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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

Date of Report (date of earliest event reported):  
**May 2, 2016**

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**MONOLITHIC POWER SYSTEMS, INC.**

(Exact name of Registrant as specified in its charter)

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

**000-51026**  
(Commission  
File Number)

**77-0466789**  
(I.R.S. Employer  
Identification Number)

**79 Great Oaks Boulevard, San Jose, CA 95119**  
(Address of principal executive offices) (Zip Code)

**(408) 826-0600**  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.02 Results of Operations and Financial Condition.**

On May 2, 2016, Monolithic Power Systems, Inc. (“MPS”) issued a press release regarding its financial results for the quarter ended March 31, 2016. A copy of the press release is attached hereto as Exhibit 99.1.

The information under this Item 2.02 of this Current Report on Form 8-K and the exhibit attached hereto are being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “1934 Act”), nor shall they be deemed incorporated by reference in any filing with the Securities and Exchange Commission under the 1934 Act or the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit</b>	<b>Description</b>
99.1	Press release issued on May 2, 2016, announcing the financial results for the quarter ended March 31, 2016.

## Index to Exhibits

<b>Exhibit</b>	<b>Description</b>
99.1	Press release issued on May 2, 2016, announcing the financial results for the quarter ended March 31, 2016.

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**SIGNATURES**

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

Date: May 2, 2016

By: \_\_\_\_\_  
/s/ T. Bernie Blegen  
**T. Bernie Blegen**  
**Interim Chief Financial Officer**



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**PRESS RELEASE**  
**For Immediate Release**

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## **Monolithic Power Systems Announces Results for the First Quarter Ended March 31, 2016**

**SAN JOSE, California, May 2, 2016**—Monolithic Power Systems, Inc. (MPS) (Nasdaq: MPWR), a leading company in high performance power solutions, today announced financial results for the quarter ended March 31, 2016.

- Revenue was \$84.5 million, a 2.8% decrease from \$86.9 million in the fourth quarter of 2015 and a 14.9% increase from \$73.5 million in the first quarter of 2015.
  - GAAP gross margin was 53.9% compared with 54.0% in the first quarter of 2015.
  - Non-GAAP gross margin(1) was 55.0%, excluding the impact of \$0.4 million for stock-based compensation expense and \$0.5 million for the amortization of acquisition-related intangible assets, compared with 54.8% in the first quarter of 2015, excluding the impact of \$0.2 million for stock-based compensation expense and \$0.4 million for the amortization of acquisition-related intangible assets.
  - GAAP operating expenses were \$35.1 million compared with \$33.8 million for the quarter ended March 31, 2015.
  - Non-GAAP(1) operating expenses were \$26.4 million, excluding \$8.5 million for stock-based compensation expense and \$0.2 million for deferred compensation plan expense, compared with \$24.7 million, excluding \$9.0 million for stock-based compensation expense and \$0.1 million for deferred compensation plan expense, for the quarter ended March 31, 2015.
  - GAAP operating income was \$10.4 million compared with \$5.9 million for the quarter ended March 31, 2015.
  - Non-GAAP(1) operating income was \$20.0 million, excluding \$9.0 million for stock-based compensation expense, \$0.5 million for the amortization of acquisition-related intangible assets and \$0.1 million for deferred compensation plan expense, compared with \$15.6 million, excluding \$9.2 million for stock-based compensation expense, \$0.4 million for the amortization of acquisition-related intangible assets and \$0.1 million for deferred compensation plan expense, for the quarter ended March 31, 2015.
  - Interest and other income, net was \$0.5 million compared with \$0.6 million for the quarter ended March 31, 2015.
  - Non-GAAP(1) interest and other income, net was \$0.2 million, excluding \$0.3 million for deferred compensation plan income, compared with \$0.5 million, excluding \$0.1 million for deferred compensation plan income, for the quarter ended March 31, 2015.
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- GAAP net income was \$10.6 million and GAAP earnings per share were \$0.25 per diluted share. Comparatively, GAAP net income was \$6.0 million and GAAP earnings per share were \$0.15 per diluted share for the quarter ended March 31, 2015.
- Non-GAAP(1) net income was \$18.7 million and non-GAAP earnings per share were \$0.45 per diluted share, excluding stock-based compensation expense, amortization of acquisition-related intangible assets, net deferred compensation plan income and related tax effects, compared with non-GAAP net income of \$14.9 million and non-GAAP earnings per share of \$0.37 per diluted share, excluding stock-based compensation expense, amortization of acquisition-related intangible assets, net deferred compensation plan expense and related tax effects, for the quarter ended March 31, 2015.

