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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q

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

For the Quarterly Period Ended July 1, 2022

OR

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

For the Transition Period From To

Commission File Number: 001-32431



DOLBY LABORATORIES, INC.

(Exact name of registrant as specified in its charter)

Delaware			**90-0199783**
(State or other jurisdiction of incorporation or organization)			(I.R.S. Employer Identification No.)
1275 Market Street	**San Francisco**	**California**	**94103-1410**
(Address of principal executive offices)			(Zip Code)

(415) 558-0200
(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A common stock, $0.001 par value	**DLB**	**The New York Stock Exchange**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer	☒	Accelerated Filer	☐
Non-accelerated Filer	☐	Smaller Reporting Company	☐
		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. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

On July 29, 2022, the registrant had 61,590,451 shares of Class A common stock, par value $0.001 per share, and 36,086,129 shares of Class B common stock, par value $0.001 per share, outstanding.

DOLBY LABORATORIES, INC.
FORM 10-Q
For the Fiscal Quarter Ended July 1, 2022
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GLOSSARY OF TERMS

The following table summarizes certain terms and abbreviations that may be used within the text of this report:

Abbreviation	Term
AAC	Advanced Audio Coding
AFS	Available-For-Sale (Securities)
AOCI	Accumulated Other Comprehensive Income (Loss)
API	Application Programming Interface
APIC	Additional Paid In-Capital
ASC	Accounting Standards Codification
ASP	Average Selling Price
ASU	Accounting Standards Update
ATSC	Advanced Television Systems Committee
AVC	Advanced Video Coding
AVR	Audio/Video Receiver
CE	Consumer Electronics
CODM	Chief Operating Decision Maker
COGS	Cost Of Goods Sold
COSO	Committee Of Sponsoring Organizations (Of The Treadway Commission)
DD	Dolby Digital®
DD+	Dolby Digital Plus™
DMA	Digital Media Adapter
DTV	Digital Television
DVB	Digital Video Broadcasting
DVD	Digital Versatile Disc
EPS	Earnings Per Share
ESP	Estimated Selling Price
ESPP	Employee Stock Purchase Plan
FASB	Financial Accounting Standards Board
FCPA	Foreign Corrupt Practices Act
G&A	General and Administrative
HD	High Definition
HDR	High-Dynamic Range
HDTV	High Definition Television
HE-AAC	High Efficiency Advanced Audio Coding
HEVC	High Efficiency Video Coding
HTIB	Home Theater In-A-Box
IC	Integrated Circuit
IMB	Integrated Media Block
IBR	Incremental Borrowing Rate
IP	Intellectual Property
LP	Limited Partner/Partnership
NOL	Net Operating Loss
OECD	Organization For Economic Co-Operation & Development
OEM	Original Equipment Manufacturer
OTT	Over-The-Top
PC	Personal Computer
PCS	Post-Contract Support
PP&E	Property, Plant, and Equipment
PSO	Performance-Based Stock Option
PSU	Performance-Based Restricted Stock Unit
R&D	Research and Development
ROU	Right-Of-Use
RSU	Restricted Stock Unit
S&M	Sales and Marketing
SEC	U.S. Securities and Exchange Commission
SERP	Supplemental Executive Retirement Plan
STB	Set-Top Box
TSR	Total Stockholder Return
UHD	Ultra-High Definition
U.S. GAAP	Generally Accepted Accounting Principles In The United States

PART I – FINANCIAL INFORMATION

ITEM 1. UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

DOLBY LABORATORIES, INC.
INTERIM CONDENSED CONSOLIDATED BALANCE SHEETS
(*in thousands, except share and per share amounts*)
(unaudited)

	July 1, 2022	September 24, 2021
ASSETS		
Current assets:		
Cash and cash equivalents	$ 858,905	$ 1,225,380
Restricted cash	8,352	7,652
Short-term investments	156,812	38,839
Accounts receivable, net of allowance for credit losses of $9,572 and $8,744	236,229	232,609
Contract assets, net of allowance for credit losses of $123 and $208	170,402	182,316
Inventories, net	24,096	10,965
Prepaid expenses and other current assets	49,923	62,737
Total current assets	1,504,719	1,760,498
Long-term investments	106,726	62,819
Property, plant and equipment, net	517,870	534,381
Operating lease right-of-use assets	53,702	67,128
Intangible assets, net	119,251	122,890
Goodwill	368,282	340,694
Deferred taxes	183,545	156,020
Other non-current assets	65,841	61,257
Total assets	**$ 2,919,936**	**$ 3,105,687**
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 16,821	$ 17,779
Accrued liabilities	229,267	262,728
Income taxes payable	3,850	1,334
Contract liabilities	21,216	18,473
Operating lease liabilities	14,331	15,403
Total current liabilities	285,485	315,717
Non-current contract liabilities	24,350	23,713
Non-current operating lease liabilities	44,257	56,715
Other non-current liabilities	106,319	105,310
Total liabilities	460,411	501,455
Stockholders' equity:		
Class A, $0.001 par value, one vote per share, 500,000,000 shares authorized: 62,578,760 shares issued and outstanding at July 1, 2022 and 64,986,316 at September 24, 2021	57	59
Class B, $0.001 par value, ten votes per share, 500,000,000 shares authorized: 36,086,629 shares issued and outstanding at July 1, 2022 and 36,086,779 at September 24, 2021	41	41
Retained earnings	2,484,689	2,607,909
Accumulated other comprehensive loss	(30,426)	(10,030)
Total stockholders' equity – Dolby Laboratories, Inc.	2,454,361	2,597,979
Controlling interest	5,164	6,253
Total stockholders' equity	2,459,525	2,604,232
Total liabilities and stockholders' equity	**$ 2,919,936**	**$ 3,105,687**

See accompanying notes to unaudited interim condensed consolidated financial statements

DOLBY LABORATORIES, INC.
INTERIM CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(*in thousands, except per share amounts*)
(unaudited)

	Fiscal Quarter Ended		Fiscal Year-To-Date Ended	
	July 1, 2022	June 25, 2021	July 1, 2022	June 25, 2021
Revenue:				
Licensing	$ 269,289	$ 271,569	$ 915,406	$ 948,159
Products and services	20,296	15,230	60,183	48,072
Total revenue	289,585	286,799	975,589	996,231
Cost of revenue:				
Cost of licensing	13,756	12,480	45,363	41,486
Cost of products and services	22,201	19,164	58,818	57,840
Total cost of revenue	35,957	31,644	104,181	99,326
Gross margin	253,628	255,155	871,408	896,905
Operating expenses:				
Research and development	62,859	62,094	199,104	191,674
Sales and marketing	87,114	80,714	268,514	234,205
General and administrative	57,113	56,116	218,250	169,968
Gain on sale of assets	—	—	—	(13,871)
Restructuring charges	976	140	6,043	10,904
Total operating expenses	208,062	199,064	691,911	592,880
Operating income	45,566	56,091	179,497	304,025
Other income/(expense):				
Interest income	1,416	741	3,230	2,677
Interest expense	(84)	(108)	(255)	(360)
Other income, net	2,514	2,401	1,833	5,112
Total other income	3,846	3,034	4,808	7,429
Income before income taxes	49,412	59,125	184,305	311,454
Provision for income taxes	(9,802)	(4,565)	(28,166)	(37,859)
Net income including controlling interest	39,610	54,560	156,139	273,595
Less: net (income)/loss attributable to controlling interest	(13)	61	192	(7,559)
Net income attributable to Dolby Laboratories, Inc.	**$ 39,597**	**$ 54,621**	**$ 156,331**	**$ 266,036**
Net income per share:				
Basic	$ 0.40	$ 0.54	$ 1.55	$ 2.63
Diluted	$ 0.39	$ 0.52	$ 1.52	$ 2.54
Weighted-average shares outstanding:				
Basic	100,213	101,351	100,936	101,177
Diluted	101,474	104,633	102,993	104,607
Related party rent expense:				
Included in operating expenses	$ —	$ (5)	$ —	$ (392)
Included in net income attributable to controlling interest	$ 71	$ 71	$ 213	$ 311
Cash dividend declared per common share	$ 0.25	$ 0.22	$ 0.75	$ 0.66
Cash dividend paid per common share	$ 0.25	$ 0.22	$ 0.75	$ 0.66

See accompanying notes to unaudited interim condensed consolidated financial statements

DOLBY LABORATORIES, INC.
INTERIM CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(in thousands)
(unaudited)

	Fiscal Quarter Ended		Fiscal Year-To-Date Ended	
	July 1, 2022	June 25, 2021	July 1, 2022	June 25, 2021
Net income including controlling interest	$ 39,610	$ 54,560	$ 156,139	$ 273,595
Other comprehensive income/(loss):				
Currency translation adjustments gains/(losses), net of tax expense of $0, ($110), $0, and ($617)	(14,086)	898	(15,842)	8,300
Unrealized losses on investments, net of tax benefit/(expense) of $3, $42, ($2), and $88	(426)	(162)	(4,446)	(522)
Unrealized losses on cash flow hedges, net of tax benefit/(expense) of $178, ($123), $98, and ($453)	(498)	(1,658)	(320)	(1,876)
Total other comprehensive income/(loss), net of tax	(15,010)	(922)	(20,608)	5,902
Total comprehensive income	24,600	53,638	135,531	279,497
Less: comprehensive (income)/loss attributable to controlling interest	252	(10)	404	(7,899)
Comprehensive income attributable to Dolby Laboratories, Inc.	**$ 24,852**	**$ 53,628**	**$ 135,935**	**$ 271,598**

See accompanying notes to unaudited interim condensed consolidated financial statements

DOLBY LABORATORIES, INC.
INTERIM CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(*in thousands*)
(unaudited)

	Fiscal Quarter Ended						
	Dolby Laboratories, Inc.						
	Common Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total Stockholders' Equity - Dolby Laboratories, Inc.	Controlling Interest	Total Stockholders' Equity
Balance at April 1, 2022	**$ 99**	**$ —**	**$ 2,615,354**	**$ (15,681)**	**$ 2,599,772**	**$ 5,416**	**$ 2,605,188**
Net income	—	—	39,597	—	39,597	13	39,610
Other comprehensive loss, net of tax	—	—	—	(14,745)	(14,745)	(265)	(15,010)
Stock-based compensation expense	—	27,608	—	—	27,608	—	27,608
Repurchase of common stock	(2)	(44,871)	(145,127)	—	(190,000)	—	(190,000)
Cash dividends declared and paid on common stock	—	—	(25,135)	—	(25,135)	—	(25,135)
Common stock issued under employee stock plans	1	18,537	—	—	18,538	—	18,538
Tax withholdings on vesting of restricted stock	—	(1,274)	—	—	(1,274)	—	(1,274)
Balance at July 1, 2022	**$ 98**	**$ —**	**$ 2,484,689**	**$ (30,426)**	**$ 2,454,361**	**$ 5,164**	**$ 2,459,525**

	Fiscal Year-To-Date Ended						
	Dolby Laboratories, Inc.						
	Common Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total Stockholders' Equity - Dolby Laboratories, Inc.	Controlling Interest	Total Stockholders' Equity
Balance at September 24, 2021	**$ 100**	**$ —**	**$ 2,607,909**	**$ (10,030)**	**$ 2,597,979**	**$ 6,253**	**$ 2,604,232**
Net income	—	—	156,331	—	156,331	(192)	156,139
Other comprehensive loss, net of tax	—	—	—	(20,396)	(20,396)	(212)	(20,608)
Distributions to controlling interest	—	—	—	—	—	(1,435)	(1,435)
Stock-based compensation expense	—	87,963	—	—	87,963	—	87,963
Repurchase of common stock	(4)	(107,567)	(202,915)	—	(310,486)	—	(310,486)
Cash dividends declared and paid on common stock	—	—	(75,816)	—	(75,816)	—	(75,816)
Common stock issued under employee stock plans	2	53,598	—	—	53,600	—	53,600
Tax withholdings on vesting of restricted stock	—	(33,994)	—	—	(33,994)	—	(33,994)
Deconsolidation of subsidiary	—	—	(820)	—	(820)	750	(70)
Balance at July 1, 2022	**$ 98**	**$ —**	**$ 2,484,689**	**$ (30,426)**	**$ 2,454,361**	**$ 5,164**	**$ 2,459,525**

	Fiscal Quarter Ended						
	Dolby Laboratories, Inc.						
	Common Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total Stockholders' Equity - Dolby Laboratories, Inc.	Controlling Interest	Total Stockholders' Equity
Balance at March 26, 2021	**$ 100**	**$ —**	**$ 2,591,870**	**$ (4,039)**	**$ 2,587,931**	**$ 6,289**	**$ 2,594,220**
Net income	—	—	54,621	—	54,621	(61)	54,560
Other comprehensive income/(loss), net of tax	—	—	—	(993)	(993)	71	(922)
Stock-based compensation expense	—	24,836	—	—	24,836	—	24,836
Repurchase of common stock	(1)	(41,253)	2,265	—	(38,989)	—	(38,989)
Cash dividends declared and paid on common stock	—	—	(22,309)	—	(22,309)	—	(22,309)
Common stock issued under employee stock plans	1	17,990	—	—	17,991	—	17,991
Tax withholdings on vesting of restricted stock	—	(1,573)	—	—	(1,573)	—	(1,573)
Balance at June 25, 2021	**$ 100**	**$ —**	**$ 2,626,447**	**$ (5,032)**	**$ 2,621,515**	**$ 6,299**	**$ 2,627,814**

	Fiscal Year-To-Date Ended						
	Dolby Laboratories, Inc.						
	Common Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income/(Loss)	Total Stockholders' Equity - Dolby Laboratories, Inc.	Controlling Interest	Total Stockholders' Equity
Balance at September 25, 2020	**$ 99**	**$ —**	**$ 2,443,138**	**$ (10,594)**	**$ 2,432,643**	**$ 5,762**	**$ 2,438,405**
Net income	—	—	266,036	—	266,036	7,559	273,595
Other comprehensive income, net of tax	—	—	—	5,562	5,562	340	5,902
Distributions to controlling interest	—	—	—	—	—	(7,362)	(7,362)
Stock-based compensation expense	—	75,562	—	—	75,562	—	75,562
Repurchase of common stock	(2)	(133,918)	(15,844)	—	(149,764)	—	(149,764)
Cash dividends declared and paid on common stock	—	—	(66,883)	—	(66,883)	—	(66,883)
Common stock issued under employee stock plans	3	89,145	—	—	89,148	—	89,148
Tax withholdings on vesting of restricted stock	—	(30,789)	—	—	(30,789)	—	(30,789)
Balance at June 25, 2021	**$ 100**	**$ —**	**$ 2,626,447**	**$ (5,032)**	**$ 2,621,515**	**$ 6,299**	**$ 2,627,814**

See accompanying notes to unaudited interim condensed consolidated financial statements

DOLBY LABORATORIES, INC.
INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(*in thousands*)
(unaudited)

	Fiscal Year-To-Date Ended	
	July 1, 2022	June 25, 2021
Operating activities:		
Net income including controlling interest	$ 156,139	$ 273,595
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	69,382	70,701
Stock-based compensation	87,963	75,562
Amortization of operating lease right-of-use assets	11,658	12,744
Amortization of premium on investments	1,109	1,051
Provision for/(benefit from) credit losses	2,166	(567)
Deferred income taxes	(29,143)	(26,479)
Gain on sale of assets	—	(13,871)
Other non-cash items affecting net income	(2,388)	(3,293)
Changes in operating assets and liabilities:		
Accounts receivable, net	(5,395)	(93,848)
Contract assets, net	11,999	(5,402)
Inventories	(12,231)	14,828
Operating lease right-of-use assets	(941)	(4,982)
Prepaid expenses and other assets	(1,169)	15,468
Accounts payable and accrued liabilities	(29,782)	31,788
Income taxes, net	17,023	4,293
Contract liabilities	3,314	512
Operating lease liabilities	(10,539)	(7,507)
Other non-current liabilities	(1,898)	(6,613)
Net cash provided by operating activities	267,267	337,980
Investing activities:		
Purchases of marketable securities	(248,156)	(48,066)
Proceeds from sales of marketable securities	8,970	7,332
Proceeds from maturities of marketable securities	75,890	37,040
Purchases of property, plant, and equipment	(37,218)	(42,619)
Proceeds from sale of assets	—	16,365
Payments for business combinations, net of cash acquired	(38,171)	—
Purchases of intangible assets	(11,528)	—
Purchases of other investments	(5,000)	—
Net cash used in investing activities	(255,213)	(29,948)
Financing activities:		
Proceeds from issuance of common stock	53,600	89,148
Repurchase of common stock	(310,486)	(149,764)
Payment of cash dividend	(75,816)	(66,883)
Distribution to controlling interest	(1,435)	(7,362)
Shares repurchased for tax withholdings on vesting of restricted stock	(33,994)	(30,789)
Net cash used in financing activities	(368,131)	(165,650)
Effect of foreign exchange rate changes on cash, cash equivalents, and restricted cash	(9,698)	4,891
Net increase/(decrease) in cash, cash equivalents, and restricted cash	(365,775)	147,273
Cash, cash equivalents, and restricted cash at beginning of period	1,233,032	1,079,979
Cash, cash equivalents, and restricted cash at end of period	**$ 867,257**	**$ 1,227,252**
Supplemental disclosure:		
Cash paid for income taxes, net of refunds received	$ 30,014	$ 45,713
Non-cash investing activities and financing activities:		
Change in property, plant, and equipment purchased, unpaid at period-end	$ (2,897)	$ 1,230

See accompanying notes to unaudited interim condensed consolidated financial statements

DOLBY LABORATORIES, INC.
NOTES TO UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. Basis of Presentation

Unaudited Interim Condensed Consolidated Financial Statements

We have prepared the accompanying unaudited interim condensed consolidated financial statements in accordance with U.S. GAAP, and with SEC rules and regulations, which allow for certain information and footnote disclosures that are normally included in annual financial statements prepared in accordance with U.S. GAAP to be condensed or omitted. In our opinion, these unaudited interim condensed consolidated financial statements have been prepared on the same basis as the audited consolidated financial statements for the fiscal year ended September 24, 2021 and include all adjustments necessary for fair presentation. The accompanying unaudited interim condensed consolidated financial statements should be read in conjunction with our consolidated financial statements for the fiscal year ended September 24, 2021, which are included in our Annual Report on Form 10-K filed with the SEC.

The results for the fiscal quarter and year-to-date period ended July 1, 2022 are not necessarily indicative of the results to be expected for any subsequent quarterly or annual financial period, including the fiscal year ending September 30, 2022.

Principles of Consolidation

The unaudited interim condensed consolidated financial statements include the accounts of Dolby Laboratories, Inc. and our wholly owned subsidiaries. In addition, we have consolidated the financial results of jointly owned affiliated companies in which our principal stockholder has a controlling interest. We report these controlling interests as a separate line in our condensed consolidated statements of operations as net income attributable to controlling interest and in our condensed consolidated balance sheets as a controlling interest. We eliminate all intercompany accounts and transactions upon consolidation.

Operating Segments

Since we operate as a single reportable segment, all required financial segment information is included in our unaudited interim condensed consolidated financial statements. This reflects the fact that our CODM, our CEO, evaluates our financial information and resources, and assesses the performance of these resources on a consolidated basis.

Use of Estimates

The preparation of our financial statements in accordance with U.S. GAAP requires management to make certain estimates and assumptions that affect the amounts reported and disclosed in our unaudited interim condensed consolidated financial statements and accompanying notes.

Significant items subject to such estimates and assumptions include estimated shipments by our licensees for which we are owed a sales-based royalty. These estimates involve the use of historical data and judgment for several key attributes including industry estimates of expected shipments, the percentage of markets using our technologies, and average sale prices. Our estimates of royalty-based revenue also take into consideration the macroeconomic effect of global events, such as the coronavirus pandemic ("COVID-19") or other natural disasters which may impact our licensees' supply chain activities as well as demand for shipments.

Additional significant items subject to such estimates and assumptions include ESPs for performance obligations within revenue arrangements; allowances for credit losses for accounts receivable; carrying values of inventories and certain PP&E, goodwill and intangible assets; fair values of investments; accrued liabilities including unrecognized tax benefits, deferred income tax assets and liabilities, and contingent liabilities; and stock-based compensation. Actual results could differ from our estimates.

Fiscal Year

Our fiscal year is a 52 or 53 week period ending on the last Friday in September. The fiscal periods presented herein include the 13 week period ended July 1, 2022 and June 25, 2021. Our fiscal year ending September 30, 2022 (fiscal 2022) consists of 53 weeks, and our fiscal year ended September 24, 2021 (fiscal 2021) consisted of 52 weeks.

2. Summary of Significant Accounting Policies

Recently Issued Accounting Standards

Adopted Standards

Income Taxes. In December 2019, the FASB issued ASU 2019-12, Income Taxes (Topic 740): *Simplifying the Accounting for Income Taxes*, which modifies and eliminates certain exceptions to the general principles of ASC 740, Income Taxes. We adopted this standard in the first quarter of fiscal 2022, and it did not have a material impact on our condensed consolidated financial statements.

Standards Not Yet Adopted

Business Combinations. In October 2021, the FASB issued ASU 2021-08, Business Combinations (Topic 805): A*ccounting for Contract Assets and Contract Liabilities from Contracts with Customers*, which requires contract assets and contract liabilities acquired in a business combination to be recognized and measured by an acquirer in accordance with ASC 606, *Revenue from Contracts with Customers*. Currently, we recognize acquired contract assets and contract liabilities at fair value as of the acquisition date, in accordance with ASC 805. This standard will be effective for Dolby beginning September 30, 2023 on a prospective basis, but early adoption is permitted. We do not expect the adoption of this standard to have a material impact on our condensed consolidated financial statements.

3. Revenue Recognition

We enter into revenue arrangements with our customers to license technologies, trademarks and patents for sound, imaging and voice solutions, and to sell products and services. We recognize revenue when we satisfy a performance obligation by transferring control over the use of a license, product, or service to a customer.

A. *Identification of the Contract or Contracts with Customers*

We generally determine that a contract with a customer exists upon the execution of an agreement and after consideration of collectability, which could include an evaluation of the customer's payment history, the existence of a standby letter-of-credit between the customer's financial institution and our financial institution, public financial information, and other factors. At contract inception, we also evaluate whether two or more non-standard agreements with a customer should be combined and accounted for as a single contract.

B. *Identification of Performance Obligations in a Contract*

We generate revenue principally from the following sources, which represent performance obligations in our contracts with customers:

- *Licensing.* We license our technologies, including patents, to a range of customers who incorporate them into their products for enhanced audio, imaging and voice functionality across broadcast, mobile, CE, PC, gaming, and other markets.
- *Product Sales.* We design and provide audio and imaging products for the cinema, television, broadcast, communications, and entertainment industries.
- *Services.* We provide various services to support theatrical and television production for cinema exhibition, broadcast, and home entertainment, including equipment training, mixing room alignment, equalization, as well as audio, color and light image calibration. We also offer a developer platform, Dolby.io, that enables developers to access our technologies through audio and video APIs for building high-quality communications, media, and streaming solutions.
- *PCS.* We provide PCS for products sold and for equipment leased, and we support the implementation of our licensing technologies in our licensees' products.
- *Equipment Leases.* We collaborate with established cinema exhibitors to offer Dolby Cinema, a branded premium cinema offering for movie audiences by leasing equipment and licensing our IP. We also lease hardware that facilitates the Dolby conferencing experience, including the Dolby Conference Phone, and the Dolby Voice Room solution.
- *Licensing Administration Fees.* We generate service fees for managing patent pools on behalf of third party patent owners through our wholly-owned subsidiary, Via Licensing Corporation ("Via").

Some of our revenue arrangements include multiple performance obligations, such as hardware, software, support and maintenance, and extended warranty services. We evaluate whether promised products and services are distinct performance obligations.

The majority of our arrangements with multiple performance obligations pertain to our digital cinema server and processor sales that include the following distinct performance obligations to which we allocate portions of the transaction price based on their stand-alone selling price:

- Digital cinema server hardware and embedded software, which is dependent on and interrelated with the hardware. Accordingly, the hardware and embedded software represent a single performance obligation.
- The right to support and maintenance, which is included with the purchase of the digital cinema server hardware, is a distinct performance obligation.
- The right to receive commissioning services is a distinct performance obligation within the sale of the Dolby Atmos Cinema Processor. These services consist of the review of venue designs specifying proposed speaker placement as well as calibration services performed for installed speakers to ensure optimal playback.

C. *Determination of Transaction Price for Performance Obligations in a Contract*

After identifying the distinct performance obligations, we determine the transaction price in accordance with the terms of the underlying executed contract which may include variable consideration such as discounts, rebates, refunds, rights of returns, and incentives. We assess and update, if necessary, the amount of variable consideration to which we are entitled for each reporting period. At the end of each reporting period, we estimate and accrue a liability for returns and adjustments as a reduction to revenue based on several factors, including past returns history.

With the exception of our sales-based royalties, we evaluate whether a significant financing component exists when we recognize revenue in advance of customer payments that occur over time. For example, some of our licensing arrangements include payment terms greater than one year from when we transfer control of our IP to a licensee and the receipt of the final payment for that IP. If a significant financing component exists, we classify a portion of the transaction price as interest income, instead of recognizing all of the transaction price as revenue. We do not adjust the transaction price for the effects of financing if, at contract inception, the period between the transfer of control to a customer and final payment is expected to be one year or less.

D. ***Allocation of Transaction Price to Distinct Performance Obligations in a Contract***

For our sales-based royalties where the license is the predominant item to which the royalties relate, we present all revenue as licensing.

For revenue arrangements that include multiple performance obligations, we determine the stand-alone selling price for each distinct performance obligation based on the actual selling prices made to customers. If the performance obligation is not sold separately, we estimate the stand-alone selling price. We do so by considering market conditions such as competitor pricing strategies, customer specific information and industry technology lifecycles, internal conditions such as cost and pricing practices, or applying the residual approach method when the selling price of the good, most commonly a license, is highly variable or uncertain.

Once the transaction price, including any variable consideration, has been determined, we allocate the transaction price to the performance obligations identified in the contract, and recognize revenue as or when control is transferred for each distinct performance obligation.

E. ***Revenue Recognition as Control is Transferred to a Customer***

We generate our licensing revenue by licensing our technologies and patents to various types of licensees, such as chip manufacturers ("implementation licensees"), consumer product manufacturers, software vendors, and communications service providers. Our revenue recognition policies for each of these arrangements are summarized below.

