

AVID TECHNOLOGY, INC.  
Form 8-K  
March 16, 2016

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

FORM 8-K

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

Date of Report (Date of earliest event reported): March 15, 2016

AVID TECHNOLOGY, INC.  
(Exact Name of Registrant as Specified in Its Charter)

|   |                                     |   |
|---|-------------------------------------|---|
| Delaware<br>(State or Other Jurisdiction<br>of Incorporation) | 1-36254<br>(Commission File Number) | 04-2977748<br>(I.R.S. Employer<br>Identification No.) |
|---|-------------------------------------|---|

75 Network Drive, Burlington, Massachusetts 01803  
(Address of Principal Executive Offices) (Zip Code)

(978) 640-6789  
(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



Item 7.01 Regulation FD Disclosure.

The Company has on Tuesday, March 15, 2016, after market, provided an investor update on the Company's 2016 Guidance ("2016 Guidance Presentation"). The investor update was released on Avid's website, [www.avid.com](http://www.avid.com), and can be accessed on <http://ir.avid.com>. Furnished herewith as Exhibit 99.1 is the 2016 Guidance Presentation and as Exhibit 99.2 the written script for the 2016 Guidance Presentation ("Script").

**Non-GAAP and Operational Measures.** The attached 2016 Guidance Presentation and Script include non-GAAP operating income (loss), non-GAAP operating expenses, non-GAAP revenue, non-GAAP gross margin, non-GAAP net income per share, non-GAAP adjusted EBITDA, and non-GAAP adjusted free cash flow. Non-GAAP operating income (loss), non-GAAP operating expenses, non-GAAP gross margin and non-GAAP net income per share exclude restructuring costs, stock based compensation, amortization and impairment of intangibles as well as other unusual items such as costs related to the restatement, M&A related activity, efficiency program and impact of significant legal settlements. Avid defines non-GAAP revenue as GAAP revenue plus revenue eliminated through the application of purchase accounting which requires acquired deferred revenue to be recorded at fair value rather than the amount paid by customers. Avid defines adjusted EBITDA as non-GAAP operating income (loss) excluding depreciation and all amortization expense. Avid defines non-GAAP adjusted free cash flow as GAAP operating cash flow less capital expenditures and excludes from free cash flow payments or receipts related to M&A, significant legal settlements, restructuring, restatement or other non-operational or non-recurring events.

These non-GAAP measures reflect how Avid manages its businesses internally. Avid's non-GAAP measures may vary from how other companies present non-GAAP measures. Non-GAAP financial measures are not based on a comprehensive set of accounting rules or principles. This non-GAAP information supplements, and is not intended to represent a measure of performance in accordance with, disclosures required by generally accepted accounting principles, or GAAP. Non-GAAP financial measures should be considered in addition to, not as a substitute for or superior to, financial measures determined in accordance with GAAP.

The attached 2016 Guidance Presentation and Script also include operational measures, such as bookings, marketed booking, recurring revenue bookings and revenue backlog. Definitions of these measures are included in the supplemental financial and operational data sheet available on our investor relations webpage at [ir.avid.com](http://ir.avid.com).

**Limitation on Incorporation by Reference.** The information furnished in Item 7.01, including the 2016 Guidance Presentation and Script attached hereto as Exhibit 99.1 and Exhibit 99.2, respectively, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

**Cautionary Note Regarding Forward-Looking Statements.** Except for historical information contained in this Form 8-K, the 2016 Guidance Presentation attached as Exhibit 99.1 hereto and the Script attached as Exhibit 99.2 hereto, the Form 8-K, 2016 Guidance Presentation and Script contain forward-looking statements that involve certain risks and uncertainties that could cause actual results to differ materially from those expressed or implied by these statements. Please refer to the cautionary notes in the 2016 Guidance Presentation and Script regarding these forward-looking statements.

Item 9.01. Financial Statements and Exhibits.

The following exhibits shall be deemed to be furnished, and not filed:

(d) Exhibits.

| Exhibit Number | Description  |
|----------------|--|
| 99.1*          | 2016 Guidance Presentation Slides dated March 15, 2016     |
| 99.2*          | Script for 2016 Guidance Presentation dated March 15, 2016 |

[\*Document furnished herewith]

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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 hereunto duly authorized.

AVID TECHNOLOGY, INC.  
(Registrant)

Date: March 15, 2016

By: /s/ John W. Frederick  
Name: John W. Frederick  
Title: Executive Vice President, Chief Financial Officer  
and Chief Administrative Officer