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

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**FORM 8-K**

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

**DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED): July 21, 2021**

**TEXAS INSTRUMENTS INCORPORATED**  
(Exact name of registrant as specified in charter)

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**DELAWARE**  
(State or other jurisdiction  
of incorporation)

**001-03761**  
(Commission  
file number)

**75-0289970**  
(I.R.S. employer  
identification no.)

**12500 TI BOULEVARD**  
**DALLAS, TEXAS 75243**  
(Address of principal executive offices)

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Registrant's telephone number, including area code: (214) 479-3773

Check the appropriate box below if the Form 8-K 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))

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 \$1.00	TXN	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

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## ITEM 2.02. Results of Operations and Financial Condition

The Registrant's news release dated July 21, 2021, regarding its first-quarter results of operations and financial condition is attached hereto as Exhibit 99.

The attached news release includes references to the following financial measures that were not prepared in accordance with generally accepted accounting principles in the United States (non-GAAP measures): free cash flow and ratios based on free cash flow. The company believes these non-GAAP measures provide insight into its liquidity, cash generating capability and the amount of cash potentially available to return to shareholders, as well as insight into its financial performance. These non-GAAP measures are supplemental to the comparable GAAP measures. Reconciliation to the most directly comparable GAAP measures is included in the "Non-GAAP financial information" section of the news release.

## ITEM 9.01. Exhibits

Designation  
of Exhibit  
in this  
Report

Description of Exhibit

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99	<a href="#">Registrant's News Release</a> Dated July 21, 2021 (furnished pursuant to Item 2.02)
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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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 hereunto duly authorized.

TEXAS INSTRUMENTS INCORPORATED

Date: July 21, 2021

By: /s/ Rafael R. Lizardi  
Rafael R. Lizardi  
Senior Vice President and  
Chief Financial Officer

**TI reports second quarter 2021 financial results and shareholder returns**

Conference call on TI website at 3:30 p.m. Central time today

[www.ti.com/ir](http://www.ti.com/ir)

DALLAS (July 21, 2021) – Texas Instruments Incorporated (TI) (Nasdaq: TXN) today reported second quarter revenue of \$4.58 billion, net income of \$1.93 billion and earnings per share of \$2.05. Earnings per share included a 6-cent benefit for items that were not in the company's original guidance.

Regarding the company's performance and returns to shareholders, Rich Templeton, TI's chairman, president and CEO, made the following comments:

- "Revenue increased 7% sequentially and increased 41% from the same quarter a year ago due to strong demand in industrial, automotive and personal electronics.
- "In our core businesses, Analog revenue grew 6% and Embedded Processing grew 2% sequentially. From a year ago, Analog revenue grew 42% and Embedded Processing grew 43%.
- "Our cash flow from operations of \$7.5 billion for the trailing 12 months again underscored the strength of our business model. Free cash flow for the same period was \$6.5 billion and 39% of revenue. This reflects the quality of our product portfolio, as well as the efficiency of our manufacturing strategy, including the benefit of 300-millimeter Analog production.
- "We returned \$3.9 billion to owners in the past 12 months through dividends and stock repurchases. Over the same period, our dividend represented 56% of free cash flow, underscoring its sustainability.
- "TI's third quarter outlook is for revenue in the range of \$4.40 billion to \$4.76 billion and earnings per share between \$1.87 and \$2.13. We continue to expect our 2021 annual operating tax rate to be about 14%."

Free cash flow, a non-GAAP financial measure, is cash flow from operations less capital expenditures.

**Earnings summary**

Amounts are in millions of dollars, except per-share amounts.

	Q2 2021	Q2 2020	Change
Revenue	\$ 4,580	\$ 3,239	41 %
Operating profit	\$ 2,213	\$ 1,228	80 %
Net income	\$ 1,931	\$ 1,380	40 %
Earnings per share	\$ 2.05	\$ 1.48	39 %

**Cash generation**

Amounts are in millions of dollars.