Initial fees from implementation licensees. Implementation licensees incorporate our technologies into their chipsets that, once approved by Dolby, are available for purchase by OEMs for use in end-user products. Implementation licensees only pay us a nominal initial fee on contract execution as consideration for the ongoing services that we provide to assist in their implementation process. Revenue from these initial fees is recognized ratably over the contractual term as a component of licensing revenue.

Sales-based licensing fees. In our royalty bearing licensing agreements with OEMs, control is transferred upon the later of contract execution or the contract's effective date. We apply the royalty exception, which requires that we recognize sales-based royalties when the sales occur based on our estimates. These estimates involve the use of historical data and judgment for several key attributes including industry estimates of expected shipments, the percentage of markets using our technologies, and average sale prices. Generally, our estimates represent the current period's shipments to which we expect our licensees to submit royalty statements in the following quarter. Upon receipt of royalty statements from the licensees with the actual reporting of sales-based royalties that we estimated previously, we record a favorable or unfavorable adjustment based on the difference, if any, between estimated and actual sales. In the third quarter of fiscal 2022, we recorded an favorable adjustment of approximately $3 million, which was primarily related to January through March shipments and largely based on actual royalty statements received from licensees.

Fixed and guaranteed licensing fees. In certain cases, our arrangements require the licensee to pay fixed, non-refundable fees. In these cases, control is transferred and fees are recognized upon the later of contract execution or the effective date. Additionally and separate from initial fees from implementation licensees, our sales- and usage-based licensing agreements include a nominal fee, which is also recognized at a point in time in which control of the IP has been transferred. Revenue from these arrangements is included as a component of licensing revenue.

Recoveries. Through compliance efforts, we identify misreported licensed activity related to non-current periods. We may record a favorable or unfavorable revenue adjustment in connection with the findings from these compliance efforts generally upon resolution with the licensee through agreement of the findings, or upon receipt of the licensee's correction statement. Revenue from these arrangements is included as a component of licensing revenue.

We undertake activities aimed at identifying potential unauthorized uses of our technologies, which when successful result in the recognition of revenue. Recoveries stem from third parties who agree to remit payments to us based on past use of our technology. In these scenarios, a legally binding contract did not exist at time of use of our technology, and therefore, we recognize revenue recoveries upon execution of the agreement as that is the point in time to which a contract exists and control is transferred. This revenue is classified as licensing revenue.

In general, we classify legal costs associated with activities aimed at identifying potential unauthorized uses of our technologies, auditing existing licensees, and on occasion, pursuing litigation as S&M in our condensed consolidated statements of operations.

We recognize licensing revenue gross of withholding taxes, which our licensees remit directly to their local tax authorities, and for which we receive a partial foreign tax credit in our income tax provision.

In addition to our licensing arrangements, we also enter into arrangements to deliver products and services.

Product Sales. Revenue from the sale of products is recognized when the customer obtains control of the promised good or service, which is generally upon shipment. Payments are generally made within 90 days of sale.

Services. We provide various services, such as engineering services related to movie soundtrack print mastering, equipment training and maintenance, mixing room alignment, equalization, and image calibration, which we bill on a fixed fee and time and materials basis. Most of these services are of a short duration and are recognized as control of the performance obligations are transferred which is when the related services are performed.

Cloud Services. We provide access to audio and video APIs through our developer platform as well as cloud encoding services, generally, on either a consumption or subscription basis. Revenue related to cloud services provided on a consumption basis is recognized when the customer utilizes the services, based on the quantity of services consumed. Revenue related to cloud services provided on a subscription basis is recognized ratably over the contract term as the customer receives and consumes the benefits of the cloud services.

Collaborative Arrangements. We collaborate with established cinema exhibitors to offer Dolby Cinema, a branded premium cinema offering for movie audiences. Under such collaborations, Dolby and the exhibitor are both active participants, and share the risks and rewards associated with the business. Accordingly, these collaborations are governed by revenue sharing arrangements under which Dolby receives revenue based on box office receipts, reported to Dolby by exhibitor partners on a monthly or quarterly basis, our proprietary designs and trademarks as well as for the use of our equipment at the exhibitor's venue. The use of our product solution meets the definition of a lease, and for the related portion of Dolby's share of revenue, we apply ASC 842, *Leases*, and recognize revenue based on monthly box office reports from exhibitors. Our revenue share is recognized as licensing revenue in our condensed consolidated statements of operations.

In addition, we also enter into hybrid agreements where a portion of our revenue share involves guaranteed payments, which in some cases result in classifying the arrangement as a sales-type lease. In such arrangements, we consider control to transfer at the point in time to which we have installed and tested the equipment, at which point we record such guaranteed payments as product revenue.

Via Administration Fee. We generate service fees for managing patent pools on behalf of third party patent owners through our wholly-owned subsidiary, Via. As an agent to licensors in the patent pool, Via receives a share of the sales-based royalty that the patent pool licensors earn from licensees. As such, we apply the sales-based royalty exception as the service provided is directly related to the patent pool licensors' provision of IP, which results in recognition based on estimates of the licensee's quarter shipments that use the pool's patents. In addition to sales-based royalties, Via also has contracts where the fees are fixed. The revenue share Via receives from licensors on fixed fee contracts is recognized over the term in which we are providing services associated with the fixed fee contract. We recognize our administrative fees net of the consideration paid to the patent licensors in the pool as licensing revenue.

Deferred revenue, which is a component of contract liabilities, represents amounts that are ultimately expected

to be recognized as revenue, but for which we have yet to satisfy the performance obligation. As of July 1, 2022, we had $44.4 million of remaining performance obligations, 20% of which we expect to recognize as revenue in fiscal 2022, 31% in fiscal 2023, and the balance of 49% in fiscal years beyond 2023.

F. *Disaggregation of revenue*

The following table presents a summary of the composition of our revenue for all periods presented (in thousands, except percentage amounts):

	Fiscal Quarter Ended				Fiscal Year-To-Date Ended			
Revenue	**July 1, 2022**		**June 25, 2021**		**July 1, 2022**		**June 25, 2021**	
Licensing	$ 269,289	93 %	$ 271,569	95 %	$ 915,406	94 %	$ 948,159	95 %
Products and services	20,296	7 %	15,230	5 %	60,183	6 %	48,072	5 %
Total revenue	**$ 289,585**	**100 %**	**$ 286,799**	**100 %**	**$ 975,589**	**100 %**	**$ 996,231**	**100 %**

The following table presents the composition of our licensing revenue for all periods presented (in thousands, except percentage amounts):

	Fiscal Quarter Ended				Fiscal Year-To-Date Ended			
Market	**July 1, 2022**		**June 25, 2021**		**July 1, 2022**		**June 25, 2021**	
Broadcast	$ 99,327	37 %	$ 123,955	46 %	$ 325,441	36 %	$ 368,068	39 %
Mobile	63,237	23 %	49,861	18 %	204,212	22 %	221,157	23 %
CE	38,663	14 %	37,805	14 %	150,192	16 %	138,010	15 %
PC	26,947	10 %	24,870	9 %	119,190	13 %	108,709	11 %
Other	41,115	16 %	35,078	13 %	116,371	13 %	112,215	12 %
Total licensing revenue	**$ 269,289**	**100 %**	**$ 271,569**	**100 %**	**$ 915,406**	**100 %**	**$ 948,159**	**100 %**

We license our technologies in approximately 70 countries, and our licensees distribute products that incorporate our technologies throughout the world. We generate the majority of our revenue from outside the United States ("U.S."). Geographic data for our licensing revenue is based on the location of our licensees' headquarters, products revenue is based on the destination to which we ship our products, and services revenue is based on the location where services are performed. The following table presents the composition of our revenue by geographic location for all periods presented (in thousands, except percentage amounts):

	Fiscal Quarter Ended				Fiscal Year-To-Date Ended			
Revenue By Geographic Location	**July 1, 2022**		**June 25, 2021**		**July 1, 2022**		**June 25, 2021**	
United States	$ 78,471	27 %	$ 73,355	26 %	$ 375,680	39 %	$ 327,696	33 %
International	211,114	73 %	213,444	74 %	599,909	61 %	668,535	67 %
Total revenue	**$ 289,585**	**100 %**	**$ 286,799**	**100 %**	**$ 975,589**	**100 %**	**$ 996,231**	**100 %**

G. *Contract balances*

Our contract assets represent rights to consideration from licensees for the use of our IP that we have estimated in a given period in the absence of receiving actual royalty statements from licensees. These estimates reflect our best judgment at that time, and are developed using a number of inputs, including historical data, industry estimates of expected shipments, anticipated sales price and performance, and third-party data supporting the percentage of markets using our technologies. In the event that our estimates differ from actual amounts reported, we record an adjustment in the quarter in which the royalty statement is received, which is typically the quarter following our estimate. Actual amounts reported are typically paid within 60 days following the end of the quarter of shipment. The main drivers for change in the contract assets account are variances in quarterly estimates, and to a lesser degree, timing of receipt of actual royalty statements.

Our contract liabilities consist of advance payments and billings in advance of performance, deferred revenue that is typically satisfied within one year, and deferred interest where we have significant financing. The non-current portion of contract liabilities is separately disclosed in our condensed consolidated balance sheets. We present the net contract asset or liability when we have both contract assets and contract liabilities for a single contract. We recognized $2.1 million in the third quarter of fiscal 2022 and $14.2 million in the fiscal year-to-date period ended July 1, 2022 from prior period deferred revenue.

The following table presents a summary of the balances to which contract assets and liabilities related to revenue are recorded for all periods presented (in thousands, except percentage amounts):

	July 1, 2022	September 24, 2021	Change ($)	Change (%)
Accounts receivable, net	$ 236,229	$ 232,609	$ 3,620	2 %
Contract assets, net	170,402	182,316	(11,914)	(7)%
Contract liabilities - current	21,216	18,473	2,743	15 %
Contract liabilities - non-current	24,350	23,713	637	3 %

4. Composition of Certain Financial Statement Captions

The following tables present detailed information from our condensed consolidated balance sheets as of July 1, 2022 and September 24, 2021 (in thousands).

Accounts Receivable and Contract Assets

	July 1, 2022	September 24, 2021
Trade accounts receivable	$ 148,665	$ 160,112
Accounts receivable from patent administration program licensees	97,136	81,241
Contract assets	170,525	182,524
Accounts receivable, gross and contract assets, gross	416,326	423,877
Less: allowance for credit losses on accounts receivable and contract assets	(9,695)	(8,952)
Total accounts receivable and contract assets, net	**$ 406,631**	**$ 414,925**

Accounts receivable, gross includes unbilled accounts receivable balances of $116.6 million and $97.5 million as of July 1, 2022 and September 24, 2021, respectively, related to amounts that are contractually owed. The unbilled balance represents our unconditional right to consideration related to fixed fee contracts which we are entitled to as a result of satisfying, or partially satisfying, performance obligations, as well as Via's unconditional right to consideration related to their patent administration programs.

Allowance for Credit Losses	Beginning Balance	Charges/(Credits) to S&M and G&A	Additions/(Deductions)	Ending Balance
For fiscal year-to-date period ended:				
September 24, 2021	$ 15,908	$ (2,889)	$ (4,067)	$ 8,952
July 1, 2022	8,952	2,166	(852)	10,266

Allowance for credit losses includes the provision for estimated credit losses on our sales-type leases, which was not material as of July 1, 2022 and as of September 24, 2021.

Inventories

	July 1, 2022	September 24, 2021
Raw materials	$ 12,685	$ 2,792
Work in process	4,697	3,461
Finished goods	6,714	4,712
Total inventories	**$ 24,096**	**$ 10,965**

Inventories are stated at the lower of cost and net realizable value. Inventory with a consumption period expected to exceed twelve months is recorded within other non-current assets in our condensed consolidated balance sheets. We have included $1.3 million and $1.9 million of raw materials inventory within non-current assets as of July 1, 2022 and September 24, 2021, respectively. Based on anticipated inventory consumption rates, and aside from existing write-downs due to excess inventory, we do not believe that material risk of obsolescence exists prior to ultimate sale.

Prepaid Expenses And Other Current Assets

	July 1, 2022	September 24, 2021
Prepaid expenses	$ 28,438	$ 29,964
Other current assets	21,485	32,773
Total prepaid expenses and other current assets	**$ 49,923**	**$ 62,737**

Accrued Liabilities

	July 1, 2022	September 24, 2021
Amounts payable to patent administration program partners	$ 77,465	$ 72,847
Accrued compensation and benefits	73,518	107,322
Accrued professional fees	11,802	11,737
Unpaid property, plant, and equipment additions	16,313	17,839
Accrued customer refunds	4,902	14,151
Accrued market development funds	7,728	7,777
Other accrued liabilities	37,539	31,055
Total accrued liabilities	**$ 229,267**	**$ 262,728**

Other Non-Current Liabilities

	July 1, 2022	September 24, 2021
Supplemental retirement plan obligations	$ 4,266	$ 4,877
Non-current tax liabilities [(1)]	88,801	85,063
Other liabilities	13,252	15,370
Total other non-current liabilities	**$ 106,319**	**$ 105,310**

(1) Refer to Note 12 "*Income Taxes*" for additional information related to our tax liabilities.

5. Investments and Fair Value Measurements

We use cash holdings to purchase investment grade securities diversified among security types, industries, and issuers. All of our investments in debt securities are measured at fair value, and are recorded within cash equivalents and both short-term and long-term investments in our condensed consolidated balance sheets. With the exception of our mutual fund investments held in our SERP and classified as trading securities and our other long-term investments, all of our investments are classified as AFS securities. Derivative contracts are used to hedge currency risk, and these are carried at fair value and classified as other assets and other liabilities.

Our investments in debt securities primarily consist of corporate bonds, municipal debt securities, government bonds, commercial paper, U.S. agency securities, and certificates of deposit. In addition, our cash and cash equivalents also consist of highly-liquid money market funds. Consistent with our investment policy, none of our municipal debt investments are supported by letters of credit or standby purchase agreements. Our cash and investment portfolio consisted of the following (in thousands):

	July 1, 2022						
		Unrealized			Estimated Fair Value		
	Cost	Gains	Losses	Total	Level 1	Level 2	Level 3
Cash and cash equivalents:							
Cash	$ 745,010	$ —	$ —	$ 745,010	$ 745,010	$ —	$ —
Cash equivalents:							
Commercial paper	13,523	—	—	13,523	—	13,523	—
Money market funds	84,724	—	—	84,724	84,724	—	—
Municipal debt securities	1,003	—	—	1,003	—	1,003	—
Government bonds	419	—	—	419	419	—	—
U.S. agency securities	14,230	—	(4)	14,226	—	14,226	—
Cash and cash equivalents	858,909	—	(4)	858,905	830,153	28,752	—
Short-term investments:							
Certificate of deposit	15,850	1	(31)	15,820	—	15,820	—
U.S. agency securities	1,401	—	(16)	1,385	—	1,385	—
Government bonds	34,081	—	(500)	33,581	29,688	3,893	—
Commercial paper	16,092	—	(31)	16,061	—	16,061	—
Corporate bonds	62,687	—	(667)	62,020	—	62,020	—
Municipal debt securities	27,992	14	(61)	27,945	—	27,945	—
Short-term investments	158,103	15	(1,306)	156,812	29,688	127,124	—
Long-term investments:							
U.S. agency securities	860	—	(30)	830	—	830	—
Government bonds	44,157	1	(1,548)	42,610	39,913	2,697	—
Corporate bonds	26,273	—	(980)	25,293	—	25,293	—
Municipal debt securities	27,733	59	(383)	27,409	—	27,409	—
Other investments [1]	10,584	—	—	10,584	—	—	—
Long-term investments	109,607	60	(2,941)	106,726	39,913	56,229	—
Total cash, cash equivalents, and investments	**$ 1,126,619**	**$ 75**	**$ (4,251)**	**$ 1,122,443**	**$ 899,754**	**$ 212,105**	**$ —**
Investments held in supplemental retirement plan:							
Assets	$ 4,364	$ —	$ —	$ 4,364	$ 4,364	$ —	$ —
Included in prepaid expenses and other current assets and other non-current assets							
Liabilities	$ 4,364	$ —	$ —	$ 4,364	$ 4,364	$ —	$ —
Included in accrued liabilities and other non-current liabilities							
Currency derivatives as hedge instruments:							
Assets: Included in other current assets	$ —	$ 353	$ —	$ 353	$ —	$ 353	$ —
Assets: included in other non-current assets	—	119	—	119	—	119	—
Liabilities: Included in other accrued liabilities	—	—	(1,318)	(1,318)	—	(1,318)	—

(1) Other investments as of July 1, 2022 is comprised of an equity method investment and an equity security without a readily determinable fair value measured under the "measurement alternative" (at cost, minus impairment or adjusted for any observable price changes). The equity method investment is measured at cost minus impairment, if any, adjusted for our proportionate share of the investee's net income or loss. Our share of the equity method investee's net income or loss is included in other income/(expense), net on the condensed consolidated statements of operations, and was $3.1 million in the third quarter of fiscal 2022 and was $3.5 million in the year-to-date period ended July 1, 2022.

	September 24, 2021						
		Unrealized			Estimated Fair Value		
	Cost	Gains	Losses	Total	Level 1	Level 2	Level 3
Cash and cash equivalents:							
Cash	$ 990,182	$ —	$ —	$ 990,182	$ 990,182	$ —	$ —
Cash equivalents:							
Money market funds	235,198	—	—	235,198	235,198	—	—
Cash and cash equivalents	1,225,380	—	—	1,225,380	1,225,380	—	—
Short-term investments:							
Certificate of deposit	1,795	—	—	1,795	—	1,795	—
U.S. agency securities	1,096	6	—	1,102	—	1,102	—
Government bonds	100	2	—	102	102	—	—
Commercial paper	5,184	2	—	5,186	—	5,186	—
Corporate bonds	18,850	116	—	18,966	—	18,966	—
Municipal debt securities	11,660	29	(1)	11,688	—	11,688	—
Short-term investments	38,685	155	(1)	38,839	102	38,737	—
Long-term investments:							
U.S. agency securities	2,264	13	(2)	2,275	—	2,275	—
Government bonds	11,784	38	(16)	11,806	4,966	6,840	—
Corporate bonds	32,116	61	(25)	32,152	—	32,152	—
Municipal debt securities	10,080	58	(8)	10,130	—	10,130	—
Other investments [1]	6,456	—	—	6,456	—	—	—
Long-term investments	62,700	170	(51)	62,819	4,966	51,397	—
Total cash, cash equivalents, and investments	**$ 1,326,765**	**$ 325**	**$ (52)**	**$ 1,327,038**	**$ 1,230,448**	**$ 90,134**	**$ —**
Investments held in supplemental retirement plan:							
Assets	$ 4,975	$ —	$ —	$ 4,975	$ 4,975	$ —	$ —
Included in prepaid expenses and other current assets and other non-current assets							
Liabilities	$ 4,975	$ —	$ —	$ 4,975	$ 4,975	$ —	$ —
Included in accrued liabilities and other non-current liabilities							
Currency derivatives as hedge instruments:							
Assets: Included in other current assets	$ —	$ 689	$ —	$ 689	$ —	$ 689	$ —
Liabilities: Included in other accrued liabilities	—	—	(197)	(197)	—	(197)	—

(1) Other investments as of September 24, 2021 is comprised of one equity method investment, which is measured at cost minus impairment, if any, adjusted for our proportionate share of the investee's net income or loss. Our share of the investee's net income or loss was not material in the third quarter of fiscal 2021 and was $3.7 million in the year-to-date period ended June 25, 2021.

Fair Value Hierarchy. Fair value is the exchange price that would be received for an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability, in an orderly transaction between market participants at the measurement date. We minimize the use of unobservable inputs and use observable market data, if available, when determining fair value. We classify our inputs to measure fair value using the following three-level hierarchy:

Level 1: Quoted prices in active markets at the measurement date for identical assets and liabilities. We base the fair value of our Level 1 financial instruments, which are traded in active markets, using quoted market prices for identical instruments.

Level 2: Prices may be based upon quoted prices in active markets or inputs not quoted on active markets but are corroborated by market data. We obtain the fair value of our Level 2 financial instruments from a professional pricing service, which may use quoted market prices for identical or comparable instruments, or model driven valuations using observable market data or inputs corroborated by observable market data. To validate the fair value determination provided by our primary pricing service, we perform quality controls over values received which include comparing our pricing service provider's assessment of the fair values of our investment securities against the fair values of our investment securities obtained from another independent source, reviewing the pricing movement in the context of overall market trends, and reviewing trading information from our investment managers. In addition, we assess the inputs and methods used in determining the fair value in order to determine the classification of securities

in the fair value hierarchy. The fair value of the currency derivatives are calculated from market spot rates, forward rates, interest rates, and credit ratings at the end of the period.

Level 3: Unobservable inputs are used when little or no market data is available and reflect management's estimates of assumptions that market participants would use in pricing the asset or liability.

Securities In Gross Unrealized Loss Position. We periodically evaluate our investments for other-than- temporary declines in fair value. The unrealized losses on our AFS securities were primarily the result of unfavorable changes in interest rates subsequent to the initial purchase of these securities. The following table presents the gross unrealized losses and fair value for those AFS securities that were in an unrealized loss position for less than twelve months and for twelve months or greater as of July 1, 2022 and September 24, 2021 (in thousands):

	July 1, 2022				September 24, 2021	
	Less Than 12 Months		12 Months Or Greater		Less Than 12 Months	
Investment Type	**Fair Value**	**Gross Unrealized Losses**	**Fair Value**	**Gross Unrealized Losses**	**Fair Value**	**Gross Unrealized Losses**
Certificate of deposit	$ 13,367	$ (32)	$ —	$ —	$ 600	$ —
U.S. agency securities	15,479	(29)	536	(20)	1,449	(2)
Government bonds	72,788	(1,926)	3,300	(122)	8,940	(16)
Commercial paper	17,580	(31)	—	—	—	—
Corporate bonds	79,201	(1,440)	7,788	(206)	22,964	(25)
Municipal debt securities	37,949	(420)	476	(24)	7,031	(9)
Total	**$ 236,364**	**$ (3,878)**	**$ 12,100**	**$ (372)**	**$ 40,984**	**$ (52)**

As of September 24, 2021, there were no AFS securities that were in an unrealized loss position for twelve months or greater. Although we had certain securities that were in an unrealized loss position as of July 1, 2022 and September 24, 2021, we expect to recover the full carrying value of these securities.

Investment Maturities. The following table summarizes the amortized cost and estimated fair value of the AFS securities within our investment portfolio based on stated maturities as of July 1, 2022 and September 24, 2021, which are recorded within cash equivalents and both short and long-term investments in our condensed consolidated balance sheets (in thousands):

	July 1, 2022		September 24, 2021	
Range of maturity	**Amortized Cost**	**Fair Value**	**Amortized Cost**	**Fair Value**
Due within 1 year	$ 270,446	$ 269,123	$ 273,884	$ 274,037
Due in 1 to 2 years	61,673	60,081	40,739	40,874
Due in 2 to 5 years	38,911	37,652	15,506	15,490
Total	**$ 371,030**	**$ 366,856**	**$ 330,129**	**$ 330,401**

6. Property, Plant, and Equipment

PP&E are recorded at cost, with depreciation expense included in cost of licensing, cost of products and services, R&D, S&M, and G&A expenses in our condensed consolidated statements of operations.

As of July 1, 2022 and September 24, 2021, PP&E consisted of the following (in thousands):

Property, Plant, and Equipment	**July 1, 2022**	**September 24, 2021**
Land	$ 41,897	$ 42,041
Buildings and building improvements	286,104	284,146
Leasehold improvements	87,051	88,549
Machinery and equipment	136,763	128,008
Computer equipment and software	268,286	258,981
Furniture and fixtures	33,647	33,565
Equipment provided under operating leases	229,424	214,109
Construction-in-progress	18,193	22,923
Property, plant, and equipment, gross	1,101,365	1,072,322
Less: accumulated depreciation	(583,495)	(537,941)
Property, plant, and equipment, net	**$ 517,870**	**$ 534,381**

7. Leases

As Lessee

As a lessee, we enter into contracts to access and utilize office space, including those payable to our principal stockholder and portions attributable to the controlling interests in our consolidated subsidiaries. We determine if a contract contains a lease based on whether we have the right to obtain substantially all of the economic benefits from the use of an identified asset and whether we have the right to direct the use of an identified asset in exchange for consideration, which relates to an asset which we do not own. ROU assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. ROU assets are recognized as the lease liability, adjusted for lease incentives received. Lease liabilities are recognized at the present value of the future lease payments at the lease commencement date. The interest rate used to determine the present value of the future lease payments is our IBR, because the interest rate implicit in our leases is not readily determinable. The IBR is a hypothetical rate based on our understanding of what our credit rating would be and resulting interest we would pay to borrow an amount equal to the lease payments in a similar economic environment over the lease term on a collateralized basis. Lease payments may be fixed or variable, however, only fixed payments are included in our lease liability calculation. Variable lease payments are recognized in operating expenses in the period in which the obligation for those payments is incurred.

The lease term of operating leases vary from less than a year to 10 years. We have leases that include one or more options to extend the lease term for up to 5 years as well as options to terminate the lease within one year. Our lease terms may include options to extend or terminate the lease when it is reasonably certain that we will exercise such options.

The components of lease expense were as follows (in thousands):

	Fiscal Quarter Ended		Fiscal Year-To-Date Ended	
	July 1, 2022	June 25, 2021	July 1, 2022	June 25, 2021
Lease cost				
Operating lease cost	$ 4,177	$ 4,801	$ 13,335	$ 14,548
Variable lease cost	379	242	1,218	475
Total lease cost	**$ 4,556**	**$ 5,043**	**$ 14,553**	**$ 15,023**

Supplemental cash flow information related to leases was as follows (in thousands):

	Fiscal Year-To Date Ended	
	July 1, 2022	June 25, 2021
Other information		
Cash paid for amounts included in the measurement of operating lease liabilities	$ 13,147	$ 14,366
Right-of-use assets obtained in exchange for operating lease obligations	1,459	5,013

Supplemental balance sheet information related to leases was as follows:

	July 1, 2022	September 24, 2021
Operating Leases		
Weighted-average remaining lease term	5.5 years	5.8 years
Weighted-average discount rate	3.1 %	3.1 %

The following table presents the maturity analysis of lease liabilities (in thousands):

	July 1, 2022
	Operating Leases
Remainder of Fiscal 2022	$ 4,266
Fiscal 2023	15,549
Fiscal 2024	13,122
Fiscal 2025	9,331
Fiscal 2026	5,778
Thereafter	16,378
Total undiscounted lease payments	64,424
Less: imputed interest	(5,836)
Total lease liabilities	**$ 58,588**

As Lessor

As a lessor, we lease our Dolby Cinema product solution to exhibitors and Dolby Voice equipment to cloud conferencing service providers. The terms of these leases vary from 4 to 10 years. Lease components consist of fixed payments and/or variable lease payments based on contracted percentages of revenue. Generally, leases do not grant any right to the lessee to purchase the underlying asset at the end of the lease term. Dolby Cinema lease arrangements have options to extend the lease term at expiration by increments ranging from 1 to 5 years.

