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

FORM 10-K

(Mark One)

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the fiscal year ended December 31, 2008
or
☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
Commission file number: 000-51026

Monolithic Power Systems, Inc.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Delaware	**77-0466789**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

6409 Guadalupe Mines Road, San Jose, CA 95120 (408) 826-0600
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES, INCLUDING ZIP CODE AND TELEPHONE NUMBER)

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

Title of each class	Name of each exchange on which registered
Common Stock, $0.001 Par Value	**The NASDAQ Global Select Market**

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act of 1933. ☐ Yes ☒ No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 (the “Exchange Act”). ☐ Yes ☒ No

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant’s knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

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 the definitions of “large accelerated filer”, “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.
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

The number of shares of the registrant’s stock outstanding as of June 30, 2008 was 33,669,624. The closing price of the registrant’s common stock on the Nasdaq Global Select Market as of June 30, 2008 was $21.62. The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant based upon the closing price of the Common Stock on the Nasdaq Global Select Market on June 30, 2008 was $542,800,952.*

There were 33,836,887 shares of the registrant’s common stock issued and outstanding as of February 19, 2009.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant’s Proxy Statement for the registrant’s 2009 Annual Meeting of Stockholders are incorporated by reference into Part III of this Form 10-K to the extent stated herein. The Proxy Statement will be filed within 120 days of the registrant’s fiscal year ended December 31, 2008.

* Excludes 8,563,197 shares of the registrant’s common stock held by executive officers, directors and stockholders whose ownership exceeds 5% (“affiliates”) of the Common Stock outstanding at June 30, 2008. Exclusion of such shares should not be construed to indicate that any such person possesses the power, direct or indirect, to direct or cause the direction of the management or policies of the registrant or that such person is controlled by or under common control with the registrant.

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MONOLITHIC POWER SYSTEMS, INC.
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Except as the context otherwise requires, the terms “Monolithic Power Systems”, “MPS”, “Registrant”, “Company”, “we”, “us”, or “our” as used herein are references to Monolithic Power Systems, Inc. and its consolidated subsidiaries.

FORWARD-LOOKING STATEMENTS

This annual report on Form 10-K and the documents incorporated herein by reference contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, that have been made pursuant to and in reliance on the provisions of the Private Securities Litigation Reform Act of 1995. These statements include among other things, statements concerning:

- the above-average industry growth of product market areas that we have targeted;
- our plan to introduce additional new products within our existing product families as well as in new product categories;
- the impact of our outstanding litigation and environmental issues on the revenue we derive from our CCFL product line;
- the effect of auction-rate securities on our liquidity and capital resources;
- the application of our products in the computer, consumer electronics, and communications markets continuing to account for a majority of our revenue;
- estimates of our future liquidity requirements;
- the cyclical nature of the semiconductor industry;
- protection of our proprietary technology;
- near term business outlook for 2009;
- factors that we believe will impact our ability to achieve revenue growth;
- the percentage of our total revenue from various market segments;
- our facility in China for testing our ICs;
- anticipated demand for our products and anticipated global demand for electronics; and
- our anticipated needs for additional facilities for our operations.

In some cases, words such as “would,” “could,” “may,” “should,” “predict,” “potential,” “targets,” “continue,” “anticipate,” “expect,” “intend,” “plan,” “believe,” “seek,” “estimate,” “project,” “forecast,” “will,” the negative of these terms or other variations of such terms and similar expressions relating to the future identify forward-looking statements.

All forward-looking statements are based on our current outlook, expectations, estimates, projections, beliefs and plans or objectives about our business and our industry. These statements are not guarantees of future performance and are subject to risks and uncertainties. Actual results could differ materially from those predicted or implied in any such forward-looking statements.

Risks and uncertainties that could cause actual results to differ materially include those set forth throughout this annual report on Form 10-K and, in particular, in the section entitled “Item 1A. Risk Factors”.

We disclaim any duty to and undertake no obligation to update any forward-looking statements, whether as a result of new information relating to existing conditions, future events or otherwise or to release publicly the results of any future revisions we may make to forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events. Readers are cautioned not to place undue reliance on such statements, which speak only as of the date of this annual report on Form 10-K. Readers should carefully review future reports and documents that we file from time to time with the Securities and Exchange Commission, such as our quarterly reports on Form 10-Q and any current reports on Form 8-K.

PART I

ITEM 1. BUSINESS

General

Monolithic Power Systems designs, develops and markets proprietary, advanced analog and mixed-signal semiconductors. We combine advanced process technology with our highly experienced analog designers to produce high-performance power management integrated circuits (ICs) for DC to DC converters, LED drivers, Cold Cathode Fluorescent Lamp (CCFL) backlight controllers, Class-D audio amplifiers, and other Linear ICs. Our products are used extensively in computing and network communications products, flat panel TVs, set top boxes and a wide variety of consumer and portable electronics products. We partner with world-class manufacturing organizations to deliver top quality, ultra-compact, high-performance solutions through productive, cost-efficient channels. Founded in 1997 and headquartered in San Jose, California, we have expanded our global presence with offices in Taiwan, China, Korea, Japan, and Europe, which operate under MPS International, Ltd.

Industry Overview

Semiconductors comprise the basic building blocks of electronic systems and equipment. Within the semiconductor industry, components can be classified either as discrete devices, such as individual transistors, or as ICs, in which a number of transistors and other elements are combined to form a more complicated electronic circuit. ICs can be further divided into three primary categories: digital, analog, and mixed-signal. Digital ICs, such as memory devices and microprocessors, can store or perform arithmetic functions on data that is represented by a series of ones and zeroes. Analog ICs, in contrast, handle real world signals such as temperature, pressure, light, sound, or speed. In addition, analog ICs also perform power management functions, such as regulating or converting voltages, for electronic devices. Mixed-signal ICs combine digital and analog functions onto a single chip and play an important role in bridging real world phenomena to digital systems.

Analog and Mixed-Signal Markets. We focus on the market for 'high performance' analog and mixed-signal ICs. 'High performance' products generally are differentiated by functionality and performance factors which include integration of higher levels of functionality onto a single chip, greater precision, higher speed and lower heat and noise. There are several key factors that distinguish analog and mixed-signal IC markets from digital IC markets and in particular the high performance portion of the analog and mixed signal IC market. These factors include longer product life cycles, numerous market segments, technology that is difficult to replicate, relative complexity of design and process technology, importance of experienced design engineers, lower capital requirements and diversity of end markets. We have, however, targeted product and market areas that we believe have the ability to offer above average industry growth over the long term.

Products and Applications

We currently have three primary product families that address multiple applications within the computing, consumer electronics, and communications markets. Our products are differentiated with respect to their high degree of integration and strong levels of accuracy and efficiency, making them cost-effective relative to many competing solutions. These product families include:

Direct Current (DC) to DC Converters. DC to DC converter ICs are used to convert and control voltages within a broad range of electronic systems, such as portable electronic devices, wireless LAN access points, computers, set top boxes, automobiles and medical equipment. We believe that our DC to DC converters are differentiated in the market, particularly with respect to their high degree of integration and rapid switching speeds. These features are important to our customers as they result in fewer components, a smaller form factor, more accurate regulation of voltages, and, ultimately, lower system cost and increased reliability through the elimination of many discrete components and power devices.

Liquid Crystal Display (LCD) Backlight Inverters. LCD backlight inverter ICs are used in systems that provide the light source for LCD panels typically found in notebook computers, LCD monitors, car navigational systems, and LCD televisions. These ICs function by converting low-voltage direct current (DC) or battery voltage to high-voltage alternating current (AC). We believe our LCD backlight inverter ICs were the first to utilize a full bridge resonant topology that allows for high efficiency, extended lifetimes for cold cathode fluorescent lamps (CCFLs), and lower signal interference with adjacent components. The full bridge topology is now the industry standard for these products. We also believe that our LCD backlight inverter ICs are the semiconductor industry’s only backlight inverter ICs with four fully-integrated power devices. This integration reduces the overall size, total solution part count, and cost for our customers. Our LCD product family encompasses all of the products that we formerly referred to as our CCFL product family, as well as other non-CCFL solutions for LCD backlight inverters.

Audio Amplifiers. Audio amplifier ICs are used to amplify sound produced by audio processors. We currently offer Class-D audio amplifiers, which are well-suited for applications that require both a small form factor and high power efficiency, such as plasma televisions, LCD televisions and DVD players. With today’s systems becoming smaller and utilizing larger amounts of power, solution sizes and the management of heat dissipation are becoming increasingly important to the overall system design. The high degree of power efficiency and small form factor provided by our Class-D audio amplifiers allows system vendors to significantly reduce heat dissipation, eliminating the costly and sizable fans and heat sinks traditionally required by audio amplifier ICs. These features enable our customers to achieve their design and cost objectives without sacrificing sound quality.

We currently target our products at the computing, consumer electronics and communications markets, with the consumer market representing the largest portion of our revenue. As we continue to expand our product portfolio and addressable markets, and as other end markets in which we participate continue to grow, we expect our revenue from the consumer market to decline as a percentage of our total revenue over time.

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The following is a brief summary of our product family solutions for various applications. For each of these applications, we are currently shipping product or have design wins, which are decisions by original equipment manufacturers, or OEMs, or original design manufacturers, or ODMs, to use our ICs:

Application	LCD Backlight Inverters	DC to DC Converters	Audio Amplifiers	Xenon Flash	Linear Chargers	Current Limit Switches
Computing						
Computers and PDA devices	X	X				X
LCD Monitors	X	X	X			
Disk Drives/Storage Networks		X				X
Consumer Electronics						
LCD TV Displays	X	X	X			X
Plasma TV Displays	X	X	X			X
Set Top Boxes		X				X
DVD Players	X	X	X			
Digital Still Cameras		X		X	X	
GPS and Infotainment systems	X	X				X
Communications						
Cellular Handsets		X	X	X	X	
Networking Infrastructure		X				
VOIP		X				
Wireless Access Points		X				

We derive a majority of our revenue from the sales of our DC to DC converter IC product family to the computing, consumer electronics and communications markets. In the future, we will continue to introduce additional new products within our existing product families, such as high current, high voltage, small form factor switching voltage regulators, as well as expand our newer product families in battery chargers, voltage references and low dropout regulators. Our ability to achieve revenue growth will depend in part upon our ability to enter new market segments, gain market share, grow in regions outside of Greater China, expand our customer base and successfully secure manufacturing capacity.

Please refer to the table showing our revenue by product family in the section entitled “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations—Results of Operations”.

Customers, Sales, and Marketing

We sell our products through third party distributors and directly to OEMs, ODMs, and electronic manufacturing service providers. Our third party distributors are subject to distribution agreements with us which allow the distributor to sell our products to end customers and other resellers. Distributors may distribute our products to end customers which include OEMs, ODMs or electronic manufacturing service providers. ODMs typically design and manufacture electronic products on behalf of OEMs, and electronic manufacturing service providers typically provide manufacturing services for OEMs and other electronic product suppliers. The following is a summary for the years ended December 31, 2008, 2007 and 2006 of those customers that accounted for more than 10% of our total revenue in one or more of these years:

	Revenue Year ended December 31,		
Customers	2008	2007	2006
A	20%	18%	17%
B	10%	15%	14%

Current distribution agreements with several of our major distributors provide that each distributor shall have the non-exclusive right to sell and use its best efforts to promote and develop a market for our products in several countries in Asia. These agreements may be terminated by either us or the distributor on up to three months' notice. These agreements provide that payment for purchases from us will generally occur within 30 to 45 days from the date of invoice. In addition, we allow for limited stock rotation in certain agreements.

We have sales offices located in the United States, Taiwan, China, Korea and Japan and have marketing representatives in Europe. Our products typically require a highly technical sales and applications engineering effort where we assist our customers in the design and use of our products in their application. We maintain a staff of applications engineers who work directly with our customers' engineers in the development of their systems electronics containing our products.

Because our sales are billed and payable in United States dollars, our sales are not directly subject to fluctuating currency exchange rates. However, because 89% of our revenue in 2008 was attributable to direct or indirect sales to customers in Asia, changes in the relative value of the dollar may create pricing pressures for our products.

Our sales are made primarily pursuant to standard individual purchase orders. Our backlog consists of orders that we have received from customers which have not yet shipped. Our backlog at December 31, 2008 was $10.4 million. We believe that backlog is not necessarily a good indicator of our future sales. Order lead times may vary, and, as is common within our industry, customers are allowed to reschedule or cancel orders on relatively short notice. Our quarterly revenue is also influenced by orders booked and shipped within that quarter which are not reflected as backlog at the end of any preceding quarter. Our manufacturing lead times are generally 4 to 12 weeks and we often build inventory in advance of customer orders based on our forecast of future customer orders. This subjects us to certain risks, most notably the possibility that sales will not meet our forecast, which could lead to inventories in excess of demand. If excess inventory exists, it may be necessary for us to sell it at a substantial discount or dispose of it altogether, either of which would negatively affect our profit margins.

We operate in the cyclical semiconductor industry where there is seasonal demand for certain of our products. While we are not and will not be immune from current and future industry downturns, we have targeted product and market areas that we believe have the ability to offer above average industry performance over the long term.

Research and Development

We have assembled a qualified team of engineers in the United States, China and Europe with core competencies in analog and mixed-signal design. Through our research and development efforts, we have developed a collection of intellectual property and know-how that we are able to leverage across our products and markets. These include the development of high efficiency power devices, the design of precision analog circuits, expertise in mixed-signal integration and the development of proprietary semiconductor process technologies.

Our research and development efforts are generally targeted at three areas: systems architecture, circuit design and implementation, and process technology. In the area of systems architecture, we are exploring new ways of solving our customers' system design challenges and are investing in the development of systems expertise in new markets and applications that align well with our core capabilities. In the area of circuit design and implementation, our initiatives include expanding our portfolio of products and adding new features to our products.

Please refer to the discussion of the amount spent on research and development during each of the last three fiscal years in the section entitled “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations—Results of Operations—Research and Development”.

Patents and Intellectual Property Matters

We rely on our proprietary technologies, which include both our proprietary circuit designs for our products and our proprietary manufacturing process technologies. Our future success and competitive position depend in part upon our ability to obtain and maintain protection of our proprietary technologies.

In general, we have elected to pursue patent protection for aspects of our circuit designs that we believe are patentable and to protect our manufacturing process technologies by maintaining those process technologies as trade secrets. As of January 12, 2009, we had approximately 240 patents issued and pending, of which 43 have been issued in the United States. Our U.S. issued patents are scheduled to expire at various times through August 2026 and our other issued patents are scheduled to expire at various times through December 2027. Our patents are material to our business, but we do not rely on any one particular patent for our success. We also rely on a combination of nondisclosure agreements and other contractual provisions, as well as our employees’ commitment to confidentiality and loyalty, to protect our technology, know-how, and processes. We have entered into a patent license agreement with another integrated circuit company, pursuant to which we have granted this company a license (with certain limited sublicense rights) under certain of our patents to make, use, and sell certain of this company’s own integrated circuit products for a period of two years, and for which this company is obligated to pay us royalties based on sales of those products. We also seek to register certain of our trademarks as we deem appropriate. We have not registered any of our copyrights and do not believe registration of copyrights is material to our business. Despite precautions that we take, it may be possible for unauthorized third parties to copy aspects of our current or future technology or products or to obtain and use information that we regard as proprietary. There can be no assurance that the steps we take will be adequate to protect our proprietary rights, that our patent applications will lead to issued patents, that others will not develop or patent similar or superior products or technologies, or that our patents will not be challenged, invalidated, or circumvented by others. Furthermore, the laws of the countries in which our products are or may be developed, manufactured or sold may not protect our products and intellectual property rights to the same extent as laws in the United States. Our failure to adequately protect our proprietary technologies could harm our business.

The semiconductor industry is characterized by frequent claims of infringement and litigation regarding patent and other intellectual property rights, such as our litigation with O2Micro International Limited (“O2Micro”), Linear Technology Corporation (“Linear”) and Chip Advanced Technology Inc. (“CAT”). For a more complete description of our legal matters, please read the section entitled Item 3. Legal Proceedings and Note 10 to our consolidated financial statements. Patent infringement is an ongoing risk, in part because other companies in our industry could have patent rights that may not be identifiable when we initiate development efforts. Litigation may be necessary to enforce our intellectual property rights, and we may have to defend ourselves against infringement claims. Any such litigation could be very costly and may divert our management resources. Further, we have agreed to indemnify certain of our customers and a supplier in some circumstances against liability from infringement by our products. In the event any third party were to make an infringement claim against us or our customers, we could be enjoined from selling selected products or could be required to indemnify our customers or supplier or pay royalties or other damages to third parties. If any of our products is found to infringe and we are unable to obtain necessary licenses or other rights on acceptable terms, we would either have to change our product so that it does not infringe or stop making the infringing product, which could have a material adverse effect on our operating results, financial condition, and cash flows.

