation costs for certain products sold in prior fiscal years containing memory components manufactured by a single supplier between 2005 and 2010.

DUE TO THE GLOBAL NATURE OF OUR OPERATIONS, POLITICAL OR ECONOMIC CHANGES OR OTHER FACTORS IN A SPECIFIC COUNTRY OR REGION COULD HARM OUR OPERATING RESULTS AND FINANCIAL CONDITION

We conduct significant sales and customer support operations in countries around the world. As such, our growth depends in part on our increasing sales into emerging countries. We also depend on non-U.S. operations of our contract manufacturers, component suppliers and distribution partners. Our business in emerging countries in the aggregate experienced a decline in orders in the first half of fiscal 2020, and in certain prior periods. We continue to assess the sustainability of any improvements in our business in these countries and there can be no assurance that our investments in these countries will be successful. Our future results could be materially adversely affected by a variety of political, economic or other factors relating to our operations inside and outside the United States, including impacts from global central bank monetary policy; issues related to the political relationship between the United States and other countries that can affect regulatory matters, affect the willingness of customers in those countries to purchase products from companies headquartered in the United States or affect our ability to procure components if a government body were to deny us access to those components; government-related disruptions or shutdowns; and the challenging and inconsistent global macroeconomic environment, any or all of which could have a material adverse effect on our operating results and financial condition, including, among others, the following:

- Foreign currency exchange rates
- Political or social unrest

- Economic instability or weakness or natural disasters in a specific country or region, including the current economic challenges in China and global economic ramifications of Chinese economic difficulties; instability as a result of Brexit; environmental protection measures, trade protection measures such as tariffs, and other legal and regulatory requirements, some of which may affect our ability to import our products, to export our products from, or sell our products in various countries or affect our ability to procure components
- Political considerations that affect service provider and government spending patterns

- Health or similar issues, including pandemics or epidemics such as the recent coronavirus outbreak which could affect customer purchasing decisions
- Difficulties in staffing and managing international operations
- Adverse tax consequences, including imposition of withholding or other taxes on our global operations

WE ARE EXPOSED TO THE CREDIT RISK OF SOME OF OUR CUSTOMERS AND TO CREDIT EXPOSURES IN WEAKENED MARKETS, WHICH COULD RESULT IN MATERIAL LOSSES

Most of our sales are on an open credit basis, with typical payment terms of 30 days in the United States and, because of local customs or conditions, longer in some markets outside the United States. We monitor individual customer payment capability in granting such open credit arrangements, seek to limit such open credit to amounts we believe the customers can pay, and maintain reserves we believe are adequate to cover exposure for doubtful accounts. Beyond our open credit arrangements, we have also experienced demands for customer financing and facilitation of leasing arrangements.

We believe customer financing is a competitive factor in obtaining business, particularly in serving customers involved in significant infrastructure projects. Our loan financing arrangements may include not only financing the acquisition of our products and services but also providing additional funds for other costs associated with network installation and integration of our products and services.

Our exposure to the credit risks relating to our financing activities described above may increase if our customers are adversely affected by a global economic downturn or periods of economic uncertainty. Although we have programs in place that are designed to monitor and mitigate the associated risk, including monitoring of particular risks in certain geographic areas, there can be no assurance that such programs will be effective in reducing our credit risks.

In the past, there have been significant bankruptcies among customers both on open credit and with loan or lease financing arrangements, particularly among Internet businesses and service providers, causing us to incur economic or financial losses. There can be no assurance that additional losses will not be incurred. Although these losses have not been material to date, future losses, if incurred, could harm our business and have a material adverse effect on our operating results and financial condition. A portion of our sales is derived through our distributors. These distributors are generally given business terms that allow them to return a portion of inventory, receive credits for changes in selling prices, and participate in various cooperative marketing programs. We maintain estimated accruals and allowances for such business terms. However, distributors tend to have more limited financial resources than other resellers and end-user customers and therefore represent potential sources of increased credit risk, because they may be more likely to lack the reserve resources to meet payment obligations. Additionally, to the degree that turmoil in the credit markets makes it more difficult for some customers to obtain financing, those customers' ability to pay could be adversely impacted, which in turn could have a material adverse impact on our business, operating results, and financial condition.

