

ADTRAN INC
Form 10-Q
May 05, 2008
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549
FORM 10-Q

x Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the Quarterly Period Ended March 31, 2008

OR

.. Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the Transition Period from _____ to _____

Commission File Number 0-24612

ADTRAN, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State of Incorporation)

63-0918200
*(I.R.S. Employer
Identification No.)*

901 Explorer Boulevard, Huntsville, Alabama 35806-2807

(Address of principal executive offices, including zip code)

(256) 963-8000

(Registrant's telephone number, including area code)

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

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of accelerated filer, large accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one)

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

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

Indicate the number of shares outstanding of each of the issuer's classes of Common Stock, as of the latest practicable date:

| Class | Outstanding at April 29, 2008 |
|-------------------------------|-------------------------------|
| Common Stock, \$.01 Par Value | 64,196,437 shares |

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ADTRAN, INC.

Quarterly Report on Form 10-Q

For the Three Months Ended March 31, 2008

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The Private Securities Litigation Reform Act of 1995 provides a safe harbor for forward-looking statements made by or on behalf of ADTRAN. ADTRAN and its representatives may from time to time make written or oral forward-looking statements, including statements contained in this report, our other filings with the Securities and Exchange Commission (SEC) and in our reports to our stockholders. Generally, the words, believe, expect, intend, estimate, anticipate, will, may, could and similar expressions identify forward-looking statements. We caution that any forward-looking statements made by us or on our behalf are subject to uncertainties and other factors that could cause such statements to be wrong. A list of factors that could materially affect our business, financial condition or operating results is included under "Factors that Could Affect Our Future Results" in "Management's Discussion and Analysis of Financial Condition and Results of Operations" contained in Item 2 of Part I of this report. They have also been discussed in Item 1A of Part I in our most recent Annual Report on Form 10-K filed on February 28, 2008 with the SEC. Though we have attempted to list comprehensively these important factors, we caution investors that other factors may prove to be important in the future in affecting our operating results. New factors emerge from time to time, and it is not possible for us to predict all of these factors, nor can we assess the impact each factor or a combination of factors may have on our business.

You are further cautioned not to place undue reliance on these forward-looking statements because they speak only of our views as of the date that the statements were made. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

Table of Contents**PART I. FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS****ADTRAN, INC.****CONSOLIDATED BALANCE SHEETS****(In thousands, except per share amounts)**

| | March 31, 2008 (Unaudited) | December 31, 2007 |
|---|---|------------------------------|
| ASSETS | | |
| Current Assets | | |
| Cash and cash equivalents | \$ 39,085 | \$ 13,941 |
| Short-term investments | 153,578 | 148,416 |
| Accounts receivable, less allowance for doubtful accounts of \$116 at March 31, 2008 and \$109 at December 31, 2007 | 70,794 | 70,667 |
| Other receivables | 3,183 | 3,085 |
| Inventory, net | 47,445 | 48,546 |
| Prepaid expenses | 2,337 | 2,023 |
| Deferred tax assets, net | 7,789 | 7,659 |
| Total current assets | 324,211 | 294,337 |
| Property, plant and equipment, net | 75,482 | 75,969 |
| Deferred tax assets, net | 3,047 | 1,113 |
| Other assets | 505 | 505 |
| Long-term investments | 86,262 | 107,296 |
| Total assets | \$ 489,507 | \$ 479,220 |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| Current Liabilities | | |
| Accounts payable | \$ 25,557 | \$ 22,200 |
| Unearned revenue | 5,719 | 5,361 |
| Accrued expenses | 4,139 | 3,801 |
| Accrued wages and benefits | 8,305 | 10,497 |
| Income tax payable, net | 11,707 | 1,217 |
| Total current liabilities | 55,427 | 43,076 |
| Other non-current liabilities | 9,438 | 9,213 |
| Bonds payable | 48,500 | 48,500 |
| Total liabilities | 113,365 | 100,789 |
| Commitments and contingencies (see Note 10) | | |
| Stockholders' Equity | | |
| Common stock, par value \$0.01 per share; 200,000 shares authorized; 79,652 shares issued at March 31, 2008 and December 31, 2007 | 797 | 797 |
| Additional paid-in capital | 166,543 | 164,385 |
| Accumulated other comprehensive income | 4,297 | 5,704 |
| Retained earnings | 562,372 | 551,764 |
| Less treasury stock at cost: 15,457 shares at March 31, 2008 and 14,739 shares at December 31, 2007 | (357,867) | (344,219) |

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| | | |
|--|------------|------------|
| Total stockholders' equity | 376,142 | 378,431 |
| Total liabilities and stockholders' equity | \$ 489,507 | \$ 479,220 |

See notes to consolidated financial statements

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ADTRAN, INC.

CONSOLIDATED STATEMENTS OF INCOME

(Unaudited)

(In thousands, except per share amounts)

| | Three Months Ended March 31, | |
|---|---------------------------------|------------------|
| | 2008 | 2007 |
| Sales | \$ 119,885 | \$ 110,312 |
| Cost of sales | 49,645 | 44,522 |
| Gross profit | 70,240 | 65,790 |
| Selling, general and administrative expenses | 25,547 | 26,476 |
| Research and development expenses | 19,553 | 18,358 |
| Operating income | 25,140 | 20,956 |
| Interest and dividend income | 2,283 | 2,908 |
| Interest expense | (619) | (619) |
| Net realized investment gain (loss) | (89) | 83 |
| Other income, net | 127 | 298 |
| Life insurance proceeds | | 1,000 |
| Income before provision for income taxes | 26,842 | 24,626 |
| Provision for income taxes | (9,795) | (7,698) |
| Net income | \$ 17,047 | \$ 16,928 |
| Weighted average shares outstanding basic | 64,598 | 69,358 |
| Weighted average shares outstanding diluted | 65,452 | 70,889 |
| Earnings per common share basic | \$ 0.26 | \$ 0.24 |
| Earnings per common share diluted | \$ 0.26 | \$ 0.24 |
| Dividend per share | \$ 0.09 | \$ 0.09 |

See notes to consolidated financial statements

Table of Contents**ADTRAN, INC.****CONSOLIDATED STATEMENTS OF CASH FLOWS****(Unaudited)****(In thousands)**

| | Three Months Ended March 31, | |
|---|---|-----------------|
| | 2008 | 2007 |
| Cash flows from operating activities: | | |
| Net income | \$ 17,047 | \$ 16,928 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation and amortization | 2,392 | 2,628 |
| Amortization of net premium on available-for-sale investments | 372 | 586 |
| Net realized loss (gain) on long-term investments | 89 | (83) |
| Loss (gain) on disposal of property, plant and equipment | (1) | 65 |
| Stock-based compensation expense | 2,039 | 2,239 |
| Deferred income taxes | (1,046) | (1,041) |
| Tax benefits from stock option exercises | 119 | 1,284 |
| Excess tax benefits from stock-based compensation arrangements | (36) | (1,082) |
| Changes in operating assets and liabilities: | | |
| Accounts receivable, net | (127) | 522 |
| Other receivables | (98) | 3,678 |
| Income tax receivable, net | | 1,446 |
| Inventory, net | 1,101 | 4,219 |
| Prepaid expenses | (314) | 181 |
| Accounts payable | 3,357 | (11,070) |
| Accrued expenses and other liabilities | (1,271) | (2,416) |
| Income tax payable, net | 10,490 | 5,190 |
| Net cash provided by operating activities | 34,113 | 23,274 |
| Cash flows from investing activities: | | |
| Purchases of property, plant and equipment | (1,904) | (2,054) |
| Proceeds from sales and maturities of available-for-sale investments | 73,768 | 43,846 |
| Purchases of available-for-sale investments | (61,089) | (67,040) |
| Net cash provided by (used in) investing activities | 10,775 | (25,248) |
| Cash flows from financing activities: | | |
| Proceeds from stock option exercises | 630 | 6,218 |
| Purchases of treasury stock | (14,871) | (15,188) |
| Dividend payments | (5,846) | (6,236) |
| Excess tax benefits from stock-based compensation arrangements | 36 | 1,082 |
| Net cash used in financing activities | (20,051) | (14,124) |
| Net increase (decrease) in cash and cash equivalents | 24,837 | (16,098) |
| Effect of exchange rate changes | 307 | 119 |
| Cash and cash equivalents, beginning of period | 13,941 | 40,147 |

Cash and cash equivalents, end of period

\$ 39,085 \$ 24,168

See notes to consolidated financial statements

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ADTRAN, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

(In thousands, except per share amounts)

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying unaudited consolidated financial statements of ADTRAN®, Inc. and its subsidiaries (ADTRAN) have been prepared pursuant to the rules and regulations for reporting on Quarterly Reports on Form 10-Q. Accordingly, certain information and notes required by generally accepted accounting principles for complete financial statements are not included herein. The December 31, 2007 Consolidated Balance Sheet is derived from audited financial statements, but does not include all disclosures required by accounting principles generally accepted in the United States.

