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

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, 2019

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)

4040 Lake Washington Blvd. NE, Suite 201, Kirkland, Washington 98033
(Address of principal executive offices) (Zip Code)

(425) 296-9956
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

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.

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

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	MPWR	The NASDAQ Global Select Market

Item 2.02 Results of Operations and Financial Condition.

On May 2, 2019, Monolithic Power Systems, Inc. (“MPS”) issued a press release regarding its financial results for the quarter ended March 31, 2019. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

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.

<u>Exhibit</u>	<u>Description</u>
99.1	Press release issued on May 2, 2019.



**PRESS RELEASE
For Immediate Release**

**Monolithic Power Systems Announces Results
for the First Quarter Ended March 31, 2019**

KIRKLAND, WASHINGTON, May 2, 2019—Monolithic Power Systems, Inc. (MPS) (Nasdaq: MPWR), a leading company in high performance analog solutions, today announced financial results for the quarter ended March 31, 2019.

- Revenue was \$141.4 million for the quarter ended March 31, 2019, a 7.9% decrease from \$153.5 million for the quarter ended December 31, 2018 and a 9.5% increase from \$129.2 million for the quarter ended March 31, 2018.
 - GAAP gross margin was 55.2% for the quarter ended March 31, 2019, compared with 55.4% for the quarter ended March 31, 2018.
 - Non-GAAP (1) gross margin was 55.6% for the quarter ended March 31, 2019, excluding the impact of \$0.5 million for stock-based compensation expense and \$0.1 million for the amortization of acquisition-related intangible assets, compared with 55.9% for the quarter ended March 31, 2018, excluding the impact of \$0.4 million for stock-based compensation expense and \$0.3 million for the amortization of acquisition-related intangible assets.
 - GAAP operating expenses were \$56.3 million for the quarter ended March 31, 2019, compared with \$49.5 million for the quarter ended March 31, 2018.
 - Non-GAAP (1) operating expenses were \$39.0 million for the quarter ended March 31, 2019, excluding \$15.5 million for stock-based compensation expense and \$1.8 million for deferred compensation plan expense, compared with \$35.0 million for the quarter ended March 31, 2018, excluding \$14.6 million for stock-based compensation expense and \$0.1 million for deferred compensation plan income.
 - GAAP operating income was \$21.7 million for the quarter ended March 31, 2019, compared with \$22.0 million for the quarter ended March 31, 2018.
 - Non-GAAP (1) operating income was \$39.6 million for the quarter ended March 31, 2019, excluding \$16.0 million for stock-based compensation expense, \$0.1 million for the amortization of acquisition-related intangible assets and \$1.8 million for deferred compensation plan expense, compared with \$37.2 million for the quarter ended March 31, 2018, excluding \$15.0 million for stock-based compensation expense, \$0.3 million for the amortization of acquisition-related intangible assets and \$0.1 million for deferred compensation plan income.
 - GAAP interest and other income, net was \$3.3 million for the quarter ended March 31, 2019, compared with \$0.4 million for the quarter ended March 31, 2018.
 - Non-GAAP (1) interest and other income, net was \$1.4 million for the quarter ended March 31, 2019, excluding \$1.9 million for deferred compensation plan income, compared with \$0.6 million for the quarter ended March 31, 2018, excluding \$0.2 million for deferred compensation plan expense.
 - GAAP income before income taxes was \$25.1 million for the quarter ended March 31, 2019, compared with \$22.5 million for the quarter ended March 31, 2018.
 - Non-GAAP (1) income before income taxes was \$41.0 million for the quarter ended March 31, 2019, excluding \$16.0 million for stock-based compensation expense, \$0.1 million for the amortization of acquisition-related intangible assets and \$0.1 million for deferred compensation plan income, compared with \$37.8 million for the quarter ended March 31, 2018, excluding \$15.0 million for stock-based compensation expense and \$0.3 million for the amortization of acquisition-related intangible assets.
 - GAAP net income was \$26.2 million and GAAP earnings per share were \$0.58 per diluted share for the quarter ended March 31, 2019. Comparatively, GAAP net income was \$21.9 million and GAAP earnings per share were \$0.49 per diluted share for the quarter ended March 31, 2018.
 - Non-GAAP (1) net income was \$37.9 million and non-GAAP earnings per share were \$0.84 per diluted share for the quarter ended March 31, 2019, 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 \$35.0 million and non-GAAP earnings per share of \$0.79 per diluted share for the quarter ended March 31, 2018, excluding stock-based compensation income, amortization of acquisition-related intangible assets, net deferred compensation plan expense and related tax effects.
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The following is a summary of revenue by end market for the periods indicated (in thousands):

End Market	Three Months Ended March 31,	
	2019	2018
Computing and storage	\$ 39,188	\$ 30,970
Automotive	20,517	17,732
Industrial	21,340	17,554
Communications	22,182	15,750
Consumer	38,136	47,144
Total	\$ 141,363	\$ 129,150

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

Product Family	Three Months Ended March 31,	
	2019	2018
DC to DC	\$ 132,711	\$ 119,268
Lighting Control	8,652	9,882
Total	\$ 141,363	\$ 129,150

"For the second half of the year, we still see some uncertainty in our end markets and remain cautious," said Michael Hsing, CEO and founder of MPS. "We will continue to adapt to the changing market conditions and execute as planned."