WE ARE EXPOSED TO FLUCTUATIONS IN THE MARKET VALUES OF OUR PORTFOLIO INVESTMENTS AND IN INTEREST RATES; IMPAIRMENT OF OUR INVESTMENTS COULD HARM OUR EARNINGS

We maintain an investment portfolio of various holdings, types, and maturities. Our portfolio includes available-for-sale debt investments and equity investments, the values of which are subject to market price volatility. If such investments suffer market price declines, as we experienced with some of our investments in the past, we may recognize in earnings the decline in the fair value of our investments below their cost basis when the decline is judged to be other than temporary. Our non-marketable equity and other investments are subject to risk of loss of investment capital. These investments are inherently risky because the markets for the technologies or products they have under development are typically in the early stages and may never materialize. We could lose our entire investment in these companies. For information regarding the market risks associated with the fair value of portfolio investments and interest rates, refer to the section titled "Quantitative and Qualitative Disclosures About Market Risk."

WE ARE EXPOSED TO FLUCTUATIONS IN CURRENCY EXCHANGE RATES THAT COULD NEGATIVELY IMPACT OUR FINANCIAL RESULTS AND CASH FLOWS

Because a significant portion of our business is conducted outside the United States, we face exposure to adverse movements in foreign currency exchange rates. These exposures may change over time as business practices evolve, and they could have a material adverse impact on our financial results and cash flows. Historically, our primary exposures have related to nondollar-denominated sales in Japan, Canada, and Australia and certain nondollar-denominated operating expenses and service cost of sales in Europe, Latin America, and Asia, where we sell primarily in U.S. dollars. Additionally, we have exposures to emerging market currencies, which can have extreme currency volatility. An increase in the value of the dollar could increase the real cost to our customers of our products in those markets outside the United States where we sell in dollars and a weakened dollar could increase the cost of local operating expenses and procurement of raw materials to the extent that we must purchase components in foreign currencies.

We enter into foreign exchange forward contracts and options to reduce the short-term impact of foreign currency fluctuations on certain foreign currency receivables, investments, and payables. In addition, we periodically hedge anticipated foreign currency cash flows. Our attempts to hedge against these risks may result in an adverse impact on our net income.

OUR PROPRIETARY RIGHTS MAY PROVE DIFFICULT TO ENFORCE

We generally rely on patents, copyrights, trademarks, and trade secret laws to establish and maintain proprietary rights in our technology and products. Although we have been issued numerous patents and other patent applications are currently pending, there can be no assurance that any of these patents or other proprietary rights will not be challenged, invalidated, or circumvented or that our rights will, in fact, provide competitive advantages to us. Furthermore, many key aspects of networking technology are governed by industrywide standards, which are usable by all market entrants. In addition, there can be no assurance that patents will be issued from pending applications or that claims allowed on any patents will be sufficiently broad to protect our technology. In addition, the laws of some foreign countries may not protect our proprietary rights to the same extent as do the laws of the United States. The outcome of any actions taken in these foreign countries may be different than if such actions were determined under the laws of the United States. Although we are not dependent on any individual patents or group of patents for particular segments of the business for which we compete, if we are unable to protect our proprietary rights to the totality of the features (including aspects of products protected other than by patent rights) in a market, we may find ourselves at a competitive disadvantage to others who need not incur the substantial expense, time, and effort required to create innovative products that have enabled us to be successful.