In the opinion of management, all adjustments necessary for a fair presentation of these interim statements have been included and are of a normal and recurring nature. The results of operations for an interim period are not necessarily indicative of the results for the full year. The interim statements should be read in conjunction with the financial statements and notes thereto included in ADTRAN's Annual Report on Form 10-K for the year ended December 31, 2007.

Changes in Classifications

Certain changes in classifications have been made to the prior period balances in order to conform to the current period's presentation. These reclassifications have no effect on previously reported total assets, total liabilities, stockholders' equity or net income.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expense during the reporting period. ADTRAN's more significant estimates include the allowance for doubtful accounts, obsolete and excess inventory reserves, warranty reserves, rebates, allowance for sales returns, determination of the deferred revenue components of multiple element sales agreements, estimated income tax contingencies, the fair value of stock-based compensation and the evaluation of other-than-temporary declines in the value of investments. Actual amounts could differ significantly from these estimates.

Recent Accounting Pronouncements

Updates to recent accounting standards as disclosed in ADTRAN's Annual Report on Form 10-K for the year ended December 31, 2007 are as follows:

In December 2007, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 141 (revised 2007), *Business Combinations*, (SFAS 141R) which establishes principles and requirements for how an acquirer recognizes and measures in its financial statements the identifiable assets acquired, liabilities assumed, and any non-controlling interest in the acquiree in a business combination. SFAS 141R establishes principles stipulating how goodwill acquired in a business combination or a gain from a bargain purchase should be recognized and measured. The statement also expands the disclosure requirements related to the nature and financial impact of business combinations. SFAS 141R is effective for financial statements issued for fiscal years beginning after December 15, 2008. We are currently evaluating the impact the adoption of SFAS 141R might have on our consolidated results of operations and financial condition.

In December 2007, the FASB issued SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements an Amendment of ARB No. 51* (SFAS 160), which establishes accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. SFAS 160 clarifies that a noncontrolling interest in a subsidiary is an ownership interest in the consolidated

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entity that should be reported as equity in the consolidated financial statements. SFAS 160 also requires consolidated net income to be reported at

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amounts that include the amounts attributable to both the parent and the noncontrolling interest. It also requires disclosure, on the face of the consolidated statement of income, of the amounts of consolidated net income attributable to the parent and to the noncontrolling interest. SFAS 160 also provides guidance when a subsidiary is deconsolidated and requires expanded disclosures in the consolidated financial statements that clearly identify and distinguish between the interests of the parent and the interests of the noncontrolling owners of a subsidiary. SFAS 160 is effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2008. We are currently evaluating the impact the adoption of SFAS 160 might have on our consolidated results of operations and financial condition.

During the first quarter of 2008, we adopted the following accounting standards, neither of which had a material effect on our consolidated results of operations or financial condition:

FASB Statement No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities – Including an Amendment of FASB Statement No. 115* (SFAS 159) provides entities the option to measure certain financial assets and financial liabilities at fair value, with changes in fair value recognized in earnings each period. SFAS 159 permits the fair value option election on an instrument-by-instrument basis at initial recognition of an asset or liability or upon an event that gives rise to a new basis of accounting for that instrument. We adopted SFAS 159 as of January 1, 2008. We elected not to apply the provisions of SFAS 159 to our eligible financial assets and financial liabilities on the date of adoption. Accordingly, the initial application of SFAS 159 had no effect on our consolidated results of operations and financial condition.

FASB Statement No. 157, *Fair Value Measurements* (SFAS 157) establishes a definition of fair value and a framework for measuring fair value, and expands disclosures about fair value measurements. The definition of fair value focuses on the price that would be received upon the sale of an asset or the amount paid to transfer a liability. Under SFAS 157, the fair value measurement should reflect all of the assumptions that market participants would use in pricing the asset or liability. SFAS 157 establishes a three-level hierarchy to prioritize the inputs used in valuation techniques for fair value consisting of: 1) observable inputs that reflect quoted prices in active markets; 2) inputs other than quoted prices with observable market data; and 3) unobservable data. SFAS 157 requires disclosures detailing the extent to which we measure assets and liabilities at fair value, the methods and assumptions used to measure fair value and the effect of fair value measurements on earnings. We adopted SFAS 157 in its entirety, including fair value measurements for nonfinancial assets and nonfinancial liabilities, and the initial application of SFAS 157 had no effect on our consolidated results of operations and financial condition. See Note 3 to the Consolidated Financial Statements for more information.

Table of Contents**2. STOCK-BASED COMPENSATION**

The following table summarizes the stock-based compensation expense related to stock options under SFAS No. 123 (revised 2004), *Share-Based Payment* (SFAS 123R), for the three months ended March 31, 2008 and 2007, which was allocated as follows:

| <i>(In thousands)</i> | Three Months Ended March 31, | |
|--|---|-----------------|
| | 2008 | 2007 |
| Stock-based compensation expense included in cost of sales | \$ 79 | \$ 93 |
| Selling, general and administrative expense | 954 | 1,079 |
| Research and development expense | 1,006 | 1,067 |
| Stock-based compensation expense included in operating expenses | 1,960 | 2,146 |
| Total stock-based compensation expense | 2,039 | 2,239 |
| Tax benefit for expense associated with non-qualified options | (208) | (186) |
| Total stock-based compensation expense, net of tax | \$ 1,831 | \$ 2,053 |

The fair value of ADTRAN's options was estimated using the Black-Scholes Model. The determination of the fair value of stock options on the date of grant using the Black-Scholes Model is affected by our stock price as well as assumptions regarding a number of complex and subjective variables that may have a significant impact on the fair value estimate.

The weighted-average assumptions and value of options granted for the three months ended March 31, 2008 and 2007 are summarized as follows:

| | Three Months Ended March 31, | |
|----------------------------------|---|-------------|
| | 2008 | 2007 |
| Expected volatility | 42.33% | 46.02% |
| Risk-free interest rate | 2.85% | 4.76% |
| Expected dividend yield | 1.85% | 1.61% |
| Expected life (in years) | 5.01 | 4.58 |
| Weighted-average estimated value | \$ 6.74 | \$ 8.76 |

Stock-based compensation expense recognized in our Consolidated Statements of Income for the three months ended March 31, 2008 is based on options ultimately expected to vest, and has been reduced for estimated forfeitures. Estimated forfeitures were based upon historical experience and approximate 4.0% annually.

As of March 31, 2008, total compensation cost related to non-vested stock options not yet recognized was approximately \$13.5 million, which is expected to be recognized over an average remaining recognition period of 2.6 years using the ratable single-option approach.

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The following schedule summarizes the activity in our stock-based compensation plans for the three months ended March 31, 2008:

| <i>(In thousands, except per share amounts)</i> | Number of Options | Weighted Avg. Exercise Price | Weighted Avg. Remaining Contractual Life In years | Aggregate Intrinsic Value |
|---|-------------------------|------------------------------------|--|---------------------------------|
| Options outstanding, December 31, 2007 | 6,375 | \$ 19.79 | 5.94 | \$ 24,737 |
| Options granted | 3 | \$ 19.47 | | |
| Options cancelled/forfeited | (43) | \$ 25.71 | | |
| Options exercised | (52) | \$ 12.00 | | |
| Options outstanding, March 31, 2008 | 6,283 | \$ 19.82 | 5.74 | \$ 16,180 |
| Options exercisable, March 31, 2008 | 4,267 | \$ 17.87 | 4.31 | \$ 16,178 |

The aggregate intrinsic values in the table above represent the total pre-tax intrinsic value (the difference between ADTRAN's closing stock price on the last trading day of the quarter and the exercise price, multiplied by the number of in-the-money options) that would have been received by the option holders had all option holders exercised their options on March 31, 2008. The aggregate intrinsic value will change based on the fair market value of ADTRAN's stock. The total pre-tax intrinsic value of options exercised during the three month period ended March 31, 2008 was \$0.4 million.