The following is a summary of revenue by end market for the periods indicated, estimated based on MPS's assessment of available end market data (in millions):

End Market	Three Months Ended March 31,	
	2016	2015
Communication	\$ 16.9	\$ 17.3
Storage and Computing	15.4	11.4
Consumer	33.8	31.5
Industrial	18.4	13.3
Total	\$ 84.5	\$ 73.5

The following is a summary of revenue by product family for the periods indicated (in millions):

Product Family	Three Months Ended March 31,	
	2016	2015
DC to DC	\$ 77.1	\$ 66.3
Lighting Control	7.4	7.2
Total	\$ 84.5	\$ 73.5

“We continue to grow, we continue to invest, and we continue to enhance shareholder value,” said Michael Hsing, CEO and founder of MPS.

#### Business Outlook

The following are MPS' financial targets for the second quarter ending June 30, 2016:

- Revenue in the range of \$91 million to \$95 million.
- GAAP gross margin between 53.6% and 54.6%. Non-GAAP(1) gross margin between 54.6% and 55.6%. This excludes an estimated impact of stock-based compensation expenses of 0.4% and amortization of acquisition-related intangible assets of 0.6%.
- GAAP R&D and SG&A expenses between \$36.1 million and \$40.1 million. Non-GAAP(1) R&D and SG&A expenses between \$26.1 million and \$28.1 million. This excludes an estimate of stock-based compensation expenses in the range of \$10.0 million to \$12.0 million.

- Total stock-based compensation expense of \$10.4 million to \$12.4 million.
- Litigation expenses of \$100,000 to \$200,000.
- Interest and other income of \$200,000 to \$300,000 before foreign exchange gains or losses.
- Fully diluted shares outstanding between 41.2 million and 42.2 million before shares buyback.

(1) Non-GAAP net income, non-GAAP earnings per share, non-GAAP gross margin, non-GAAP R&D and SG&A expenses, non-GAAP operating expenses, non-GAAP interest and other income and non-GAAP operating income differ from net income, earnings per share, gross margin, R&D and SG&A expenses, operating expenses, interest and other income and operating income determined in accordance with GAAP (Generally Accepted Accounting Principles in the United States). Non-GAAP net income and non-GAAP earnings per share exclude the effect of stock-based compensation expense, amortization of acquisition-related intangible assets, deferred compensation plan income/expense and related tax effects. Non-GAAP gross margin exclude the effect of stock-based compensation expense and amortization of acquisition-related intangible assets. Non-GAAP operating expenses exclude the effect of stock-based compensation expense and deferred compensation plan income/expense. Non-GAAP interest and other income exclude the effect of deferred compensation plan income/expense. Non-GAAP operating income excludes the effect of stock-based compensation expense, amortization of acquisition-related intangible assets, and deferred compensation plan income/expense. Projected non-GAAP gross margin excludes the effect of stock-based compensation expense and amortization of acquisition-related intangible assets. Projected non-GAAP R&D and SG&A expenses exclude the effect of stock-based compensation expense. These non-GAAP financial measures are not prepared in accordance with GAAP and should not be considered as a substitute for, or superior to, measures of financial performance prepared in accordance with GAAP. A schedule reconciling non-GAAP financial measures is included at the end of this press release. MPS utilizes both GAAP and non-GAAP financial measures to assess what it believes to be its core operating performance and to evaluate and manage its internal business and assist in making financial operating decisions. MPS believes that the inclusion of non-GAAP financial measures, together with GAAP measures, provides investors with an alternative presentation useful to investors' understanding of MPS' core operating results and trends. Additionally, MPS believes that the inclusion of non-GAAP measures, together with GAAP measures, provides investors with an additional dimension of comparability to similar companies. However, investors should be aware that non-GAAP financial measures utilized by other companies are not likely to be comparable in most cases to the non-GAAP financial measures used by MPS.

