
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): April 21, 2020

TEXAS INSTRUMENTS INCORPORATED

(Exact name of registrant as specified in charter)

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)

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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
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.

ITEM 2.02. Results of Operations and Financial Condition

The Registrant's news release dated April 21, 2020, 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

99	Registrant's News Release Dated April 21, 2020 (furnished pursuant to Item 2.02)
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: April 21, 2020

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

TI reports first quarter 2020 financial results and shareholder returns

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

www.ti.com/ir

DALLAS (April 21, 2020) – Texas Instruments Incorporated (TI) (Nasdaq: TXN) today reported first quarter revenue of \$3.33 billion, net income of \$1.17 billion and earnings per share of \$1.24. Earnings per share include a 10-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 decreased 7% from the same quarter a year ago.
- “In our core businesses, Analog revenue declined 2% and Embedded Processing declined 18% from the same quarter a year ago.
- “Our cash flow from operations of \$6.4 billion for the trailing 12 months again underscored the strength of our business model. Free cash flow for the same period was \$5.6 billion and 40% 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 have returned \$6.6 billion to owners in the past 12 months through stock repurchases and dividends. Over the same period, our dividends represented 55% of free cash flow, underscoring their sustainability. Together, our stock repurchases and dividends reflect our continued commitment to return all free cash flow to our owners.
- “With a COVID-19 recession likely upon us, and with reduced visibility of customer demand, we are using the 2008 financial crisis to model our second quarter outlook. To reflect the increased uncertainty, we have expanded the range of our guidance. Therefore, TI's second quarter outlook is for revenue in the range of \$2.61 billion to \$3.19 billion, and earnings per share between \$0.64 and \$1.04, which includes an estimated \$10 million discrete tax benefit. We expect our annual operating tax rate to be about 14% in 2020.”

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.

	Q1 2020	Q1 2019	Change
Revenue	\$ 3,329	\$ 3,594	(7) %
Operating profit	\$ 1,244	\$ 1,379	(10) %
Net income	\$ 1,174	\$ 1,217	(4) %
Earnings per share	\$ 1.24	\$ 1.26	(2) %

Cash generation

Amounts are in millions of dollars.

	Q1 2020	Trailing 12 Months		Change
		Q1 2020	Q1 2019	
Cash flow from operations	\$ 851	\$ 6,393	\$ 7,184	(11) %
Capital expenditures	\$ 161	\$ 757	\$ 1,193	(37) %
Free cash flow	\$ 690	\$ 5,636	\$ 5,991	(6) %
Free cash flow % of revenue		39.9 %	38.4 %	

Cash return

Amounts are in millions of dollars.

	Q1 2020	Trailing 12 Months		Change
		Q1 2020	Q1 2019	
Dividends paid	\$ 841	\$ 3,125	\$ 2,668	17 %
Stock repurchases	\$ 1,641	\$ 3,449	\$ 5,379	(36) %
Total cash returned	\$ 2,482	\$ 6,574	\$ 8,047	(18) %

TEXAS INSTRUMENTS INCORPORATED AND SUBSIDIARIES
Consolidated Statements of Income
(Millions of dollars, except share and per-share amounts)

	For Three Months Ended March 31,	
	2020	2019
Revenue	\$ 3,329	\$ 3,594
Cost of revenue (COR)	1,241	1,333
Gross profit	2,088	2,261
Research and development (R&D)	377	389
Selling, general and administrative (SG&A)	417	414
Acquisition charges	50	79
Operating profit	1,244	1,379
Other income (expense), net (OI&E)	25	36
Interest and debt expense	45	38
Income before income taxes	1,224	1,377
Provision for income taxes	50	160
Net income	\$ 1,174	\$ 1,217
Diluted earnings per common share	\$ 1.24	\$ 1.26
Average shares outstanding (millions):		
Basic	931	939
Diluted	943	956
Cash dividends declared per common share	\$.90	\$.77

Supplemental Information
(Quarterly, except as noted)

Provision for income taxes is based on the following:

Operating taxes (calculated using the estimated annual effective tax rate)	\$ 166	\$ 220
Discrete tax items	(116)	(60)
Provision for income taxes (effective taxes)	\$ 50	\$ 160

Annual operating tax rate	14 %	16 %
Effective tax rate	4 %	12 %

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	\$ 1,174	\$ 1,217
Income allocated to RSUs	(6)	(8)
Income allocated to common stock for diluted EPS	\$ 1,168	\$ 1,209

TEXAS INSTRUMENTS INCORPORATED AND SUBSIDIARIES
Consolidated Balance Sheets
(Millions of dollars, except share amounts)