3. INVESTMENTS

At March 31, 2008, we held the following securities and investments, recorded at either fair value or cost.

| <i>(In thousands)</i> | Amortized Cost | Gross Unrealized | | Fair Value / Carrying Value |
|--|-------------------|------------------|-------------------|---|
| | | Gains | Losses | |
| Restricted investments | \$ 2,951 | \$ | \$ (52) | \$ 2,899 |
| Municipal fixed-rate bonds | 111,680 | 736 | | 112,416 |
| Municipal variable rate demand notes | 53,560 | | | 53,560 |
| Marketable equity securities | 16,310 | 5,208 | (1,469) | 20,049 |
| Available-for-sale securities held at fair value | \$ 184,501 | \$ 5,944 | \$ (1,521) | \$ 188,924 |
| Restricted investments held at cost | | | | 49,000 |
| Other investments held at cost | | | | 1,916 |
| Total carrying value of available-for-sale securities and investments | | | | \$ 239,840 |

At March 31, 2008, we held \$2.9 million of restricted deferred compensation plan assets, carried at fair value.

At March 31, 2008, we held \$112.4 million of municipal fixed-rate bonds having an average credit rating of AA+. These bonds are classified as available-for-sale investments and had an average duration of 0.3 years at March 31, 2008. Because our bond portfolio has a high quality rating and contractual maturities of a short duration, we are able to obtain quoted prices for these bonds, or for similar securities traded in an active market, on a daily basis.

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At March 31, 2008, we held \$53.6 million of municipal variable rate demand notes, all of which are classified as available-for-sale short-term investments. Despite the long-term nature of their stated contractual maturities, we have the

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ability to quickly liquidate these securities. Our investments in these securities are recorded at fair value, and the interest rates typically reset every seven, 28, or 35 days. As a result, we had no cumulative gross unrealized holding gains (losses) or gross realized gains (losses) from these investments. All income generated from these investments was recorded as interest income. We have not been required to record any losses relating to municipal variable rate demand notes or municipal auction rate securities and we have held no municipal auction rate securities since February 7, 2008.

At March 31, 2008, we held \$20.0 million of marketable equity securities, including a single security, of which we held 2.5 million shares, carried at \$5.0 million of fair value. We estimate that this single security trades approximately 40,000 shares per day, in an active market on a European stock exchange. Of the gross unrealized gains included in the fair market value of our marketable equity securities, this single security carried \$4.1 million of this unrealized gain.

At March 31, 2008, we held a \$49.0 million restricted certificate of deposit, carried at cost. This investment serves as a collateral deposit against the principal amount outstanding under loans made to ADTRAN pursuant to an Alabama State Industrial Development Authority revenue bond (the Bond). For more information on the Bond, see Debt under Liquidity and Capital Resources in the Management's Discussion and Analysis of Financial Condition and Results of Operations contained in Item 2 of Part I of this report.

At March 31, 2008, we held \$1.9 million of other investments carried at cost consisting of two private equity funds and a direct investment in a telecommunications equipment manufacturer. The fair value of these investments was estimated to be approximately \$15.3 million at March 31, 2008, based on unobservable inputs including information supplied by the investees. We have committed to invest up to an aggregate of \$7.8 million in the two private equity funds, and we have contributed \$7.7 million to date, of which \$7.2 million has been applied toward these commitments. As of March 31, 2008, we have received distributions related to these two private equity funds of \$5.8 million. These investments are carried at cost, net of distributions. The duration of each of these commitments is ten years with \$0.2 million expiring in 2010 and \$0.4 million expiring in 2012.

We review our investment portfolio for potential other-than-temporary declines in value on an individual investment basis. We assess, on a quarterly basis, significant declines in value which may be considered other-than-temporary and, if necessary, recognize and record the appropriate charge to write-down the carrying value of such investments. In making this assessment, we take into consideration qualitative and quantitative information, including but not limited to the following: the magnitude and duration of historical declines in market prices, credit rating activity, assessments of liquidity, public filings, and statements made by the issuer. We generally begin our identification of potential other-than-temporary impairments by reviewing any security with a market value that has declined from its original or adjusted cost basis by 25% for more than six months. We then evaluate the individual security based on the previously identified factors to determine the amount of the write-down, if any. For the three months ended March 31, 2008, we had a charge of \$0.2 million related to the impairment of certain publicly traded equity securities. There were no such charges in the three months ended March 31, 2007.

In accordance with SFAS No. 157, we have categorized our investments, based on the priority of the inputs to the valuation technique for the investments, into a three-level fair value hierarchy as follows: Level 1 Investment values based on unadjusted quoted prices for identical assets or liabilities in an active market; Level 2 Investment values based on quoted prices in markets that are not active or model inputs that are observable either directly or indirectly for substantially the full term of the asset or liability; Level 3 Investment values based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement. These inputs include information supplied by investees.

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| <i>(In thousands)</i> | Fair Value Measurements at March 31, 2008 Using | | | |
|---|---|--|---|---|
| | Fair Value | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Restricted investments | \$ 2,899 | \$ 2,899 | \$ | \$ |
| Municipal fixed-rate bonds | 112,416 | | 112,416 | |
| Municipal variable rate demand notes | 53,560 | | 53,560 | |
| Marketable equity securities | 20,049 | 20,049 | | |
| Available-for-sale securities held at fair value | \$ 188,924 | \$ 22,948 | \$ 165,976 | \$ |

4. INVENTORY

At March 31, 2008 and December 31, 2007, inventory consisted of the following:

| <i>(In thousands)</i> | March 31, 2008 | December 31, 2007 |
|-----------------------|------------------|-------------------|
| Raw materials | \$ 32,987 | \$ 30,519 |
| Work in progress | 1,734 | 2,552 |
| Finished goods | 19,154 | 21,899 |
| Inventory reserves | (6,430) | (6,424) |
| Inventory, net | \$ 47,445 | \$ 48,546 |

5. STOCKHOLDERS' EQUITY

A summary of the changes in stockholders' equity for the three months ended March 31, 2008 is as follows:

| <i>(In thousands)</i> | Stockholders Equity |
|---|---------------------|
| Balance, December 31, 2007 | \$ 378,431 |
| Net income | 17,047 |
| Dividend payments | (5,846) |
| Change in unrealized loss on marketable securities (net of deferred taxes) | (1,816) |
| Reclassification adjustment for amounts included in net income (net of tax) | 102 |
| Foreign currency translation adjustment | 307 |
| Proceeds from stock option exercises | 630 |
| Tax benefits from stock option exercises | 119 |
| Stock-based compensation expense | 2,039 |
| Purchases of treasury stock | (14,871) |
| Balance, March 31, 2008 | \$ 376,142 |

Stock Repurchase Program

Since 1997, our Board of Directors has approved multiple share repurchase programs that have authorized open market repurchase transactions. As of March 31, 2008, the Board of Directors had authorized cumulative repurchases of up to 29 million shares of our common stock. During

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the three months ended March 31, 2008, we repurchased 0.8 million shares of our common stock at an average price of \$19.29 per share. We have the authority to purchase an additional 0.8 million shares of our common stock under the plan approved by the Board of Directors on July 16, 2007.

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On April 14, 2008, we announced that our Board of Directors had authorized the repurchase of an additional 5.0 million shares of our common stock to commence upon completion of the repurchase plan announced on July 16, 2007. Upon completion of the current plan, under which ADTRAN has the remaining authority to purchase 0.8 million shares, the new plan to repurchase 5.0 million shares will be implemented through open market or private purchases from time to time as conditions warrant.

We issued 0.1 million shares of treasury stock during the three months ended March 31, 2008 to accommodate employee stock option exercises. The stock options had exercise prices ranging from \$8.70 to \$18.03. We received proceeds totaling \$0.6 million from the exercise of these stock options during the first three months of 2008.