WE MAY BE FOUND TO INFRINGE ON INTELLECTUAL PROPERTY RIGHTS OF OTHERS

Third parties, including customers, have in the past and may in the future assert claims or initiate litigation related to exclusive patent, copyright, trademark, and other intellectual property rights to technologies and related standards that are relevant to us. These assertions have increased over time as a result of our growth and the general increase in the pace of patent claims assertions, particularly in the United States. Because of the existence of a large number of patents in the networking field, the secrecy of some pending patents, and the rapid rate of issuance of new patents, it is not economically practical or even possible to determine in advance whether a product or any of its components infringes or will infringe on the patent rights of others. The asserted claims and/or initiated litigation can include claims against us or our manufacturers, suppliers, or customers, alleging infringement of their proprietary rights with respect to our existing or future products or components of those products. Regardless of the merit of these claims, they can be time-consuming, result in costly litigation and diversion of technical and management personnel, or require us to develop a non-infringing technology or enter into license agreements. Where claims are made by customers, resistance even to unmeritorious claims could damage customer relationships. There can be no assurance that licenses will be available on acceptable terms and conditions, if at all, or that our indemnification by our suppliers will be adequate to cover our costs if a claim were brought directly against us or our customers. Furthermore, because of the potential for high court awards that are not necessarily predictable, it is not unusual to find even arguably unmeritorious claims settled for significant amounts. If any infringement or other intellectual property claim made against us by any third party is successful, if we are required to indemnify a customer with respect to a claim against the customer, or if we fail to develop non-infringing technology or license the proprietary rights on commercially reasonable terms and conditions, our business, operating results, and financial condition could be materially and adversely affected. For additional information regarding our indemnification obligations, see Note 14(e) to the Consolidated Financial Statements contained in this report.

Our exposure to risks associated with the use of intellectual property may be increased as a result of acquisitions, as we have a lower level of visibility into the development process with respect to such technology or the care taken to safeguard against infringement risks. Further, in the past, third parties have made infringement and similar claims after we have acquired technology that had not been asserted prior to our acquisition.

WE RELY ON THE AVAILABILITY OF THIRD-PARTY LICENSES

Many of our products are designed to include software or other intellectual property licensed from third parties. It may be necessary in the future to seek or renew licenses relating to various aspects of these products. There can be no assurance that the necessary licenses would be available on acceptable terms, if at all. The inability to obtain certain licenses or other rights or to obtain such licenses or rights on favorable terms, or the need to engage in litigation regarding these matters, could have a material adverse effect on our business, operating results, and financial condition. Moreover, the inclusion in our products of software or other intellectual property licensed from third parties on a nonexclusive basis could limit our ability to protect our proprietary rights in our products.

OUR OPERATING RESULTS MAY BE ADVERSELY AFFECTED AND DAMAGE TO OUR REPUTATION MAY OCCUR DUE TO PRODUCTION AND SALE OF COUNTERFEIT VERSIONS OF OUR PRODUCTS

As is the case with leading products around the world, our products are subject to efforts by third parties to produce counterfeit versions of our products. While we work diligently with law enforcement authorities in various countries to

block the manufacture of counterfeit goods and to interdict their sale, and to detect counterfeit products in customer networks, and have succeeded in prosecuting counterfeiters and their distributors, resulting in fines, imprisonment and restitution to us, there can be no guarantee that such efforts will succeed. While counterfeiters often aim their sales at customers who might not have otherwise purchased our products due to lack of verifiability of origin and service, such counterfeit sales, to the extent they replace otherwise legitimate sales, could adversely affect our operating results.

OUR OPERATING RESULTS AND FUTURE PROSPECTS COULD BE MATERIALLY HARMED BY UNCERTAINTIES OF REGULATION OF THE INTERNET

Currently, few laws or regulations apply directly to access or commerce on the Internet. We could be materially adversely affected by regulation of the Internet and Internet commerce in any country where we operate. Such regulations could include matters such as voice over the Internet or using IP, encryption technology, sales or other taxes on Internet product or service sales, and access charges for Internet service providers. The adoption of regulation of the Internet and Internet commerce could decrease demand for our products and, at the same time, increase the cost of selling our products, which could have a material adverse effect on our business, operating results, and financial condition.

CHANGES IN TELECOMMUNICATIONS REGULATION AND TARIFFS COULD HARM OUR PROSPECTS AND FUTURE SALES

Changes in telecommunications requirements, or regulatory requirements in other industries in which we operate, in the United States or other countries could affect the sales of our products. In particular, we believe that there may be future changes in U.S. telecommunications regulations that could slow the expansion of the service providers' network infrastructures and materially adversely affect our business, operating results, and financial condition, including "net neutrality" rules to the extent they impact decisions on investment in network infrastructure.

