

INPHI Corp  
Form 8-K/A  
November 07, 2014

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 8-K/A**

**(Amendment No. 1)**

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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): October 3, 2014**

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**INPHI CORPORATION**

**(Exact name of registrant as specified in its charter)**

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**001-34942**

**(Commission File Number)**

**Delaware**

**77-0557980**

**(State or other jurisdiction of (I.R.S. Employer Identification No.)  
incorporation)**

**2953 Bunker Hill Lane, Suite 300, Santa Clara, California 95054**

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(Address of principal executive offices, with zip code)

**(408) 217-7300**

(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 (*see* General Instruction A.2. below):

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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## **EXPLANATORY NOTE**

On October 6, 2014, Inphi Corporation (“Inphi”) filed a Current Report on Form 8-K to report that on October 3, 2014, Inphi completed its acquisition of Cortina Systems, Inc., a Delaware corporation (“Cortina”), pursuant to an Agreement and Plan of Merger dated July 30, 2014 among Inphi, Cortina, Catalina Acquisition Corporation, a Delaware corporation and wholly owned subsidiary of Inphi, and the Stockholder's Agent, as amended by Amendment No. 1 to the Agreement and Plan of Merger dated September 25, 2014. This Current Report on Form 8-K/A is being filed to provide the financial statements and pro forma financial information described under Item 9.01 below. These financial statements and information are filed as Exhibits 99.1, 99.2 and 99.3.

### **Item 9.01. Financial Statements and Exhibits**

#### **(a) Financial Statements of Business Acquired**

Audited Statements of Assets Acquired and Liabilities Assumed as of December 31, 2013 and 2012, and related Statements of Net Revenues and Direct Expenses for the years ended December 31, 2013, 2012 and 2011 and Unaudited Statement of Assets Acquired and Liabilities Assumed as of September 30, 2014 and related Statements of Net Revenues and Direct Expenses for the nine months ended September 30, 2014 and 2013 are attached hereto as Exhibits 99.1 and 99.2 and are incorporated in their entirety herein by reference.

#### **(b) Pro Forma Financial Information**

The pro forma financial information of Inphi as of and for the nine months ended September 30, 2014 and for the year ended December 31, 2013 which reflects its acquisition of Cortina is attached hereto as Exhibit 99.3 and is incorporated in its entirety herein by reference.

#### **(d) Exhibits**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
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2.01	Agreement and Plan of Merger
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dated July 30, 2014 by and among Inphi Corporation, Cortina Systems, Inc., Catalina Acquisition Corporation, a Delaware corporation and wholly owned subsidiary of the Company, and the Stockholder's Agent, as amended by Amendment No. 1 thereto dated September 25, 2014 (incorporated herein by reference to Exhibit 2.1 to Inphi Corporation's Current Reports on Form 8-Ks filed with the Securities Exchange Commission on August 1, 2014 and October 6, 2014).

23.1 Consent of Armanino LLP, Independent Registered Public Accounting Firm of Cortina Systems, Inc.

99.1 Audited Statements of Assets Acquired and Liabilities

Assumed as of  
December 31,  
2013 and 2012,  
and related  
Statements of  
Net Revenues  
and Direct  
Expenses for the  
years ended  
December 31,  
2013, 2012 and  
2011.

99.2

Unaudited  
Statements of  
Assets Acquired  
and Liabilities  
Assumed as of  
September 30,  
2014 and  
December 31,  
2013, and  
related  
Statements of  
Net Revenues  
and Direct  
Expenses for the  
nine months  
ended  
September 30,  
2014 and 2013.

99.3

Pro forma  
financial  
information as  
of and for the  
nine months  
ended  
September 30,  
2014 and for the  
year ended  
December 31,  
2013.

## **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.

Date: November 7, 2014

**INPHI**  
**CORPORATION**

By: /s/ Richard Ogawa  
Richard T. Ogawa  
General Counsel

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## EXHIBIT INDEX

### Exhibit No. Description

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23.1	<p>Consent of Armanino LLP,</p>

Independent  
Registered  
Public  
Accounting  
Firm of Cortina  
Systems, Inc.

99.1 Audited  
Statements of  
Assets Acquired  
and Liabilities  
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and Liabilities  
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Expenses for the  
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99.3 Pro forma  
financial  
information as  
of and for the  
nine months  
ended  
September 30,  
2014 and for the



year ended  
December 31,  
2013.