Dividend Payments

During 2008, ADTRAN has paid cash dividends as follows (in thousands except per share amount):

| Record Date | Payment Date | Per Share Amount | Total Dividend Paid |
|------------------|-------------------|------------------|---------------------|
| February 7, 2008 | February 21, 2008 | \$ 0.09 | \$ 5,846 |

Comprehensive Income

Comprehensive income consists of net income, foreign currency translation adjustments, reclassification adjustments for amounts included in net income and unrealized gains and losses on marketable securities.

| (In thousands) | Three Months Ended March 31, | |
|---|------------------------------|------------------|
| | 2008 | 2007 |
| Net income | \$ 17,047 | \$ 16,928 |
| Foreign currency translation gain, net of deferred taxes | 307 | 119 |
| Reclassification adjustment for amounts included in net income | 102 | |
| Change in net unrealized gains (losses) on available-for-sale securities, net of deferred taxes | (1,816) | 826 |
| Total comprehensive income | \$ 15,640 | \$ 17,873 |

6. EARNINGS PER SHARE

A summary of the calculation of basic and diluted earnings per share for the three months ended March 31, 2008 and 2007 is as follows:

| (In thousands, except per share amounts) | Three Months Ended March 31, | |
|---|------------------------------|-----------|
| | 2008 | 2007 |
| Numerator | | |
| Net income | \$ 17,047 | \$ 16,928 |
| Denominator | | |
| Weighted average number of shares - basic | 64,598 | 69,358 |
| Effect of dilutive securities - stock options | 854 | 1,531 |
| Weighted average number of shares - diluted | 65,452 | 70,889 |
| Net income per share - basic | \$ 0.26 | \$ 0.24 |

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Net income per share - diluted

\$ 0.26 \$ 0.24

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Anti-dilutive options to purchase common stock outstanding were excluded from the above calculations. Anti-dilutive options totaled 3.5 million and 2.8 million for the three months ended March 31, 2008 and 2007, respectively.

7. SEGMENT INFORMATION

ADTRAN operates in two reportable segments: (1) the Carrier Networks Division and (2) the Enterprise Networks Division. We evaluate the performance of our segments based on gross profit; therefore, selling, general and administrative expenses, research and development expenses, interest and dividend income, interest expense, net realized investment gain/loss, other income, net and provision for income taxes are reported on an entity-wide basis only. There are no inter-segment revenues.

The following table presents information about the reported sales and gross profit of our reportable segments for the three months ended March 31, 2008 and 2007. Asset information by reportable segment is not reported, since ADTRAN does not produce such information internally.

| | Three Months Ended | | | |
|-----------------------|--------------------|------------------|-------------------|------------------|
| | March 31, 2008 | | March 31, 2007 | |
| | Sales | Gross Profit | Sales | Gross Profit |
| <i>(In thousands)</i> | | | | |
| Carrier Networks | \$ 94,472 | \$ 55,745 | \$ 84,446 | \$ 50,789 |
| Enterprise Networks | 25,413 | 14,495 | 25,866 | 15,001 |
| Total | \$ 119,885 | \$ 70,240 | \$ 110,312 | \$ 65,790 |

Sales by Geographic Region

The table below presents sales information by geographic region for the three months ended March 31, 2008 and 2007.

| | Three Months Ended | |
|-----------------------|--------------------|-------------------|
| | March 31, 2008 | March 31, 2007 |
| <i>(In thousands)</i> | | |
| United States | \$ 113,439 | \$ 102,472 |
| International | 6,446 | 7,840 |
| Total | \$ 119,885 | \$ 110,312 |

Sales by Product

Our three major product categories are Loop Access, Carrier Systems and Business Networking.

Loop Access products are used by carrier and enterprise customers for access to today's copper-based telecommunications network. The Loop Access category includes products such as Digital Data Service (DDS) and Integrated Services Digital Network (ISDN) (Total Reach®) products, High bit-rate Digital Subscriber Line (HDSL) products including Total Access® 3000 based HDSL and Time Division Multiplexed-Symmetrical HDSL (TDM-SHDSL) products, T1/E1/T3, Channel Service Units/Data Service Units (CSUs/DSUs), and TRACER® fixed wireless products.

Carrier Systems products are used by telecommunications service providers to provide last mile access in support of data, voice and video services to consumers and enterprises. The Carrier Systems category includes our broadband access products comprising Digital Subscriber Line Access Multiplexer (DSLAM) products, Total Access® 5000 multi-access and aggregation platform products, and Fiber-To-The-Node (FTTN) products. Our broadband access products are used by service providers to deliver high speed Internet access, Voice over Internet Protocol (VoIP), IPTV, and/or Ethernet services from central office or remote terminal locations to customer premises. The Carrier Systems category

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also includes our optical access products. These products consist of optical access multiplexers including our family of OPTI products. Optical access products are used to deliver higher bandwidth services, or to aggregate large numbers of low bandwidth services for transportation across fiber optic infrastructure. Total Access® 1500 systems, 303 concentrator products, M13 multiplexer products and wireless network backhaul products are also included in the Carrier Systems product category.

Business Networking products provide enterprises access to today's telecommunication networks and facilitate networking capabilities for voice, data and video networks. The Business Networking category includes integrated access devices (IAD) and Internetworking products. Internetworking products consist of our NetVanta® product lines, including IP access routers, Ethernet switches, Internet security/firewall appliances, IP Private Branch Exchange (PBX) products, Carrier Ethernet Network Terminating Equipment (NTE) and IP Business Gateways.

The table below presents sales information by product for the three months ended March 31, 2008 and 2007.

| (In thousands) | Three Months Ended March 31, | |
|---------------------|---------------------------------|-------------------|
| | 2008 | 2007 |
| Loop Access | \$ 47,697 | \$ 51,248 |
| Carrier Systems | 51,202 | 39,564 |
| Business Networking | 20,986 | 19,500 |
| Total | \$ 119,885 | \$ 110,312 |

Additionally, we are providing sub-categories of product revenues for broadband access and optical access products (included in Carrier Systems) and Internetworking products (included in Business Networking) to provide greater transparency into our primary growth areas. Further, we are providing HDSL revenues (included in Loop Access) as a sub-category.

Subcategory revenues included in the above are as follows:

| (In thousands) | Three Months Ended March 31, | |
|--|---------------------------------|-------------------|
| | 2008 | 2007 |
| Broadband Access (included in Carrier Systems) | \$ 28,602 | \$ 18,271 |
| Optical Access (included in Carrier Systems) | 11,166 | 8,617 |
| Internetworking (NetVanta & Multi-service Access Gateways) (included in Business Networking) | 14,913 | 11,092 |
| Growth Products | 54,681 | 37,980 |
| HDSL (does not include T1) (included in Loop Access) | 41,950 | 43,752 |
| Other products (included in the above table) | 23,254 | 28,580 |
| Traditional Products | 65,204 | 72,332 |
| Total | \$ 119,885 | \$ 110,312 |

8. LIABILITY FOR WARRANTY RETURNS

Our products generally include warranties of one to ten years for product defects. We accrue for warranty returns based on our estimate of the cost to repair or replace the defective products at the time revenue is recognized. We engage in extensive product quality programs and processes, including actively monitoring and evaluating the quality of our component suppliers. Our products continue to become more complex in both size and functionality as many of our product offerings migrate from line card applications to systems products. These products could require more warranty cost to be incurred at the installed location due to their size and complexity, rather than at a manufacturing site or repair

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depot. This field service obligation, as well as the increasing complexity of our products, may cause warranty incidences, when they arise, to be more costly. Our estimates regarding future warranty obligations may change due to product failure rates, material usage, and other rework costs incurred in correcting a product failure. In addition, from time to time, specific warranty accruals may be recorded if unforeseen problems arise. Should our actual experience relative to these factors be higher than our estimates, we will be required to record additional warranty expense. Alternatively, if we provide for more reserves than we require, we will reverse a portion of such provisions in future periods.

The liability for warranty returns totaled \$3.0 million and \$2.9 million at March 31, 2008 and December 31, 2007, respectively. These liabilities are included in accrued expenses in the accompanying Consolidated Balance Sheets.

| <i>(In thousands)</i> | March 31, 2008 |
|--|---------------------------|
| Balance at beginning of period | \$ 2,944 |
| Plus: amounts charged to cost and expenses | 714 |
| Less: deductions | (636) |
| Balance at end of period | \$ 3,022 |

9. RELATED PARTY TRANSACTIONS

We employ the law firm of our director emeritus for legal services. All bills for services rendered by this firm are reviewed and approved by our chief financial officer. We believe that the fees for such services are comparable to those charged by other firms for services rendered to us. We paid \$30 thousand during each of the three month periods ended March 31, 2008 and 2007 for legal services rendered.