Manufacturing

We utilize a fabless business model, working with third parties to manufacture and assemble our integrated circuits. This fabless approach allows us to focus our engineering and design resources on our strengths and to reduce our fixed costs and capital expenditures. In contrast to many fabless semiconductor companies, which utilize standard process technologies and design rules established by their foundry partners, we have developed our own proprietary process technology and collaborate with our foundry partners to install our technology on their equipment in their facilities for use solely on our behalf. This close collaboration and control over the manufacturing process has historically resulted in favorable yields and product performance for our integrated circuits.

We currently contract with two suppliers to manufacture our wafers in foundries located in China. Once our silicon wafers have been produced, they are shipped to our facility in Chengdu, China for wafer sort. Our semiconductor products are then assembled and packaged by independent subcontractors in Malaysia and China. The assembled ICs are then sent for final testing at our Chengdu facility prior to shipping to our customers.

In September 2004, we signed an agreement with a Chinese local authority to construct a facility in Chengdu, China, initially for the testing of our ICs. Pursuant to this agreement, we agreed to contribute capital in the form of cash, in-kind assets, and/or intellectual property, of at least $5.0 million to our wholly-owned Chinese subsidiary as the registered capital for the subsidiary and have exercised the option to purchase land use rights for the facility for approximately $0.2 million. We also have the option to acquire the facility after a five-year lease term for the original construction cost less rents paid, which is currently estimated at $2.0 million, which option becomes exercisable in March 2011. The facility has been fully operational since 2006 and we have benefitted from shorter manufacturing cycle times and lower labor and overhead costs. Furthermore, we are continuing to expand our product testing capabilities in our China facility and are able to take advantage of the rich pool of local engineering talent to expand our manufacturing support and engineering operations.

Key Personnel and Employees

Our performance is substantially dependent on the performance of our executive officers and key employees. Due to the relative complexity of the design of our analog and mixed-signal ICs, our engineers generally have more years of experience and greater circuit design aptitude than the more prevalent digital circuit design engineer. Analog engineers with advanced skills are limited in number and difficult to replace. The loss of the services of key officers, managers, engineers and other technical personnel would harm the business. Our future success will depend, in part, on our ability to attract, train, retain, and motivate highly qualified technical and managerial personnel. We may not be successful in attracting and retaining such personnel. Our employees are not represented by a collective bargaining organization, and we have never experienced a work stoppage or strike. Our management considers employee relations to be good. As of December 31, 2008, we employed 579 employees located in the United States, Taiwan, China, Japan, Korea and Europe.

Competition

The analog and mixed-signal semiconductor industry is highly competitive, and we expect competitive pressures to continue. Our ability to compete effectively and to expand our business will depend on our ability to continue to recruit both applications engineering and design engineering personnel, our ability to introduce new products, and our ability to maintain the rate at which we introduce these new products. Our industry is characterized by decreasing unit selling prices over the life of a product. We compete with domestic and international semiconductor companies, many of which have substantially greater financial and other resources with which to pursue engineering, manufacturing, marketing, and distribution of their products. We are in direct and active competition, with respect to one or more of our product lines, with at least 10 manufacturers of such products, of varying size and financial strength. The number of our competitors has grown due to expansion of the market segments in which we participate. We consider our primary competitors to include Analog Devices, Inc., Fairchild Semiconductor International, Intersil Corporation, Linear Technology, Maxim Integrated Products, Micrel Inc., Microsemi Corporation, National Semiconductor Corporation, O2Micro International, Richtek Technology Corporation, Rohm Co., Ltd., Semtech Corporation, STMicroelectronics N.V. and Texas Instruments Incorporated.

We expect continued competition from existing competitors as well as competition from new entrants into the semiconductor market. We believe that we are competitive with respect to these factors, particularly because our ICs typically are smaller in size, are highly integrated, possess higher levels of power management functionalities and achieve high performance specifications at lower price points than most of our competition. However, we cannot assure you that our products will continue to compete favorably or that we will be successful in the face of increasing competition from new products and enhancements introduced by existing competitors or new companies entering this market.

Geographical and Segment Information

Please refer to the geographical and segment information for each of the last three fiscal years in Note 13 to our consolidated financial statements.

Please refer to the discussion of risks attendant to our foreign operations in the section entitled “Item 1A: Risk Factors”.

Available Information

We were incorporated in California in 1997 and reincorporated in Delaware in November 2004. Our executive offices are located at 6409 Guadalupe Mines Road, San Jose, CA 95120. Our telephone number is (408) 826-0600. Our e-mail address is investors@monolithicpower.com, and our website is www.monolithicpower.com. Our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those filed or furnished pursuant to Sections 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, are available free of charge. These may be obtained from our website, as soon as reasonably practicable after we electronically file such material with, or furnish it to, the Securities and Exchange Commission, or at the SEC website at www.sec.gov. Information contained on our website is not a part of this Form 10-K.

Executive Officers of the Registrant

The executive officers of the Company, and their ages as of February 28, 2009 are as follows:

Name	Age	Position
Michael R. Hsing	49	President, Chief Executive Officer, and Director
Rick Neely	54	CFO, Senior Vice President of Finance and Principal Financial and Accounting Officer
Deming Xiao	46	President of MPS Asia Operations
Maurice Sciammas	49	Senior Vice President of Worldwide Sales and Marketing
Adriana Chiocchi	46	Senior Vice President, Chief Legal Officer and Corporate Secretary
Paul Ueunten	54	Senior Vice President of Engineering

Michael R. Hsing has served on our board of directors and has served as our President and Chief Executive Officer since founding Monolithic Power Systems in August 1997. Before founding our company, Mr. Hsing held senior technical positions at companies such as Supertex, Inc. and Micrel, Inc. Mr. Hsing is an inventor on numerous patents related to the process development of bipolar mixed-signal semiconductor manufacturing. Mr. Hsing holds a B.S.E.E. from the University of Florida.

Rick Neely joined us in September 2005. He currently serves as our Senior Vice President of Finance and Chief Financial Officer. From November 2002 to September 2005, he served as Chief Financial Officer of NuCORE Technology. Prior to that, he was the principal of his own consulting practice from May 2001 to November 2002. He also served as Chief Financial Officer of Alventive Inc. from May 2000 to May 2001. Prior to that he served as Chief Financial Officer and Interim Chief Executive Officer of Beyond.com, Vice President of Finance and Operations at Synopsys, and Vice President and Corporate Controller of Heartport. Mr. Neely spent 16 years, from 1980 to 1996, with Advanced Micro Devices (AMD) in a variety of senior financial management positions worldwide. Mr. Neely is on the Board of Directors of Aviza Technology, Inc. Mr. Neely holds a MBA from the University of Chicago and an undergraduate degree in Economics from Whitman College.

Maurice Sciammas currently serves as our Senior Vice President of Worldwide Sales and Marketing. Mr. Sciammas joined the Company in July 1999 and served as Vice President of Products and Vice President of Sales (excluding greater China) until he was appointed to his current position. Before joining the Company, he was Director of IC Products at Supertex from 1990 to 1999. He has also held positions at Micrel, Inc. He holds a B.S.E.E. degree from San Jose State University.

Deming Xiao has served as our President of our Asia Operations since January 2008. Since joining us in May 2001, Mr. Xiao has held several executive positions, including Foundry Manager and Senior Vice President of Operations. Before joining us, from June 2000 to May 2001, Mr. Xiao was Engineering Account Manager at Chartered Semiconductor Manufacturing, Inc. Prior to that, Mr. Xiao spent 6 years as the Manager of Process Integration Engineering at Fairchild Imaging Sensors. Mr. Xiao holds a B.S. in Semiconductor Physics from Sichuan University, Chengdu, China and a M.S.E.E. from Wayne State University.

Adriana Chiocchi joined us in October 2006. She currently serves as our Senior Vice President, Chief Legal Officer and Corporate Secretary. From February 2006 until October 2006, Ms. Chiocchi was an independent consultant providing general counsel services to public and private technology companies and then with Silicon Valley Law Group. From July 2004 to January 2006, Ms. Chiocchi was Vice President, General Counsel and Corporate Secretary for Plumtree Software which was acquired by BEA Systems. From February 2002 to July 2004, she served as the Senior Corporate Counsel for Veritas Corporation. Prior to joining Veritas, Ms. Chiocchi served as Vice President of Business Development and Legal Affairs for General Magic, Inc. and Senior Vice President for Marsh USA. She also served as Senior Counsel for Cadence Design Systems and Advanced Micro Devices. Ms. Chiocchi holds a JD and MBA from the University of Southern California, and a B.A. from the University of California, San Diego. She is a member of the California Bar Association.

Paul Ueunten has served as our Senior Vice President of Design Engineering since October 2007. Mr. Ueunten joined us in May 1998 and held several senior level positions, including Vice President of Design Engineering. Before joining us, Mr. Ueunten held positions at National Semiconductor, Signetics Corporation and Sperry Flight Systems. Mr. Ueunten holds a MS in Electrical Engineering from the University of Santa Clara, a BS in Electrical Engineering from the University of Washington and a BS in Engineering-Physics from Pacific Lutheran University. Mr. Ueunten is credited with a number of patents and is a Member of the Institute of Electrical and Electronics Engineers.

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ITEM 1A. RISK FACTORS

Our business involves risks and uncertainties. You should carefully consider the risks described below, together with all of the other information in this annual report on Form 10-K and other filings with the Securities and Exchange Commission in evaluating our business. If any of the following risks actually occur, our business, financial condition, operating results, and growth prospects would likely be adversely affected. In such an event, the trading price of our common stock could decline, and you could lose all or part of your investment in our common stock. Our past financial performance should not be considered to be a reliable indicator of future performance, and investors should not use historical trends to anticipate results or trends in future periods. These risks involve forward-looking statements and our actual results may differ substantially from those discussed in these forward-looking statements.

If we are unsuccessful in any of the legal proceedings involving us and O2Micro, we could be prevented from selling many of our products and/or be required to pay substantial damages. An unfavorable outcome or an additional award of damages, attorneys' fees or an injunction could cause our revenue to decline significantly and could severely harm our business and operating results.

We are engaged in legal proceedings with O2Micro. These proceedings involve various claims and counterclaims in the United States and Taiwan alleging, among other things, patent infringement. O2Micro has also taken legal action against certain customers, which we are indemnifying. Other new or existing customers may request similar indemnity from us because of continued legal actions between us and O2Micro. We are also involved in litigation with CAT. See the section entitled "Item 3. Legal Proceedings" of this annual report on Form 10-K for more information.

If we or our customer are not ultimately successful in any of these proceedings or other litigation that could be brought against us, or if any of the decisions in our favor are reversed on appeal, we could be ordered to pay monetary fines and/or damages. If we are found liable for willful patent infringement, damages could be doubled or tripled. We and/or our customers could also be prevented from selling some or all of our products, either into Taiwan or in the U.S. Moreover, our customers and end-users could decide not to use our products or our products or our customers' accounts payable to us could be seized in Taiwan. Finally, interim developments in these proceedings could increase the volatility in our stock price as the market assesses the impact of such developments on the likelihood that we will or will not ultimately prevail in these proceedings.

In July 2007, we settled our litigation with Taiwan Sumida Electronics, Inc. ("TSE") concerning our December 25, 2002 Indemnification Agreement with TSE. If certain conditions are met under the Settlement Agreement, we could be liable for additional potential payments up to a total sum of $7.4 million, which is currently held in escrow, subject to the outcome of certain legal activities.

Given our inability to control the timing and nature of significant events in our legal proceedings, our legal expenses are difficult to forecast and may vary substantially from our publicly-disclosed forecasts with respect to any given quarter, which could contribute to increased volatility in our stock price and business.

Until our legal proceedings with O2Micro, TSE and CAT are resolved, we will continue to incur significant legal expenses that vary with the level of activity in each of these proceedings. This level of activity is not entirely within our control as we may need to respond to legal actions by the opposing parties or scheduling decisions by the judges. Consequently, it is difficult for us to forecast our legal expenses for any given quarter, which adversely affects our ability to forecast our expected results of operations in general. If we fail to meet the expectations of securities or industry analysts as a result of unexpected changes in our legal expenses, our stock price could be impacted.

Our ongoing legal proceedings and the potential for additional legal proceedings have diverted financial and management resources.

The semiconductor industry is characterized by frequent claims of infringement and litigation regarding patent and other intellectual property rights, such as our litigation matters with O2Micro, Linear and CAT. Patent infringement is an ongoing risk, in part because other companies in our industry could have patent rights that may not be identifiable when we initiate development efforts. Litigation may be necessary to enforce our intellectual property rights, and we may have to defend ourselves against additional infringement claims. Such litigation is very costly. In the event any third party makes a new infringement claim against us or our customers, we could incur additional ongoing legal expenses. Our management team may also be required to devote a great deal of time, effort and energy to these legal proceedings, which could adversely affect our business.

We expect our operating results to fluctuate from quarter to quarter and year to year, which may make it difficult to predict our future performance and could cause our stock price to decline.

Our revenue, expenses, and results of operations are difficult to predict, have varied significantly in the past and will continue to fluctuate significantly in the future due to a number of factors, many of which are beyond our control. We expect fluctuations to continue for a number of reasons, including:

- a deterioration in general demand for electronic products as a result of worldwide financial crises and associated macro-economic slowdowns;
- a deterioration in business conditions at our distributors and/or end-customers;
- adverse general economic conditions in the countries where our products are sold or used;
- the timing of developments and related expenses in our litigation matters with O2Micro, TSE, Linear and CAT and any future litigation;
- the possibility of additional lost business as a result of customer and prospective customer concerns about adverse outcomes in our litigations or about being litigation targets;
- continued dependence on our turns business (orders received and shipped within the same fiscal quarter);
- increases in assembly costs due to commodity price increases;
- the timing of new product introductions by us and our competitors;
- the acceptance of our new products in the marketplace;
- our ability to develop new process technologies and achieve volume production;
- the scheduling, rescheduling, or cancellation of orders by our customers;
- the cyclical nature of demand for our customers' products;
- inventory levels and product obsolescence;
- seasonality and variability in the computer, consumer electronics, and communications markets;
- the availability of adequate manufacturing capacity from our outside suppliers;
- changes in manufacturing yields; and
- movements in exchange rates, interest rates or tax rates.

Due to the factors noted above and other risks described in this section, many of which are beyond our control, you should not rely on quarter-to-quarter or year-over-year comparisons to predict our future financial performance. Unfavorable changes in any of the above factors may seriously harm our business and cause our stock price to decline.

The market for government-backed student loan auction-rate securities with interest rates that reset every 7 to 35 days, has recently suffered a decline in liquidity which may impact the liquidity and potential value of our investment portfolio.

The market for government-backed student loan auction-rate securities with interest rates that reset through a Dutch auction every 7 to 35 days, became illiquid in 2008. As of December 31, 2008, our investment portfolio included $37.4 million, net of temporary impairment charges of $1.4 million, in government-backed student loan auction-rate securities. As of that date, $38.8 million, the face value of our auction-rate security investments, have failed to reset through successful auctions and it is unclear as to when these investments will regain their liquidity. The underlying maturity of these auction-rate securities is up to 30 years and the underlying credit quality of these instruments in which we have invested remains AAA rated.

Based on certain assumptions described in Note 2 to our consolidated financial statements and the Liquidity and Capital Resources section of Part II, Item 7 of this annual report on Form 10-K, we recorded impairment charges on these investments in 2008. The valuation is subject to fluctuations in the future, which will depend on many factors, including the collateral quality, potential to be called or restructured, underlying final maturity, insurance guaranty, liquidity and market conditions, among others. We experienced our first failed auction in mid-February 2008. Although we accepted an offer to participate in an auction-rate securities rights offering from UBS in October 2008 to sell up to $18.2 million in eligible auction-rate securities at par to UBS commencing in June 2010, if UBS does not follow through on its commitment to purchase the auction-rate securities at par or the auctions continue to fail, the liquidity of our investment portfolio may be negatively impacted and the value of our investment portfolio could decline.

Should there be further deterioration in the market for auction-rate securities or if the accounting rules for these securities change, the value of our portfolio may decline, which may have an adverse impact on our cash position and our earnings.

We may be unsuccessful in developing and selling new products or in penetrating new markets required to maintain or expand our business.

Our competitiveness and future success depend on our ability to design, develop, manufacture, assemble, test, market, and support new products and enhancements on a timely and cost-effective basis. A fundamental shift in technologies in any of our product markets could have a material adverse effect on our competitive position within these markets. Our failure to timely develop new technologies or to react quickly to changes in existing technologies could materially delay our development of new products, which could result in product obsolescence, decreased revenue, and/or a loss of market share to competitors.