#### **Conference Call**

MPS plans to conduct an investor teleconference covering its quarter ended March 31, 2016 results at 2:00 p.m. PT / 5:00 p.m. ET, May 2, 2016. To access the conference call and the following replay of the conference call, go to <http://ir.monolithicpower.com> and click on the webcast link. From this site, you can listen to the teleconference, assuming that your computer system is configured properly. In addition to the webcast replay, which will be archived for all investors for one year on the MPS website, a phone replay will be available for seven days after the live call at (404) 537-3406, code number 86107541. This press release and any other information related to the call will also be posted on the website.

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**Safe Harbor Statement**

This press release contains, and statements that will be made during the accompanying teleconference will contain, forward-looking statements, as that term is defined in the Private Securities Litigation Reform Act of 1995, including, among other things, (i) projected revenues, GAAP and non-GAAP gross margin, GAAP and non-GAAP R&D and SG&A expenses, stock-based compensation expenses, amortization of acquisition-related intangible assets, litigation expenses, other income and diluted shares outstanding for the quarter ending June 30, 2016, (ii) our outlook for the long-term prospects of the company, including our performance against our business plan, our continued investment into R&D, expected revenue growth and the prospects of our new product families, (iii) our ability to penetrate new markets and expand our market share, (iv) the seasonality of our business, (v) our ability to reduce our expenses, and (vi) statements of the assumptions underlying or relating to any statement described in (i), (ii), (iii), (iv), or (v). These forward-looking statements are not historical facts or guarantees of future performance or events, are based on current expectations, estimates, beliefs, assumptions, goals, and objectives, and involve significant known and unknown risks, uncertainties and other factors that may cause actual results to be materially different from the results expressed by these statements. Readers of this press release and listeners to the accompanying conference call are cautioned not to place undue reliance on any forward-looking statements, which speak only as of the date hereof. Factors that could cause actual results to differ include, but are not limited to, our ability to attract new customers and retain existing customers; acceptance of, or demand for, MPS' products, in particular the new products launched within the past 18 months, being different than expected; competition generally and the increasingly competitive nature of our industry; any market disruptions or interruptions in MPS' schedule of new product release development; adverse changes in production and testing efficiency of our products; our ability to realize the anticipated benefits of companies and products that we acquire, and our ability to effectively and efficiently integrate these acquired companies and products into our operations; our ability to manage our inventory levels; adverse changes in government regulations in foreign countries where MPS has offices or operations; the effect of catastrophic events; adequate supply of our products from our third-party manufacturing partners; the risks, uncertainties and costs of litigation in which we are involved; the outcome of any upcoming trials, hearings, motions and appeals; the adverse impact on MPS' financial performance if its tax and litigation provisions are inadequate; adverse changes or developments in the semiconductor industry generally, which is cyclical in nature; difficulty in predicting or budgeting for future customer demand and channel inventories, expenses and financial contingencies; and other important risk factors identified in MPS' Securities and Exchange Commission (SEC) filings, including, but not limited to, its annual report on Form 10-K filed with the SEC on February 29, 2016.

The forward-looking statements in this press release and statements made during the accompanying teleconference represent MPS' projections and current expectations, as of the date hereof, not predictions of actual performance. MPS assumes no obligation to update the information in this press release or in the accompanying conference call.