10. COMMITMENTS AND CONTINGENCIES

In the ordinary course of business, we may be subject to various legal proceedings and claims, including employment disputes, patent claims, disputes over contractual agreements with customers or suppliers, liquidated damages related to our delivery or product performance under customer contracts and other commercial disputes. In some cases, claimants seek damages, or other relief, such as royalty payments related to patents, which, if granted, could require significant expenditures. Although the outcome of any claim or litigation can never be certain, it is our opinion that the outcome of all contingencies of which we are currently aware will not materially affect our business, operations, financial condition or cash flows.

We have committed to invest up to an aggregate of \$7.8 million in two private equity funds. See Note 3 to the Consolidated Financial Statements for additional information.

11. SUBSEQUENT EVENTS

On April 14, 2008, we announced that our Board of Directors declared a quarterly cash dividend of \$0.09 per common share to be paid to stockholders of record at the close of business on May 1, 2008. The payment date will be May 15, 2008. The quarterly dividend payment will be approximately \$5.8 million. The Board of Directors presently anticipates that it will declare a regular quarterly dividend so long as the present tax treatment of dividends exists and adequate levels of liquidity are maintained.

On April 14, 2008, we announced that our Board of Directors had authorized the repurchase of an additional 5.0 million shares of our common stock to commence upon completion of the repurchase plan announced on July 16, 2007. Upon completion of the current plan, under which ADTRAN has the remaining authority to purchase 0.8 million shares, the new plan to repurchase 5.0 million shares will be implemented through open market or private purchases from time to time as conditions warrant.

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

The following discussion should be read in conjunction with the Consolidated Financial Statements and the related notes that appear elsewhere in this document.

OVERVIEW

ADTRAN, Inc. designs, manufactures, markets and services network access solutions for communications networks. Our solutions are widely deployed by providers of telecommunications services (served by our Carrier Networks Division), and small and mid-sized businesses and enterprises (served by our Enterprise Networks Division), and enable voice, data, video and Internet communications across copper, fiber and wireless networks. Many of these solutions are currently in use by every major United States service provider and many global ones, as well as by many public, private and governmental organizations worldwide.

Our success depends upon our ability to increase unit volume and market share through the introduction of new products and succeeding generations of products having lower selling prices and increased functionality as compared to both the prior generation of a product and to the products of competitors. An important part of our strategy is to reduce the cost of each succeeding product generation and then lower the product's selling price based on the cost savings achieved in order to gain market share and/or improve gross margins. As a part of this strategy, we seek in most instances to be a high-quality, low-cost provider of products in our markets. Our success to date is attributable in large measure to our ability to design our products initially with a view to their subsequent redesign, allowing both increased functionality and reduced manufacturing costs in each succeeding product generation. This strategy enables us to sell succeeding generations of products to existing customers, while increasing our market share by selling these enhanced products to new customers.

Our three major product categories are Loop Access, Carrier Systems and Business Networking.

Loop Access products are used by carrier and enterprise customers for access to today's copper-based telecommunications network. The Loop Access category includes products such as Digital Data Service (DDS) and Integrated Services Digital Network (ISDN) (Total Reach®) products, High bit-rate Digital Subscriber Line (HDSL) products including Total Access® 3000 based HDSL and Time Division Multiplexed-Symmetrical HDSL (TDM-SHDSL) products, T1/E1/T3, Channel Service Units/Data Service Units (CSUs/DSUs), and TRACER® fixed wireless products.

Carrier Systems products are used by telecommunications service providers to provide last mile access in support of data, voice and video services to consumers and enterprises. The Carrier Systems category includes our broadband access products comprising Digital Subscriber Line Access Multiplexer (DSLAM) products, Total Access® 5000 multi-access and aggregation platform products, and Fiber-To-The-Node (FTTN) products. Our broadband access products are used by service providers to deliver high speed Internet access, Voice over Internet Protocol (VoIP), IPTV, and/or Ethernet services from central office or remote terminal locations to customer premises. The Carrier Systems category also includes our optical access products. These products consist of optical access multiplexers including our family of OPTI products. Optical access products are used to deliver higher bandwidth services, or to aggregate large numbers of low bandwidth services for transportation across fiber optic infrastructure. Total Access® 1500 systems, 303 concentrator products, M13 multiplexer products and wireless network backhaul products are also included in the Carrier Systems product category.

Business Networking products provide enterprises access to today's telecommunication networks and facilitate networking capabilities for voice, data and video networks. The Business Networking category includes integrated access devices (IAD) and Internetworking products. Internetworking products consist of our NetVanta® product lines, including IP access routers, Ethernet switches, Internet security/firewall appliances, IP Private Branch Exchange (PBX) products, Carrier Ethernet Network Terminating Equipment (NTE) and IP Business Gateways.

Additionally, we are providing subcategory product revenues for our three primary growth areas of Broadband Access, Optical Access and Internetworking products, as well as subcategory product revenues for HDSL and all other products.

See Note 7 of Notes to Consolidated Financial Statements in this report for further information regarding these product categories.

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Sales were \$119.9 million for the three months ended March 31, 2008 compared to \$110.3 million for the three months ended March 31, 2007. Product revenues for our three primary growth areas, including Broadband Access, Optical Access and Internetworking, were \$54.7 million for the three months ended March 31, 2008 compared to \$38.0 million for the three months ended March 31, 2007. Our gross margin decreased for the three months ended March 31, 2008 to 58.6% from 59.6% for the three months ended March 31, 2007, while our operating income margin increased to 21.0% for the three months ended March 31, 2008 from 19.0% for the three months ended March 31, 2007. Net income was \$17.0 million for the three months ended March 31, 2008 compared to \$16.9 million for the three months ended March 31, 2007. Our effective tax rate increased from 31.3% for the three months ended March 31, 2007 to 36.5% for the three months ended March 31, 2008. Earnings per share, assuming dilution, were \$0.26 for the three months ended March 31, 2008 compared to \$0.24 for the three months ended March 31, 2007. The results for the three months ended March 31, 2007 included a benefit of \$0.9 million in Provision for Income Taxes primarily relating to closure of tax audits from prior years and also included a pre-tax life insurance benefit of \$1.0 million. These two items increased earnings per share, assuming dilution, by approximately \$0.02 in the three months ended March 31, 2007. The higher earnings per share for the three months ended March 31, 2008 compared to the same period in 2007 reflects a lower weighted average number of shares outstanding in 2008 due to stock repurchases under the share repurchase plans approved by our Board of Directors.

Our operating results have fluctuated on a quarterly basis in the past, and may vary significantly in future periods due to a number of factors. We normally operate with very little order backlog. A majority of our sales in each quarter result from orders booked in that quarter and firm purchase orders released in that quarter by customers under agreements containing non-binding purchase commitments. Many of our customers require prompt delivery of products. This results in a limited backlog of orders for these products and requires us to maintain sufficient inventory levels to satisfy anticipated customer demand. If near-term demand for our products declines, or if potential sales in any quarter do not occur as anticipated, our financial results could be adversely affected. Operating expenses are relatively fixed in the short term; therefore, a shortfall in quarterly revenues could significantly impact our financial results in a given quarter. Maintaining sufficient inventory levels to assure prompt delivery of our products increases the amount of inventory that may become obsolete and increases the risk that the obsolescence of this inventory may have an adverse effect on our business and operating results. Also, not maintaining sufficient inventory levels to assure prompt delivery of our products may cause us to incur expediting costs to meet customer delivery requirements which may impact our operating results in a given quarter.

Our operating results may also fluctuate as a result of a number of other factors, including increased competition, customer order patterns, changes in product mix, timing differences between price decreases and product cost reductions, product warranty returns, and announcements of new products by us or our competitors. Accordingly, our historical financial performance is not necessarily a meaningful indicator of future results, and, in general, management expects that our financial results may vary from period to period. A list of factors that could materially affect our business, financial condition or operating results is included under Factors That Could Affect Our Future Results in Management's Discussion and Analysis of Financial Condition and Results of Operations contained in Item 2 of Part I of this report. These factors have also been discussed in more detail in Item 1A of Part I in our most recent Annual Report on Form 10-K filed on February 28, 2008 with the SEC.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Our critical accounting policies and estimates have not changed significantly from those detailed in our most recent Annual Report on Form 10-K for the year ended December 31, 2007.