Assets provided under an operating lease are carried at cost within property, plant and equipment, net on the condensed consolidated balance sheets, and depreciated over the useful life of the asset using the straight-line method. Fixed operating lease payments are recognized on a straight-line basis over the lease term to revenue. Variable lease payments received under our Dolby Cinema operating leases are computed as shares of lessees' box office revenue and recognized to revenue in the period that box office sales occur. Lease incentive payments we make to lessees are amortized as a reduction in revenue over the lease term. The components of lease income were as follows (in millions):

	Fiscal Quarter Ended		Fiscal Year-To-Date Ended	
	July 1, 2022	June 25, 2021	July 1, 2022	June 25, 2021
Operating Lease Income				
Variable operating lease income	$ 10.7	$ 2.7	$ 25.2	$ 3.5
Fixed operating lease income	0.7	1.0	2.3	3.2

If a lease is classified as a sales-type lease, the carrying amount of the asset is derecognized from property, plant and equipment, net, and a net investment in the lease is recorded. The net investment in the lease is measured at commencement date as the sum of the lease receivable and the estimated residual value of the equipment. The unguaranteed residual value of the equipment is determined as the estimated carrying value of the asset at the end of the lease term had the asset been depreciated on a straight-line basis. The unguaranteed residual value of sales-type leases as of July 1, 2022 and September 24, 2021 was not material. Selling profit or loss arising from a sales-type lease is recorded at lease commencement and presented on a gross basis. Over the term of the lease, we recognize interest income on the net investment in the lease, and variable lease payments, which are not included in the net investment in the lease. The variable lease payments are not material.

The following table presents the maturity analysis of fixed lease payments due to Dolby (in thousands):

	July 1, 2022	
	Operating Leases	Sales-Type Leases
Remainder of Fiscal 2022	$ 26	$ 1,595
Fiscal 2023	774	1,595
Fiscal 2024	794	795
Fiscal 2025	815	395
Fiscal 2026	732	395
Thereafter	—	—
Total undiscounted cash flows	$ 3,141	4,775
Less: present value of lease payments (recognized as lease receivables)		(4,333)
Difference		**$ 442**

8. Goodwill and Intangible Assets

Goodwill

The following table outlines changes to the carrying amount of goodwill (in thousands):

	Goodwill
Balance at September 24, 2021	**$ 340,694**
Acquired goodwill [1]	31,638
Translation adjustments	(4,050)
Balance at July 1, 2022	**$ 368,282**

(1) Refer to Note 16 "*Business Combination*" for additional information related to our acquired goodwill.

Intangible Assets

Our intangible assets are stated at their original cost less accumulated amortization, and principally consist of acquired patents, technology, customer relationships and contracts, and trademarks. Intangible assets subject to amortization consisted of the following (in thousands):

	July 1, 2022			September 24, 2021		
Intangible Assets	**Cost**	**Accumulated Amortization**	**Net**	**Cost**	**Accumulated Amortization**	**Net**
Acquired patents and technology	$ 361,497	$ (252,896)	$ 108,601	$ 343,280	$ (233,789)	$ 109,491
Customer relationships	66,178	(55,717)	10,461	65,822	(52,730)	13,092
Other intangible assets	23,012	(22,823)	189	22,972	(22,665)	307
Total	**$ 450,687**	**$ (331,436)**	**$ 119,251**	**$ 432,074**	**$ (309,184)**	**$ 122,890**

During the fiscal year-to-date period ended July 1, 2022, we purchased various patents for purchase consideration of $11.5 million and upon acquisition, these intangible assets had a weighted-average useful life of 16.0 years. These intangible assets facilitate our R&D efforts, technologies, and potential product offerings.

We also acquired various identifiable intangible assets, which primarily consisted of developed technology, as a part of the business combination completed during the second quarter of fiscal 2022. Refer to Note 16, "*Business Combination*" for additional information on this transaction.

Amortization expense for our intangible assets is included in cost of licensing, cost of products and services, R&D, S&M, and G&A expenses in our condensed consolidated statements of operations. Amortization expense was $6.6 million and $7.3 million in the third quarter of fiscal 2022 and 2021, respectively, and $22.2 million and $21.9 million in the fiscal year-to-date period ended July 1, 2022 and June 25, 2021, respectively. As of July 1, 2022, expected amortization expense of our intangible assets in future fiscal periods was as follows (in thousands):

Fiscal Year	**Amortization Expense**
Remainder of 2022	$ 7,045
2023	26,083
2024	23,954
2025	8,884
2026	7,993
Thereafter	45,292
Total	**$ 119,251**

9. Stockholders' Equity and Stock-Based Compensation

We provide stock-based awards as a form of compensation for employees, officers, and directors. We issue stock-based awards in the form of stock options and RSUs under our equity incentive plans, as well as shares under our ESPP.

Common Stock - Class A and Class B

Our Board of Directors has authorized two classes of common stock, Class A and Class B. As of July 1, 2022, we had authorized 500,000,000 Class A shares and 500,000,000 Class B shares. As of July 1, 2022, we had 62,578,760 shares of Class A common stock and 36,086,629 shares of Class B common stock issued and outstanding. Holders of our Class A and Class B common stock have identical rights, except that holders of our Class A common stock are entitled to one vote per share and holders of our Class B common stock are entitled to ten votes per share. Shares of Class B common stock can be converted to shares of Class A common stock at any time at the option of the stockholder and automatically convert upon sale or transfer, except for certain transfers specified in our amended and restated certificate of incorporation.

Stock Incentive Plans

Following shareholder approval in January 2005, our 2005 Stock Plan was adopted by our Board of Directors on February 16, 2005. In February 2020, our stockholders approved the name change of our 2005 Stock Plan to the 2020 Stock Plan and certain other changes described in our proxy statement for our 2020 annual meeting of stockholders. Our 2020 Stock Plan, as amended and restated, provides for the ability to grant incentive stock options, non-qualified stock options, restricted stock, RSUs, stock appreciation rights, deferred stock units, performance units, performance bonus awards, and performance shares. A total of 55.0 million shares of our Class A common stock have been authorized for issuance under the 2020 Stock Plan in total since inception of the plan. For awards granted prior to February 2011, any shares subject to an award with a per share price less than the fair market value of our Class A common stock on the date of grant and any shares subject to an outstanding RSU award will be counted against the authorized share reserve as two shares for every one share subject to the award, and if returned to the 2020 Stock Plan, such shares will be counted as two shares for every one share returned. For those awards granted from February 2011 onward, any shares subject to an award with a per share price less than the fair market value of our Class A common stock on the date of grant and any shares subject to an outstanding RSU award will be counted against the authorized share reserve as 1.6 shares for every one share subject to the award, and if returned to the 2020 Stock Plan, such shares will be counted as 1.6 shares for every one share returned.

Stock Options. Stock options are granted at fair market value on the date of grant. Options granted to employees and officers generally vest over four years, with 25% of the shares subject to the option becoming exercisable on the one-year anniversary of the date of grant and the balance of the shares vesting in equal monthly installments over the following 36 months. These options expire on the earlier of ten years after the date of grant or three months after termination of service. All options granted vest over the requisite service period and upon the exercise of stock options, we issue new shares of Class A common stock under the 2020 Stock Plan. Our 2020 Stock Plan also allows us to grant stock awards which vest based on the satisfaction of specific performance criteria.

Performance-Based Stock Options. In fiscal 2016, we began granting PSOs to our executive officers with shares of our Class A common stock underlying such options. The contractual term for the PSOs is seven years, with vesting contingent upon market-based performance conditions, representing the achievement of specified Dolby annualized TSR targets at the end of a three-year measurement period following the date of grant. If the minimum conditions are met, the PSOs earned will cliff vest on the third anniversary of the grant date, upon certification of achievement of the performance conditions by our Compensation Committee. Anywhere from 0% to 125% of the shares subject to a PSO may vest based on achievement of the performance conditions at the end of the three-year performance period.

The value of the PSOs, which is recognized as compensation cost, is calculated using a Monte Carlo valuation model. Aside from the use of an expected term for the PSOs commensurate with their shorter contractual term, the nature of the valuation inputs used in the Monte Carlo valuation model were consistent with those used to value our non-performance based options granted under the 2020 Stock Plan. Compensation cost is being amortized on a straight-line basis over the requisite service period.

The following table summarizes information about PSOs granted to our executive officers that have vested:

Grant Date	Aggregate Shares Granted at Target Award	Aggregate Shares Exercisable at Vest Date [1]	Percentage Vested of Target Award	Vested Date
December 15, 2015	419,623	334,623	125 %	December 2018
December 15, 2016	276,199	240,539	95 %	December 2019
December 15, 2017	264,000	253,440	96 %	December 2020
December 15, 2018	241,100	158,700	75 %	December 2021

(1) Aggregate shares exercisable at vest date does not include any shares that were cancelled before the vest date after they were granted.

As of July 1, 2022, an aggregate of 424,249 shares of PSOs were exercisable and outstanding.

The following table summarizes information about stock options, including PSOs, issued under our 2020 Stock Plan:

	Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Life	Aggregate Intrinsic Value [1]
	(in thousands)		*(in years)*	*(in thousands)*
Options outstanding at September 25, 2021	4,577	$ 59.18		
Grants	369	88.37		
Exercises	(685)	52.97		
Forfeitures and cancellations	(121)	73.58		
Options outstanding at July 1, 2022	4,140	62.38	5.62	$ 47,767
Options vested and expected to vest at July 1, 2022	3,974	61.82	5.54	47,724
Options exercisable at July 1, 2022	**3,033**	**56.26**	**4.68**	**46,015**

(1) Aggregate intrinsic value is based on the closing stock price of our Class A common stock on July 1, 2022 of $70.82 and excludes the impact of options that were not in-the-money.

Restricted Stock Units. Beginning in fiscal 2008, we began granting RSUs to certain directors, officers and employees. Awards granted to employees and officers generally vest over four years, with equal annual cliff-vesting. Awards granted from November 2010 onward to ongoing directors generally vest over approximately one year. Awards granted to new directors from fiscal 2014 onward vest on the earlier of the first anniversary of the award's date of grant, or the day immediately preceding the date of the next annual meeting of stockholders that occurs after the award's date of grant. At each vesting date, the holder of the award is issued shares of our Class A common stock. Compensation expense from these awards is equal to the adjusted fair market value of our Class A common stock on the date of grant, discounted to account for dividend payments forgone during the vesting period, and is recognized on a straight-line basis over the requisite service period. Certain grants may have other vesting conditions or other award terms as approved by the Compensation Committee of our Board of Directors. Our 2020 Stock Plan also allows us to grant RSUs that vest based on the satisfaction of specific performance criteria.

Performance-Based Restricted Stock Units. In the first quarter of fiscal 2020, we began granting PSUs to our executive officers with shares of our Class A common stock underlying such awards. The terms of the PSU Agreement adopted in the first quarter fiscal 2020 provide for the grant of PSUs to our executive officers contingent on Dolby's achievement of annualized TSR targets measured against a comparator index over a three-year performance period following the date of grant. Anywhere from 0% to 200% of eligible restricted stock units may vest based on achievement of the performance conditions at the end of the three-year performance period. The value of the PSUs, which is recognized as compensation cost, is calculated using a Monte Carlo valuation model. Compensation cost is being amortized on a straight-line basis over the requisite service period. Certain grants may have other vesting conditions or other award terms as approved by the Compensation Committee of our Board of Directors.

On December 15, 2021, we granted PSUs to our executive officers vesting for an aggregate of 60,301 shares at the target award amount, which would vest at 120,602 shares at 200% of the target award amount. On December 15, 2020, we granted PSUs to our executive officers vesting for an aggregate of 66,138 shares at the target award amount, which would vest at 132,276 shares at 200% of the target award amount. On December 16, 2019, we granted PSUs to our executive officers vesting for an aggregate of 62,000 shares at the target award amount, which would vest at 124,000 shares at 200% of the target award amount. As of July 1, 2022, PSUs that would vest for an aggregate of 162,846 shares at the target award amount (325,692 shares at 200% of the target award amount) were outstanding.

The following table summarizes information about RSUs, including PSUs, issued under our 2020 Stock Plan:

	Shares	Weighted-Average Grant Date Fair Value
	(in thousands)	
Non-vested at September 24, 2021	3,335	$ 77.46
Granted	1,673	86.93
Vested	(1,107)	71.80
Forfeitures	(291)	80.27
Non-vested at July 1, 2022	**3,610**	**$ 83.36**

Employee Stock Purchase Plan. Our plan allows eligible employees to have up to 10 percent of their eligible compensation withheld and used to purchase Class A common stock, subject to a maximum of $25,000 worth of stock purchased in a calendar year or no more than 1,000 shares in an offering period, whichever is less. An offering period consists of successive six-month purchase periods, with a look back feature to our stock price at the commencement of a one-year offering period. The plan provides for a discount equal to 15 percent of the lower of the closing price of our Class A common stock on the New York Stock Exchange on the first and last day of the offering periods. The plan also includes an automatic reset feature that provides for an offering period to be reset and recommenced to a new lower-priced offering if the offering price of a new offering period is less than that of the immediately preceding offering period.

Stock Option Valuation Assumptions

We use the Black-Scholes option pricing model to determine the estimated fair value of employee stock options at the date of the grant. The Black-Scholes model includes inputs that require us to make certain estimates and assumptions regarding the expected term of the award, as well as the future risk-free interest rate, and the volatility of our stock price over the expected term of the award.

Expected Term. The expected term of an award represents the estimated period of time that options granted will remain outstanding, and is measured from the grant date to the date at which the option is either exercised or canceled. Our determination of the expected term involves an evaluation of historical terms and other factors such as the exercise and termination patterns of our employees who hold options to acquire our Class A common stock, and is based on certain assumptions made regarding the future exercise and termination behavior.

Risk-Free Interest Rate. The risk-free interest rate is based on the yield curve of U.S. Treasury instruments in effect on the date of grant. In determining an estimate for the risk-free interest rate, we use average interest rates based on these instruments' constant maturities with a term that approximates and corresponds with the expected term of our awards.

Expected Stock Price Volatility. The expected volatility represents the estimated volatility in the price of our Class A common stock over a time period that approximates the expected term of the awards, and is determined using a blended combination of historical and implied volatility. Historical volatility is representative of the historical trends in our stock price for periods preceding the measurement date for a period that is commensurate with the expected term. Implied volatility is based upon externally traded option contracts of our Class A common stock.

Dividend Yield. The dividend yield is based on our anticipated dividend payout over the expected term of our option awards. Dividend declarations and the establishment of future record and payment dates are subject to the Board of Directors' continuing determination that the dividend policy is in the best interests of our stockholders. The dividend policy may be changed or canceled at the discretion of the Board of Directors at any time.

The weighted-average assumptions used in the determination of the fair value of our stock options were as follows:

	Fiscal Quarter Ended	Fiscal Year-To-Date Ended	
	July 1, 2022	July 1, 2022	June 25, 2021
Expected term (in years)	4.78	4.78	4.88
Risk-free interest rate	3.0 %	1.5 %	0.4 %
Expected stock price volatility	29.7 %	28.8 %	28.7 %
Dividend yield	1.3 %	1.1 %	1.1 %

There were no stock options granted during the third quarter of fiscal 2021.

Stock-Based Compensation Expense

Stock-based compensation expense for equity awards granted to employees is determined by estimating their fair value on the date of grant, and recognizing that value as an expense on a straight-line basis over the requisite service period in which our employees earn the awards. Compensation expense related to these equity awards is recognized net of estimated forfeitures, which reduce the expense recorded in the condensed consolidated statements of operations. The selection of applicable estimated forfeiture rates is based on an evaluation of trends in our historical forfeiture data with consideration for other potential driving factors. If in subsequent periods actual forfeitures significantly differ from our initial estimates, we will revise such estimates accordingly.

The following two tables separately present stock-based compensation expense both by award type and classification in our condensed consolidated statements of operations (in thousands):

Expense - By Award Type

	Fiscal Quarter Ended		Fiscal Year-To-Date Ended	
	July 1, 2022	June 25, 2021	July 1, 2022	June 25, 2021
Compensation expense				
Stock options	$ 2,321	$ 3,203	$ 7,939	$ 10,913
Restricted stock units [1]	23,715	20,348	75,121	60,594
Employee stock purchase plan	1,572	1,285	4,903	4,055
Total stock-based compensation	27,608	24,836	87,963	75,562
Estimated benefit from income taxes	(4,280)	(3,944)	(13,811)	(12,015)
Total stock-based compensation, net of tax	**$ 23,328**	**$ 20,892**	**$ 74,152**	**$ 63,547**

(1) Stock-based compensation expense incurred by restricted stock units includes expense from PSUs.

Expense - By Income Statement Line Item Classification

	Fiscal Quarter Ended		Fiscal Year-To-Date Ended	
	July 1, 2022	June 25, 2021	July 1, 2022	June 25, 2021
Compensation expense				
Cost of products and services	$ 415	$ 426	$ 1,407	$ 1,549
Research and development	9,171	7,296	28,428	22,419
Sales and marketing	9,718	9,286	31,757	28,192
General and administrative	8,304	7,828	26,371	23,402
Total stock-based compensation expense	27,608	24,836	87,963	75,562
Estimated benefit from income taxes	(4,280)	(3,944)	(13,811)	(12,015)
Total stock-based compensation, net of tax	**$ 23,328**	**$ 20,892**	**$ 74,152**	**$ 63,547**

The tax benefit that we recognize from shares issued under our ESPP is excluded from the tables above. The tax benefit recognized was not material in the third quarter of fiscal 2022 and fiscal 2021, or in the fiscal year-to-date period ended July 1, 2022 and June 25, 2021.

Unrecognized Compensation Expense. As of July 1, 2022, total unrecognized compensation expense associated with employee stock options expected to vest was approximately $15.3 million, which is expected to be

recognized over a weighted-average period of 2.4 years. As of July 1, 2022, total unrecognized compensation expense associated with RSUs expected to vest was approximately $211.5 million, which is expected to be recognized over a weighted-average period of 2.6 years.

Common Stock Repurchase Program

In November 2009, we announced a stock repurchase program ("program"), providing for the repurchase of our Class A common stock. The following table summarizes the initial amount of authorized repurchases as well as additional repurchases approved by our Board of Directors as of July 1, 2022 (in thousands):

Authorization Period	Authorization Amount
Fiscal 2010: November 2009	$ 250,000
Fiscal 2010: July 2010	300,000
Fiscal 2011: July 2011	250,000
Fiscal 2012: February 2012	100,000
Fiscal 2015: October 2014	200,000
Fiscal 2017: January 2017	200,000
Fiscal 2018: July 2018	350,000
Fiscal 2019: July 2019	350,000
Fiscal 2021: July 2021	350,000
Fiscal 2022: February 2022	250,000
Total	**$ 2,600,000**

Stock repurchases under the program may be made through open market transactions, negotiated purchases, or otherwise, at times and in amounts that we consider appropriate. The timing of repurchases and the number of shares repurchased depend upon a variety of factors, including price, regulatory requirements, the rate of dilution from our equity compensation plans, and other market conditions. The program does not have a specified expiration date, and can be limited, suspended, or terminated at our discretion at any time without prior notice. Shares repurchased under the program will be returned to the status of authorized but unissued shares of Class A common stock. As of July 1, 2022, the remaining authorization to purchase additional shares was approximately $230.9 million.

The following table provides information regarding share repurchase activity under the program during fiscal 2022:

Quarterly Repurchase Activity	Shares Repurchased	Cost [1]	Average Price Paid Per Share [2]
		(in thousands)	
Q1 - Quarter ended December 31, 2021	408,508	$ 35,573	$ 87.08
Q2 - Quarter ended April 1, 2022	1,116,032	84,913	76.08
Q3 - Quarter ended July 1, 2022	2,549,474	190,000	74.53
Total	**4,074,014**	**$ 310,486**	

(1) Cost of share repurchases includes the price paid per share, and excludes commission costs.
(2) Average price paid per share excludes commission costs.

Dividend Program

The following table summarizes dividends declared under the program during fiscal 2022:

Fiscal Period	Announcement Date	Record Date	Payment Date	Cash Dividend Per Common Share	Dividend Payment	
Q1 - Quarter ended December 31, 2021	February 3, 2022	February 16, 2022	February 23, 2022	$ 0.25	$25.3 million	
Q2 - Quarter ended April 1, 2022	May 5, 2022	May 17, 2022	May 25, 2022	$ 0.25	$25.1 million	
Q3 - Quarter ended July 1, 2022	August 9, 2022	August 23, 2022	August 31, 2022	$ 0.25	$24.7 million	[1]

(1) The dividend payment amount for the dividend declared in the third quarter of fiscal 2022 is estimated based on the number of shares of our Class A and Class B common stock that we estimate will be outstanding as of the Record Date.

10. Accumulated Other Comprehensive Loss

Other comprehensive income/loss consists of three components: unrealized gains or losses on our AFS marketable investment securities, gains and losses on derivatives in cash flow hedge relationships not yet recognized in earnings, and the gains and losses from the translation of assets and liabilities denominated in non-U.S. dollar functional currencies. Until realized and reported as a component of net income, these comprehensive income items accumulate and are included within accumulated other comprehensive loss, a subsection within stockholders' equity in our condensed consolidated balance sheets. Unrealized gains and losses on our investment securities are reclassified from AOCI into earnings when realized upon sale and are determined based on specific identification of securities sold. Unrealized gains and losses on our cash flow hedges are reclassified from AOCI into earnings when the hedged operating expenses are recognized, which is also when the gains and losses are realized.

The following table summarizes the changes in the accumulated balances during the period, and includes information regarding the manner in which the reclassifications out of AOCI into earnings affect our condensed consolidated statements of operations (in thousands):

	Fiscal Quarter Ended July 1, 2022				Fiscal Year-To-Date Ended July 1, 2022			
	Investment Securities	Cash Flow Hedges	Currency Translation Adjustments	Total	Investment Securities	Cash Flow Hedges	Currency Translation Adjustments	Total
Beginning Balance	**$ (3,800)**	**$ 56**	**$ (11,937)**	**$ (15,681)**	**$ 220**	**$ (122)**	**$ (10,128)**	**$ (10,030)**
Other comprehensive loss before reclassifications:								
Unrealized losses	(414)	(362)	—	(776)	(4,971)	(6)	—	(4,977)
Foreign currency translation losses [1]	—	—	(13,821)	(13,821)	—	—	(15,630)	(15,630)
Income tax effect - benefit	—	97	—	97	—	—	—	—
Net of tax	(414)	(265)	(13,821)	(14,500)	(4,971)	(6)	(15,630)	(20,607)
Amounts reclassified from AOCI into earnings:								
Realized gains/(losses) [2]	(15)	(314)	—	(329)	527	(412)	—	115
Income tax effect - benefit/(expense) [3]	3	81	—	84	(2)	98	—	96
Net of tax	(12)	(233)	—	(245)	525	(314)	—	211
Net current-period other comprehensive loss	**(426)**	**(498)**	**(13,821)**	**(14,745)**	**(4,446)**	**(320)**	**(15,630)**	**(20,396)**
Ending Balance	**$ (4,226)**	**$ (442)**	**$ (25,758)**	**$ (30,426)**	**$ (4,226)**	**$ (442)**	**$ (25,758)**	**$ (30,426)**

	Fiscal Quarter Ended June 25, 2021				Fiscal Year-To-Date Ended June 25, 2021			
	Investment Securities	Cash Flow Hedges	Currency Translation Adjustments	Total	Investment Securities	Cash Flow Hedges	Currency Translation Adjustments	Total
Beginning Balance	**$ 458**	**$ 3,751**	**$ (8,248)**	**$ (4,039)**	**$ 818**	**$ 3,969**	**$ (15,381)**	**$ (10,594)**
Other comprehensive income/(loss) before reclassifications:								
Unrealized losses	(212)	(4,293)	—	(4,505)	(819)	(8,203)	—	(9,022)
Foreign currency translation gains	—	—	937	937	—	—	8,577	8,577
Income tax effect - benefit/(expense)	44	115	(110)	49	100	180	(617)	(337)
Net of tax	(168)	(4,178)	827	(3,519)	(719)	(8,023)	7,960	(782)
Amounts reclassified from AOCI into earnings:								
Realized gains [2]	8	2,758	—	2,766	209	6,780	—	6,989
Income tax effect - expense [3]	(2)	(238)	—	(240)	(12)	(633)	—	(645)
Net of tax	6	2,520	—	2,526	197	6,147	—	6,344
Net current-period other comprehensive income/(loss)	**(162)**	**(1,658)**	**827**	**(993)**	**(522)**	**(1,876)**	**7,960**	**5,562**
Ending Balance	**$ 296**	**$ 2,093**	**$ (7,421)**	**$ (5,032)**	**$ 296**	**$ 2,093**	**$ (7,421)**	**$ (5,032)**

(1) The foreign currency translation losses during the third quarter of fiscal 2022 and the fiscal year-to-date period ended July 1, 2022 were primarily due the strengthening of the U.S. dollar compared to other foreign currencies.
(2) Realized gains or losses, if any, from the sale of our AFS investment securities or from foreign currency translation adjustments are included within other income/(expense), net in our condensed consolidated statements of operations. Realized gains or losses on foreign currency contracts designated as cash flow hedges are included in operating expenses in the condensed consolidated statements of operations.
(3) The income tax benefit or expense is included within provision for income taxes in our condensed consolidated statements of operations.

11. Earnings Per Share

Basic EPS is computed by dividing net income attributable to Dolby Laboratories, Inc. by the number of weighted-average shares of Class A and Class B common stock outstanding during the period. Through application of the treasury stock method, diluted EPS is computed in the same manner, except that the number of weighted-average shares outstanding is increased by the number of potentially dilutive shares from employee incentive plans during the period.

Basic and diluted EPS are computed independently for each fiscal quarter and year-to-date period, which involves the use of different weighted-average share count figures relating to quarterly and annual periods. As a result, and after factoring the effect of rounding to the nearest cent per share, the sum of all four quarter-to-date EPS figures may not equal year-to-date EPS.