**About Monolithic Power Systems**

Monolithic Power Systems, Inc. (MPS) provides small, highly energy efficient, easy-to-use power solutions for systems found in industrial applications, telecom infrastructures, cloud computing, automotive, and consumer applications. MPS' mission is to reduce total energy consumption in its customers' systems with green, practical, compact solutions. The company was founded by Michael R. Hsing in 1997 and is headquartered in San Jose, CA. MPS can be contacted through its website at [www.monolithicpower.com](http://www.monolithicpower.com) or its support offices around the world.

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Monolithic Power Systems, MPS, and the MPS logo are registered trademarks of Monolithic Power Systems, Inc. in the U.S. and trademarked in certain other countries.

**Contact:**

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**Condensed Consolidated Balance Sheets**  
(Unaudited, in thousands, except par value)

	March 31, 2016	December 31, 2015
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 77,808	\$ 90,860
Short-term investments	173,693	144,103
Accounts receivable, net	28,836	30,830
Inventories	62,318	63,209
Prepaid expenses and other current assets	2,909	2,926
Total current assets	<u>345,564</u>	<u>331,928</u>
Property and equipment, net	66,527	65,359
Long-term investments	5,353	5,361
Goodwill	6,571	6,571
Acquisition-related intangible assets, net	4,540	5,053
Deferred tax assets, net	663	672
Other long-term assets	17,894	16,341
Total assets	<u>\$ 447,112</u>	<u>\$ 431,285</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 15,731	\$ 13,487
Accrued compensation and related benefits	9,552	9,812
Accrued liabilities	20,040	19,984
Total current liabilities	<u>45,323</u>	<u>43,283</u>
Income tax liabilities	3,114	2,941
Other long-term liabilities	16,689	16,545
Total liabilities	<u>65,126</u>	<u>62,769</u>
Commitments and contingencies		
Stockholders' equity:		
Common stock and additional paid-in capital, \$0.001 par value; shares authorized: 150,000; shares issued and outstanding: 40,236 and 39,689 as of March 31, 2016 and December 31, 2015, respectively	276,450	265,763
Retained earnings	103,362	101,287
Accumulated other comprehensive income	2,174	1,466
Total stockholders' equity	<u>381,986</u>	<u>368,516</u>
Total liabilities and stockholders' equity	<u>\$ 447,112</u>	<u>\$ 431,285</u>

**Condensed Consolidated Statements of Operations**  
(Unaudited, in thousands, except per share amounts)

	<b>Three Months Ended March 31,</b>	
	<b>2016</b>	<b>2015</b>
Revenue	\$ 84,512	\$ 73,538
Cost of revenue	39,002	33,855
Gross profit	45,510	39,683
Operating expenses:		
Research and development	17,321	16,038
Selling, general and administrative	17,768	17,518
Litigation expense	45	270
Total operating expenses	35,134	33,826
Income from operations	10,376	5,857
Interest and other income, net	543	642
Income before income taxes	10,919	6,499
Income tax provision	344	536
Net income	<u>\$ 10,575</u>	<u>\$ 5,963</u>
Net income per share:		
Basic	\$ 0.26	\$ 0.15
Diluted	\$ 0.25	\$ 0.15
Weighted-average shares outstanding:		
Basic	40,028	39,105
Diluted	41,646	40,596
Cash dividends declared per common share	\$ 0.20	\$ 0.20

**SUPPLEMENTAL FINANCIAL INFORMATION**  
**STOCK-BASED COMPENSATION EXPENSE**  
(Unaudited, in thousands)

	<b>Three Months Ended March 31,</b>	
	<b>2016</b>	<b>2015</b>
Cost of revenue	\$ 434	\$ 242
Research and development	3,698	2,620
Selling, general and administrative	4,847	6,357
Total stock-based compensation expense	<u>\$ 8,979</u>	<u>\$ 9,219</u>

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**RECONCILIATION OF NET INCOME TO NON-GAAP NET INCOME**

(Unaudited, in thousands, except per share amounts)