	Q2 2021	Trailing 12 Months		Change
		Q2 2021	Q2 2020	
Cash flow from operations	\$ 2,121	\$ 7,539	\$ 6,317	19 %
Capital expenditures	\$ 386	\$ 1,052	\$ 603	74 %
Free cash flow	\$ 1,735	\$ 6,487	\$ 5,714	14 %
Free cash flow % of revenue		38.7 %	41.7 %	

**Cash return**

Amounts are in millions of dollars.

	Q2 2021	Trailing 12 Months		Change
		Q2 2021	Q2 2020	
Dividends paid	\$ 942	\$ 3,644	\$ 3,226	13 %
Stock repurchases	\$ 146	\$ 276	\$ 3,468	(92)%
Total cash returned	\$ 1,088	\$ 3,920	\$ 6,694	(41)%

**TEXAS INSTRUMENTS INCORPORATED AND SUBSIDIARIES**

<b>Consolidated Statements of Income</b>	<b>For Three Months Ended</b>	
	<b>June 30,</b>	
<b>(Millions of dollars, except share and per-share amounts)</b>	<b>2021</b>	<b>2020</b>
Revenue	\$ 4,580	\$ 3,239
Cost of revenue (COR)	1,503	1,157
Gross profit	3,077	2,082
Research and development (R&D)	391	379
Selling, general and administrative (SG&A)	425	401
Acquisition charges	48	50
Restructuring charges/other	—	24
Operating profit	2,213	1,228
Other income (expense), net (OI&E)	73	99
Interest and debt expense	44	48
Income before income taxes	2,242	1,279
Provision for income taxes	311	(101)
Net income	\$ 1,931	\$ 1,380
Diluted earnings per common share	\$ 2.05	\$ 1.48
Average shares outstanding (millions):		
Basic	923	916
Diluted	937	927
Cash dividends declared per common share	\$ 1.02	\$ .90

**Supplemental Information**  
**(Quarterly, except as noted)**

Our annual operating tax rate, which does not include discrete tax items, was 14% for the current period and 13% for the year-ago period.

Provision for income taxes is based on the following:

Operating taxes (calculated using the estimated annual effective tax rate)	\$ 322	\$ 164
Discrete tax items	(11)	(265)
Provision for income taxes (effective taxes)	\$ 311	\$ (101)

A portion of net income is allocated to unvested restricted stock units (RSUs) on which we pay dividend equivalents. Diluted EPS is calculated using the following:

Net income	\$ 1,931	\$ 1,380
Income allocated to RSUs	(7)	(7)
Income allocated to common stock for diluted EPS	\$ 1,924	\$ 1,373

**TEXAS INSTRUMENTS INCORPORATED AND SUBSIDIARIES**

<b>Consolidated Balance Sheets</b>	<b>June 30,</b>	
<b>(Millions of dollars, except share amounts)</b>	<b>2021</b>	<b>2020</b>
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 3,649	\$ 4,294
Short-term investments	3,741	666
Accounts receivable, net of allowances of (\$9) and (\$9)	1,591	1,176
Raw materials	201	182
Work in process	996	977
Finished goods	659	977
Inventories	1,856	2,136
Prepaid expenses and other current assets	340	216
Total current assets	11,177	8,488
Property, plant and equipment at cost	6,235	5,741
Accumulated depreciation	(2,557)	(2,540)
Property, plant and equipment	3,678	3,201
Goodwill	4,362	4,362
Acquisition-related intangibles	57	240
Deferred tax assets	326	236
Capitalized software licenses	99	141
Overfunded retirement plans	254	223
Other long-term assets	650	554
Total assets	\$ 20,603	\$ 17,445
<b>Liabilities and stockholders' equity</b>		
Current liabilities:		
Current portion of long-term debt	\$ 499	\$ 551
Accounts payable	587	409
Accrued compensation	531	505
Income taxes payable	107	179
Accrued expenses and other liabilities	477	519
Total current liabilities	2,201	2,163
Long-term debt	5,752	6,245
Underfunded retirement plans	131	99
Deferred tax liabilities	87	60
Other long-term liabilities	1,279	1,234
Total liabilities	9,450	9,801
Stockholders' equity:		
Preferred stock, \$25 par value. Authorized – 10,000,000 shares; none issued	—	—
Common stock, \$1 par value. Authorized – 2,400,000,000 shares		
Shares issued – 1,740,815,939	1,741	1,741
Paid-in capital	2,485	2,182
Retained earnings	43,846	40,780
Treasury common stock at cost		
Shares: June 30, 2021 – 817,729,258; June 30, 2020 – 825,225,307	(36,596)	(36,725)
Accumulated other comprehensive income (loss), net of taxes (AOCI)	(323)	(334)
Total stockholders' equity	11,153	7,644
Total liabilities and stockholders' equity	\$ 20,603	\$ 17,445

