

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

**FORM 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER  
THE SECURITIES EXCHANGE ACT OF 1934**

**Report on Form 6-K dated August 1, 2013**

**Commission File Number: 1-13546**

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**STMicroelectronics N.V.**

(Name of Registrant)

WTC Schiphol Airport  
Schiphol Boulevard 265  
1118 BH Schiphol Airport  
The Netherlands

(Address of Principal Executive Offices)

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Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F  Q

Form 40-F  o

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Yes  £

No  Q

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes  £

No  Q

Indicate by check mark whether the registrant by furnishing the information contained in this form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934:

Yes  £

No  Q

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- \_\_\_\_\_

Enclosure: STMicroelectronics N.V.'s Second Quarter and First Half 2013:

- Operating and Financial Review and Prospects;
  - Unaudited Interim Consolidated Statements of Income, Statements of Comprehensive Income, Balance Sheets, Statements of Cash Flow, and Statements of Equity and related Notes for the three months and six months ended June 29, 2013; and
  - Certifications pursuant to Sections 302 (Exhibits 12.1 and 12.2) and 906 (Exhibit 13.1) of the Sarbanes-Oxley Act of 2002, submitted to the Commission on a voluntary basis.
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## OPERATING AND FINANCIAL REVIEW AND PROSPECTS

### Overview

*The following discussion should be read in conjunction with our Unaudited Interim Consolidated Statements of Income, Statements of Comprehensive Income, Balance Sheets, Statements of Cash Flows and Statements of Equity for the three months and six months ended June 29, 2013 and Notes thereto included elsewhere in this Form 6-K, and our annual report on Form 20-F for the year ended December 31, 2012 as filed with the U.S. Securities and Exchange Commission (the “Commission” or the “SEC”) on March 4, 2013 (the “Form 20-F”). The following discussion contains statements of future expectations and other forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, or Section 21E of the Securities Exchange Act of 1934, each as amended, particularly in the sections “Critical Accounting Policies Using Significant Estimates”, “Business Outlook” and “Liquidity and Capital Resources—Financial Outlook”. Our actual results may differ significantly from those projected in the forward-looking statements. For a discussion of factors that might cause future actual results to differ materially from our recent results or those projected in the forward-looking statements in addition to the factors set forth below, see “Cautionary Note Regarding Forward-Looking Statements” and “Item 3. Key Information—Risk Factors” included in the Form 20-F. We assume no obligation to update the forward-looking statements or such risk factors.*

Our Management’s Discussion and Analysis of Financial Position and Results of Operations (“MD&A”) is provided in addition to the accompanying unaudited interim consolidated financial statements (“Consolidated Financial Statements”) and notes to assist readers in understanding our results of operations, financial condition and cash flows. Our MD&A is organized as follows:

- Critical Accounting Policies using Significant Estimates, which we believe are most important to understanding the assumptions and judgments incorporated in our reported financial results and forecasts.
- Business Overview, a discussion of our business and overall analysis of financial and other relevant highlights of the three months and six months ended June 29, 2013 designed to provide context for the other sections of the MD&A.
- Business Outlook, our expectations for selected financial items for the third quarter of 2013.
- Other Developments in the Second Quarter 2013, general information about our activities.
- Results of Operations, containing a year-over-year and sequential analysis of our financial results for the three months and six months ended June 29, 2013, as well as segment information.
- Legal Proceedings, describing the status of open legal proceedings.
- Related Party Transactions, disclosing transactions with related parties.
- Discussion of the impact of changes in exchange rates, interest rates and equity prices on our activity and financial results.
- Liquidity and Capital Resources, presenting an analysis of changes in our balance sheets and cash flows, and discussing our financial condition and potential sources of liquidity.
- Backlog and Customers, discussing the level of backlog and sales to our key customers.
- Disclosure Controls and Procedures.
- Cautionary Note Regarding Forward-Looking Statements.

## Critical Accounting Policies Using Significant Estimates

The preparation of our Consolidated Financial Statements in accordance with U.S. GAAP requires us to make estimates and assumptions. The primary areas that require significant estimates and judgments by us include, but are not limited to:

- sales returns and allowances;
- determination of the best estimate of the selling price for deliverables in multiple element sale arrangements;
- inventory obsolescence reserves and normal manufacturing capacity thresholds to determine costs capitalized in inventory;
- provisions for litigation and claims and recognition and measurement of loss contingencies;
- valuation at fair value of assets acquired in a business combination, including intangibles, goodwill, investments and tangible assets, as well as the impairment of their related carrying values, and valuation at fair value of assumed liabilities;
- annual and trigger-based impairment review of our goodwill, intangible and tangible assets, as well as an assessment, in each reporting period, of events, which could trigger interim impairment testing;
- estimated value of the consideration to be received and used as fair value for asset groups classified as assets to be disposed of by sale and the assessment of probability of realizing the sale;
- assessment of credit losses and other-than-temporary impairment charges on financial assets, including equity investments;
- restructuring charges and other related exit costs;
- assumptions used in assessing the number of awards expected to vest on stock-based compensation plans;
- assumptions used in calculating pension obligations; and
- determination of the tax rate estimated on the basis of the projected tax amount for the full year, including deferred income tax assets, valuation allowance and assessment of provisions for uncertain tax positions and claims.

We base the estimates and assumptions on historical experience and on various other factors such as market trends, market information used by market participants and the latest available business plans that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities. While we regularly evaluate our estimates and assumptions, the actual results we experience could differ materially and adversely from our estimates. To the extent there are material differences between our estimates and actual results, future results of operations, cash flows and financial position could be significantly affected.

Our Consolidated Financial Statements include the ST-Ericsson joint ventures; in particular, we fully consolidate ST-Ericsson SA and related affiliates (“JVS”), which is owned 50% plus a controlling share by us and is responsible for the full commercial operations of the Wireless business, primarily sales and marketing. The other joint venture is focused on fundamental R&D activities. Its parent company is ST-Ericsson AT SA (“JVD”), which is owned 50% plus a controlling share by Ericsson and is therefore accounted for by us under the equity-method. In March 2013, we signed a memorandum of understanding with Ericsson describing the principles for the break-up and wind-down of the ST-Ericsson joint venture whose closing is expected to become effective in early August 2013. See “—ST-Ericsson break-up”.

We believe the following critical accounting policies require us to make significant judgments and estimates in the preparation of our Consolidated Financial Statements:

*Revenue recognition.* Our policy is to recognize revenues from sales of products to our customers when all of the following conditions have been met: (a) persuasive evidence of an arrangement exists; (b) delivery has occurred; (c) the selling price is fixed or determinable; and (d) collectability is reasonably assured. Our revenue recognition usually occurs at the time of shipment.

Consistent with standard business practice in the semiconductor industry, price protection is granted to distribution customers on their existing inventory of our products to compensate them for declines in market prices. We accrue a provision for price protection based on a rolling historical price trend computed on a monthly basis as a percentage of gross distributor sales. This historical price trend represents differences in recent months between the invoiced price and the final price to the distributor adjusted, if required, to accommodate for a significant change in the current market price. We record the accrued amounts as a deduction of revenue at the time of our sale to distributors. The ultimate decision to authorize a distributor refund remains fully within our control. The short outstanding inventory time period, our visibility into the standard inventory product pricing and our long distributor pricing history, have enabled us to reliably estimate price protection provisions at period end. If market conditions differ from our assumptions, this could have an impact on future periods. In particular, if market conditions were to deteriorate, net revenues could be reduced due to higher product returns and price reductions at the time these adjustments occur, which could severely impact our profitability.

Our customers occasionally return our products for technical reasons. Our standard terms and conditions of sale provide that if we determine that products do not conform, we will repair or replace them, or issue a credit note or rebate of the purchase price. In certain cases, when the products we have supplied have been proven to be defective, we have agreed to compensate our customers for claimed damages in order to maintain and enhance our business relationship. Quality returns are not related to any technological obsolescence issues and are identified shortly after sale in customer quality control testing. We provide for such returns when they are considered probable and can be reasonably estimated. We record the accrued amounts as a reduction of revenue.

Our insurance policy relating to product liability only covers physical and other direct damages caused by defective products. We carry limited insurance against immaterial, non-consequential damages. We record a provision for warranty costs as a charge against cost of sales based on historical trends of warranty costs incurred as a percentage of sales which we have determined to be a reasonable estimate of the probable losses to be incurred for warranty claims in a period.

Any potential warranty claims are subject to our determination that we are at fault for damages, and that such claims usually must be submitted within a short period following the date of sale. This warranty is given in lieu of all other warranties, conditions or terms expressed or implied by statute or common law. Our contractual terms and conditions typically limit our liability to the sales value of the products that gave rise to the claims.

We maintain an allowance for doubtful accounts for potential estimated losses resulting from our customers' inability to make required payments. We base our estimates on historical collection trends and record a provision accordingly. Furthermore, we evaluate our customers' financial condition periodically and record a provision for any specific account we consider as doubtful. In the second quarter of 2013, we did not record any new material specific provision related to bankrupt customers. If we receive information that the financial condition of our customers has deteriorated, resulting in an impairment of their ability to make payments, additional allowances could be required.

While the majority of our sales agreements contain standard terms and conditions, we may, from time to time, enter into agreements that contain multiple elements or non-standard terms and conditions, which require revenue recognition judgments. In such cases, following the guidance related to revenue recognition, the arrangement is allocated to the different elements based on vendor-specific objective evidence, third party evidence or our best estimates of the selling price of the separable deliverables.

*Business combinations and goodwill.* The purchase accounting method applied to business combinations requires extensive use of estimates and judgments to allocate the purchase price to the fair value of the identifiable assets acquired and liabilities assumed. If the assumptions and estimates used to allocate the purchase price are not correct or if business conditions change, purchase price adjustments or future asset impairment charges could be required. At June 29, 2013, the value of goodwill in our balance sheet amounted to \$135 million.

*Impairment of goodwill.* Goodwill recognized in business combinations is not amortized but is tested for impairment annually in the third quarter, or more frequently if a triggering event indicating a possible impairment exists. Goodwill subject to potential impairment is tested at a reporting unit level, which represents a component of an operating segment for which discrete financial information is available after performing a qualitative assessment to determine whether an impairment test is necessary, in cases when we have chosen such option. This impairment test determines whether the fair value of each reporting unit for which goodwill is allocated is lower than the total carrying amount of relevant net assets allocated to such reporting unit, including its allocated goodwill. If lower, the implied fair value of the reporting unit goodwill is then compared to the carrying value of the goodwill and an impairment charge is recognized for any excess. In determining the fair value of a reporting unit, we use the lower of a value determined by applying a market approach with financial metrics of comparable public companies compared to an estimate of the expected discounted future cash flows associated with the reporting unit. Significant management judgments and estimates are used in forecasting the future discounted cash flows, including: the applicable industry's sales volume forecast and selling price evolution, the reporting unit's market penetration and its revenues evolution, the market acceptance of certain new technologies and products, the relevant cost structure, the discount rates applied using a weighted average cost of capital and the perpetuity rates used in calculating cash flow terminal values. Our evaluations are based on financial plans updated with the latest available projections of the semiconductor market, our sales expectations and our costs evaluation, and are consistent with the plans and estimates that we use to manage our business. It is possible, however, that the plans and estimates used may prove to be incorrect, and future adverse changes in market conditions, changes in strategies, lack of performance of major customers or operating results of acquired businesses that are not in line with our estimates may require impairments.

We performed our annual impairment test of goodwill on each of our reporting units during the third quarter of 2012. Based upon the first step of the goodwill impairment test, no impairment was recorded for the DCG, AMS and MMS reporting units since the fair value of the reporting units exceeded their carrying values. However, we were required, based upon step one, to conduct the second step of the impairment test for the Wireless reporting unit whose estimated fair value was lower than its carrying value. As a result of our impairment test, we recorded a non-cash impairment of \$690 million in the third quarter of 2012 followed by an additional non-cash impairment charge of \$232 million in the fourth quarter of 2012, effectively writing off the total amount of goodwill of the Wireless reporting unit, which was required as part of our strategic plan to exit the Wireless joint venture. No impairment charge of goodwill was recorded in the first half of 2013.

Further impairment charges could also result from new valuations triggered by changes in our product portfolio or strategic alternatives, particularly in the event of a downward shift in future revenues or operating cash flows in relation to our current plans or in case of capital injections by, or equity transfers to, third parties at a value lower than the current carrying value.

*Intangible assets subject to amortization.* Intangible assets subject to amortization include intangible assets purchased from third parties recorded at cost and intangible assets acquired in business combinations recorded at fair value, comprised of technologies and licenses, trademarks and contractual customer relationships and computer software. Intangible assets with finite useful lives are reflected net of any impairment losses and are amortized over their estimated useful life. We evaluate each reporting period whether there is reason to suspect that intangible assets held for use might not be recoverable. If we identify events or changes in circumstances which are indicative that the carrying amount is not recoverable, we assess whether the carrying value exceeds the undiscounted cash flows associated with the intangible assets. If exceeded, we then evaluate whether an impairment charge is required by determining if the asset's carrying value also exceeds its fair value. An impairment charge is recognized for the excess of the carrying amount over the fair value. Significant management judgments and estimates are required to forecast undiscounted cash flows associated with the intangible assets. Our evaluations are based on financial plans updated with the latest available projections of growth in the semiconductor market and our sales expectations. They are consistent with the plans and estimates that we use to manage our business. It is possible, however, that the plans and estimates used may be incorrect and that future adverse changes in market conditions or operating results of businesses acquired may not be in line with our estimates and may therefore require us to recognize impairment charges on certain intangible assets.

We will continue to monitor the carrying value of our assets. If market conditions deteriorate, this could result in future non-cash impairment charges against earnings. Further impairment charges could also result from new valuations triggered by changes in our product portfolio or by strategic transactions, particularly in the event of a downward shift in future revenues or operating cash flows in relation to our current plans or in case of capital injections by, or equity transfers to, third parties at a value lower than the one underlying the carrying amount.

At June 29, 2013, the value of intangible assets subject to amortization in our balance sheet amounted to \$250 million.

*Property, plant and equipment.* Our business requires substantial investments in technologically advanced manufacturing facilities, which may become significantly underutilized or obsolete as a result of rapid changes in demand and ongoing technological evolution. We estimate the useful life for the majority of our manufacturing equipment, the largest component of our long-lived assets, to be six years, except for our 300-mm manufacturing equipment whose useful life is estimated to be ten years. This estimate is based on our experience using the equipment over time. Depreciation expense is a major element of our manufacturing cost structure. We begin to depreciate newly acquired equipment when it is placed into service.

We evaluate each reporting period if there is reason to suspect impairment on tangible assets or groups of assets held for use and we perform an impairment review when there is reason to suspect that the carrying value of these long-lived assets might not be recoverable, particularly in case of a restructuring plan. If we identify events or changes in circumstances which are indicative that the carrying amount is not recoverable, we assess whether the carrying value exceeds the undiscounted cash flows associated with the tangible assets or group of assets. If exceeded, we then evaluate whether an impairment charge is required by determining if the asset's carrying value also exceeds its fair value. We normally estimate this fair value based on independent market appraisals or the sum of discounted future cash flows, using market assumptions such as the utilization of our fabrication facilities and the ability to upgrade such facilities, change in the selling price and the adoption of new technologies. We also evaluate and adjust, if appropriate, the assets' useful lives at each balance sheet date or when impairment indicators are identified. Assets classified as held for sale are reported as current assets at the lower of their carrying amount and fair value less costs to sell and are not depreciated. Costs to sell include incremental direct costs to transact the sale that we would not have incurred except for the decision to sell.

We recorded an impairment charge of \$8 million on property, plant and equipment in the second quarter of 2013 related to ST-Ericsson assets following our decision to break up the ST-Ericsson joint venture.

Our evaluations are based on financial plans updated with the latest projections of growth in the semiconductor market and our sales expectations, from which we derive the future production needs and loading of our manufacturing facilities, and which are consistent with the plans and estimates that we use to manage our business. These plans are highly variable due to the high volatility of the semiconductor business and therefore are subject to continuous modifications. If future growth differs from the estimates used in our plans, in terms of both market growth and production allocation to our manufacturing plants, this could require a further review of the carrying amount of our tangible assets and result in a potential impairment loss.

*Inventory.* Inventory is stated at the lower of cost or market value. Cost is based on the weighted average cost by adjusting the standard cost to approximate actual manufacturing costs on a quarterly basis; therefore, the cost is dependent on our manufacturing performance. In the case of underutilization of our manufacturing facilities, we estimate the costs associated with the excess capacity. These costs are not included in the valuation of inventory but are charged directly to cost of sales. Market value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses and cost of completion. As required, we evaluate inventory acquired in business combinations at fair value, less completion and distribution costs and related margin.

While we perform, on a continuous basis, inventory write-offs of products and semi-finished products, the valuation of inventory requires us to estimate a reserve for obsolete or excess inventory as well as inventory that is not of saleable quality. Provisions for obsolescence are estimated for excess uncommitted inventories based on the previous quarter's sales, order backlog and production plans. To the extent that future negative market conditions generate order backlog cancellations and declining sales, or if future conditions are less favorable than the projected revenue assumptions or if issues arise following our exit from ST-Ericsson, we could record additional inventory provisions, which would have a negative impact on our gross margin.

*Restructuring charges.* We have undertaken, and we may continue to undertake, significant restructuring initiatives, which have required us, or may require us in the future, to develop formalized plans for exiting any of our existing activities. We recognize the fair value of a liability for costs associated with exiting an activity when we have a present obligation and the amount can be reasonably estimated. Given the significance and timing of the execution of our restructuring activities, the process is complex and involves periodic reviews of estimates made at the time the original decisions were taken. This process can require more than one year due to requisite governmental and customer approvals and our capability to transfer technology and know-how to other locations. As we operate in a highly cyclical industry, we monitor and evaluate business conditions on a regular basis. If broader or newer initiatives, which could include production curtailment or closure of other manufacturing facilities, were to be taken, we may incur additional charges as well as change estimates of the amounts previously recorded. The potential impact of these changes could be material and could have a material adverse effect on our results of operations or financial condition. In the second quarter of 2013, the restructuring charges and other related closure costs amounted to \$35 million before taxes, mainly related to our initiative to reduce quarterly net operating expenses, comprised of combined selling, general and administrative and research and development expenses, net of other income and expenses, to the \$600-\$650 million range.

*ST-Ericsson break-up.* We signed a memorandum of understanding with Ericsson on March 17, 2013, describing the principles for the break-up and wind-down of the ST-Ericsson joint venture. On the basis of this memorandum of understanding, ST-Ericsson activities have been split up into three main parts. The first part includes the design, development and related expenses associated with the R&D costs for the LTE multimode thin modem products, which is part of our Wireless product line. These expenses have been charged back to Ericsson, resulting in a \$131 million reduction of the total R&D expenses in our Consolidated Statements of Income for the first half of 2013. The second part relates to the existing ST-Ericsson products business, other than LTE multimode thin modems, and design activities in France and Italy and certain assembly and test facilities, which are, since March 2, 2013, fully accounted for in our accounts with no attribution to noncontrolling interest in our Consolidated Statement of Income. The third part is related to wind-down activities remaining at ST-Ericsson, equally funded by the two parties. The reorganization of the ST-Ericsson joint venture, which involves at completion the effective break-up and wind-down of the activities of the ST-Ericsson joint venture, in line with our memorandum of understanding signed in March 2013, is expected to occur in early August 2013, in connection with the expected closing of the transaction. We expect that the total cash costs net of proceeds from beginning 2013 through the end of the joint venture, including the covering of ST-Ericsson's ongoing operations during the transition period and the restructuring costs related to the exit from the joint venture, will be in the range of approximately \$300 million to \$350 million.

*Share-based compensation.* We measure the cost of share-based service awards based on the fair value of the award on the grant date. This cost is recognized over the period during which an employee is required to provide service in exchange for the award or the requisite service period, usually the vesting period, and is adjusted for actual forfeitures that occur before vesting. Our share-based compensation plans award shares contingent on the achievement of certain performance conditions based on financial objectives, including our financial results when compared to certain industry performances. In order to determine share-based compensation to be recorded for the period, we use significant estimates on the number of awards expected to vest, including the probability of achieving the fixed performance conditions including those relating to industry performances compared to our financial results, and our best estimates of award forfeitures and employees' service period. Our assumption related to industry performances is generally taken with one quarter lag in line with the availability of the information. In the second quarter of 2013, we recorded a total charge of approximately \$5 million relating to our outstanding stock award plans.

*Income (loss) on Equity-method Investments.* We record our share in the results of entities that we account for under the equity method. This recognition is based on results reported by these entities, relying on their internal reporting systems to measure financial results. In case of triggering events, such as continuing difficult market conditions, which could lead to continued operation losses and negative cash flow, or in the case of a strategic repositioning by one or more of our partners, we determine whether our investment is temporarily or other than temporarily impaired. If impairment is considered to be other than temporary, we need to assess the fair value of our investment and record an impairment charge directly in earnings when fair value is lower than the carrying value of the investment. We make this assessment by evaluating the business on the basis of the most recent plans and projections or to the best of our estimates. In the second quarter of 2013, we recognized a loss of approximately \$91 million related to our equity investment in 3Sun largely due to a non-cash charge of \$69 million on our equity value in 3Sun as share of losses in the investment due to impairment charges reported by 3Sun and a \$2 million income related to other investments, principally ST-Ericsson JVD. We are continuing to monitor our equity investments and if required, additional other-than-temporary impairment charges could negatively impact our future results. As of June 29, 2013, the value in our balance sheet of our equity investments was \$17 million.

*Financial assets.* We classify our financial assets in the following two categories, held for trading and available for sale. Such classification depends on the purpose for which the investments are acquired and held. We determine the classification of our financial assets at initial recognition. Unlisted equity securities with no readily determinable fair value are carried at cost; they are neither classified as trading nor as available for sale financial assets.

Trading and available for sale financial assets are valued at fair value. The fair value of quoted debt and equity securities is based on current market prices. If the market for a financial asset is not active, if no observable market price is obtainable, or if the security is not quoted, we measure fair value by using assumptions and estimates. For unquoted equity securities, these assumptions and estimates include the use of recent arm's length transactions; for debt securities without available observable market price, we establish fair value by reference to publicly available indexes of securities with the same rating and comparable or similar underlying collaterals or industries' exposure, which we believe approximates the amount that would be received from the sale of the asset in an orderly transaction between market participants. In measuring fair value, we make maximum use of market inputs and rely as little as possible on entity specific inputs. As of June 29, 2013, the value in our balance sheet of our financial assets was \$189 million, of which \$100 million was U.S. government debt securities and \$89 million was senior debt floating rate notes. Both were classified as assets available-for-sale.

*Income taxes.* We make estimates and judgments in determining income tax for the period, comprising current and deferred income tax. We need to assess the income tax expected to be paid or the benefit expected to be received related to the current year income (loss) in each tax jurisdiction and recognize deferred income tax for all temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the Consolidated Financial Statements. Furthermore, we assess all material open income tax positions in all tax jurisdictions to determine any uncertain tax positions, and to record a provision for those that are not more likely than not to be sustained upon examination by the taxing authorities, which could require potential tax claims or assessments in various jurisdictions. In such an event and in case any tax assessment exceeds our provisions, we could be required to record additional charges in our accounts, which could significantly exceed our best estimates and our existing provisions.

We also assess the likelihood of realization of our deferred tax assets originated by our net operating loss carry-forwards. The ultimate realization of deferred tax assets is dependent upon, among other things, our ability to generate future taxable profit available against loss carry forwards or tax credits before their expiration or our ability to implement prudent and feasible tax planning strategies. We record a valuation allowance against the deferred tax assets when we consider it is more likely than not that the deferred tax assets will not be realized, which would increase our provision for income taxes.

As of June 29, 2013, we had current deferred tax assets of \$224 million and non-current deferred tax assets of \$395 million, net of valuation allowances. Our deferred tax assets have increased in the past few years. In the second quarter of 2013, we continued to assess the future recoverability of the deferred tax assets resulting from past net operating losses.

We could be required to record further valuation allowances thereby reducing the amount of total deferred tax assets, resulting in an increase of our income tax charge, if our estimates of projected future taxable income and benefits from available tax strategies are reduced as a result of a change in our assessment or due to other factors, or if changes in current tax regulations are enacted that impose restrictions on the timing or extent of our ability to utilize net operating losses and tax credit carry forwards in the future. Likewise, a change in the tax rates applicable in the various jurisdictions or unfavorable outcomes of any ongoing tax audits could have a material impact on our future tax provisions in the periods in which these changes could occur.

*Patent and other Intellectual Property ("IP") litigation or claims.* As is the case with many companies in the semiconductor industry, we have from time to time received, and may in the future receive, communications alleging possible infringement of patents and other IP rights of third parties. Furthermore, we may become involved in costly litigation brought against us regarding patents, mask works, copyrights, trademarks or trade secrets. In the event the outcome of a litigation claim is unfavorable to us, we may be required to take a license for the underlying IP right on economically unfavorable terms and conditions, possibly pay damages for prior use, and/or face an injunction, all of which singly or in the aggregate could have a material adverse effect on our results of operations and on our ability to compete. See Item 3. "Key Information — Risk Factors — Risks Related to Our Operations — We depend on patents to protect our rights to our technology and may face claims of infringing the IP rights of others" included in our Form 20-F, which may be updated from time to time in our public filings.



We record a provision when we believe that it is probable that a liability has been incurred and the amount of the loss can be reasonably estimated. We regularly evaluate losses and claims to determine whether they need to be adjusted based on current information available to us. Such estimates are difficult to the extent that they are largely dependent on the status of ongoing litigation that may vary based on positions taken by the Court with respect to issues submitted, demands of opposing parties, changing laws, discovery of new facts or other matters of fact or law. As of June 29, 2013, based on our current evaluation of ongoing litigation and claims we face, we have not estimated any amounts that could have a material impact on our results of operations and financial condition with respect to probable risks. We currently estimate that possible losses for known claims are in the range of \$30 million to \$50 million. In the event of litigation that is adversely determined with respect to our interests, or in the event that we need to change our evaluation of a potential third party claim based on new evidence, facts or communications, unexpected rulings or changes in the law, this could have a material adverse effect on our results of operations or financial condition at the time it were to materialize. We are in discussion with several parties with respect to claims against us relating to possible infringement of IP rights. We are also involved in certain legal proceedings concerning such issues. See “Legal Proceedings”.