Potentially dilutive shares represent the hypothetical number of incremental shares issuable under the assumed exercise of outstanding stock options (both vested and non-vested) and vesting of outstanding RSUs. The calculation of dilutive shares outstanding excludes securities that would have an antidilutive effect on EPS.

The following table sets forth the computation of basic and diluted EPS attributable to Dolby Laboratories, Inc. (in thousands, except per share amounts):

	Fiscal Quarter Ended		Fiscal Year-To-Date Ended	
	July 1, 2022	June 25, 2021	July 1, 2022	June 25, 2021
Numerator:				
Net income attributable to Dolby Laboratories, Inc.	$ 39,597	$ 54,621	$ 156,331	$ 266,036
Denominator:				
Weighted-average shares outstanding—basic	100,213	101,351	100,936	101,177
Potential common shares from options to purchase common stock	779	2,062	1,037	2,033
Potential common shares from restricted stock units	409	1,169	916	1,319
Potential common shares from employee stock purchase plan	73	51	104	78
Weighted-average shares outstanding—diluted	**101,474**	**104,633**	**102,993**	**104,607**
Net income per share attributable to Dolby Laboratories, Inc.:				
Basic	$ 0.40	$ 0.54	$ 1.55	$ 2.63
Diluted	$ 0.39	$ 0.52	$ 1.52	$ 2.54
Antidilutive awards excluded from calculation:				
Stock options	756	283	552	200
Restricted stock units	2,304	—	1,088	12
Employee stock purchase plan	—	1	—	2

12. Income Taxes

Our income tax expense, deferred tax assets and liabilities, and unrecognized tax benefits reflect management's best assessment of estimated current and future liabilities. We are subject to income taxes in the U.S. and numerous foreign jurisdictions. Significant judgments and estimates are required in determining the consolidated income tax expense.

Unrecognized Tax Benefits

As of July 1, 2022, the total amount of gross unrecognized tax benefits was $68.1 million, of which $47.8 million, if recognized, would reduce our effective tax rate. As of September 24, 2021, the total amount of gross unrecognized tax benefits was $66.1 million, of which $43.6 million, if recognized, would reduce our effective tax rate. The year-to-date period ended July 1, 2022 increase was primarily due to current year reserves for transfer pricing, withholding taxes, and interest accruals partially offset by reserve releases due to audit settlement. Our liability for unrecognized tax benefits is classified within other non-current liabilities in our condensed consolidated balance sheets.

Effective Tax Rate

Each period, the combination of multiple different factors can impact our effective tax rate. These factors include both recurring items such as tax rates and the relative amount of income earned in foreign jurisdictions, as well as discrete items that may occur in, but are not necessarily consistent between periods.

Our effective tax rate in the third quarter of fiscal 2022 was 19.8% or a tax expense of $9.8 million and our effective tax rate in the third quarter of fiscal 2021 was 7.7% or a tax expense of $4.6 million. The increase in our effective tax rate was primarily due to a shift in the mix of earnings to jurisdictions with higher tax rates and lower tax benefits related to settlement of stock-based awards partially offset by benefit from the settlement of Federal tax audit.

Our effective tax rate in the third quarter of fiscal 2022 year-to-date period was 15.3% or a tax expense of $28.2 million and our effective tax rate in the third quarter of fiscal 2021 year-to-date period was 12.2% or a tax expense of $37.9 million. The increase in our effective tax rate was primarily due to a shift in the mix of earnings to jurisdictions with higher tax rates and lower tax benefits related to settlement of stock-based awards.

Compared to the Federal statutory rate of 21%, our effective tax rates for the third quarter of fiscal 2022 and year-to-date period ended July 1, 2022 were lower primarily due to the mix of earnings favoring jurisdictions with lower tax rates and tax benefits related to stock-based compensation.

13. Restructuring

Restructuring charges recorded in our condensed consolidated statements of operations represent costs associated with separate individual restructuring plans implemented in various fiscal periods. Costs arising from these actions, including fluctuations in related balances between fiscal periods, are based on the nature of activities under the various plans.

Fiscal 2022 Restructuring Events. In January 2022, we implemented a restructuring plan within our entertainment organization to create capacity to support our higher priority focus areas. As a result, we recorded $4.3 million in restructuring costs in the fiscal year-to-date period ended July 1, 2022, primarily representing severance and other related benefits offered to over 50 employees that were impacted by this action. Actions related to this plan are expected to be completed by the end of fiscal 2022. The table presented below summarizes the changes in our restructuring accruals (in thousands):

	Severance	Leased facility exit costs and other costs	Total
Balance at September 25, 2020	**$ —**	**$ —**	**$ —**
Restructuring charges	9,522	718	10,240
Cash payments and adjustments	(9,359)	(714)	(10,073)
Balance at September 24, 2021	**$ 163**	**$ 4**	**$ 167**
Restructuring charges	4,336	1,707	6,043
Cash payments and adjustments	(3,256)	(1,711)	(4,967)
Balance at July 1, 2022	**$ 1,243**	**$ —**	**$ 1,243**

Accruals for restructuring charges incurred for the restructuring plans described above are included within accrued liabilities in our condensed consolidated balance sheets, while restructuring charges are included within restructuring charges in our condensed consolidated statements of operations.

14. Legal Matters

We are involved in various legal proceedings that occasionally arise in the normal course of business. These can include claims of alleged infringement of IP rights, commercial, employment, and other matters. In our opinion, resolution of these proceedings is not expected to have a material adverse impact on our operating results or financial condition. On a quarterly basis, we evaluate based on the known facts and circumstances whether a potential loss or range of losses is considered probable and reasonably estimable in accordance with U.S. GAAP. We record a provision for a liability relating to these legal proceedings when a loss is both probable and the amount of the loss can be reasonably estimated. Legal costs associated with these legal proceedings are expensed as incurred.

Given the unpredictable nature of legal proceedings, it is possible that an unfavorable resolution of one or more such proceedings could materially affect our future operating results or financial condition in a particular period, including as a result of required changes to our licensing terms, monetary penalties, and other potential consequences. However, based on the information known by us as of the date of this filing and the rules and regulations applicable to the preparation of our condensed consolidated financial statements, other than the impact of the litigation matter discussed in Note 15, any such amounts are either immaterial, or it is not probable that a potential loss has been incurred or the amount of loss cannot be reasonably estimated.

15. Commitments and Contingencies

In the ordinary course of business, we enter into contractual agreements with third parties that include non-cancelable payment obligations, for which we are liable in future periods. These arrangements can include terms binding us to minimum payments and/or penalties if we terminate the agreement for any reason other than an event of default as described by the agreement. The following table presents a summary of our contractual obligations and commitments as of July 1, 2022 (in thousands):

	Payments Due By Fiscal Period						
	Remainder of Fiscal 2022	Fiscal 2023	Fiscal 2024	Fiscal 2025	Fiscal 2026	Thereafter	Total
Naming rights	$ 2,075	$ 12,474	$ 12,794	$ 13,126	$ 13,472	$ 52,850	$ 106,791
Purchase obligations	8,649	27,455	4,809	512	—	—	41,425
Donation commitments	1,651	196	116	116	116	503	2,698
Total	**$ 12,375**	**$ 40,125**	**$ 17,719**	**$ 13,754**	**$ 13,588**	**$ 53,353**	**$ 150,914**

Naming Rights. We have entered into agreements for naming rights of certain facilities, most significantly for naming rights and related benefits with respect to the Dolby Theatre in Hollywood, California, the location of the Academy Awards®. The term of this agreement is 20 years, over which we will make payments on a semi-annual basis until fiscal 2032. Our ongoing annual payment obligations are conditioned in part on the Academy Awards being held and broadcast from the Dolby Theatre. Our payment obligations may be suspended or reduced in certain circumstances, including the protracted closure of the Dolby Theatre.

Purchase Obligations. Purchase obligations primarily consist of our commitments made under agreements to purchase goods and services related to Dolby Cinema and for purposes that include information technology and telecommunications, marketing and professional services, and manufacturing and other R&D activities.

Donation Commitments. Our donation commitments relate to non-cancelable obligations that consist of maintenance services and installation of imaging and audio products in exchange for various marketing, branding, and publicity benefits. These donation agreements either transfer title of our audio and imaging products to the donee or offer use of the products free of charge for a specified period of time via a leasing arrangement. The recipients of these donations participate in or promote the cinema and entertainment industry, and our commitments vary in length, lasting up to 15 years.

Indemnification Clauses. On a limited basis, our contractual agreements contain a clause under which we agree to provide indemnification to the counterparty, most commonly to licensees in connection with licensing arrangements that include our IP. We have also entered into indemnification agreements with our officers, directors, and certain employees, and our certificate of incorporation and bylaws contain similar indemnification obligations. Additionally, and although not a contractual requirement, we have at times elected to defend our licensees from third party IP infringement claims. Since the terms and conditions of our contractual indemnification clauses do not explicitly specify our obligations, we are unable to reasonably estimate the maximum potential exposure for which we could be liable.

On August 7, 2019, Intertrust Technologies ("Intertrust") filed complaints against each of our customers AMC Entertainment Holdings, Inc., Cinemark Holdings, Inc., and Regal Entertainment Group in the U.S. District Court for the Eastern District of Texas, alleging that the use of systems including certain cinema products, which were supplied under commercial agreements that we acquired by way of an acquisition in 2014, infringed various Intertrust patents, and seeking damages based on the revenues of the defendants. Some of our customers asserted that we are obligated to defend and indemnify them under the agreements. We recorded $34.4 million in the fiscal year-to-date period ended July 1, 2022 within G&A expenses in our condensed consolidated statements of operations, reflecting a settlement payment and an immaterial accrual. We believe that these amounts fully resolve all claims relating to Intertrust's patent assertions.

16. Business Combination

Millicast, Inc.

On January 31, 2022, we completed our acquisition of all outstanding interests of Millicast, Inc. ("Millicast"), a privately held company. Following the acquisition, Millicast is expected to enable developers to take the interactive events they build with Dolby.io, and stream them from the presenter to large audiences. We have included the financial results of Millicast in our condensed consolidated financial statements from the date of acquisition, and these results were not material. Additionally, the transaction costs associated with the acquisition were not material.

The total purchase consideration of the acquisition was $38.8 million. We allocated $8.7 million in purchase consideration to identifiable intangible assets, which primarily consisted of developed technology, with estimated useful lives of 1.5 years to 8 years. We also recorded $31.7 million of goodwill, which is representative of our expectation of benefits and synergies from the integration of Millicast technology with our existing technology and the assembled workforce of Millicast. The fair values assigned to assets acquired and liabilities assumed are based on management's estimates and assumptions and may be subject to change as additional information is received and certain tax returns are finalized. We expect to finalize the valuation within the one year measurement period.

17. Subsequent Event

Share Repurchase Program. On August 9, 2022, we announced that our Board of Directors approved increasing the size of our stock repurchase program by $350 million, bringing the amount available for future repurchases of our Class A Common Stock to approximately $581 million. Stock repurchases under this program may be made through open market transactions, negotiated purchases, or otherwise, at times and in amounts that we consider appropriate. The timing of repurchases and the number of shares repurchased depend upon a variety of factors, including price, regulatory requirements, the rate of dilution from our equity compensation plans, and other market conditions. The program does not have a specified expiration date, and can be limited, suspended or terminated at our discretion at any time without prior notice. Shares repurchased under the program will be returned to the status of authorized but unissued shares of Class A common stock.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis should be read in conjunction with our unaudited interim condensed consolidated financial statements and the related notes that appear elsewhere in this Quarterly Report on Form 10-Q. This discussion contains forward-looking statements reflecting our current expectations that are subject to risks and uncertainties, including, but not limited to statements regarding: operating results and underlying measures; demand and acceptance for our technologies and products; the effect of COVID-19 on our business; market growth opportunities and trends; our ability to maintain key partnership relationships; our plans, strategies and expected opportunities; future competition; our stock repurchase plan; and our dividend policy. Use of words such as "may," "will," "should," "expect," "plan," "anticipate," "believe," "estimate," "predict," "potential," "continue" or similar expressions indicates a forward-looking statement. Actual results may differ materially from those discussed in these forward-looking statements due to a number of factors, including but not limited to the risks set forth in Part II, Item 1A, "Risk Factors." Such forward-looking statements are based on management's reasonable and current assumptions and expectations. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. We disclaim any duty to update any of the forward-looking statements after the date of this Quarterly Report on Form 10-Q to conform our prior statements to actual results.

Investors and others should note that we disseminate information to the public about our company, our products, services and other matters through various channels, including our website (www.dolby.com), our investor relations website (http://investor.dolby.com), SEC filings, press releases, public conference calls, and webcasts, in order to achieve broad, non-exclusionary distribution of information to the public. We encourage investors and others to review the information we make public through these channels, as such information could be deemed to be material information.

OVERVIEW

Dolby Laboratories creates audio and imaging technologies that transform entertainment and communications for content playback in movies, TV, music, and gaming. Founded in 1965, our strengths stem from expertise in analog and digital signal processing and digital compression technologies that have transformed the ability of artists to convey entertainment experiences to their audiences through recorded media. Such technologies led to the development of our noise-reduction systems for analog tape recordings, and have since evolved into multiple offerings that enable more immersive sound for cinema, DTV transmissions and devices, mobile devices, OTT video and music services, and home entertainment devices. Today, we derive the majority of our revenue from licensing our audio technologies. We also derive revenue from licensing our consumer imaging technologies, as well as audio and imaging technologies for premium cinema offerings in collaboration with exhibitors. In addition, we provide products and services for a variety of applications in the cinema and broadcast markets, and offer audio and video APIs through our developer platform, Dolby.io.

COVID-19

Please refer to the Executive Summary section of Part I, Item 2 "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" for information concerning the continuing effect of COVID-19 on our business.

OUR STRATEGY

Key elements of our strategy include:

Advancing the Science of Sight and Sound. We apply our understanding of the human senses, audio, and imaging engineering to develop technologies aimed at improving how people experience and interact with their entertainment and communications content.

Providing Creative Solutions. We promote the use of our solutions as creative tools, and provide our products, services, and technologies to filmmakers, musical artists, sound mixers, and other content creators and providers. Our tools help showcase the quality and impact of their efforts and intent, which in turn may generate market demand.

Delivering Superior Experiences. Our technologies and solutions optimize playback and communications so that users may enjoy richer, clearer, and more immersive sound and sight experiences.

Expanding the Reach of our Technologies. With the launch of our developer platform, Dolby.io, we are expanding our addressable market to enhance a broader range of content, by enabling developers to build high quality, interactive, and media centric applications.

REVENUE GENERATION

We have active licensing arrangements with over 500 electronics product OEMs and software developers. As of July 1, 2022, we had approximately 16,800 issued patents relating to technologies from which we derive a significant portion of our licensing revenue. We have approximately 1,500 trademark registrations throughout the world for a variety of wordmarks, logos, and slogans. These trademarks are an integral part of our technology licensing program as licensees typically place them on their products which incorporate our technologies to inform consumers that they have met our quality specifications.

Licensing

We license our technologies to a range of customers who incorporate them into their products for enhanced audio and imaging functionality for content playback in movies, TV, music, and gaming. Our key technologies are summarized in the table below. As it relates to AAC, HE-AAC, AVC, and HEVC, we jointly participate in patent licensing programs with other patent owners.

Technology	Description
AAC & HE-AAC	An advanced digital audio codec solution with higher bandwidth efficiency used for a wide range of media applications.
AVC	A digital video codec with high bandwidth efficiency used in a wide range of media devices.
Dolby® AC-4	A next-generation digital audio coding technology that increases transmission efficiency while delivering new audio experiences, including Dolby Atmos, to a wide range of playback devices.
Dolby Atmos®	An object-oriented audio technology for cinema and a wide range of media devices that allows sound to be precisely placed and moved anywhere in the listening environment including the overhead dimension. Dolby Atmos provides an immersive experience that can be provided via multiple Dolby audio coding technologies.
Dolby Digital®	A digital audio coding technology that provides multichannel sound to a variety of media applications.
Dolby Digital Plus™	An advanced digital audio coding technology that offers more efficient audio transmission for a wide range of media applications and devices.
Dolby® TrueHD	A digital audio coding technology providing lossless encoding for premium quality media applications.
Dolby Vision®	An imaging technology combining high dynamic range and dynamic metadata to deliver ultra vivid colors, sharper contrasts, and richer details for cinema and a wide range of media devices.
Dolby Voice®	An audio communications technology with superior spatial perception, voice clarity, and background noise reduction that emulates the in-person meeting experience.
HEVC	A digital video codec with high bandwidth efficiency to support ultra-high definition experiences for a wide range of media devices.

The following table presents the composition of our licensing business and revenue for all periods presented:

	Fiscal Quarter Ended		Fiscal Year-To-Date Ended		
Market	July 1, 2022	June 25, 2021	July 1, 2022	June 25, 2021	Main Offerings Incorporating Our Technologies
Broadcast	37%	46%	36%	39%	Televisions and STBs
Mobile	23%	18%	22%	23%	Smartphones and Tablets
CE	14%	14%	16%	15%	DMAs, Blu-ray Disc devices, AVRs, Soundbars, and DVDs
PC	10%	9%	13%	11%	Windows and macOS operating systems
Other	16%	13%	13%	12%	Gaming consoles, Auto DVD, and Dolby Cinema
Total	**100%**	**100%**	**100%**	**100%**	

We have various licensing models: a two-tier model, an integrated licensing model, a patent licensing model, and collaboration arrangements.

Two-Tier Licensing Model. Most of our consumer entertainment licensing business consists of a two-tier licensing model whereby our decoding technologies, included in reference software and firmware code, are first provided under license to semiconductor manufacturers whom we refer to as "implementation licensees." Implementation licensees incorporate our technologies in ICs which they sell to OEMs of consumer entertainment products, whom we refer to as "system licensees." System licensees separately obtain licenses from us that allow them to make and sell end-user products using ICs that incorporate our technologies.

Implementation licensees incorporate our technologies into their chipsets that, once approved by Dolby, are available for purchase from implementation licensees by OEMs for use in end-user products. Implementation

licensees only pay us a nominal initial fee on contract execution as consideration for the ongoing services that we provide to assist in their implementation process. Revenue from these initial fees is recognized ratably over the contractual term as a component of licensing revenue.

System licensees provide us with prototypes of products, or self-test results of products that incorporate our technologies. Upon our confirmation that our technologies are optimally and consistently incorporated, the system licensee may buy ICs under a license for the same Dolby technology from our network of implementation licensees, and may further sell approved products to retailers, distributors, and consumers. For the use of our technologies, our system licensees pay an initial licensing fee as well as royalties, which represent the majority of the revenue recognized from these arrangements. The amount of royalties we collect on a particular product depends on several factors including the nature of the implementations, the mix of Dolby technologies used, and the volume of products using our technologies that are shipped by the system licensee.

Integrated Licensing Model. We also license our technologies to software operating system vendors and to certain other OEMs that act as combined implementation and system licensees. These licensees incorporate our technologies in their software used on PCs, in mobile applications, or in ICs they manufacture and incorporate into their products. As with the two-tier licensing model, the combined implementation and system licensee pays us an initial licensing fee in addition to royalties as determined by the mix of Dolby technologies used, the nature of the implementations, and the volume of products using our technologies that are shipped, and is subject to the same quality control evaluation process.

Patent Licensing Model. We license our patents through patent pools which are arrangements between multiple patent owners to jointly offer and license pooled patents to licensees. We also license our patents directly to manufacturers that use our IP in their products. Finally, we generate service fees for managing patent pools on behalf of third party patent owners through our wholly-owned subsidiary, Via. By aggregating and offering pooled IP, patent pools deliver efficiencies that reduce transactional costs for both IP owners and licensees. The Via patent pools enable product manufacturers to efficiently and transparently secure patent licenses for audio coding, interactive television, digital radio, and wireless technologies. We offer our patents related to AAC, AVC, HE-AAC, HEVC, and other IP through a combination of patent pools and licensing directly to OEMs.

Recoveries. Licensing revenue recognized in any given period may include revenue from licensees and/or settlements with third parties where the use of our technology occurred in previous periods. Within the Results of Operations section of Part I, Item 2 "*Management's Discussion and Analysis of Financial Condition and Results of Operations,*" revenue attributable to previous periods' usage including settlements are collectively referred to as "recoveries." Such recoveries have become a recurring element of our business and are particularly subject to fluctuation and unpredictability.

Collaboration Arrangements.

Dolby Cinema: We partner with exhibitors to deliver a premium cinema offering with Dolby Vision and Dolby Atmos at new and pre-existing venues. We receive revenue at Dolby Cinema sites through a share of box office receipts, which is recognized as licensing revenue.

Products

We design and manufacture audio and imaging hardware and software products for the cinema, television, broadcast, and entertainment industries. Distributed in approximately 90 countries, these products are used in content creation, distribution, and playback to enhance image and sound quality, and improve transmission and playback. Additionally, some of our Dolby Cinema arrangements are classified as sales-type leases, and as a result are included in products sales.

Key products from which we generate products revenue are summarized in the table below:

Product		Description
Cinema	Cinema Imaging Products	Digital Cinema Servers used to load, store, decrypt, decode, watermark, and playback digital film files for presentation on digital cinema projectors and software used to encrypt, encode, and package digital media files for distribution
	Cinema Audio Products	Cinema Processors, amplifiers, and loudspeakers used to decode, render, and optimally playback digital cinema soundtracks, including those using Dolby Atmos
Other	Other Products	3-D glasses and kits, broadcast hardware and software used to encode, transmit, and decode multiple channels of high-quality audio for DTV and HDTV distribution, monitors, accessibility solutions for hearing and visually impaired consumers, and Dolby.io

Services

We offer a developer platform, Dolby.io, that enables developers access to our technologies through APIs. These offerings currently include audio and video APIs for building high-quality communications, media, and streaming solutions. Over time, we expect to significantly expand the amount and types of content that can be enhanced through our technologies and capabilities.

In addition, we offer various services to support theatrical and television production for cinema exhibition, broadcast, and home entertainment, including equipment training and maintenance, mixing room alignment, equalization, as well as audio, color, and light image calibration. We also provide PCS for products sold and equipment installed at Dolby Cinema theaters operated by exhibitor partners and support the implementation of our technologies into products manufactured by our licensees.

EXECUTIVE SUMMARY

COVID-19

The COVID-19 pandemic triggered worldwide shutdowns, supply chain constraints, and other disruptions which in turn have negatively affected the global economy, including consumer purchasing activity. It is unclear how demand for consumer products that include our technologies may change in response to the ongoing pandemic. The issues and circumstances relating to COVID-19 continue to change and are difficult to predict. We continue to monitor the evolving situation and the impact on our business.

The outbreak of COVID-19 has also affected many of our partners, resulting in the disruption of consumer products' supply chains, shortages of certain semiconductor components, and delays in shipments, product development, and product launches. Consumer demand for products that include our technologies may continue to be negatively impacted due to economic uncertainty resulting from COVID-19. These factors have impacted revenue pertaining to royalties on consumer devices and may cause delays in the adoption of our technologies by partners. Further, we may be negatively impacted by delays in transaction cycles and our recoveries efforts due to ongoing global restrictions related to the pandemic.

The cinema market has been adversely impacted by COVID-19 social distancing mandates. At various times, our exhibition partners and customers have had to either partially or fully discontinue operations. This has resulted in a significant reduction in box office receipts at Dolby Cinema sites and lower demand for our cinema products and services. It remains uncertain when and where the cinemas will be able to operate at full capacity, and box office receipts may fluctuate from period to period from content variability. Most cinema locations have been permitted to resume operations, but many such locations are operating under restricted capacity.

At Dolby, we implemented work-from-home options and practices within all our offices in locations with ongoing outbreaks and put in place additional safety measures and global travel restrictions to ensure the well-being of our employees. We have enabled our employees with the tools and infrastructure they need to carry on our critical operations and progress the business forward in this remote working environment. Dolby offices in certain locations have resumed in-office work at less than full capacity, dependent on local progress against COVID-19 and applicable rules and regulations in those jurisdictions.

We expect COVID-19 will continue to have an impact for the foreseeable future, with varying degrees of impact depending on geographic location. The degree of impact on our business will depend on several factors, such as the full duration and the extent of the pandemic, the spread of variants of SARS-CoV-2, the actions taken by governments, businesses and consumers in response to the pandemic, and the rate and extent of vaccine distributions to the general population, all of which continue to evolve and remain uncertain at this time.

Further discussion of the potential impacts of COVID-19 on our business can be found in Part II, Item 1A "*Risk Factors*."

EXPANDING OUR LEADERSHIP IN AUDIO AND IMAGING EXPERIENCES

We are focused on expanding our leadership in audio and imaging solutions for premium entertainment content by increasing the number of Dolby experiences that people can enjoy, which will drive revenue growth across the markets we serve. We can increase our value proposition and create opportunities by broadening Dolby technologies into new types of content, such as music and gaming. We are also beginning to leverage our audio and imaging technologies for content beyond premium entertainment that can create new revenue generating opportunities. Following is a discussion of the key markets that we address and the various Dolby technologies and solutions that serve these markets.

LICENSING

The majority of our licensing revenue is derived from the licensing of audio and imaging technologies for premium entertainment playback. Our audio technologies are primarily comprised of DD+, Dolby Atmos, AC-4, and our AAC and HE-AAC technologies. Our imaging technologies are primarily comprised of Dolby Vision and our AVC and HEVC technologies. Licensing revenue is primarily driven by the adoption of our technologies on devices and the number of devices shipped by licensees. DD+, AC-4, and our AAC and HE-AAC audio patents (collectively, our "foundational audio technologies") have broad penetration across a diverse set of devices and end markets. Our revenue from these technologies is primarily driven by device shipments from licensees, and as such, is impacted by consumer spending. Other factors, such as global supply constraints or device lifecycles, may also impact revenue from these

technologies. In the future, we expect revenue from our foundational audio technologies to generally reflect market trends in device shipments. The remaining portion of our licensing revenue is derived from offerings such as Dolby Vision, Dolby Atmos, our imaging patents, and Dolby Cinema. These offerings have not been in the market as long as our foundational audio technologies, thus revenue growth is primarily driven by increased adoption and the addition of new licensees.

The availability of content in Dolby formats is an important part of creating the ecosystems that drive adoption of our technologies within a wide range of devices. Our audio and imaging technologies have a strong presence within movie and episodic content through adoption across content creators and streaming services. The availability of content on these platforms has driven strong adoption in devices such as TVs, STBs, speaker devices, and playback devices. Our audio technologies have also been broadly adopted through many forms of content, including broadcast TV, streaming, and optical disc playback.