Future changes in tariffs by regulatory agencies or application of tariff requirements to currently untariffed services could affect the sales of our products for certain classes of customers. Additionally, in the United States, our products must comply with various requirements and regulations of the Federal Communications Commission and other regulatory authorities. In countries outside of the United States, our products must meet various requirements of local telecommunications and other industry authorities. Changes in tariffs or failure by us to obtain timely approval of products could have a material adverse effect on our business, operating results, and financial condition.

FAILURE TO RETAIN AND RECRUIT KEY PERSONNEL WOULD HARM OUR ABILITY TO MEET KEY OBJECTIVES

Our success has always depended in large part on our ability to attract and retain highly skilled technical, managerial, sales, and marketing personnel. Competition for these personnel is intense, especially in the Silicon Valley area of Northern California. Stock incentive plans are designed to reward employees for their long-term contributions and provide incentives for them to remain with us. Volatility or lack of positive performance in our stock price or equity incentive awards, or changes to our overall compensation program, including our stock incentive program, resulting from the management of share dilution and share-based compensation expense or otherwise, may also adversely affect our ability to retain key employees. As a result of one or more of these factors, we may increase our hiring in geographic areas outside the United States, which could subject us to additional geopolitical and exchange rate risk. The loss of services of any of our key personnel; the inability to retain and attract qualified personnel in the future; or delays in hiring required personnel, particularly engineering and sales personnel, could make it difficult to meet key objectives, such as timely and effective product introductions. In addition, companies in our industry whose employees accept positions with competitors frequently claim that competitors have engaged in improper hiring practices. We have received these claims in the past and may receive additional claims to this effect in the future.

ADVERSE RESOLUTION OF LITIGATION OR GOVERNMENTAL INVESTIGATIONS MAY HARM OUR OPERATING RESULTS OR FINANCIAL CONDITION

We are a party to lawsuits in the normal course of our business. Litigation can be expensive, lengthy, and disruptive to normal business operations. Moreover, the results of complex legal proceedings are difficult to predict. For example, Brazilian authorities have investigated our Brazilian subsidiary and certain of its former employees, as well as a Brazilian importer of our products, and its affiliates and employees, relating to alleged evasion of import taxes and alleged improper transactions involving the subsidiary and the importer. Brazilian tax authorities have assessed claims against our Brazilian subsidiary based on a theory of joint liability with the Brazilian importer for import taxes, interest, and penalties. The asserted claims by Brazilian federal tax authorities which remain are for calendar years 2003 through 2007, and the asserted claims by the tax authorities from the state of Sao Paulo are for calendar years 2005 through 2007. The total remaining asserted claims by Brazilian state and federal tax authorities aggregate to \$0.2 billion for the alleged evasion of import and other taxes, \$0.9 billion for interest, and \$0.5 billion for various penalties, all determined using an exchange rate as of January 25, 2020. We have completed a thorough review of the matters and believe the asserted claims against our Brazilian subsidiary are without merit, and we are defending the claims

vigorously. While we believe there is no legal basis for the alleged liability, due to the complexities and uncertainty surrounding the judicial process in Brazil and the nature of the claims asserting joint liability with the importer, we are unable to determine the likelihood of an unfavorable outcome against our Brazilian subsidiary and are unable to reasonably estimate a range of loss, if any. We do not expect a final judicial determination for several years. An unfavorable resolution of lawsuits or governmental investigations could have a material adverse effect on our business, operating results, or financial condition. For additional information regarding certain of the matters in which we are involved, see Note 14 to the Consolidated Financial Statements, subsection (f) “Legal Proceedings.”

CHANGES IN OUR PROVISION FOR INCOME TAXES OR ADVERSE OUTCOMES RESULTING FROM EXAMINATION OF OUR INCOME TAX RETURNS COULD ADVERSELY AFFECT OUR RESULTS