*Other claims.* We are subject to the possibility of loss contingencies arising in the ordinary course of business. These include, but are not limited to: warranty costs on our products not covered by insurance, breach of contract claims, tax claims beyond assessed uncertain tax positions as well as claims for environmental damages. We are also exposed to numerous legal risks which until now have not resulted in legal disputes and proceedings. These include risks related to product recalls, environment, anti-trust, anti-corruption and competition, as well as other compliance regulations. We may also face claims in the event of breaches of law committed by individual employees or third parties. In determining loss contingencies, we consider the likelihood of a loss of an asset or the occurrence of a liability, as well as our ability to reasonably estimate the amount of such loss or liability. An estimated loss is recorded when we believe that it is probable that a liability has been incurred and the amount of the loss can be reasonably estimated. We regularly re-evaluate any losses and claims and determine whether our provisions need to be adjusted based on the current information available to us. As of June 29, 2013, based on our current evaluation of ongoing litigation and claims we face, we have not estimated any amounts that could have a material impact on our results of operations and financial condition with respect to either probable or possible risks. In the event we are unable to accurately estimate the amount of such loss in a correct and timely manner, this could have a material adverse effect on our results of operations or financial condition at the time such loss were to materialize. For further details, see “Legal Proceedings” and Note 23 to our Consolidated Financial Statements.

There can be no assurance that all IP litigation or claims and other claims to which we are currently subject will be resolved in our favor or as currently anticipated. If the outcome of any claim or litigation were to be unfavorable to us, we could incur monetary damages, and/or face an injunction, all of which singly or in the aggregate could have an adverse effect on our results of operations and our ability to compete.

*Pension and Post-Retirement Benefits.* Our results of operations and our Consolidated Balance Sheet include amounts for pension obligations and post-retirement benefits that are measured using actuarial valuations. At June 29, 2013, our pension and post-retirement benefit obligations net of plan assets amounted to \$492 million based on the assumption that our employees will work with us until they reach the age of retirement. These valuations are based on key assumptions, including discount rates, expected long-term rates of return on funds and salary increase rates. These assumptions are updated on an annual basis at the beginning of each fiscal year or more frequently upon the occurrence of significant events. Any changes in the pension schemes or in the above assumptions can have an impact on our valuations. The measurement date we use for our plans is December 31.

#### ***Fiscal Year***

Under Article 35 of our Articles of Association, our financial year extends from January 1 to December 31, which is the period end of each fiscal year. The first quarter of 2013 ended on March 30, 2013. The second quarter ended on June 29. The third quarter and the fourth quarter of 2013 will end on September 28 and December 31, 2013, respectively. Based on our fiscal calendar, the distribution of our revenues and expenses by quarter may be unbalanced due to a different number of days in the various quarters of the fiscal year and can also differ from equivalent prior years' periods. There were 91 days in the second quarter of 2013 compared to 89 days in the first quarter of 2013 and 91 days in the second quarter of 2012.

## Business Overview

The total available market is defined as the “TAM”, while the serviceable available market, the “SAM”, is defined as the market for products produced by us (which consists of the TAM and excludes certain product families such as Microprocessors (“MPUs”), MOS DRAMs, MOS SRAMs, optoelectronics devices, Flash Memories, MOS ROMs and EPROMs, but includes MOS Other Memory Circuits and Image Sensors).

In the second quarter of 2013, the semiconductor industry registered sequentially a solid growth in demand, while at the same time there is still some uncertainty in the market place, in particular in the smartphone market.

Based on the most recently published estimates by WSTS, semiconductor industry revenues increased in the second quarter of 2013 on a sequential basis by approximately 6% for the TAM and 4% for the SAM to reach approximately \$75 billion and \$44 billion, respectively. On a year-over-year basis, in the second quarter of 2013, the TAM increased by approximately 2% while the SAM slightly decreased by approximately 1%.

With reference to our revenues performance, our second quarter 2013 revenues amounted to \$2,045 million, a 1.8% increase on a sequential basis, which was below the mid-point of our guidance, mainly due to lower revenues in our Wireless product line; excluding Wireless, our revenues increased 6.8%, which was in line with expectations. The sequential increase in our revenues is the result of an increase of 7.3% in our Sense & Power and Automotive Products (SPA) segment while our Embedded Processing Solutions (EPS) segment decreased by 5.0% due to a drop in Wireless revenues by 32.1%. On a year-over-year basis, our revenues decreased by 4.8%, which is the result of an increase of 4.6% in our SPA segment whereas our EPS segment decreased 16.0% mainly driven by weakness in Wireless, Digital Convergence and Imaging product lines. Our performance was below the SAM both on a sequential and year-over-year basis, mainly due to Wireless. For a detailed description of our segments, see “Results of Operations—Segment Information” below.

Our effective average exchange rate for the second quarter of 2013 was \$1.30 for €1.00 compared to \$1.31 for €1.00 for the first quarter of 2013 and \$1.32 for €1.00 in the second quarter of 2012. Our effective average exchange rate for the first half of 2013 was \$1.30 for €1.00 compared to \$1.32 for €1.00 for the first half of 2012. For a more detailed discussion of our hedging arrangements and the impact of fluctuations in exchange rates, see “Impact of Changes in Exchange Rates” below.

Our second quarter 2013 gross margin reached 32.8% of revenues, slightly above the 32.7% mid-point of our guidance. On a sequential basis, our second quarter 2013 gross margin improved 150 basis points reflecting lower unsaturation charges, manufacturing efficiencies and higher volumes partially offset by price pressure on our revenues. On a year-over-year comparison, gross margin decreased 150 basis points, notwithstanding lower unsaturation charges and manufacturing efficiencies, principally due to a decrease in the selling prices and a less favorable product mix in comparison with the prior year period.

Our combined selling, general and administrative and research and development expenses, net of other income and expenses, amounted to \$736 million, a significant decrease compared to \$808 million in the prior quarter and \$887 million in the prior year quarter. Sequentially, the decrease was principally due to the charge back to Ericsson of the LTE multimode thin modem development expenses, the ST-Ericsson wind-down and also benefiting from our cost savings initiatives.

Our operating losses were \$107 million in the second quarter of 2013 significantly improving compared to the loss of \$281 million in the first quarter of 2013 and the loss of \$207 million in the second quarter of 2012. Sequentially, the improvement in our operating losses in the second quarter of 2013 was mainly driven by our operating expenses reduction, lower restructuring charges and the benefit of higher sales volume and improved gross profit. By product segment, the main improvement was registered by EPS which was the primary beneficiary of the reduction in our operating expenses

In the second quarter of 2013, we saw sequential progress towards our objectives of sales growth, gross margin improvement and expense reduction. Sales were in line with our guidance, despite an accelerated decline of ST-Ericsson’s existing product revenues. Gross margin came in above the mid-point of our guidance due to manufacturing efficiencies and increased volumes. Our quarterly operating expense run rate continued to decrease substantially both on a sequential and year-over-year basis. Our strong sequential increase in sales of 6.8%, excluding Wireless product line, came from growth in several key product areas including Microcontrollers, Industrial and Power, Automotive and Imaging. These results were due to both the introduction of new products and the changes we made last year to expand our geographic and customer coverage, with new major accounts and distributors, with the latter further increasing as a percentage of sales. We again made solid progress towards our quarterly net operating expenses target range as we exited the second quarter with operating expenses excluding restructuring charges of \$736 million, or \$72 million and \$151 million lower than the prior and year-ago quarters.

## Business Outlook

Macro trends remain uncertain but excluding ST-Ericsson we have seen a progressive improvement in bookings in the second quarter, although, towards the end of the second quarter, we experienced a softening in the smartphone market also impacting our products.

We continue to expect the ramp of key products in MEMS, Automotive, Microcontrollers and Imaging in the second half of this year, which should lead to higher sequential revenue results for both the third and fourth quarters of this year.

In combination, we expect third quarter net revenues, excluding our Wireless product line, to increase about 3.5% at the mid-point. Including our Wireless product line, we expect overall revenues to be about flat sequentially at the mid-point of our guidance. We again expect significant reductions in operating expenses in the third quarter and we are well aligned to achieve our net operating expenses target range of \$600 million to \$650 million in the first quarter of 2014. Furthermore, with the closing of the ST-Ericsson transaction, the ST-Ericsson activities will be deconsolidated.

As we look ahead, we anticipate progressive improvement in our gross margin. First, with fab utilization at a more stable and optimal level we plan to continue to grow our business in our targeted growth drivers. Second, we are focused on better utilizing and optimizing our technology portfolio. Third, we are now in a position to more aggressively manage our product mix in order to prune lower margin products from our portfolio. To successfully achieve this, we will make gradual structural changes to our manufacturing footprint to ensure that it matches our needs, complemented by our foundry sourcing. As a result, we plan to gradually expand 8-inch capacity while winding down certain 6-inch manufacturing lines in Singapore and Catania, Italy and consolidate our back-end activities in China to Shenzhen.

Finally, to support our proprietary R&D activities for CMOS derivative technology investments, we recently signed an important frame agreement with the French Government for the 'Nano2017' program.

We expect third quarter 2013 revenues to be about flat on a sequential basis, plus or minus 3.5 percentage points. Gross margin in the third quarter is expected to be about 33.5%, plus or minus 2.0 percentage points.

*This outlook is based on an assumed effective currency exchange rate of approximately \$1.30 = €1.00 for the 2013 third quarter and includes the impact of existing hedging contracts. The third quarter will close on September 28, 2013.*

*These are forward-looking statements that are subject to known and unknown risks and uncertainties that could cause actual results to differ materially; in particular, refer to those known risks and uncertainties described in "Cautionary Note Regarding Forward-Looking Statements" and Item 3. "Key Information — Risk Factors" in our Form 20-F as may be updated from time to time in our SEC filings.*

## Other Developments in the Second Quarter 2013

On April 22, we announced that our Supervisory Board has approved the Managing Board proposal to the forthcoming 2013 Annual General Meeting of Shareholders to resolve on the distribution of a cash dividend of US\$0.10 for the second quarter, and of US\$0.10 for the third quarter, per outstanding share of our common stock to be paid in June and September of 2013, respectively. The amount of the proposed second and third quarter of 2013 cash dividend is stable with respect to previous quarterly dividend distribution. In addition, upon the proposal of the Supervisory Board, the quarterly dividend distribution will be decided semi-annually instead of annually.

On April 22, we announced that Ms. Martine Verluyten has succeeded Mr. Tom de Waard as Chair of the Audit Committee of our Supervisory Board.

On May 21, we announced our leadership of Places2Be, a 3-year, €360M advanced-technology pilot-line project with the participation of 18 other leading European companies and academic institutions to support the industrialization of Fully-Depleted Silicon-On-Insulator (FD-SOI) microelectronics technology. Places2Be (“Pilot Lines for Advanced CMOS Enhanced by SOI in 2x nodes, Built in Europe”) aims to support the deployment of an FD-SOI pilot line at 28-nm and the subsequent node, as well as a dual source that will enable volume manufacturing in Europe. Places2Be will drive the creation of a European microelectronics design ecosystem using this FD-SOI platform and explore the path towards the next step for this technology (14/10nm).

On May 22, we announced that Jean-Marc Chery, Executive Vice President, was appointed General Manager of the Embedded Processing Solutions Segment, a new position, and Vice-Chairman of the Corporate Strategic Committee where he has been a Member since 2008. We also announced the appointments of Claude Dardanne, Executive Vice President and General Manager of Microcontroller, Memory & Secure MCU, and Benedetto Vigna, Executive Vice President and General Manager of Analog, MEMS and Sensors, as Members of the Corporate Strategic Committee. The Sense & Power and Automotive products Segment is led by our President and Chief Executive Officer, Carlo Bozotti.

On May 28, we announced that ST-Ericsson has sold the assets and intellectual property rights associated with its mobile connectivity Global Navigation Satellite System business to a leading semiconductor company. The sale of these assets represents another step in the execution of ST-Ericsson’ shareholders’ announcement of March 18, 2013. In addition to the assets and intellectual property rights associated with this business, a world class team of 130 industry veterans located in Daventry (UK), Bangalore (India) and Singapore are anticipated to join the buyer at closing of the transaction. The closing of the transaction is expected to be completed in August 2013. ST-Ericsson estimates the proceeds from the sale, combined with the avoidance of employee restructuring charges and other related restructuring costs, will reduce the joint venture’s cash needs by approximately \$90 million.

On June 17, we announced that we had signed a comprehensive agreement with Rambus Inc. expanding existing licenses between the two Companies, settling all outstanding claims, and committing both organizations to explore additional opportunities for collaboration. The multifaceted agreement gives Rambus access to our Fully-Depleted Silicon On Insulator (FD-SOI) process-technology design environment while giving us secured license terms from the Cryptography Research, Inc. (CRI) division of Rambus that makes it possible for us to expand deployment of security technology for banking, identity, PayTV, video gaming, smartphones, and government, across a wider range of products.

Our Annual General Meeting of Shareholders was held on June 21 in Amsterdam and the following decisions were approved by our shareholders:

- The adoption of our 2012 Statutory Annual Accounts prepared in accordance with International Financial Reporting Standards (IFRS);
- The distribution of a semi-annual cash dividend of US\$0.10 in the second quarter of 2013, and of US\$0.10 in the third quarter of 2013, per common share, to be paid in June and September of 2013;
- The appointment of Ms. Janet Davidson as a new member of the Supervisory Board for a three-year term, expiring at the 2016 Annual General Meeting of Shareholders, as a replacement for Mr. Raymond Bingham, whose mandate has expired;
- The reappointment of Mr. Alessandro Ovi as member of the Supervisory Board for a three-year term, expiring at the 2016 Annual General Meeting of Shareholders;
- The amendment of the compensation scheme of the Supervisory Board; and
- The approval of a new four-year Unvested Stock Award Plan for Management and Key Employees.

On July 22, we announced a key frame agreement with the French government for the “Nano2017” program which supports our proprietary R&D activities for CMOS derivative technology. This program will strengthen our leadership in key technologies: FD-SOI for logic, next-generation imaging and next-generation embedded non-volatile memories for microcontrollers.

On July 24, we announced the publication of our 2012 Sustainability Report. Containing comprehensive details of our sustainability strategy, policies and performance during 2012, the Report also illustrates how we embed sustainability into every level of our operations to create value for all our stakeholders.

The reorganization of the ST-Ericsson joint venture, which involves at completion the effective break-up and wind-down of the activities of the ST-Ericsson joint venture, in line with our memorandum of understanding signed in March 2013, is expected to occur in early August 2013, in connection with the expected closing of the transaction. In addition, we agreed with Ericsson funding commitments to the wind-down operations which remain the residual scope of the joint venture, and an indemnity agreement to the ST-Ericsson directors and officers. This residual scope will be governed by a simplified shareholders’ agreement, for the purpose of winding down all subsidiaries in an orderly and cost-efficient manner, of performing post-closing break-up actions and transition services, and of selling residual patents and tangible assets.

## Results of Operations

### Segment Information

We operate in two business areas: Semiconductors and Subsystems.

In the Semiconductors business area, we design, develop, manufacture and market a broad range of products, including discrete and standard commodity components, application-specific integrated circuits (“ASICs”), full-custom devices and semi-custom devices and application-specific standard products (“ASSPs”) for analog, digital and mixed-signal applications. In addition, we further participate in the manufacturing value chain of Smartcard products, which include the production and sale of both silicon chips and Smartcards.

Effective January 1, 2013, our segment reporting reflects our strategy announced on December 10, 2012. Our strategy takes into account the evolution of the markets we are in and the environment we see in the years to come and is based on our leadership in our two product segments, supported by a Sales & Marketing organization with a particular focus on our major accounts, as well as expanding our penetration of the mass market and focusing on five growth drivers: Automotive Products, Application Processors, including Digital Consumer Products, MEMS and Sensors, Microcontrollers and Smart Power.

Our segments are as follows:

- Sense & Power and Automotive Products (SPA), including the following product lines:
  - o Automotive (APG);
  - o Industrial & Power Discrete (IPD)\*;
  - o Analog & MEMS (AMS); and
  - o Other SPA;
- Embedded Processing Solutions (EPS), comprised of the following product lines:
  - o Digital Convergence Group (DCG);
  - o Imaging, BI-CMOS ASIC and Silicon Photonics (IBP);
  - o Microcontrollers, Memory & Security (MMS);
  - o Wireless (WPS); and
  - o Other EPS.

\* Effective in the third quarter of 2013, it will be named “Industrial & Power Group (IPG)”.

In 2013, we revised our results from prior periods in accordance with the new segment structure. The preparation of segment information based on the current segment structure requires us to make estimates and assumptions in determining the operating income (loss) of the segments for the prior reporting periods. We believe that the revised 2012 presentation is consistent with that of 2013 and we use these comparatives when managing our company.

In the Subsystems business area, we design, develop, manufacture and market subsystems and modules for the telecommunications, automotive and industrial markets including mobile phone accessories, battery chargers, ISDN power supplies and in-vehicle equipment for electronic toll payment. Based on its immateriality to our business as a whole, the Subsystems business area does not meet the requirements for a reportable segment as defined in the guidance on disclosures about segments of an enterprise and related information. All the financial values related to Subsystems including net revenues and related costs, are reported in the segment "Others".

The following tables present our consolidated net revenues and consolidated operating income (loss) by product segment. For the computation of the segments' internal financial measurements, we use certain internal rules of allocation for the costs not directly chargeable to the segments, including cost of sales, selling, general and administrative ("SG&A") expenses and a significant part of research and development ("R&D") expenses. In compliance with our internal policies, certain cost items are not charged to the segments, including impairment, restructuring charges and other related closure costs including ST-Ericsson plans, unused capacity charges, certain one-time corporate items such as the first quarter 2012 NXP arbitration award charge, strategic and special R&D programs or other corporate-sponsored initiatives, including certain corporate-level operating expenses and certain other miscellaneous charges. In addition, depreciation and amortization expense is part of the manufacturing costs allocated to the product segments and is neither identified as part of the inventory variation nor as part of the unused capacity charges; therefore, it cannot be isolated in the costs of goods sold.

|  | Three Months Ended       |                 | Six Months Ended         |                 |
|--|--------------------------|-----------------|--------------------------|-----------------|
|  | June 29, 2013            | June 30, 2012   | June 29, 2013            | June 30, 2012   |
|  | (Unaudited, in millions) |                 | (Unaudited, in millions) |                 |
| <b>Net revenues by product line and product segment:</b> |                          |                 |                          |                 |
| Automotive (APG)   | \$ 416                   | \$ 404          | \$ 801                   | \$ 795          |
| Industrial & Power Discrete (IPD)                        | 466                      | 455             | 896                      | 869             |
| Analog & MEMS (AMS)                                      | 327                      | 297             | 640                      | 599             |
| <b>Sense &amp; Power and Automotive Products (SPA)</b>   | <b>1,209</b>             | <b>1,156</b>    | <b>2,337</b>             | <b>2,263</b>    |
| Digital Convergence Group (DCG)                          | 189                      | 229             | 413                      | 437             |
| Imaging, BI-CMOS ASIC and Silicon Photonics (IBP)        | 108                      | 124             | 191                      | 252             |
| Microcontrollers, Memory & Security (MMS)                | 351                      | 284             | 651                      | 558             |
| Wireless (WPS)   | 176                      | 344             | 436                      | 635             |
| Other EPS  | -                        | -               | 1                        | -               |
| <b>Embedded Processing Solutions (EPS)</b>               | <b>824</b>               | <b>981</b>      | <b>1,692</b>             | <b>1,882</b>    |
| Others <sup>(1)</sup>                                    | 12                       | 11              | 26                       | 20              |
| <b>Total consolidated net revenues</b>                   | <b>\$ 2,045</b>          | <b>\$ 2,148</b> | <b>\$ 4,055</b>          | <b>\$ 4,165</b> |

(1) In the second quarter of 2013, "Others" includes revenues from the sales of Subsystems (\$7 million), sales of materials and other products not allocated to product segments (\$4 million) and miscellaneous (\$1 million).

|  | Three Months Ended       |                 | Six Months Ended         |                 |
|--|--------------------------|-----------------|--------------------------|-----------------|
|  | June 29, 2013            | June 30, 2012   | June 29, 2013            | June 30, 2012   |
|  | (Unaudited, in millions) |                 | (Unaudited, in millions) |                 |
| <b>Operating income (loss) by product segment:</b> |                          |                 |                          |                 |
| Sense & Power and Automotive Products (SPA)        | \$ 42                    | \$ 97           | \$ 99                    | \$ 190          |
| Embedded Processing Solutions (EPS) <sup>(1)</sup> | (106)                    | (233)           | (316)                    | (527)           |
| Others <sup>(2)</sup>                              | (43)                     | (71)            | (171)                    | (222)           |
| <b>Total consolidated operating loss</b>           | <b>\$ (107)</b>          | <b>\$ (207)</b> | <b>\$ (388)</b>          | <b>\$ (559)</b> |

(1) The majority of Wireless' activities included in EPS are run through ST-Ericsson JVS. In addition, Wireless includes other items affecting operating results related to the Wireless business. The noncontrolling interest of Ericsson in ST-Ericsson JVS' operating results (which are 100% included in Wireless) is credited on the line "Net loss (income) attributable to noncontrolling interest" of our Consolidated Statements of Income, which represented \$21 million for the quarter ended June 29, 2013.

(2) Operating loss of "Others" includes items such as impairment, restructuring charges and other related closure costs including ST-Ericsson plans, unused capacity charges, certain one-time corporate items such as the first quarter 2012 NXP arbitration award charge and other unallocated expenses such as: strategic or special R&D programs, certain corporate-level operating expenses and other costs that are not allocated to the product segments, as well as operating earnings of the Subsystems and Other Products Group.

|  | Three Months Ended                         |               | Six Months Ended                           |                |
|--|--|---------------|--|----------------|
|  | June 29, 2013                              | June 30, 2012 | June 29, 2013                              | June 30, 2012  |
|  | (Unaudited, as percentage of net revenues) |               | (Unaudited, as percentage of net revenues) |                |
| <b>Operating income (loss) by product segment:</b>         |  |               |  |                |
| Sense & Power and Automotive Products (SPA) <sup>(1)</sup> | 3.5%                                       | 8.3%          | 4.3%                                       | 8.4%           |
| Embedded Processing Solutions (EPS) <sup>(1)</sup>         | (12.8)                                     | (23.7)        | (18.7)                                     | (28.0)         |
| Others   | -  | -             | -  | -              |
| <b>Total consolidated operating loss<sup>(2)</sup></b>     | <b>(5.2)%</b>                              | <b>(9.6)%</b> | <b>(9.6)%</b>                              | <b>(13.4)%</b> |

(1) As a percentage of net revenues per product segment.

(2) As a percentage of total net revenues.

|   | Three Months Ended       |                 | Six Months Ended         |                 |
|---|--------------------------|-----------------|--------------------------|-----------------|
|   | June 29, 2013            | June 30, 2012   | June 29, 2013            | June 30, 2012   |
|   | (Unaudited, in millions) |                 | (Unaudited, in millions) |                 |
| <b>Reconciliation to consolidated operating loss:</b>             |                          |                 |                          |                 |
| Total operating loss of product segments                          | \$ (64)                  | \$ (136)        | \$ (217)                 | \$ (337)        |
| Unused capacity charges   | (2)                      | (16)            | (26)                     | (87)            |
| Impairment, restructuring charges and other related closure costs | (43)                     | (56)            | (144)                    | (74)            |
| Strategic and other research and development programs             | (6)                      | (3)             | (10)                     | (5)             |
| NXP arbitration award   | -                        | -               | -                        | (54)            |
| Other non-allocated provisions <sup>(1)</sup>                     | 8                        | 4               | 9                        | (2)             |
| Total operating loss Others                                       | (43)                     | (71)            | (171)                    | (222)           |
| <b>Total consolidated operating loss</b>                          | <b>\$ (107)</b>          | <b>\$ (207)</b> | <b>\$ (388)</b>          | <b>\$ (559)</b> |

(1) Includes unallocated income and expenses such as certain corporate-level operating expenses and other costs/income that are not allocated to the product segments.

#### Net revenues by location of shipment and by market channel

The table below sets forth information on our net revenues by location of shipment:

|  | Three Months Ended       |                 | Six Months Ended         |                 |
|--|--------------------------|-----------------|--------------------------|-----------------|
|  | June 29, 2013            | June 30, 2012   | June 29, 2013            | June 30, 2012   |
|  | (Unaudited, in millions) |                 | (Unaudited, in millions) |                 |
| <b>Net Revenues by Location of Shipment<sup>(1)</sup>:</b> |                          |                 |                          |                 |
| EMEA   | \$ 516                   | \$ 535          | \$ 1,006                 | \$ 1,048        |
| Americas   | 322                      | 319             | 626                      | 621             |
| Greater China-South Asia                                   | 839                      | 908             | 1,632                    | 1,738           |
| Japan-Korea  | 368                      | 386             | 791                      | 758             |
| <b>Total</b>   | <b>\$ 2,045</b>          | <b>\$ 2,148</b> | <b>\$ 4,055</b>          | <b>\$ 4,165</b> |

(1) Net revenues by location of shipment are classified by location of customer invoiced or reclassified by shipment destination in line with customer demand. For example, products ordered by U.S.-based companies to be invoiced to Greater China-South Asia affiliates are classified as Greater China-South Asia revenues. Furthermore, the comparison among the different periods may be affected by shifts in shipment from one location to another, as requested by our customers.

The table below shows the percentage of our net revenues by market channel:

**Net Revenues by Market Channel<sup>(1)</sup>:**

|              | 74.3%       | 78.0%       | 74.7%       | 78.5        |
|--------------|-------------|-------------|-------------|-------------|
| OEM          |             |             |             |             |
| Distribution | 25.7        | 22.0        | 25.3        | 21.5        |
| <b>Total</b> | <b>100%</b> | <b>100%</b> | <b>100%</b> | <b>100%</b> |

(1) Original Equipment Manufacturers (“OEM”) are the end-customers to which we provide direct marketing application engineering support, while Distribution customers refers to the distributors and representatives that we engage to distribute our products around the world.