Major streaming partners and services such as Netflix, Disney+, Apple TV+, Amazon, HBO Max, and Paramount+ continue to enable content in Dolby Vision and Dolby Atmos. These streaming services launch local content in Dolby formats internationally. As we see an increase in new local content, we increase our value proposition for adoption of Dolby Vision and Dolby Atmos across devices in all market segments.

We have also enabled a broader range of content, such as music, gaming, live sports, and user-generated content. For example, in the third quarter of fiscal 2022, the UEFA Champions League was broadcast in Dolby Vision and Dolby Atmos, and the French Open was broadcast in Dolby Atmos. Also in the third quarter of fiscal 2022, Wondery became the first podcast streaming service in the U.S. to deliver podcasts in Dolby Atmos. Additionally, Dolby Atmos music is now available on Tencent Music's QQ Music streaming service in China.

We believe enabling our technologies in these forms of content creates additional value for the adoption of Dolby within devices like mobile, PC, gaming consoles, and automotive.

The following are highlights from our third quarter of fiscal 2022 and key challenges related to audio and imaging licensing, by market.

Broadcast

Highlights: We have an established global presence with respect to our DD+ and HE-AAC audio technologies in broadcast services and devices. In recent years, we have expanded our offerings in the broadcast market through the introduction of newer technologies, including Dolby Atmos and AC-4, Dolby Vision, as well as AVC and HEVC imaging technologies which we license through patent pools.

We work with many TV OEMs and strategic partners to enable and promote Dolby Vision and Dolby Atmos experiences within their TV lineups. Many such partners have continued to expand their support of the combined Dolby Vision and Dolby Atmos experience. For example, in the third quarter of fiscal 2022, Sharp and Sony launched new TVs that support Dolby Vision and Dolby Atmos.

Key Challenges: Our pursuit of new licensees and further adoption of our technologies by existing licensees may be impacted by a number of factors. We must continue to present compelling reasons for consumers to demand our audio and imaging technologies, including ensuring that there is a breadth of available content in our formats and such content is being widely distributed. To the extent that OEMs do not incorporate our technologies in current and future products, our revenue could be impacted. Further, in certain countries, such as China, we face difficulties enforcing our contractual and IP rights, including instances in which our licensees fail to accurately report the shipment of products using our technologies.

Additionally, we face geopolitical challenges including changes in diplomatic and trade relationships, trade protection measures, and import or export licensing requirements. Further, current macroeconomic conditions due to inflation, COVID-19, or other economic conditions, continue to cause uncertainty about consumer demand for devices and services in the broadcast market, the ability of our partners to manufacture such devices due to supply chain disruption, the timing of the adoption of our technologies into new products by partners and licensees, and the timing of launches for new products.

Mobile

Highlights: We continue to focus on adoption of our technologies across major mobile ecosystems, including Apple and Android. HE-AAC and HEVC are widely adopted audio and video technologies across mobile

devices, and we offer these technologies through our patent licensing programs. We also continue to focus on expanding adoption of our DD+, AC-4, Dolby Atmos, and Dolby Vision technologies in the mobile market.

The breadth of mobile devices supporting Dolby technologies continues to increase globally. In the third quarter of fiscal 2022, Sharp launched their AQUOS R7 smartphone that supports Dolby Vision, and Sony launched their Xperia1 IV smartphone that supports Dolby Atmos. Also in the third quarter of fiscal 2022, Xiaomi launched their Redmi Note 11T Pro series tablet that supports Dolby Vision and Dolby Atmos. Additionally, Xiaomi recently announced that their new 12S smartphone series will be the first Android phone capable of recording video in Dolby Vision.

Key Challenges: Growth in this market is dependent on several factors. Due to short product life cycles, mobile device OEMs can readily add or remove certain of our technologies from their devices. Our success depends on our ability to address the rapid pace of change in mobile devices, and we must continuously collaborate with mobile device OEMs to incorporate our technologies. The mobile market is heavily concentrated, so we rely on a small number of partnerships with key participants in this market. If we are unable to maintain these key relationships, we may experience a decline in mobile devices incorporating our technologies. To the extent that OEMs do not incorporate our technologies in current and future products, our revenue could be impacted. We must also continue to support the development and distribution of Dolby-enabled content via various ecosystems. Additionally, we face geopolitical challenges including changes in diplomatic and trade relationships, trade protection measures, and import or export licensing requirements. Further, current macroeconomic conditions due to inflation, COVID-19, or other economic conditions, continue to cause uncertainty about consumer demand for devices in the mobile market, the ability of our partners to manufacture such devices due to supply chain disruption, the timing of the adoption of our technologies into new products by partners and licensees, and the timing of launches for new products.

Consumer Electronics

Highlights: We have an established presence in the home entertainment market across devices such as AVRs, soundbars, smart speakers, DMAs, and Blu-Ray players, through the inclusion of our DD+ technology, and increasingly through the inclusion of Dolby Atmos and Dolby Vision. AAC and HE-AAC technologies also have broad adoption through our patent licensing programs. We continue to focus on expanding the availability of Dolby technologies to new devices. In the third quarter of fiscal 2022, Bose launched their latest soundbar that supports Dolby Atmos.

Key Challenges: We must continue to present compelling reasons for consumers to demand our technologies wherever they enjoy entertainment content, while promoting creation and broad availability of content in our formats. To the extent that OEMs do not incorporate our technologies in current and future products, our revenue could be impacted. Additionally, we face geopolitical challenges including changes in diplomatic and trade relationships, trade protection measures, and import or export licensing requirements. Further, current macroeconomic conditions due to inflation, COVID-19, or other economic conditions, continue to cause uncertainty about consumer demand for devices in the home entertainment market, the ability of our partners to manufacture such devices due to supply chain disruption, the timing of the adoption of our technologies into new products by partners and licensees, and the timing of launches for new products.

Personal Computers

Highlights: DD+ continues to enhance audio playback in both Mac and Windows operating systems, including native support in their respective Safari and Microsoft Edge browsers. Dolby's presence in these browsers enables us to reach more users through various types of content, including streaming video entertainment. A number of PCs from partners such as Apple, Lenovo, Dell, Samsung, and ASUS also support Dolby Vision and/or Dolby Atmos, with continued expansion of applications through music, streaming, and gaming. In the third quarter of fiscal 2022, Lenovo released their latest Yoga and Carbon laptops that support Dolby Vision and Dolby Atmos.

Key Challenges: PC revenue from audio technologies such as DD+ has been impacted by a decline in the portion of PCs that have optical disc functionality in recent years, which has resulted in a decline in our ASPs, and we expect this decline in ASPs to continue. We must continuously collaborate and maintain our key partnerships with PC manufacturers to incorporate our technologies, and we must continue to support the development and distribution of Dolby content via various ecosystems. Additionally, we face geopolitical challenges including changes in diplomatic and trade relationships, trade protection measures, and import or export licensing

requirements. Further, current macroeconomic conditions due to inflation, COVID-19, or other economic conditions, continue to cause uncertainty about the ability of our partners to manufacture such devices due to supply chain disruption, the timing of the adoption of our technologies into new products by partners and licensees, and the timing of launches for new products.

Other Markets

Highlights: DD+ is incorporated in the Xbox and PlayStation gaming consoles that support gaming content and streaming for movie and television content. The most recently launched Xbox gaming console supports Dolby Vision and Dolby Atmos for streaming and gaming content. Additionally, our technologies continue to be incorporated into the latest headphones by various OEMs.

We also generate revenue from the automotive industry primarily through disc playback devices as well as other elements of the entertainment system. In the third quarter of fiscal 2022, Li Auto, a Chinese electric vehicle start-up, announced that their L9 SUV model will be their first vehicle to support Dolby Atmos. Also in the third quarter of fiscal 2022, NIO announced that their new model, the ES7 SUV, will support Dolby Atmos.

Key Challenges: Consumer demand for devices in the gaming industry is impacted by anticipation of console refresh cycles. In addition, the gaming console market has competition from mobile devices and gaming PCs, which have faster refresh cycles and appeal to a broader consumer base. Also, automotive revenue has been negatively impacted by a decline in the portion of cars that have optical disc playback in recent years. In addition, recent shortages of certain semiconductor components could result in lower implementation of our technologies in vehicles by automotive manufacturers. These factors may impact our future revenue. If OEMs do not incorporate our technologies in current and future products, our revenue will face downward pressure. Additionally, we face geopolitical challenges including changes in diplomatic and trade relationships, trade protection measures, and import or export licensing requirements. Further, current macroeconomic conditions due to inflation, COVID-19, or other economic conditions, continue to cause uncertainty about consumer demand for devices in our other markets, the ability of our partners to manufacture such devices due to supply chain disruption, the timing of the adoption of our technologies into new products by partners and licensees, and the timing of launches for new products.

In addition to licensing revenue derived from the licensing of audio and imaging technologies into the markets discussed above, we offer our audio and imaging technologies to create Dolby experiences through Dolby Cinema.

Dolby Cinema

Highlights: We continue to expand our global presence for Dolby Cinema, with four new sites opened in the third quarter of fiscal 2022 in the U.S. and internationally, bringing our total count of open Dolby Cinema sites to approximately 280, subject to capacity restrictions per local regulations. The breadth of motion pictures for Dolby Cinema continues to grow with over 400 theatrical titles in Dolby Vision and Dolby Atmos having been announced or released from all of the major studios, as compared to over 375 theatrical titles as of the end of fiscal 2021.

Key Challenges: Although the premium large format market for the cinema industry has been growing, Dolby Cinema competes with other existing offerings. Our success depends on our partners and their success, and our ability to differentiate our offering, deploy new sites in accordance with plans, and attract and retain a global viewing audience. In addition, the success of our Dolby Cinema offering is tied to global box office performance generally. COVID-19 has had a significant effect on theatrical exhibition, which could impact the financial viability of our key partners. The response to COVID-19 including the closure of cinemas in China and government-imposed social-distancing restrictions has had a negative impact on our cinema-related revenue and consumer demand, although consumer demand for the cinema has improved recently. It is uncertain whether consumer demand for the cinema will return to previous levels.

PRODUCTS AND SERVICES

A majority of our products and services revenue is derived from the sale of audio and imaging products for the cinema, television, broadcast, communication, and entertainment industries. Revenue from our developer platform, Dolby.io, is also included in products and services.

Cinema Products and Services

Highlights: To help enable the playback of content in Dolby formats, we offer a range of servers, which include the IMS3000 (an integrated imaging and audio server with Dolby Atmos), and audio processors, such as the CP950, to cinema exhibitors globally. Dolby Atmos has been adopted broadly across studios, content creators, post-production facilities, and exhibitors. As of the end of the third quarter of fiscal 2022, there are over 7,000 Dolby Atmos screens installed or committed and over 2,200 Dolby Atmos theatrical titles have been announced or released.

We also offer a variety of other cinema products, such as the Dolby Multichannel Amplifier and our high-power flexible line of speakers. These products allow us to offer exhibitors a more complete Dolby Atmos solution that is often more cost effective than other commercially available options.

Key Challenges: Demand for our cinema products is dependent upon our partners and their success in the market, industry and economic cycles, box office performance, and our ability to develop and introduce new technologies, further our relationships with content creators, and promote new cinematic audio and imaging experiences. A significant portion of our growth opportunity lies in international markets, such as China, which are subject to economic risks as well as geopolitical risks. Additionally, weakness in general economic conditions due to inflation, recession, pandemic or other worsening economic conditions could have a negative impact on our cinema-related revenue due to reduced consumer discretionary spending. We may also be faced with pricing pressures or competing technologies, which would affect our revenue.

Additionally, the effects of COVID-19 such as the closure of cinemas and social distancing requirements have had a negative impact on demand for cinema products and services. As demand begins to recover, supply chain constraints may impact our ability to provide products to our customers. COVID-19 has also negatively impacted the financial health of our cinema customers and partners. We continue to closely monitor the ongoing impact of these conditions.

Developer Platform Services

Highlights: We are focused on bringing our expertise in media and communications to a broader range of content and digital experiences. For example, we are increasing our engagement with new customers across different industries through our developer platform, Dolby.io, that enables developers to access our technologies through APIs. The current offerings include audio and video APIs for building high-quality communications, media, and streaming solutions. Following the initial launch of Dolby.io in fiscal 2020, we have seen an expansion of the use cases for the platform. Examples include virtual live performances, online and hybrid events, social audio, premium education, gaming, and content creation and production. Dolby.io provides tools to help developers create immersive experiences through apps and services with high quality audio and video, spatialized sound, and deliver live-streamed content with low latency.

Key Challenges: Dolby.io is an early stage business, and it is uncertain when or if it will be a material revenue driver. Our success in this market will depend on the number of developers we are able to attract and retain, the volume of usage of the service, and our ability to monetize our services. In addition, the development and maintenance needed to provide a reliable and scalable platform may require us to develop new skills internally for our current employees or hire external specialized talent. Although the market for online experiences has been growing, Dolby's API technologies compete with other offerings.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

There have been no material changes to the critical accounting policies from those included in our fiscal 2021 Annual Report on Form 10-K filed with the SEC, as per Management's Discussion and Analysis of Financial Condition and Results of Operations—Critical Accounting Policies and Estimates included therein.

RESULTS OF OPERATIONS

For each line item included on our interim condensed consolidated statements of operations described and analyzed below, the significant factors identified as the leading drivers contributing to the overall fluctuation are presented in descending order of their impact on the overall change (from an absolute value perspective). This discussion and analysis highlights comparisons of material changes in the condensed consolidated financial statements for the quarters ended July 1, 2022 and June 25, 2021. Note that adjustments related to previously under-reported sales-based royalties as well as unlicensed settlement activity, are collectively referred to as "recoveries." Amounts displayed, except percentages, are in thousands.

Revenue and Gross Margin

Licensing

Licensing revenue consists of fees earned from licensing our technologies to customers who incorporate them into their products and services to enable and enhance audio and imaging capabilities. The technologies that we license are either internally developed, acquired, or licensed from third parties. A significant portion of our licensing revenue pertains to customer-shipment royalties that we recognize based on estimates of our licensees' shipments. To the extent that shipment data reported by licensees differs from estimates we made and recorded, we recognize an adjustment to revenue for such difference in the period we receive the reported shipment data.

Our cost of licensing consists mainly of amortization of certain purchased intangible assets and intangible assets acquired in business combinations, depreciation, third party royalty obligations, and patent pool fees.

	Fiscal Quarter Ended		Change		Fiscal Year-To-Date Ended		Change	
Licensing	**July 1, 2022**	**June 25, 2021**	**$**	**%**	**July 1, 2022**	**June 25, 2021**	**$**	**%**
Revenue	$269,289	$271,569	$(2,280)	(1)%	$915,406	$948,159	$(32,753)	(3)%
Percentage of total revenue	*93%*	*95%*			*94%*	*95%*		
Cost of licensing	13,756	12,480	1,276	10%	45,363	41,486	3,877	9%
Gross margin	255,533	259,089	(3,556)	(1)%	870,043	906,673	(36,630)	(4)%
Gross margin percentage	*95%*	*95%*			*95%*	*96%*		

	Fiscal Quarter Ended				Fiscal Year-To-Date Ended			
Licensing Revenue By Market	**July 1, 2022**		**June 25, 2021**		**July 1, 2022**		**June 25, 2021**	
Broadcast	$ 99,327	37 %	$ 123,955	46 %	$ 325,441	36 %	$ 368,068	39 %
Mobile	63,237	23 %	49,861	18 %	204,212	22 %	221,157	23 %
CE	38,663	14 %	37,805	14 %	150,192	16 %	138,010	15 %
PC	26,947	10 %	24,870	9 %	119,190	13 %	108,709	11 %
Other	41,115	16 %	35,078	13 %	116,371	13 %	112,215	12 %
Total licensing revenue	**$ 269,289**	**100 %**	**$ 271,569**	**100 %**	**$ 915,406**	**100 %**	**$ 948,159**	**100 %**

Current Quarter: Q3 2022 vs. Q3 2021

Factor	Licensing Revenue		Gross Margin	
Broadcast	↓	*Lower foundational audio revenue due to higher recoveries and a true-up in the prior year, and lower estimated units of TVs and STBs, partially offset by higher adoption of Dolby Vision and Dolby Atmos technologies and new licensees in our imaging patent programs*	↔	*No significant fluctuations*
Mobile	↑	*Higher revenue due to timing of revenue under contract for Dolby Atmos and audio patent licensing technologies, and higher adoption of Dolby Vision and Dolby Atmos*		
Other	↑	*Higher revenue from Dolby Cinema due to strong box office performance from highly anticipated theatrical title releases*		
PC	↑	*Higher revenue due to higher foundational audio revenue due to higher recoveries and higher adoption of our Dolby Atmos and Dolby Vision technologies, partially offset by lower units*		
CE	↑	*Higher revenue due to higher adoption of Dolby Atmos and Dolby Vision in DMAs and soundbars*		

Year-To-Date: Q3 2022 vs. Q3 2021

Factor	Licensing Revenue		Gross Margin	
Broadcast	↓	*Lower foundational audio revenue for TVs due to a true-up in the prior year, lower TV units, and lower recoveries*	↔	*No significant fluctuations*
Mobile	↓	*Lower revenue from lower recoveries and from our audio patent licensing technologies, partially offset by higher revenue due to new licensees in our imaging patent programs*		
CE	↑	*Higher revenue due to higher adoption of Dolby Atmos and Dolby Vision across devices, new licensees in our imaging patent programs, and higher recoveries, partially offset by lower revenue from our audio patent licensing technologies*		
PC	↑	*Higher revenue from recoveries, higher adoption of Dolby Vision and Dolby Atmos technologies and new licensees in our imaging patent programs, partially offset by lower foundational audio revenue due to timing of contracts*		
Other	↑	*Higher Dolby Cinema revenue due to more screens being open and strong box office performance in fiscal 2022, partially offset by lower gaming revenue due to ongoing supply constraints and lower automotive revenue*		

Products and Services

Products revenue is generated from the sale of audio and voice products for the cinema and television broadcast markets. Also included in products revenue are amounts relating to certain Dolby Cinema arrangements that are considered sales-type leases that involve fixed or minimum fees. Cost of products includes materials, labor, manufacturing overhead, amortization of certain intangible assets, and certain third party royalty obligations.

Services revenue consists of fees charged to support theatrical and television production for cinema exhibition, broadcast, and home entertainment, including equipment training and maintenance, mixing room alignment, equalization, as well as audio, color, and light image calibration. Services revenue also includes PCS for products sold and equipment installed at Dolby Cinema theaters operated by exhibitor partners and support for the implementation of our technologies into products manufactured by our licensees. Also included in services revenue are amounts generated through our Dolby.io developer platform. Cost of services consists of personnel and personnel-related costs for providing our professional services, software maintenance and support, external consultants, and other direct expenses incurred on behalf of customers.

	Fiscal Quarter Ended		Change		Fiscal Year-To-Date Ended		Change	
Products and Services	**July 1, 2022**	**June 25, 2021**	**$**	**%**	**July 1, 2022**	**June 25, 2021**	**$**	**%**
Revenue	$20,296	$15,230	$5,066	33%	$60,183	$48,072	$12,111	25%
Percentage of total revenue	*7%*	*5%*			*6%*	*5%*		
Cost of products and services	22,201	19,164	3,037	16%	58,818	57,840	978	2%
Gross margin	(1,905)	(3,934)	2,029	(52)%	1,365	(9,768)	11,133	(114)%
Gross margin percentage	*(9)%*	*(26)%*			*2%*	*(20)%*		

Current Quarter: Q3 2022 vs. Q3 2021

Factor	Products and Services Revenue		Gross Margin	
Products	↑	*Higher sales of cinema equipment attributable to increased demand as the exhibitor market continues to recover*	↑	*Higher gross margin due to higher cinema products revenue*
Services	←→	*No significant fluctuations*	↓	*Lower gross margin due to increased warranty expense on Dolby Cinema equipment*

Year-To-Date: Q3 2022 vs. Q3 2021

Factor	Products and Services Revenue		Gross Margin	
Products	↑	*Higher sales of cinema equipment attributable to increased demand as the exhibitor market continues to recover*	↑	*Higher sales of cinema equipment attributable to increased demand, lower scrap in the current year, and higher absorption of manufacturing overhead, offset by higher COGS due to higher prices of components*
Services	↑	*Higher services revenue from Broadcast licensing services and our developer platform, offset by lower sales of Dolby Voice as a result of winding down that business*	↓	*Lower gross margin due to increased warranty expense on Dolby Cinema equipment, offset by higher revenue*

Operating Expenses

Research and Development

R&D expenses consist primarily of employee compensation and benefits expenses, stock-based compensation, consulting and contract labor costs, depreciation and amortization, facilities costs, costs for outside materials, and information technology expenses.

	Fiscal Quarter Ended		Change		Fiscal Year-To-Date Ended		Change	
	July 1, 2022	June 25, 2021	$	%	July 1, 2022	June 25, 2021	$	%
Research and development	$62,859	$62,094	$765	1%	$199,104	$191,674	$7,430	4%
Percentage of total revenue	*22%*	*22%*			*20%*	*19%*		

Current Quarter: Q3 2022 vs. Q3 2021

Category	Key Drivers	
Stock-based Compensation	↑	*Higher costs of $1.9 million primarily due to increased fair value of RSUs*
Compensation & Benefits	↓	*Lower costs of $1.6 million primarily due to our annual bonus program*

Year-To-Date: Q3 2022 vs. Q3 2021

Category	Key Drivers	
Stock-based Compensation	↑	*Higher costs of $6.0 million primarily due to increased fair value of RSUs*
Compensation & Benefits	↓	*Lower costs of $8.0 million primarily due to our annual bonus program, partially offset by higher salaries expense of $2.2 million primarily due to severance payments and other costs from the reorganization of our entertainment organization, and the extra week in the first quarter of fiscal 2022*

Sales and Marketing

S&M expenses consist primarily of employee compensation and benefits expenses, stock-based compensation, marketing and promotional expenses for events such as trade shows and conferences, marketing campaigns, travel-related expenses, consulting fees, facilities costs, depreciation and amortization, information technology expenses, and legal costs associated with the protection of our IP.

	Fiscal Quarter Ended		Change		Fiscal Year-To-Date Ended		Change	
	July 1, 2022	June 25, 2021	$	%	July 1, 2022	June 25, 2021	$	%
Sales and marketing	$87,114	$80,714	$6,400	8%	$268,514	$234,205	$34,309	15%
Percentage of total revenue	*30%*	*28%*			*28%*	*24%*		

Current Quarter: Q3 2022 vs. Q3 2021

Category	Key Drivers	
Travel	↑	*Higher costs of $1.6 million for company travel and trade shows due to COVID-19 travel restrictions in the prior year*
Compensation & Benefits	↑	*Higher costs of $1.7 million due to higher salaries expense due to increased headcount, partially offset due to lower costs of $1.4 million due to incentive compensation*

Year-To-Date: Q3 2022 vs. Q3 2021

Category	Key Drivers	
Marketing Programs	↑	*Higher costs of $12.0 million primarily due to marketing efforts for growth initiatives and branding activities*
Legal, Professional, & Consulting	↑	*Higher costs of $9.8 million primarily due to legal support for licensee audits and higher consulting expense for the increased development of digital marketing programs*
Stock-based Compensation	↑	*Higher costs of $3.6 million primarily due to increased fair value of RSUs*
Compensation & Benefits	↑	*Higher costs of $7.3 million for higher salaries expense primarily due to increased headcount and the extra week in the current fiscal year, partially offset by lower costs of $7.1 million primarily due to lower incentive compensation*

General and Administrative

G&A expenses consist primarily of employee compensation and benefits expenses, stock-based compensation, depreciation, facilities and information technology costs, as well as professional fees and other costs associated with external consulting and contract labor.

	Fiscal Quarter Ended		Change		Fiscal Year-To-Date Ended		Change	
	July 1, 2022	June 25, 2021	$	%	July 1, 2022	June 25, 2021	$	%
General and administrative	$57,113	$56,116	$997	2%	$218,250	$169,968	$48,282	28%
Percentage of total revenue	*20%*	*20%*			*22%*	*17%*		

On August 7, 2019, Intertrust filed complaints against each of our customers AMC Entertainment Holdings, Inc., Cinemark Holdings, Inc., and Regal Entertainment Group in the U.S. District Court for the Eastern District of Texas, alleging that the use of systems including certain cinema products, which were supplied under commercial agreements that we acquired in an acquisition in 2014, infringed various Intertrust patents, and seeking damages based on the revenues of the defendants. We recorded $34.4 million in the second quarter of fiscal 2022 within G&A expenses in our condensed consolidated statements of operations, reflecting a settlement payment and an immaterial accrual. With the exception of this settlement, we have not made any payments to date in connection with any of our contractual indemnification obligations, and we believe the risk of material financial exposure in future periods from these indemnification obligations is remote. For additional information on this litigation matter, see Note 15 "*Commitments and Contingencies*" to our unaudited interim condensed consolidated financial statements.

Current Quarter: Q3 2022 vs. Q3 2021

Category	Key Drivers	
General and administrative	←→	*No significant fluctuations*

Year-To-Date: Q3 2022 vs. Q3 2021

Category	Key Drivers	
Other Miscellaneous Expenses	↑	*Higher costs of $34.4 million related to the resolution of a legal matter discussed in Note 15 to the condensed consolidated financial statements*
Compensation & Benefits	↑	*Higher costs of $5.3 million for higher salaries expense primarily due to increased headcount and the extra week in the current fiscal year, offset by lower costs of $5.2 million primarily due to our annual bonus program*

Gain on Sale of Assets

	Fiscal Year-To-Date Ended		Change	
	July 1, 2022	June 25, 2021	$	%
Gain on sale of assets	$—	$(13,871)	$13,871	(100)%
Percentage of total revenue	*—%*	*(1)%*		

Year-To-Date: Q3 2022 vs. Q3 2021

In fiscal 2019, management committed to a plan to sell a property, which included land and a building, after the lease on the property expired and we re-assessed the real estate needs of our business. This property had a carrying value of $2.2 million as of September 25, 2020. In the first quarter of fiscal 2021, we finalized the sale of this property, and as a result, we realized a gain of $13.9 million, which was recorded to gain on sale of assets on the condensed consolidated statements of operations. Refer to "Net (Income)/Loss Attributable to Controlling Interest" section below for more information.