Our provision for income taxes is subject to volatility and could be adversely affected by earnings being lower than anticipated in countries that have lower tax rates and higher than anticipated in countries that have higher tax rates; by changes in the valuation of our deferred tax assets and liabilities; by changes to domestic manufacturing deduction, foreign-derived intangible income, global intangible low-tax income and base erosion and anti-abuse tax laws, regulations, or interpretations thereof; by expiration of or lapses in tax incentives; by transfer pricing adjustments, including the effect of acquisitions on our legal structure; by tax effects of nondeductible compensation; by tax costs related to intercompany realignments; by changes in accounting principles; or by changes in tax laws and regulations, treaties, or interpretations thereof, including changes to the taxation of earnings of our foreign subsidiaries, the deductibility of expenses attributable to foreign income, and the foreign tax credit rules. Significant judgment is required to determine the recognition and measurement attribute prescribed in the accounting guidance for uncertainty in income taxes. The Organisation for Economic Co-operation and Development (OECD), an international association comprised of 36 countries, including the United States, has made changes to numerous long-standing tax principles. There can be no assurance that these changes, once adopted by countries, will not have an adverse impact on our provision for income taxes. Further, as a result of certain of our ongoing employment and capital investment actions and commitments, our income in certain countries is subject to reduced tax rates. Our failure to meet these commitments could adversely impact our provision for income taxes. In addition, we are subject to the continuous examination of our income tax returns by the Internal Revenue Service and other tax authorities. We regularly assess the likelihood of adverse outcomes resulting from these examinations to determine the adequacy of our provision for income taxes. There can be no assurance that the outcomes from these continuous examinations will not have an adverse effect on our operating results and financial condition.

OUR BUSINESS AND OPERATIONS ARE ESPECIALLY SUBJECT TO THE RISKS OF EARTHQUAKES, FLOODS, AND OTHER NATURAL CATASTROPHIC EVENTS

Our corporate headquarters, including certain of our research and development operations are located in the Silicon Valley area of Northern California, a region known for seismic activity. Additionally, a certain number of our facilities are located near rivers that have experienced flooding in the past. Also certain of our suppliers and logistics centers are located in regions that have been or may be affected by earthquake, tsunami and flooding activity which in the past has disrupted, and in the future could disrupt, the flow of components and delivery of products. A significant natural disaster, such as an earthquake, a hurricane, volcano, or a flood, could have a material adverse impact on our business, operating results, and financial condition.

CYBER-ATTACKS, DATA BREACHES OR MALWARE MAY DISRUPT OUR OPERATIONS, HARM OUR OPERATING RESULTS AND FINANCIAL CONDITION, AND DAMAGE OUR REPUTATION, AND CYBER-ATTACKS OR DATA BREACHES ON OUR CUSTOMERS' NETWORKS, OR IN CLOUD-BASED SERVICES PROVIDED BY OR ENABLED BY US, COULD RESULT IN CLAIMS OF LIABILITY AGAINST US, DAMAGE OUR REPUTATION OR OTHERWISE HARM OUR BUSINESS

Despite our implementation of security measures, the products and services we sell to customers, and our servers, data centers and the cloud-based solutions on which our data, and data of our customers, suppliers and business partners are stored, are vulnerable to cyber-attacks, data breaches, malware, and similar disruptions from unauthorized access or tampering by malicious actors or inadvertent error. Any such event could compromise our products, services, and networks or those of our customers, and the information stored on our systems or those of our customers could be improperly accessed, processed, disclosed, lost or stolen, which could subject us to liability to our customers, suppliers, business partners and others, give rise to legal/regulatory action, and could have a material adverse effect on our business, operating results, and financial condition and may cause damage to our reputation. Efforts to limit the ability of malicious actors to disrupt the operations of the Internet or undermine our own security efforts may be costly to implement and meet with resistance, and may not be successful. Breaches of security in our customers' networks, or in cloud-based services provided by or enabled by us, regardless of whether the breach is attributable to a vulnerability in our products or services, could result in claims of liability against us, damage our reputation or otherwise harm our business.