The following table sets forth certain financial data from our unaudited Consolidated Statements of Income:

|   | Three Months Ended<br>(unaudited)<br>June 29, 2013 |                      | Three Months Ended<br>(unaudited)<br>June 30, 2012 |                      |
|---|--|----------------------|--|----------------------|
|   | \$ million   | % of net<br>revenues | \$ million   | % of net<br>revenues |
|   | Net sales  | 2,034                | 99.4%  | 2,140                |
| Other revenues  | 11   | 0.6                  | 8  | 0.3                  |
| <b>Net revenues</b>   | <b>2,045</b>                                       | <b>100</b>           | <b>2,148</b>                                       | <b>100</b>           |
| Cost of sales   | (1,373)  | (67.2)               | (1,412)  | (65.7)               |
| <b>Gross profit</b>   | <b>672</b>   | <b>32.8</b>          | <b>736</b>   | <b>34.3</b>          |
| Selling, general and administrative                               | (285)  | (13.9)               | (292)  | (13.6)               |
| Research and development  | (453)  | (22.1)               | (617)  | (28.7)               |
| Other income and expenses, net                                    | 2  | 0.1                  | 22   | 1.0                  |
| Impairment, restructuring charges and other related closure costs | (43)   | (2.1)                | (56)   | (2.6)                |
| <b>Operating loss</b>   | <b>(107)</b>                                       | <b>(5.2)</b>         | <b>(207)</b>                                       | <b>(9.6)</b>         |
| Interest income (expense), net                                    | 7  | 0.4                  | (6)  | (0.3)                |
| Income (loss) on equity method investments                        | (89)   | (4.4)                | (2)  | (0.1)                |
| <b>Loss before income taxes and noncontrolling interest</b>       | <b>(189)</b>                                       | <b>(9.2)</b>         | <b>(215)</b>                                       | <b>(10.0)</b>        |
| Income tax benefit (expense)                                      | 16   | 0.8                  | (20)   | (0.9)                |
| <b>Net loss</b>   | <b>(173)</b>                                       | <b>(8.4)</b>         | <b>(235)</b>                                       | <b>(10.9)</b>        |
| Net loss (income) attributable to noncontrolling interest         | 21   | 1.0                  | 160  | 7.4                  |
| <b>Net loss attributable to parent company</b>                    | <b>(152)</b>                                       | <b>(7.4)</b>         | <b>(75)</b>  | <b>(3.5)%</b>        |

**Second Quarter 2013 vs. First Quarter 2013 and Second Quarter 2012**

**Net revenues**

|                     | Three Months Ended       |                   |                 | % Variation |                   |
|---------------------|--------------------------|-------------------|-----------------|-------------|-------------------|
|                     | June 29, 2013            | March 30,<br>2013 | June 30, 2012   | Sequential  | Year Over<br>Year |
|                     | (Unaudited, in millions) |                   |                 |             |                   |
| Net sales           | \$ 2,034                 | \$ 2,003          | \$ 2,140        | 1.6%        | (5.0)             |
| Other revenues      | 11                       | 6                 | 8               | 78.1        | 54.1              |
| <b>Net revenues</b> | <b>\$ 2,045</b>          | <b>\$ 2,009</b>   | <b>\$ 2,148</b> | <b>1.8</b>  | <b>(4.8)%</b>     |

**Sequential comparison**

On a sequential basis, our revenues increased by 1.8%, resulting from an approximate 10% increase in units sold, partially offset by an approximate 8% decrease in average selling prices of which 2% was down due to a pure price effect and 6% was down due to a less favorable product mix. Excluding Wireless, our revenues increased by 6.8%.



By product segment, our SPA revenues increased by approximately 7% while EPS registered a decrease of approximately 5%. Within the SPA segment, IPG, APG and AMS increased their revenues by approximately 9%, 8% and 5% respectively. Within EPS, Wireless and DCG revenues decreased significantly by approximately 32% and 16%, respectively, while IBP and MMS both increased their revenues sequentially by approximately 29% and 17%, respectively.

By market channel, the second quarter of 2013 showed a sequential improvement for Distribution, which reached a 26% share of revenues from the 25% share registered in the first quarter of 2013.

By location of shipment, all regions grew sequentially except Japan-Korea which decreased by approximately 13%, mainly due to the drop of Wireless sales.

Both in the second quarter of 2013 and the second quarter of 2012, no customer exceeded 10% of our total net revenues.

#### ***Year-over-year comparison***

Our second quarter 2013 net revenues decreased by approximately 5% as a result of an approximate 11% decline in average selling prices, partially offset by a higher volume. The reduction in average selling prices resulted from a pure pricing effect down by approximately 6% and a less favorable product mix by about 5%.

By product segment, SPA registered an increase of approximately 5%, while EPS revenues were down by approximately 16%. Within SPA, all product lines increased their revenues with AMS up by approximately 10% and APG and IPG both up by approximately 3%. Within EPS, Wireless sales registered a decline of approximately 49%, reflecting the decision to exit the ST-Ericsson joint venture while DCG and IPB decreased by approximately 18% and 13%, respectively. MMS increased by about 24% compared to the prior year quarter.

By market channel, our revenues registered a major increase in Distribution, which was up approximately 11%, reaching a 26% share of total revenues.

By location of shipment, Greater China-South Asia, Japan-Korea and EMEA were negatively impacted by a lower demand, while the Americas slightly increased.

#### ***Gross profit***

|  | Three Months Ended       |                |               | % Variation |                |
|--|--------------------------|----------------|---------------|-------------|----------------|
|  | June 29, 2013            | March 30, 2013 | June 30, 2012 | Sequential  | Year-Over-Year |
|  | (Unaudited, in millions) |                |               |             |                |
| Cost of sales                                | \$ (1,373)               | \$ (1,381)     | \$ (1,412)    | 0.5%        | 2.7%           |
| Gross profit                                 | 672                      | 628            | 736           | 6.9         | (8.8)          |
| Gross margin (as percentage of net revenues) | 32.8%                    | 31.3%          | 34.3%         | -           | -              |

In the second quarter, gross margin was 32.8%, increasing sequentially by 150 basis points, mainly due to higher sales volume, lower unused capacity charges, which accounted for approximately 20 basis points compared to 120 basis points in the prior quarter, and improved manufacturing efficiencies, which offset decreasing selling prices and a less favorable product mix.

On a year-over-year basis, gross margin decreased by approximately 150 basis points, mainly due the negative impact of lower selling prices, partially offset by lower unused capacity charges, which accounted for approximately 70 basis points in the year-ago quarter.

### Selling, general and administrative expenses

|  | Three Months Ended       |                |               | % Variation |                |
|--|--------------------------|----------------|---------------|-------------|----------------|
|  | June 29, 2013            | March 30, 2013 | June 30, 2012 | Sequential  | Year-Over-Year |
|  | (Unaudited, in millions) |                |               |             |                |
| Selling, general and administrative expenses | \$ (285)                 | \$ (279)       | \$ (292)      | (2.3)%      | 2.4%           |
| As percentage of net revenues                | (13.9)%                  | (13.9)%        | (13.6)%       | -           | -              |

The amount of our SG&A expenses increased sequentially mainly due to labor cost dynamics while they decreased on a year-over-year basis primarily due to our cost savings initiatives. As a percentage of revenues, our SG&A expenses amounted to 13.9%, slightly increasing year-over-year in comparison to 13.6%, and stable compared to the prior quarter.

### Research and development expenses

|                                   | Three Months Ended       |                |               | % Variation |                |
|-----------------------------------|--------------------------|----------------|---------------|-------------|----------------|
|                                   | June 29, 2013            | March 30, 2013 | June 30, 2012 | Sequential  | Year-Over-Year |
|                                   | (Unaudited, in millions) |                |               |             |                |
| Research and development expenses | \$ (453)                 | \$ (533)       | \$ (617)      | 15.1%       | 26.6%          |
| As percentage of net revenues     | (22.1)%                  | (26.6)%        | (28.7)%       | -           | -              |

On a sequential basis, the second quarter 2013 R&D expenses decreased mainly due to the charge back to Ericsson of LTE multimode thin modem development expenses which accounted for \$102 million in the second quarter of 2013 compared to \$29 million in the first quarter of 2013 since it began in March 2013. On a year-over-year basis, our R&D expenses decreased mainly driven by the charge back to Ericsson of the LTE multimode thin modem development expenses and our cost realignment programs including our Digital restructuring plan and the restructuring plan of ST-Ericsson.

The R&D expenses were net of research tax credits, which amounted to \$38 million in the second quarter of 2013, increasing sequentially by \$7 million.

As a percentage of revenues, the second quarter 2013 ratio decreased sequentially by approximately 5 percentage points, due to the lower level of expenses.

### Other income and expenses, net

|                                       | Three Months Ended       |                |               |
|---------------------------------------|--------------------------|----------------|---------------|
|                                       | June 29, 2013            | March 30, 2013 | June 30, 2012 |
|                                       | (Unaudited, in millions) |                |               |
| Research and development funding      | \$ 10                    | \$ 10          | \$ 24         |
| Exchange gain, net                    | 1                        | 3              | 2             |
| Patent costs                          | (8)                      | (7)            | (10)          |
| Gain on sale of non-current assets    | 2                        | -              | 7             |
| Other, net                            | (3)                      | (2)            | (1)           |
| <b>Other income and expenses, net</b> | <b>\$ 2</b>              | <b>\$ 4</b>    | <b>\$ 22</b>  |
| As percentage of net revenues         | 0.1%                     | 0.2%           | 1.0%          |

Other income and expenses, net, mainly included items such as R&D funding and gain on sale of non-current assets offset by patent costs. Income from R&D funding was associated with our R&D projects, which, upon project approval, qualifies as funding on the basis of contracts with local government agencies. In the second quarter of 2013, we recognized an income net of \$2 million, decreasing on a year-over-year basis mainly due to the lower level of R&D funding.

## Impairment, restructuring charges and other related closure costs

|   | Three Months Ended       |                |               |
|---|--------------------------|----------------|---------------|
|   | June 29, 2013            | March 30, 2013 | June 30, 2012 |
|   | (Unaudited, in millions) |                |               |
| Impairment, restructuring charges and other related closure costs | \$ (43)                  | \$ (101)       | \$ (56)       |

In the second quarter of 2013, we recorded \$43 million of impairment, restructuring charges and other related closure costs, mainly due to the following:

- \$33 million in restructuring charges related to our headcount reduction initiative to significantly reduce quarterly net operating expenses to the range of \$600-\$650 million by the beginning of 2014;
- \$5 million in restructuring charges related to the previously announced ST-Ericsson restructuring plans;
- \$1 million in restructuring charges in relation to our Digital restructuring plan announced in October 2012;
- \$8 million in impairment charges primarily related to certain assets considered as assets held for sale as part of the ST-Ericsson exit, offset by \$9 million net reduction of the restructuring provision in relation with the ST-Ericsson exit; and
- \$5 million in restructuring charges related to other restructuring initiatives.

In the first quarter of 2013, we recorded \$101 million of impairment, restructuring charges and other related closure costs, of which: (i) \$82 million in impairment and restructuring charges related to the ST-Ericsson exit; (ii) \$14 million in restructuring charges related to our headcount reduction initiative to significantly reduce quarterly net operating expenses to the range of \$600-\$650 million by the beginning of 2014; (iii) \$4 million in restructuring charges related to the previously announced ST-Ericsson restructuring plans; and (iv) \$1 million in restructuring charges in relation to our Digital restructuring plan announced in October 2012.

In the second quarter of 2012, we recorded \$56 million of impairment, restructuring charges and other related closure costs, of which: (i) \$44 million was recorded in relation to the ST-Ericsson restructuring plan announced in April 2012, primarily consisting of employee termination benefits for involuntary departures; (ii) \$10 million related to the ST-Ericsson cost savings plan announced in June 2011, primarily consisting of lease contract termination costs recorded in connection with the closure of certain locations; (iii) \$1 million related to the ST-Ericsson workforce reduction plans announced in April and December 2009; and (iv) \$1 million related to our manufacturing restructuring plan as part of the closure of our Carrollton (Texas) site.

## Operating loss

|                               | Three Months Ended       |                |               |
|-------------------------------|--------------------------|----------------|---------------|
|                               | June 29, 2013            | March 30, 2013 | June 30, 2012 |
|                               | (Unaudited, in millions) |                |               |
| Operating loss                | \$ (107)                 | \$ (281)       | \$ (207)      |
| In percentage of net revenues | (5.2)%                   | (14.0)%        | (9.6)%        |

The second quarter 2013 registered an operating loss of \$107 million compared to an operating loss of \$281 million in the prior quarter and an operating loss of \$207 million in the year-ago quarter. The second quarter 2013 sequentially registered a significant improvement in our operating results, driven by higher revenues, a lower amount of unused capacity charges, a significant reduction in our R&D expenses and lower amount of impairment, restructuring charges and other related closure costs. Compared to the year-ago period, the improvement in our operating results was mainly due to the savings in net operating expenses.

By product segment, SPA reported a decline in its operating income compared to the prior quarter despite slightly higher revenues mainly due to an increased level of operating expenses following the deployment of ST-Ericsson resources to the segment and the negative impact of declining selling prices. Our EPS segment decreased sequentially its operating losses, mainly due to lower losses at ST-Ericsson following the allocation of LTE multimode thin modem activities to Ericsson. The segment "Others" decreased its losses to \$43 million, from \$129 million in the prior quarter, mainly due to lower restructuring charges and unused capacity charges. On a year-over basis, our SPA segment operating income decreased from \$97 million in the year-ago quarter to \$42 million while EPS improved its results from a loss of \$233 million to a loss of \$106 million. The segment "Others" slightly decreased its losses.

**Interest income (expense), net**

|                                | Three Months Ended       |                |               |
|--------------------------------|--------------------------|----------------|---------------|
|                                | June 29, 2013            | March 30, 2013 | June 30, 2012 |
|                                | (Unaudited, in millions) |                |               |
| Interest income (expense), net | \$ 7                     | \$ (7)         | \$ (6)        |

We recorded net interest income of \$7 million, significantly improving both on a year-over-year and sequential basis, mainly as a result of a one-time interest payment received with respect to a U.S tax refund in the second quarter of 2013.

**Income (loss) on equity-method investments**

|  | Three Months Ended       |                |               |
|--|--------------------------|----------------|---------------|
|  | June 29, 2013            | March 30, 2013 | June 30, 2012 |
|  | (Unaudited, in millions) |                |               |
| Income (loss) on equity-method investments | \$ (89)                  | \$ (13)        | \$ (2)        |

In the second quarter of 2013, we recorded a charge of \$89 million, of which \$91 million related to our share in 3Sun results, which consisted of \$22 million operating losses and \$69 million as non-cash item following their assets impairment. Additionally, we recognized income of \$2 million related to other investments.

**Income tax benefit (expense)**

|                              | Three Months Ended       |                |               |
|------------------------------|--------------------------|----------------|---------------|
|                              | June 29, 2013            | March 30, 2013 | June 30, 2012 |
|                              | (Unaudited, in millions) |                |               |
| Income tax benefit (expense) | \$ 16                    | \$ 4           | \$ (20)       |

During the second quarter of 2013, we registered an income tax benefit of \$16 million, reflecting the annual effective tax rate estimated in each of our jurisdictions, applied to the second quarter consolidated result before taxes. In addition, our income tax includes the estimated impact of provisions related to potential tax positions which have been considered uncertain. As in prior quarters, there was no tax benefit from the losses generated by ST-Ericsson since we estimated that the net operating losses could not be recoverable against future profits.

**Net loss (income) attributable to noncontrolling interest**

|   | Three Months Ended       |                |               |
|---|--------------------------|----------------|---------------|
|   | June 29, 2013            | March 30, 2013 | June 30, 2012 |
|   | (Unaudited, in millions) |                |               |
| Net loss (income) attributable to noncontrolling interest | \$ 21                    | \$ 126         | \$ 160        |

In the second quarter of 2013, we recorded \$21 million representing the loss attributable to noncontrolling interest, which mainly included the 50% less one share owned by Ericsson in the consolidated ST-Ericsson JVS. In the first quarter of 2013, the corresponding amount was \$126 million. The second quarter largely decreased following the significant reduction of operating losses at ST-Ericsson.

All periods included the recognition of noncontrolling interest related to our joint venture in Shenzhen, China for assembly operating activities and Incard do Brazil for distribution. Those amounts were not material.

*Net loss attributable to parent company*

|   | Three Months Ended       |                |               |
|---|--------------------------|----------------|---------------|
|   | June 29, 2013            | March 30, 2013 | June 30, 2012 |
|   | (Unaudited, in millions) |                |               |
| Net loss attributable to parent company | \$ (152)                 | \$ (171)       | \$ (75)       |
| As percentage of net revenues           | (7.4)%                   | (8.5)%         | (3.5)%        |

For the second quarter of 2013, we reported a net loss of \$152 million, slightly improving sequentially but a significant deterioration compared to the year-ago quarterly loss due to the aforementioned factors.

Earnings per share for the second quarter of 2013 was \$(0.17) compared to \$(0.19) in the first quarter of 2013 and \$(0.08) per share in the year-ago quarter.

In the second quarter of 2013, the impact per share after tax of impairment, restructuring charges and other related closure costs and other one-time items, was estimated to be approximately \$(0.11) per share, while in the first quarter of 2013, it was estimated to be approximately \$(0.06) per share. In the year-ago quarter, the impact of impairment, restructuring charges and other related closure costs and other one-time items was estimated to be approximately \$(0.03) per share.

*First Half of 2013 vs. First Half of 2012*

The following table sets forth consolidated statements of operations data for the periods indicated:

|   | Six Months Ended (Unaudited) |                   | Six Months Ended (Unaudited) |                   |
|---|------------------------------|-------------------|------------------------------|-------------------|
|   | June 29, 2013                | June 29, 2013     | June 30, 2012                | June 30, 2012     |
|   | \$ million                   | % of net revenues | \$ million                   | % of net revenues |
|   |                              |                   |                              |                   |
| Net sales   | \$ 4,037                     | 99.6%             | \$ 4,150                     | 99.7%             |
| Other revenues  | 18                           | 0.4               | 15                           | 0.3               |
| <b>Net revenues</b>   | <b>4,055</b>                 | <b>100</b>        | <b>4,165</b>                 | <b>100.0</b>      |
| Cost of sales   | (2,755)                      | (67.9)            | (2,833)                      | (68.0)            |
| <b>Gross profit</b>   | <b>1,300</b>                 | <b>32.1</b>       | <b>1,332</b>                 | <b>32.0</b>       |
| Selling, general and administrative                               | (564)                        | (13.9)            | (602)                        | (14.5)            |
| Research and development  | (986)                        | (24.3)            | (1,250)                      | (30.0)            |
| Other income and expenses, net                                    | 6                            | 0.1               | 35                           | 0.8               |
| Impairment, restructuring charges and other related closure costs | (144)                        | (3.6)             | (74)                         | (1.7)             |
| <b>Operating loss</b>   | <b>(388)</b>                 | <b>(9.6)</b>      | <b>(559)</b>                 | <b>(13.4)</b>     |
| Interest expense, net   | -                            | -                 | (19)                         | (0.5)             |
| Loss on equity-method investments                                 | (102)                        | (2.5)             | (9)                          | (0.2)             |
| Gain on financial instruments, net                                | -                            | -                 | 3                            | 0.1               |
| <b>Loss before income taxes and noncontrolling interest</b>       | <b>(490)</b>                 | <b>(12.1)</b>     | <b>(584)</b>                 | <b>(14.0)</b>     |
| Income tax benefit  | 21                           | 0.5               | 14                           | 0.3               |
| <b>Net loss</b>   | <b>(469)</b>                 | <b>(11.6)</b>     | <b>(570)</b>                 | <b>(13.7)</b>     |
| Net loss (income) attributable to noncontrolling interest         | 147                          | 3.7               | 318                          | 7.7               |
| <b>Net loss attributable to parent company</b>                    | <b>\$ (322)</b>              | <b>(7.9)</b>      | <b>\$ (252)</b>              | <b>(6.0)%</b>     |

*Net revenues*

|                     | Six Months Ended         |                 | % Variation  |
|---------------------|--------------------------|-----------------|--------------|
|                     | June 29, 2013            | June 30, 2012   |              |
|                     | (Unaudited, in millions) |                 |              |
| Net sales           | \$ 4,037                 | \$ 4,150        | (2.7)        |
| Other revenues      | 18                       | 15              | 23.6         |
| <b>Net revenues</b> | <b>\$ 4,055</b>          | <b>\$ 4,165</b> | <b>(2.6)</b> |

Our first half 2013 net revenues decreased compared to the year-ago period, mainly due to the significant reduction of our Wireless product line revenues following our decision to exit the ST-Ericsson joint venture. Excluding Wireless, our revenues increased 2.5% compared to the year-ago period. Net revenues decreased by approximately 3% as a result of about 7% decline in average selling prices, partially offset by an increase of approximately 4% in volume.

By product segment, our revenues were down by approximately 10% for EPS, mainly due to Wireless and Imaging partially balanced by the strong performance in MMS, while SPA registered an increase of approximately 3% mainly driven by AMS and IPG.

By market channel, the major increase was in Distribution, which reached a 25% share of total revenues compared to approximately 22% in the first half of 2012.

By location of shipment, revenues in the Americas and Japan-Korea increased while Greater China-South Asia and EMEA were negatively impacted by lower demand.

In the first half of 2013, Samsung Group represented approximately 11% of our total net revenues, while no customer exceeded 10% of our total net revenues in the first half of 2012.

### **Gross profit**

|  | <b>Six Months Ended</b>         |                      | <b>% Variation</b> |
|--|---------------------------------|----------------------|--------------------|
|  | <b>June 29, 2013</b>            | <b>June 30, 2012</b> |                    |
|  | <b>(Unaudited, in millions)</b> |                      |                    |
| Cost of sales                                | \$ (2,755)                      | \$ (2,833)           | 2.7                |
| Gross profit                                 | 1,300                           | 1,332                | (2.5)              |
| Gross margin (as percentage of net revenues) | 32.1%                           | 32.0%                | -                  |

Gross margin was 32.1%, basically flat compared to the year-ago period. We experienced an improvement in manufacturing efficiencies as well as lower unused capacity charges which accounted for approximately 60 basis points compared to 210 basis points in the year-ago period, which were offset by declining selling prices and a less favorable product mix. Additionally, the first half of 2012 was impacted by \$53 million charge related to the arbitration award paid to NXP.

### **Selling, general and administrative expenses**

|  | <b>Six Months Ended</b>         |                      | <b>% Variation</b> |
|--|---------------------------------|----------------------|--------------------|
|  | <b>June 29, 2013</b>            | <b>June 30, 2012</b> |                    |
|  | <b>(Unaudited, in millions)</b> |                      |                    |
| Selling, general and administrative expenses | \$ (564)                        | \$ (602)             | 6.3                |
| As percentage of net revenues                | (13.9)%                         | (14.5)%              | -                  |

The amount of our SG&A expenses decreased mainly associated with cost savings initiatives. As a percentage of revenues, our SG&A expenses amounted to 13.9% slightly improving in comparison to 14.5% in the prior year's half.

### **Research and development expenses**

|                                   | <b>Six Months Ended</b>         |                      | <b>% Variation</b> |
|-----------------------------------|---------------------------------|----------------------|--------------------|
|                                   | <b>June 29, 2013</b>            | <b>June 30, 2012</b> |                    |
|                                   | <b>(Unaudited, in millions)</b> |                      |                    |
| Research and development expenses | \$ (986)                        | \$ (1,250)           | 21.1               |
| As percentage of net revenues     | (24.3)%                         | (30.0)%              | -                  |

R&D expenses decreased compared to the prior year's first half, mainly because the first half of 2013 benefited from our cost realignment programs and a \$131 million reduction related to the charge back to Ericsson of the LTE multimode thin modem development expenses.

Total R&D expenses were net of research tax credits, which amounted to \$69 million in the first half of 2013, decreasing compared to \$74 million in the year-ago period.

*Other income and expenses, net*

|                                       | Six Months Ended         |               |
|---------------------------------------|--------------------------|---------------|
|                                       | June 29, 2013            | June 30, 2012 |
|                                       | (Unaudited, in millions) |               |
| Research and development funding      | \$ 20                    | \$ 42         |
| Exchange gain, net                    | 4                        | 1             |
| Patent costs                          | (15)                     | (16)          |
| Gain on sale of non current assets    | 2                        | 8             |
| Other, net                            | (5)                      | -             |
| <b>Other income and expenses, net</b> | <b>\$ 6</b>              | <b>\$ 35</b>  |
| As percentage of net revenues         | 0.1%                     | 0.8%          |

Other income and expenses, net, mainly included items such as R&D funding and gain on sale of non-current assets offset by patent costs. Income from R&D funding was associated with our R&D projects, which, upon project approval, qualifies as funding on the basis of contracts with local government agencies. In the first half of 2013, we recognized an income net of \$6 million, declining compared to \$35 million in the first half of 2012, mainly due to the lower level of R&D funding.

*Impairment, restructuring charges and other related closure costs*

|   | Six Months Ended         |               |
|---|--------------------------|---------------|
|   | June 29, 2013            | June 30, 2012 |
|   | (Unaudited, in millions) |               |
| Impairment, restructuring charges and other related closure costs | \$ (144)                 | \$ (74)       |

In the first half of 2013, we recorded \$144 million of impairment, restructuring charges and other related closure costs, of which:

- \$81 million in impairment and restructuring charges related to the ST-Ericsson exit;
- \$47 million in restructuring charges related to our headcount reduction initiative to significantly reduce quarterly net operating expenses to the range of \$600-\$650 million by the beginning of 2014;
- \$10 million in restructuring charges related to the previously announced ST-Ericsson restructuring plans;
- \$1 million in restructuring charges in relation to our Digital restructuring plan announced in October 2012; and
- \$5 million in restructuring charges related to other restructuring initiatives.

In the first half of 2012, we recorded \$74 million of impairment, restructuring charges and other related closure costs, of which: (i) \$44 million related to the ST-Ericsson restructuring plan announced in April 2012, primarily consisting of employee termination benefits for involuntary departures; (ii) \$19 million related to the ST-Ericsson cost savings plan announced in June 2011, primarily consisting of employee termination benefits and lease contract termination costs recorded in connection with the closure of certain locations; (iii) \$1 million related to the ST-Ericsson workforce reduction plans announced in April and December 2009; and (iv) \$10 million related to the manufacturing restructuring plan as part of the closure of our Carrollton (Texas) and Phoenix (Arizona) sites of which \$8 million was recorded as an impairment on the Carrollton building and facilities.

## Operating loss

|                               | Six Months Ended         |               |
|-------------------------------|--------------------------|---------------|
|                               | June 29, 2013            | June 30, 2012 |
|                               | (Unaudited, in millions) |               |
| Operating loss                | \$ (388)                 | \$ (559)      |
| As percentage of net revenues | (9.6)%                   | (13.4)%       |

Our operating results improved compared to the first half of 2012 mainly due to improved manufacturing efficiencies, the savings in operating expenses mainly in R&D, partially offset by the declining selling prices. This resulted in a first half operating loss of \$388 million compared to an operating loss of \$559 million in the year-ago period.

SPA registered operating income of \$99 million or approximately 4% of revenues, down from \$190 million or about 8% of revenues, driven by a decline in average selling price and increased level of operating expenses. EPS registered a significant improvement in its operating loss from an operating loss of \$527 million or about 28% of revenues in the first half of 2012 to an operating loss of \$316 million or approximately 19% of revenues in the first half of 2013, mainly due the various initiatives to reduce its activities in particular in relation to ST-Ericsson. The segment "Others" decreased its losses to \$171 million, from \$222 million in the year-ago period, mainly due to lower unused capacity charges and the NXP arbitration award charge in the first half of 2012 partially balanced by higher impairment and restructuring charges.

## Interest expense, net

|                       | Six Months Ended         |               |
|-----------------------|--------------------------|---------------|
|                       | June 29, 2013            | June 30, 2012 |
|                       | (Unaudited, in millions) |               |
| Interest expense, net | \$ -                     | \$ (19)       |

In the first half of 2013, interest expense was nil, comprised of \$14 million interest expense on our borrowings almost entirely offset by the one-time interest payment received with respect to a U.S tax refund in the second quarter of 2013. In the first half of 2012, interest expense on our borrowings was \$27 million, partially balanced by \$8 million in interest income.