Business Outlook

The following are MPS' financial targets for the second quarter ending June 30, 2019:

- Revenue in the range of \$147.5 million to \$153.5 million.
- GAAP gross margin between 54.9% and 55.5%. Non-GAAP (1) gross margin between 55.3% and 55.9%, which excludes an estimated impact of stock-based compensation expenses of 0.4%.
- GAAP research and development ("R&D") and selling, general and administrative ("SG&A") expenses between \$55.5 million and \$59.5 million. Non-GAAP (1) R&D and SG&A expenses between \$38.5 million and \$40.5 million, which excludes an estimate of stock-based compensation expenses in the range of \$17.0 million to \$19.0 million.
- Total stock-based compensation expense of \$17.6 million to \$19.6 million.
- Litigation expenses ranging between \$300,000 and \$500,000.
- Interest and other income, net, of \$1.4 million to \$1.6 million before foreign exchange gains or losses.
- Fully diluted shares outstanding between 45.1 million and 46.1 million.

(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, net, non-GAAP operating income and non-GAAP income before taxes differ from net income, earnings per share, gross margin, R&D and SG&A expenses, operating expenses, interest and other income, net, operating income and income before taxes determined in accordance with Generally Accepted Accounting Principles in the United States (GAAP). 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 excludes 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, net excludes 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. Non-GAAP income before taxes 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. 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 financial results at 2:00 p.m. PT / 5:00 p.m. ET, May 2, 2019. 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 8052948. This press release and any other information related to the call will also be posted on the website.

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, interest and other income, and diluted shares outstanding, (ii) our outlook for the long-term prospects of the company, including our performance against our business plan, revenue growth in certain of our market segments, our continued investment into R&D, expected revenue growth, customers' acceptance of our new product offerings, the prospects of our new product development, and our expectations regarding market and industry segment trends and prospects, (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 recently, being different than expected; our ability to efficiently and effectively develop new products and receive a return on our R&D expense investment; our ability to increase market share in our targeted markets; competition generally and the increasingly competitive nature of our industry; any market disruptions or interruptions in MPS' schedule of new product development releases; 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 laws and government regulations such as tariffs on imports of foreign goods, including in foreign countries where MPS has offices or operations; adverse events arising from orders of governmental entities, including such orders that impact our customers, and adopting of new or amended accounting standards; 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, and our ability to adjust our operations to address such changes or developments; difficulty in predicting or budgeting for future customer demand and channel inventories, expenses and financial contingencies; the ongoing consolidation of companies in the semiconductor industry; and other important risk factors identified in MPS' Securities and Exchange Commission (SEC) filings, including, but not limited to, our annual report on Form 10-K filed with the SEC on March 1, 2019. 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 Hsing in 1997 and is based in the United States. MPS can be contacted through its website at www.monolithicpower.com or its support offices around the world.

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.

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Monolithic Power Systems, Inc.
Condensed Consolidated Balance Sheets
(Unaudited, in thousands, except par value)

	March 31, 2019	December 31, 2018
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 181,769	\$ 172,704
Short-term investments	177,255	204,577
Accounts receivable, net	58,889	55,214
Inventories	142,543	136,384
Other current assets	13,629	11,931
Total current assets	<u>574,085</u>	<u>580,810</u>
Property and equipment, net	205,497	150,001
Long-term investments	3,290	3,241
Goodwill	6,571	6,571
Deferred tax assets, net	16,779	16,830
Other long-term assets	41,987	35,979
Total assets	<u>\$ 848,209</u>	<u>\$ 793,432</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 27,259	\$ 22,678
Accrued compensation and related benefits	18,969	18,799
Other accrued liabilities	45,348	38,962
Total current liabilities	<u>91,576</u>	<u>80,439</u>
Income tax liabilities	34,375	34,375
Other long-term liabilities	42,007	38,525
Total liabilities	<u>167,958</u>	<u>153,339</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: 43,033 and 42,505, respectively	478,913	450,908
Retained earnings	202,378	194,728
Accumulated other comprehensive loss	(1,040)	(5,543)
Total stockholders' equity	<u>680,251</u>	<u>640,093</u>
Total liabilities and stockholders' equity	<u>\$ 848,209</u>	<u>\$ 793,432</u>

Monolithic Power Systems, Inc.
Condensed Consolidated Statements of Operations
(Unaudited, in thousands, except per share amounts)

	Three Months Ended March 31,	
	2019	2018
Revenue	\$ 141,363	\$ 129,150
Cost of revenue	63,357	57,655
Gross profit	<u>78,006</u>	<u>71,495</u>
Operating expenses:		
Research and development	25,458	21,609
Selling, general and administrative	30,553	27,318
Litigation expense	278	531
Total operating expenses	<u>56,289</u>	<u>49,458</u>
Income from operations	21,717	22,037
Interest and other income, net	3,341	440
Income before income taxes	25,058	22,477
Income tax expense (benefit)	(1,123)	621
Net income	<u>\$ 26,181</u>	<u>\$ 21,856</u>
Net income per share:		
Basic	\$ 0.61	\$ 0.52
Diluted	\$ 0.58	\$ 0.49
Weighted-average shares outstanding:		
Basic	42,749	41,922
Diluted	45,232	44,282