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EFFECT OF RECENT ACCOUNTING PRONOUNCEMENTS

See Note 1 to the Consolidated Financial Statements in Item 1 of this Form 10-Q for a full description of recent accounting pronouncements, including the expected dates of adoption and estimated effects on results of operation and financial condition, which is incorporated herein by reference.

RESULTS OF OPERATIONS THREE MONTHS ENDED MARCH 31, 2008 COMPARED TO THREE MONTHS ENDED MARCH 31, 2007

SALES

ADTRAN's sales increased 8.7% from \$110.3 million in the three months ended March 31, 2007 to \$119.9 million in the three months ended March 31, 2008. The increase in sales is primarily attributable to an \$11.6 million increase in sales of our Carrier System products. Carrier Systems product sales increased due to a \$10.3 million increase in Broadband Access product sales, primarily attributable to increased shipments of our 1100 series fiber-to-the-node products and our Total Access 5000 platform. Carrier Systems products sales also increased due to a \$2.5 million increase in Optical Access product sales, resulting from increased shipments of our Opti-6100 products and market share gains across numerous customers including the top three U.S. carriers. Partially offsetting these increases in Carrier System product sales were decreases in shipments of traditional TDM products as customers shifted emphasis to newer technologies. Many of these newer technologies are integral to our Broadband Access and Optical Access product areas.

Business Networking product sales increased \$1.5 million in the three months ended March 31, 2008 compared to the three months ended March 31, 2007 due to a \$3.8 million increase in Internetworking product sales, primarily as a result of increased product shipments due to our efforts to improve our focus on addressing traditional enterprise channels and leveraging our carrier distribution channels. Partially offsetting this increase in Internetworking product sales was a decline in shipments of traditional IAD products as customers shifted to newer technologies. Many of these newer technologies are integral to our Internetworking product area.

Loop Access product sales decreased \$3.6 million in the three months ended March 31, 2008 compared to the three months ended March 31, 2007 primarily due to a 4.1% or \$1.8 million decrease in HDSL product revenues and declines in Enterprise T1 product sales.

Carrier Networks sales increased 12.0% from \$84.4 million in the three months ended March 31, 2007 to \$94.5 million in the three months ended March 31, 2008. The increase is primarily attributable to the aforementioned increases in Broadband Access and Optical Access product sales, partially offset by declines in HDSL and other TDM product sales.

Enterprise Networks sales decreased 1.9% from \$25.9 million in the three months ended March 31, 2007 to \$25.4 million in the three months ended March 31, 2008. The decrease is primarily attributable to the aforementioned declines in sales of traditional IAD products and Enterprise T1 products, partially offset by increased sales of Internetworking products. Enterprise Networks sales as a percentage of total sales decreased from 23.5% for the three months ended March 31, 2007 to 21.2% for the three months ended March 31, 2008.

International sales, which are included in the Carrier Networks and Enterprise Networks amounts discussed above, decreased 18.0% from \$7.8 million in the three months ended March 31, 2007 to \$6.4 million in the three months ended March 31, 2008. International sales, as a percentage of total sales, decreased from 7.1% for the three months ended March 31, 2007 to 5.4% for the three months ended March 31, 2008. International sales decreased in the three months ended March 31, 2008 compared to the three months ended March 31, 2007 primarily due to a reduction in product shipments to the Asia Pacific region.

COST OF SALES

As a percentage of sales, cost of sales increased from 40.4% in the three months ended March 31, 2007 to 41.4% in the three months ended March 31, 2008. The increase in cost of sales as a percentage of sales is primarily due to increased material costs related to product mix and start up costs associated with initial deployments of our Total Access 5000 products.

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Carrier Networks cost of sales, as a percent of division sales, increased from 39.9% in the three months ended March 31, 2007 to 41.0% in the three months ended March 31, 2008.

Enterprise Networks cost of sales, as a percent of division sales, increased from 42.1% in the three months ended March 31, 2007 to 43.0% in the three months ended March 31, 2008.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

Selling, general and administrative expenses decreased 3.8% from \$26.5 million in the three months ended March 31, 2007 to \$25.5 million in the three months ended March 31, 2008. The decrease in selling, general and administrative expenses is primarily related to a decrease in certain senior management compensation costs, and to a lesser extent a reduction in stock option expense.

Selling, general, and administrative expenses as a percentage of sales decreased from 24.0% in the three months ended March 31, 2007 to 21.3% in the three months ended March 31, 2008.

RESEARCH AND DEVELOPMENT EXPENSES

Research and development expenses increased 6.5% from \$18.4 million in the three months ended March 31, 2007 to \$19.6 million in the three months ended March 31, 2008. The increase in research and development expenses reflects increased staffing, engineering and testing expense primarily related to customer specific product development activities, as well as costs related to product approvals primarily for one or more of the top three U.S. carriers. As a percentage of sales, research and development expenses decreased from 16.6% in the three months ended March 31, 2007 to 16.3% in the three months ended March 31, 2008.

ADTRAN expects to continue to incur research and development expenses in connection with its new and existing products and its expansion into international markets. ADTRAN continually evaluates new product opportunities and engages in intensive research and product development efforts which provides for new product development, enhancement of existing products and product cost reductions. ADTRAN expenses all product research and development costs as incurred. As a result, ADTRAN may incur significant research and development expenses prior to the receipt of revenues from a major new product group or market expansion.

INTEREST AND DIVIDEND INCOME

Interest and dividend income decreased 20.7% from \$2.9 million in the three months ended March 31, 2007 to \$2.3 million in the three months ended March 31, 2008. This decrease is primarily related to lower average cash and investment balances as a result of our share repurchase program, and to a lesser extent lower interest rates.

INTEREST EXPENSE

Interest expense on our taxable revenue bond remained relatively constant at \$0.6 million in each of the three months ended March 31, 2008 and 2007. See [Liquidity and Capital Resources](#) below for additional information on our revenue bond.

NET REALIZED INVESTMENT GAIN (LOSS)

Net realized investment gain (loss) decreased from a \$0.1 million gain in the three months ended March 31, 2007 to \$0.1 million loss in the three months ended March 31, 2008. This change primarily resulted from an impairment charge of approximately \$0.2 million for certain equity investments recognized during the three months ended March 31, 2008. See Note 3 of Notes to Consolidated Financial Statements.

OTHER INCOME, NET

Other income, net, comprised primarily of miscellaneous income, gains and losses on foreign currency transactions, investment account management fees and scrap raw material sales, decreased from \$0.3 million in the three months ended March 31, 2007 to \$0.1 million in the three months ended March 31, 2008.

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LIFE INSURANCE PROCEEDS

We realized a gain on life insurance proceeds of \$1.0 million during the first quarter of 2007 as a result of the death of our co-founder and then Chairman of the Board, Mark Smith.

INCOME TAXES

Our effective tax rate increased from 31.3% in the three months ended March 31, 2007 to 36.5% in the three months ended March 31, 2008. The lower tax provision rate in the first quarter of 2007 was primarily attributable to a benefit recorded in that quarter relating to the closure of tax audits from prior years, which resulted in approximately a 3.5 percentage point decrease in our effective tax rate. The tax provision rate for the first quarter of 2008 was higher due to the expiration of research tax credits as of December 31, 2007, which resulted in approximately a 2.2 percentage point increase in our effective tax rate assuming the same basis for research and development credits used in 2007. Federal legislation to extend research tax credits has been drafted, but we have no assurances regarding the outcome of this potential legislation.

NET INCOME

As a result of the above factors, net income increased \$0.1 million from \$16.9 million in the three months ended March 31, 2007 to \$17.0 million in the three months ended March 31, 2008.

As a percentage of sales, net income decreased from 15.3% in the three months ended March 31, 2007 to 14.2% in the three months ended March 31, 2008.

LIQUIDITY AND CAPITAL RESOURCES

Liquidity

At March 31, 2008, cash on hand was \$39.1 million and short-term investments were \$153.6 million, which resulted in available short-term liquidity of \$192.7 million. At December 31, 2007, our cash on hand of \$13.9 million and short-term investments of \$148.4 million resulted in available short-term liquidity of \$162.3 million. The increase in liquidity from 2007 to 2008 is primarily due to \$34.1 million of net cash provided by operating activities in the first quarter of 2008.