## Loss on equity-method investments

|                                   | Six Months Ended         |               |
|-----------------------------------|--------------------------|---------------|
|                                   | June 29, 2013            | June 30, 2012 |
|                                   | (Unaudited, in millions) |               |
| Loss on equity-method investments | \$ (102)                 | \$ (9)        |

In the first half of 2013, we recorded a charge of \$102 million, out of which \$96 million related to our share in 3Sun results which consisted of \$27 million operating losses and \$69 million as non-cash item following their assets impairment. The remaining \$6 million loss related to other investments. In the first half of 2012, we recorded a charge of \$9 million, out of which \$6 million related to 3Sun, while the remaining \$3 million loss related to our proportionate share in the loss of ST Ericsson JVD, including amortization of basis difference.

## Gain on financial instruments, net

|                                    | Six Months Ended         |               |
|------------------------------------|--------------------------|---------------|
|                                    | June 29, 2013            | June 30, 2012 |
|                                    | (Unaudited, in millions) |               |
| Gain on financial instruments, net | \$ -                     | \$ 3          |

In the first half of 2012, the \$3 million gain on financial assets was mainly associated with the gain of \$2 million related to the repurchase of our 2016 Convertible Bonds and \$1 million related to the sale of some marketable securities.



## Income tax benefit

|                    | Six Months Ended         |               |
|--------------------|--------------------------|---------------|
|                    | June 29, 2013            | June 30, 2012 |
|                    | (Unaudited, in millions) |               |
| Income tax benefit | \$ 21                    | \$ 14         |

During the first half of 2013, we registered an income tax benefit of \$21 million, reflecting the annual effective tax rate estimated in each of our jurisdictions, applied to the consolidated result before taxes. In addition, our income tax includes the estimated impact of provisions related to potential tax positions which have been considered uncertain. As in prior quarters, there was no tax benefit from the losses generated by ST-Ericsson since we estimated that the net operating losses could not be recoverable against future profits.

Our tax rate is variable and depends on changes in the level of operating results within various local jurisdictions and on changes in the applicable taxation rates of these jurisdictions, as well as changes in estimations of our tax provisions. Our income tax amounts and rates depend also on our loss carry-forwards and their relevant valuation allowances, which are based on estimated projected plans and available tax planning strategies; in the case of material changes in these plans, the valuation allowances could be adjusted accordingly with an impact on our tax charges. We currently enjoy certain tax benefits in some countries. Such benefits may not be available in the future due to changes in the local jurisdictions; our effective tax rate could be different in future periods and may increase in the coming years. In addition, our yearly income tax charges include the estimated impact of provisions related to potential tax positions which have been considered uncertain.

## Net loss (income) attributable to noncontrolling interest

|   | Six Months Ended         |               |
|---|--------------------------|---------------|
|   | June 29, 2013            | June 30, 2012 |
|   | (Unaudited, in millions) |               |
| Net loss (income) attributable to noncontrolling interest | \$ 147                   | \$ 318        |

In the first half of 2013, we recorded \$147 million income representing the loss attributable to noncontrolling interest, which mainly included the 50% less one share owned by Ericsson in the consolidated ST-Ericsson JVS. In the first half of 2012, the corresponding amount was \$318 million.

All periods included the recognition of noncontrolling interest related to our joint venture in Shenzhen, China for assembly operating activities and Incard do Brazil for distribution. Those amounts were not material.

## Net loss attributable to parent company

|   | Six Months Ended         |               |
|---|--------------------------|---------------|
|   | June 29, 2013            | June 30, 2012 |
|   | (Unaudited, in millions) |               |
| Net loss attributable to parent company | \$ (322)                 | \$ (252)      |
| As percentage of net revenues           | (7.9)%                   | (6.0)%        |

For the first half of 2013, we reported a net loss of \$322 million, a significant increase compared to the year-ago first half net loss despite of an overall improvement in our operating losses which was more than offset by higher losses on equity-method investments and a lower amount of net loss attributable to noncontrolling interest.

## Legal Proceedings

As is the case with many companies in the semiconductor industry, we have from time to time received, and may in the future receive, communications from other semiconductor companies or third parties alleging possible infringement of patents. Furthermore, we may become involved in costly litigation brought against us regarding patents, copyrights, trademarks, trade secrets or mask works. In the event that the outcome of such IP litigation would be unfavorable to us, we may be required to take a license for patents or other IP rights upon economically unfavorable terms and conditions, and possibly pay damages for prior use, and/or face an injunction, all of which singly or in the aggregate could have a material adverse effect on our results of operations and ability to compete. See "Item 3. Key Information — Risk Factors — Risks Related to Our Operations — We depend on patents to protect our rights to our technology and may face claims of infringing the IP rights of others" included in our Form 20-F, which may be updated from time to time in our public filings. We are also party to certain disputes which are not related to patents or other IP rights.

We record a provision when, based on our best estimate, we consider it probable that a liability has been incurred and when the amount of the probable loss can be reasonably estimated. As of June 29, 2013, provisions for estimated probable losses with respect to legal proceedings were not considered material. In addition, the amount we estimated for possible losses was between \$30 million and \$50 million. We regularly evaluate losses and claims to determine whether they need to be adjusted based on the most current information available to us and using our best judgment. There can be no assurance that our recorded reserves will be sufficient to cover the extent of our potential liabilities. Legal costs associated with claims are expensed as incurred.

***We are a party to legal proceedings with Tessera, Inc. (“Tessera”)***

In 2006, Tessera initiated a patent infringement lawsuit against us and numerous other semiconductor manufacturers in the U.S. District Court for the Northern District of California. Tessera then filed a complaint in 2007 with the International Trade Commission in Washington, D.C. (“ITC”) against us and numerous other parties. During the ITC proceedings, the District Court action was stayed. On May 20, 2009, the ITC issued a limited exclusion order as well as a cease and desist order, both of which were terminated when the Tessera patents expired. The patents asserted by Tessera in both the ITC and District Court actions, which relate to ball grid array packaging technology, expired in September 2010. The Court of Appeal subsequently affirmed the ITC’s decision and on November 28, 2011, the U.S. Supreme Court denied the defendants’ petition for review, and the ITC decision became final.

In January 2012, the District Court proceedings were revived in California. The Court has appointed a special master to advise it on technical issues whose report is expected by the end of the year. Trial is tentatively scheduled for August 25, 2014.

***We were a party to legal proceedings with Rambus Inc. (“Rambus”)***

On December 1, 2010, Rambus filed a complaint with the ITC against us and numerous other parties, asserting that we engaged in unfair trade practices by importing certain semiconductor chips that include memory controllers and/or certain peripheral interface technologies that allegedly infringe certain patents owned by Rambus. Rambus also filed a lawsuit in the U.S. District Court for the Northern District of California alleging infringement of nineteen Rambus patents. In June 2013, we and Rambus signed a comprehensive agreement settling and dismissing all litigation between us. In addition, this agreement grants us certain non-asserts and an option to take licenses of certain other Rambus patents not asserted in the litigation. Furthermore, as part of this agreement the terms of our license with CRI, a Rambus affiliate, for the use of Rambus’ DPA countermeasure and proprietary security technologies on a broad range of our microcontrollers for a variety of applications, were revised.

***We and our subsidiaries are also involved in other legal proceedings, claims and litigation arising in the ordinary course of business.***

All pending claims and litigation proceedings involve complex questions of fact and law and may require the expenditure of significant funds and the diversion of other resources to prosecute and defend. The results of legal proceedings are inherently uncertain, and material adverse outcomes are possible, including the risk of an injunction. The resolution of intellectual property litigation may require us to pay damages for past infringement or to obtain a license under the other party’s intellectual property rights that could require one time license fees or ongoing royalties, which could adversely impact our product gross margins in future periods, or could prevent us from manufacturing or selling some of our products or limit or restrict the focus of employees involved in such litigation with regard to the work they normally perform for us. From time to time we may enter into confidential discussions regarding the potential settlement of pending litigation or other proceedings; however, there can be no assurance that any such discussions will occur or will result in a settlement. The settlement of any pending litigation or other proceeding could require us to incur substantial settlement payments and costs. Furthermore, the settlement of any intellectual property proceeding may require us to grant a license to certain of our intellectual property rights to the other party under a cross license agreement. If any of those events were to occur, our business, financial condition and results of operations could be materially and adversely affected. In addition, from time to time we are approached by holders of intellectual property to engage in discussions about our obtaining licenses to their intellectual property. We will disclose the nature of any such discussion if we believe that (i) it is probable an intellectual property holder will assert a claim of infringement, (ii) there is a reasonable possibility the outcome (assuming assertion) will be unfavorable, and (iii) the resulting liability would be material to our financial condition. We also constantly review the merits of litigation and claims which we are facing and decide to make an accrual when we are able to reasonably determine that it is probable that a liability has been incurred and the amount of the loss can be reasonably estimated. To date, we have not determined on such basis that any of the litigation or claims which we are facing gives rise to a probable material liability, singly or in the aggregate.

## Related Party Transactions

One of the members of our Supervisory Board is a member of the Board of Directors of Technicolor and one of the members of our Supervisory Board is a member of the Supervisory Board of BESI. A former member of our Supervisory Board, whose mandate ended in June 2013, is a director of Oracle Corporation (“Oracle”) and Flextronics International. One of our executive officers, who resigned effective March 31, 2013, is a member of the Board of Directors of Soitec and Adecco. Adecco, as well as Oracle’s subsidiary PeopleSoft, supply certain services to our Company. We have also conducted transactions with Soitec and BESI as well as with Technicolor and Flextronics. From time to time, we enter into transactions with subsidiaries of certain of our significant shareholders or other companies in which they invest (including but not limited to: Adecco, Areva, Altis, BESI, Flextronics, Oracle, Orange and Technicolor). Each of the aforementioned arrangements and transactions is negotiated without the personal involvement of our Supervisory Board members or, where applicable, the executive officer concerned, and we believe that they are made on an arm’s length basis in line with market practices and conditions.

## Impact of Changes in Exchange Rates

Our results of operations and financial condition can be significantly affected by material changes in the exchange rates between the U.S. dollar and other currencies, particularly the Euro.

As a market rule, the reference currency for the semiconductor industry is the U.S. dollar and the market prices of semiconductor products are mainly denominated in U.S. dollars. However, revenues for some of our products (primarily our dedicated products sold in Europe) are quoted in currencies other than the U.S. dollar and as such are directly affected by fluctuations in the value of the U.S. dollar. As a result of currency variations, the appreciation of the Euro compared to the U.S. dollar could increase, in the short-term, our level of revenues when reported in U.S. dollars. Revenues for all other products, which are either quoted in U.S. dollars and billed in U.S. dollars or in local currencies for payment, tend not to be affected significantly by fluctuations in exchange rates, except to the extent that there is a lag between the changes in currency rates and the adjustments in the local currency equivalent of the price paid for such products. Furthermore, certain significant costs incurred by us, such as manufacturing costs, SG&A expenses, and R&D expenses, are largely incurred in the currency of the jurisdictions in which our operations are located. Given that most of our operations are located in the Euro zone and other non-U.S. dollar currency areas, including Singapore, our costs tend to increase when translated into U.S. dollars when the dollar weakens or to decrease when the U.S. dollar strengthens.

In summary, as our reporting currency is the U.S. dollar, exchange rate fluctuations affect our results of operations: in particular, if the U.S. dollar weakens, our results are negatively impacted since we receive a limited part of our revenues, and more importantly, we incur a significant part of our costs, in currencies other than the U.S. dollar. On the other hand, our results are favorably impacted when the dollar strengthens. The impact on our accounts could therefore be material, in the case of a material variation of the U.S. dollar exchange rate.

Our principal strategy to reduce the risks associated with exchange rate fluctuations has been to balance as much as possible the proportion of sales to our customers denominated in U.S. dollars with the amount of materials, purchases and services from our suppliers denominated in U.S. dollars, thereby reducing the potential exchange rate impact of certain variable costs relative to revenues. Moreover, in order to further reduce the exposure to U.S. dollar exchange fluctuations, we have hedged certain line items on our Consolidated Statements of Income, in particular with respect to a portion of the costs of goods sold, most of the R&D expenses and certain SG&A expenses, located in the Euro zone, which we account for as cash flow hedging contracts. We use three different types of hedging contracts, consisting of forward contracts, collars and options.

Our Consolidated Statements of Income for the three months and six months ended June 29, 2013 included income and expense items translated at the average U.S. dollar exchange rate for the period, plus the impact of the hedging contracts expiring during the period. Our effective exchange rate was \$1.30 for the second quarter of 2013 and \$1.31 for €1.00 for the first quarter of 2013 while it was \$1.32 for €1.00 for the second quarter of 2012. Our effective average exchange rate was \$1.30 for €1.00 for the first half of 2013 compared to \$1.32 for €1.00 in the first half of 2012. These effective exchange rates reflect the actual exchange rates combined with the impact of cash flow hedging contracts that matured in the period.

The time horizon of our cash flow hedging through zero cost collars contracts for manufacturing costs and operating expenses runs up to 24 months, for a limited percentage of our exposure to the Euro and under certain currency market circumstances. As of June 29, 2013, the outstanding hedged amounts were €680 million to cover manufacturing costs and €483 million to cover operating expenses, at an average exchange rate of about \$1.3331 for €1.00 and \$1.3270 for €1.00, respectively (considering the options and the collars at strike), maturing over the period from July 2, 2013 to July 3, 2014. As of June 29, 2013, these outstanding hedging contracts and certain expiring contracts covering manufacturing expenses capitalized in inventory resulted in a deferred profit of approximately \$9 million before tax, recorded in “Accumulated other comprehensive income (loss)” in the Consolidated Statements of Equity, compared to a deferred profit of approximately \$24 million before tax at December 31, 2012.

We also hedge certain manufacturing costs denominated in Singapore dollars (SGD); as of June 29, 2013, the outstanding hedged amounts were SGD 204 million at an average exchange rate of about SGD 1.2387 to \$1.00 maturing over the period from July 3, 2013 to June 5, 2014. As of June 29, 2013, these outstanding hedging contracts resulted in a deferred loss of approximately \$3 million before tax, recorded in “Accumulated other comprehensive income (loss)” in the Consolidated Statements of Equity, compared to a deferred gain of approximately \$1 million before tax at December 31, 2012.

Our cash flow hedging policy is not intended to cover our full exposure and is based on hedging a portion of our exposure in the next four quarters and a declining percentage of our exposure in each quarter thereafter. In the second quarter of 2013, as a result of our cash flow hedging, we recorded a net profit of \$1 million, consisting of a profit of about \$2 million to R&D expenses and a loss of about \$1 million to costs of goods sold, while in the second quarter of 2012, we recorded a net loss of \$18 million.

In addition to our cash flow hedging, in order to mitigate potential exchange rate risks on our commercial transactions, we purchase and enter into forward foreign currency exchange contracts and currency options to cover foreign currency exposure in payables or receivables at our affiliates, which we account for as fair value instruments. We may in the future purchase or sell similar types of instruments. See Item 11. “Quantitative and Qualitative Disclosures About Market Risk” in our Form 20-F, which may be updated from time to time in our public filings. Furthermore, we may not predict in a timely fashion the amount of future transactions in the volatile industry environment. No assurance may be given that our hedging activities will sufficiently protect us against declines in the value of the U.S. dollar. Consequently, our results of operations have been and may continue to be impacted by fluctuations in exchange rates. The net effect of our consolidated foreign exchange exposure resulted in a net gain of \$1 million recorded in “Other income and expenses, net” in our Consolidated Statements of Income for the second quarter of 2013.

The assets and liabilities of subsidiaries are, for consolidation purposes, translated into U.S. dollars at the period-end exchange rate. Income and expenses, as well as cash flows, are translated at the average exchange rate for the period. The balance sheet impact, as well as the income statement and cash flow impact, of such translations have been, and may be expected to be, significant from period to period since a large part of our assets and liabilities and activities are accounted for in Euros as they are located in jurisdictions where the Euro is the functional currency. Adjustments resulting from the translation are recorded directly in equity, and are shown as “Accumulated other comprehensive income (loss)” in the Consolidated Statements of Equity. At June 29, 2013, our outstanding indebtedness was denominated mainly in U.S. dollars and in Euros.

For a more detailed discussion, see Item 3. “Key Information — Risk Factors — Risks Related to Our Operations” in our Form 20-F, which may be updated from time to time in our public filings.

## Impact of Changes in Interest Rates

Interest rates may fluctuate upon changes in financial market conditions and material changes can affect our results of operations and financial condition, since these changes can impact the total interest income received on our cash and cash equivalents and marketable securities, as well as the total interest expense paid on our financial debt.

Our interest income (expense), net, as reported in our Consolidated Statements of Income, is the balance between interest income received from our cash and cash equivalents and marketable securities investments and interest expense paid on our financial liabilities and bank fees (including fees on committed credit lines). Our interest income is dependent upon fluctuations in interest rates, mainly in U.S. dollars and Euros, since we invest primarily on a short-term basis; any increase or decrease in the market interest rates would mean an equivalent increase or decrease in our interest income. Our interest expense is also dependent upon fluctuations in interest rates, since it is mainly associated with long- and short-term debt, which mainly consists of European Investment Bank Floating Rate Loans at Libor and Euribor plus variable spreads. On March 17, 2013, we repaid with available cash the residual Euro 350 million outstanding 2013 Senior Bonds with a principal amount at issuance of Euro 500 million.

At June 29, 2013, our total financial resources, including cash and cash equivalents and marketable securities, generated an average interest income rate of 0.19%. At the same date, the average interest rate on our outstanding debt was 0.91%, excluding the short-term parent financing to ST-Ericsson for \$145 million at 2.89%.

## Impact of Changes in Equity Prices

As of June 29, 2013, we did not hold any significant equity participations, which could be subject to a material impact in changes in equity prices. However, we hold equity participations whose carrying value could be reduced due to further losses or impairment charges of our equity-method investments. See Note 17 to our Consolidated Financial Statements.

## Liquidity and Capital Resources

Treasury activities are regulated by our policies, which define procedures, objectives and controls. The policies focus on the management of our financial risk in terms of exposure to currency rates and interest rates. Most treasury activities are centralized, with any local treasury activities subject to oversight from our head treasury office. The majority of our cash and cash equivalents are held in U.S. dollars and Euros and are placed with financial institutions rated at least a single A long-term rating, meaning at least A3 from Moody's Investor Service ("Moody's") and A- from Standard & Poor's ("S&P") or Fitch Ratings ("Fitch"), or better. Marginal amounts are held in other currencies. See Item 11. "Quantitative and Qualitative Disclosures About Market Risk" in our Form 20-F, which may be updated from time to time in our public filings.

### *Cash flow*

We maintain a significant cash position and a low debt-to-equity ratio, which provide us with adequate financial flexibility. As in the past, our cash management policy is to finance our investment needs mainly with net cash generated from operating activities.

During the first half of 2013, our net cash decreased by \$667 million, due to the net cash used in investing and financing activities exceeding the net cash from operating activities, primarily due to the repayment of the residual outstanding 2013 Senior Bonds in the amount of \$455 million and the negative result of the operating cash flow for the period.

The components of our cash flow for the comparable periods are set forth below:

|                                       | Six Months Ended |                 |
|---------------------------------------|------------------|-----------------|
|                                       | June 29, 2013    | June 30, 2012   |
|                                       | (In millions)    |                 |
| Net cash from operating activities    | \$ 81            | \$ 213          |
| Net cash used in investing activities | (227)            | (86)            |
| Net cash used in financing activities | (493)            | (192)           |
| Effect of changes in exchange rates   | (28)             | (41)            |
| <b>Net cash decrease</b>              | <b>\$ (667)</b>  | <b>\$ (106)</b> |

*Net cash from operating activities.* The net cash from operating activities in the first half of 2013 was \$81 million, decreasing compared to \$213 million in the prior year period. Net cash from operating activities is the sum of (i) net income (loss) adjusted for non-cash items (positive \$47 million in the first half of 2013 compared to negative \$85 million in the prior year period) and (ii) changes in assets and liabilities (positive \$34 million in the first half of 2013 compared to positive \$298 million in the prior year period). The decrease in net cash from operating activities in the first half of 2013 compared to the year-ago period is mainly due to the less favorable changes in assets and liabilities, which was partially balanced by the net loss adjusted for non-cash items. Changes in assets and liabilities generated a lower amount of cash, mainly due a negative change in trade receivables and trade payables. Furthermore, the negative trend in trade receivables also included an unfavorable net cash impact of \$38 million, deriving from the sales by ST-Ericsson, with no recourse, of trade and other receivables, compared to a favorable \$40 million in the first half of 2012.

*Net cash used in investing activities.* Investing activities used \$227 million of cash in the first half of 2013, mainly due to payments for the purchase of tangible assets and for intangible and financial assets, partially offset by the proceeds from the sale of marketable securities. Payments for purchase of tangible assets, net of proceeds, totaled \$232 million, reflecting a slight increase in our capital expenditures compared to \$195 million registered in the prior year period. Investing activity in the first half of 2012 used \$86 million, mainly due to the payments for tangible, intangible and financial assets, partially balanced by the net cash from proceeds of the sale of certain marketable securities.

*Net cash used in financing activities.* Net cash used in financing activities was \$493 million in the first half of 2013 increasing compared to the \$192 million used in the first half of 2012, mainly due to the \$455 million repayment of the residual outstanding 2013 Senior Bonds. Moreover, the first half of 2013 amount included \$164 million in dividends paid to stockholders.

*Free Cash Flow (non U.S. GAAP measure).*

We also present Free Cash Flow, which is a non U.S. GAAP measure, defined as (i) net cash from operating activities plus (ii) net cash used in investing activities, excluding payment for purchases (and proceeds from the sale) of marketable securities, short-term deposits and restricted cash, which are considered as temporary financial investments. The result of this definition is ultimately net cash from operating activities plus payment for purchase of tangible and intangible assets and payment for business acquisitions. We believe Free Cash Flow, a non U.S. GAAP measure, provides useful information for investors and management because it measures our capacity to generate cash from our operating activities to sustain our operating investing activities. Free Cash Flow is not a U.S. GAAP measure and does not represent total cash flow since it does not include the cash flows generated by or used in financing activities. Free Cash Flow reconciles with the total cash flow and the net cash increase (decrease) by including the payment for purchases (and proceeds from the sale) of marketable securities, short-term deposits and restricted cash, the net cash from (used in) financing activities and the effect of changes in exchange rates. In addition, our definition of Free Cash Flow may differ from definitions used by other companies. Free Cash Flow is determined as follows from our Consolidated Statements of Cash Flows:

|   | Three Months Ended |                 | Six Months Ended |               |
|---|--------------------|-----------------|------------------|---------------|
|   | June 29, 2013      | June 29, 2013   | June 29, 2013    | June 30, 2012 |
|   | (In millions)      |                 | (In millions)    |               |
| Net cash from operating activities  | \$ 15              | \$ 81           | \$ 213           |               |
| Net cash used in investing activities   | (146)              | (227)           | (86)             |               |
| Excluding:  |                    |                 |                  |               |
| Payment for purchase and proceeds from sale of marketable securities and restricted cash, net | (3)                | (53)            | (158)            |               |
| Payment for purchase and proceeds from sale of tangible and intangible assets <sup>(1)</sup>  | (149)              | (280)           | (244)            |               |
| <b>Free Cash Flow (non U.S. GAAP measure)</b>   | <b>\$ (134)</b>    | <b>\$ (199)</b> | <b>\$ (31)</b>   |               |

(1) Reflects the total of the following line items reconciled with our Consolidated Statements of Cash Flows relating to the operating investing activities: Payment for purchase of tangible assets, Proceeds from sale of tangible assets, Payment for purchase of intangible and financial assets, Proceeds from sale of intangible and financial assets.

Free Cash Flow was negative \$199 million in the first half of 2013, deteriorating compared to negative \$31 million used in the first half of 2012, due to lower cash generated from operating activities and higher cash used for payment for purchase and proceeds from sale of tangible and intangible assets.

*Net Financial Position (non U.S. GAAP measure).*

Our Net Financial Position represents the balance between our total financial resources and our total financial debt. Our total financial resources include cash and cash equivalents, marketable securities, short-term deposits and restricted cash, and our total financial debt includes bank overdrafts, short-term debt and long-term debt, as represented in our Consolidated Balance Sheets. Net Financial Position is not a U.S. GAAP measure but we believe it provides useful information for investors because it gives evidence of our global position either in terms of net indebtedness or net cash by measuring our capital resources based on cash and cash equivalents and marketable securities and the total level of our financial indebtedness, which includes the 50% of ST-Ericsson indebtedness. Moreover, we also present the Net Financial Position attributable to ST ("ST Net Financial Position"), which does not include the ST-Ericsson indebtedness towards Ericsson, our partner in the JVS joint venture. Our Net Financial Position for each period has been determined as follows from our Consolidated Balance Sheets:

|   | As at         |                 |                 |
|---|---------------|-----------------|-----------------|
|   | June 29, 2013 | March 30, 2013  | June 30, 2012   |
|   | (In millions) |                 |                 |
| Cash and cash equivalents               | \$ 1,583      | \$ 1,718        | \$ 1,806        |
| Marketable securities                   | 189           | 187             | 259             |
| Restricted cash                         | -             | 4               | 4               |
| Short-term deposits                     | 1             | 1               | -               |
| <b>Total financial resources</b>        | <b>1,773</b>  | <b>1,910</b>    | <b>2,069</b>    |
| Short-term debt                         | (313)         | (250)           | (1,173)         |
| Long-term debt                          | (651)         | (647)           | (362)           |
| <b>Total financial debt</b>             | <b>(964)</b>  | <b>(897)</b>    | <b>(1,535)</b>  |
| <b>Net Financial Position</b>           | <b>\$ 809</b> | <b>\$ 1,013</b> | <b>\$ 534</b>   |
| <b>ST-Ericsson net debt to Ericsson</b> | <b>145</b>    | <b>83</b>       | <b>619</b>      |
| <b>ST Net Financial Position</b>        | <b>\$ 954</b> | <b>\$ 1,096</b> | <b>\$ 1,153</b> |

Our ST Net Financial Position as of June 29, 2013 was a net cash position of \$954 million, a \$142 million decrease compared to the net cash of \$1,096 million at March 30, 2013, following the negative free cash flow and the dividend distribution.

Cash and cash equivalents amounted to \$1,583 million as at June 29, 2013, declining sequentially from \$1,718 million as a result of our cash flow evolution as presented above.

*Marketable securities* was composed of \$89 million invested in senior debt securities at floating rate issued by primary financial institutions with an average rating of Baa1/A-/A from Moody's, S&P and Fitch with an average maturity of less than six months and of \$100 million invested in U.S. Government Treasury Bills rated Aaa by Moody's with maturities of less than one month. The Floating Rate Notes are classified as available-for-sale and reported at fair value. See Note 12 to our Consolidated Financial Statements.