VULNERABILITIES AND CRITICAL SECURITY DEFECTS, PRIORITIZATION DECISIONS REGARDING REMEDYING VULNERABILITIES OR SECURITY DEFECTS, FAILURE OF THIRD PARTY PROVIDERS TO REMEDY VULNERABILITIES OR SECURITY DEFECTS, OR CUSTOMERS NOT DEPLOYING SECURITY RELEASES OR DECIDING NOT TO UPGRADE PRODUCTS, SERVICES OR SOLUTIONS COULD RESULT IN CLAIMS OF LIABILITY AGAINST US, DAMAGE OUR REPUTATION OR OTHERWISE HARM OUR BUSINESS

The products and services we sell to customers, and our cloud-based solutions, inevitably contain vulnerabilities or critical security defects which have not been remedied and cannot be disclosed without compromising security. We may also make prioritization decisions in determining which vulnerabilities or security defects to fix, and the timing of these fixes, which could result in an exploit which compromises security. Customers also need to test security releases before they can be deployed which can delay implementation. In addition, we rely on third-party providers of software and cloud-based service and we cannot control the rate at which they remedy vulnerabilities. Customers may also not deploy a security release, or decide not to upgrade to the latest versions of our products, services or cloud-based solutions containing the release, leaving them vulnerable. Vulnerabilities and critical security defects, prioritization errors in remedying vulnerabilities or security defects, failure of third-party providers to remedy vulnerabilities or security defects, or customers not deploying security releases or deciding not to upgrade products, services or solutions could result in claims of liability against us, damage our reputation or otherwise harm our business.

TERRORISM AND OTHER EVENTS MAY HARM OUR BUSINESS, OPERATING RESULTS AND FINANCIAL CONDITION

The continued threat of terrorism and heightened security and military action in response to this threat, or any future acts of terrorism, may cause further disruptions to the economies of the United States and other countries and create further uncertainties or otherwise materially harm our business, operating results, and financial condition. Likewise, events such as loss of infrastructure and utilities services such as energy, transportation, or telecommunications could have similar negative impacts. To the extent that such disruptions or uncertainties result in delays or cancellations of customer orders or the manufacture or shipment of our products, our business, operating results, and financial condition could be materially and adversely affected.

IF WE DO NOT SUCCESSFULLY MANAGE OUR STRATEGIC ALLIANCES, WE MAY NOT REALIZE THE EXPECTED BENEFITS FROM SUCH ALLIANCES AND WE MAY EXPERIENCE INCREASED COMPETITION OR DELAYS IN PRODUCT DEVELOPMENT

We have several strategic alliances with large and complex organizations and other companies with which we work to offer complementary products and services and in the past have established a joint venture to market services associated with our Cisco Unified Computing System products. These arrangements are generally limited to specific projects, the goal of which is generally to facilitate product compatibility and adoption of industry standards. There can be no assurance we will realize the expected benefits from these strategic alliances or from the joint venture. If successful, these relationships may be mutually beneficial and result in industry growth. However, alliances carry an element of risk because, in most cases, we must compete in some business areas with a company with which we have a strategic alliance and, at the same time, cooperate with that company in other business areas. Also, if these companies fail to perform or if these relationships fail to materialize as expected, we could suffer delays in product development or other operational difficulties. Joint ventures can be difficult to manage, given the potentially different interests of joint venture partners.

OUR STOCK PRICE MAY BE VOLATILE

Historically, our common stock has experienced substantial price volatility, particularly as a result of variations between our actual financial results and the published expectations of analysts and as a result of announcements by our competitors and us. Furthermore, speculation in the press or investment community about our strategic position, financial condition, results of operations, business, security of our products, or significant transactions can cause changes in our stock price. In addition, the stock market has experienced extreme price and volume fluctuations that have affected the market price of many technology companies, in particular, and that have often been unrelated to the operating performance of these companies. These factors, as well as general economic and political conditions and the announcement of proposed and completed acquisitions or other significant transactions, or any difficulties associated with such transactions, by us or our current or potential competitors, may materially adversely affect the market price of our common stock in the future. Additionally, volatility, lack of positive performance in our stock price or changes to our overall compensation program, including our stock incentive program, may adversely affect our ability to retain key employees, virtually all of whom are compensated, in part, based on the performance of our stock price.