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

	Three Months Ended March 31,	
	2019	2018
Cost of revenue	\$ 531	\$ 433
Research and development	4,429	3,995
Selling, general and administrative	11,050	10,602
Total stock-based compensation expense	<u>\$ 16,010</u>	<u>\$ 15,030</u>

RECONCILIATION OF NET INCOME TO NON-GAAP NET INCOME

(Unaudited, in thousands, except per share amounts)

	Three Months Ended March 31,	
	2019	2018
Net income	<u>\$ 26,181</u>	<u>\$ 21,856</u>
Net income as a percentage of revenue	18.5%	16.9%
Adjustments to reconcile net income to non-GAAP net income:		
Stock-based compensation expense	16,010	15,030
Amortization of acquisition-related intangible assets	51	250
Deferred compensation plan expense (income)	(136)	49
Tax effect	(4,197)	(2,214)
Non-GAAP net income	<u>\$ 37,909</u>	<u>\$ 34,971</u>
Non-GAAP net income as a percentage of revenue	26.8%	27.1%
Non-GAAP net income per share:		
Basic	\$ 0.89	\$ 0.83
Diluted	\$ 0.84	\$ 0.79
Shares used in the calculation of non-GAAP net income per share:		
Basic	42,749	41,922
Diluted	45,232	44,282

RECONCILIATION OF GROSS MARGIN TO NON-GAAP GROSS MARGIN
(Unaudited, in thousands)

	Three Months Ended March 31,	
	2019	2018
Gross profit	\$ 78,006	\$ 71,495
Gross margin	55.2%	55.4%
Adjustments to reconcile gross profit to non-GAAP gross profit:		
Stock-based compensation expense	531	433
Amortization of acquisition-related intangible assets	51	250
Non-GAAP gross profit	\$ 78,588	\$ 72,178
Non-GAAP gross margin	55.6%	55.9%

RECONCILIATION OF OPERATING EXPENSES TO NON-GAAP OPERATING EXPENSES
(Unaudited, in thousands)

	Three Months Ended March 31,	
	2019	2018
Total operating expenses	\$ 56,289	\$ 49,458
Adjustments to reconcile total operating expenses to non-GAAP total operating expenses:		
Stock-based compensation expense	(15,479)	(14,597)
Deferred compensation plan income (expense)	(1,799)	137
Non-GAAP operating expenses	\$ 39,011	\$ 34,998

RECONCILIATION OF OPERATING INCOME TO NON-GAAP OPERATING INCOME
(Unaudited, in thousands)

	Three Months Ended March 31,	
	2019	2018
Total operating income	\$ 21,717	\$ 22,037
Adjustments to reconcile total operating income to non-GAAP total operating income:		
Stock-based compensation expense	16,010	15,030
Amortization of acquisition-related intangible assets	51	250
Deferred compensation plan expense (income)	1,799	(137)
Non-GAAP operating income	\$ 39,577	\$ 37,180

RECONCILIATION OF INTEREST AND OTHER INCOME, NET, TO NON-GAAP INTEREST AND OTHER INCOME, NET
(Unaudited, in thousands)

	Three Months Ended March 31,	
	2019	2018
Total interest and other income, net	\$ 3,341	\$ 440
Adjustments to reconcile interest and other income to non-GAAP interest and other income:		
Deferred compensation plan expense (income)	(1,935)	186
Non-GAAP interest and other income, net	\$ 1,406	\$ 626

RECONCILIATION OF INCOME BEFORE INCOME TAXES TO NON-GAAP INCOME BEFORE INCOME TAXES
(Unaudited, in thousands)

	Three Months Ended March 31,	
	2019	2018
Total income before income taxes	\$ 25,058	\$ 22,477
Adjustments to reconcile income before income taxes to non-GAAP income before income taxes:		
Stock-based compensation expense	16,010	15,030
Amortization of acquisition-related intangible assets	51	250
Deferred compensation plan expense (income)	(136)	49
Non-GAAP income before income taxes	\$ 40,983	\$ 37,806

2019 SECOND QUARTER OUTLOOK
RECONCILIATION OF GROSS MARGIN TO NON-GAAP GROSS MARGIN
(Unaudited)

	Three Months Ending June 30, 2019	
	Low	High
Gross margin	54.9%	55.5%
Adjustments to reconcile gross margin to non-GAAP gross margin:		
Stock-based compensation expense	0.4%	0.4%
Non-GAAP gross margin	55.3%	55.9%

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

	Three Months Ending June 30, 2019	
	Low	High
R&D and SG&A expense	\$ 55,500	\$ 59,500
Adjustments to reconcile R&D and SG&A expense to non-GAAP R&D and SG&A expense:		
Stock-based compensation expense	(17,000)	(19,000)
Non-GAAP R&D and SG&A expense	\$ 38,500	\$ 40,500