*Financial debt* was \$964 million as at June 29, 2013, composed of (i) \$145 million short-term borrowings, (ii) \$168 million of current portion of long-term debt and (iii) \$651 million long-term debt. The breakdown of our total financial long-term debt included: (i) \$795 million in European Investment Bank loans (the "EIB Loans"), (ii) \$20 million in loans from other funding programs, and (iii) \$4 million of capital leases. The EIB Loans are comprised of four long-term amortizing credit facilities as part of our R&D funding programs. The first for R&D in France was drawn in U.S. dollars from 2006 to 2008 in a total amount of \$341 million, of which \$126 million remained outstanding as of June 29, 2013. The second for R&D projects in Italy was drawn in U.S. dollars in 2008 in a total amount of \$380 million, of which \$217 million remained outstanding as of June 29, 2013. The third, signed in 2010, is a €350 million multi-currency loan to support our industrial and R&D programs. It was drawn mainly in U.S. dollars for an amount of \$321 million and only partially in Euros for an amount of €100 million. The fourth, signed in the first quarter of 2013, is a €350 million multicurrency loan which also supports our R&D programs; this line is currently undrawn. At June 29, 2013, the amounts available under our short-term lines of credit were unutilized.

Together with Ericsson, we had a committed facility to ST-Ericsson, which has been extended at various times and in December 2012 reached a level of \$1.5 billion. In December 2012, the two parents forgave the entire facility. The parents have agreed to extend funding for the wind-down of ST-Ericsson. As of June 29, 2013, the funding provided by each parent was \$145 million.

Our long-term capital market financing instruments contain standard covenants, but do not impose minimum financial ratios or similar obligations on us.

In March 2006, STMicroelectronics Finance B.V. ("ST BV"), a wholly owned subsidiary, issued the 2013 Senior Bonds. The notes, which matured on March 17, 2013, paid a coupon rate of the three-month Euribor plus 0.40% on June 17, September 17, December 17 and March 17 of each year through maturity. On March 17, 2013, we repaid at maturity with available cash the residual outstanding 2013 Senior Bonds in the amount of \$455 million.

On December 13, 2012, Moody's lowered our senior debt rating from "Baa1" to "Baa2" with stable outlook. On March 15, 2013, Moody's changed the outlook to negative from stable.

On December 18, 2012, S&P lowered our senior debt rating from "BBB+" to "BBB" with negative outlook.

We are also rated "BBB-" from Fitch on an unsolicited basis.

As of June 29, 2013, debt payments due by period were as follows:

|  | Payments Due by Period |        |        |                       |        |       |            |
|--|------------------------|--------|--------|-----------------------|--------|-------|------------|
|  | Total                  | 2013   | 2014   | 2015<br>(In millions) | 2016   | 2017  | Thereafter |
| Long-term debt (including current portion) | \$ 819                 | \$ 144 | \$ 166 | \$ 144                | \$ 135 | \$ 59 | \$ 171     |

#### *Financial Outlook*

Our policy is to modulate our capital spending according to the evolution of the semiconductor market. Based on current visibility on demand, we anticipate our capex expenditure to be approximately \$600 million in 2013, to be adjusted based on demand thereafter. The most significant of our 2013 capital expenditure projects are expected to be: (a) for our front-end facilities: (i) in our 300-mm fab in Crolles, technology evolution to consolidate the capability for 20-nm processes and mix evolution to support the production ramp up of the most advanced technologies; (ii) a few selective programs of mix evolution, mainly in the area of analog processes and imaging; and (iii) quality, safety, maintenance, and productivity and cost savings investments in both 150-mm and 200-mm front-end fabs; (b) for our back-end facilities, capital expenditures will mainly be dedicated to: (i) capacity growth on certain package families, mainly in the area of microsystems, to sustain market demand; (ii) modernization of package lines targeting cost savings benefits; and (iii) specific investments in the areas of factory automation, quality, environment and energy savings; and (c) an overall capacity adjustment in final testing and wafers probing (EWS) according to changes in demand.



We will continue to monitor our level of capital spending by taking into consideration factors such as trends in the semiconductor industry and capacity utilization. We expect to need significant financial resources in the coming years for capital expenditures and for our investments in manufacturing and R&D. We plan to fund our capital requirements from cash provided by operating activities, available funds and support from third parties, and may have recourse to borrowings under available credit lines and, to the extent necessary or attractive based on market conditions prevailing at the time, the issuance of debt, convertible bonds or additional equity securities. A substantial deterioration of our economic results, and consequently of our profitability, could generate a deterioration of the cash generated by our operating activities. Therefore, there can be no assurance that, in future periods, we will generate the same level of cash as in prior years to fund our capital expenditure plans for expanding/upgrading our production facilities, our working capital requirements, our R&D and manufacturing costs.

In support of our R&D activities, we recently signed with the French Government a new funding program called “Nano2017”, which will provide funding for our activities in the region of Grenoble, subject to regulatory approvals.

We intend to participate in further capital increases of up to €8 million in 3Sun. In addition to that, in case of a negative evolution of the business, there may be a need to provide additional resources to 3Sun.

Furthermore, as a result of our exit from the ST-Ericsson joint venture, we expect total cash costs net of proceeds, including covering ST-Ericsson’s ongoing operations during the transition period and restructuring costs related to the ST-Ericsson wind-down, to be in the range of approximately \$300 million to \$350 million.

We expect our cash flow will be negative next quarter and we expect to have a positive cash flow in the fourth quarter based on current market visibility.

We believe that we have the financial resources needed to meet our currently projected business requirements for the next twelve months, including capital expenditures for our manufacturing activities, working capital requirements, approved dividend payments and the repayment of our debts in line with their maturity dates.

#### *Contractual Obligations, Commercial Commitments and Contingencies*

Our contractual obligations, commercial commitments and contingencies are mainly comprised of: operating leases for land, buildings, plants and equipment; purchase commitments for equipment, outsourced foundry wafers and for software licenses; long-term debt obligations; pension obligations and other long-term liabilities.

#### *Off-Balance Sheet Arrangements*

We had no material off-balance sheet arrangements at June 29, 2013.

#### **Backlog and Customers**

During the second quarter of 2013, our bookings plus frames orders, excluding Wireless, increased compared to the first quarter of 2013, reflecting an improved demand in several product lines. We entered the third quarter 2013 with a backlog higher than the level we had when entering the second quarter 2013, excluding Wireless. Backlog (including frame orders) is subject to possible cancellation, push back and a lower ratio of frame orders being translated into firm orders and, thus, it is not necessarily indicative of the amount of billings or growth to be registered in subsequent periods.

In the first half of 2013, Samsung group represented approximately 11% of our total net revenues while no customer accounted for more than 10% of our total net revenues in the first half of 2012. There is no guarantee that any customer will continue to generate revenues for us at the same levels as in prior periods. If we were to lose one or more of our key customers, or if they were to significantly reduce their bookings, not confirm planned delivery dates on frame orders in a significant manner or fail to meet their payment obligations, our operating results and financial condition could be adversely affected.

## Disclosure Controls and Procedures

### *Evaluation*

Our management, including the CEO and CFO, performed an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (“Disclosure Controls”) as of the end of the period covered by this report. Disclosure Controls are controls and procedures designed to reasonably assure that information required to be disclosed in our reports filed under the Exchange Act, such as this periodic report, is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms. Disclosure Controls are also designed to reasonably assure that such information is accumulated and communicated to our management, including the CEO and CFO, as appropriate to allow timely decisions regarding required disclosure. Our quarterly evaluation of Disclosure Controls includes an evaluation of some components of our internal control over financial reporting, and internal control over financial reporting is also separately evaluated on an annual basis.

The evaluation of our Disclosure Controls included a review of the controls’ objectives and design, our implementation of the controls and their effect on the information generated for use in this periodic report. In the course of the controls evaluation, we reviewed identified data errors, control problems or acts of fraud and sought to confirm that appropriate corrective actions, including process improvements, were being undertaken. This type of evaluation is performed at least on a quarterly basis so that the conclusions of management, including the CEO and CFO, concerning the effectiveness of the Disclosure Controls can be reported in our periodic reports on Form 6-K and Form 20-F. The components of our Disclosure Controls are also evaluated on an ongoing basis by our Internal Audit Department, which reports directly to our Audit Committee. The overall goals of these various evaluation activities are to monitor our Disclosure Controls, and to modify them as necessary. Our intent is to maintain the Disclosure Controls as dynamic systems that change as conditions warrant.

Based upon the controls evaluation, our CEO and CFO have concluded that, as of the end of the period covered by this periodic report, our Disclosure Controls (including those at ST-Ericsson) were effective.

### *Changes in Internal Control over Financial Reporting*

There were no changes to our internal control over financial reporting that occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

### *Limitations on Effectiveness of Controls*

No system of internal control over financial reporting, including one determined to be effective, may prevent or detect all misstatements. It can provide only reasonable assurance regarding financial statement preparation and presentation. Also, projections of the results of any evaluation of the effectiveness of internal control over financial reporting into future periods are subject to inherent risk that the relevant controls may become inadequate due to changes in circumstances or that the degree of compliance with the underlying policies or procedures may deteriorate.

## Other Reviews

We have sent this report to our Audit Committee, which had an opportunity to raise questions with our management and independent auditors before we submitted it to the Securities and Exchange Commission.

## Cautionary Note Regarding Forward-Looking Statements

Some of the statements contained in this Form 6-K that are not historical facts, particularly in “Overview— Business Outlook” and in “Liquidity and Capital Resources—Financial Outlook”, are statements of future expectations and other forward-looking statements (within the meaning of Section 27A of the Securities Act of 1933 or Section 21E of the Securities Exchange Act of 1934, each as amended) that are based on management’s current views and assumptions, and are conditioned upon and also involve known and unknown risks and uncertainties that could cause actual results, performance or events to differ materially from those in such statements due to, among other factors:

- uncertain macro-economic and industry trends;
- customer demand and acceptance for the products which we design, manufacture and sell;
- unanticipated events or circumstances which may either impact our ability to execute the planned reductions in our net operating expenses and / or meet the objectives of our R&D Programs which benefit from public funding;
- future events or circumstances which may require us to reassess our current plans concerning the break-up and wind-down of our ST-Ericsson joint venture;
- the loading and the manufacturing performances of our production facilities;
- the functionalities and performance of our IT systems, which support our critical operational activities including manufacturing, finance and sales;
- variations in the foreign exchange markets and, more particularly, in the rate of the U.S. dollar exchange rate as compared to the Euro and the other major currencies we use for our operations;
- the impact of IP claims by our competitors or other third parties, and our ability to obtain required licenses on reasonable terms and conditions;
- restructuring charges and associated cost savings that differ in amount or timing from our estimates;
- changes in our overall tax position as a result of changes in tax laws, the outcome of tax audits or changes in international tax treaties which may impact our results of operations as well as our ability to accurately estimate tax credits, benefits, deductions and provisions and to realize deferred tax assets;
- the outcome of ongoing litigation as well as the impact of any new litigation to which we may become a defendant;
- natural events such as severe weather, earthquakes, tsunamis, volcano eruptions or other acts of nature, health risks and epidemics in locations where we, our customers or our suppliers operate;
- changes in economic, social, political or infrastructure conditions in the locations where we, our customers or our suppliers operate including as a result of macro-economic or regional events, military conflict, social unrest or terrorist activities; and
- availability and costs of raw materials, utilities, third-party manufacturing services, or other supplies required by our operation.

Such forward-looking statements are subject to various risks and uncertainties, which may cause actual results and performance of our business to differ materially and adversely from the forward-looking statements. Certain forward-looking statements can be identified by the use of forward-looking terminology, such as “believes”, “expects”, “may”, “are expected to”, “should”, “would be”, “seeks” or “anticipates” or similar expressions or the negative thereof or other variations thereof or comparable terminology, or by discussions of strategy, plans or intentions. Some of these risk factors are set forth and are discussed in more detail in “Item 3. Key Information — Risk Factors” in our Form 20-F. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in our Form 20-F as anticipated, believed or expected. We do not intend, and do not assume any obligation, to update any industry information or forward-looking statements set forth in this Form 6-K to reflect subsequent events or circumstances.

Unfavorable changes in the above or other factors listed under “Item 3. Key Information — Risk Factors” from time to time in our SEC filings, could have a material adverse effect on our business and/or financial condition.

STMICROELECTRONICS N.V.

UNAUDITED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

|  | <b>Pages</b> |
|--|--------------|
| Consolidated Statements of Income for the Three and Six Months Ended June 29, 2013 and June 30, 2012 (unaudited)               | F-1          |
| Consolidated Statements of Comprehensive Income for the Three and Six Months Ended June 29, 2013 and June 30, 2012 (unaudited) | F-3          |
| Consolidated Balance Sheets as of June 29, 2013 (unaudited) and December 31, 2012 (audited)                                    | F-5          |
| Consolidated Statements of Cash Flows for the Six Months Ended June 29, 2013 and June 30, 2012 (unaudited)                     | F-6          |
| Consolidated Statements of Equity (unaudited)  | F-7          |
| Notes to Interim Consolidated Financial Statements (unaudited)   | F-8          |

## CONSOLIDATED STATEMENTS OF INCOME

|   | Three months ended<br>(Unaudited) |                  |
|---|-----------------------------------|------------------|
|   | June 29,<br>2013                  | June 30,<br>2012 |
| <b>In million of U.S. dollars except per share amounts</b>                      |                                   |                  |
| Net sales   | 2,034                             | 2,140            |
| Other revenues  | 11                                | 8                |
| <b>Net revenues</b>   | <b>2,045</b>                      | <b>2,148</b>     |
| Cost of sales   | (1,373)                           | (1,412)          |
| <b>Gross profit</b>   | <b>672</b>                        | <b>736</b>       |
| Selling, general and administrative   | (285)                             | (292)            |
| Research and development  | (453)                             | (617)            |
| Other income and expenses, net  | 2                                 | 22               |
| Impairment, restructuring charges and other related closure costs               | (43)                              | (56)             |
| <b>Operating loss</b>   | <b>(107)</b>                      | <b>(207)</b>     |
| Interest income (expense), net  | 7                                 | (6)              |
| Income (loss) on equity-method investments                                      | (89)                              | (2)              |
| <b>Loss before income taxes and noncontrolling interest</b>                     | <b>(189)</b>                      | <b>(215)</b>     |
| Income tax benefit (expense)  | 16                                | (20)             |
| <b>Net loss</b>   | <b>(173)</b>                      | <b>(235)</b>     |
| Net loss (income) attributable to noncontrolling interest                       | 21                                | 160              |
| <b>Net loss attributable to parent company</b>                                  | <b>(152)</b>                      | <b>(75)</b>      |
| <b>Earnings per share (Basic) attributable to parent company stockholders</b>   | <b>(0.17)</b>                     | <b>(0.08)</b>    |
| <b>Earnings per share (Diluted) attributable to parent company stockholders</b> | <b>(0.17)</b>                     | <b>(0.08)</b>    |

The accompanying notes are an integral part of these unaudited interim consolidated financial statements



STMicroelectronics N.V.  
**CONSOLIDATED STATEMENTS OF INCOME**

In million of U.S. dollars except per share amounts

|   | Six months ended<br>(Unaudited) |                  |
|---|---------------------------------|------------------|
|   | June 29,<br>2013                | June 30,<br>2012 |
| Net sales   | 4,037                           | 4,150            |
| Other revenues  | 18                              | 15               |
| <b>Net revenues</b>   | <b>4,055</b>                    | <b>4,165</b>     |
| Cost of sales   | (2,755)                         | (2,833)          |
| <b>Gross profit</b>   | <b>1,300</b>                    | <b>1,332</b>     |
| Selling, general and administrative   | (564)                           | (602)            |
| Research and development  | (986)                           | (1,250)          |
| Other income and expenses, net  | 6                               | 35               |
| Impairment, restructuring charges and other related closure costs               | (144)                           | (74)             |
| <b>Operating loss</b>   | <b>(388)</b>                    | <b>(559)</b>     |
| Interest expense, net   | -                               | (19)             |
| Loss on equity-method investments   | (102)                           | (9)              |
| Gain on financial instruments, net  | -                               | 3                |
| <b>Loss before income taxes and noncontrolling interest</b>                     | <b>(490)</b>                    | <b>(584)</b>     |
| Income tax benefit  | 21                              | 14               |
| <b>Net loss</b>   | <b>(469)</b>                    | <b>(570)</b>     |
| Net loss (income) attributable to noncontrolling interest                       | 147                             | 318              |
| <b>Net loss attributable to parent company</b>                                  | <b>(322)</b>                    | <b>(252)</b>     |
| <b>Earnings per share (Basic) attributable to parent company stockholders</b>   | <b>(0.36)</b>                   | <b>(0.28)</b>    |
| <b>Earnings per share (Diluted) attributable to parent company stockholders</b> | <b>(0.36)</b>                   | <b>(0.28)</b>    |

The accompanying notes are an integral part of these unaudited interim consolidated financial statements



## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

| Three months ended<br>(Unaudited) |                  |
|-----------------------------------|------------------|
| June 29,<br>2013                  | June 30,<br>2012 |

In million of U.S. dollars

|   |              |              |
|---|--------------|--------------|
| <b>Net loss</b>   | <b>(173)</b> | <b>(235)</b> |
| <b>Other comprehensive income (loss), net of tax :</b>                        |              |              |
| Currency translation adjustments arising during the period                    | 55           | (200)        |
| Foreign currency translation adjustments                                      | 55           | (200)        |
| Unrealized gains (losses) arising during the period                           | -            | -            |
| Unrealized gains (losses) on securities                                       | -            | -            |
| Unrealized gains (losses) arising during the period                           | 19           | (59)         |
| Less : reclassification adjustment for (income) losses included in net loss   | -            | 16           |
| Unrealized gains (losses) on derivatives                                      | 19           | (43)         |
| Net gains (losses) arising during the period                                  | -            | 2            |
| Defined benefit pension plans   | -            | 2            |
| <b>Other comprehensive income (loss), net of tax</b>                          | <b>74</b>    | <b>(241)</b> |
| <b>Comprehensive income (loss)</b>  | <b>(99)</b>  | <b>(476)</b> |
| Less : comprehensive income (loss) attributable to noncontrolling interest    | (23)         | (169)        |
| <b>Comprehensive income (loss) attributable to the company's stockholders</b> | <b>(76)</b>  | <b>(307)</b> |

The accompanying notes are an integral part of these unaudited interim consolidated financial statements



## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

In million of U.S. dollars

| Six months ended<br>(Unaudited) |                  |
|---------------------------------|------------------|
| June 29,<br>2013                | June 30,<br>2012 |

|   |              |              |
|---|--------------|--------------|
| <b>Net loss</b>   | <b>(469)</b> | <b>(570)</b> |
| <b>Other comprehensive income (loss), net of tax :</b>                        |              |              |
| Currency translation adjustments arising during the period                    | (30)         | (90)         |
| Foreign currency translation adjustments                                      | (30)         | (90)         |
| Unrealized gains (losses) arising during the period                           | 1            | 4            |
| Unrealized gains (losses) on securities                                       | 1            | 4            |
| Unrealized gains (losses) arising during the period                           | (6)          | (14)         |
| Less : reclassification adjustment for (income) losses included in net loss   | (15)         | 31           |
| Unrealized gains (losses) on derivatives                                      | (21)         | 17           |
| Net gains (losses) arising during the period                                  | 1            | 4            |
| Defined benefit pension plans   | 1            | 4            |
| <b>Other comprehensive income (loss), net of tax</b>                          | <b>(49)</b>  | <b>(65)</b>  |
| <b>Comprehensive income (loss)</b>  | <b>(518)</b> | <b>(635)</b> |
| Less : comprehensive income (loss) attributable to noncontrolling interest    | (151)        | (319)        |
| <b>Comprehensive income (loss) attributable to the company's stockholders</b> | <b>(367)</b> | <b>(316)</b> |

The accompanying notes are an integral part of these unaudited interim consolidated financial statements





In million of U.S. dollars

| As at                           |                                   |
|---------------------------------|-----------------------------------|
| June 29,<br>2013<br>(Unaudited) | December 31,<br>2012<br>(Audited) |

| <b>Assets</b>  |              |               |
|--|--------------|---------------|
| <b>Current assets :</b>  |              |               |
| Cash and cash equivalents  | 1,583        | 2,250         |
| Short-term deposits  | 1            | 1             |
| Marketable securities  | 189          | 238           |
| Trade accounts receivable, net   | 1,118        | 1,005         |
| Inventories  | 1,336        | 1,353         |
| Deferred tax assets  | 224          | 137           |
| Assets held for sale   | 28           | -             |
| Other current assets   | 567          | 518           |
| <b>Total current assets</b>  | <b>5,046</b> | <b>5,502</b>  |
| Goodwill   | 135          | 141           |
| Other intangible assets, net   | 250          | 213           |
| Property, plant and equipment, net   | 3,276        | 3,481         |
| Non-current deferred tax assets  | 395          | 414           |
| Restricted cash  | -            | 4             |
| Long-term investments  | 29           | 119           |
| Other non-current assets   | 512          | 560           |
|  | <b>4,597</b> | <b>4,932</b>  |
| <b>Total assets</b>  | <b>9,643</b> | <b>10,434</b> |
| <b>Liabilities and equity</b>  |              |               |
| <b>Current liabilities:</b>  |              |               |
| Short-term debt  | 313          | 630           |
| Trade accounts payable   | 985          | 797           |
| Other payables and accrued liabilities   | 993          | 942           |
| Dividends payable to stockholders  | 94           | 89            |
| Deferred tax liabilities   | 1            | 11            |
| Accrued income tax   | 65           | 86            |
| <b>Total current liabilities</b>   | <b>2,451</b> | <b>2,555</b>  |
| Long-term debt   | 651          | 671           |
| Post-retirement benefit obligations  | 492          | 477           |
| Long-term deferred tax liabilities   | 15           | 14            |
| Other long-term liabilities  | 357          | 353           |
|  | <b>1,515</b> | <b>1,515</b>  |
| <b>Total liabilities</b>   | <b>3,966</b> | <b>4,070</b>  |
| Commitment and contingencies   |              |               |
| <b>Equity</b>  |              |               |
| Parent company stockholders' equity  |              |               |
| Common stock (preferred stock: 540,000,000 shares authorized, not issued; common stock: Euro 1.04 par value, 1,200,000,000 shares authorized, 910,622,305 shares issued, 890,459,183 shares outstanding) | 1,156        | 1,156         |
| Capital surplus  | 2,564        | 2,555         |
| Retained earnings  | 1,433        | 1,959         |
| Accumulated other comprehensive income   | 749          | 794           |
| Treasury stock   | (213)        | (239)         |
| Total parent company stockholders' equity  | 5,689        | 6,225         |
| Noncontrolling interest  | (12)         | 139           |
| <b>Total equity</b>  | <b>5,677</b> | <b>6,364</b>  |
| <b>Total liabilities and equity</b>  | <b>9,643</b> | <b>10,434</b> |

The accompanying notes are an integral part of these unaudited interim consolidated financial statements



STMicroelectronics N.V.  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

| Six Months Ended                |                                 |
|---------------------------------|---------------------------------|
| (Unaudited)<br>June 29,<br>2013 | (Unaudited)<br>June 30,<br>2012 |

In million of U.S. dollars

|   |              |              |
|---|--------------|--------------|
| <b>Cash flows from operating activities:</b>  |              |              |
| <b>Net loss</b>   | (469)        | (570)        |
| <b>Items to reconcile net loss and cash flows from operating activities:</b>            |              |              |
| Depreciation and amortization   | 461          | 569          |
| Gain on financial instruments, net  | -            | (3)          |
| Non-cash stock-based compensation   | 9            | 3            |
| Other non-cash items  | (46)         | (50)         |
| Deferred income tax   | (84)         | (86)         |
| Loss on equity-method investments   | 102          | 9            |
| Impairment, restructuring charges and other related closure costs, net of cash payments | 74           | 43           |
| <b>Changes in assets and liabilities:</b>   |              |              |
| Trade receivables, net  | (123)        | (31)         |
| Inventories, net  | 12           | 25           |
| Trade payables  | 103          | 285          |
| Other assets and liabilities, net   | 42           | 19           |
| <b>Net cash from operating activities</b>   | <b>81</b>    | <b>213</b>   |
| <b>Cash flows from investing activities:</b>  |              |              |
| Payment for purchase of tangible assets   | (233)        | (209)        |
| Proceeds from sale of tangible assets   | 1            | 14           |
| Payment for purchase of marketable securities   | -            | (150)        |
| Proceeds from sale of marketable securities   | 50           | 305          |
| Release of restricted cash  | 3            | 3            |
| Payment for purchase of intangible and financial assets                                 | (48)         | (63)         |
| Proceeds from sale of intangible and financial assets                                   | -            | 14           |
| <b>Net cash used in investing activities</b>  | <b>(227)</b> | <b>(86)</b>  |
| <b>Cash flows from financing activities:</b>  |              |              |
| Proceeds from long-term debt  | 5            | 14           |
| Proceeds from short-term borrowings   | 145          | 219          |
| Repurchase / repayment of issued debt   | (455)        | (219)        |
| Repayment of long-term debt   | (23)         | (22)         |
| Decrease in short-term facilities   | -            | (6)          |
| Dividends paid to stockholders  | (164)        | (177)        |
| Other financing activities  | (1)          | (1)          |
| <b>Net cash used in financing activities</b>  | <b>(493)</b> | <b>(192)</b> |
| Effect of changes in exchange rates   | (28)         | (41)         |
| <b>Net cash decrease</b>  | <b>(667)</b> | <b>(106)</b> |
| <b>Cash and cash equivalents at beginning of the period</b>                             | <b>2,250</b> | <b>1,912</b> |
| <b>Cash and cash equivalents at end of the period</b>                                   | <b>1,583</b> | <b>1,806</b> |

The accompanying notes are an integral part of these unaudited interim consolidated financial statements



STMicroelectronics N.V.  
**CONSOLIDATED STATEMENTS OF EQUITY**

In million of U.S. dollars, except per share amounts

|  | Common<br>Stock | Capital<br>Surplus | Treasury<br>Stock | Retained<br>Earnings | Accumulated<br>Other<br>Comprehensive<br>Income (Loss) | Noncontrolling<br>Interest | Total<br>Equity |
|--|-----------------|--------------------|-------------------|----------------------|--|----------------------------|-----------------|
| <b>Balance as of December 31, 2011<br/>(Audited)</b> | <b>1,156</b>    | <b>2,544</b>       | <b>(271)</b>      | <b>3,504</b>         | <b>670</b>   | <b>393</b>                 | <b>7,996</b>    |
| Stock-based compensation<br>expense                  |                 | 11                 | 32                | (32)                 |  |                            | 11              |
| Contribution of noncontrolling<br>interest           |                 |                    |                   |                      |  | 765                        | 765             |
| Comprehensive income (loss):                         |                 |                    |                   |                      |  |                            |                 |
| Net loss   |                 |                    |                   | (1,158)              |  | (1,030)                    | (2,188)         |
| Other comprehensive income<br>(loss), net of tax     |                 |                    |                   |                      | 124  | 16                         | 140             |
| Comprehensive income (loss)                          |                 |                    |                   |                      |  |                            | (2,048)         |
| Dividends to noncontrolling<br>interest              |                 |                    |                   |                      |  | (5)                        | (5)             |
| Dividends, \$0.40 per share                          |                 |                    |                   | (355)                |  |                            | (355)           |
| <b>Balance as of December 31, 2012<br/>(Audited)</b> | <b>1,156</b>    | <b>2,555</b>       | <b>(239)</b>      | <b>1,959</b>         | <b>794</b>   | <b>139</b>                 | <b>6,364</b>    |
| Stock-based compensation<br>expense                  |                 | 9                  | 26                | (26)                 |  |                            | 9               |
| Comprehensive income (loss):                         |                 |                    |                   |                      |  |                            |                 |
| Net loss   |                 |                    |                   | (322)                |  | (147)                      | (469)           |
| Other comprehensive income<br>(loss), net of tax     |                 |                    |                   |                      | (45)   | (4)                        | (49)            |
| Comprehensive income (loss)                          |                 |                    |                   |                      |  |                            | (518)           |
| Dividends, \$0.20 per share                          |                 |                    |                   | (178)                |  |                            | (178)           |
| <b>Balance as of June 29, 2013<br/>(Unaudited)</b>   | <b>1,156</b>    | <b>2,564</b>       | <b>(213)</b>      | <b>1,433</b>         | <b>749</b>   | <b>(12)</b>                | <b>5,677</b>    |

The accompanying notes are an integral part of these unaudited interim consolidated financial statements

# STMicroelectronics N.V.

## Notes to Interim Consolidated Financial Statements (Unaudited)

### 1. The Company

STMicroelectronics N.V. (the “Company”) is registered in The Netherlands with its corporate legal seat in Amsterdam, the Netherlands, and its corporate headquarters located in Geneva, Switzerland.