Restructuring Charges

Restructuring charges recorded as operating expenses in our condensed consolidated statements of operations represent costs associated with separate individual restructuring plans implemented in various fiscal periods. The extent of our costs arising as a result of these actions, including fluctuations in related balances between fiscal periods, is based on the nature of activities under the various plans.

	Fiscal Quarter Ended		Change		Fiscal Year-To-Date Ended		Change	
	July 1, 2022	June 25, 2021	$	%	July 1, 2022	June 25, 2021	$	%
Restructuring charges	$976	$140	$836	597%	$6,043	$10,904	$(4,861)	(45)%
Percentage of total revenue	*—%*	*—%*			*1%*	*1%*		

Year-To-Date: Q3 2022 vs. Q3 2021

The decrease in restructuring charges of $4.9 million was primarily driven by the restructuring event in fiscal 2021, partially offset by the impact of our fiscal 2022 restructuring plan within our entertainment organization to create capacity to support our higher priority focus areas. For additional information on our Restructuring programs, see Note 13 "*Restructuring*" to our unaudited interim condensed consolidated financial statements.

Other Income/Expense

Other income/expense primarily consists of interest income earned on cash and investments and the net gains or losses from foreign currency transactions, derivative instruments, and sales of marketable securities from our investment portfolio.

	Fiscal Quarter Ended		Change		Fiscal Year-To-Date Ended		Change	
	July 1, 2022	June 25, 2021	$	%	July 1, 2022	June 25, 2021	$	%
Other income	$3,846	$3,034	$812	27%	$4,808	$7,429	$(2,621)	(35)%
Percentage of total revenue	*1%*	*1%*			*—%*	*1%*		

Current Quarter: Q3 2022 vs. Q3 2021

Category	Key Drivers	
Other Income	←→	*No significant fluctuations*

Year-To-Date: Q3 2022 vs. Q3 2021

Category	Key Drivers	
Other Income	↓	*Lower income primarily due to lower yields on our SERP balances in the current year*

Income Taxes

Our effective tax rate is based on our annual fiscal year results and is affected each period-end by several factors. These factors include changes in our projected fiscal year results, recurring items such as tax rates and relative income earned in our foreign jurisdictions, as well as discrete items such as changes to our unrecognized tax

benefits that may occur in, but are not necessarily consistent between, periods. For additional information related to effective tax rates, see Note 12 "*Income Taxes*" to our unaudited interim condensed consolidated financial statements.

	Fiscal Quarter Ended		Fiscal Year-To-Date Ended	
	July 1, 2022	June 25, 2021	July 1, 2022	June 25, 2021
Provision for income taxes	$(9,802)	$(4,565)	$(28,166)	$(37,859)
Effective tax rate	*19.8%*	*7.7%*	*15.3%*	*12.2%*

Current Quarter: Q3 2022 vs. Q3 2021

Factor	Impact On Effective Tax Rate	
Stock-based Compensation	↑	*Lower benefit related to the settlement of stock-based awards.*
Foreign Operations	↑	*Lower benefit from earned income in lower tax jurisdictions.*
Tax Contingencies	↓	*Higher benefit from the settlement of Federal tax audit*

Year-To-Date: Q3 2022 vs. Q3 2021

Factor	Impact On Effective Tax Rate	
Stock-based Compensation	↑	*Lower benefit related to the settlement of stock-based awards*
Foreign Operations	↑	*Lower benefit from earned income in lower tax jurisdictions.*

Net (Income)/Loss Attributable to Controlling Interest

	Fiscal Quarter Ended		Change		Fiscal Year-To-Date Ended		Change	
	July 1, 2022	June 25, 2021	$	%	July 1, 2022	June 25, 2021	$	%
Net (income)/loss attributable to controlling interest	$(13)	$61	$(74)	(121)%	$192	$(7,559)	$7,751	(103)%
Percentage of total revenue	*—%*	*—%*			*—%*	*(1)%*		

Year-To-Date: Q3 2022 vs. Q3 2021

In the first quarter of fiscal 2021, we finalized the sale of a property, which included land and building, and as a result, we recognized a gain of $13.9 million from this transaction, which was recorded to gain on sale of assets on the unaudited interim condensed consolidated statements of operations. The property was 51% owned by the controlling interest, and therefore 51% of the gain on sale of assets has been attributed to the controlling interest.

LIQUIDITY, CAPITAL RESOURCES, AND FINANCIAL CONDITION

Our principal sources of liquidity are cash, cash equivalents, and investments, as well as cash flows from operations. We believe that these sources will be sufficient to satisfy our currently anticipated cash requirements through at least the next twelve months.

As of July 1, 2022, we had cash and cash equivalents of $858.9 million, which mainly consisted of cash and highly-liquid money market funds. In addition, we had short and long-term investments of $263.5 million, which consisted primarily of corporate bonds, municipal debt securities, government bonds, commercial paper, U.S. agency securities, and certificates of deposit.

The following table presents selected financial information as of July 1, 2022 and September 24, 2021 (in thousands):

	July 1, 2022	September 24, 2021
Cash and cash equivalents	$ 858,905	$ 1,225,380
Short-term investments	156,812	38,839
Long-term investments	106,726	62,819
Accounts receivable, net	236,229	232,609
Accounts payable and accrued liabilities	246,088	280,507
Working capital	1,219,234	1,444,781

Capital Expenditures and Uses of Capital

Our capital expenditures consist of purchases of land, building, building fixtures, laboratory equipment, office equipment, computer hardware and software, leasehold improvements, and production and test equipment. Additionally, included in capital expenditures are amounts associated with Dolby Cinema locations. We continue to invest in S&M and R&D to promote the overall growth of our business and technological innovation.

We retain sufficient cash holdings to support our operations and we also purchase investment grade securities diversified among security types, industries, and issuers. We have used cash generated from our operations to fund a variety of activities related to our business in addition to our ongoing operations, including business expansion and growth, acquisitions, and repurchases of our Class A common stock. We have historically generated significant cash from operations. However, these cash flows and the value of our investment portfolio could be affected by various risks and uncertainties, as described in Part II, Item 1A "*Risk Factors*."

Shareholder Return

We have returned cash to stockholders through both repurchases of Class A common stock under our repurchase program initiated in fiscal 2010 and our quarterly dividend program initiated in fiscal 2015. Refer to Note 9 "*Stockholders' Equity and Stock-Based Compensation*" to our unaudited interim condensed consolidated financial statements for a summary of dividend payments made under the program during fiscal 2022 and additional information regarding our stock repurchase program.

Stock Repurchase Program. Our stock repurchase program was approved in fiscal 2010, and since then we have completed approximately $2.4 billion of stock repurchases under the program.

Quarterly Dividend Program. During fiscal 2015, we initiated a recurring quarterly cash dividend program for our stockholders. For fiscal 2022, quarterly dividends of $0.25 per share were paid on our Class A and Class B common stock to eligible stockholders of record.

Cash Flows Analysis

For the following comparative analysis performed for each of the sections of the condensed consolidated statement of cash flows, the significant factors identified as the leading drivers contributing to the fluctuation are presented in descending order of their impact relative to the overall change (in thousands).

Operating Activities

	Fiscal Year-to-Date Ended	
	July 1, 2022	June 25, 2021
Net cash provided by operating activities	$ 267,267	$ 337,980

Net cash provided by operating activities decreased $70.7 million in the fiscal year-to-date period ended July 1, 2022 as compared to the fiscal year-to-date period ended June 25, 2021, primarily due to the following:

Factor	Impact On Cash Flows	
Net Income	↓	*Lower revenue, higher S&M expenses, and higher costs associated with the resolution of a legal matter discussed in Note 15 to the condensed consolidated financial statements, offset by a decrease in accounts receivable*

Investing Activities

	Fiscal Year-to-Date Ended	
	July 1, 2022	June 25, 2021
Net cash used in investing activities	$ (255,213)	$ (29,948)

Net cash used in investing activities was $225.3 million higher in the fiscal year-to-date period ended July 1, 2022 as compared to the fiscal year-to-date period ended June 25, 2021, primarily due to the following:

Factor	Impact On Cash Flows	
Purchase of Investments	↓	*Higher outflows for the purchase of marketable investment securities, and other investments*
Proceeds from Investments	↑	*Higher inflows from the sale and maturity of marketable investment securities*
Business Combinations	↓	*Higher outflows for the acquisition of Millicast completed in fiscal 2022*
Sale of Assets	↓	*Lower inflows for the sale of property in the prior year that was 51% owned by the controlling interest*

Financing Activities

	Fiscal Year-to-Date Ended	
	July 1, 2022	June 25, 2021
Net cash used in financing activities	$ (368,131)	$ (165,650)

Net cash used in financing activities was $202.5 million higher in the fiscal year-to-date period ended July 1, 2022 as compared to the fiscal year-to-date period ended June 25, 2021, primarily due to the following:

Factor	Impact On Cash Flows	
Share Repurchases	↓	*Higher outflows from increases in common stock repurchases*
Common Stock Issuance	↓	*Lower inflows from employee stock option exercises*
Dividend Payments	↓	*Higher outflows for the payment of our quarterly cash dividend to common stockholders primarily as a result of a $0.03 per share increase compared to the prior fiscal year*
Distribution to Controlling Interest	↑	*Lower outflows for distributions to controlling interest due to the sale of property that was 51% owned by the controlling interest in fiscal 2021, that did not recur in fiscal 2022*

Contractual Obligations and Commitments

Since the end of our most recent fiscal year ended September 24, 2021, there have been no material changes in either our off-balance sheet financing arrangements or contractual obligations outside the ordinary course of business. For additional details regarding our contractual obligations, see Note 7 *"Leases"* and Note 15 *"Commitments and Contingencies"* to our unaudited interim condensed consolidated financial statements.

In the third quarter of fiscal 2022, we did not enter into any off-balance sheet arrangements that are expected to have a material effect on Dolby's liquidity or the availability of capital resources.

Indemnification Clauses

We are party to certain contractual agreements under which we have agreed to provide indemnification of varying scope and duration to the other party relating to our licensed IP. Since the terms and conditions of the indemnification clauses do not explicitly specify our obligations, we are unable to reasonably estimate the maximum

potential exposure for which we could be liable. In addition, we have entered into indemnification agreements with our officers, directors, and certain employees, and our certificate of incorporation and bylaws contain similar indemnification obligations. For additional details regarding indemnification clauses within our contractual agreements, see Note 15 “*Commitments and Contingencies*” to our unaudited interim condensed consolidated financial statements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest Rate Sensitivity

As of July 1, 2022, we had cash and cash equivalents of $858.9 million, which consisted of cash and highly liquid money market funds. In addition, we had both short and long-term investments of $263.5 million, which consisted primarily of corporate bonds, municipal debt securities, government bonds, commercial paper, U.S. agency securities, and certificates of deposit. Our investment policy is focused on the preservation of capital and support for our liquidity requirements. Under the policy, we invest in highly rated securities with a minimum credit rating of A- while limiting the amount of credit exposure to any one issuer other than the U.S. government. At July 1, 2022, the weighted-average credit quality of our investment portfolio was AA+, with a weighted-average maturity of approximately ten months. We do not invest in financial instruments for trading or speculative purposes, nor do we use leveraged financial instruments. We utilize external investment managers who adhere to the guidelines of our investment policy.

The investments within our fixed-income portfolio are subject to fluctuations in interest rates, which could affect our financial position, and to a lesser extent, results of operations. Based on our investment portfolio balance as of July 1, 2022, hypothetical changes in interest rates of 1% and 0.5% would have an impact on the carrying value of our portfolio of approximately $2.3 million and $1.2 million, respectively.

Foreign Currency Exchange Risk

We maintain business operations in foreign countries, most significantly in Australia, China, Germany, the Netherlands, Poland, and the United Kingdom. Additionally, a portion of our business is conducted outside of the U.S. through subsidiaries with functional currencies other than the U.S. dollar, most notably:

- Australian Dollar
- British Pound
- Chinese Yuan
- Euro
- Polish Zloty

As a result, we face exposure to adverse movements in currency exchange rates as the financial results of our international operations are translated from local currency into U.S. dollars upon consolidation. The majority of our revenue generated from international markets is denominated in U.S. dollars, while the operating expenses of our foreign subsidiaries are predominantly denominated in local currencies. Therefore, our operating expenses will increase when the U.S. dollar weakens against the local currency and decrease when the U.S. dollar strengthens against the local currency. Additionally, foreign exchange rate fluctuations on transactions denominated in currencies other than the functional currency result in gains or losses that are reflected in our condensed consolidated statements of operations. Our foreign operations are subject to the same risks present when conducting business internationally, including, but not limited to, changes in economic conditions and geopolitical climate, differing tax structures, foreign exchange rate volatility and other regulations and restrictions.

We also enter into forward currency contracts exclusively designated as cash flow hedges, which have a maturity of thirteen months or less, to reduce the impact of currency volatility on U.S. dollar operating expenses and margins. The gains and losses from the effective portions of cash flow hedges are recorded at fair value as a component of AOCI, until the hedged item is subsequently reclassified into earnings in the same period in which the hedged transaction affects earnings, with the corresponding hedged item. Amounts reclassified are recorded to the same line item in the condensed consolidated statements of operations as the impact of the hedge transaction, concurrently with the hedged costs.

The pre-tax losses attributed to the effective portion of cash flow hedges recognized in AOCI were not material in the third quarter of fiscal 2022 and in the fiscal year-to-date period ended July 1, 2022. The pre-tax losses attributed to the effective portion of cash flow hedges recognized in AOCI were $4.3 million and $8.2 million in the third quarter of fiscal 2021 and in the fiscal year-to-date period ended June 25, 2021, respectively.

The pre-tax effective portion of the losses reclassified to the condensed consolidated statements of operations was not material in the third quarter of fiscal 2022 and in the fiscal year-to-date period ended July 1, 2022. The pre-tax

effective portion of the gains reclassified to the condensed consolidated statements of operations was $2.8 million in the third quarter of fiscal 2021 and was $6.8 million in the fiscal year-to-date period ended June 25, 2021.

We also enter into foreign currency forward contracts to hedge against assets and liabilities for which we have foreign currency exchange rate exposure and selected anticipated expenses. The contracts hedging receivables and payables are carried at fair value with changes in the fair value recorded to other income/(expense), net, in our condensed consolidated statements of operations. The contracts hedging foreign currency denominated operating expenses are carried at fair value with changes in the fair value recorded to other comprehensive income until the hedged expenses are reported in our condensed consolidated statements of operations.

As of July 1, 2022 and September 24, 2021, the outstanding derivative instruments had maturities of equal to or less than 16 months, and the total notional amounts of outstanding contracts were $147.0 million and $51.0 million, respectively.

A sensitivity analysis was performed on all of our foreign currency forward contracts as of July 1, 2022. This sensitivity analysis was based on a modeling technique that measures the hypothetical market value resulting from a 10% shift in the value of exchange rates relative to the U.S. dollar. For these forward contracts, duration modeling was used where hypothetical changes were made to the spot rates of the currency. A 10% increase in the value of the U.S. dollar would lead to an decrease in the fair value of our financial instruments by $7.3 million. Conversely, a 10% decrease in the value of the U.S. dollar would result in an increase in the fair value of these financial instruments by $7.3 million.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We maintain "disclosure controls and procedures," as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended ("Exchange Act"), that are designed to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms, and that such information is accumulated and communicated to our management, including our CEO and CFO, as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating our disclosure controls and procedures, management recognizes that disclosure controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the disclosure controls and procedures are met. Additionally, in designing disclosure controls and procedures, our management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible disclosure controls and procedures. The design of any disclosure controls and procedures also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Subject to the limitations noted above, our management, with the participation of our CEO and CFO, has evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the fiscal period covered by this Quarterly Report on Form 10-Q. Based on that evaluation, the CEO and CFO have concluded that, as of such date, our disclosure controls and procedures were effective to meet the objective for which they were designed and operate at the reasonable assurance level.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting during the fiscal quarter ending July 1, 2022 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are involved in various legal proceedings that occasionally arise in the normal course of business activities, including claims of alleged infringement of IP rights, commercial, employment, and other matters. In our opinion, resolution of these proceedings is not expected to have a material adverse impact on our operating results or financial condition. Given the unpredictable nature of legal proceedings, it is possible that an unfavorable resolution of one or more such proceedings could materially affect our future operating results or financial condition in a particular period; however, based on the information known by us as of the date of this filing and the rules and regulations applicable to the preparation of our condensed consolidated financial statements, other than the impact of the litigation matter discussed in Note 15 to the unaudited interim condensed consolidated financial statements, any such amounts are either immaterial, or it is not probable that a potential loss has been incurred or the amount of loss cannot be reasonably estimated. For additional information on this litigation matter, see Note 15 "*Commitments and Contingencies*" to our unaudited interim condensed consolidated financial statements.

ITEM 1A. RISK FACTORS

The following risk factors and other information included in this Quarterly Report on Form 10-Q should be carefully considered. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties not currently known to us or that we currently deem less significant may also affect our business operations or financial results. If any of the following risks actually occur, our stock price, business, operating results and financial condition could be materially adversely affected.

REVENUE GENERATION

COVID-19

COVID-19, including the spread of variants of SARS-CoV-2, has had and will continue to have an adverse impact on our operations and financial performance. COVID-19 continues to impact several of our partners and has resulted in disruption of the supply chain of consumer products and delays in shipments, product development and product launches. In addition, it is unclear how demand for consumer products that include our technologies may change in response to the ongoing pandemic. These factors have impacted revenue pertaining to customer-shipment royalties. Further, these factors have and may continue to result in delays in the release of new products or services that contain our technologies by partners and licensees. These factors may also result in delays in royalty reporting by partners and licensees, and in cases where a partner or licensee's financial condition has significantly worsened, we may have difficulty collecting or be unable to collect amounts owed to us. We may also be negatively impacted by delays in transaction cycles and our recoveries efforts due to ongoing global restrictions related to the pandemic.

The cinema market has been, and we expect to continue to be, adversely impacted by COVID-19 social distancing recommendations. At various times, our exhibition partners and customers have had to either partially or fully discontinue operations. This has resulted, and we expect will continue to result, in a significant reduction in box office receipts at Dolby Cinema sites and lower demand for our cinema products and services. Most cinema locations have been permitted to resume operations, but many such locations are operating under restricted capacity.

Further, the spread of variants of SARS-CoV-2 may result in renewed social distancing mandates or shutdowns. The situation is continuing to evolve, and we cannot predict how or to what extent the cinema market, or other markets we target, may be impacted.

The spread of COVID-19 has caused us to modify our business practices (including temporary office closures, restricting employee travel, enabling and encouraging remote work, and cancellation of physical participation in meetings, events and conferences), and we may take further actions as may be required by government authorities or that we determine are in the best interests of our employees, licensees, partners, and community. These actions may adversely impact our productivity and cause delays on new and existing projects. Such delays may negatively impact our revenue. Further, there is no certainty that the measures we have taken or will take will be sufficient to mitigate the risks posed by the virus to the well-being and productivity of our workforce.

The degree to which COVID-19 impacts our results will depend on future developments, which are highly uncertain and cannot be predicted with any certainty, including, but not limited to, the duration and extent of the pandemic, additional actions taken by governments, businesses and consumers in response to the pandemic, additional subsequent outbreaks and variant strains, and how quickly and to what extent normal economic and

operating conditions can resume.

Even after COVID-19 has subsided, we may continue to experience an adverse impact to our business as a result of its global economic impact, including any recession that may occur. Specifically, difficult macroeconomic conditions, such as rising inflation, ongoing supply chain constraints, decreases in per capita income and levels of disposable income, increased rates of resignation or a decline in consumer confidence as a result of COVID-19 or otherwise, could have an adverse effect on our results of operations.

Markets We Target

Dependence on Sales by Licensees. Our licensing businesses depend on OEMs and other licensees to incorporate our technologies into their products. Our license agreements generally do not have minimum purchase commitments, are typically non-exclusive, and frequently do not require incorporation or use of our technologies. Our revenue will decline if our licensees choose not to incorporate our technologies into their products or if they sell fewer products incorporating our technologies.

Trends in Media Content Distribution. For many years, a large portion of media content distribution has been through optical disc media, such as DVD and Blu-ray Disc, and cable and satellite television providers. However, the rapid advancement of online and mobile content delivery has resulted in a trend toward downloading and streaming services, resulting in decreased royalty revenue in certain of our end device markets.

Further, consumers in certain markets are shifting away from subscription-based cable and satellite television providers toward streaming services, commonly referred to as "cord-cutting." While cable and satellite television often require a STB, today consumers can also access streaming media through smart TVs or DMA devices. As consumers trend toward canceling subscriptions to these traditional cable and satellite providers and turn to streaming media, we expect demand for STBs in certain regions to continue to decline. If we are unable to derive additional revenue from the smart TV and DMA markets to make up for decreases in our STB-related revenue, our financial results may be negatively impacted.

Mobile Industry Risks. Successful penetration of the mobile device market is important to our future growth. The mobile device market, particularly smartphones and tablets, is characterized by rapidly changing market conditions, frequent product introductions and intense competition based on features and price. Our technologies generally are not mandated as an industry standard for mobile devices. We must continually convince mobile device OEMs and end users of mobile devices of the value of our technologies. With shorter product lifecycles, it is easier for mobile device OEMs to add or remove our technologies from mobile devices than it is for TV OEMs and other hardware OEMs. In addition, because the mobile industry is concentrated, we rely on a small number of partnerships with key participants in the mobile market. If we are unable to maintain these key relationships, we may experience a decline in mobile devices incorporating our technologies.

In order to increase the value of our technologies in the mobile market, we have worked with online and mobile media content service providers to encode their content with our technologies, which could affect OEM and software vendor demand for our decoding technologies. However, the online and mobile media content services markets are also characterized by intense competition, evolving industry standards and business and distribution models, disruptive software and hardware technology developments, frequent product and service introductions and short life cycles, and price sensitivity on the part of consumers, all of which may result in downward pressure on pricing or the removal of our technologies by these providers and may result in decreased revenue from our mobile market. Further, COVID-19 may adversely impact consumer demand for mobile devices, and may continue to adversely impact the ability of our partners to manufacture such devices, supply chain and distribution, timing of the adoption of our technologies into products by partners and licensees, and the timing of launches for new products.

PC Industry Risks. Revenue from our PC market depends on several factors, including underlying PC unit shipment growth, the extent to which our technologies are included on computers, including through operating systems, the inclusion of optical disc drives or otherwise, and the terms of any royalties or other payments we receive. Further, we rely on a small number of partnerships with key participants in the PC market. If we are unable to maintain these key relationships, we may experience a decline in PCs incorporating our technologies. COVID-19 may also adversely impact consumer demand for PCs, and may continue to adversely impact PC manufacturing, supply chain and distribution, timing of the adoption of our technologies into products by partners and licensees, and the timing of launches for new products.

Cinema Industry Risks. Revenue from Dolby Cinema and cinema product sales is subject to the pace of construction or upgrade of screens, the advent of new or competing technologies, the willingness of movie studios to

produce films in our Dolby Atmos and Dolby Vision formats, consumer trends, box-office performance generally, and other events or conditions in the cinema industry. Revenue from Dolby Cinema and cinema products sales is also subject to macroeconomic conditions that could negatively impact discretionary consumer spending, including inflation and recession. Further, although we have invested a substantial amount of time and resources developing Dolby Cinema, and expect to continue to invest and build partnerships in connection with the launch of Dolby Cinema locations, we may not continue to recognize a meaningful amount of revenue from these efforts in the near future. Additionally, we have collaborations with multiple exhibitors in foreign markets, including Asia, Europe, and the Middle East, and we may face a number of risks in expanding Dolby Cinema in these and other new international markets. The revenue we receive from Dolby Cinema exhibitors are based on a portion of box-office receipts from the installed theaters, and the timing of such theater installations is dependent upon a number of factors beyond our control. In addition, the success of our Dolby Cinema offering will be tied to the pipeline and success of motion pictures available at Dolby Cinema locations generally. The success of Dolby Cinema depends in large part on our ability to differentiate our offering, deploy new sites in accordance with plans, provide a compelling experience, and attract and retain a viewing audience. A decrease in our ability to develop and introduce new cinema products and services successfully could affect licensing of our consumer technologies, because the strength of our brand and our ability to use professional product developments to introduce new consumer technologies would be negatively impacted. These factors are subject to increased risk due to COVID-19, including related social distancing restrictions. Further, it remains uncertain when cinemas will return to full capacity and how quickly moviegoers will return to theaters at pre-pandemic levels.

Our revenue and associated demand from cinema product sales is dependent upon industry and economic cycles, which are subject to risks including delays in cinematic releases and reduced operating capacity related to COVID-19, along with our ability to develop and introduce new technologies, further our relationships with content creators, and promote new cinematic audio and imaging experiences. A significant portion of our growth opportunity lies in the China market, which is subject to economic risks as well as geopolitical risks. Furthermore, future growth of our cinema products business also depends upon new theater construction and entering into an equipment replacement cycle whereby previously purchased cinema products are upgraded or replaced. To the extent that we do not make progress in these areas, or are faced with pricing pressures, competing technologies, or other global macroeconomic challenges, our revenue may be adversely impacted.

Customers and Distributors

Loss of Key Licensee or Customer. A small number of our licensees or customers may represent a significant percentage of our licensing, products, or services revenue. Although we generally have agreements with these licensees or customers, these agreements typically do not require any minimum purchases or minimum royalty fees and do not prohibit licensees from using competing technologies or customers from purchasing products and services from competitors. Customer demand for our technologies and products can shift quickly as many of our markets are rapidly evolving. As a result of our increased presence across consumer electronic device markets where our technologies are not mandated and are subject to significant competition, the risk that a large licensee may reduce or eliminate its use of our technologies has increased.

Reliance on Semiconductor Manufacturers and Availability of Semiconductor Components. Our licensing revenue from system licensees depends in large part upon the availability of ICs that implement our technologies. IC manufacturers incorporate our technologies into these ICs, which are then incorporated in consumer entertainment products. We do not manufacture these ICs, but rather depend on IC manufacturers to develop, produce, and then sell them to system licensees in accordance with their agreements. We do not control the IC manufacturers' decisions on whether or not to incorporate our technologies into their ICs, and we do not control their product development or commercialization efforts. Further, demand levels related to COVID-19 have resulted in ongoing shortages of semiconductor components and other key materials that may adversely impact the ability of our implementation and system licensees and customers to meet product demand in a timely fashion.