Operating Activities

Our working capital, which consists of current assets less current liabilities, increased 7.0% from \$251.3 million as of December 31, 2007 to \$268.8 million as of March 31, 2008. The quick ratio, defined as cash, cash equivalents, short-term investments, and net accounts receivable, divided by current liabilities, decreased from 5.41 as of December 31, 2007 to 4.75 as of March 31, 2008. The current ratio, defined as current assets divided by current liabilities, decreased from 6.83 as of December 31, 2007 to 5.85 as of March 31, 2008. These liquidity ratios will fluctuate as revenues fluctuate and as our inventory, accounts receivable and income tax position change. The quick ratio and the current ratio decreased from 2007 to 2008 mainly due to a \$10.5 million increase in income taxes payable during the first quarter of 2008.

Net accounts receivable increased slightly from \$70.7 million at December 31, 2007 to \$70.8 million at March 31, 2008. Our allowance for doubtful accounts was \$0.1 million at December 31, 2007 and March 31, 2008. Quarterly accounts receivable days sales outstanding (DSO) decreased from 55 days as of December 31, 2007 to 54 days as of March 31, 2008.

Quarterly inventory turnover was 4.1 turns as of December 31, 2007 and March 31, 2008. Inventory decreased 2.3% from December 31, 2007 to March 31, 2008. Inventory levels will fluctuate as we attempt to maintain sufficient inventory to ensure competitive lead times while guarding against the risk of inventory obsolescence that may occur due to rapidly changing technology and customer demand.

Accounts payable increased 15.1% from \$22.2 million at December 31, 2007 to \$25.6 million at March 31, 2008. The lower balance at December 31, 2007 was primarily attributable to the timing of receipt and subsequent payment for finished product assemblies manufactured by our subcontractors. Generally, the change in accounts payable is due to variations in the timing of the receipt of supplies, inventory and services and our subsequent payments for these purchases.

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At March 31, 2008, we had income taxes payable of \$11.7 million primarily related to current year taxable income. At December 31, 2007, we had income taxes payable of \$1.2 million.

Investing Activities

Capital expenditures totaled approximately \$1.9 million and \$2.1 million for the three months ended March 31, 2008 and 2007, respectively. These expenditures were primarily used to purchase computer hardware, software and manufacturing and test equipment.

Our combined short-term and long-term investments decreased \$15.9 million from \$255.7 million at December 31, 2007 to \$239.8 million at March 31, 2008, primarily reflecting the impact of our treasury share repurchase program.

We invest all available cash not required for immediate use in operations primarily in securities that we believe bear minimal risk of loss. At March 31, 2008 these investments included municipal variable rate demand notes of \$53.6 million and municipal fixed-rate bonds of \$112.4 million. At December 31, 2007, these investments included municipal variable rate demand notes of \$47.5 million, municipal auction rate securities of \$9.0 million and municipal fixed-rate bonds of \$122.1 million.

Our municipal variable rate demand notes are classified as available-for-sale short-term investments and had an average credit rating of AAA at March 31, 2008. Despite the long-term nature of their stated contractual maturities, we believe that we have the ability to quickly liquidate these securities. Our investments in these securities are recorded at fair value and the interest rates typically reset every seven, 28 or 35 days. As a result, we had no cumulative gross unrealized holding gains (losses) or gross realized gains (losses) from these investments. All income generated from these investments was recorded as interest income. Further, we have not been required to record any losses relating to municipal variable rate demand notes or municipal auction rate securities and we have held no municipal auction rate securities since February 7, 2008.

At March 31, 2008, we held municipal fixed-rate bonds having an average credit rating of AA+. These bonds are classified as available-for-sale investments and had an average duration of 0.3 years at March 31, 2008. Because our bond portfolio has a high quality rating and contractual maturities of a short duration, we are able to obtain quoted prices for these bonds, or for similar securities traded in an active market, on a daily basis.

Our long-term investments decreased 19.6% from \$107.3 million at December 31, 2007 to \$86.3 million at March 31, 2008. Municipal fixed-rate bonds classified as long-term investments decreased \$17.8 million from \$30.2 million at December 31, 2007 to \$12.4 million at March 31, 2008. Long-term investments at March 31, 2008 and December 31, 2007 included an investment in a certificate of deposit of \$49.0 million which serves as collateral for our revenue bonds, as discussed below. We have various equity investments included in long-term investments at a cost of \$16.3 million and \$16.1 million, and with a fair value of \$20.0 million and \$22.9 million, at March 31, 2008 and December 31, 2007, respectively, including a single equity security, of which we held 2.5 million shares, carried at \$5.0 million and \$6.7 million of fair value at March 31, 2008 and December 31, 2007, respectively. We estimate that this single security trades approximately 40,000 shares per day, in an active market on a European stock exchange. Of the gross unrealized gains included in the fair market value of our marketable securities at March 31, 2008, this single security carried \$4.1 million of this unrealized gain. Long-term investments at March 31, 2008 and December 31, 2007 also include \$2.9 million and \$3.1 million, respectively, related to our deferred compensation plan.

We review our investment portfolio for potential other-than-temporary declines in value on an individual investment basis. We assess, on a quarterly basis, significant declines in value which may be considered other-than-temporary and, if necessary, recognize and record the appropriate charge to write-down the carrying value of such investments. In making this assessment, we take into consideration qualitative and quantitative information, including but not limited to the following: the magnitude and duration of historical declines in market prices, credit rating activity, assessments of liquidity, public filings, and statements made by the issuer. We generally begin our identification of potential other-than-temporary impairments by reviewing any security with a market value that has declined from its original or adjusted cost

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basis by 25% for more than six months. We then evaluate the individual security based on the previously identified factors to determine the amount of the write-down, if any. For the three months ended March 31, 2008, we had a charge of \$0.2 million related to the impairment of certain publicly traded equity securities. There were no such charges in the three months ended March 31, 2007.

Financing Activities

In July 2003, our Board of Directors elected to begin declaring quarterly dividends on our common stock, and anticipates that it will declare a regular quarterly dividend so long as the present tax treatment of dividends exists and adequate levels of liquidity are maintained. During the three months ended March 31, 2008, ADTRAN paid dividends totaling \$5.8 million.

Debt

We have amounts outstanding under loans made pursuant to an Alabama State Industrial Development Authority revenue bond (the Bond) which totaled \$49.0 million at March 31, 2008 and December 31, 2007. Included in long-term investments are restricted funds in the amount of \$49.0 million at March 31, 2008 and December 31, 2007, which is a collateral deposit against the principal amount of the Bond. The Bond matures on January 1, 2020, and bears interest at the rate of 5% per annum. In conjunction with this program, we are eligible to receive certain economic incentives from the state of Alabama that reduce the amount of payroll withholdings we are required to remit to the state for those employment positions that qualify under this program.

We are required to make payments in the amounts necessary to pay the principal and interest on the amounts currently outstanding. Due to continued positive cash flow from operating activities, we made a business decision to begin an early partial redemption of the Bond, as evidenced by a \$0.5 million principal payment in both the third quarter of 2007 and 2006. It is our intent to make annual principal payments of between \$0.5 million and \$5.0 million per year in addition to the interest amounts that are due. In connection with this decision, \$0.5 million of the Bond debt has been reclassified to a current liability in the Consolidated Balance Sheet.

Stock Repurchase Program

During the three months ended March 31, 2008, we repurchased 0.8 million shares of our common stock at an average price of \$19.29 per share under the repurchase plans approved by our Board of Directors. Since 1997, our Board of Directors has approved multiple share repurchase programs that have authorized open market repurchase transactions. We have the authority to purchase an additional 0.8 million shares of our common stock under the plan approved by the Board of Directors on July 16, 2007. During 2007, we repurchased 5.8 million shares of our common stock at an average price of \$24.08 per share.

On April 14, 2008, we announced that our Board of Directors had authorized the repurchase of an additional 5.0 million shares of our common stock to commence upon completion of the repurchase plan announced on July 16, 2007. Upon completion of the current plan, the new plan to repurchase 5.0 million shares will be implemented through open market or private purchases from time to time as conditions warrant.