The Company is a global independent semiconductor company that designs, develops, manufactures and markets a broad range of semiconductor integrated circuits (“ICs”) and discrete devices. The Company offers a diversified product portfolio and develops products for a wide range of market applications, including automotive products, computer peripherals, telecommunications systems, consumer products, industrial automation and control systems. Within its diversified portfolio, the Company is focused on developing products that leverage its technological strengths in creating customized, system-level solutions with digital and mixed-signal content.

### 2. Fiscal Year

The Company’s fiscal year ends on December 31. Interim periods are established for accounting purposes on a thirteen-week basis.

The Company’s first quarter ended on March 30, 2013, its second quarter ended on June 29 and its third quarter will end on September 28. Its fourth quarter will end on December 31.

### 3. Basis of Presentation

The accompanying Unaudited Interim Consolidated Financial Statements of the Company have been prepared in conformity with accounting principles generally accepted in the United States of America (“U.S. GAAP”), consistent in all material respects with those applied for the year ended December 31, 2012. The interim financial information is unaudited but reflects all normal adjustments which are, in the opinion of management, necessary to provide a fair statement of results for the periods presented. The results of operations for the interim period are not necessarily indicative of the results to be expected for the entire year.

All balances and values in the current and prior periods are in millions of U.S. dollars, except shares and per-share amounts.

The accompanying Unaudited Interim Consolidated Financial Statements do not include certain footnotes and financial presentation normally required on an annual basis under U.S. GAAP. Therefore, these interim financial statements should be read in conjunction with the Consolidated Financial Statements in the Company’s Annual Report on Form 20-F for the year ended December 31, 2012, as filed with the U.S. Securities and Exchange Commission (the “SEC”) on March 4, 2013.

#### 4. Use of Estimates

The preparation of financial statements in accordance with U.S. GAAP requires management to make estimates and assumptions. The primary areas that require significant estimates and judgments by management include, but are not limited to:

- sales returns and allowances,
- determination of the best estimate of the selling price for deliverables in multiple element sale arrangements,
- inventory obsolescence reserves and normal manufacturing capacity thresholds to determine costs capitalized in inventory,
- provisions for litigation and claims and recognition and measurement of loss contingencies,
- valuation at fair value of assets acquired in a business combination, including intangibles, goodwill, investments and tangible assets, as well as the impairment of their related carrying values, and valuation at fair value of assumed liabilities,
- annual and trigger-based impairment review of goodwill, intangible and tangible assets, as well as an assessment, in each reporting period, of events, which could trigger interim impairment testing,
- estimated value of the consideration to be received and used as fair value for asset groups classified as assets to be disposed of by sale and the assessment of probability of realizing the sale,
- assessment of credit losses and other-than-temporary impairment charges on financial assets, including equity investments,
- restructuring charges and other related exit costs,
- assumptions used in assessing the number of awards expected to vest on stock-based compensation plans,
- assumptions used in calculating pension obligations, and
- determination of the tax rate estimated on the basis of the projected tax amount for the full year, including deferred income tax assets, valuation allowance and assessment of provisions for uncertain tax positions and claims.

The Company bases the estimates and assumptions on historical experience and on various other factors such as market trends, market information used by market participants and the latest available business plans that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities. While the Company regularly evaluates its estimates and assumptions, the actual results experienced by the Company could differ materially and adversely from those estimates. To the extent there are material differences between the estimates and the actual results, future results of operations, cash flows and financial position could be significantly affected.

## 5. Recent Accounting Pronouncements

### *Accounting pronouncements effective in 2013*

In December 2011, the FASB issued new guidance on disclosures about offsetting assets and liabilities. Entities with balances presented on a net basis in the financial statements shall disclose both gross and net information about instruments and transactions eligible for offset in the consolidated balance sheet as well as instruments and transactions subject to an agreement similar to a master netting arrangement. In February 2013, the FASB issued a guidance clarifying the scope of disclosures about offsetting assets and liabilities by limiting such scope to derivatives, repurchase agreements and securities lending transactions to the extent that they are offset in the financial statements or subject to an enforceable master netting agreement. The Company adopted the new guidance in 2013, which did not have a significant impact on the Company's disclosures.

In February 2013, the FASB issued new guidance on reporting amounts reclassified out of accumulated other comprehensive income. The new guidance requires that the effect of significant amounts reclassified from each component of accumulated other comprehensive income be presented either in a single note or parenthetically on the face of the financial statements, based on its source and the income statement line items affected by the reclassification. If a component is not required to be reclassified to net income in its entirety, companies would instead cross reference to the related footnote for additional information. The Company adopted the new guidance in 2013 and reported amounts reclassified out of accumulated other comprehensive income in Note 11.

### *Accounting pronouncements that are not yet effective and have not been adopted early by the Company*

In March 2013, the FASB issued new guidance on obligations resulting from joint and several liability arrangements for which the total amount of the obligation is fixed at the reporting date. An entity should recognize the respective portion of the obligation it agrees to pay among its co-obligors and assess any additional amounts it expects to pay related to amounts borrowed by its co-obligors applying the measurement principles of the contingencies model under ASC 450. Enhanced disclosures similar to those required for financial guarantees will be required for those obligations. The guidance is effective for interim and annual periods beginning after December 15, 2013, with early adoption permitted. The Company will adopt the new guidance when effective and does not expect any significant impact of this adoption.

In March 2013, the FASB issued clarified guidance on whether, when and how to release cumulative translation adjustment (CTA) into earnings in various deconsolidation and consolidation transactions. Complete or substantially complete liquidation of a foreign entity is required to release CTA for transactions occurring *within* a foreign entity. Transactions impacting investments *in* the foreign entity may result in a full or partial release of CTA even though complete or substantially complete liquidation of the foreign entity has not occurred. For transactions involving step acquisitions, the CTA associated with the previous equity-method investment will be fully released when control is obtained and consolidation occurs. The guidance is effective for fiscal years beginning after December 15, 2013, with early adoption permitted. The Company will adopt the guidance when effective and is currently evaluating the impact it may have on its financial position and results of operations.

In April 2013, the FASB issued clarified guidance on when and how to apply the liquidation basis of accounting. An entity is required to prepare its financial statements using the liquidation basis of accounting when liquidation is imminent. Liquidation is imminent when: (i) a plan for liquidation has been approved by the person or persons with the authority to make such a plan effective and the likelihood is remote that the execution of the plan will be blocked by other parties or the entity will return from liquidation or; (ii) a plan for liquidation is imposed by other forces, and the likelihood is remote that the entity will return from liquidation. An entity applying the liquidation basis of accounting will measure and present assets at the estimated amount of cash proceeds or other consideration that it expects to collect in settling or disposing of those assets in carrying out its plan for liquidation. Liabilities will be measured in accordance with generally accepted accounting principles that apply to those liabilities. The guidance is effective for annual and interim reporting periods beginning after December 15, 2013, with early adoption permitted. The Company will adopt the guidance when effective and is currently evaluating the impact it may have on its financial position and results of operations.

In July 2013, the FASB issued guidance on how to present an unrecognized tax benefit (“UTB”) when a net operating loss carryforward, a similar tax loss, or a tax credit carryforward exists. Under the new guidance, UTBs will be netted against all available same-jurisdiction loss or other tax carryforwards that would be utilized. The new guidance must be adopted prospectively, but optional retrospective adoption for all periods presented is allowed. The guidance is effective for annual and interim reporting periods beginning after December 15, 2013, with early adoption permitted. The Company will adopt the guidance when effective and is currently evaluating the impact it may have on its consolidated financial statements.

In July 2013, the FASB updated hedging guidance to allow Fed Funds (or overnight index swap rate) as a benchmark interest rate for hedge accounting purposes. Prior guidance had explicitly prohibited the use of this rate as a benchmark rate when an entity had designated the risk of changes in fair value or cash flows of financial assets and financial liabilities due to the changes in the benchmark interest rate as the risk being hedged in fair value or cash flow hedges. In addition, the new guidance eliminates the need to designate the same benchmark interest rate for similar hedges. The new guidance is effective immediately and may be applied prospectively for qualifying new or redesignated hedging relationships entered into on or after July 17, 2013. The Company will adopt the guidance when effective and the new guidance will have no material impact on its financial position and results of operations.

## **6. Revenues Under Multiple Deliverable Arrangements**

The Company, from time to time, enters into agreements with multiple deliverables. The Company entered into certain agreements related to the licensing of manufacturing processes which include the delivery of a) licenses and process documentation and b) various training and implementation support. In the current agreements, the delivery of each instance of license and process documentation, as well as the training and support, are considered to be separate units of accounting. The timing of services in these arrangements varies depending on the contractual terms, but revenue is recognized either prorata for short duration service periods, or as the specific services are rendered for longer duration service periods, as appropriate.

As these manufacturing processes are not normally sold by the Company or other similar manufacturers, the valuation is based on best estimates of selling prices for such deliverables. These best estimates are determined by the groups responsible for the negotiation of the agreements and are primarily based on either: a) the total amount of the agreement, assuming that subsequent services are insignificant to the sale of the license and process documentation, b) cash payments to be paid by the customer in advance of delivery prior to incurring related services or training and/or c) information derived from the negotiation process between the Company and the customer. Training and support are valued based on past history of similar services or the group's determined value based on a cost plus analysis.

The actual past and the expected future revenues for the multiple deliverable arrangements are:

| In millions of U.S. dollars                                   | 2010      | 2011      | 2012      | 2013     |
|---|-----------|-----------|-----------|----------|
| Licenses and process documentation                            | 29        | 56        | 9         |          |
| Training and support services                                 | 28        | 14        | 9         | 2        |
| <b>Total Revenues under Multiple Deliverable Arrangements</b> | <b>57</b> | <b>70</b> | <b>18</b> | <b>2</b> |

Due to the long nature of some of the payments in these agreements, some revenue is deferred until collectability is reasonably assured. These arrangements generally do not include performance-, cancellation-, termination- or refund-type provisions.

## 7. Other Income and Expenses, Net

Other income and expenses, net consisted of the following:

| In millions of U.S. dollars                 | Three months ended |               | Six months ended |               |
|---|--------------------|---------------|------------------|---------------|
|   | June 29, 2013      | June 30, 2012 | June 29, 2013    | June 30, 2012 |
| Research and development funding            | 10                 | 24            | 20               | 42            |
| Exchange gain, net                          | 1                  | 2             | 4                | 1             |
| Patent costs                                | (8)                | (10)          | (15)             | (16)          |
| Gain on sale of non-current assets          | 2                  | 7             | 2                | 8             |
| Other, net                                  | (3)                | (1)           | (5)              | -             |
| <b>Total Other income and expenses, net</b> | <b>2</b>           | <b>22</b>     | <b>6</b>         | <b>35</b>     |



The Company receives significant public funding from governmental agencies in several jurisdictions. Public funding for research and development is recognized ratably as the related costs are incurred once the agreement with the respective governmental agency has been signed and all applicable conditions have been met.

Exchange gains and losses included in "Other income and expenses, net" represent the portion of exchange rate changes on transactions denominated in currencies other than an entity's functional currency and the changes in fair value of trading derivative instruments which are not designated as hedge and which have a cash flow effect related to operating transactions, as described in Note 24.

Patent costs include legal and attorney fees and payment for claims, patent pre-litigation consultancy and legal fees. They are reported net of settlements, if any, which primarily include reimbursements of prior patent litigation costs.

### 8. Impairment, Restructuring Charges and Other Related Closure Costs

Impairment, restructuring charges and other related closure costs incurred in the second quarter and first half of 2013 are summarized as follows:

| In millions of U.S. dollars     | Impairment | Three months ended on June 29, 2013 |                             | Total impairment, restructuring charges and other related closure costs |
|---------------------------------|------------|-------------------------------------|-----------------------------|---|
|                                 |            | Restructuring charges               | Other related closure costs |   |
| ST-Ericsson restructuring plans | -          | (2)                                 | (3)                         | (5)   |
| ST-Ericsson exit                | (8)        | 11                                  | (2)                         | 1   |
| Digital restructuring plan      | -          | (1)                                 | -                           | (1)   |
| \$600-650 million net opex plan | -          | (33)                                | -                           | (33)  |
| Other restructuring initiatives | -          | (5)                                 | -                           | (5)   |
| <b>Total</b>                    | <b>(8)</b> | <b>(30)</b>                         | <b>(5)</b>                  | <b>(43)</b>   |

| In millions of U.S. dollars     | Impairment  | Six months ended on June 29, 2013 |                             | Total impairment, restructuring charges and other related closure costs |
|---------------------------------|-------------|-----------------------------------|-----------------------------|---|
|                                 |             | Restructuring charges             | Other related closure costs |   |
| ST-Ericsson restructuring plans | -           | (7)                               | (3)                         | (10)  |
| ST-Ericsson exit                | (13)        | (66)                              | (2)                         | (81)  |
| Digital restructuring plan      | -           | (1)                               | -                           | (1)   |
| \$600-650 million net opex plan | -           | (47)                              | -                           | (47)  |
| Other restructuring initiatives | -           | (5)                               | -                           | (5)   |
| <b>Total</b>                    | <b>(13)</b> | <b>(126)</b>                      | <b>(5)</b>                  | <b>(144)</b>  |

Impairment, restructuring charges and other related closure costs incurred in the second quarter and first half of 2012 are summarized as follows:

| In millions of U.S. dollars               | Impairment | Three months ended on June 30, 2012 |                             | Total impairment, restructuring charges and other related closure costs |
|---|------------|-------------------------------------|-----------------------------|---|
|   |            | Restructuring charges               | Other related closure costs |   |
| Manufacturing restructuring plan          | -          | -                                   | (1)                         | (1)   |
| ST-Ericsson restructuring plan            | -          | (1)                                 | -                           | (1)   |
| ST-Ericsson cost savings plan             | -          | (2)                                 | (8)                         | (10)  |
| ST-Ericsson April 2012 restructuring plan | -          | (39)                                | (5)                         | (44)  |
| <b>Total</b>                              | -          | <b>(42)</b>                         | <b>(14)</b>                 | <b>(56)</b>   |

| In millions of U.S. dollars               | Impairment | Six months ended on June 30, 2012 |                             | Total impairment, restructuring charges and other related closure costs |
|---|------------|-----------------------------------|-----------------------------|---|
|   |            | Restructuring charges             | Other related closure costs |   |
| Manufacturing restructuring plan          | (8)        | -                                 | (2)                         | (10)  |
| ST-Ericsson restructuring plan            | -          | (1)                               | -                           | (1)   |
| ST-Ericsson cost savings plan             | -          | (10)                              | (9)                         | (19)  |
| ST-Ericsson April 2012 restructuring plan | -          | (39)                              | (5)                         | (44)  |
| <b>Total</b>                              | <b>(8)</b> | <b>(50)</b>                       | <b>(16)</b>                 | <b>(74)</b>   |

#### Impairment charges

The Company recorded in the first half of 2013 impairment charges amounting to \$13 million, primarily related to long-lived assets classified as “Assets held for sale” in the consolidated balance sheet as part of the exit of ST-Ericsson.

The Company recorded in the first half of 2012 impairment charges amounting to \$8 million on the Carrollton building and facilities.

#### Restructuring charges and other related closure costs

Provisions for restructuring charges and other related closure costs as at June 29, 2013 are summarized as follows in millions of U.S. dollars:

|  | ST-Ericsson exit | ST-Ericsson restructuring plans | \$600-650 million net opex plan | Digital restructuring plan | Manufacturing restructuring plan | Other restructuring initiatives | Total      |
|--|------------------|---------------------------------|---------------------------------|----------------------------|----------------------------------|---------------------------------|------------|
| <b>Provision as at December 31, 2012</b> | <b>8</b>         | <b>59</b>                       | <b>-</b>                        | <b>12</b>                  | <b>3</b>                         | <b>9</b>                        | <b>91</b>  |
| Charges incurred in 2013                 | 95               | 13                              | 47                              | 1                          | -                                | 5                               | 161        |
| Adjustments for unused provisions        | (27)             | (3)                             | -                               | -                          | -                                | -                               | (30)       |
| Amounts paid                             | (13)             | (45)                            | (7)                             | (5)                        | -                                | -                               | (70)       |
| Currency translation effect              | (1)              | (1)                             | (1)                             | -                          | -                                | -                               | (3)        |
| <b>Provision as at June 29, 2013</b>     | <b>62</b>        | <b>23</b>                       | <b>39</b>                       | <b>8</b>                   | <b>3</b>                         | <b>14</b>                       | <b>149</b> |

- ST-Ericsson exit

On March 18, 2013, in connection with the planned transfer of parts of ST-Ericsson to the parent companies, ST-Ericsson announced a restructuring plan aiming at reducing its workforce by 1,600 employees worldwide. In the first half of 2013, the Company recorded \$68 million restructuring charges, primarily related to employee termination benefits, net of an adjustment of \$27 million resulting from a significant reduction of estimated restructured employees in Sweden compared to the first quarter of 2013, as part of the exit of ST-Ericsson.

- ST-Ericsson restructuring plans

The Company recorded in the first half of 2013 net restructuring charges totaling \$10 million, in relation to the ST-Ericsson restructuring plans.

- \$600-650 million net opex plan

Further to the announcement on December 10, 2012 to reduce the Company's net operating expenses comprised of combined selling, general and administrative and research and development expenses, net of other income and expenses, to the level of \$600 million to \$650 million on a quarterly basis by the beginning of 2014, the Company committed restructuring actions in the first half of 2013. The Company recorded \$47 million restructuring charges corresponding to employee termination benefits in the first half of 2013.

- Digital restructuring plan

In October 2012, the Company announced a savings plan, impacting primarily the Digital Convergence Group product line, designed to achieve \$150 million in annual savings upon completion by the end of 2013. The restructuring plan may affect up to 500 jobs, including contractors and attritions. The Company recorded \$1 million restructuring charges in the first half of 2013.

## Total impairment, restructuring charges and other related closure costs

The manufacturing restructuring plan, which was expected to result in pre-tax charges in the range of \$270 million to \$300 million, resulted in a total charge of \$313 million. This plan is now completed.

The ST-Ericsson restructuring plans, announced in 2009-2012, which are expected to result in a total pre-tax charge in the range of \$300 million to \$340 million, resulted in a total charge of \$291 million as of June 29, 2013. These plans are expected to be completed in 2013. The ST-Ericsson cost savings plan was completed in 2012.

The Digital restructuring plan is expected to result in a total pre-tax charge of \$25 million to \$30 million, of which \$14 million have been incurred as of June 29, 2013. The plan is expected to be completed in 2013.

The \$600-650 million net opex plan resulted in \$47 million charge incurred as of June 29, 2013. The plan is currently expected to be completed in early 2014.

The ST-Ericsson exit plan is expected to result in total cash costs net of proceeds in the range of \$300 million to \$350 million for the Company, including the covering of ST-Ericsson's ongoing operations during the transition period and its restructuring costs, of which \$76 million have been incurred as of June 29, 2013. This plan is expected to be mainly completed in 2013.

The total actual costs that the Company will incur may differ from these estimates based on the timing required to complete the restructuring plan, the number of people involved, the final agreed termination benefits and the costs associated with the transfer of equipment, products and processes.

### 9. Interest income (expense), Net

Interest income (expense), net consisted of the following:

| In millions of U.S. dollars                 | Three months ended |                  | Six months ended |                  |
|---|--------------------|------------------|------------------|------------------|
|   | June 29,<br>2013   | June 30,<br>2012 | June 29,<br>2013 | June 30,<br>2012 |
| Income                                      | 12                 | 3                | 14               | 8                |
| Expense                                     | (5)                | (9)              | (14)             | (27)             |
| <b>Total interest income (expense), net</b> | <b>7</b>           | <b>(6)</b>       | <b>-</b>         | <b>(19)</b>      |

Net interest included charges related to the sale of trade and other receivables. In 2013, it also included a one-time interest payment received with respect to a U.S. tax refund in the second quarter of 2013.

## 10. Earnings per share

Basic net earnings per share (“EPS”) is computed based on net income (loss) attributable to parent company stockholders using the weighted-average number of common shares outstanding during the reported period; the number of outstanding shares does not include treasury shares. Diluted EPS is computed using the weighted-average number of common shares and dilutive potential common shares outstanding during the period, such as stock issuable pursuant to the exercise of stock options outstanding, nonvested shares granted and the conversion of convertible debt.

| In millions of U.S. dollars, except share and per share amounts | Three months ended |               | Six months ended |               |
|---|--------------------|---------------|------------------|---------------|
|   | June 29, 2013      | June 30, 2012 | June 29, 2013    | June 30, 2012 |
| <b>Basic earnings per share:</b>                                |                    |               |                  |               |
| Net loss attributable to parent company                         | (152)              | (75)          | (322)            | (252)         |
| Weighted average shares outstanding                             | 888,998,405        | 886,056,411   | 888,486,189      | 885,527,601   |
| <b>Earnings per share (basic)</b>                               | <b>(0.17)</b>      | <b>(0.08)</b> | <b>(0.36)</b>    | <b>(0.28)</b> |
| <b>Diluted earnings per share:</b>                              |                    |               |                  |               |
| Net loss attributable to parent company                         | (152)              | (75)          | (322)            | (252)         |
| Convertible debt interest                                       | -                  | -             | -                | -             |
| Net loss attributable to parent company, adjusted               | (152)              | (75)          | (322)            | (252)         |
| Weighted average shares outstanding                             | 888,998,405        | 886,056,411   | 888,486,189      | 885,527,601   |
| Dilutive effect of nonvested shares                             | -                  | -             | -                | -             |
| Dilutive effect of convertible debt                             | -                  | -             | -                | -             |
| Number of shares used in calculating earnings per share         | 888,998,405        | 886,056,411   | 888,486,189      | 885,527,601   |
| <b>Earnings per share (diluted)</b>                             | <b>(0.17)</b>      | <b>(0.08)</b> | <b>(0.36)</b>    | <b>(0.28)</b> |

As of June 29, 2013, there were outstanding stock options exercisable into the equivalent of 8,497,311 common shares. There was also the equivalent of 5,624 common shares outstanding for convertible debt. None of these bonds were converted to shares during the first half of 2013.

## 11. Accumulated Other Comprehensive Income (“AOCI”)

The table below details the changes in AOCI attributable to the company’s stockholders by component, net of tax, for the period ended June 29, 2013:

|   | Gains (Losses)<br>on Cash Flow<br>Hedges | Gains (Losses)<br>on Available-<br>For-Sale<br>Securities | Defined Benefit<br>Pension Plan<br>Items | Foreign<br>Currency<br>Translation<br>Adjustments<br>(“CTA”) | Total      |
|---|--|---|--|--|------------|
| December 31, 2012   | 24                                       | (4)   | (158)                                    | 932  | 794        |
| Other Comprehensive Income (loss) before<br>reclassifications               | (6)                                      | 1   | 1  | (29)   | (33)       |
| Amounts reclassified from AOCI  | (12)                                     | -   | -  | -  | (12)       |
| Other comprehensive income (loss) for the six months<br>ended June 29, 2013 | (18)                                     | 1   | 1  | (29)   | (45)       |
| <b>June 29, 2013</b>  | <b>6</b>                                 | <b>(3)</b>  | <b>(157)</b>                             | <b>903</b>   | <b>749</b> |

Items reclassified out of Accumulated Other Comprehensive Income for the period ended June 29, 2013 are listed in the table below:

| Details about AOCI components   | Amounts reclassified<br>from AOCI | Affected line item in the statement where net income (loss) is<br>presented      |
|---|-----------------------------------|--|
| <b>Gains (losses) on cash flow hedges</b>                                   |                                   |  |
| Foreign exchange derivative contracts                                       | 8                                 | Cost of sales  |
| Foreign exchange derivative contracts                                       | 1                                 | Selling, general and administrative  |
| Foreign exchange derivative contracts                                       | 9                                 | Research and development   |
|   | (3)                               | Income tax expense   |
|   | 15                                | Net of tax   |
| <b>Available-for-sale securities</b>  |                                   |  |
| Realized gain on sale of securities   | -                                 | Other income and expenses, net   |
| Other-than-temporary impairment charge                                      | -                                 | Other-than-temporary impairment charge and realized gains on<br>financial assets |
|   | -                                 | Income tax benefit (expense)   |
|   | -                                 | Net of tax   |
| <b>Defined benefit pension plan items</b>                                   |                                   |  |
| Amortization of prior service costs   | -                                 | (1)  |
| Amortization of actuarial gains (losses)                                    | -                                 | (1)  |
| Amortization of prior service cost included in net periodic pension<br>cost | -                                 | (1)  |
|   | -                                 | Income tax benefit (expense)   |
|   | -                                 | Net of tax   |
| <b>Foreign currency translation adjustments</b>                             |                                   |  |
| Sale of foreign entity  | -                                 |  |
| <b>Total reclassifications for the period</b>                               | <b>15</b>                         | <b>Net of tax</b>  |
| <b>Attributable to noncontrolling interest</b>                              | <b>(3)</b>                        |  |
| <b>Attributable to the Company's stockholders</b>                           | <b>12</b>                         |  |

(1) These items are included in the computation of net periodic pension cost, as described in Note 20.