Consumer Spending Weakness. Weakness in general economic conditions due to inflation, recession, pandemic or other worsening economic conditions, may suppress consumer demand in our markets and consumers going to the movies. Many of the products in which our technologies are incorporated are discretionary goods, such as PCs, TVs, STBs, Blu-ray Disc players, video game consoles, AVRs, mobile devices, in-car entertainment systems, and home-theater systems. Weakness in general economic conditions may also lead to licensees and customers becoming delinquent on their obligations to us or being unable to pay, resulting in a higher level of write-offs. Economic conditions, including business slowdown caused by COVID-19, may increase underreporting and non-reporting of royalty-bearing revenue by our licensees as well as increase the unauthorized use of our technologies.

Reliance on Distributors. We rely significantly on a global network of independent, regional distributors to market

and distribute our cinema, broadcast and voice products. Our distributor arrangements are non-exclusive and our distributors are not obligated to buy our products and can represent competing products, and they may be unwilling or unable to dedicate the resources necessary to promote our portfolio of products. Our distributors could retain product channel inventory levels that exceed future anticipated sales, which could affect our future sales to those distributors. In addition, failure of our distributors to adhere to our policies designed to promote compliance with global anticorruption laws, export controls, and local laws, could subject us to criminal or civil penalties and stockholder litigation.

Marketing and Branding

Importance of Brand Strength. Maintaining and strengthening the Dolby brand is critical to maintaining and expanding our licensing, products, and services business, as well as our ability to offer technologies for new markets, including Dolby Cinema, Dolby Vision and other imaging offerings for the consumer market, Dolby.io, and others. Our continued success depends on our reputation for providing high quality technologies, products, and services across a wide range of entertainment markets, including the consumer entertainment, PC, broadcast, and gaming markets. If we fail to promote and maintain the Dolby brand successfully in licensing, products or services, our business will suffer. Furthermore, we believe that the strength of our brand may affect the likelihood that our technologies are adopted as industry standards in various markets and for various applications. Our ability to maintain and strengthen our brand will depend heavily on our ability to develop innovative technologies for the entertainment industry, to enter into new markets successfully, and to provide high quality products and services in these new markets. In addition, our practices and public disclosures related to environmental, social and governance (ESG) matters could impact our brand and reputation. If our ESG practices do not meet evolving investor or other stakeholder expectations and societal and regulatory standards, or if we are unable to make progress on or achieve our goals and objectives in this area, then our reputation, our ability to attract or retain employees, and our attractiveness as an investment or business partner could be negatively impacted, which could adversely affect our operating results.

Industry Standards

The entertainment industry has historically depended upon industry standards to ensure compatibility across delivery platforms and a wide variety of consumer entertainment products. We make significant efforts to design our products and technologies to address capability, quality, and cost considerations so that they either meet, or more importantly, are adopted as industry standards across the broad range of entertainment industry markets in which we participate, as well as the markets in which we plan to compete in the future. To have our products and technologies adopted as industry standards, we must convince a broad spectrum of standards-setting organizations throughout the world, as well as our major customers and licensees who are members of such organizations, to adopt them as such. The market for broadcast technologies has traditionally been heavily based on industry standards, often mandated by governments choosing from among alternative standards, and we expect this to continue to be the case in the future. The continued advancement of OTT media delivery and consumption may alter the landscape for broadcast standards and impact the importance of inclusion in certain broadcast standards in the future, and we cannot predict if and to what extent this may impact our revenue.

Difficulty Becoming Incorporated in an Industry Standard. Standards-setting organizations establish technology standards for use in a wide range of consumer entertainment products. It can be difficult for companies to have their technologies adopted as an industry standard, as multiple companies, including ones that typically compete against one another, are involved in the development of new technology standards for use in entertainment-oriented products. Furthermore, some standards-setting organizations choose to adopt a set of optional standards or a combination of mandatory and optional standards; in such cases, our technologies may be adopted only as an optional standard and not a mandatory standard. Standards may also change in ways that are unfavorable to Dolby.

Participants May Choose Among Alternative Technologies within Standards. Even when a standards-setting organization incorporates our technologies in an industry standard for a particular market, our technologies may not be the sole technologies adopted for that market. Furthermore, different standards may be adopted for different markets. Our operating results depend upon participants in that market choosing to adopt our technologies instead of competitive technologies that also may be acceptable under such standard. For example, the continued growth of our revenue from the broadcast market will depend upon both the continued global adoption of DTV generally, including in emerging markets, and the choice to use our technologies where it is one of several accepted industry standards.

Being Part of a Standard May Limit Our Licensing Practices. When a standards-setting organization mandates our technologies, we generally must agree to license such technologies on a fair, reasonable, and non-discriminatory basis, which could limit our control over the use of these technologies. In these situations, we must often limit the

royalty rates we charge for these technologies, and we may be unable to limit to whom we license such technologies or to restrict many terms of the license. We have in the past, and may in the future, be subject to claims that our licensing of industry standard technologies may not conform to the requirements of the standards-setting organization. Allegations such as these could be asserted in private actions seeking monetary damages and injunctive relief, or in regulatory actions. Claimants in such cases could seek to restrict or change our licensing practices or our ability to license our technologies.

Royalty Reporting

Our operating results fluctuate based on the risks set forth in this section, as well as, among other factors, on:

- Royalty reports including positive or negative corrective adjustments;
- Retroactive royalties that cover extended periods of time; and
- Timing of revenue recognition under licensing agreements and other contractual arrangements, including recognition of unusually large amounts of revenue in any given quarter.

Inaccurate Licensee Royalty Reporting. We generate licensing revenue primarily from OEMs who license our technologies and incorporate those technologies into their products. Our license agreements generally obligate our licensees to pay us a specified royalty for every product they ship that incorporates our technologies, and we rely on our licensees to report their shipments accurately. However, we have difficulty independently determining whether our licensees are reporting shipments accurately, particularly with respect to software incorporating our technologies because unauthorized copies of such software can be made relatively easily. A third party may disagree with our interpretation of the terms of a license agreement or, as a result of an audit, a third party could challenge the accuracy of our calculation. We are regularly involved in discussions with third party technology licensees regarding license terms. Most of our license agreements permit us to audit our licensees' records, and we routinely exercise these rights, but audits are generally expensive, time-consuming, and potentially detrimental to our ongoing business relationships with our licensees. In the past, licensees have understated or failed to report the number of products incorporating our technologies that they shipped, and we have not been able to collect and recognize revenue to which we were entitled. We expect that we will continue to experience understatement and non-reporting of royalties by our licensees. We have been able to obtain certain recovery payments from licensees (either in the form of back payments or settlements), and such recoveries have become a recurring element of our business; however, we are unable to predict with certainty the revenue that we may recover in the future or our ability to continue to obtain such recoveries at all. Ongoing global restrictions related to COVID-19 may also cause delays in our recoveries efforts. Further, as COVID-19 continues to impact our licensees, it may result in delays in royalty reporting or payment by some of our licensees.

Estimation of Sales-Based Royalties. We recognize a material portion of our licensing revenue based on our estimate of shipments to which we expect our licensees to submit royalty statements. Upon receipt of actual reporting of sales-based royalties that we estimated previously, we record a favorable or unfavorable adjustment based on the difference, if any, between estimated and actual sales. This may cause volatility in our quarterly figures because of the estimation process and the corresponding true-up adjustments, which we disclose.

Royalties We Owe Others. In some cases, the products we sell and the technologies we license to our customers include IP that we have licensed from third parties. Our agreements with these third parties generally require us to pay them royalties for that use, and give the third parties the right to audit our calculation of those royalties. A third party may disagree with our interpretation of the terms of a license agreement or, as a result of an audit, a third party could challenge the accuracy of our calculation. We are regularly involved in discussions with third party technology licensors regarding license terms. A successful challenge by a third party could result in the termination of a license agreement or an increase in the amount of royalties we have to pay to the third party.

Our results of operations could be significantly affected to the extent that actual revenue differ significantly from estimated revenue, or that we are required to accelerate recognition of revenue under certain arrangements, potentially causing the amount of revenue we recognize to vary materially from quarter to quarter. While our reporting practices do not change the cash flows or total revenue we receive from our contracts with customers, it could result in changes to the timing of our reported revenue and income, which in turn could cause volatility in the price of our Class A common stock.

TECHNOLOGY TRENDS AND DEVELOPMENTS

Technology Innovation. Our revenue growth will depend upon our success in new and existing markets for our technologies, such as digital broadcast, mobile devices, online and mobile media distribution, cinema, consumer imaging and communications. The markets for our technologies and products are defined by:

- Rapid technological change;
- New and improved technology and frequent product introductions;
- Changing consumer and licensee demands;
- Evolving industry standards; and
- Technology and product obsolescence.

Our future success depends on our ability to enhance our technologies and products and to develop new technologies and products that address the market needs in a timely manner. Technology development is a complex, uncertain process requiring high levels of innovation, highly-skilled engineering and development personnel, and the accurate anticipation of technological and market trends. We may not be able to identify, develop, acquire, market, or support new or enhanced technologies or products on a timely basis, if at all.

Experience with New Markets and Business Models. Our future growth will depend, in part, upon our continued expansion into areas beyond our audio licensing business. For example, we recently introduced Dolby.io, our platform that allows developers to access our technologies through APIs. As we enter into this and other new markets, we will face new sources of competition, new business models, and new customer relationships. In order to be successful in these markets, we will need to cultivate new industry relationships and strengthen existing relationships to bring our products, services, and technologies to market. Our limited experience in this or other new markets could limit our ability to successfully execute on our growth strategy.

Incorporation of Dolby Formats into New Products and Availability of Content in Dolby Formats. The success of many of our newer initiatives, such as Dolby Atmos, Dolby Vision, and Dolby Cinema, is dependent upon the availability and success of (i) products that incorporate Dolby formats and (ii) content produced in Dolby formats. However, there is no guarantee that device makers will continue to incorporate Dolby formats into their products, that content creators will continue to release content in Dolby formats, or that either those products or that content will be commercially successful.

For instance, to broaden adoption of Dolby Vision and Dolby Atmos, we will need to continue to expand the array of products and consumer devices that incorporate Dolby Atmos and Dolby Vision, expand the pipeline of Dolby Atmos and Dolby Vision content available from content creators, and encourage consumer adoption in the face of competing products and technologies. Similarly, the success of Dolby Cinema is dependent upon our ability to partner with movie theater exhibitors to launch new Dolby Cinema sites and deploy new sites in accordance with plans, as well as the continued release and box-office success of new films in the Dolby Vision and Dolby Atmos formats released through Dolby Cinemas. These factors are subject to increased risk due to COVID-19 and related government actions, including the shutdown of cinemas and other non-essential businesses, delay in royalty and other payments and solvency of our exhibitor partners.

Further, the commercial success of products incorporating Dolby formats, content released in Dolby formats, and Dolby Cinemas generally, depends upon a number of factors outside of our control, including, but not limited to, consumer preferences, critical reception, timing of release, marketing efforts of third-parties, and general market conditions. Moreover, release and distribution of such products and content can be subject to delays in production or changes in release schedule, including delays in release and distribution related to COVID-19 and the global response to COVID-19, which can negatively impact the quantity, timing and quality of such products and content released in Dolby formats and available at Dolby Cinema theaters.

INTELLECTUAL PROPERTY

Our business is dependent upon protecting our patents, trademarks, trade secrets, copyrights, and other IP rights, the loss or expiration of which may significantly impact our results of operations and financial condition. Effective IP rights protection, however, may not be available under the laws of every country in which our products and services and those of our licensees are distributed. The efforts we have taken to protect our proprietary rights may not be sufficient or effective. We also seek to maintain select IP as trade secrets, and third parties or our employees could intentionally or accidentally compromise the IP that we maintain as trade secrets. In addition,

protecting our IP rights is costly and time consuming. We have taken steps in the past to enforce our IP rights and expect to do so in the future. However, it may not be practicable or cost effective for us to enforce our IP rights fully, particularly in some countries or where the initiation of a claim might harm our business relationships.

We generally seek patent protection for our innovations. However, our patent program faces a number of challenges, including:

- Possibility that innovations may not be protectable;
- Failure to protect innovations that later turn out to be important;
- Insufficient patent protection to prevent third parties from designing around our patent claims;
- Our pending patent applications may not be approved; and
- Possibility that an issued patent may later be found to be invalid or unenforceable.

Patent Royalties and Expiration. Many of the technologies that we license to our system licensees are covered by patents, and the licensing revenue that we receive from those licenses depends in large part upon the life of such patents. In general, our agreements with our licensees require them to pay us a full royalty with respect to a particular technology only until the last patent covering that technology expires in a particular country. As of July 1, 2022, we had approximately 16,800 issued patents in addition to approximately 4,100 pending patent applications in more than 100 jurisdictions throughout the world. Our currently issued patents expire at various times through December 2046. If we are unable to expand on our patent portfolio or refresh our technology with new patented inventions, our revenue could decline.

We seek to mitigate this risk in a variety of ways. We regularly look for opportunities to expand our patent portfolio through organic development and acquisitions. We develop proprietary technologies to replace licensing revenue from technologies covered by expiring patents with licensing revenue supported by patents with a longer remaining life. And, we develop and license our technologies in a manner designed to reduce the chance that a system licensee would develop competing technologies that do not include any Dolby IP.

In the case of our patent coverage related to DD, some of our relevant patents have expired, but others continue to apply. DD is our solution that includes technology necessary to implement AC-3 as it has been updated over time. We have continued to innovate and develop intellectual property to support the standard and its implementation. Our customers use our DD implementation for quality, reliability, and performance, even in locations where we have not had applicable patent coverage. While in the past, we derived a significant portion of our licensing revenue from our DD technologies, this is no longer the case as revenue attributed to DD technologies have declined and are expected to continue to decline.

Many of our partners have adopted newer generations of our offerings such as DD+, and the range of products incorporating DD solutions is now limited to DVD players (but not Blu-ray players) and some TVs, STBs and soundbars. To continue to be successful in our audio licensing business, we must keep transitioning our DD licensees to our newer technologies, including our DD+ and Dolby AC-4 technologies.

Unauthorized Use of Our Intellectual Property. We have often experienced, and expect to continue to experience, problems with non-licensee OEMs and software vendors, particularly in China and certain emerging economies, incorporating our technologies and trademarks into their products without our authorization and without paying us any licensing fees. Manufacturers of ICs containing our technologies occasionally sell these ICs to third parties who are not our system licensees. These sales, and the failure of such manufacturers to report the sales, facilitate the unauthorized use of our IP. As emerging economies transition from analog to digital content, such as the transition from analog to digital broadcast, we expect to experience an increase in problems with this form of piracy.

Intellectual Property Litigation. Companies in the technology and entertainment industries frequently engage in litigation based on allegations of infringement or other violations of IP rights. We have faced such claims in the past, and we expect to face similar claims in the future. Any IP claims, with or without merit, could be time-consuming, expensive to litigate or settle, and could divert management resources and attention. In the past, we have settled claims relating to infringement allegations and agreed to make payments in connection with such settlements. An adverse determination in any IP claim could require that we pay damages or stop using technologies found to be in violation of a third party's rights and could prevent us from offering our products and services to others. In order to avoid these restrictions, we may have to seek a license for the technology, which may not be available on reasonable terms or at all. Licensors could also require us to pay significant royalties. As a result, we may be required to develop

alternative non-infringing technologies, which could require significant effort and expense. If we cannot license or develop technologies for any aspects of our business found to be infringing, we may be forced to limit our product and service offerings and may be unable to compete effectively.

In some instances, we have contractually agreed to provide indemnifications to licensees relating to our IP. Additionally, at times we have chosen to defend our licensees from third party IP infringement claims even where such defense was not contractually required, and we may choose to take on such defense in the future. See Note 15 "*Commitments and Contingencies*" to our unaudited interim condensed consolidated financial statements for a discussion of the Intertrust matter.

Licensee Disputes. At times, we are engaged in disputes regarding the licensing of our IP rights, including matters related to our royalty rates and other terms of our licensing arrangements. These types of disputes can be asserted by our customers or prospective customers or by other third parties as part of negotiations with us or in private actions seeking monetary damages or injunctive relief, or in regulatory actions. In the past, licensees have threatened to initiate litigation against us based on potential antitrust claims or regarding our licensing royalty rate practices. Damages and requests for injunctive relief asserted in claims like these could be significant, and could be disruptive to our business.

U.S. and Foreign Patent Rights. Our licensing business depends in part on the uniform and consistent treatment of patent rights in the U.S. and abroad. Changes to the patent laws and regulations in the U.S. and abroad may limit our ability to obtain, license, and enforce our rights. Additionally, court and administrative rulings may interpret existing patent laws and regulations in ways that hurt our ability to obtain, license, and enforce our patents. We face challenges protecting our IP in foreign jurisdictions, including:

- Our ability to enforce our contractual and IP rights, especially in countries that do not recognize and enforce IP rights to the same extent as the U.S., Japan, Korea, and European countries do, which increases the risk of unauthorized use of our technologies;
- Limited or no patent protection for our DD technologies in geographies such as China, Taiwan, and India, which may require us to obtain patent rights for new and existing technologies in order to grow or maintain our revenue; and
- Because of limitations in the legal systems in many countries, our ability to obtain and enforce patents in many countries is uncertain, and we must strengthen and develop relationships with entertainment industry participants worldwide to increase our ability to enforce our IP and contractual rights without relying solely on the legal systems in the countries in which we operate.

OPERATIONS

Reliance on Key Suppliers. Our reliance on suppliers for some of the key materials and components we use in manufacturing our products involves risks, including limited control over the price, timely delivery, and quality of such components, as well as the risk of delay caused by COVID-19 and related interruptions to the supply chain. We generally have no formal agreements in place with our suppliers for the continued supply of materials and components. Although we have identified alternate suppliers for most of our key materials and components, any required changes in our suppliers could cause delays in our operations and increase our production costs. In addition, our suppliers may not be able to meet our production demands as to volume, quality, or timeliness.

Moreover, we rely on sole source suppliers for some of the components that we use to manufacture our products, including specific charged coupled devices, light emitting diodes, and digital signal processors. These sole source suppliers may become unable or unwilling to deliver these components to us at an acceptable cost or at all, which could force us to redesign those specific products. Our inability to obtain timely delivery of key components of acceptable quality, any significant increases in the prices of components, or the redesign of our products could result in production delays, increased costs, and reductions in shipments of our products.

Product Quality. Our products, and products that incorporate our technologies, are complex and sometimes contain undetected software or hardware errors, particularly when first introduced or when new versions are released. In addition, we have limited control over manufacturing performed by contract manufacturers, which could result in quality problems. Furthermore, our products and technologies are sometimes combined with or incorporated into products from other vendors, sometimes making it difficult to identify the source of a problem or, in certain instances, making the quality of our implementation dependent in part upon the quality of such other vendors' products. Any negative publicity or impact relating to these product problems could affect the perception of our brand and market

acceptance of our products or technologies. These errors could result in a loss of or delay in market acceptance of our products or cause delays in delivering them and meeting customer demands, any of which could reduce our revenue and raise significant customer relations issues. In addition, if our products or technologies contain errors, we could be required to replace or reengineer them or rely upon parties who have incorporated our technologies into their products to implement updates to address such issues, which could cause delays or increase our costs. Moreover, if any such errors cause unintended consequences, we could incur substantial costs in defending and settling product liability claims. Although we generally attempt to contractually limit our liability, if these contract provisions are not enforced, or are unenforceable for any reason, or if liabilities arise that are not effectively limited, we could incur substantial costs in defending and settling product liability claims.

Production Processes and Production. Production difficulties or inefficiencies can interrupt production, resulting in our inability to deliver products on time or in a cost effective manner, which could harm our competitive position. While we have one production facility, we increasingly use contract manufacturers for a significant portion of our production capacity. Our reliance on contract manufacturers for the manufacture of our products involves risks, including limited control over timely delivery and quality of such products. If production of our products is interrupted, we may not be able to manufacture products on a timely basis. A shortage of manufacturing capacity for our products could negatively impact our operating results and damage our customer relationships. We may be unable to quickly adapt our manufacturing capacity to rapidly changing market conditions and a contract manufacturer may encounter similar difficulties. Likewise, we may be unable to quickly respond to fluctuations in customer demand or contract manufacturer interruptions. At times we underutilize our manufacturing facilities as a result of reduced demand for some of our products. Supply chain disruptions and extended lead times for semiconductor and electrical components may limit the availability of products and result in difficulty meeting demand.

Data Security. We rely on information technology systems in the conduct of our business, including systems designed and managed by third parties. Many of these systems contain sensitive and confidential information, including our trade secrets and proprietary business information, and personal data, as well as content and information owned by or pertaining to our customers, suppliers and business partners. The secure maintenance of this information is critical to our operations and business strategy. Increasingly, companies are subject to a wide variety of attacks on their networks and systems on an ongoing basis. Our information technology and infrastructure may be vulnerable to attacks by hackers, malware, software bugs or other technical malfunctions, ransomware attacks, or other disruptions. If we use a vendor that stores information as part of its service or product offerings, we assess the security of such services prior to using the service. Nevertheless, our sensitive, confidential or proprietary information may be misappropriated by that vendor or others who may inappropriately access or exfiltrate that information from the vendor’s system.

While we have taken a number of steps to protect our information technology systems (including physical access controls, encryption, security patches and authentication technologies), the number and sophistication of malicious attacks that companies have experienced has increased over the past few years. Measures we have undertaken to protect our information technology systems (including physical access controls, encryption, and authentication technologies) may be unsuccessful in deterring or repelling malicious actors. Moreover, system updates and security patches may suffer delayed implementation in endpoint devices during extended remote working circumstances. In addition, because techniques used by hackers (many of whom are highly sophisticated and well-funded) to access or sabotage networks and computer systems change frequently and often are not recognized until after they are used, we may be unable to anticipate or immediately detect these techniques. This could delay our response or the effectiveness of our response and impede our operations and ability to limit our exposure to third-party claims and other potential liability. Attacks on our systems are sometimes successful, and, in some instances, we might be unaware of an incident or its nature, magnitude and effects.

We also may suffer data security breaches and the unauthorized access to, misuse or acquisition of, personal data or other sensitive and confidential information as the result of intentional or inadvertent breaches or other compromises, including by our employees or service providers. Any data security breach or other incident, whether external or internal in origin, could compromise our networks and systems, create system disruptions or slowdowns and exploit security vulnerabilities of our products. Any such breach or other incident can result in the information stored on our networks and systems, or our vendors' networks and systems, being improperly accessed or acquired, publicly disclosed, lost, or stolen, which could subject us to liability to our customers, suppliers, business partners and others, as well as regulatory investigations, fines or penalties, and brand and reputational damage. We seek to detect and investigate such attempts and incidents and to prevent their recurrence where practicable through changes to our internal processes and tools, but in some cases preventive and remedial action might not be successful. In addition, despite the implementation of network security measures, our networks, or our vendors' networks, also may be

vulnerable to computer viruses, malware, ransomware, cyber extortion, social engineering, denial of service, and other similar disruptions. These risks could also be elevated in connection with the military conflict between Russia and Ukraine. Disruptions to our information technology systems, due to outages, security breaches or other causes, could also have severe consequences to our business, including financial loss and reputational damage.

A variety of provincial, state, national, and international laws and regulations apply to the collection, use, retention, protection, disclosure, transfer and other processing of personal data. These laws and regulations are evolving and may result in ever-increasing regulatory and public scrutiny and escalating levels of enforcement and sanctions. For example, the California Privacy Rights Act of 2020, or CPRA, which was approved by California voters in November 2020, amends and expands the California Consumer Privacy Act of 2018, or CCPA (which had required us to modify certain of our information practices and provide new disclosures to California consumers), by creating additional privacy rights for California consumers, establishing the California Privacy Protection Agency to enforce the new law, and imposing additional obligations on businesses. These new obligations, which will take effect on January 1, 2023 (with certain provisions having retroactive effect to January 1, 2022), as well as obligations from new privacy laws in Colorado, Connecticut, Utah and Virginia, which will also take effect in 2023, may require us to further modify certain of our information practices and could subject us to additional compliance costs and expenses. Our actual or perceived failure to adequately comply with applicable laws and regulations relating to privacy and data protection (including regimes such as the CCPA and CPRA that are rapidly evolving) could result in regulatory fines, investigations and enforcement actions, penalties and other liabilities, claims for damages by affected individuals, and damage to our reputation, any of which could have a material adverse effect on our operations, financial performance and business. Our commercial and cybersecurity insurance policies may be insufficient to insure us against these risks, and future escalations in premiums and deductibles under these policies may render them uneconomical.

COMPETITION

The markets for our technologies are highly competitive, and we face competitive threats and pricing pressure in our markets. Consumers may perceive the quality of the visual and audio experiences produced by some of our competitors' technologies to be equivalent or superior to the sight and sound experiences produced by our technologies. Some of our current or future competitors may have significantly greater financial, technical, marketing, and other resources than we do, or may have more experience or advantages in the markets in which they compete. These competitors may also be able to offer integrated systems in markets for entertainment technologies on a royalty-free basis or at a lower price than our technologies, including audio, imaging, and other technologies, which could make competing technologies that we develop less attractive.

Pricing Pressures. The markets for the consumer entertainment products in which our technologies are incorporated are intensely competitive and price sensitive. We expect to face increased royalty pricing pressure for our technologies as we seek to drive the adoption of our technologies into online content and portable devices, such as tablets and smartphones. Retail prices for consumer entertainment products that include our sound technologies, such as DVD and Blu-ray players and home theater systems, have decreased significantly, and we expect prices to decrease for the foreseeable future. In response, OEMs have sought to reduce their product costs, which can result in additional downward pressure on the licensing fees we charge. Further, Dolby.io faces significant pricing pressure from other developer platforms offering media and communication APIs that may be able to offer competing services at lower prices.

Customers as Competitors. We face competitive risks in situations where our customers are also current or potential competitors. For example, Samsung and Technicolor are significant licensee customers, but are also competitors with respect to some of our consumer, broadcast, and cinema technologies. Our customers may choose to use competing technologies they have developed or in which they have an interest rather than use our technologies. The existence of important customer relationships may influence which strategic opportunities we pursue, as we may forgo some opportunities in the interests of preserving a critical customer relationship.