	<b>Three Months Ended March 31,</b>	
	<b>2016</b>	<b>2015</b>
Net income	<u>\$ 10,575</u>	<u>\$ 5,963</u>
Net income as a percentage of revenue	12.5%	8.1%
Adjustments to reconcile net income to non-GAAP net income:		
Stock-based compensation expense	8,979	9,219
Amortization of acquisition-related intangible assets	513	367
Deferred compensation plan expense (income)	(145)	40
Tax effect	(1,176)	(673)
Non-GAAP net income	<u>\$ 18,746</u>	<u>\$ 14,916</u>
Non-GAAP net income as a percentage of revenue	22.2%	20.3%
Non-GAAP net income per share:		
Basic	\$ 0.47	\$ 0.38
Diluted	\$ 0.45	\$ 0.37
Shares used in the calculation of non-GAAP net income per share:		
Basic	40,028	39,105
Diluted	41,646	40,596

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**RECONCILIATION OF GROSS MARGIN TO NON-GAAP GROSS MARGIN**

(Unaudited, in thousands)

	Three Months Ended March 31,	
	2016	2015
Gross profit	\$ 45,510	\$ 39,683
Gross margin	53.9%	54.0%
Adjustments to reconcile gross profit to non-GAAP gross profit:		
Stock-based compensation expense	434	242
Amortization of acquisition-related intangible assets	513	367
Non-GAAP gross profit	\$ 46,457	\$ 40,292
Non-GAAP gross margin	55.0%	54.8%

**RECONCILIATION OF OPERATING EXPENSES TO NON-GAAP OPERATING EXPENSES**

(Unaudited, in thousands)

	Three Months Ended March 31,	
	2016	2015
Total operating expenses	\$ 35,134	\$ 33,826
Adjustments to reconcile total operating expenses to non-GAAP total operating expenses:		
Stock-based compensation expense	(8,545)	(8,977)
Deferred compensation plan expense	(157)	(166)
Non-GAAP operating expenses	\$ 26,432	\$ 24,683

**RECONCILIATION OF OPERATING INCOME TO NON-GAAP OPERATING INCOME**

(Unaudited, in thousands)

	Three Months Ended March 31,	
	2016	2015
Total operating income	\$ 10,376	\$ 5,857
Operating income as a percentage of revenue	12.3%	8.0%
Adjustments to reconcile total operating income to non-GAAP total operating income:		
Stock-based compensation expense	8,979	9,219
Amortization of acquisition-related intangible assets	513	367
Deferred compensation plan expense	157	166
Non-GAAP operating income	\$ 20,025	\$ 15,609
Non-GAAP operating income as a percentage of revenue	23.7%	21.2%

**RECONCILIATION OF OTHER INCOME TO NON-GAAP OTHER INCOME**

(Unaudited, in thousands)

	Three Months Ended March 31,	
	2016	2015
Total interest and other income, net	\$ 543	\$ 642
Adjustments to reconcile interest and other income to non-GAAP interest and other income:		
Deferred compensation plan income	(302)	(126)
Non-GAAP interest and other income, net	\$ 241	\$ 516

**2016 SECOND QUARTER OUTLOOK**  
**RECONCILIATION OF GROSS MARGIN TO NON-GAAP GROSS MARGIN**  
(Unaudited)

	<b>Three Months Ending June 30, 2016</b>	
	<b>Low</b>	<b>High</b>
Gross margin	53.6%	54.6%
Adjustments to reconcile gross margin to non-GAAP gross margin:		
Stock-based compensation expense	0.4%	0.4%
Amortization of acquisition-related intangible assets	0.6%	0.6%
Non-GAAP gross margin	54.6%	55.6%

**RECONCILIATION OF R&D AND SG&A EXPENSES TO NON-GAAP R&D AND SG&A EXPENSES**  
(Unaudited, in thousands)

	<b>Three Months Ending June 30, 2016</b>	
	<b>Low</b>	<b>High</b>
R&D and SG&A expense	\$ 36,100	\$ 40,100
Adjustments to reconcile R&D and SG&A expense to non-GAAP R&D and SG&A expense:		
Stock-based compensation expense	(10,000)	(12,000)
Non-GAAP R&D and SG&A expense	\$ 26,100	\$ 28,100