## 12. Marketable Securities

Changes in the value of marketable securities, as reported in current assets on the consolidated balance sheets as at June 29, 2013 and December 31, 2012 are detailed in the table below:

| In millions of U.S. dollars                                      | December 31, 2012 | Purchase | Sale / Settlement | Change in fair value included in OCI* for available-for-sale marketable securities | Change in fair value recognized in earnings | Foreign exchange result through OCI* | June 29, 2013 |
|--|-------------------|----------|-------------------|--|---|--------------------------------------|---------------|
| Debt securities issued by the U.S. Treasury                      | 150               | -        | (50)              | -  | -   | -                                    | <b>100</b>    |
| Senior debt Floating Rate Notes issued by financial institutions | 88                | -        | -                 | 1  | -   | -                                    | <b>89</b>     |
| <b>Total</b>   | <b>238</b>        | -        | <b>(50)</b>       | <b>1</b>   | -   | -                                    | <b>189</b>    |

\*Other Comprehensive Income

All securities are classified as available-for-sale and recorded at fair value as at June 29, 2013, with changes in fair value recognized as a separate component of "Accumulated other comprehensive income (loss)" in the consolidated statement of equity, except for those changes deemed to be other-than-temporary impairment.

The change in fair value of the \$100 million government debt securities classified as available-for-sale was not material as at June 29, 2013. The Company estimated the fair value of these financial assets based on publicly quoted market prices, which corresponds to a level 1 fair value measurement hierarchy. The duration of the government bills portfolio is less than one month on average and the securities are rated Aaa by Moody's.

Out of the three investment positions in Senior debt Floating Rate Notes, one security is in an unrealized loss position, which has been considered as temporary. For all investments, the Company expects to recover the debt securities' entire amortized cost basis. Since the duration of the portfolio is 0.5 years on average and the securities have an average rating of A-/Baa1/A, the Company expects the value of the securities to return to par as the final maturity is approaching; as such, no credit loss has been identified on these instruments and the cumulative change in fair value is recognized as a separate component of "Accumulated other comprehensive income (loss)" in the consolidated statement of equity. The Company estimated the fair value of these financial assets based on publicly quoted market prices, which corresponds to a level 1 fair value measurement hierarchy.

The debt securities and the government bonds are reported as current assets on the line "Marketable Securities" on the consolidated balance sheet as at June 29, 2013, since they represent investments of funds available for current operations.



### 13. Trade Accounts Receivable, Net

Trade accounts receivable, net consisted of the following:

| In millions of U.S. dollars                 | As at June 29, 2013 | As at December 31, 2012 |
|---|---------------------|-------------------------|
| Trade accounts receivable                   | 1,127               | 1,015                   |
| Provision for doubtful accounts             | (9)                 | (10)                    |
| <b>Total trade accounts receivable, net</b> | <b>1,118</b>        | <b>1,005</b>            |

The Company enters into factoring transactions to accelerate the realization in cash of some trade accounts receivable within ST-Ericsson. As at June 29, 2013, \$57 million of trade accounts receivable were sold without recourse. Such factoring transactions totaled \$398 million for the first half of 2013, with a financial cost totaling \$1 million, reported on the line "Interest expense, net" on the consolidated statement of income for the six months ended June 29, 2013.

### 14. Inventories

Inventories are stated at the lower of cost or market value. Cost is based on the weighted average cost by adjusting standard cost to approximate actual manufacturing costs on a quarterly basis; the cost is therefore dependent on the Company's manufacturing performance. In the case of underutilization of manufacturing facilities, the costs associated with the excess capacity are not included in the valuation of inventories but charged directly to cost of sales.

Provisions for obsolescence are estimated for excess uncommitted inventories based on the previous quarter's sales, backlog of orders and production plans.

Inventories, net of reserve consisted of the following:

| In millions of U.S. dollars | As at June 29, 2013 | As at December 31, 2012 |
|-----------------------------|---------------------|-------------------------|
| Raw materials               | 77                  | 78                      |
| Work-in-process             | 861                 | 941                     |
| Finished products           | 398                 | 334                     |
| <b>Total Inventories</b>    | <b>1,336</b>        | <b>1,353</b>            |

## 15. Goodwill

Changes in the carrying amount of goodwill were as follows:

| In millions of U.S. dollars  | Sense & Power and<br>Automotive (SPA) | Embedded Processing<br>Solutions (EPS) | Others   | Total      |
|------------------------------|---------------------------------------|--|----------|------------|
| December 31, 2012            | 32                                    | 104                                    | 5        | 141        |
| Assets held for sale         | -                                     | -                                      | (5)      | (5)        |
| Foreign currency translation | -                                     | (1)                                    | -        | (1)        |
| <b>June 29, 2013</b>         | <b>32</b>                             | <b>103</b>                             | <b>-</b> | <b>135</b> |

Goodwill allocation has been presented following the change in the segment organization in 2013.

## 16. Other intangible assets

Other intangible assets consisted of the following:

| <b>June 29, 2013</b>               | Gross Cost   | Accumulated Amortization | Net Cost   |
|------------------------------------|--------------|--------------------------|------------|
| Technologies & licences            | 614          | (487)                    | 127        |
| Contractual customer relationships | 14           | (12)                     | 2          |
| Purchased software                 | 339          | (294)                    | 45         |
| Construction in progress           | 66           | -                        | 66         |
| Other intangible assets            | 74           | (64)                     | 10         |
| <b>Total</b>                       | <b>1,107</b> | <b>(857)</b>             | <b>250</b> |

| December 31, 2012                  | Gross Cost   | Accumulated Amortization | Net Cost   |
|------------------------------------|--------------|--------------------------|------------|
| Technologies & licences            | 742          | (630)                    | 112        |
| Contractual customer relationships | 13           | (11)                     | 2          |
| Purchased software                 | 356          | (312)                    | 44         |
| Construction in progress           | 39           | -                        | 39         |
| Other intangible assets            | 104          | (88)                     | 16         |
| <b>Total</b>                       | <b>1,254</b> | <b>(1,041)</b>           | <b>213</b> |

The line "Construction in progress" in the table above includes internally developed software under construction, licence and software not ready for use.

The line "Other intangible assets" consists primarily of internally developed software.

Amortization expense was \$37 million and \$89 million for the six-month periods ended June 29, 2013 and June 30, 2012, respectively.

The estimated amortization expense of the existing intangible assets for the following years is as follows:

| Year         |            |
|--------------|------------|
| 2013         | 46         |
| 2014         | 69         |
| 2015         | 57         |
| 2016         | 42         |
| 2017         | 20         |
| Thereafter   | 16         |
| <b>Total</b> | <b>250</b> |

## 17. Long-Term Investments

Long-term investments consisted of the following:

| In millions of U.S. dollars | June 29, 2013 | December 31, 2012 |
|-----------------------------|---------------|-------------------|
| Equity-method investments   | 17            | 106               |
| Cost-method investments     | 12            | 13                |
| <b>Total</b>                | <b>29</b>     | <b>119</b>        |

### *Equity-method investments*

Equity-method investments as at June 29, 2013 and December 31, 2012 were as follows:

In millions of U.S. dollars, except percentages

|                   | June 29, 2013  |                      | December 31, 2012 |                      |
|-------------------|----------------|----------------------|-------------------|----------------------|
|                   | Carrying value | Ownership percentage | Carrying value    | Ownership percentage |
| ST-Ericsson AT SA | 4              | 49.0%                | 9                 | 49.0%                |
| 3Sun S.r.l.       | 8              | 33.3%                | 91                | 33.3%                |
| MicroOLED SAS     | 5              | 39.6%                | 6                 | 39.6%                |
| <b>Total</b>      | <b>17</b>      |                      | <b>106</b>        |                      |

*ST-Ericsson AT SA (“JVD”)*

On February 3, 2009, the Company announced the closing of a transaction to combine the businesses of Ericsson Mobile Platforms (“EMP”) and ST-NXP Wireless into a new venture, named ST-Ericsson. As part of the transaction, the Company received an interest in ST-Ericsson AT Holding AG, in which the Company owns 50% less a controlling share held by Ericsson. The Company’s investment in JVD at the date of the transaction was valued at \$99 million. In 2010, ST-Ericsson AT Holding AG was merged into ST-Ericsson AT SA. In the first half of 2013, the line “Loss on equity-method investments” in the Company’s consolidated statement of income included a charge of \$5 million primarily reflecting the Company’s share of the restructuring charges recorded by JVD in relation to the plan announced on March 18, 2013. The Company’s current maximum exposure to loss as a result of its involvement with JVD is limited to its equity-method investment that amounted to \$4 million as at June 29, 2013. The Company has determined that JVD is a variable interest entity (“VIE”), but has determined that the Company is not the primary beneficiary of the entity. This determination is based on the judgment that the most significant activities of JVD are primarily R&D services performed for JVS and Ericsson, for which the Company does not have the power to direct by contract or voting control. The Company has not provided additional financial support in the second quarter of 2013 and currently has no requirement or intent to provide further financial support to JVD. In March 2013, the Company signed a memorandum of understanding with Ericsson describing the principles for the break-up and wind-down of the ST-Ericsson joint venture.

*3Sun S.r.l. (“3Sun”)*

3Sun is a joint initiative between Enel Green Power, Sharp and the Company for the manufacture of thin film photovoltaic panels in Catania, Italy. Each partner owns a third of the common shares of the entity. The Company has determined that 3Sun is not a VIE. However the Company exercises a significant influence over 3Sun and consequently accounts for its investment in 3Sun under the equity-method.

In the first half of 2013, the Company participated for €9.9 million in 3Sun’s capital increase.

Taking into consideration the latest business developments, the generated losses and its current financial situation, 3Sun recorded in the second quarter of 2013 an impairment charge of €159 million in addition to its operating losses. The Company decreased its equity investment in 3Sun in the second quarter of 2013 by \$91 million, out of which \$69 million for the impairment. For the six months of 2013, the line “Loss on equity-method investments” in the Company’s consolidated statement of income included a charge of \$96 million related to 3Sun. The Company’s current maximum exposure to loss as a result of its involvement with 3Sun is limited to its equity-method investment amounting to \$8 million and a shareholder’s loan amounting to \$28 million as at June 29, 2013 and, under certain conditions, to participate to a share capital increase up to €8 million.

In the third quarter 2012, the Company invested approximately \$7 million in shares of MicroOLED SAS, therefore obtaining 39.6% of the voting rights. MicroOLED SAS is based in Grenoble and develops OLED micro-displays. The Company has determined that \$4 million out of the total value of its investment is a basis difference created by the identification of technology intangibles in MicroOLED SAS. The Company accounts for its share of results in MicroOLED with a quarter lag. The Company's current maximum exposure to loss as a result of its involvement with MicroOLED is limited to its equity-method investment that amounted to \$5 million as at June 29, 2013.

#### **Cost-method investments**

Cost-method investments as at June 29, 2013 are equity securities with no readily determinable fair value. It includes principally the Company's investment in DNP Photomask Europe S.p.A ("DNP"). The Company has identified the joint venture as a VIE, but has determined that it is not the primary beneficiary. The significant activities of DNP revolve around the creation of masks and development of high level mask technology. The Company does not have the power to direct such activities. The Company's current maximum exposure to loss as a result of its involvement with the joint venture is limited to its investment. The Company has not provided additional financial support in the second quarter of 2013 and currently has no requirement or intent to provide further financial support to the joint venture.

#### **18. Other Non-current Assets**

Other non-current assets consisted of the following:

| In millions of U.S. dollars              | As at June 29, 2013 | As at December 31, 2012 |
|--|---------------------|-------------------------|
| Available-for-sale equity securities     | 10                  | 10                      |
| Trading equity securities                | 8                   | 8                       |
| Long-term State receivables              | 420                 | 470                     |
| Long-term receivables from third parties | 6                   | 2                       |
| Long-term loans to affiliates            | 28                  | 28                      |
| Prepaid for pension                      | 7                   | 5                       |
| Deposits and other non-current assets    | 33                  | 37                      |
| <b>Total</b>                             | <b>512</b>          | <b>560</b>              |

Long-term State receivables include receivables related to funding and receivables related to tax refund. Funding are mainly public grants to be received from governmental agencies in Italy and France as part of long-term research and development, industrialization and capital investment projects. Long-term receivables related to tax refund correspond to tax benefits claimed by the Company in certain of its local tax jurisdictions, for which collection is expected beyond one year.

## 19. Long-term debt

Long-term debt consisted of the following:

| In millions of U.S. dollars   | June 29, 2013 | December 31, 2012 |
|---|---------------|-------------------|
| <b>Funding program loans from European Investment Bank:</b>                                 |               |                   |
| 0.29% due 2014, floating interest rate at Libor + 0.017%                                    | 40            | 40                |
| 0.30% due 2015, floating interest rate at Libor + 0.026%                                    | 28            | 28                |
| 0.33% due 2016, floating interest rate at Libor + 0.052%                                    | 58            | 77                |
| 0.59% due 2016, floating interest rate at Libor + 0.317%                                    | 103           | 103               |
| 0.49% due 2016, floating interest rate at Libor + 0.213%                                    | 114           | 114               |
| 1.38% due 2020, floating interest rate at Libor + 1.099%                                    | 100           | 100               |
| 1.23% due 2020, floating interest rate at Libor + 0.956%                                    | 221           | 221               |
| 1.03% due 2020, floating interest rate at Euribor + 0.817%                                  | 131           | 132               |
| <b>Other funding program loans:</b>   |               |                   |
| 0.54% (weighted average), due 2013-2018, fixed interest rate                                | 5             | 7                 |
| <b>Other long-term loans:</b>   |               |                   |
| 1.95 % (weighted average), due 2017, fixed interest rate                                    | 11            | 12                |
| 0.87 % (weighted average), due 2020, fixed interest rate                                    | 4             | -                 |
| <b>Capital leases:</b>  |               |                   |
| 6.03% (weighted average), due 2013-2017, fixed interest rate                                | 4             | 5                 |
| <b>Senior Bonds:</b>  |               |                   |
| Due 2013, floating interest rate at Euribor + 0.40%   | -             | 462               |
| <b>Total long-term debt</b>   | <b>819</b>    | <b>1,301</b>      |
| Less current portion (excluding short-term borrowings of \$145 million as at June 29, 2013) | <b>(168)</b>  | <b>(630)</b>      |
| <b>Total long-term debt, less current portion</b>   | <b>651</b>    | <b>671</b>        |

In March 2006, STMicroelectronics Finance B.V. (“ST BV”), a wholly owned subsidiary of the Company, issued floating rate senior bonds with a principal amount of Euro 500 million at an issue price of 99.873%. The notes, which matured on March 17, 2013, were paying a coupon rate of the three-month Euribor plus 0.40% on the 17th of June, September, December and March of each year through maturity. In 2010, the Company repurchased 74 thousand bonds for a total cash consideration of \$98 million. In 2011, the Company repurchased around 76 thousand bonds for a total cash consideration of \$107 million. The repurchased bonds have been cancelled in accordance with their terms. The residual portion of the floating rate senior bonds outstanding was repaid on March 17, 2013 from available cash.

## 20. Post Retirement and Other Long-term Employee Benefits

The Company and its subsidiaries have a number of defined benefit pension plans, mainly unfunded, and other long-term employees’ benefits covering employees in various countries. The defined benefit plans provide pension benefits based on years of service and employee compensation levels. The other long-term employees’ plans provide benefits due during the employees’ period of service after certain seniority levels. The Company uses a December 31 measurement date for its plans. Eligibility is generally determined in accordance with local statutory requirements. For Italian termination indemnity plan (“TFR”) generated before July 1, 2007, the Company continues to measure the vested benefits to which Italian employees are entitled as if they retired immediately as of June 29, 2013, in compliance with the U.S. GAAP guidance on determining vested benefit obligations for defined benefit pension plans.

The components of the net periodic benefit cost included the following:

| In millions of U.S. dollars               | Pension Benefits<br>Three months ended |               | Pension Benefits<br>Six months ended |               |
|---|--|---------------|--------------------------------------|---------------|
|   | June 29, 2013                          | June 30, 2012 | June 29, 2013                        | June 30, 2012 |
| Service cost                              | (10)                                   | (10)          | (21)                                 | (20)          |
| Interest cost                             | (7)                                    | (7)           | (15)                                 | (17)          |
| Expected return on plan assets            | 4                                      | 4             | 9                                    | 9             |
| Amortization of actuarial net (loss) gain | (3)                                    | (3)           | (7)                                  | (6)           |
| Amortization of prior service cost        | -                                      | -             | -                                    | (1)           |
| <b>Net periodic benefit cost</b>          | <b>(16)</b>                            | <b>(16)</b>   | <b>(34)</b>                          | <b>(35)</b>   |

| In millions of U.S. dollars      | Other long-term benefits<br>Three months ended |               | Other long-term benefits<br>Six months ended |               |
|----------------------------------|--|---------------|--|---------------|
|                                  | June 29, 2013                                  | June 30, 2012 | June 29, 2013                                | June 30, 2012 |
| Service cost                     | (1)  | (1)           | (2)  | (2)           |
| Interest cost                    | (1)  | (1)           | (1)  | (1)           |
| <b>Net periodic benefit cost</b> | <b>(2)</b>                                     | <b>(2)</b>    | <b>(3)</b>                                   | <b>(3)</b>    |

Employer contributions paid and expected to be paid in 2013 are consistent with the amounts disclosed in the consolidated financial statements for the year ended December 31, 2012.

## 21. Dividends

At the Company's Annual General Meeting of Shareholders held on May 30, 2012, the distribution of a cash dividend of \$0.40 per common share, amounting to approximately \$355 million, to be paid in four equal installments, was adopted by the Company's shareholders. Through December 31, 2012, three installments were paid for an amount of \$266 million including withholding tax. The remaining \$0.10 per share cash dividend totaled \$89 million and was paid in the first quarter of 2013.

The Annual General Meeting of Shareholders held on June 21, 2013 authorized the distribution of a semi-annual cash dividend per common share of \$0.10 in the second quarter of 2013 and \$0.10 in the third quarter of 2013, to be paid in June and September of 2013, respectively. The first payment for Euronext Paris and Borsa Italiana, amounting to \$75 million, was executed in the second quarter of 2013. The first payment for the New York Stock Exchange executed in July 2013 and the \$0.10 per share cash dividend to be paid in September both totaled \$94 million and were reported as current liabilities on the consolidated balance sheet as at June 29, 2013.

## 22. Treasury Stock

The treasury shares have been designated for allocation under the Company's share based remuneration programs of non-vested shares. As of June 29, 2013, 22,757,098 of these treasury shares were transferred to employees under the Company's share based remuneration programs of which 2,443,481 in the first half of 2013.

As of June 29, 2013, the Company owned a number of treasury shares equivalent to 20,163,122.

## 23. Contingencies, Claims and Legal proceedings

The Company is subject to possible loss contingencies arising in the ordinary course of business. These include but are not limited to: warranty cost on the products of the Company, breach of contract claims, claims for unauthorized use of third-party intellectual property, tax claims beyond assessed uncertain tax positions as well as claims for environmental damages. In determining loss contingencies, the Company considers the likelihood of impairing an asset or the incurrance of a liability at the date of the financial statements as well as the ability to reasonably estimate the amount of such loss. The Company records a provision for a loss contingency when information available before the financial statements are issued or are available to be issued indicates that it is probable that an asset has been impaired or a liability has been incurred at the date of the financial statements and when the amount of loss can be reasonably estimated. The Company regularly reevaluates claims to determine whether provisions need to be readjusted based on the most current information available to the Company. Changes in these evaluations could result in an adverse material impact on the Company's results of operations, cash flows or its financial position for the period in which they occur.



At each reporting date, the Company assesses all material open income tax positions in all tax jurisdictions to determine any uncertain tax position. The Company uses a two-step process for the evaluation of uncertain tax positions. The first step consists in determining whether a benefit may be recognized; the assessment is based on a sustainability threshold. If the sustainability is lower than 50%, a full provision should be accounted for. In case of a sustainability threshold in step one higher than 50 percent, the Company must perform a second step in order to measure the amount of recognizable tax benefit, net of any liability for tax uncertainties. The measurement methodology in step two is based on a “cumulative probability” approach, resulting in the recognition of the largest amount that is greater than 50 percent likely of being realized upon settlement with the taxing authority. There was no major change in the nature of unrecognized tax benefits during the first half of 2013 with respect to uncertainties about a certain tax treatment not yet validated with the relevant fiscal authorities. All unrecognized tax benefits would affect the effective tax rate, if recognized. Interest and penalties recognized in the consolidated balance sheets as at June 29, 2013 and December 31, 2012 and in the consolidated statements of income for the first half of 2013 and 2012 are not material.

The Company is subject from time to time to tax audits in various jurisdictions; unfavorable outcomes of any ongoing tax audits could have a material impact on the Company’s future tax provisions in the periods in which these changes could occur.

The Company has received and may in the future receive communications alleging possible infringements of third party patents or other third party intellectual property rights. Furthermore, the Company from time to time enters into discussions regarding a broad patent cross license arrangement with other industry participants. There is no assurance that such discussions may be brought to a successful conclusion and result in the intended agreement. The Company may become involved in costly litigation brought against the Company regarding patents, mask works, copyrights, trademarks or trade secrets. In the event that the outcome of any litigation would be unfavorable to the Company, the Company may be required to take a license to third party patents and/or other intellectual property rights at economically unfavorable terms and conditions, and possibly pay damages for prior use and/or face an injunction, all of which individually or in the aggregate could have a material adverse effect on the Company’s results of operations, cash flows, financial position and/or ability to compete.

The Company is otherwise also involved in various lawsuits, claims, investigations and proceedings incidental to its business and operations.

#### *Litigation with Tessera*

In 2006, Tessera initiated a patent infringement lawsuit against the Company and numerous other semiconductor manufacturers in the U.S. District Court for the Northern District of California. Tessera then filed a complaint in 2007 with the International Trade Commission in Washington, D.C. ("ITC") against the Company and numerous other parties. During the ITC proceedings, the District Court action was stayed. On May 20, 2009 the ITC issued a limited exclusion order as well as a cease and desist order, both of which were terminated when the Tessera patents expired. The patents asserted by Tessera, in both the ITC and District Court actions, which relate to ball grid array packaging technology, expired in September 2010. The Court of Appeal subsequently affirmed the ITC's decision and on November 28, 2011, the U.S. Supreme Court denied the defendants petition for review, and the ITC decision became final.

In January 2012, the District Court proceedings were revived in California. The Court has appointed a special master to advise it on technical issues whose report is expected by the end of the year. Trial is tentatively scheduled for August 25, 2014.

#### *Litigation with Rambus*

On December 1, 2010, Rambus filed a complaint with the ITC against the Company and numerous other parties, asserting that the Company engaged in unfair trade practices by importing certain semiconductor chips that include memory controllers and/or certain peripheral interface technologies such as SerDes, PCI Express, SATA and SAS that allegedly infringe certain patents owned by Rambus. The complaint sought an exclusion order to bar importation into the United States of all accused semiconductor chips that infringe any claim of the asserted patents, as well as products of certain party customers incorporating the same. In June 2013, the Company and Rambus signed a comprehensive agreement settling and dismissing all litigation between them.

The resolution of litigation proceedings which the Company faces, including the matters referred to above, involve complex questions of fact and law. The results of legal proceedings are uncertain. Adverse determination in any of these types of disputes may have a material adverse impact on the Company's financial results and operations. The Company currently estimates that possible losses for known claims are in the range of \$30 million to \$50 million.

#### *Other Contingencies*

The Company regularly evaluates claims and legal proceedings together with their related probable losses to determine whether they need to be adjusted based on the current information available to the Company. There can be no assurance that its recorded reserves will be sufficient to cover the extent of its potential liabilities. Legal costs associated with claims are expensed as incurred. In the event of litigation which is adversely determined with respect to the Company's interests, or in the event the Company needs to change its evaluation of a potential third-party claim, based on new evidence or communications, a material adverse effect could impact its operations or financial condition at the time it were to materialize. As of June 29, 2013, provisions for estimated probable losses and possible losses with respect to claims and legal proceedings were not considered material.

## 24. Derivative Instruments and Hedging Activities

The Company is exposed to changes in financial market conditions in the normal course of business due to its operations in different foreign currencies and its ongoing investing and financing activities. The Company's activities expose it to a variety of financial risks, such as market risk, credit risk and liquidity risk. The Company uses derivative financial instruments to hedge certain risk exposures. The primary risk managed by using derivative instruments is foreign currency exchange risk.

### Foreign currency exchange risk

Currency forward contracts and options, including collars, are entered into to reduce exposure to changes in exchange rates on the denomination of certain assets and liabilities in foreign currencies at the Company's subsidiaries and to manage the foreign exchange risk associated with certain forecasted transactions.

#### *Derivative Instruments Not Designated as a Hedge*

The Company conducts its business on a global basis in various major international currencies. As a result, the Company is exposed to adverse movements in foreign currency exchange rates, primarily with respect to the Euro. Foreign exchange risk mainly arises from future commercial transactions and recognized assets and liabilities at the Company's subsidiaries. Management has set up a policy to require the Company's subsidiaries to hedge their entire foreign exchange risk exposure with the Company through financial instruments transacted or supervised by Corporate Treasury. To manage their foreign exchange risk arising from foreign-currency-denominated assets and liabilities, the Company's subsidiaries use forward contracts and purchased currency options. Foreign exchange risk arises from exchange rate fluctuations on assets and liabilities denominated in a currency that is not the entity's functional currency. These instruments do not qualify as hedging instruments for accounting purposes and are marked-to-market at each period-end with the associated changes in fair value recognized in "Other income and expenses, net" in the consolidated statements of income.

#### *Cash Flow Hedge*

To further reduce its exposure to U.S. dollar exchange rate fluctuations, the Company hedges through the use of currency forward contracts and currency options, including collars, certain Euro-denominated forecasted intercompany transactions that cover at reporting date a large part of its research and development, selling, general and administrative expenses as well as a portion of its front-end manufacturing costs of semi-finished goods. The Company also hedges through the use of currency forward contracts certain Swedish krona-denominated forecasted transactions that cover at reporting date a large part of its research and development expenses and certain forecasted manufacturing transactions denominated in Singapore dollars.

These derivative instruments are designated as and qualify for cash flow hedge. They are reflected at fair value in the consolidated balance sheets. The criteria for designating a derivative as a hedge include the instrument's effectiveness in risk reduction and, in most cases, a one-to-one matching of the derivative instrument to its underlying transaction, which enables the Company to conclude, based on the fact that the critical terms of the hedging instruments match the terms of the hedged transactions, that changes in cash flows attributable to the risk being hedged are expected to be completely offset by the hedging derivatives. Currency forward contracts and currency options, including collars, used as hedges are effective at reducing the Euro/U.S. dollar, the Swedish krona/U.S. dollar and the Singapore dollar/U.S. dollar currency fluctuation risk and are designated as a hedge at the inception of the contract and on an ongoing basis over the duration of the hedge relationship. Effectiveness on transactions hedged through purchased currency options and collars is measured on the full fair value of the instrument, including the time value of the options. Ineffectiveness appears if the hedge relationship is not perfectly effective or if the cumulative gain or loss on the derivative hedging instrument exceeds the cumulative change on the expected cash flows on the hedged transactions. The gain or loss from the effective portion of the hedge is reported as a component of "Accumulated other comprehensive income (loss)" in the consolidated statement of equity and is reclassified into earnings in the same period in which the hedged transaction affects earnings, and within the same consolidated statement of income line item as the impact of the hedged transaction. When a designated hedging instrument is either terminated early or an improbable or ineffective portion of the hedge is identified, or when it is probable that the forecasted transaction will not occur by the end of the originally specified time period, the cumulative gain or loss that was reported in "Accumulated other comprehensive income (loss)" is recognized immediately in earnings.