As we develop new product lines, we must adapt to market conditions that are unfamiliar to us, such as competitors and distribution channels that are different from those we have known in the past. Some of our new product lines require us to re-equip our labs to test parameters we have not tested in the past. If we are unable to adapt rapidly to these new and additional conditions, we may not be able to successfully penetrate new markets.

The success of a new product depends on accurate forecasts of long-term market demand and future technological developments, as well as on a variety of specific implementation factors, including:

- timely and efficient completion of process design and device structure improvements;
- timely and efficient implementation of manufacturing, assembly, and test processes;

- the ability to secure and effectively utilize fabrication capacity in different geometries;
- product performance;
- the quality and reliability of the product; and
- effective marketing, sales and service.

To the extent that we fail to timely introduce new products or to quickly penetrate new markets, our revenue and financial condition could be materially adversely affected.

If demand for our products declines in the major end markets that we serve, our revenue will decrease.

We believe that the application of our products in the computer, consumer electronics and communications markets will continue to account for the majority of our revenue. If the demand for our products declines in the major end markets that we serve, our revenue will decrease. In the fourth quarter of 2008, the semiconductor industry as a whole saw dramatic declines in overall demand, which affected MPS. In addition, as technology evolves, the ability to integrate the functionalities of various components, including our discrete semiconductor products, onto a single chip and/or onto other components of systems containing our products increases. Should our customers require integrated solutions that we do not offer, demand for our products could decrease, and our business and results of operations could be adversely affected.

Moreover, approximately 20% of our business is based on products that are used in systems that contain CCFL. CCFL tubes contain mercury, which is the subject of environmental concerns, particularly in Europe. Should environmental issues impair the widespread use of our CCFL-based products, and should we be unable to produce replacement products based on LED lighting fast enough to compensate for the loss of our CCFL-related business, our business and results of operations could be adversely affected.

We may not experience growth rates comparable to past years.

In the past, our revenues increased significantly in certain years due to increased sales of certain of our products. Due to increased competition, reduced global electronics demand, end-customer market downturn, market acceptance and penetration of our current and future products and ongoing litigation, we may not experience growth rates comparable to past periods, which could affect our stock price and results of operations.

We may not be profitable on a quarterly or annual basis.

Our profitability is dependent on many factors, including:

- our sales, which because of our turns business, is difficult to accurately forecast;
- consumer electronic sales, which is currently experiencing a downturn as a result of the worldwide economic crisis;
- our competition, which could adversely impact our selling prices and our potential sales;
- our manufacturing costs, including our ability to negotiate with our vendors and our ability to efficiently run our test facility in China; and
- our operating expenses, including general and administrative expenses, selling and marketing expenses, stock-based compensation expenses, litigation expenses, which we expect to be significant due to the litigation in which we are involved, and research and development expenses relating to products that will not be introduced and will not generate revenue until later periods, if at all.

We may not achieve profitability on a quarterly or annual basis in the future. Unfavorable changes in any of the factors noted above may have a material adverse effect on our quarterly or annual profitability.

The future trading price of our common stock could be subject to wide fluctuations in response to a variety of factors.

The future trading price of our common stock is likely to be highly volatile and could be subject to wide fluctuations in price in response to various factors, many of which are beyond our control, including:

- our results of operations and financial performance;
- general economic, industry and global market conditions;
- the depth and liquidity of the market for our common stock;
- developments generally affecting the semiconductor industry;
- commencement of or developments relating to our involvement in litigation, including the O2Micro, TSE, Linear and CAT litigation matters;
- investor perceptions of us and our business;
- changes in securities analysts' expectations or our failure to meet those expectations;
- actions by institutional or other large stockholders;
- terrorist acts or acts of war;
- actual or anticipated fluctuations in our results of operations;
- developments with respect to intellectual property rights;
- announcements of technological innovations or significant contracts by us or our competitors;
- introduction of new products by us or our competitors;
- our sale of common stock or other securities in the future;
- conditions and trends in technology industries;
- changes in market valuation or earnings of our competitors; and
- changes in the estimation of the future size and growth rate of our markets;

In addition, the stock market in general often experiences substantial volatility that is seemingly unrelated to the operating performance of particular companies. These broad market fluctuations may adversely affect the trading price of our common stock.

The highly cyclical nature of the semiconductor industry, which has produced significant and sometimes prolonged downturns, could materially adversely affect our operating results, financial condition and cash flows.

Historically, the semiconductor industry has been highly cyclical and, at various times, has experienced significant downturns and wide fluctuations in supply and demand. These conditions have caused significant variances in product demand and production capacity, as well as rapid erosion of average selling prices. The industry may experience severe or prolonged downturns in the future, which could result in downward pressure on the price of our products as well as lower demand for our products. Because significant portions of our expenses are fixed in the short term or incurred in advance of anticipated sales, we may not be able to decrease our expenses in a timely manner to offset any sales shortfall. These conditions could have a material adverse effect on our operating results, financial condition and cash flows.

The complexity of calculating our tax provision may result in errors that could result in further restatements of our financial statements.

Due to the complexity associated with the calculation of our tax provision, we have hired independent tax advisors to assist us in the calculation. If we or our independent tax advisors fail to resolve or fully understand certain issues, we could be subject to errors, which would result in us having to restate our financial statements. Restatements are generally costly and could adversely impact our results of operations and/or have a negative impact on the trading price of our common stock.

We face risks in connection with our internal control over financial reporting related to income taxes.

Because of the complexity of our tax structure, we have had errors in our financial statements in the calculation of our tax provision that resulted in restatements of our prior year financial results. Although we believe that we have remediated the material weakness associated with our internal control over financial reporting related to the computation of our income tax provision, we cannot be certain that any measures we have taken or may take in the future will ensure that we implement and maintain adequate internal control over financial reporting and that we will avoid any material weakness in the future. In addition, we cannot assure you that we will not in the future identify further material weaknesses in our internal control over financial reporting related to the calculation of our income tax provision that we have not discovered to date, which may impact the reliability of our financial reporting and financial statements.

Changes in effective tax rates or adverse outcomes resulting from examination of our income tax returns could adversely affect our results

Our future effective tax rates could be adversely affected by earnings being lower than anticipated in countries where we have lower statutory rates and higher than anticipated in countries where we have higher statutory rates, by changes in the valuation of our deferred tax assets and liabilities, or by changes in tax laws, regulations, accounting principles or interpretations thereof. In addition, we are subject to the continuous examination of our income tax returns by the Internal Revenue Service and other tax authorities. We regularly assess the likelihood of adverse outcomes resulting from these examinations to determine the adequacy of our provision for income taxes. There can be no assurance that the outcomes from these continuous examinations will not have an adverse effect on our operating results and financial condition.

We receive a significant portion of our revenue from our distribution channel, and the loss of any one of these distributors or failure to collect a receivable from them could adversely affect our operations and financial position.

We market our products through distribution arrangements and through our direct sales and applications support organization to customers that include OEMs, ODMs and electronic manufacturing service providers. Receivables from our customers are generally not secured by any type of collateral and are subject to the risk of being uncollectible. For the year ended December 31, 2008, sales to our two largest distributors accounted for approximately 30% of our total revenue. Significant deterioration in the liquidity or financial condition of any of our major customers or any group of our customers could have a material adverse impact on the collectibility of our accounts receivable and our future operating results. We primarily conduct our sales on a purchase order basis, and we do not have any long-term supply contracts.

Moreover, we believe a high percentage of our products are eventually sold to a number of OEMs. Although we communicate with OEMs in an attempt to achieve “design wins,” which are decisions by OEMs and/or ODMs to incorporate our products, we do not have purchase commitments from these end users. Therefore, there can be no assurance that the OEMs and/or ODMs will continue to incorporate our integrated circuits, or ICs, into their products. OEM technical specifications and requirements can change rapidly, and we may not have products that fit new specifications from an end-customer for whom we have had previous design wins. We cannot be certain that we will continue to achieve design wins from large OEMs, that our direct customers will continue to be successful in selling to the OEMs, or that the OEMs will be successful in selling products which incorporate our ICs. The loss of any significant customer, any material reduction in orders by any of our significant customers or by their OEM customers, the cancellation of a significant customer order, or the cancellation or delay of a customer’s or OEM’s significant program or product could reduce our revenue and adversely affect our operations and financial condition.

Failure to protect our proprietary technologies or maintain the right to certain technologies may negatively affect our ability to compete.

We rely heavily on our proprietary technologies. Our future success and competitive position depend in part upon our ability to obtain and maintain protection of certain proprietary technologies used in our products. We pursue patents for some of our new products and unique technologies, and we also rely on a combination of nondisclosure agreements and other contractual provisions, as well as our employees’ commitment to confidentiality and loyalty, to protect our technology, know-how, and processes. Despite the precautions we take, it may be possible for unauthorized third parties to copy aspects of our current or future technology or products or to obtain and use information that we regard as proprietary. We intend to continue to protect our proprietary technology, including through patents. However, there can be no assurance that the steps we take will be adequate to protect our proprietary rights, that our patent applications will lead to issued patents, that others will not develop or patent similar or superior products or technologies, or that our patents will not be challenged, invalidated, or circumvented by others. Furthermore, the laws of the countries in which our products are or may be developed, manufactured, or sold may not protect our products and intellectual property rights to the same extent as laws in the United States. Our failure to adequately protect our proprietary technologies could harm our business.

Our products must meet exacting specifications, and undetected defects and failures may occur, which may cause customers to return or stop buying our products and may expose us to product liability risk.

Our customers generally establish demanding specifications for quality, performance, and reliability that our products must meet. Integrated circuits as complex as ours often encounter development delays and may contain undetected defects or failures when first introduced or after commencement of commercial shipments, which might require product replacement or recall. Further, our third-party manufacturing processes or changes thereof, or raw material used in the manufacturing processes may cause our products to fail. We have from time to time in the past experienced product quality, performance or reliability problems. Our standard warranty period is one year, which exposes the company to significant risks of claims for defects and failures. If defects and failures occur in our products, we could experience lost revenue, increased costs, including warranty expense and costs associated with customer support, delays in, cancellations or rescheduling of orders or shipments, and product returns or discounts, any of which would harm our operating results.

In addition, product liability claims may be asserted with respect to our technology or products. Although we currently have insurance, there can be no assurance that we have obtained a sufficient amount of insurance coverage, that asserted claims will be within the scope of coverage of the insurance, or that we will have sufficient resources to satisfy any asserted claims.

We currently depend on third-party suppliers to provide us with wafers for our products. If any of our wafer suppliers become insolvent and are unable and/or fail to provide us sufficient wafers at acceptable yields and at anticipated costs, our revenue and gross margin may decline or we may not be able to fulfill our customer orders.

We have a supply arrangement with two suppliers for the production of wafers. Should any of our suppliers become insolvent, we many not be able to fulfill our customer orders, which would likely cause a decline in our revenue. Currently, the majority of wafer foundries in the semiconductor industry are operating well below normal capacity, including the two suppliers to MPS, and consequently our suppliers' ability to meet their financial obligations may become impaired.

While certain aspects of our relationship with these suppliers are contractual, many important aspects of this relationship depend on our suppliers' continued cooperation and our management relationships. In addition, the fabrication of ICs is a highly complex and precise process. Problems in the fabrication process can cause a substantial percentage of wafers to be rejected or numerous ICs on each wafer to be non-functional. This could potentially reduce yields. The failure of our suppliers to supply us wafers at acceptable yields could prevent us from fulfilling our customer orders for our products and would likely cause a decline in our revenue.

Although we provide our suppliers with rolling forecasts of our production requirements, their ability to provide wafers to us is limited by the available capacity, particularly capacity in the geometries we require, at the facilities in which they manufacture wafers for us. An increased need for capacity to meet internal demands or demands of other customers could cause our suppliers to reduce capacity available to us. Our suppliers may also require us to pay amounts in excess of contracted or anticipated amounts for wafer deliveries or require us to make other concessions in order to acquire the wafer supply necessary to meet our customer requirements. If our suppliers extend lead times, limit supplies or the types of capacity we require, or increase prices due to capacity constraints or other factors, our revenue and gross margin may decline.

Further, as is common in the semiconductor industry, our customers may reschedule or cancel orders on relatively short notice. Under our agreement with our suppliers, we have an option to order wafers based on a committed forecast that can cover a period of one to six months. If our customers cancel orders after we submit a committed forecast to our suppliers for the corresponding wafers, we may be required to purchase wafers that we may not be able to resell, which would adversely affect our operating results, financial condition, and cash flows.

We might not be able to deliver our products on a timely basis if our relationships with our assembly and test subcontractors are disrupted or terminated.

All of our products are assembled by third-party subcontractors and a portion of our testing is currently performed by third-party subcontractors. We do not have any long-term agreements with these subcontractors. As a result, we may not have direct control over product delivery schedules or product quality. Also, due to the amount of time typically required to qualify assembly and test subcontractors, we could experience delays in the shipment of our products if we were forced to find alternate third parties to assemble or test our products. In addition, the current global economic crisis may materially impact our assembly supplier's ability to operate. Any future product delivery delays or disruptions in our relationships with our subcontractors could have a material adverse effect on our operating results, financial condition, and cash flows.

We derive most of our revenue from direct or indirect sales to customers in Asia and have significant operations in Asia, which may expose us to political, cultural, regulatory, economic, foreign exchange, and operational risks.

We derive most of our revenue from customers located in Asia through direct or indirect sales through distribution arrangements with parties located in Asia. As a result, we are subject to increased risks due to this geographic concentration of business and operations. For the year ended December 31, 2008, approximately 89% of our revenue was from customers in Asia. There are risks inherent in doing business internationally, including:

- changes in, or impositions of, legislative or regulatory requirements, including tax laws in the United States and in the countries in which we manufacture or sell our products;
- trade restrictions, including restrictions imposed by the United States government on trading with parties in foreign countries;
- currency exchange rate fluctuations impacting intra-company transactions;
- transportation delays;
- recent changes in tax regulations in China may impact our tax status in Chengdu;
- multi-tiered distribution channels that lack visibility to end customer pricing and purchase patterns;
- international political relationships and threats of war;
- terrorism and threats of terrorism;
- epidemics and illnesses;
- work stoppages and infrastructure problems due to adverse weather conditions or natural disasters;
- economic and political instability;
- changes in import/export regulations, tariffs, and freight rates;
- longer accounts receivable collection cycles and difficulties in collecting accounts receivables;
- enforcing contracts generally; and
- less effective protection of intellectual property and contractual arrangements.

The price and availability of commodities (e.g., gold, platinum, copper and silicon) may adversely impact our ability to deliver our products in a timely and cost-effective manner and may affect our business and results of operations.

Our products incorporate commodities such as gold, platinum, copper and silicon. The price and availability of these commodities and other like commodities that we use could negatively impact our business and results of operations.

Devaluation of the U.S. Dollar relative to other foreign currencies, including the Chinese Yuan, may adversely affect results of operations.

Our manufacturing and packaging suppliers are and will continue to be primarily located in China for the foreseeable future. Should the value of the Chinese Yuan continue to rise against the U.S. Dollar, there could be an increase in our manufacturing costs relative to competitors who have manufacturing facilities located in the U.S., which could adversely affect our operations. In addition, because we collect payments from all customers in U.S. dollars, fluctuations in the value of foreign currencies could have an adverse impact on our customers' business, which could negatively impact our business and results of operations.

We and our manufacturing partners are or will be subject to extensive Chinese government regulation, and the benefit of various incentives from Chinese governments that we and our manufacturing partners receive may be reduced or eliminated, which could increase our costs or limit our ability to sell products and conduct activities in China.

Most of our manufacturing partners are located in China. In addition, we have established a facility in China, initially for the testing of our ICs. The Chinese government has broad discretion and authority to regulate the technology industry in China. China's government has implemented policies from time to time to regulate economic expansion in China. It also exercises significant control over China's economic growth through the allocation of resources, controlling payment of foreign currency-denominated obligations, setting monetary policy and providing preferential treatment to particular industries or companies. New regulations or the readjustment of previously implemented regulations could require us and our manufacturing partners to change our business plans, increase our costs, or limit our ability to sell products and conduct activities in China, which could adversely affect our business and operating results.

In addition, the Chinese government and provincial and local governments have provided, and continue to provide, various incentives to encourage the development of the semiconductor industry in China. Such incentives include tax rebates, reduced tax rates, favorable lending policies, and other measures, some or all of which may be available to our manufacturing partners and to us with respect to our facility in China. Any of these incentives could be reduced or eliminated by governmental authorities at any time. Any such reduction or elimination of incentives currently provided to our manufacturing partners could adversely affect our business and operating results.