Competition from Other Audio Formats, Imaging Solutions, and Integrated System Offerings. We believe that the success we have had licensing our audio technologies is due, in part, to the perception that our technologies provide a high quality solution for multichannel audio and the strength of our brand. However, both free and proprietary sound technologies are becoming increasingly prevalent, and we expect competitors to continue to enter this field with other offerings. Furthermore, to the extent that customers perceive our competitors' products as providing the same or similar advantages as our technologies at a lower or comparable price, there is a risk that these customers may treat sound encoding technologies as commodities, resulting in loss of status of our technologies, decline in their use, and significant pricing pressure. For example, we face competition with respect to our HDR imaging technology, Dolby Vision, and there can be no assurance that additional consumers will adopt Dolby Vision in the near future, or at all, or

that we will maintain our existing customers.

In addition, some of our current or potential competitors may be able to offer integrated systems in certain markets for entertainment technologies, including audio and imaging, which could make competing technologies that we develop or acquire obsolete. By offering an integrated system solution, these potential competitors may also be able to offer competing technologies at lower prices than we can, which could adversely affect our operating results.

STRATEGIC ACTIVITIES

Importance of Industry Relationships. To be successful, we must maintain and grow our relationships with a broad range of industry participants, including:

- Content creators, such as film directors, studios, mobile and online content producers, and music producers;
- Content distributors, such as studios, film exhibitors, broadcasters, operators, and OTT video service providers and video game publishers;
- Leading companies in the audio and video conferencing markets;
- Developers relying on media and communication APIs offered by Dolby.io; and
- Device manufacturers.

Industry relationships have historically played an important role in the markets that we serve, particularly in the entertainment market. For example, sales of our products and services are particularly dependent upon our relationships with major film studios and broadcasters, and licensing of our technologies is particularly dependent upon our relationships with system licensees and IC manufacturers. If we fail to maintain and strengthen these relationships, these entertainment industry participants may be less likely to purchase and use our technologies, products, and services, or create content incorporating our technologies. Industry relationships also play an important role in other markets we serve; for instance, our partner relationships in the audio and video conferencing markets are important to our communications business.

Consequences of M&A Activity. We evaluate a wide array of possible strategic transactions, including acquisitions. We consider these types of transactions in connection with, among other things, our efforts to strengthen our audio and cinema businesses and expand beyond sound technologies. Although we cannot predict whether or not we will complete any such acquisitions or other transactions in the future, any of these transactions could be significant in relation to our market capitalization, financial condition, or results of operations. The process of integrating an acquired company, business, or technology may create unforeseen difficulties and expenditures. Foreign acquisitions involve unique risks in addition to those mentioned above, including those related to integration of operations across different geographies, cultures, and languages; currency risks; and risks associated with the economic, political, and regulatory environment in specific countries, including delays related to COVID-19. Future acquisitions could result in potentially dilutive issuances of our equity securities, the incurrence of debt, contingent liabilities, amortization expenses, and write-offs of goodwill. Future acquisitions may also require us to obtain additional equity or debt financing, which may not be available on favorable terms or at all. Also, the anticipated benefits of our acquisitions may not materialize.

We face various risks in integrating acquired businesses, including:

- Diversion of management time and focus from operating our business to acquisition integration challenges;
- Cultural and logistical challenges associated with integrating employees from acquired businesses into our organization;
- Retaining employees, suppliers and customers from businesses we acquire;
- The need to implement or improve internal controls, procedures, and policies appropriate for a public company at businesses that prior to the acquisition may have lacked effective controls, procedures, and policies;
- Possible write-offs or impairment charges resulting from acquisitions;
- Unanticipated or unknown liabilities relating to acquired businesses; and
- The need to integrate acquired businesses' accounting, management information, manufacturing, human

resources, and other administrative systems to permit effective management.

LEGAL AND REGULATORY COMPLIANCE

International Business and Compliance. We are dependent on international sales for a substantial amount of our total revenue. Approximately 61% and 67% of our revenue was derived outside of the U.S. in the fiscal year-to-date period ended July 1, 2022 and June 25, 2021, respectively. We are subject to a number of risks related to conducting business internationally, including:

- U.S. and foreign government trade restrictions or sanctions, including those which may impose restrictions on the importation of programming, technology, or components to or from the U.S., and those which may put restrictions or prohibitions on the exportation, reexportation, sale, shipment or other transfer of programming, technology, components, and/or services to foreign persons, including any political or economic responses and counter-responses or otherwise by various global actors relating to the military conflict between Russia and Ukraine;
- Changes in trade relationships, including new tariffs, trade protection measures, import or export licensing requirements, trade embargoes and other trade barriers imposed by the U.S. or by other countries;
- Compliance with applicable international laws and regulations, including antitrust and other competition laws, that may change unexpectedly, differ, or conflict with laws in other countries where we conduct business, or are otherwise not harmonized with one another;
- Foreign government taxes, regulations, and permit requirements, including foreign taxes that we may not be able to offset against taxes imposed upon us in the U.S., and other laws limiting our ability to repatriate funds to the U.S.;
- Potential adverse changes in the political, social, and/or economic stability of or conflicts within the regions in which we operate (including Europe, Russia, Asia, the Middle East, North Africa, Latin America and other emerging markets) or in diplomatic relations between governments;
- Difficulty in establishing, staffing, and managing foreign operations, including but not limited to restrictions on the ability to obtain or retain licenses required for operation, relationships with local labor unions and works councils, investment restrictions and/or requirements, and restrictions on foreign ownership of subsidiaries;
- Adverse fluctuations in foreign currency exchange rates and interest rates, including risks related to any interest rate swap or other hedging activities we undertake;
- Poor recognition of IP rights;
- Difficulties in enforcing contractual rights;
- Multi-jurisdictional data protection and privacy laws, including the European Union's General Data Protection Regulation and restrictions on transferring personally identifiable information outside of a jurisdiction;
- The global macroeconomic environment and potential slowing of key markets we serve; and
- Changes in the regulatory and compliance landscape resulting from COVID-19.

Any or all of these factors may impact the demand for, and profitability of, our technologies and products, as well as our customers' products that incorporate our technologies.

Certain foreign governments, particularly in China, have advanced arguments under their competition laws that exert downward pressure on royalties for IP. The regulatory enforcement activities in such jurisdictions can be unpredictable, in some cases because these jurisdictions have only recently implemented competition laws. From time to time, we are the subject of requests for information, market conduct examinations, inquiries or investigations by industry groups and/or regulatory agencies in these jurisdictions. For instance, the Korean Fair Trade Commission has requested information relating to our business practices in South Korea on various occasions, and has made findings regarding the audit of a single customer. We do not believe the outcome of this matter will have a material impact on our business or results of operations. In the event that we are involved in significant disputes or are the subject of a formal action by a regulatory agency, our results could be negatively impacted and we could be exposed to costly and time-consuming legal proceedings.

In many foreign countries, particularly in those with developing economies, it is common to engage in business

practices that are prohibited by U.S. regulations applicable to us such as the FCPA and U.S. export controls. Although we implement policies and procedures designed to ensure compliance with the FCPA and U.S. export controls, there can be no assurance that all of our employees, distributors, dealers, and agents will not take actions in violation of our policies or these regulations.

Costs of Environmental Laws and Regulation. Our operations use substances regulated under federal, state, local, and international laws governing the environment, including those governing the discharge of pollutants into the air and water, the management, disposal, and labeling of hazardous substances and wastes, and the cleanup of contaminated sites. In addition, future environmental laws and regulations have the potential to affect our operations, increase our costs, decrease our revenue, or change the way we design or manufacture our products. We face increasing complexity in our product design as we adjust to requirements relating to the materials composition of our products. For some products, substituting particular components containing regulated hazardous substances is more difficult or costly, and additional redesign efforts could result in production delays. We could incur costs, fines, and civil or criminal sanctions, third party property damage or personal injury claims, or could be required to incur substantial investigation or remediation costs, if we were to violate or become liable under environmental laws.

Conflict Minerals. SEC rules require the disclosure of the use of tantalum, tin, tungsten, and gold (commonly referred to as "conflict minerals") that are sourced from the Democratic Republic of the Congo and surrounding countries. This requirement could affect the sourcing, availability and pricing of materials used in our products as well as the companies we use to manufacture our products. In circumstances where sources of conflict minerals from the Democratic Republic of the Congo or surrounding countries are not validated as conflict free, we may take actions to change materials, designs or manufacturers to reduce the possibility that our contracts to manufacture products that contain conflict minerals finance or benefit local armed groups in the region. The SEC disclosure requirements could adversely affect the sourcing, supply and pricing of materials used in our products. As there may be only a limited number of suppliers that can certify to us that they are offering “conflict free” conflict minerals, we cannot be sure that we will be able to obtain necessary conflict minerals from such suppliers in sufficient quantities or at competitive prices. These actions could also add engineering and other costs in connection with the manufacturing of our products.

We may not be able to sufficiently verify the origins for the minerals used in our products. Our reputation may suffer if we determine that our products contain conflict minerals that are not determined to be conflict free or if we are unable to sufficiently verify the origins for all conflict minerals used in our products. In addition, some customers may require that all of our products are certified to be conflict free and if we cannot satisfy these customers, they may choose a competitor's products.

Tax Rates and Liabilities. We are a U.S. multi-national company that is subject to tax in multiple U.S. and foreign jurisdictions. We must use judgment to determine our worldwide tax provision. We receive significant tax benefits from a portion of our foreign sales, and realizability of these benefits are contingent upon existing current tax laws and regulations in the U.S. and countries where we operate. The following could materially affect our effective tax rate:

- Changes in geographic mix of earnings, where earnings are lower than anticipated in countries with lower tax rates and higher than anticipated in countries with higher tax rates;
- Changes in the valuation of our deferred tax assets and liabilities;
- Changes in transfer pricing arrangements;
- Outcomes of tax audits;
- Changes in accounting principles;
- Changes in tax laws and regulations in the countries in which we operate, including an increase in tax rates, or an adverse change in the treatment of an item of income or expense; or
- Our ability to effectively implement changes to our corporate structure in response to changes in applicable tax laws and regulations in the countries in which we operate.

The U.S. tax law changes enacted through the Tax Cuts and Jobs Act ("Tax Act") include provisions that affect our business. These provisions, their interpretations, and proposed changes to this law introduced by the Biden administration and a Democratic-controlled Congress could further impact our corporate trading structure and adversely affect our tax rate and cash flow in future years.

In addition, the Organization of Economic Cooperation and Development ("OECD"), an international association of many countries including the U.S., has made changes to many long-standing transfer pricing and cross-border taxation rules. For example, the 2022 Dutch Tax Plan signed into law in December 2021 includes provisions that address unilateral measures against transfer pricing mismatches that would increase future tax liabilities of certain subsidiaries within our international structure. Further, the OECD, European Commission, EU Member States and other individual countries have made and could make additional competing jurisdictional claims over the taxes owed on earnings of multinational companies in their respective countries or regions. To the extent these actions take place in the countries that we operate, it is possible that these law changes and efforts may increase uncertainty and have an adverse impact on our effective tax rates or operations.

We are subject to the periodic examination of our income tax returns by tax authorities. We regularly assess the likelihood of adverse outcomes resulting from these examinations to determine the adequacy of our provision for income taxes, but an adverse decision by tax authorities exceeding our reserves could significantly impact our financial results.

STOCK-RELATED ISSUES

Controlling Stockholder. At July 1, 2022, the Dolby family and their affiliates owned 385,589 shares of our Class A common stock and 36,012,733 shares of our Class B common stock. As of July 1, 2022, the Dolby family and their affiliates had voting power of 99.8% of our outstanding Class B common stock, which combined with their shares of our Class A common stock, represented 85.1% of the combined voting power of our outstanding Class A and Class B common stock. Under our certificate of incorporation, holders of Class B common stock are entitled to ten votes per share while holders of Class A common stock are entitled to one vote per share. Generally, shares of Class B common stock automatically convert into shares of Class A common stock upon transfer of such Class B common stock, other than transfers to certain specified persons and entities, including the spouse and descendants of Ray Dolby and the spouses and domestic partners of such descendants.

As a result of this dual class structure, the Dolby family and their affiliates will, for the foreseeable future, have significant influence over our management and affairs, and will be able to control virtually all matters requiring stockholder approval, including the election of directors and significant corporate transactions such as mergers or other sales of our company or assets, even if they come to own considerably less than 50% of the total number of outstanding shares of our Class A and Class B common stock. Absent a transfer of Class B common stock that would trigger an automatic conversion as described above, there is no threshold or time deadline at which the shares of Class B common stock will automatically convert into shares of Class A common stock.

Moreover, the Dolby family and their affiliates may take actions in their own interests that our other stockholders do not view as beneficial.

Insider Sales of Common Stock. If our large shareholders, officers, directors or employees sell, or indicate an intention to sell, substantial amounts of our Class A common stock in the public market, including shares of Class A common stock issuable upon conversion of shares of Class B common stock, the trading price of our Class A common stock could decline.

Stock Repurchase Program. Our stock repurchase program may reduce the public float of shares available for trading on a daily basis. Such purchases may be limited, suspended, or terminated at any time without prior notice. There can be no assurance that we will buy additional shares of our Class A common stock under our stock repurchase program or that any future repurchases will have a positive impact on our stock price or EPS. Important factors that could cause us to discontinue or decrease our share repurchases include, among others, unfavorable market conditions, the market price of our Class A common stock, the nature of other investment or strategic opportunities presented to us, the rate of dilution of our equity compensation programs, our ability to make appropriate, timely, and beneficial decisions as to when, how, and whether to purchase shares under the stock repurchase program, and the availability of funds necessary to continue purchasing stock. If we curtail our repurchase program, our stock price may be negatively affected.

Dividend Program. We cannot provide assurance that we will continue to increase dividend payments and/or pay dividends. We are not obligated to pay dividends on our Class A and Class B common stock. In October 2014, we announced a quarterly cash dividend program for our stockholders that was initiated by our Board of Directors. Since the initial commencement of our dividend program, our Board of Directors has annually approved an increase to our cash dividend. Although we anticipate paying regular quarterly dividends for the foreseeable future, dividend declarations and the establishment of future record and payment dates are subject to the Board of Directors'

continuing determination that the dividend policy is in the best interests of our stockholders. The dividend policy may be changed or canceled at the discretion of the Board of Directors at any time. If we do not pay dividends, the market price of our Class A common stock must appreciate for investors to realize a gain on their investment. This appreciation may not occur and our Class A common stock may in fact depreciate in value.

GENERAL RISK FACTORS

Fluctuations in Foreign Currency Exchange Rates. We earn revenue, pay expenses, own assets and incur liabilities in foreign countries using several currencies other than the U.S. dollar. As a result, we face exposure to adverse movements in currency exchange rates as the financial results of our international operations are translated from local currency into U.S. dollars upon consolidation. The majority of our revenue generated from international markets is denominated in U.S. dollars, while the operating expenses of our foreign subsidiaries are predominantly denominated in local currencies. Therefore, our operating expenses will increase when the U.S. dollar weakens against the local currency and decrease when the U.S. dollar strengthens against the local currency. Additionally, foreign exchange rate fluctuations on transactions denominated in currencies other than the functional currency result in gains or losses that are reflected in our condensed consolidated statements of operations. Further, our hedging programs may not be effective to offset any, or more than a portion, of the adverse impact of currency exchange rate movements. Additional risks related to fluctuations in foreign currency exchange rates are described in the Foreign Currency Exchange Risk section of Part I, Item 3 "*Quantitative and Qualitative Disclosures About Market Risk*."

Business Interruptions by Natural Disasters and Other Events Beyond Our Control. Although we maintain crisis management plans, our business operations are subject to interruption by natural disasters and catastrophic events beyond our control, including, but not limited to, earthquakes, hurricanes, typhoons, tropical storms, floods, tsunamis, fires, droughts, tornadoes, public health issues and pandemics, severe changes in climate, war, terrorism, and geopolitical unrest and uncertainties. Further, outbreaks of pandemic diseases, or the fear of such events, could provoke (and in the case of COVID-19 has provoked) responses, including government-imposed travel restrictions and limits on access to entertainment venues. These responses could negatively affect consumer demand and our business, particularly in international markets. War, including the military conflict between Russia and Ukraine and any related political or economic responses and counter-responses or otherwise by various global actors or the general effect on the global economy and supply chain, could also affect our business. For example, we have R&D facilities and a large number of employees in Eastern Europe, and any business interruptions or other spillover effects from such conflict could adversely impact our business.

Additionally, several of our offices, including our corporate headquarters in San Francisco, are located in seismically active regions. Because we do not carry earthquake insurance for earthquake–related losses and significant recovery time could be required to resume operations, our financial condition and operating results could be materially adversely affected in the event of a major earthquake or catastrophic event.

Competition for Employees. In order to be successful, we must attract, develop, and retain employees, including employees to work on our growth initiatives where our current employees may lack experience with the business models and markets we are pursuing. Competition for experienced employees in our markets can be intense. In order to attract and retain employees, we must provide a competitive compensation package, including cash and equity compensation. Our equity awards include stock options and RSUs. The future value of these awards is uncertain, and depends on our stock price performance over time. In order for our compensation packages to be viewed as competitive, prospective employees must perceive our equity awards to be a valuable benefit.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Sales of Unregistered Securities

None.

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

Our Board of Directors announced a $250.0 million stock repurchase program on November 3, 2009. The program, which has no expiration date, approved the repurchase of shares of our Class A common stock, $0.001 par value per share. The authorized maximum was subsequently increased by $300.0 million, $250.0 million, $100.0 million, $200.0 million, $200.0 million, $350.0 million, $350.0 million, $350.0 million, and $250.0 million as announced on July 27, 2010, August 4, 2011, February 8, 2012, October 23, 2014, January 25, 2017, July 25, 2018, July 31, 2019, July 29, 2021, and February 3, 2022 respectively. Stock repurchases under this program may be made through open market transactions, negotiated purchases, or otherwise, at times and in amounts that we consider appropriate. For additional details on the increase announced on August 9, 2022, refer to Note 17 "*Subsequent Event*" to our unaudited interim condensed consolidated financial statements.

The following table provides information regarding our share repurchases made under the program during the third quarter of fiscal 2022:

Repurchase Activity	Total Shares Repurchased	Average Price Paid Per Share [1]	Total Shares Purchased As Part Of Publicly Announced Programs	Remaining Authorized Share Repurchases [2]
April 2, 2022 - April 29, 2022	—	$—	—	$420.9 million
April 30, 2022 - May 27, 2022	1,071,950	$74.73	1,071,950	$340.7 million
May 28, 2022 - July 1, 2022	1,477,524	$74.38	1,477,524	$230.9 million
Total	**2,549,474**		**2,549,474**	

(1) Average price paid per share excludes commission costs.
(2) Amounts represent the approximate dollar value of the maximum remaining number of shares that may yet be purchased under the stock repurchase program, and excludes commission costs.

ITEM 6. EXHIBITS

Exhibit Number	Description	Incorporated By Reference Herein			Provided Herewith
		Form	File Number	Date	
10.1*	Offer Letter dated April 6, 2022 by and between Shriram Revankar and Dolby Laboratories, Inc.				X
31.1	Certification of Chief Executive Officer pursuant to Exchange Act Rule 13a-14(a) or 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act				X
31.2	Certification of Chief Financial Officer pursuant to Exchange Act Rule 13a-14(a) or 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act				X
32.1+	Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act				X
101.INS	XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document				X
101.SCH	XBRL Taxonomy Extension Schema Document				X
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document				X
101.DEF	XBRL Extension Definition				X
101.LAB	XBRL Taxonomy Extension Label Linkbase Document				X
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document				X
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)				X

* Denotes a management contract or compensatory plan or arrangement.

\+ Furnished herewith.

SIGNATURE

Pursuant to the requirements of Section 13 or 15(d) 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: August 9, 2022

DOLBY LABORATORIES, INC.

By: /S/ ROBERT PARK

Robert Park
Senior Vice President and Chief Financial Officer
(Principal Financial Officer)

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Dolby

April 6, 2022

Shriram Revankar
[redacted]

Dear Shriram,

It is my distinct pleasure to confirm to you our offer to join Dolby Laboratories, Inc. ("Dolby") as Senior Vice President, Advanced Technology Group, reporting to Kevin Yeaman, President & Chief Executive Officer. Your date of hire is Monday, May 2, 2022. Your starting base salary will be $515,000.00 per year, payable bi-weekly (in accordance with our 9/80 work schedule) and subject to applicable tax withholdings.

You are eligible to participate in the Executive Bonus Plan ("Executive Plan") for the fiscal year ending September 30, 2022. You are eligible to receive an Executive Plan target award of 65% of your annual base salary, prorated to your date of hire. Your actual bonus, which may be more or less than your target, will be based on the achievement of company goals, your individual performance and the terms of the Executive Plan. Subject to your continued employment with Dolby and the terms of the Executive Plan, your incentive payout under the Executive Plan is anticipated to be in December 2022 for the fiscal year ending September 30, 2022.

You will receive one-time new hire stock option and restricted stock unit ("RSU") awards under the Dolby Laboratories, Inc. 2020 Stock Plan (the "Plan") in an amount based on a target grant value of $5,000,000.00, allocated as follows: 75% of the target grant value will be awarded in the form of RSUs and 25% of the target grant value will be awarded in the form of stock options. The awards will have a grant date of the 15th day (or the next business day if the 15th day is not on a business day) of the calendar month on or following your date of hire. The stock options will have an exercise price equal to the fair market value of the Class A common stock as of the close of the market on the date of grant. The stock options and RSUs are also subject to the standard terms and conditions of the Plan and the execution of the applicable award agreements.

This offer also includes a sign-on bonus of $250,000.00 (less all federal, state, and local tax withholdings) that will be paid to you in your first paycheck from Dolby. If within 24 months of receiving this payment you resign your employment or are terminated for Cause (other than for Good Reason, as defined below), the full amount will be repayable to Dolby immediately. If Dolby terminates your employment for reasons other than Cause, as defined below, the sign on bonus will not be repayable to Dolby.

For purposes of this offer letter, "Good Reason" means the occurrence of any of the following events or conditions unless consented to by you: (i) a material reduction in your base salary to a

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level below that in effect immediately preceding such reduction (other than pursuant to a reduction that also is applied generally to employees of Dolby at your then level); or (ii) requiring you to be based at any place outside a 50-mile radius from your then job location or residence, except for reasonably required travel on business. For purposes of this offer letter, "Cause" means: (i) refusal or failure to act in accordance with any specific, lawful direction or order of Dolby; (ii) unfitness or unavailability for service or unsatisfactory performance (other than as a result of disability); (iii) performance of any act or failure to perform any act in bad faith and to the detriment of Dolby; (iv) dishonesty, intentional misconduct or material breach of any agreement with Dolby; or (v) commission of a crime involving dishonesty, breach of trust, or physical or emotional harm to any person. Please be advised that your sign-on bonus will be subject to federal and state taxation. For specific tax information, please refer to the IRS website or contact your tax advisor.

As a full-time employee of Dolby, you will be eligible to participate in our comprehensive benefits program. As part of your benefits package, you will initially accrue Personal Time Off (PTO) at a rate of 4.62 hours per full pay period (120 hours per year). Additionally, you will receive 40 hours per year, up to a maximum of 120 hours, in a Reserve Illness Account (RIA) on January 1st (a prorated number of hours will be added for calendar year 2022 upon hire). You will also be eligible for Dolby's designated paid holidays.

You will be eligible to enroll in Dolby's health plan(s) on the first day of your employment. You will also be eligible to participate in our 401(k) Plan (the "Dolby Laboratories, Inc. Retirement Plan") as soon as administratively feasible following your date of hire. All benefits plans and programs are subject to the terms of the applicable plan or program, as they may exist from time to time.

The employment relationship between you and Dolby is one of employment "at-will" with either party having the right to terminate the relationship at any time, with or without cause. Our employment at-will relationship can only be modified by a written agreement signed by Dolby's President.

By signing this offer of employment as set forth below, you acknowledge that this offer of employment is contingent upon completion of the four factors noted below prior to or on your first day of employment. The documents noted in factors 1) & 2) will be sent to you electronically.

1. That you execute a Confidential Information and Invention Assignment Agreement upon acceptance of our offer of employment.
2. That you sign the Acknowledgement of Receipt Form to acknowledge that you have received and read the following:

    a. Dolby Laboratories, Inc. Code of Business Conduct and Ethics (the "Code");
    b. Dolby Laboratories, Inc. Insider Trading Policy (the "Insider Trading Policy");
    c. Dolby Laboratories, Inc. Anticorruption Policy (the "Anticorruption Policy"); and

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d. Dolby Laboratories, Inc. Policy Regarding Reporting of Financial and Accounting Concerns (the "Policy Regarding Reporting of Financial and Accounting Concerns").

3. That on your first day of employment, you produce documentation that verifies your eligibility to be legally employed in the United States. This documentation generally consists of any combination of documents listed on the enclosed Employment Eligibility Verification (I-9) Form. This documentation must be presented to us on your first working day. As needed, Dolby will sponsor non-immigrant visas for you and your dependents to the extent of your eligibility.
4. That a pre-employment background and reference check is completed to our satisfaction.

Please accept this offer by signing below and returning it to my attention no later than 5p.m. (PDT) on Thursday, April 7, 2022. We very much hope that you will accept our offer, but if we do not receive your acceptance by that time, this offer will expire.

We feel that you can make a significant contribution to the growth and future of Dolby and we look forward to welcoming you to our team!

Sincerely,

DocuSigned by:
Linda Rogers
E2A52A7ED411411...

06 April 2022

Linda Rogers
Chief People Officer

****

I have read, understand, and accept the offer of employment as stated above:

DocuSigned by:
Shriram Revankar
D86CB4D94B3D48E...

Date: 06 April 2022

DocuSign Envelope ID: 26861BB5-812D-47E2-9D67-C2ADD52CDA74

Shriram Revankar

Exhibit 31.1

CERTIFICATION

I, Kevin J. Yeaman, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Dolby Laboratories, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 9, 2022

/s/ KEVIN J. YEAMAN

Kevin J. Yeaman

President and Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION

I, Robert Park, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Dolby Laboratories, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 9, 2022

/s/ ROBERT PARK

Robert Park

Senior Vice President and Chief Financial Officer
(Principal Financial Officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Dolby Laboratories, Inc. (the "Company"), on Form 10-Q for the fiscal quarter ended July 1, 2022, as filed with the Securities and Exchange Commission (the "Report"), Kevin J. Yeaman, President and Chief Executive Officer of the Company and Robert Park, Senior Vice President and Chief Financial Officer of the Company, respectively, do each hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- The information in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: August 9, 2022

/s/ KEVIN J. YEAMAN

Kevin J. Yeaman
President and Chief Executive Officer
(Principal Executive Officer)

/s/ ROBERT PARK

Robert Park
Senior Vice President and Chief Financial Officer
(Principal Financial Officer)