**TEXAS INSTRUMENTS INCORPORATED AND SUBSIDIARIES**

<b>Consolidated Statements of Cash Flows</b>	<b>For Three Months Ended June 30,</b>	
<b>(Millions of dollars)</b>	<b>2021</b>	<b>2020</b>
<b>Cash flows from operating activities</b>		
Net income	\$ 1,931	\$ 1,380
Adjustments to net income:		
Depreciation	184	184
Amortization of acquisition-related intangibles	48	50
Amortization of capitalized software	15	15
Stock compensation	69	69
Gains on sales of assets	(3)	(1)
Deferred taxes	(1)	(30)
Increase (decrease) from changes in:		
Accounts receivable	(7)	140
Inventories	40	(133)
Prepaid expenses and other current assets	(50)	63
Accounts payable and accrued expenses	(17)	73
Accrued compensation	141	148
Income taxes payable	(175)	(255)
Changes in funded status of retirement plans	7	(10)
Other	(61)	27
Cash flows from operating activities	<u>2,121</u>	<u>1,720</u>
<b>Cash flows from investing activities</b>		
Capital expenditures	(386)	(130)
Proceeds from asset sales	3	1
Purchases of short-term investments	(1,952)	(249)
Proceeds from short-term investments	2,455	1,810
Other	7	5
Cash flows from investing activities	<u>127</u>	<u>1,437</u>
<b>Cash flows from financing activities</b>		
Proceeds from issuance of long-term debt	—	749
Repayment of debt	—	(500)
Dividends paid	(942)	(823)
Stock repurchases	(146)	(882)
Proceeds from common stock transactions	54	87
Other	(7)	(12)
Cash flows from financing activities	<u>(1,041)</u>	<u>(1,381)</u>
Net change in cash and cash equivalents	1,207	1,776
Cash and cash equivalents at beginning of period	2,442	2,518
Cash and cash equivalents at end of period	<u>\$ 3,649</u>	<u>\$ 4,294</u>



**Segment results**

Amounts are in millions of dollars.

	Q2 2021	Q2 2020	Change
<b>Analog:</b>			
Revenue	\$ 3,464	\$ 2,434	42 %
Operating profit	\$ 1,778	\$ 1,053	69 %
<b>Embedded Processing:</b>			
Revenue	\$ 780	\$ 546	43 %
Operating profit	\$ 312	\$ 125	150 %
<b>Other:</b>			
Revenue	\$ 336	\$ 259	30 %
Operating profit*	\$ 123	\$ 50	146 %

\* Includes acquisition charges and restructuring charges/other.

**Non-GAAP financial information**

This release includes references to free cash flow and ratios based on that measure. These are financial measures that were not prepared in accordance with GAAP. Free cash flow was calculated by subtracting capital expenditures from the most directly comparable GAAP measure, cash flows from operating activities (also referred to as cash flow from operations).

We believe that free cash flow and the associated ratios provide insight into our liquidity, our cash-generating capability and the amount of cash potentially available to return to shareholders, as well as insight into our financial performance. These non-GAAP measures are supplemental to the comparable GAAP measures.

Reconciliation to the most directly comparable GAAP measures is provided in the table below.

*Amounts are in millions of dollars.*

	For 12 Months Ended June 30,		Change
	2021	2020	
Cash flow from operations (GAAP)	\$ 7,539	\$ 6,317	19 %
Capital expenditures	(1,052)	(603)	
Free cash flow (non-GAAP)	\$ 6,487	\$ 5,714	14 %
Revenue	\$ 16,762	\$ 13,689	
Cash flow from operations as a percentage of revenue (GAAP)	45.0 %	46.1 %	
Free cash flow as a percentage of revenue (non-GAAP)	38.7 %	41.7 %	

This release also includes references to an annual operating tax rate, a non-GAAP term we use to describe the estimated annual effective tax rate, a GAAP measure that by definition does not include discrete tax items. We believe the term annual operating tax rate helps differentiate from the effective tax rate, which includes discrete tax items.