There are inherent risks associated with the operation of our testing facility in China, which could increase product costs or cause a delay in product shipments.

We have a testing facility in China that began operations in 2006. In addition to the risks discussed elsewhere in this quarterly report, we face the following risks, among others:

- inability to maintain appropriate and acceptable manufacturing controls; and
- higher than anticipated overhead and other costs of operation.

If we are unable to continue a fully operational status with appropriate controls, we may incur higher costs than our current expense levels, which would affect our gross margins. In addition, if capacity restraints result in significant delays in product shipments, our business and results of operations would be adversely affected.

Due to the nature of our business as a component supplier, we may have difficulty both in accurately predicting our future revenue and appropriately budgeting our expenses.

Because we provide components for end products and systems, demand for our products is influenced by our customers' end product demand. As a result, we may have difficulty in accurately forecasting our revenue and expenses. Our revenue depends on the timing, size, and speed of commercial introductions of end products and systems that incorporate our products, all of which are inherently difficult to forecast, as well as the ongoing demand for previously introduced end products and systems. In addition, demand for our products is influenced by our customers' ability to manage their inventory. Our sales to distributors are subject to higher volatility because they service demand from multiple levels of the supply chain which, in itself, is inherently difficult to forecast. If our customers, including distributors, do not manage their inventory correctly or misjudge their customers' demand, our shipments to and orders from our customers may vary significantly on a quarterly basis.

The average selling prices of products in our markets have historically decreased over time and will likely do so in the future, which could harm our revenues and gross profits.

Average selling prices of semiconductor products in the markets we serve have historically decreased over time. Our gross profits and financial results will suffer if we are unable to offset any reductions in our average selling prices by reducing our costs, developing new or enhanced products on a timely basis with higher selling prices or gross profits, or increasing our sales volumes. Additionally, because we do not operate our own manufacturing or assembly facilities, we may not be able to reduce our costs as rapidly as companies that operate their own facilities, and our costs may even increase, which could also reduce our margins.

We purchase inventory in advance based on expected demand for our products, and if demand is not as expected, we may have insufficient or excess inventory, which could adversely impact our financial position.

As a fabless semiconductor company, we purchase our inventory from a third party manufacturer in advance of selling our product. We place orders with our manufacturer based on existing and expected orders from our customers for particular products. While our contracts with our customers and distributors include lead time requirements and cancellation penalties that are designed to protect us from misalignment between customer orders and inventory levels, we must nonetheless make some predictions when we place orders with our manufacturer. In the event that our predictions are inaccurate due to unexpected increases in orders or unavailability of product within the time frame that is required, we may have insufficient inventory to meet our customer demands. In the event that we order products that we are unable to sell due to a decrease in orders, unexpected order cancellations, injunctions due to patent litigations, or product returns, we may have excess inventory which, if not sold, may need to be disposed of. If any of these situations were to arise, it could have a material impact on our business and financial position.

Because of the lengthy sales cycles for our products and the fixed nature of a significant portion of our expenses, we may incur substantial expenses before we earn associated revenue and may not ultimately achieve our forecasted sales for our products.

The introduction of new products presents significant business challenges because product development plans and expenditures must be made up to two years or more in advance of any sales. It takes us up to 12 months or more to design and manufacture a new product prototype. Only after we have a prototype do we introduce the product to the market and begin selling efforts in an attempt to achieve design wins. This sales process, which averages six to twelve months, requires us to expend significant sales and marketing resources without any assurance of success. Volume production of products that use our ICs, if any, may not be achieved for an additional three to six months after an initial sale. Sales cycles for our products are lengthy for a number of reasons:

- our customers usually complete an in-depth technical evaluation of our products before they place a purchase order;
- the commercial adoption of our products by OEMs and ODMs is typically limited during the initial release of their product to evaluate product performance and consumer demand;
- our products must be designed into a customer's product or system; and
- the development and commercial introduction of our customers' products incorporating new technologies frequently are delayed.

As a result of our lengthy sales cycles, we may incur substantial expenses before we earn associated revenue because a significant portion of our operating expenses is relatively fixed and based on expected revenue. The lengthy sales cycles of our products also make forecasting the volume and timing of orders difficult. In addition, the delays inherent in lengthy sales cycles raise additional risks that customers may cancel or change their orders. Our sales are made by purchase orders. Because industry practice allows customers to reschedule or cancel orders on relatively short notice, backlog is not always a good indicator of our future sales. If customer cancellations or product changes occur, we could lose anticipated sales and not have sufficient time to reduce our inventory and operating expenses.

The loss of any of our key personnel or the failure to attract or retain specialized technical and management personnel could impair our ability to grow our business.

Our future success depends upon our ability to attract and retain highly qualified technical and managerial personnel. We are particularly dependent on the continued services of our key executives, including Michael Hsing, our President and Chief Executive Officer, who founded our company and developed our proprietary process technology. In addition, personnel with highly skilled analog and mixed-signal design engineering expertise are scarce and competition for personnel with these skills is intense. There can be no assurance that we will be able to retain existing key employees or that we will be successful in attracting, integrating or retaining other highly qualified personnel with critical capabilities in the future. If we are unable to retain the services of existing key employees or are unsuccessful in attracting new highly qualified employees quickly enough to meet the demands or our business, including design cycles, our business could be harmed.

If we fail to retain key employees in sales, applications, finance and legal or to make continued improvements to our internal systems, particularly in the accounting and finance area, our business may suffer.

Since 2006, we significantly increased the quantity and quality of our sales, applications, financial and legal staff. However, if we fail to continue to adequately staff these areas, maintain or upgrade our business systems and maintain internal controls that meet the demands of our business, our ability to operate effectively will suffer. The operation of our business also depends upon our ability to retain these employees, as these employees hold a significant amount of institutional knowledge about us and our products, and, if they were to terminate their employment, our sales and internal control over financial reporting could be adversely affected.

We intend to continue to expand our operations, which may strain our resources and increase our operating expenses.

We plan to continue to expand our domestic and foreign operations through internal growth, strategic relationships, or acquisitions. We expect that any such expansion will strain our systems and operational and financial controls. In addition, we are likely to incur significantly higher operating costs. To manage our growth effectively, we must continue to improve and expand our systems and controls, as well as hire experienced administrative and financial personnel. If we fail to do so, our growth will be limited. If we fail to effectively manage our planned expansion of operations, our business and operating results may be harmed.

We may engage in future acquisitions that dilute the ownership interests of our stockholders and cause us to incur debt or to assume contingent liabilities, and we may be unable to successfully integrate these companies into our operations, which would adversely affect our business.

As a part of our business strategy, from time to time we review acquisition prospects that would complement our current product offerings, enhance our design capability or offer other competitive opportunities. In the event of future acquisitions, we could use a significant portion of our available cash, cash equivalents and short-term investments, issue equity securities which would dilute current stockholders' percentage ownership, and/or incur substantial debt or contingent liabilities. Such actions by us could impact our operating results and/or the price of our common stock. In addition, if we are unsuccessful in integrating any acquired company into our operations or if integration is more difficult than anticipated, we may experience disruptions that could harm our business.

We compete against many companies with substantially greater financing and other resources, and our market share may be reduced if we are unable to respond to our competitors effectively.

The analog and mixed-signal semiconductor industry is highly competitive, and we expect competitive pressures to continue. Our ability to compete effectively and to expand our business will depend on our ability to continue to recruit applications and design talent, our ability to introduce new products, and our ability to maintain the rate at which we introduce these new products. We compete with domestic and non-domestic semiconductor companies, many of which have substantially greater financial and other resources with which to pursue engineering, manufacturing, marketing, and distribution of their products. We are in direct and active competition, with respect to one or more of our product lines, with at least 10 manufacturers of such products, of varying size and financial strength. The number of our competitors has grown due to the expansion of the market segments in which we participate. We consider our competitors to include, but not be limited to: Analog Devices, Fairchild Semiconductor, Intersil, Linear, Maxim Integrated Products, Micrel, Microsemi, National Semiconductor, O2Micro, RichTech, Semtech, STMicroelectronic and Texas Instruments. We expect continued competition from existing competitors as well as competition from new entrants in the semiconductor market.

We cannot assure you that our products will continue to compete favorably or that we will be successful in the face of increasing competition from new products and enhancements introduced by existing competitors or new companies entering this market, which would materially and adversely affect our results of operations and our financial condition.

If securities or industry analysts downgrade our stock or do not continue to publish research or reports about our business, our stock price and trading volume could decline.

The trading market for our common stock will depend on the research and reports that industry or securities analysts publish about us or our business. We do not have any control over these analysts. If one or more of the analysts who cover us downgrade our stock, our stock price would likely decline. If one or more of these analysts cease coverage of us or fail to regularly publish reports on us, we could lose visibility in the financial markets, which in turn could cause our stock price or trading volume to decline.

Because of their significant stock ownership, our officers and directors will be able to exert significant influence over our future direction.

Executive officers, directors, and affiliated entities beneficially owned in aggregate, approximately 15% of our outstanding common stock as of December 31, 2008. These stockholders, if acting together, would be able to significantly influence all matters requiring approval by our stockholders, including the election of directors and the approval of mergers or other business combination transactions.

Major earthquakes or other natural disasters and resulting systems outages may cause us significant losses.

Our corporate headquarters, the production facilities of our third-party wafer supplier, our IC testing facility, a portion of our assembly and research and development activities, and certain other critical business operations are located in or near seismically active regions and are subject to periodic earthquakes. We do not maintain earthquake insurance and could be materially and adversely affected in the event of a major earthquake. Much of our revenue, as well as our manufacturers and assemblers, are concentrated in Asia. Such concentration increases the risk that other natural disasters, labor strikes, terrorism, war, political unrest, epidemics, and/or health advisories could disrupt our operations. In addition, we rely heavily on our internal information and communications systems and on systems or support services from third parties to manage our operations efficiently and effectively. Any of these are subject to failure due to a natural disaster or other disruption. System-wide or local failures that affect our information processing could have material adverse effects on our business, financial condition, operating results, and cash flows.

Our facilities in Chengdu, China are located in a seismically active area, as evidenced by the May 2008 earthquake that was centered in the Sichuan Province of China. Although there was no damage to our facilities as a result of that earthquake, should there be additional earthquakes or aftershocks in the area, we may incur losses and our business, financial condition and/or operating results may suffer.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Our primary operating locations are currently in San Jose, California and Chengdu, Sichuan China. The company currently leases approximately 55,110 square feet in San Jose which serves as our corporate headquarters, sales and research and development center. Certain test procedures and manufacturing also take place in San Jose. The Company leases approximately 56,000 square feet in Chengdu which serves as our test facility and manufacturing hub. We also lease sales offices in Japan, China, Taiwan and Korea. We believe that our existing facilities are adequate for our current operations.

ITEM 3. LEGAL PROCEEDINGS

O2Micro, Inc.

Since November 2000, we have been engaged in multiple legal proceedings involving patent infringement claims with O2Micro, Inc. and its parent corporation, O2Micro International Limited (referred to hereinafter as “O2Micro”). All of these claims relate to our CCFL backlight inverter products. For further information regarding the history of these legal proceedings, refer to our previous filings on Forms 10-K and related amendments, 10-Q and 8-K.

In the United States District Court for the Northern District of California, O2Micro alleged that certain of our CCFL products infringe O2Micro’s ‘722 patent. On October 30, 2007, following the jury’s verdict, the Court entered judgment that all of the ‘722 patent claims asserted by O2Micro against us are invalid and denied all post-trial motions. Subsequently, O2Micro filed an appeal, and we filed a cross-appeal with the Federal Circuit. The appeals are currently pending.

On May 1, 2007, we filed for declaratory judgment relief in the United States District Court for the Northern District of California against O2Micro that certain of our CCFL products do not infringe O2Micro's '129 patent and that the '129 patent is invalid and unenforceable. On August 20, 2008, the parties filed a joint stipulation to a dismissal with prejudice of their respective claims for relief in which O2Micro covenants not to assert or reassert its '129 patent against us or our direct and indirect customers for infringement by our series of power inverter controller products.

On September 30, 2008, based on information and belief that O2Micro had alleged to a customer that certain of our inverter controller products infringe O2Micro's patents, we filed for declaratory judgment relief in the United States District Court for the Northern District of California against O2Micro that those products do not infringe O2Micro's 6,856,519 ('519) patent family. On February 11, 2009, O2Micro filed a counterclaim against us and our customers that certain of our inverter controller products infringe three patents in the '519 patent family and O2Micro's 7,417,382 ('382) patent.

On December 15, 2008, O2Micro filed a complaint with the International Trade Commission alleging the patent infringement of the '519 and '382 patents against certain of our products. This case is still in the early proceedings.

In addition to the U.S. litigation described above, O2Micro has brought various legal proceedings against us in Taiwan based upon a Taiwan patent. We previously posted cash bonds of approximately $7.9 million with the Taiwan Courts in support of our counter-injunctions and to prevent O2 from seizing our assets. In July 2008, the parties agreed to cease all provisional remedial disputes against each other and allow the parties to retrieve the bonds posted. As a result of the agreement, we retrieved the bonds, totaling approximately $7.9 million, in the second half of 2008.

Taiwan Sumida Electronics

On July 30, 2007, we settled our litigation with TSE concerning the Indemnification Agreement. As of December 31, 2008, we had $7.4 million held in escrow for which we could be liable subject to the outcome of certain legal activities which are still pending in front of the Federal Circuit Court of Appeal.

Linear Technology Corporation

On July 1, 2008, the United States District Court for the District of Delaware issued a judgment as a matter of law that we did not breach its October 1, 2005 Settlement and License Agreement with Linear. We plan to seek recovery of our attorney fees and costs from Linear, pursuant to a prevailing party attorneys' fees provision in the Settlement and License Agreement. However, there can be no assurance that we can be successful in obtaining such recovery.

The court also found as a matter of law that we did not willfully infringe the patent claims of U.S. Patent Numbers 5,481,178 and 6,580,258 asserted by Linear against MPS' accused MP1543 product, which has been discontinued. However, the jury returned a verdict that an evaluation board containing the previously discontinued MP1543 product had directly infringed the asserted patent claims and that Linear's patents mentioned above are valid. The parties had stipulated to a total of ten dollars in nominal patent infringement damages in the event that Linear prevailed in that dispute. The court has not issued a final judgment concerning the patent infringement and validity claims.

Chip Advanced Technology Inc.

On December 12, 2007, we filed a patent infringement lawsuit in the U.S. District Court for the Central District of California against Chip Advanced Technology Inc. ("CAT"), asserting that CAT willfully infringed a MPS patent that enables efficient low voltage, low current power conversions, such as DC-DC step down converters. In the complaint, MPS seeks unspecified damages and a court-ordered injunction against future infringement by CAT. On September 16, 2008, we amended our complaint to add trade secret misappropriation claims against CAT. Through this lawsuit, MPS intends to vigorously protect and enforce its intellectual property. As the case is in its early stages, we are not able to determine the outcome of the litigation.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

None.

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PART II

ITEM 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDERS MATTERS, AND ISSUER PURCHASES OF EQUITY SECURITIES.

Market Price of Our Common Stock

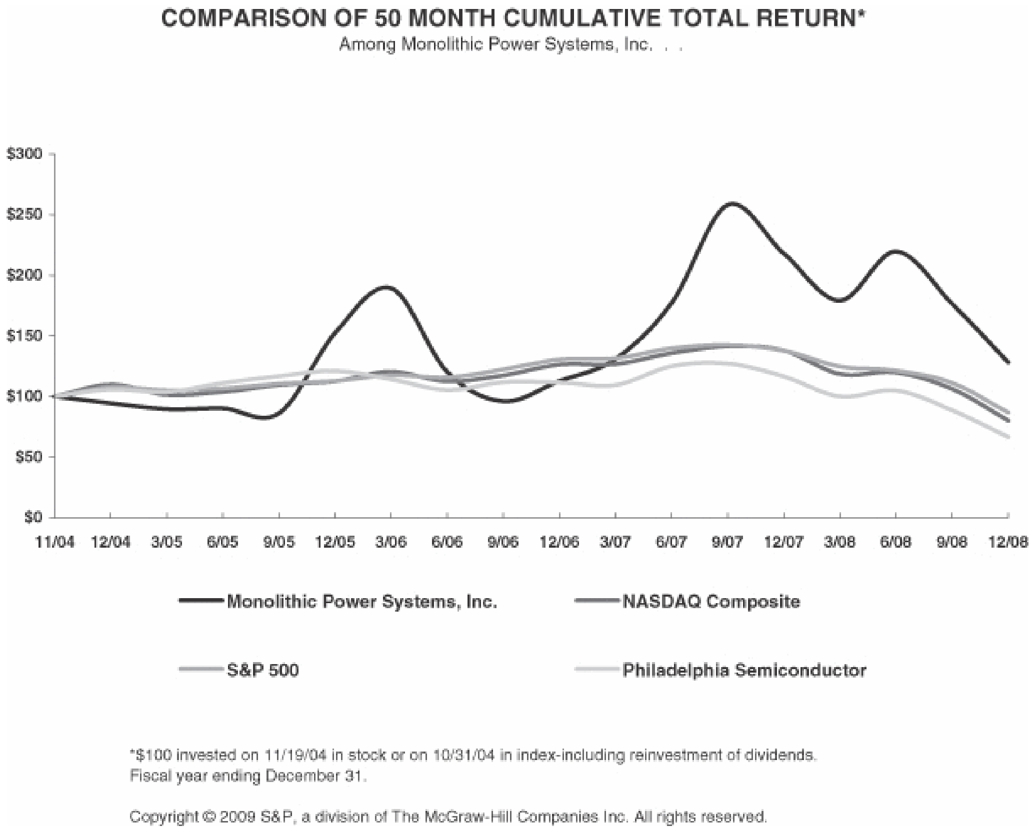
Our common stock is traded on the Nasdaq Global Market under the symbol "MPWR". The following table sets forth, for the periods indicated, the high and low sales price per share of our common stock on the Nasdaq Global Market. These prices represent quotations among dealers without adjustments for retail mark-ups, markdowns or commissions, and may not represent prices of actual transactions.