	March 31,	
	2020	2019
Assets		
Current assets:		
Cash and cash equivalents	\$ 2,518	\$ 3,720
Short-term investments	2,224	366
Accounts receivable, net of allowances of (\$8) and (\$17)	1,316	1,440
Raw materials	175	191
Work in process	915	1,016
Finished goods	913	924
Inventories	2,003	2,131
Prepaid expenses and other current assets	249	294
Total current assets	8,310	7,951
Property, plant and equipment at cost	5,736	5,642
Accumulated depreciation	(2,503)	(2,324)
Property, plant and equipment	3,233	3,318
Long-term investments	34	281
Goodwill	4,362	4,362
Acquisition-related intangibles	290	549
Deferred tax assets	208	290
Capitalized software licenses	138	98
Overfunded retirement plans	215	96
Other long-term assets	493	498
Total assets	\$ 17,283	\$ 17,443
Liabilities and stockholders' equity		
Current liabilities:		
Current portion of long-term debt	\$ 1,051	\$ 750
Accounts payable	363	477
Accrued compensation	353	342
Income taxes payable	62	113
Accrued expenses and other liabilities	552	477
Total current liabilities	2,381	2,159
Long-term debt	5,499	5,057
Underfunded retirement plans	95	120
Deferred tax liabilities	64	43
Other long-term liabilities	1,510	1,545
Total liabilities	9,549	8,924
Stockholders' equity:		
Preferred stock, \$25 par value. Authorized – 10,000,000 shares		
Participating cumulative preferred – 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	2,096	1,927
Retained earnings	40,227	38,396
Treasury common stock at cost		
Shares: March 31, 2020 – 819,335,097; March 31, 2019 – 802,016,668	(36,002)	(33,080)
Accumulated other comprehensive income (loss), net of taxes (AOCI)	(328)	(465)
Total stockholders' equity	7,734	8,519
Total liabilities and stockholders' equity	\$ 17,283	\$ 17,443

TEXAS INSTRUMENTS INCORPORATED AND SUBSIDIARIES
Consolidated Statements of Cash Flows
(Millions of dollars)

	For Three Months Ended	
	March 31,	
	2020	2019
Cash flows from operating activities		
Net income	\$ 1,174	\$ 1,217
Adjustments to net income:		
Depreciation	186	166
Amortization of acquisition-related intangibles	50	79
Amortization of capitalized software	14	13
Stock compensation	63	61
Gains on sales of assets	—	(2)
Deferred taxes	(34)	4
Increase (decrease) from changes in:		
Accounts receivable	(242)	(233)
Inventories	(2)	86
Prepaid expenses and other current assets	(88)	223
Accounts payable and accrued expenses	—	(67)
Accrued compensation	(353)	(373)
Income taxes payable	147	(94)
Changes in funded status of retirement plans	27	7
Other	(91)	20
Cash flows from operating activities	<u>851</u>	<u>1,107</u>
Cash flows from investing activities		
Capital expenditures	(161)	(251)
Proceeds from asset sales	—	2
Purchases of short-term investments	(646)	(149)
Proceeds from short-term investments	1,638	1,584
Other	(5)	(13)
Cash flows from investing activities	<u>826</u>	<u>1,173</u>
Cash flows from financing activities		
Proceeds from issuance of long-term debt	749	743
Dividends paid	(841)	(724)
Stock repurchases	(1,641)	(1,152)
Proceeds from common stock transactions	146	151
Other	(9)	(16)
Cash flows from financing activities	<u>(1,596)</u>	<u>(998)</u>
Net change in cash and cash equivalents	81	1,282
Cash and cash equivalents at beginning of period	2,437	2,438
Cash and cash equivalents at end of period	<u>\$ 2,518</u>	<u>\$ 3,720</u>

Segment results

Amounts are in millions of dollars.

	Q1 2020	Q1 2019	Change
Analog:			
Revenue	\$ 2,460	\$ 2,518	(2) %
Operating profit	\$ 1,025	\$ 1,088	(6) %
Embedded Processing:			
Revenue	\$ 653	\$ 796	(18) %
Operating profit	\$ 182	\$ 249	(27) %
Other:			
Revenue	\$ 216	\$ 280	(23) %
Operating profit*	\$ 37	\$ 42	(12) %

* Includes acquisition charges.

Compared with the year-ago quarter:

Analog: (includes Power, Signal Chain and High Volume)

- Revenue decreased in Signal Chain and High Volume, offset by growth in Power.
- Operating profit decreased primarily due to lower revenue and associated gross profit.

Embedded Processing: (includes Connected Microcontrollers and Processors)

- Revenue decreased in both product lines.
- Operating profit decreased due to lower revenue and associated gross profit.

Other: (includes DLP® products, calculators and custom ASIC products)

- Revenue decreased \$64 million, and operating profit decreased \$5 million.

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		Change
	March 31,		
	2020	2019	
Cash flow from operations (GAAP)	\$ 6,393	\$ 7,184	(11) %
Capital expenditures	(757)	(1,193)	
Free cash flow (non-GAAP)	\$ 5,636	\$ 5,991	(6) %
Revenue	\$ 14,118	\$ 15,589	
Cash flow from operations as a percentage of revenue (GAAP)	45.3 %	46.1 %	
Free cash flow as a percentage of revenue (non-GAAP)	39.9 %	38.4 %	

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 restructuring charges and associated 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 their promotion of competing product lines to our detriment; or disputes with significant 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

From connected cars and intelligent homes to self-monitoring health devices and automated factories, Texas Instruments Incorporated (TI) (Nasdaq: TXN) products are at work in virtually every type of electronic system. With operations in more than 30 countries, we engineer, manufacture, test and sell analog and embedded semiconductor chips. Our employees, about 30,000 worldwide, are driven by core values of integrity, innovation and commitment, and work every day to shape the future of technology. Learn more at www.ti.com.

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