To accommodate employee stock option exercises, we issued 0.1 million shares of treasury stock for \$0.6 million during the three months ended March 31, 2008. During the three months ended March 31, 2007, we issued 0.5 million shares of treasury stock for \$6.2 million.

Off-Balance Sheet Arrangements and Contractual Obligations

We do not have off-balance sheet financing arrangements and have not engaged in any related party transactions or arrangements with unconsolidated entities or other persons that are reasonably likely to materially affect liquidity or the availability of or requirements for capital resources. During the three months ended March 31, 2008, there have been no material changes in contractual obligations and commercial commitments from those discussed in our most recent Form 10-K filed on February 28, 2008.

We have committed to invest up to an aggregate of \$7.8 million in two private equity funds. See Note 3 to the Consolidated Financial Statements for additional information.

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We intend to finance our operations with cash flow from operations. We have used, and expect to continue to use, the cash generated from operations for working capital, purchases of treasury stock, dividend payments, and other general corporate purposes, including (i) product development activities to enhance our existing products and develop new products and (ii) expansion of sales and marketing activities. We believe our cash and cash equivalents, investments and cash generated from operations to be adequate to meet our operating and capital needs for the foreseeable future.

FACTORS THAT COULD AFFECT OUR FUTURE RESULTS

The following are some of the risks that could affect our financial performance or could cause actual results to differ materially from those expressed or implied in our forward-looking statements:

Our operating results may fluctuate in future periods, which may adversely affect our stock price.

Our revenue for a particular period can be difficult to predict, and a shortfall in revenue may harm our operating results.

Our exposure to the credit risks of our customers and distributors may make it difficult to collect accounts receivable and could adversely affect our operating results and financial condition.

We expect gross margin to vary over time, and our level of product gross margin may not be sustainable.

We must continue to update and improve our products and develop new products in order to compete and to keep pace with improvements in telecommunications technology.

Our products may not continue to comply with the regulations governing their sale, which may harm our business.

If our products do not interoperate with our customers' networks, installations will be delayed or cancelled and could harm our business.

We do not engage in long-term research and development processes, and as a consequence may miss certain market opportunities enjoyed by larger companies with substantially greater research and development efforts.

We depend heavily on sales to certain customers; the loss of any of these customers would significantly reduce our revenues and net income.

The lengthy approval process required by Incumbent Local Exchange Carriers (ILECs) and other service providers could result in fluctuations in our revenue.

Our strategy of outsourcing a portion of our manufacturing requirements to subcontractors located in Asia may result in us not meeting our cost, quality or performance standards.

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Our dependence on a limited number of suppliers may prevent us from delivering our products on a timely basis, which could have a material adverse effect on customer relations and operating results.

We compete in markets that have become increasingly competitive, which may result in reduced gross profit margins and market share.

Our estimates regarding future warranty obligations may change due to product failure rates, shipment volumes, field service obligations and other rework costs incurred in correcting product failures. If our estimates change, the liability for warranty obligations may be increased or decreased, impacting future cost of goods sold.

Managing our inventory is complex and may include write-downs of excess or obsolete inventory.

Increased sales volume in international markets could result in increased costs or loss of revenue due to factors inherent in these markets.

We may be adversely affected by fluctuations in currency exchange rates.

Our success depends on our ability to reduce the selling prices of succeeding generations of our products.

Our failure to maintain rights to intellectual property used in our business could adversely affect the development, functionality and commercial value of our products.

We may incur liabilities or become subject to litigation that would have a material effect on our business.

Consolidation and deterioration in the competitive service provider market could result in a significant decrease in our revenue.

We depend on distributors who maintain inventories of our products. If the distributors reduce their inventories of these products, our sales could be adversely affected.

If we are unable to successfully develop relationships with system integrators, service providers, and enterprise value added resellers, our sales may be negatively affected.

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If we fail to manage our exposure to worldwide financial and securities markets successfully, our operating results and financial statements could be materially impacted.

Changes in our effective tax rate or assessments arising from tax audits may have an adverse impact on our results.

Our success depends on attracting and retaining key personnel.

While we believe our controls over financial reporting are adequate, a failure to maintain effective internal control over financial reporting as our business expands could result in a loss of investor confidence in our financial reports and have an adverse effect on our stock price.

The price of our common stock has been volatile and may continue to fluctuate significantly.

The foregoing list of risks is not exclusive. For a more detailed description of the risk factors associated with our business, see Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2007.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Details of the fair value of our available-for-sale investments as of March 31, 2008 are discussed in Note 3 of Notes to Consolidated Financial Statements.

We are exposed to financial market risks, including changes in interest rates and prices of marketable equity and fixed-income securities. The primary objective of the large majority of our investment activities is to preserve principal while at the same time achieving appropriate yields without significantly increasing risk. To achieve this objective, a majority of our marketable securities are investment grade municipal fixed-rate bonds, municipal variable rate demand notes and municipal money market instruments denominated in United States dollars. At March 31, 2008, the average credit rating on our municipal variable rate demand notes was AAA, and on our municipal fixed-rate bonds was AA+.

As of March 31, 2008, interest income on approximately \$90.0 million of our cash and investments may be directly affected by changes in interest rates. We have performed a hypothetical sensitivity analysis assuming market interest rates increase or decrease by 50 basis points (bps), 100 bps and 150 bps, while all other variables remain constant. Hypothetical 50 bps, 100 bps and 150 bps declines in interest rates as of March 31, 2008 would reduce annualized interest income on our money market instruments and municipal variable rate demand notes by approximately \$0.4 million, \$0.9 million and \$1.3 million, respectively. In addition, hypothetical 50 bps, 100 bps and 150 bps increases in interest rates as of March 31, 2008 would reduce the fair value of our municipal fixed-rate bonds by approximately \$0.2 million, \$0.5 million and \$0.7 million, respectively.

ITEM 4. CONTROLS AND PROCEDURES

(a) *Evaluation of disclosure controls and procedures.* Our chief executive officer and chief financial officer are responsible for establishing and maintaining disclosure controls and procedures (as defined in the Securities Exchange Act of 1934 Rules 13a-15(e) and 15d-15(e)) for ADTRAN. Our chief executive officer and chief financial officer, after evaluating the effectiveness of our disclosure controls and procedures as of the end of the period covered by this quarterly report, have concluded that our disclosure controls and procedures are effective.

(b) *Changes in internal control over financial reporting.* There were no changes in our internal control over financial reporting that occurred during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Table of Contents**PART II. OTHER INFORMATION****ITEM 1A. RISK FACTORS**

A list of factors that could materially affect our business, financial condition or operating results is included under "Factors That Could Affect Our Future Results" in "Management's Discussion and Analysis of Financial Condition and Results of Operations" contained in Item 2 of Part I of this report. There have been no material changes to the risk factors as disclosed in Item 1A of Part I of our most recent Annual Report on Form 10-K filed on February 28, 2008.

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

The following table sets forth ADTRAN's repurchases of its common stock for the months indicated.

| Period | Total Number of Shares Purchased | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (1) | Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs |
|--------------------------------------|---|--|--|--|
| January 1, 2008 - January 31, 2008 | | | | 1,532,054 |
| February 1, 2008 - February 29, 2008 | 770,745 | \$ 19.29 | 770,745 | 761,309 |
| March 1, 2008 - March 31, 2008 | | | | 761,309 |
| Total | 770,745 | | 770,745 | |

(1) On July 16, 2007, ADTRAN's Board of Directors approved the repurchase of up to 5,000,000 shares of its common stock, under which ADTRAN had the remaining authority to purchase 761,309 shares as of March 31, 2008. This plan is being implemented through open market purchases from time to time as conditions warrant.

On April 14, 2008, ADTRAN's Board of Directors approved additional repurchases of up to 5,000,000 shares of its common stock. This plan will be implemented through open market purchases from time to time as conditions warrant.

ITEM 6. EXHIBITS

Exhibits.

| Exhibit No. | Description |
|-------------|---|
| 31 | Rule 13a-14(a)/15d-14(a) Certifications |
| 32 | Section 1350 Certifications |

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SIGNATURE

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.

ADTRAN, INC.
(Registrant)

Date: May 5, 2008

/s/ James E. Matthews
James E. Matthews

Senior Vice President Finance,
Chief Financial Officer, Treasurer,
Secretary and Director

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EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|---|
| 31 | Rule 13a-14(a)/15d-14(a) Certifications |
| 32 | Section 1350 Certifications |