	High	Low
2008		
Fourth Quarter ended December 31, 2008	$17.37	$ 6.96
Third Quarter ended September 30, 2008	$29.07	$15.98
Second Quarter ended June 30, 2008	$27.50	$17.88
First Quarter ended March 31, 2008	$22.36	$14.64
2007		
Fourth Quarter ended December 31, 2007	$26.16	$17.84
Third Quarter ended September 30, 2007	$25.96	$15.84
Second Quarter ended June 30, 2007	$18.00	$12.66
First Quarter ended March 31, 2007	$13.94	$10.95

As of February 19, 2009, we had approximately 150 stockholders of record and the closing price of common stock was $12.66 per share as reported by The Nasdaq National Market. Many of our shares of common stock are held by brokers and other institutions on behalf of stockholders. Based on several factors, including our proxy mailing from 2007, we estimate the total number of stockholders represented by these record holders to be at least 2,427.

We have not paid cash dividends on our common stock since our inception. We currently expect to retain earnings for use in the operation and expansion of our business, and therefore do not anticipate paying any cash dividends for the next several years.

The following graph compares the cumulative 26-month total return provided shareholders on our common stock relative to the cumulative total returns of the Nasdaq Composite Index, the S & P 500 Index and the Philadelphia Semiconductor Index. An investment of $100 (with reinvestment of all dividends) is assumed to have been made in our common stock on 11/19/2004 and its relative performance is tracked through 12/31/2008.



The information contained in the Stock Performance Graph section shall not be deemed to be "soliciting material" or "filed" or incorporated by reference in future filings with the SEC, or subject to the liabilities of Section 18 of the Exchange Act, except to the extent that the Company specifically incorporates it by reference into a document filed under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

Recent Sales of Unregistered Securities

There were no sales of unregistered securities during the year ended December 31, 2008.

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

On February 5, 2008, the Company announced that its Board of Directors approved a stock repurchase program that authorizes the Company to repurchase up to $25.0 million of its common stock through the end of 2008. As of December 31, 2008, the following shares have been repurchased through the open market and subsequently retired:

2008 Calendar Year	Shares Repurchased	Average Price per Share	Value (in thousands)
February	27,500	$ 16.88	$ 464
March	527,332	$ 17.12	$ 9,028
April	201,863	$ 20.03	$ 4,043
May	100	$ 21.98	$ 2
June	18,000	$ 21.66	$ 390
July	14,155	$ 21.86	$ 309
August	100	$ 22.03	$ 2
September	307,355	$ 18.82	$ 5,784
October	333,700	$ 15.05	$ 5,021
Total Shares Repurchased	1,430,105		$ 25,043

ITEM 6. SELECTED FINANCIAL DATA

The following financial data is derived from our audited annual consolidated financial statements as of and for the years ended December 31, 2008, 2007, 2006, 2005 and 2004. You should read the following table in conjunction with the consolidated financial statements and the related notes contained elsewhere in this report on Form 10-K. Operating results for any year are not necessarily indicative of results to be expected for any future periods.

Consolidated Statement of Operations Data:

	Year ended December 31,				
	2008	2007	2006	2005	2004
	(in thousands, except per share amounts)				
Revenue	$ 160,511	$ 134,004	$ 105,015	$ 99,131	$ 47,595
Cost of revenue, including stock-based compensation*	61,184	48,781	38,107	36,003	19,594
Gross profit	99,327	85,223	66,908	63,128	28,001
Operating expenses:					
Research and development, including stock-based compensation*	34,850	27,342	22,301	14,826	12,854
Selling, general and administrative, including stock-based compensation*	35,256	29,537	27,594	18,434	12,549
Lease abandonment	—	(496)	1,218	—	—
Patent litigation settlement	—	9,800	3,000	5,037	—
Provision for litigation	6,714	9,370	11,560	18,367	7,833
Total operating expenses	76,820	75,553	65,673	56,664	33,236
Income (loss) from operations	22,507	9,670	1,235	6,464	(5,235)
Other income (expense):					
Interest and other income	3,587	4,741	2,637	1,703	171
Other expense	(652)	(139)	(273)	(111)	(93)
Total other income, net	2,935	4,602	2,364	1,592	78

	Year ended December 31,				
	2008	2007	2006	2005	2004
	(in thousands, except per share amounts)				
Income (loss) before income taxes	$25,442	$14,272	$ 3,599	$ 8,056	$ (5,157)
Income tax provision (benefit)	1,216	2,692	6,024	2,949	(1,438)
Net income (loss)	24,226	11,580	(2,425)	5,107	(3,719)
Accretion of redeemable convertible preferred stock	—	—	—	—	1,183
Net income (loss) attributable to common shareholders	$24,226	$11,580	$ (2,425)	$ 5,107	$ (4,902)
Basic income (loss) per share	$ 0.72	$ 0.37	$ (0.08)	$ 0.18	$ (0.54)
Diluted income (loss) per share	$ 0.67	$ 0.33	$ (0.08)	$ 0.17	$ (0.54)
Weighted-average common shares outstanding	33,509	31,703	29,502	27,998	9,132
Stock options, restricted stock and warrants	2,611	3,387	—	2,873	—
Diluted weighted-average common equivalent shares outstanding	36,120	35,090	29,502	30,871	9,132
* Stock-based compensation has been included in the following line items:					
Cost of revenue	$ 344	$ 539	$ 539	$ 366	$ 913
Research and development	5,821	4,625	5,236	2,611	5,165
Selling, general and administrative	6,993	6,064	5,749	2,408	5,483
Total	$13,158	$11,228	$11,524	$ 5,385	$11,561

Consolidated Balance Sheet Data:

	As of December 31,				
	2008	2007	2006	2005	2004
	(in thousands)				
Cash and cash equivalents	$ 83,266	$ 83,114	$ 50,816	$ 25,091	$32,019
Short-term investments	21,922	27,765	27,674	38,814	17,000
Long-term investments	37,425	—	—	—	—
Restricted cash	7,360	7,350	—	2,938	—
Working capital	117,365	119,348	77,111	65,450	52,637
Restricted assets	7	8,340	8,309	6,433	6,641
Total assets	195,299	172,590	117,327	100,775	72,384
Common stock	147,298	143,890	113,168	98,342	93,236
Total stockholders' equity	164,645	137,537	95,025	78,168	63,939

ITEM 7. 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 related notes which appear elsewhere in this report on Form 10-K.

Overview

We are a fabless semiconductor company that designs, develops, and markets proprietary, advanced analog and mixed-signal semiconductors. We currently offer products that serve multiple markets, including notebook computers, flat panel televisions, wireless communications, telecommunications equipment, general consumer products, cellular handsets, and set top boxes, among others. We believe that we differentiate ourselves by offering solutions that are more highly integrated, smaller in size, more energy efficient, more accurate with respect to performance specifications and, consequently, more cost-effective than many competing solutions. We plan to continue to introduce additional new products within our existing product families, as well as in new product categories.

We operate in the cyclical semiconductor industry where there is seasonal demand for certain of our products. We are not and will not be immune from current and future industry downturns, but we have targeted product and market areas that we believe have the ability to offer above average industry performance over the long term.

We work with third parties to manufacture and assemble our integrated circuits. This has enabled us to limit our capital expenditures and fixed costs, while focusing our engineering and design resources on our core strengths.

Following the introduction of a product, our sales cycle generally takes six to twelve months to achieve revenue. Volume production is usually achieved in three to six months after we receive an initial customer order for a new product. Typical lead times for orders are fewer than 90 days. These factors, combined with the fact that orders in the semiconductor industry can typically be cancelled or rescheduled without significant penalty to the customer, make the forecasting of our orders and revenue difficult.

We derive most of our revenue from sales through distribution arrangements or direct sales to customers in Asia, where the components we produce are incorporated into an end-user product. 89% of our revenue for the year ended December 31, 2008 and 90% of our revenue for the year ended December 31, 2007 was attributable to direct or indirect sales to customers in Asia. We derive a majority of our revenue from the sales of our DC to DC converter product family which services the computing, consumer electronics and communications markets. We believe our ability to achieve revenue growth will depend, in part, on our ability to develop new products, enter new market segments, gain market share, manage litigation risk, diversify our customer base and successfully secure manufacturing capacity.

Critical Accounting Policies and Estimates

Our discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with generally accepted accounting principles in the U.S. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amount of assets, liabilities, revenue and expenses, and related disclosure of contingent assets and liabilities. We evaluate our estimates on an on-going basis, including those related to revenue recognition, stock-based compensation, long-term investments, inventories, income taxes, warranty obligations and contingencies. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making the judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Estimates and judgments used in the preparation of our financial statements are, by their nature, uncertain and unpredictable, and depend upon, among other things, many factors outside of our control, such as demand for our products and economic conditions. Accordingly, our estimates and judgments may prove to be incorrect and actual results may differ, perhaps significantly, from these estimates under different estimates, assumptions or conditions.

We believe the following critical accounting policies affect our more significant judgments used in the preparation of our consolidated financial statements.

Revenue Recognition. We recognize revenue in accordance with Staff Accounting Bulletin No. 104, *Revenue Recognition* ("SAB 104") issued by the Staff of the SEC. SAB 104 requires that four basic criteria must be met before revenue can be recognized: (1) persuasive evidence of an arrangement exists; (2) delivery has occurred or services have been rendered; (3) the fee is fixed and determinable; and (4) collectibility is reasonably assured. Determination of criteria (3) and (4) are based on management's judgment regarding the fixed nature of the fee charged for products delivered and the collectibility of those fees. The application of these criteria has resulted in our generally recognizing revenue upon shipment (when title passes) to customers. Should changes in conditions cause management to determine these criteria are not met for certain future transactions, revenue recognized for any reporting period could be adversely impacted.

More than 90% of our distributor sales are made through distribution arrangements with third parties. These arrangements do not include any special payment terms (our normal payment terms are 30-45 days), price protection or exchange rights. Returns are limited to our standard product warranty. Certain of our large distributors have contracts that include limited stock rotation rights that permit the return of a small percentage of the previous six months' purchases in return for a compensating new order of equal or greater dollar value. We maintain a sales reserve for stock rotation rights, which is based on historical experience of actual stock rotation returns on a per distributor basis and information related to products in the distribution channel. This reserve is recorded at the time of sale. In the future, if we are unable to estimate our stock rotation returns accurately, we may not be able to recognize revenue from sales to our distributors based on when we sell inventory to our distributors rather than when the distributor sells through such inventory to an end-customer.

We generally recognize revenue upon shipment of products to the distributor for the following reasons (based on paragraph 6 of SFAS 48, *Revenue Recognition When Right of Return Exists*):

(1) Our price is fixed and determinable at the date of sale. We do not offer special payment terms, price protection or price adjustments to distributors where we recognize revenue upon shipment

(2) Our distributors are obligated to pay us and this obligation is not contingent on resale of the our products

(3) The distributor's obligation is unchanged in the event of theft or physical destruction or damage to the products

(4) Our distributors have stand-alone economic substance apart from our relationship

(5) We do not have any obligations for future performance to directly bring about the resale of the our products by the distributor

(6) The amount of future returns can be reasonably estimated. We have the ability and the information necessary to track inventory sold to and held at our distributors. We maintain a history of returns and have the ability to estimate the stock rotation returns on a quarterly basis.

If we enter into arrangements that have rights of return that are not estimable, we recognize revenue under such arrangements only after the distributor has sold our products to an end customer.

Less than 10% of our distributor sales are made through small distributors based on purchase orders rather than formal distribution arrangements. These distributors do not receive any stock rotation rights and, as such, hold very little inventory, if any. We do not have a history of accepting returns from these distributors.

The terms in a majority of our distribution agreements include the non-exclusive right to sell, and the agreement to use best efforts to promote and develop a market for, our products in certain regions of the world and the ability to terminate the distribution agreement by either party with up to three months notice. We provide a one year warranty against defects in materials and workmanship. Under this warranty, we will repair the goods, provide replacements at no charge, or, under certain circumstances, provide a refund to the customer for defective products. Estimated warranty returns and warranty costs are based on historical experience and are recorded at the time product revenue is recognized.

In 2006, we signed a distribution agreement with a U.S. distributor. Revenue from this distributor is recognized upon sale by the distributor to the end customer because the distributor has certain rights of return which management believes are not estimable. For the year ended December 31, 2008 and 2007, the deferred revenue balance from this distributor was $0.5 million and $0.3 million, respectively.

Inventory Valuation. We value our inventory at the lower of the standard cost (which approximates actual cost on a first-in, first-out basis) or its current estimated market value. We write down inventory for obsolescence or lack of demand, based on assumptions about future demand and market conditions. If actual market conditions are less favorable than those projected by management, additional inventory write-downs may be required.

Accounting for Income Taxes. FASB Interpretation No. 48 ("FIN 48"), *Accounting for Uncertainty in Income Taxes—an interpretation of FASB Statement No. 109, Accounting for Income Taxes* prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. This interpretation also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. We adopted the provisions of this interpretation on January 1, 2007. In accordance with SFAS No. 109, we recognize federal, state and foreign current tax liabilities or assets based on our estimate of taxes payable or refundable in the current fiscal year by tax jurisdiction. We also recognize federal, state and foreign deferred tax assets or liabilities for our estimate of future tax effects attributable to temporary differences and carryforwards. We record a valuation allowance to reduce any deferred tax assets by the amount of any tax benefits that, based on available evidence and judgment, are not expected to be realized.

Our calculation of current and deferred tax assets and liabilities is based on certain estimates and judgments and involves dealing with uncertainties in the application of complex tax laws. Our estimates of current and deferred tax assets and liabilities may change based, in part, on added certainty or finality or uncertainty to an anticipated outcome, changes in accounting or tax laws in the U.S., or foreign jurisdictions where we operate, or changes in other facts or circumstances. In addition, we recognize liabilities for potential U.S. and foreign income tax for uncertain income tax positions taken on our tax returns if it has less than a 50% likelihood of being sustained. If we determine that payment of these amounts is unnecessary or if the recorded tax liability is less than our current assessment, we may be required to recognize an income tax benefit or additional income tax expense in our financial statements in the period such determination is made. Due to the adoption of FIN 48 effective January 1, 2007, we calculated our uncertain tax positions which were attributable to certain estimates and judgments primarily related to transfer pricing, cost sharing and our international tax structure exposure.

As of December 31, 2008, 2007 and 2006, we had a valuation allowance of $14.4 million, $11.9 million and $4.6 million, respectively, attributable to management's determination that none of the deferred tax assets will be realized, except for certain deferred tax assets related to uncertain income tax positions. Should it be determined that all or part of the net deferred tax asset will not be realized in the future, an adjustment to increase the deferred tax asset valuation allowance will be charged to income in the period such determination is made. Likewise, in the event we were to determine that we would be able to realize our deferred tax assets in the future in excess of our net recorded amount, an adjustment to the allowance for the deferred tax asset would increase income in the period such determination was made.