## Notice regarding forward-looking statements

This release includes forward-looking statements intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. These forward-looking statements generally can be identified by phrases such as TI or its management "believes," "expects," "anticipates," "foresees," "forecasts," "estimates" or other words or phrases of similar import. Similarly, statements herein that describe TI's business strategy, outlook, objectives, plans, intentions or goals also are forward-looking statements. All such forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those in forward-looking statements.

We urge you to carefully consider the following important factors that could cause actual results to differ materially from the expectations of TI or our management:

- The duration and scope of the COVID-19 pandemic, government and other third-party responses to it and the consequences for the global economy, including to our business and the businesses of our suppliers, customers and distributors;
- Economic, social and political conditions, and natural events in the countries in which we, our customers or our suppliers operate, including global trade policies;
- Market demand for semiconductors, particularly in the industrial and automotive markets, and customer demand that differs from forecasts;
- Our ability to compete in products and prices in an intensely competitive industry;
- Evolving cybersecurity and other threats relating to our information technology systems or those of our customers or suppliers;
- Our ability to successfully implement and realize opportunities from strategic, business and organizational changes, or our ability to realize our expectations regarding the amount and timing of associated restructuring charges and cost savings;
- Our ability to develop, manufacture and market innovative products in a rapidly changing technological environment, and our timely implementation of new manufacturing technologies and installation of manufacturing equipment;
- Availability and cost of raw materials, utilities, manufacturing equipment, third-party manufacturing services and manufacturing technology;
- Product liability, warranty or other claims relating to our products, manufacturing, delivery, services, design or communications, or recalls by our customers for a product containing one of our parts;
- Compliance with or changes in the complex laws, rules and regulations to which we are or may become subject, or actions of enforcement authorities, that restrict our ability to operate our business or subject us to fines, penalties or other legal liability;
- Changes in tax law and accounting standards that impact the tax rate applicable to us, the jurisdictions in which profits are determined to be earned and taxed, adverse resolution of tax audits, increases in tariff rates, and the ability to realize deferred tax assets;
- A loss suffered by one of our customers or distributors with respect to TI-consigned inventory;
- Financial difficulties of our distributors or semiconductor distributors' promotion of competing product lines to our detriment; or disputes with current or former distributors;
- Losses or curtailments of purchases from key customers or the timing and amount of distributor and other customer inventory adjustments;
- Our ability to maintain or improve profit margins, including our ability to utilize our manufacturing facilities at sufficient levels to cover our fixed operating costs, in an intensely competitive and cyclical industry and changing regulatory environment;
- Our ability to maintain and enforce a strong intellectual property portfolio and maintain freedom of operation in all jurisdictions where we conduct business; or our exposure to infringement claims;
- Instability in the global credit and financial markets;
- Increases in health care and pension benefit costs;
- Our ability to recruit and retain skilled personnel, and effectively manage key employee succession; and
- Impairments of our non-financial assets.

For a more detailed discussion of these factors, see the Risk factors discussion in Item 1A of TI's most recent Form 10-K. The forward-looking statements included in this release are made only as of the date of this release, and we undertake no obligation to update the forward-looking statements to reflect subsequent events or circumstances. If we do update any forward-looking statement, you should not infer that we will make additional updates with respect to that statement or any other forward-looking statement.

## **About Texas Instruments**

Texas Instruments Incorporated (Nasdaq: TXN) is a global semiconductor company that designs, manufactures, tests and sells analog and embedded processing chips for markets such as industrial, automotive, personal electronics, communications equipment and enterprise systems. Our passion to create a better world by making electronics more affordable through semiconductors is alive today, as each generation of innovation builds upon the last to make our technology smaller, more efficient, more reliable and more affordable – making it possible for semiconductors to go into electronics everywhere. We think of this as Engineering Progress. It's what we do and have been doing for decades. Learn more at [TI.com](https://www.ti.com).