The principles regulating the hedging strategy for derivatives designated as cash flow hedge are established as follows: (i) for R&D and Corporate costs, up to 80% of the total forecasted transactions; (ii) for manufacturing costs, up to 70% of the total forecasted transactions. The maximum length of time over which the Company could hedge its exposure to the variability of cash flows for forecasted transactions is 24 months.

As at June 29, 2013, the Company had the following outstanding derivative instruments that were entered into to hedge Euro-denominated, Swedish krona-denominated and Singapore dollar-denominated forecasted transactions:

| In millions of Euros         | Notional amount for hedge on<br>forecasted R&D and other operating expenses | Notional amount for hedge on<br>forecasted manufacturing costs |
|------------------------------|---|--|
| Forward contracts            | 268   | 316  |
| Currency collars             | 215   | 364  |
|                              |   |  |
| In millions of Swedish krona | Notional amount for hedge on<br>forecasted R&D and other operating expenses | Notional amount for hedge on<br>forecasted manufacturing costs |
| Forward contracts            | 188   | -  |

| In millions of Singapore dollars | Notional amount for hedge on<br>forecasted R&D and other operating expenses | Notional amount for hedge on<br>forecasted manufacturing costs |
|----------------------------------|---|--|
| Forward contracts                | -   | 204  |

### Cash flow and fair value interest rate risk

Borrowings issued at variable rates expose the Company to cash flow interest rate risk. Borrowings issued at fixed rates expose the Company to fair value interest rate risk. The Company analyzes its interest rate exposure on a dynamic basis. Various scenarios are simulated taking into consideration refinancing, renewal of existing positions, alternative financing and hedging. Since almost all the liquidity of the Company is invested in floating rate instruments and all the debt of the Company is at floating rate there is currently no interest rate risk.

### Other market risk

As part of its ongoing investing activities, the Company may be exposed to equity security price risk. In order to hedge the exposure to this market risk, the Company may enter into certain hedging transactions.

Information on fair value of derivative instruments and their location in the consolidated balance sheets as at June 29, 2013 and December 31, 2012 is presented in the table below:

| In millions of U.S. dollars                         | As at June 29, 2013    |            | As at December 31, 2012 |            |
|---|------------------------|------------|-------------------------|------------|
| Asset Derivatives                                   | Balance sheet location | Fair value | Balance sheet location  | Fair value |
| Derivatives designated as a hedge:                  |                        |            |                         |            |
| Foreign exchange forward contracts                  | Other current assets   | 9          | Other current assets    | 21         |
| Currency collars                                    | Other current assets   | 2          | Other current assets    | 8          |
| <b>Total derivatives designated as a hedge</b>      |                        | <b>11</b>  |                         | <b>29</b>  |
| Derivatives not designated as a hedge:              |                        |            |                         |            |
| Foreign exchange forward contracts                  | Other current assets   | 1          | Other current assets    | 7          |
| <b>Total derivatives not designated as a hedge:</b> |                        | <b>1</b>   |                         | <b>7</b>   |
| <b>Total Derivatives</b>                            |                        | <b>12</b>  |                         | <b>36</b>  |

In millions of U.S. dollars

As at June 29, 2013

As at December 31, 2012

| Liability Derivatives                               | Balance sheet location                 | Fair value  | Balance sheet location                 | Fair value |
|---|--|-------------|--|------------|
| Derivatives designated as a hedge:                  |  |             |  |            |
| Foreign exchange forward contracts                  | Other payables and accrued liabilities | (5)         | Other payables and accrued liabilities | -          |
| Currency collars                                    | Other payables and accrued liabilities | (1)         | Other payables and accrued liabilities | -          |
| <b>Total derivatives designated as a hedge</b>      |  | <b>(6)</b>  |  | <b>-</b>   |
| Derivatives not designated as a hedge:              |  |             |  |            |
| Foreign exchange forward contracts                  | Other payables and accrued liabilities | (6)         | Other payables and accrued liabilities | (1)        |
| <b>Total derivatives not designated as a hedge:</b> |  | <b>(6)</b>  |  | <b>(1)</b> |
| <b>Total Derivatives</b>                            |  | <b>(12)</b> |  | <b>(1)</b> |

The effect on the consolidated statements of income for the three and six months ended June 29, 2013 and June 30, 2012, respectively, and on the "Accumulated Other Comprehensive Income" ("AOCI") as reported in the statement of equity as at June 29, 2013 and December 31, 2012 of derivative instruments designated as cash flow hedge is presented in the table below:

| In millions of U.S. dollars        | Gain (loss) deferred in OCI on derivative |                   | Location of gain (loss) reclassified from OCI into earnings | Gain (loss) reclassified from OCI into earnings |               |                  |               |
|------------------------------------|---|-------------------|---|---|---------------|------------------|---------------|
|                                    |   |                   |   | Three months ended                              |               | Six months ended |               |
|                                    | June 29, 2013                             | December 31, 2012 |   | June 29, 2013                                   | June 30, 2012 | June 29, 2013    | June 30, 2012 |
| Foreign exchange forward contracts | 2   | 11                | Cost of sales   | (1)   | (3)           | 6                | (7)           |
| Foreign exchange forward contracts | 1   | 1                 | Selling, general and administrative                         | -   | -             | 1                | -             |
| Foreign exchange forward contracts | 2   | 9                 | Research and development                                    | 2   | (6)           | 8                | (10)          |
| Currency options                   | -   | -                 | Cost of sales   | -   | (1)           | -                | (2)           |
| Currency options                   | -   | -                 | Research and development                                    | -   | -             | -                | (1)           |
| Currency collars                   | 1   | 5                 | Cost of sales   | -   | (4)           | 2                | (9)           |
| Currency collars                   | -   | 1                 | Selling, general and administrative                         | -   | (1)           | -                | (2)           |
| Currency collars                   | -   | 2                 | Research and development                                    | -   | (3)           | 1                | (6)           |
| <b>Total</b>                       | <b>6</b>                                  | <b>29</b>         |   | <b>1</b>  | <b>(18)</b>   | <b>18</b>        | <b>(37)</b>   |

A total \$6 million gain deferred as at June 29, 2013 in AOCI is expected to be reclassified as earnings within the next twelve months.

No ineffective portion of the cash flow hedge relationships was recorded in earnings in the first half of 2013 and 2012. No amount was excluded from effectiveness measurement on foreign exchange forward contracts, currency options and collars.

The effect on the consolidated statements of income for the three and six months ended June 29, 2013 and June 30, 2012 of derivative instruments not designated as a hedge is presented in the table below:

| In millions of U.S. dollars        | Location of gain recognized in earnings | Gain (loss) recognized in earnings |               |                  |               |
|------------------------------------|---|------------------------------------|---------------|------------------|---------------|
|                                    |   | Three months ended                 |               | Six months ended |               |
|                                    |   | June 29,<br>2013                   | June 30, 2012 | June 29,<br>2013 | June 30, 2012 |
| Foreign exchange forward contracts | Other income and expenses, net          | -                                  | (12)          | 3                | (7)           |
| <b>Total</b>                       |   | -                                  | (12)          | 3                | (7)           |

The Company did not enter into any derivative instrument containing significant credit-risk-related contingent features.

The Company entered into currency collars as combinations of two options, which are reported, for accounting purposes, on a net basis. The fair value of these collars represented as at June 29, 2013 assets totaling \$2 million (a gross amount of recognized assets of \$4 million offset with a liability of \$2 million) and liabilities totaling \$1 million (a gross amount of recognized liabilities of \$3 million offset with an asset of \$2 million). In addition, the Company entered into other derivative instruments, primarily forward contracts, which are governed by standard International Swaps and Derivatives Association ("ISDA") agreements, which are not offset in the statement of financial position, and representing total assets of \$10 million and liabilities of \$11 million as at June 29, 2013.

## 25. Fair Value Measurements

The table below details financial assets (liabilities) measured at fair value on a recurring basis as at June 29, 2013:

| Description  | June 29, 2013 | Fair Value Measurements using   |   |   |
|--|---------------|---|---|---|
|  |               | Quoted Prices in<br>Active Markets for<br>Identical Assets (Level<br>1) | Significant Other<br>Observable Inputs<br>(Level 2) | Significant<br>Unobservable Inputs<br>(Level 3) |
| In millions of U.S. dollars  |               |   |   |   |
| Debt securities issued by the U.S. Treasury  | 100           | 100   | -   | -   |
| Euro-denominated Senior debt Floating Rate Notes issued by financial institutions        | 59            | 59  | -   | -   |
| U.S. dollar-denominated Senior debt Floating Rate Notes issued by financial institutions | 30            | 30  | -   | -   |
| Equity securities classified as available-for-sale                                       | 10            | 10  | -   | -   |
| Equity securities classified as held-for-trading   | 8             | 8   | -   | -   |
| Derivative instruments designated as cash flow hedge                                     | 5             | -   | 5   | -   |
| Derivative instruments not designated as a hedge   | (5)           | -   | (5)   | -   |
| <b>Total</b>   | <b>207</b>    | <b>207</b>  | <b>-</b>  | <b>-</b>  |

The table below details financial assets (liabilities) measured at fair value on a recurring basis as at December 31, 2012:

| Description  | December 31, 2012 | Fair Value Measurements using                                  |   |   |
|--|-------------------|--|---|---|
|  |                   | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| In millions of U.S. dollars  |                   |  |   |   |
| Debt securities issued by the U.S. Treasury  | 150               | 150  | -   | -   |
| Euro-denominated Senior debt Floating Rate Notes issued by financial institutions        | 59                | 59   | -   | -   |
| U.S. dollar-denominated Senior debt Floating Rate Notes issued by financial institutions | 29                | 29   | -   | -   |
| Equity securities classified as available-for-sale                                       | 10                | 10   | -   | -   |
| Equity securities held-for-trading   | 8                 | 8  | -   | -   |
| Derivative instruments designated as cash flow hedge                                     | 29                | -  | 29  | -   |
| Derivative instruments not designated as a hedge   | 6                 | -  | 6   | -   |
| <b>Total</b>   | <b>291</b>        | <b>256</b>   | <b>35</b>                                     | <b>-</b>                                  |

No asset was measured at fair value on a recurring basis using significant unobservable inputs (Level 3) as at June 29, 2013 and December 31, 2012.

The table below details assets (liabilities) measured at fair value on a non-recurring basis as at June 29, 2013:

| Description                 | June 29, 2013 | Fair value measurements using                                  |   |   |
|-----------------------------|---------------|--|---|---|
|                             |               | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| In millions of U.S. dollars |               |  |   |   |
| Assets held for sale        | 28            | -  | 17  | 11  |
| <b>Total</b>                |               |  |   |   |



The assets held for sale are reported at the lower of net book value and fair value less costs to sell. For a level 2 fair value measurement, fair value is determined by estimates provided by brokers based on past sales of similar assets. For fair value measurements using significant unobservable inputs (level 3), fair value is estimated based on indexation of historical costs (indirect cost approach). This approach relies on the principle of substitution according to which a market participant would not pay more for an asset than the cost to replace it with an identical or similar new unit of equivalent utility. Under this approach, the fair value of the asset is determined by adjusting the asset's replacement costs for losses in value attributable to physical, functional and economic obsolescence. For certain tangible assets classified as assets held for sale, replacement costs were deducted by trending historical purchasing and manufacturing costs less soft costs. The price index multipliers applied for indexing replacement costs were estimated based in the historical development of producer price indices.

For assets (liabilities) measured at fair value on a non-recurring basis using significant unobservable inputs (Level 3), the reconciliation between January 1, 2013 and June 29, 2013 is presented as follows:

| In millions of U.S. dollars  | Fair Value Measurements using Significant<br>Unobservable Inputs (Level 3) |
|--|--|
| January 1, 2013  | -  |
| Assets held for sale   | 11   |
| <b>June 29, 2013</b>   | <b>11</b>  |
| Amount of total losses for the period included in earnings attributable to assets still held at the reporting date | (8)  |

The following table includes additional fair value information on other financial assets and liabilities as at June 29, 2013 and as at December 31, 2012:

| Description                              | Level    | As at June 29, 2013 |                      | As at December 31, 2012 |                      |
|--|----------|---------------------|----------------------|-------------------------|----------------------|
|  |          | Carrying Amount     | Estimated Fair Value | Carrying Amount         | Estimated Fair Value |
| In millions of U.S. dollars              |          |                     |                      |                         |                      |
| <b>Cash and cash equivalents</b>         | <b>1</b> | <b>1,583</b>        | <b>1,583</b>         | 2,250                   | 2,250                |
| <b>Long-term debt</b>                    |          | <b>819</b>          | <b>819</b>           | 1,301                   | 1,301                |
| - Bank loans (including current portion) | 2        | 819                 | 819                  | 839                     | 839                  |
| - Senior Bonds                           | 2        | -                   | -                    | 462                     | 462                  |

The table below details securities segregated by investment type and the length of time that have been in a continuous unrealized loss position as of June 29, 2013.

| Description                     | June 29, 2013       |                   |                     |                   |             |                   |
|---------------------------------|---------------------|-------------------|---------------------|-------------------|-------------|-------------------|
|                                 | Less than 12 months |                   | More than 12 months |                   | Total       |                   |
|                                 | Fair Values         | Unrealized Losses | Fair Values         | Unrealized Losses | Fair Values | Unrealized Losses |
| Senior debt floating rate notes | -                   | -                 | 30                  | -                 | 30          | -                 |
| Total                           | -                   | -                 | 30                  | -                 | 30          | -                 |

The table below details securities that currently are in an unrealized loss position. The securities are segregated by investment type and the length of time that the individual securities have been in a continuous unrealized loss position as of June 30, 2012.

| Description                     | June 30, 2012       |                   |                     |                   |             |                   |
|---------------------------------|---------------------|-------------------|---------------------|-------------------|-------------|-------------------|
|                                 | Less than 12 months |                   | More than 12 months |                   | Total       |                   |
|                                 | Fair Values         | Unrealized Losses | Fair Values         | Unrealized Losses | Fair Values | Unrealized Losses |
| Senior debt floating rate notes | -                   | -                 | 84                  | (3)               | 84          | (3)               |
| Total                           | -                   | -                 | 84                  | (3)               | 84          | (3)               |

The methodologies used to estimate fair value are as follows:

**Debt securities classified as available-for-sale**

The fair value of floating rate notes and government bonds is estimated based upon quoted market prices for identical instruments.

**Foreign exchange forward contracts, currency options and collars**

The fair value of these instruments is estimated based upon quoted market prices for similar instruments.

**Equity securities classified as available-for-sale**

The fair values of these instruments are estimated based upon market prices for the same or similar instruments.

**Trading equity securities**

The fair value of these instruments is estimated based upon quoted market prices for the same instruments.

**Equity securities carried at cost**

The non-recurring fair value measurement is based on the valuation of the underlying investments on a new round of third party financing or upon liquidation.

### **Long-term debt and current portion of long-term debt**

The fair value of bank loans was determined by estimating future cash flows on a borrowing-by-borrowing basis and discounting these future cash flows using the Company's incremental borrowing rates for similar types of borrowing arrangements.

### **Cash and cash equivalents, accounts receivable, bank overdrafts, short-term borrowings, and accounts payable**

The carrying amounts reflected in the consolidated financial statements are reasonable estimates of fair value due to the relatively short period of time between the origination of the instruments and their expected realization.

## **26. Segment Reporting**

The Company operates in two business areas: Semiconductors and Subsystems.

In the Semiconductors business area, the Company designs, develops, manufactures and markets a broad range of products, including discrete and standard commodity components, application-specific integrated circuits ("ASICs"), full custom devices and semi-custom devices and application-specific standard products ("ASSPs") for analog, digital, and mixed-signal applications. In addition, the Company further participates in the manufacturing value chain of Smartcard products, which includes the production and sale of both silicon chips and Smartcards.

In the Subsystems business area, the Company designs, develops, manufactures and markets subsystems and modules for the telecommunications, automotive and industrial markets including mobile phone accessories, battery chargers, ISDN power supplies and in-vehicle equipment for electronic toll payment. Based on its immateriality to its business as a whole, the Subsystems business area does not meet the requirements for a reportable segment as defined in the U.S. GAAP guidance. All the financial values related to Subsystems including net revenues and related costs, are reported in the segment "Others".

Effective January 1, 2013, the segment reporting reflects the Company's strategy announced on December 10, 2012. The strategy takes into account the evolution of the markets the Company is in and the environment seen in the years to come and is based on the Company's leadership in two product segments, supported by a Sales & Marketing organization with a particular focus on the major accounts, as well as expanding the Company's penetration of the mass market and focusing on five growth drivers: Automotive Products, Application Processors, including Digital Consumer Products, MEMS and Sensors, Microcontrollers and Smart Power.

The Company's segments are as follows:

- Sense & Power and Automotive Products (SPA), including:
  - o Automotive (APG),
  - o Industrial & Power Discrete (IPD),
  - o Analog & MEMS (AMS), and

- o Other SPA;
- o Embedded Processing Solutions (EPS), comprised of:
  - o Digital Convergence Group (DCG),
  - o Imaging, BI-CMOS ASIC and Silicon Photonics (IBP),
  - o Microcontrollers, Memory & Security (MMS),
  - o Wireless (WPS), and
  - o Other EPS.

In 2013, the Company revised its results from prior periods in accordance with the new segment structure. The preparation of segment information based on the current segment structure requires management to make estimates and assumptions in determining the operating income (loss) of the segments for the prior reporting periods. The Company believes that the revised 2012 presentation is consistent with that of 2013 and is using these comparatives when managing its segments.

The following tables present the Company's consolidated net revenues and consolidated operating income (loss) by product segment. For the computation of the segments' internal financial measurements, the Company uses certain internal rules of allocation for the costs not directly chargeable to the segments, including cost of sales, selling, general and administrative expenses and a significant part of research and development expenses. In compliance with the Company's internal policies, certain cost items are not charged to the segments, including impairment, restructuring charges and other related closure costs including ST-Ericsson plans, unused capacity charges, certain one-time corporate items such as the first quarter 2012 NXP arbitration award charge, strategic and special research and development programs or other corporate-sponsored initiatives, including certain corporate-level operating expenses and certain other miscellaneous charges. In addition, depreciation and amortization expense is part of the manufacturing costs allocated to the product segments and is neither identified as part of the inventory variation nor as part of the unused capacity charges; therefore, it cannot be isolated in the costs of goods sold.

Net revenues by product segment:

| In millions of U.S. dollars                 | Three months ended   |               | Six months ended     |               |
|---|----------------------|---------------|----------------------|---------------|
|   | <b>June 29, 2013</b> | June 30, 2012 | <b>June 29, 2013</b> | June 30, 2012 |
| <b>Net revenues by product segment:</b>     |                      |               |                      |               |
| Sense & Power and Automotive Products (SPA) | <b>1,209</b>         | 1,156         | <b>2,337</b>         | 2,263         |
| Embedded Processing Solutions (EPS)         | <b>824</b>           | 981           | <b>1,692</b>         | 1,882         |
| Others <sup>(1)</sup>                       | <b>12</b>            | 11            | <b>26</b>            | 20            |
| <b>Total consolidated net revenues</b>      | <b>2,045</b>         | <b>2,148</b>  | <b>4,055</b>         | <b>4,165</b>  |

(1) Includes revenues from the sales of Subsystems, sales of materials and other products not allocated to product segments.

Net revenues by product segment and by product line:

| In millions of U.S. dollars                            | Three months ended |               | Six months ended |               |
|--|--------------------|---------------|------------------|---------------|
|  | June 29, 2013      | June 30, 2012 | June 29, 2013    | June 30, 2012 |
| <b>Net revenues by product lines:</b>                  |                    |               |                  |               |
| Automotive (APG)                                       | 416                | 404           | 801              | 795           |
| Industrial & Power Discrete (IPD)                      | 466                | 455           | 896              | 869           |
| Analog & MEMS (AMS)                                    | 327                | 297           | 640              | 599           |
| <b>Sense &amp; Power and Automotive Products (SPA)</b> | <b>1,209</b>       | <b>1,156</b>  | <b>2,337</b>     | <b>2,263</b>  |
| Digital Convergence Group (DCG)                        | 189                | 229           | 413              | 437           |
| Imaging, BI-CMOS ASIC and Silicon Photonics (IBP)      | 108                | 124           | 191              | 252           |
| Microcontrollers, Memory & Security (MMS)              | 351                | 284           | 651              | 558           |
| Wireless (WPS)   | 176                | 344           | 436              | 635           |
| Other EPS  | -                  | -             | 1                | -             |
| <b>Embedded Processing Solutions (EPS)</b>             | <b>824</b>         | <b>981</b>    | <b>1,692</b>     | <b>1,882</b>  |
| <b>Others</b>  | <b>12</b>          | <b>11</b>     | <b>26</b>        | <b>20</b>     |
| <b>Total consolidated net revenues</b>                 | <b>2,045</b>       | <b>2,148</b>  | <b>4,055</b>     | <b>4,165</b>  |

Operating income (loss) by product segment:

| In millions of U.S. dollars                        | Three months ended |               | Six months ended |               |
|--|--------------------|---------------|------------------|---------------|
|  | June 29, 2013      | June 30, 2012 | June 29, 2013    | June 30, 2012 |
| <b>Operating income (loss) by product segment:</b> |                    |               |                  |               |
| Sense & Power and Automotive Products (SPA)        | 42                 | 97            | 99               | 190           |
| Embedded Processing Solutions (EPS)                | (106)              | (233)         | (316)            | (527)         |
| Total operating income (loss) of product segments  | <b>(64)</b>        | <b>(136)</b>  | <b>(217)</b>     | <b>(337)</b>  |
| Others <sup>(1)</sup>                              | <b>(43)</b>        | <b>(71)</b>   | <b>(171)</b>     | <b>(222)</b>  |
| <b>Total consolidated operating loss</b>           | <b>(107)</b>       | <b>(207)</b>  | <b>(388)</b>     | <b>(559)</b>  |

(1) Operating loss of "Others" includes items such as impairment, restructuring charges and other related closure costs including ST-Ericsson plans, unused capacity charges, certain one-time corporate items such as the first quarter 2012 NXP arbitration award charge and other unallocated expenses such as: strategic or special research and development programs, certain corporate-level operating expenses and other costs that are not allocated to the product segments, as well as operating earnings of the Subsystems and Other Products Group.

Reconciliation of operating income (loss) of segments to the total operating income (loss):

| In millions of U.S. dollars                                       | Three months ended |               | Six months ended |               |
|---|--------------------|---------------|------------------|---------------|
|   | June 29, 2013      | June 30, 2012 | June 29, 2013    | June 30, 2012 |
| <b>Reconciliation to consolidated operating loss:</b>             |                    |               |                  |               |
| Total operating income (loss) of product segments                 | (64)               | (136)         | (217)            | (337)         |
| Strategic and other research and development programs             | (6)                | (3)           | (10)             | (5)           |
| Impairment, restructuring charges and other related closure costs | (43)               | (56)          | (144)            | (74)          |
| Unused capacity charges   | (2)                | (16)          | (26)             | (87)          |
| NXP Arbitration award   | -                  | -             | -                | (54)          |
| Other non-allocated provisions <sup>(1)</sup>                     | 8                  | 4             | 9                | (2)           |
| Total operating loss Others                                       | (43)               | (71)          | (171)            | (222)         |
| <b>Total consolidated operating loss</b>                          | <b>(107)</b>       | <b>(207)</b>  | <b>(388)</b>     | <b>(559)</b>  |

- (1) Includes unallocated income and expenses such as certain corporate-level operating expenses and other costs/income that are not allocated to the product segments.

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**STMicroelectronics N.V.**

Date: August 1, 2013

By: /s/ Carlo Bozotti

Name: **Carlo Bozotti**  
Title: **President and Chief Executive  
Officer and Sole Member of our  
Managing Board**

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## VOLUNTARY CERTIFICATION

I, Carlo Bozotti, certify that:

1. I have reviewed this report on Form 6-K of STMicroelectronics N.V.;
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 Unaudited Interim Consolidated Statements of Income, Statements of Comprehensive Income, Balance Sheets, Statements of Cash Flow and Statements of Equity and related Notes, 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 company as of, and for, the periods presented in this report;
4. The company'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 15(d) – 15(f)) for the company 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 company, 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 company'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 company's internal control over financial reporting that occurred during the period covered by the report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company'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 company'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 company's internal control over financial reporting.

Date: August 1, 2013

By:           /s/ Carlo Bozotti          

Name: **Carlo Bozotti**  
 Title: **President and Chief Executive Officer and Sole  
 Member of our Managing Board**



## VOLUNTARY CERTIFICATION

I, Mario Arlati, certify that:

1. I have reviewed this report on Form 6-K of STMicroelectronics N.V.;
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 Unaudited Interim Consolidated Statements of Income, Statements of Comprehensive Income, Balance Sheets, Statements of Cash Flow and Statements of Equity and related Notes, 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 company as of, and for, the periods presented in this report;
4. The company'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 15(d) – 15(f)) for the company 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 company, 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 company'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 company's internal control over financial reporting that occurred during the period covered by the report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company'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 company'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 company's internal control over financial reporting.

Date: August 1, 2013

By:                                   /s/ Mario Arlati                                    
 Name: **Mario Arlati**  
 Title: **Executive Vice President and Chief Financial Officer**

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**VOLUNTARY CERTIFICATION OF CARLO BOZOTTI, PRESIDENT AND CHIEF EXECUTIVE OFFICER AND SOLE MEMBER OF OUR MANAGING BOARD OF STMICROELECTRONICS N.V. AND MARIO ARLATI, EXECUTIVE VICE PRESIDENT AND CHIEF FINANCIAL OFFICER OF STMICROELECTRONICS N.V., PURSUANT TO SECTION 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Report on Form 6-K of STMicroelectronics N.V. (the "Company") for the period ending June 29, 2013, as submitted to the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned hereby certify that to the best of our knowledge:

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

Date: August 1, 2013

By: /s/ Carlo Bozotti

Name: **Carlo Bozotti**  
Title: **President and Chief Executive Officer and Sole Member of our Managing Board**

Date: August 1, 2013

By: /s/ Mario Arlati

Name: **Mario Arlati**  
Title: **Executive Vice President and Chief Financial Officer**