Contingencies. We are engaged in legal proceedings resulting from several patent infringement actions against us. In addition, from time to time, we become aware that we are subject to other contingent liabilities. When this occurs, we will evaluate the appropriate accounting for the potential contingent liabilities using SFAS No. 5, "*Accounting for Contingencies*," to determine whether a contingent liability should be recorded. In making this determination, management may, depending on the nature of the matter, consult with internal and external legal counsel and technical experts. Based on the facts and circumstances in each matter, we use our judgment to determine whether it is probable that a contingent loss has occurred and whether the amount of such loss can be estimated. If we determine a loss is probable and estimable, we record a contingent loss in accordance with SFAS 5. In determining the amount of a contingent loss, we take into account advice received from experts for each specific matter regarding the status of legal proceedings, settlement negotiations (which may be ongoing), prior case history and other factors. Should the judgments and estimates made by management need to be adjusted as additional information becomes available, we may need to record additional contingent losses that could materially and adversely impact our results of operations. Alternatively, if the judgments and estimates made by management are adjusted, for example, if a particular contingent loss does not occur, the contingent loss recorded would be reversed which could result in a favorable impact on our results of operations.

Accounting for Stock-Based Compensation. Effective January 1, 2006, we adopted the provisions of SFAS No. 123R, *Share-Based Payment*, under the modified prospective method. SFAS 123R eliminates the alternative of applying the intrinsic value measurement provisions of Accounting Principles Board ("APB") Opinion 25 to stock compensation awards issued to employees. Rather, the standard requires us to measure the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award. That cost will be recognized over the period during which an employee is required to provide services in exchange for the award, known as the requisite service period (usually the vesting period). We currently use the Black-Scholes option-pricing model to estimate the fair value of our share-based payments. The Black-Scholes option-pricing model is based on a number of assumptions, including expected volatility for which we use the average volatility of a number of our competitors and combine them with our limited historical volatility to come up with an overall volatility that is used in the model. The Black-Scholes option pricing model also includes an assumption of expected life, risk-free interest rate and expected dividends. If these assumptions change, stock-based compensation may differ significantly from what we have recorded in the past. The amount of stock-based compensation that we recognize is also based on an expected forfeiture rate. If there is a difference between the forfeiture assumptions used in determining stock-based compensation costs and the actual forfeitures which become known over time, we may change the forfeiture rate, which could have a significant impact on our stock-based compensation expense.

Warranty Reserves. We currently provide a 12-month warranty against defects in materials and workmanship and will either repair the goods or provide replacement products at no charge to the customer for defective products. We record estimated warranty costs by product, which are based on historical experience over the preceding 12 months by product, at the time we recognize product revenue. Reserve requirements are recorded in the period of sale and are based on an assessment of the products sold with warranty and historical warranty costs incurred. As the complexity of our products increases, we could experience higher warranty claims relative to sales than we have previously experienced, and we may need to increase these estimated warranty reserves.

Fair Value of Financial Instruments. We adopted the provisions of SFAS No. 157, *Fair Value Measurements,* effective January 1, 2008. This Statement defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles in the United States of America, and requires that assets and liabilities carried at fair value be classified and disclosed in one of the three categories, as follows:

- Level 1: Quoted prices in active markets for identical assets;
- Level 2: Significant other observable inputs; and
- Level 3: Significant unobservable inputs.

Our financial instruments include cash and cash equivalents and short-term and long-term investments. Cash equivalents are stated at cost, which approximates fair market value based on quoted market prices. Short-term and long-term investments are stated at their fair market value.

The face value of the Company's holdings in auction rate securities is $38.8 million, of which $20.6 million is currently classified as long-term available-for-sale investments and $18.2 million is classified as long-term trading investments. These investments are accounted for in accordance with Statement of Financial Accounting Standards ("SFAS") No. 115, *Accounting for Certain Investments in Debt and Equity Securities.* Investments in available-for-sale securities are recorded at fair value, and unrealized gains or losses (that are deemed to be temporary) are recognized through shareholders' equity, as a component of accumulated other comprehensive income in our consolidated balance sheet. The Company records an impairment charge to earnings when an available-for-sale investment has experienced a decline in value that is deemed to be other-than-temporary. Investments in trading securities are recorded at fair value and unrealized gains and losses are recognized in other income (expense) in our Consolidated Statement of Operations. The UBS put right is accounted for in accordance with SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities—Including an Amendment of FASB Statement No. 115.* We value the UBS put right at fair value estimated to be equal to the par value of the auction-rate securities less their fair value as determined by management. Please refer to Note 2, Fair Value Measurements, for further information.

Recent Accounting Pronouncements Not Yet Adopted

In May 2008, the FASB issued SFAS No. 162 ("SFAS 162"), *The Hierarchy of Generally Accepted Accounting Principals.* SFAS 162 identifies the sources of accounting principles and the framework for selecting the principles to be used in the preparation of financial statements of nongovernmental entities that are presented in conformity with generally accepted accounting principles (GAAP) in the United States. This Statement is effective 60 days following the SEC's approval of the Public Company Accounting Oversight Board amendments to AU Section 411, *The Meaning of Present Fairly in Conformity With Generally Accepted Accounting Principles.* The Company is currently evaluating the potential impact, if any, the adoption of SFAS 162 will have on its consolidated financial statements.

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Results of Operations

The table below shows the Statement of Operations amounts (in thousands) and shows each as a percentage of revenue.

	Year ended December 31, 2008		2007		2006	
	(in thousands, except percentages)					
Revenue	$160,511	100.0%	$134,004	100.0%	$105,015	100.0%
Cost of revenue	61,184	38.1	48,781	36.4	38,107	36.3
Gross profit	99,327	61.9	85,223	63.6	66,908	63.7
Operating expenses:						
Research and development	34,850	21.7	27,342	20.5	22,301	21.2
Selling, general and administrative	35,256	22.0	29,537	22.0	27,594	26.3
Lease abandonment	—	—	(496)	(0.4)	1,218	1.1
Patent litigation settlement	—	—	9,800	7.3	3,000	2.9
Provision for litigation	6,714	4.2	9,370	7.0	11,560	11.0
Total operating expenses	76,820	47.9	75,553	56.4	65,673	62.5
Income from operations	22,507	14.0	9,670	7.2	1,235	1.2
Interest and other income	3,587	2.2	4,741	3.5	2,637	2.5
Other expense	(652)	(0.4)	(139)	(0.1)	(273)	(0.3)
Total other income, net	2,935	1.8	4,602	3.4	2,364	2.2
Income before income taxes	25,442	15.9	14,272	10.6	3,599	3.4
Income tax provision	1,216	0.8	2,692	2.0	6,024	5.7
Net income (loss)	$ 24,226	15.1%	$ 11,580	8.6%	$ (2,425)	(2.3)%

The following table shows our revenue by product family (amounts in thousands, except percentages):

	Year ended December 31, 2008		2007		2006		Percent Change 2008 to 2007	2007 to 2006
Product Family	Amount	% of Revenue	Amount	% of Revenue	Amount	% of Revenue	Change	Change
DC to DC Converters	$115,373	71.9%	$ 86,701	64.7%	$ 71,715	68.3%	33.1%	20.9%
LCD Backlight Inverters	32,308	20.1%	35,713	26.7%	29,201	27.8%	(9.5)%	22.3%
Audio Amplifiers	12,830	8.0%	11,590	8.6%	4,099	3.9%	10.7%	182.8%
Total	$160,511	100.0%	$134,004	100.0%	$105,015	100.0%		

Revenue. Revenue for the year ended December 31, 2008 was $160.5 million, an increase of $26.5 million, or 19.8%, from $134.0 million for the year ended December 31, 2007. The increase in revenue between these two periods resulted primarily from increased sales of our DC to DC converters of $28.7 million as a result of increased sales of consumer and communications end market devices. We experienced a decrease in the sales of our LCD backlight inverters in the amount of $3.4 million due to a decrease in demand, particularly notebook computers. The sales of our audio products increased by $1.2 million due to increased sales of consumer electronics products.

Although we experienced revenue growth of 19.8% year-over-year as we continue to deliver innovative products, our business in the fourth quarter was and will continue to be affected by the deterioration in the general demand for electronic products as a result of the worldwide financial crisis and associated macro-economic slowdown. Currently, we cannot estimate the magnitude and extent to which our business will be affected in the future.

Revenue for the year ended December 31, 2007 was $134.0 million, an increase of $29.0 million, or 27.6%, from $105.0 million for year ended December 31, 2006. The increase in revenue between the two periods resulted from increased sales of our DC to DC converters of $15.0 million, LCD backlight inverter products of $6.5 million and audio products of $7.5 million. For the year ended December 31, 2007, despite a decline in our average sales price for certain of our units, revenue from our DC to DC converters increased 20.9% due to increased sales of flat panel TVs and other consumer devices. Revenue for our CCFL products, which are a part of our LCD backlight inverter family increased 22.3% due to strength in the notebook market over the same period in 2006. However, given the uncertainty of the outcome of our litigation with O2Micro, we cannot predict the impact that such litigation will have on such revenue in the future. Revenue for our audio amplifier product family increased by 182.8% primarily due to increased demand for new and existing products used in consumer electronic applications.

Gross Profit. Gross profit as a percentage of revenue, or gross margin, was 61.9% for the year ended December 31, 2008 and 63.6% for the year ended December 31, 2007. Gross margin declined year-over-year as a result of a decrease in the average selling price of certain of our mature products and an increase in inventory reserves, particularly in the fourth quarter due to the deterioration in the general demand for electronic products.

Gross profit as a percentage of revenue, or gross margin, was 63.6% for year ended December 31, 2007 and 63.7% for the year ended December 31, 2006. Our gross margin remained relatively flat year over year. There was a decline in our average sales prices for certain of our products, which was offset by a shift in product mix and certain production efficiencies at our Chengdu facility.

Research and Development. Research and development (R&D) expenses consist of salary and benefit expenses for design and product engineers, expenses related to new product development, and related facility costs.

	Year ended December 31,			Percentage Change	
	2008	2007	2006	2008 to 2007	2007 to 2006
	(in thousands, except percentages)				
Revenue	$160,511	$134,004	$105,015	19.8%	27.6%
Research and development (“R&D”), excluding stock-based compensation	29,029	22,717	17,065	27.8%	33.1%
R&D stock-based compensation	5,821	4,625	5,236	25.9%	(11.7)%
Total R&D	$ 34,850	$ 27,342	$ 22,301	27.5%	22.6%
R&D as a percentage of net revenue	21.7%	20.4%	21.2%		

R&D expenses were $34.9 million, or 21.7% of revenue, for the year ended December 31, 2008 and $27.3 million, or 20.4% of revenue, for the year ended December 31, 2007. The year-over-year increase in R&D expenses was primarily due to an increase in R&D headcount, new product development activities, additional employee bonus payments and patent-related activities. The year-over-year increase was also due to an increase in stock-based compensation expenses of $1.2 million.

R&D expenses were $27.3 million, or 20.4% of revenue, for the year ended December 31, 2007 and $22.3 million, or 21.2% of revenue, for the year ended December 31, 2006. The increase in R&D

expenses for the year ended December 31, 2007 was due to increased bonus expenses for R&D personnel, costs associated with an increase in headcount for design engineering personnel as well as new product development activities, primarily in the DC to DC product line both in the U.S. and Asia. R&D expenses also increased because of patent related activities.

Selling, General and Administrative. Selling, general and administrative (SG&A) expenses include salary and benefit expenses, sales commissions, travel expenses, related facilities costs, outside legal and accounting fees, and fees associated with Sarbanes-Oxley compliance requirements.

	Year ended December 31,			Percentage Change	
	2008	2007	2006	2008 to 2007	2007 to 2006
	(in thousands, except percentages)				
Revenue	$160,511	$134,004	$105,015	19.8%	27.6%
Selling, general and administrative ("SG&A"), excluding stock-based compensation	28,263	23,473	21,845	20.4%	7.5%
SG&A stock-based compensation	6,993	6,064	5,749	15.3%	5.5%
Total SG&A	$ 35,256	$ 29,537	$ 27,594	19.4%	7.0%
SG&A as a percentage of net revenue	22.0%	22.0%	26.3%		

SG&A expenses were $35.3 million, or 22.0% of revenue, for the year ended December 31, 2008 and $29.5 million, or 22.0% of revenue, for the year ended December 31, 2007. SG&A expenses increased year-over-year due to an increase in headcount to support the growth in business, sales commissions, sales representative contractual obligations and bonus expenses. The year-over-year increase was also due to an increase in stock-based compensation expenses in the amount of $0.9 million.

SG&A expenses were $29.5 million, or 22.0% of revenue, for the year ended December 31, 2007 and $27.6 million, or 26.3% of revenue, for the year ended December 31, 2006. SG&A expenses increased for the year ended December 31, 2007 primarily due to an increase in commissions due to increased revenue and increased personnel and related benefits to support the growing business.

Patent Litigation Settlement.

	Year ended December 31,			Percentage Change	
	2008	2007	2006	2008 to 2007	2007 to 2006
	(in thousands, except percentages)				
Revenue	$160,511	$134,004	$105,015	19.8%	27.6%
Patent litigation settlement	—	9,800	3,000	(100.0)%	226.7%
Patent litigation settlement as a percentage of net revenue	0.0%	7.3%	2.9%		

There were no legal settlements in 2008. In July 2007, we received an unfavorable ruling in our litigation with TSE, for which we recorded an accrual for legal settlement of $9.8 million in the second quarter of 2007, of which $2.5 million was paid in the third quarter of 2007 and the remainder is held in escrow. During the year ended December 31, 2006, we settled our litigation with Micrel in the amount of $3.0 million.

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Provision for Litigation.

	Year ended December 31, 2008	2007	2006	Percentage Change 2008 to 2007	2007 to 2006
	(in thousands, except percentages)				
Revenue	$160,511	$134,004	$105,015	19.8%	27.6%
Provision for litigation	6,714	9,370	11,560	(28.3)%	(18.9)%
Provision for litigation as a percentage of net revenue	4.2%	7.0%	11.0%		

Provision for litigation expenses, which represents legal expenses for ongoing litigation were $6.7 million, or 4.2% of revenue, for the year ended December 31, 2008 as compared to $9.4 million, excluding settlement expenses of $9.8 million, or 7.0% of revenue, for the year ended December 31, 2007. We incurred significant legal expenses during the first six months of 2008 for our lawsuit with Linear Technology. For the year ended December 31, 2007, we incurred significant legal expenses to prepare for and try our cases against O2Micro and TSE. For a more complete description of our litigation matters, please see Part I, Item 3 “Legal Proceedings” and Note 10 “Litigation” of Notes to Consolidated Financial Statements.

Provision for litigation, excluding settlement expenses of $9.8 million in 2007 and $3.0 million in 2006, was $9.4 million, or 7.0% of revenue, for the year ended December 31, 2007 as compared to $11.6 million, or 11.0% of revenue, for the year ended December 31, 2006. The year over year sequential decrease in the provision for litigation from 2007 to 2006 was due to reduced litigation expenses as a result of the settlement and preliminary resolution of certain lawsuits over the periods.

Lease Abandonment.

	Year ended December 31, 2008	2007	2006	Percentage Change 2008 to 2007	2007 to 2006
	(in thousands, except percentages)				
Revenue	$160,511	$134,004	$105,015	19.8%	27.6%
Lease abandonment	—	(496)	1,218	(100.0)%	(140.7)%
Lease abandonment as a percentage of net revenue	0.0%	(0.4)%	1.2%		

There were no lease abandonments in 2008. In December 2006, we abandoned our lease in Los Gatos and wrote off $1.2 million in operating expenses based on the fair value of the liability in accordance with SFAS No. 146, *Accounting for Costs Associated with Exit or Disposal Activities*. In May 2007, we entered into a sublease agreement to rent a portion of our Los Gatos facility for a period of 21 months commencing on June 1, 2007 during which we are to receive gross payments of $0.7 million. As the amount we expect to receive is greater than the amount we originally estimated, we reduced the estimate of our remaining liability by $0.5 million in the second quarter of 2007.

Interest and Other Income. Interest and other income was $3.6 million for the year ended December 31, 2008 and $4.7 million for the year ended December 31, 2007. Despite higher cash, cash equivalent and investment balances in 2008, interest income decreased year-over-year due to a significant decline in interest rates in 2008 resulting from the global credit crisis.

Interest and other income was $4.7 million and $2.6 million for the years ended December 31, 2007 and 2006, respectively. Interest and other income increased due to higher yields and higher cash, cash equivalent and short-term investment balances and was comprised primarily of interest earned on our cash, cash equivalents and short-term investments.

Other Expense. Other expense, comprised mainly of foreign exchange losses from the sale of a bond held in Taiwan in connection with a litigation settlement, was $0.7 million for the year ended 2008.