THERE CAN BE NO ASSURANCE THAT OUR OPERATING RESULTS AND FINANCIAL CONDITION WILL NOT BE ADVERSELY AFFECTED BY OUR INCURRENCE OF DEBT

As of the end of the second quarter of fiscal 2020, we have senior unsecured notes outstanding in an aggregate principal amount of \$16.0 billion that mature at specific dates from calendar year 2020 through 2040. We have also established a commercial paper program under which we may issue short-term, unsecured commercial paper notes on a private placement basis up to a maximum aggregate amount outstanding at any time of \$10.0 billion, and we had no commercial paper notes outstanding under this program as of January 25, 2020. The outstanding senior unsecured notes bear fixed-rate interest payable semiannually. The fair value of the long-term debt is subject to market interest rate volatility. The instruments governing the senior unsecured notes contain certain covenants applicable to us and our wholly-owned subsidiaries that may adversely affect our ability to incur certain liens or engage in certain types of sale and leaseback transactions. In addition, we will be required to have available in the United States sufficient cash to service the interest on our debt and repay all of our notes on maturity. There can be no assurance that our incurrence of this debt or any future debt will be a better means of providing liquidity to us than would our use of our existing cash resources. Further, we cannot be assured that our maintenance of this indebtedness or incurrence of future indebtedness will not adversely affect our operating results or financial condition. In addition, changes by any rating agency to our credit rating can negatively impact the value and liquidity of both our debt and equity securities, as well as the terms upon which we may borrow under our commercial paper program or future debt issuances.

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

- (a) None.
- (b) None.
- (c) Issuer Purchases of Equity Securities (in millions, except per-share amounts):

<u>Period</u>	<u>Total Number of Shares Purchased</u>	<u>Average Price Paid per Share</u>	<u>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs</u>	<u>Approximate Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs</u>
October 27, 2019 to November 23, 2019	5	\$ 46.72	5	\$ 12,438
November 24, 2019 to December 21, 2019	6	\$ 45.23	6	\$ 12,153
December 22, 2019 to January 25, 2020	7	\$ 48.05	7	\$ 11,822
Total	18	\$ 46.71	18	

On September 13, 2001, we announced that our Board of Directors had authorized a stock repurchase program. The remaining authorized amount for stock repurchases under this program, including the additional authorization, is approximately \$11.8 billion, with no termination date.

For the majority of restricted stock units granted, the number of shares issued on the date the restricted stock units vest is net of shares withheld to meet applicable tax withholding requirements. Although these withheld shares are not issued or considered common stock repurchases under our stock repurchase program and therefore are not included in the preceding table, they are treated as common stock repurchases in our financial statements as they reduce the number of shares that would have been issued upon vesting.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

The following documents are filed as exhibits to this report:

Exhibit Number	Exhibit Description	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
31.1	Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer					X
31.2	Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer					X
32.1	Section 1350 Certification of Principal Executive Officer					X
32.2	Section 1350 Certification of Principal Financial Officer					X
101.INS	XBRL Instance - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.					X
101.SCH	XBRL Taxonomy Extension Schema Document					X
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document					X
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document					X
101.LAB	XBRL Taxonomy Extension Label Linkbase Document					X
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document					X
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)					X

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

Cisco Systems, Inc.

Date: February 18, 2020

By /s/ Kelly A. Kramer

Kelly A. Kramer
Executive Vice President and
Chief Financial Officer
(Principal Financial Officer and duly authorized signatory)

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO
EXCHANGE ACT RULE 13a-14(a)/15d-14(a)
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Charles H. Robbins, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Cisco Systems, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(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(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 18, 2020

/s/ Charles H. Robbins

Charles H. Robbins
Chairman and Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO
EXCHANGE ACT RULE 13a-14(a)/15d-14(a)
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Kelly A. Kramer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Cisco Systems, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(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(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 18, 2020

/s/ Kelly A. Kramer

Kelly A. Kramer

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

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

I, Charles H. Robbins, do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

- the Quarterly Report on Form 10-Q of the Company for the quarter ended January 25, 2020, as filed with the Securities and Exchange Commission (the “Report”), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 18, 2020

/s/ Charles H. Robbins

Charles H. Robbins

Chairman and Chief Executive Officer

(Principal Executive Officer)

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

I, Kelly A. Kramer, do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

- the Quarterly Report on Form 10-Q of the Company for the quarter ended January 25, 2020, as filed with the Securities and Exchange Commission (the “Report”), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 18, 2020

/s/ Kelly A. Kramer

Kelly A. Kramer

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)