Income Tax Provision. The income tax provision for the year ended December 31, 2008 was $1.2 million or 4.8% of our income before income taxes. This differs from the federal statutory rate of 34% due primarily to a benefit from earnings in low foreign tax jurisdictions and a decrease in prior-year FIN 48 reserves, which is partially offset by an increase in current-year FIN 48 reserves, additional FIN 48 interest accruals, an increase in valuation allowance in the U.S. and non-deductible stock option compensation expenses. The income tax provision for the year ended December 31, 2007 was $2.7 million or 18.9% of our pre-tax income. This differs from the federal statutory rate of 34% primarily because we recorded an increase in the valuation allowance of our deferred tax assets in the amount of $1.5 million as we no longer expect that our deferred tax assets will be realized. Furthermore, we provided a full valuation allowance against the tax benefits from the unpaid portion of the TSE litigation settlement, which was offset by deductions from stock option exercises and the paid portion of the TSE litigation settlement in the second quarter of 2007.

The income tax provision for the year ended December 31, 2006 was $6.0 million or 167.4% of the pre-tax income. This differs from the federal statutory rate of 34% primarily for the following reasons:

- Our stock-based compensation expenses related to our incentive stock options of $4.4 million was not tax deductible;
- We included a litigation reserve of $2.1 million, which is a tax adjustment that increases U.S. taxable income;
- We also had an average of $2.9 million of Section 956 inventory in the US, which is a tax adjustment that increases U.S. taxable income; and
- We calculated a partial valuation allowance for federal tax purposes of $1.6 million and full valuation allowance for state tax purposes of $0.6 million based on the likelihood that the deferred tax asset associated with stock options will not be realized.

For additional information, see Note 8 “Income Taxes” of the Notes to Consolidated Financial Statements.

Cumulative Effect of Applying SAB 108. In September 2006, the Securities and Exchange Commission issued Staff Accounting Bulletin No. 108 (SAB 108), *Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements*. In connection with the adoption of SAB 108 effective January 1, 2006, we corrected our financial statements for the cumulative effect of certain prior period errors by decreasing accumulated deficit and accounts payable as of the SAB 108 adoption date by $0.33 million. These errors had resulted from the duplicate recording of certain inventory costs in 2003, 2004 and 2005. In addition, an error resulting from unrecorded stock grants in 2000 and 2001 was corrected by increasing accumulated deficit and common stock as of the SAB 108 adoption date by $0.27 million. We used our historical method for evaluating materiality prior to the adoption of SAB 108 and determined that these errors were not material to the financial statements for any of the prior periods.

Liquidity and Capital Resources

As of December 31, 2008, we had working capital of $117.4 million, including cash and cash equivalents of $83.3 million and short-term investments of $21.9 million compared to working capital of $119.3 million, including cash and cash equivalents of $83.1 million and short-term investments of $27.8 million as of December 31, 2007. Our working capital decreased slightly year-over-year, with the reclassification of $37.4 million in auction-rate securities from short-term to long-term investments and $25.0 million in cash used to repurchase our stock diminishing working capital and proceeds from the issuance of common stock, the exercise of stock options, and cash generated from operating activities contributing to working capital.

For the year ended December 31, 2008, net cash provided by operating activities was $39.6 million, primarily due to strong sales and net income in 2008. For the year ended December 31, 2007, net cash provided by operating activities was $26.1 million, primarily due to increased sales, partially offset by an increase in inventory purchases in anticipation of future demand requirements. For the year ended December 31, 2006, net cash provided by operating activities was $13.8 million, primarily from increased revenues and related margin contributions.

For the year ended December 31, 2008, net cash used in investing activities was $29.6 million, primarily related to the purchase of $28.1 million in auction-rate securities, which became illiquid in February 2008 and for which we have not been able to sell and the purchase of $5.2 million in capital equipment. This was offset by the release of $8.6 million in restricted assets as a result of an agreement between O2Micro and us relating to certain legal proceedings in Taiwan. For the year ended December 31, 2007, net cash used by investing activities was $13.9 million, primarily due to capital equipment purchases of $6.7 million. In addition, we placed in escrow $7.4 million in connection with the TSE litigation, for which we could be liable subject to the outcome of certain legal activities. For the year ended December 31, 2006, net cash generated from investing activities was $4.8 million, primarily due to net proceeds from our investments in the amount of $11.1 million. These amounts were offset by capital purchases of $7.5 million, primarily related to equipment purchases for our facility in Chengdu and the ramping up of our research and development activities.

We use professional investment management firms to manage the majority of our invested cash. Within the U.S., the fixed income portfolio is primarily invested in municipal bonds. Outside of the U.S., our fixed income portfolio is primarily invested in U.S. Treasury notes and other sovereign obligations, and highly rated corporate notes. The balance of the fixed income portfolio is managed internally and invested primarily in money market funds for working capital purposes.

The market for government-back student loan auction-rate securities with interest rates that reset through a Dutch auction every 7 to 35 days, became illiquid in 2008. As of December 31, 2008, our investment portfolio included $36.1 million, net of impairment charges of $2.7 million, in government-backed student loan auction-rate securities, which we classified as long-term investments. The portfolio also included a UBS auction-rate rights offering, which was valued at $1.3 million in accordance with the fair value measurement provisions of SFAS 159. As of December 31, 2008, $38.8 million, the face value of our auction-rate security investments, have failed to reset through successful auctions and it is unclear as to when these investments will regain their liquidity. The underlying maturity of these auction-rate securities is up to 30 years and the underlying credit quality of these instruments in which we have invested remains AAA rated.

We used the guidelines set forth in FASB Statement No. 115, *Accounting for Certain Investments in Debt and Equity Securities* to determine whether the impairment is temporary or other-than temporary. Temporary impairment charges are recorded in accumulated other comprehensive income (loss) within equity and have no impact on net income. Other-than-temporary impairment charges are recorded in other income (expenses) in the Consolidated Statement of Operations.

In October 2008, we accepted an offer to participate in an auction-rate security rights offering from UBS to sell up to $18.2 million in the face amount of eligible auction-rate securities commencing in June 2010. The offer gives us the right but not the obligation to sell these securities at par to UBS and will allow us to borrow up to $18.2 million beginning October 7, 2008. In accepting the offer, we also entered into a release of claims in favor of UBS.

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Since we accepted this put right from UBS, we intend to sell these securities at par to UBS commencing in June 2010 and therefore do not possess the intent to hold these securities for a period of time sufficient to allow for any anticipated recovery in fair value. The impairment related to these securities of $1.3 million was therefore considered to be other-than-temporary and charged to the Consolidated Statement of Operations during the quarter ended December 31, 2008.

Having accepted UBS' rights offering, we valued the put right at fair value estimated to be equal to the par value of the auction-rate securities less their fair value as determined by management. The value of the put right was $1.3 million, which we recorded in other income in the Consolidated Statement of Operations. The UBS rights offering is being accounted for as a fair-value instrument under SFAS No. 159 and as such, all future changes in the fair value of these instruments will be recognized in other income (expense) in the Consolidated Statement of Operations.

For the remaining auction-rate securities for which the rights offering (described above) does not apply, and which have a face value of $20.6 million, management concluded that as of December 31, 2008, the impairment was temporary based on the following analysis:

1. The decline in the fair value of the security is not attributable to adverse conditions specifically related to the security or to specific conditions in an industry or in a geographic area;
2. The decline in the fair value of the security has not existed for an extended period of time;
3. Management possesses both the intent and the ability to hold the security for a period of time sufficient to allow for any anticipated recovery in fair value;
4. The security has not been downgraded by a rating agency;
5. The financial condition of the issuer has not deteriorated; and
6. All scheduled interest payments have been made pursuant to the reset terms and conditions.

Unless another rights offering or other similar offers are made to and accepted by us on terms that we deem favorable, we intend to hold the balance of these investments through successful auctions at par, which we believe could take approximately 1.5 years.

The valuation of the auction-rate securities is subject to fluctuations in the future, which will depend on many factors, including the collateral quality, potential to be called or restructured, underlying final maturity, insurance guaranty, liquidity and market conditions, among others. To determine the fair value of the auction-rate securities at December 31, 2008, we used a discounted cash flow model, for which there are three valuation parameters, including time-to-liquidity, discount rate and expected return. Over the past year, the parameters changed, as follows:

	Q108	Q208	Q308	Q408
Time-to-Liquidity (decreased by 3 months every quarter, except as noted)	24-months	21 months	18 months	18 months
Expected Return (Based on the 2-year treasury rate, plus a contractual penalty rate)	4.3%	4.3%	3.9%	2.3%
Discount Rate (Based on the 2-year LIBOR, the cost of debt and a liquidity risk premium)	5.0%	5.0%	7.3%	6.8%

In both the third and fourth quarters of 2008, we assumed a constant time-to-liquidity of 18 months. The treasury rate decreased significantly from the third quarter to the fourth quarter of 2008, which in turn decreased the expected return (cash flows). LIBOR also decreased from the third quarter to the fourth quarter of 2008, but the student-loan credit default swaps spread widened significantly. The net impact was an increase in the total impairment charge from $2.0 million as of September 30, 2008 to $2.7 million as of December 31, 2008, of which $1.4 million was recorded as temporary and the remaining $1.3 million was recorded as other-than-temporary.

Net cash used by financing activities for the year ended December 31, 2008 was $9.8 million, primarily from the repurchase of $25.0 million of our common stock of which our Board approved a repurchase of up to $25.0 million. This was partially offset by the proceeds related to the issuance of common stock in the amount of $14.5 million and excess tax benefits related to the exercise of options of $0.8 million. Net cash provided by financing activities for the year ended December 31, 2007 was $20.0 million, primarily from the proceeds related to the issuance of common stock in the amount of $17.3 million and excess tax benefits related to the exercise of options in the amount of $2.7 million. Net cash provided by financing activities for the year ended December 31, 2006 was $7.2 million, primarily from the proceeds related to the issuance of common stock in the amount of $5.3 million, excess tax benefits related to the exercise of options in the amount of $1.4 million and the repayment of a stockholder note in the amount of $0.4 million.

Although cash requirements will fluctuate based on the timing and extent of many factors such as those discussed above, we believe that cash generated from operations, together with the liquidity provided by existing cash balances and short term investments, will be sufficient to satisfy our liquidity requirements for the next 12 months. For further details regarding our operating, investing and financing activities, see the Consolidated Statement of Cash Flows.

Contractual Obligations and Off Balance Sheet Arrangements

We lease our headquarters and sales offices in San Jose, California under a non-cancelable operating lease which expires in October 2016. Although we relocated our headquarters from Los Gatos, California to San Jose, we have a non-cancelable lease on our Los Gatos facility which expired in February 2009, for which we signed an agreement in May 2007 to sublease a portion of the property for the remaining term. In the second quarter of 2007, we reversed $0.5 million of the $1.3 million write-off that we recorded in the fourth quarter of 2006 as a result of the aforementioned sublease. Certain of our facility leases provide for periodic rent increases. In addition, as described below, we have a five-year lease arrangement which we entered into in September 2004 for our manufacturing facility located in Chengdu, China. We also lease our sales offices in Japan, China, Taiwan and Korea.

In the fourth quarter of 2007, we qualified a second source foundry and have incorporated their wafers in our production units. As of December 31, 2008, our total outstanding purchase commitments were $10.3 million, which includes wafer purchases from our two foundries and the purchase of assembly services primarily from multiple contractors in Asia. This compares to purchase commitments of $9.1 million as of December 31, 2007.

In September 2004, we signed an agreement with a Chinese local authority to construct a facility in Chengdu, China, initially for the testing of our ICs. Pursuant to this agreement, we agreed to contribute capital in the form of cash, in-kind assets, and/or intellectual property, of at least $5.0 million to our wholly-owned Chinese subsidiary as the registered capital for the subsidiary and exercised the option to purchase land use rights for the facility of approximately $0.2 million. We also have the option to acquire the facility after a five-year lease term for the original construction cost less rents paid, which is currently estimated at $2.0 million.

The following table summarizes our contractual obligations at December 31, 2008, and the effect such obligations are expected to have on our liquidity and cash flow over the next five years (in thousands).

	Payments by Period				
	Total	< 1 year	1-3 years	4-5 years	Thereafter
Operating leases	$ 9,099	$ 1,261	$ 3,285	$ 2,292	$ 2,261
Outstanding purchase commitments	10,256	10,256			
	$19,355	$11,517	$ 3,285	$ 2,292	$ 2,261

Because of the uncertainty as to the timing of payments related to our liabilities for unrecognized tax benefits, we have excluded estimated obligations of $4.8 million from the table above.

Off Balance Sheet Arrangements

As of December 31, 2008, we had no off-balance sheet arrangements as defined in Item 303(a)(4) of the Securities and Exchange Commission's Regulation S-K.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest Rate Risk

Our cash equivalents and investments are subject to market risk, primarily interest rate and credit risk. Our investments are managed by outside professional managers within investment guidelines set by us. Such guidelines include security type, credit quality and maturity and are intended to limit market risk by restricting our investments to high quality debt instruments with relatively short-term maturities.

We do not use derivative financial instruments in our investment portfolio. Investments in debt securities are classified as available-for-sale or trading, and no gains or losses are recognized by us in our results of operations due to changes in interest rates unless such securities are sold prior to maturity or are determined to be other-than-temporarily impaired. Available-for-sale investments are reported at fair value with the related unrealized gains being included in accumulated other comprehensive income, a component of stockholders' equity. Trading securities are reported at fair value with unrealized gains and losses included in earnings.

Fluctuations in interest rates of +/- 10% could impact our annual results of operations by approximately $0.3 million.

Foreign Currency Exchange Risk

Our sales outside the United States are transacted in U.S. dollars. Accordingly, our sales are not generally impacted by foreign currency rate changes. In 2008, the primary functional currency of the Company's offshore operations was the local currency, primarily the New Taiwan Dollar and the Chinese Yuan. To date, fluctuations in foreign currency exchange rates have not had a material impact on our results of operations. However, fluctuations in the currency of +/- 10% in such local currencies could impact our annual results of operations by approximately $1.7 million.

Value Change to Investments

As of February 28, 2009, all of our holdings in auction rate securities, which have a face value of $38.8 million, have failed to reset as a result of current market conditions. Should these auctions continue to fail and if the credit rating for these securities decline, a 10% decline in the par value could impact our results of operations by approximately $3.9 million.

In valuing the auction-rate securities using the discounted cash flow model, a change in the risk premium and time-to-maturity by 10% would result in a change in the value of our auction-rate securities portfolio by $0.1 million and $0.2 million, respectively.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

MONOLITHIC POWER SYSTEMS, INC.

CONSOLIDATED FINANCIAL STATEMENTS

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders
of Monolithic Power Systems, Inc.:

We have audited the accompanying consolidated balance sheets of Monolithic Power Systems, Inc. and subsidiaries (collectively, the "Company") as of December 31, 2008 and 2007, and the related consolidated statements of operations, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2008. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Monolithic Power Systems, Inc. and subsidiaries as of December 31, 2008 and 2007, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2008, in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 1 to the consolidated financial statements, effective January 1, 2008, the Company adopted the provisions of Statement of Financial Accounting Standards ("SFAS") No. 157, *Fair Value Measurements*. Effective January 1, 2007, the Company adopted the provisions of Financial Accounting Standards Board Interpretation No. 48, *Accounting for Uncertainty in Income Taxes—An interpretation of FASB Statement No. 109*.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2008, based on the criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated February 26, 2009 expressed an unqualified opinion on the Company's internal control over financial reporting.

/s/ Deloitte & Touche LLP

San Jose, California
February 26, 2009

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders
of Monolithic Power Systems, Inc.:

We have audited the internal control over financial reporting of Monolithic Power Systems, Inc. and subsidiaries (collectively, the "Company") as of December 31, 2008, based on criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2008, based on the criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements as of and for the year ended

December 31, 2008 of the Company, and our report dated February 26, 2009 expressed an unqualified opinion on those financial statements and included an explanatory paragraph relating to the adoption of Statement of Financial Accounting Standards (SFAS) No. 157, *Fair Value Measurements*, effective January 1, 2008.

/s/ Deloitte & Touche LLP

San Jose, California
February 26, 2009

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MONOLITHIC POWER SYSTEMS, INC.

CONSOLIDATED BALANCE SHEETS
(in thousands, except share amounts)

	December 31, 2008	December 31, 2007
ASSETS		
Current assets:		
Cash and cash equivalents	$ 83,266	$ 83,114
Short-term investments	21,922	27,765
Accounts receivable, net of allowances of $0 and $227, respectively, in 2008 and 2007	9,115	8,239
Inventories	18,887	17,487
Deferred income tax assets, net—current	75	72
Prepaid expenses and other current assets	2,622	4,733
Restricted cash	7,360	7,350
Total current assets	143,247	148,760
Property and equipment, net	14,163	14,175
Long-term investments	37,425	—
Deferred income tax assets, net—long-term	19	776
Other assets	438	539
Restricted assets	7	8,340
Total assets	$ 195,299	$ 172,590
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 4,674	$ 6,154
Accrued compensation and related benefits	7,848	8,299
Accrued liabilities	13,360	14,959
Total current liabilities	25,882	29,412
Non-current income tax liability	4,762	5,318
Other long-term liabilities	10	323
Total liabilities	30,654	35,053
Commitments and contingencies (Notes 9 and 10)		
Stockholders' equity:		
Common stock, $0.001 par value, $34 and $33 in 2008 and 2007, respectively; shares authorized: 150,000,000; shares issued and outstanding: 33,646,821 and 33,454,595 in 2008 and 2007, respectively	147,298	143,890
Deferred stock compensation	—	(3)
Retained earnings (accumulated deficit)	17,411	(6,815)
Accumulated other comprehensive income (loss)	(64)	465
Total stockholders' equity	164,645	137,537
Total liabilities and stockholders' equity	$ 195,299	$ 172,590

See accompanying notes to consolidated financial statements.

MONOLITHIC POWER SYSTEMS, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share amounts)

	Year Ended December 31,		
	2008	2007	2006
Revenue	$ 160,511	$ 134,004	$ 105,015
Cost of revenue	61,184	48,781	38,107
Gross profit	99,327	85,223	66,908
Operating expenses:			
Research and development	34,850	27,342	22,301
Selling, general and administrative	35,256	29,537	27,594
Lease abandonment	—	(496)	1,218
Patent litigation settlement	—	9,800	3,000
Provision for litigation	6,714	9,370	11,560
Total operating expenses	76,820	75,553	65,673
Income from operations	22,507	9,670	1,235
Other income (expense):			
Interest and other income	3,587	4,741	2,637
Other expense	(652)	(139)	(273)
Total other income, net	2,935	4,602	2,364
Income before income taxes	25,442	14,272	3,599
Income tax provision	1,216	2,692	6,024
Net income (loss)	$ 24,226	$ 11,580	$ (2,425)
Basic income (loss) per share	$ 0.72	$ 0.37	$ (0.08)
Diluted income (loss) per share	$ 0.67	$ 0.33	$ (0.08)
Weighted-average common shares outstanding	33,509	31,703	29,502
Stock options, restricted stock and warrants	2,611	3,387	—
Diluted weighted-average common equivalent shares outstanding	36,120	35,090	29,502

See accompanying notes to consolidated financial statements.

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MONOLITHIC POWER SYSTEMS, INC.

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

(in thousands, except share amounts)

	Common Stock		Deferred Stock Compensation	Notes Receivable from Stockholders	Retained Earnings (Accumulated Deficit)	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
	Shares	Amount					
Balance as of December 31, 2005	29,155,722	$ 98,342	$ (4,544)	$ (398)	$ (15,094)	$ (138)	$ 78,168
Cumulative effect of applying SAB 108—accounts payable					331		331
Cumulative effect of applying SAB 108—stock compensation		269			(269)		—
Components of comprehensive loss:							
Net loss					(2,425)		(2,425)
Foreign exchange loss						(60)	(60)
Total comprehensive loss							(2,485)
Exercise of stock options, net of income tax benefit of $1,758	944,743	5,689					5,689
Exercise of warrants	31,282	—					
Shares purchased through ESPP	172,037	1,209					1,209
Stock-based compensation expense, net of forfeitures		9,936	1,526				11,462
Compensation expense for non-employee stock options		62					62
Reclass of deferred compensation		(2,531)	2,531				—
Sale of common stock	12,500	191					191
Repayment of stockholder note receivable				398			398
Issuance of restricted stock	53,097	—					
Balance as of December 31, 2006	30,369,381	$113,168	$ (487)	$ —	$ (17,458)	$ (198)	$ 95,025
Cumulative effect of adopting FIN 48—adjustment to retained earnings					(937)		(937)
Components of comprehensive loss:							
Net income					11,580		11,580
Unrealized gains						46	46
Foreign exchange gain						617	617
Total comprehensive income							12,243

MONOLITHIC POWER SYSTEMS, INC.

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY—(Continued)

(in thousands, except share amounts)

	Common Stock		Deferred Stock Compensation	Notes Receivable from Stockholders	Retained Earnings (Accumulated Deficit)	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity
	Shares	Amount					
Exercise of stock options, including net excess tax benefit of $2,684	2,902,927	18,333					18,333
Shares purchased through ESPP	180,148	1,645					1,645
Stock-based compensation expense, net of forfeitures		10,646	484				11,130
Compensation expense for non-employee stock options		98					98
Issuance of restricted stock	2,139	—					—
Balance as of December 31, 2007	33,454,595	$143,890	$ (3)	$ —	$ (6,815)	$ 465	$ 137,537
Components of comprehensive loss:							
Net income					24,226		24,226
Impairment of Auction Rate Securities						(1,400)	(1,400)
Unrealized gains						(1)	(1)
Foreign exchange gain						872	872
Total comprehensive income							23,697
Exercise of stock options, including net excess tax benefit of $765	1,417,585	13,480					13,480
Repurchase of common shares	(1,430,105)	(25,043)					(25,043)
Shares purchased through ESPP	125,207	1,778					1,778
Stock-based compensation expense, net of forfeitures		13,151	3				13,154
Compensation expense for non-employee stock options		42					42
Issuance of restricted stock	79,539	—					—
Balance as of December 31, 2008	33,646,821	$147,298	$ —	$ —	$ 17,411	$ (64)	$ 164,645

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MONOLITHIC POWER SYSTEMS, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	Year Ended December 31, 2008	2007	2006
Cash flows from operating activities:			
Net income (loss)	$ 24,226	$ 11,580	$ (2,425)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Depreciation and amortization	5,725	4,184	2,724
Loss on disposal of property and equipment	5	127	128
Deferred income tax assets	710	1,694	1,921
Tax benefit from stock option transactions	2,110	3,646	1,842
Excess tax benefit from stock option transactions	(765)	(2,684)	(1,437)
Stock-based compensation	13,158	11,228	11,524
Changes in operating assets and liabilities:			
Accounts receivable	(876)	917	381
Inventories	(1,356)	(10,747)	(572)
Prepaid expenses and other assets	2,206	(3,671)	289
Accounts payable	(1,382)	208	(687)
Accrued and long-term liabilities	(1,816)	4,292	896
Accrued income taxes payable and noncurrent tax liabilities	(1,897)	1,926	(2,371)
Accrued compensation and related benefits	(458)	3,425	1,610
Net cash provided by operating activities	39,590	26,125	13,823
Cash flows from investing activities:			
Property and equipment purchases	(5,233)	(6,653)	(7,474)
Proceeds from sale of property and equipment	—	58	1
Purchase of short-term investments	(36,608)	(58,776)	(87,294)
Purchase of long-term investments	(28,050)	—	—
Proceeds from sale of short-term investments	30,985	58,774	98,434
Proceeds from sale of long-term investments	725	—	—
Changes in restricted assets	8,566	(7,350)	1,097
Net cash provided by (used in) investing activities	(29,615)	(13,947)	4,764
Cash flows from financing activities:			
Proceeds from issuance of common stock	12,715	15,649	4,123
Proceeds from employee stock purchase plan	1,778	1,645	1,209
Repurchase of common stock	(25,043)	—	—
Excess tax benefits from stock option transactions	765	2,684	1,437
Repayment of stockholder note receivable	—	—	398
Net cash provided by (used in) financing activities	(9,785)	19,978	7,167
Effect of change in exchange rates	(38)	142	(29)
Net increase in cash and cash equivalents	152	32,298	25,725
Cash and cash equivalents, beginning of period	83,114	50,816	25,091
Cash and cash equivalents, end of period	$ 83,266	$ 83,114	$ 50,816
Supplemental disclosures of non-cash investing and financing activities:			
Cash paid (refund) for taxes	$ (2,482)	$ (1,688)	$ 4,608
Liability accrued for equipment purchases	$ 228	$ 372	$ 355
Unrealized loss on auction-rate securities	$ 1,400	$ —	$ —
Other-than-temporary impairment of long-term investments	$ (1,250)	$ —	$ —
Value of auction-rate security put right	$ 1,250	$ —	$ —

See accompanying notes to consolidated financial statements

MONOLITHIC POWER SYSTEMS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

Business—Monolithic Power Systems, Inc. (MPS or the Company) was incorporated in the State of California on August 22, 1997. On November 17, 2004, the Company was reincorporated in the State of Delaware. MPS designs, develops and markets proprietary, advanced analog and mixed-signal semiconductors. The company combines advanced process technology with its highly experienced analog designers to produce high-performance power management integrated circuits (ICs) for DC to DC converters, LED drivers, Cold Cathode Fluorescent Lamp (CCFL) backlight controllers, Class-D audio amplifiers, and other Linear ICs. MPS products are used extensively in computing and network communications products, LCD monitors and TVs, and a wide variety of consumer and portable electronics products. MPS partners with world-class manufacturing organizations to deliver top quality, ultra-compact, high-performance solutions through productive, cost-efficient channels.

Basis of Presentation—The consolidated financial statements include the accounts of Monolithic Power Systems, Inc. and its wholly owned subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation.

Foreign Currency Transactions—The Company's foreign subsidiaries operate primarily using their respective local currencies, and therefore, the local currency has been determined to be the functional currency for each foreign subsidiary. Accordingly, all assets and liabilities of the Company's foreign subsidiaries are translated using exchange rates in effect at the end of the period. Revenue and costs are translated using average exchange rates for the period. The resulting translation adjustments are presented as a separate component of accumulated other comprehensive income (loss) in stockholders' equity.

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 and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Certain Significant Risks and Uncertainties—Financial instruments which potentially subject the Company to concentrations of credit risk consist primarily of cash and cash equivalents, short-term and long-term investments and accounts receivable. The Company's cash consists of checking and savings accounts. The Company's cash equivalents include short-term, highly liquid investments purchased with remaining maturities at the date of purchase of three months or less. The Company's short-term investments consist primarily of commercial paper and the Company's long-term investments consist of government-backed student loan auction-rate securities. The Company generally does not require its customers to provide collateral or other security to support accounts receivable. To manage credit risk, management performs ongoing credit evaluations of its customers' financial condition.

The Company participates in the dynamic high technology industry and believes that changes in any of the following areas could have a material adverse effect on the Company's future financial position, results of operations or cash flows: advances and trends in new technologies and industry standards; competitive pressures in the form of new products or price reductions on current products; changes in product mix; changes in the overall demand for products offered by the Company; changes in third-party manufacturers; changes in key suppliers; changes in certain strategic relationships or

MONOLITHIC POWER SYSTEMS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

customer relationships; litigation or claims against the Company based on intellectual property, patent, product, regulatory or other factors; fluctuations in foreign currency exchange rates; risk associated with changes in domestic and international economic and/or political regulations; availability of necessary components or subassemblies; availability of foundry capacity; and the Company's ability to attract and retain employees necessary to support its growth.

The Company is also a party to litigation with several competitors (see Note 10).

Fair Value of Financial Instruments—The Company adopted the provisions of Statement of Financial Accounting Standards ("SFAS") No. 157, *Fair Value Measurements,* effective January 1, 2008. This Statement defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles in the United States of America, and requires that assets and liabilities carried at fair value be classified and disclosed in one of the three categories, as follows:

- Level 1: Quoted prices in active markets for identical assets;
- Level 2: Significant other observable inputs; and
- Level 3: Significant unobservable inputs.

The Company also adopted the provisions of SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities—Including an Amendment of FASB Statement No. 115,* effective January 1, 2008. This statement permits entities to choose to measure financial instruments and certain other items at fair value. The UBS put right is being accounted for as a fair-value instrument under SFAS No. 159, with changes in fair value being included in earnings.

The Company's financial instruments include cash and cash equivalents, short-term and long-term investments and the UBS put right. Cash equivalents are stated at cost which approximates fair market value based on quoted market prices. Short-term, long-term investments and the UBS put right are stated at their fair market value. Please refer to Note 2, Fair Value Measurements, for further information.

The face value of the Company's holdings in auction rate securities is $38.8 million, of which $20.6 million are currently classified as long-term, "available-for-sale" investments and the remainder as long-term, "trading" investments. The auction-rate securities and other marketable securities are accounted for in accordance with SFAS No. 115, *Accounting for Certain Investments in Debt and Equity Securities*. Investments in trading securities are recorded at fair value, with unrealized gains and losses included in earnings. Investments in available-for-sale securities are recorded at fair value, and unrealized gains or losses (that are deemed to be temporary) are recognized, net of taxes, through shareholders' equity, as a component of accumulated other comprehensive income in our consolidated balance sheet. The Company records an impairment charge to earnings when an investment has experienced a decline in value that is deemed to be other-than-temporary.

Inventories—Inventories are stated at the lower of the standard cost (which approximates actual cost on a first-in, first-out basis) or current estimated market value. The Company monitors manufacturing variances and revises standard costs if necessary. Due to continued demand changes, potential obsolescence, and product life cycle, the Company writes down inventory to net realizable values, as needed.

The Company's products also contain critical components supplied by a single or limited number of third parties. The Company has an inventory of such components to ensure an available supply of

MONOLITHIC POWER SYSTEMS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

products for its customers. Any significant shortage of such components or the failure of the third-party suppliers to maintain or enhance these components could materially adversely affect the Company's results of operations.

Property and Equipment—Property and equipment are stated at cost. Depreciation is computed using the straight-line method over the estimated useful lives of the assets, generally three to five years. Leasehold improvements are amortized over the shorter of the estimated useful life or the lease period.

Long-Lived Assets—The Company evaluates long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. An impairment loss would be recognized when the sum of the undiscounted future net cash flows expected to result from the use of the asset and its eventual disposition is less than its carrying amount. Such impairment loss would be measured as the difference between the carrying amount of the asset and its fair value based on the present value of estimated future cash flows.

Other Assets—Other assets consist primarily of intangibles assets for the land use rights in Chengdu and long-term lease deposits.

Restricted Cash—At December 31, 2008, the Company had restricted assets of $7.4 million. In July 2007, the Company placed in escrow $7.4 million as a result of a settlement with Taiwan Sumida Electronics, Inc. ("TSE") and for which the Company could be liable if certain conditions are met (see Note 10).

Revenue Recognition—The Company recognizes revenue in accordance with Staff Accounting Bulletin No. 104, *Revenue Recognition* ("SAB 104") issued by the Staff of the SEC. SAB 104 requires that four basic criteria must be met before revenue can be recognized: (1) persuasive evidence of an arrangement exists; (2) delivery has occurred or services have been rendered; (3) the fee is fixed or determinable; and (4) collectibility is reasonably assured. Determination of criteria (3) and (4) are based on management's judgment regarding the fixed nature of the fee charged for products delivered and the collectibility of those fees. The application of these criteria has resulted in the Company generally recognizing revenue upon shipment (when title passes) to customers. Should changes in conditions cause management to determine these criteria are not met for certain future transactions, revenue recognized for any reporting period could be adversely impacted.

More than 90% of the Company's distributor sales are made through distribution arrangements with third parties. These arrangements do not include any special payment terms (the Company's normal payment terms are 30-45 days), price protection or exchange rights. Returns are limited to the Company's standard product warranty. Certain of the Company's large distributors have contracts that include limited stock rotation rights that permit the return of a small percentage of the previous six months' purchases in return for a compensating new order of equal or greater dollar value.

The Company maintains a sales reserve for stock rotation rights, which is based on historical experience of actual stock rotation returns on a per distributor basis and information related to products in the distribution channel. This reserve is recorded at the time of sale.

If the Company enters into arrangements that have rights of return that are not estimable, the Company recognizes revenue under such arrangements only after the distributor has sold the Company's products to an end customer.

MONOLITHIC POWER SYSTEMS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Less than 10% of the Company's distributor sales are made through small distributors based on purchase orders rather than formal distribution arrangements. These distributors do not receive any stock rotation rights.

The terms in a majority of the Company's distribution agreements include the non-exclusive right to sell, and the agreement to use best efforts to promote and develop a market for, the Company's products in certain regions of the world and the ability to terminate the distribution agreement by either party with up to three months notice. The Company provides a one year warranty against defects in materials and workmanship. Under this warranty, the Company will repair the goods, provide replacements at no charge, or, under certain circumstances, provide a refund to the customer for defective products. Estimated warranty returns and warranty costs are based on historical experience and are recorded at the time product revenue is recognized.

In 2006, the Company signed a distribution agreement with a U.S. distributor. Revenue from this distributor is recognized upon sale by the distributor to the end customer because the distributor has certain rights of return which management believes are not estimable. For the year ended December 31, 2008 and 2007, the deferred revenue balance from this distributor was $0.5 million and $0.3 million, respectively.

Stock-Based Compensation—Effective January 1, 2006, the Company adopted the provisions of SFAS No. 123(R), *Share-Based Payment*. SFAS No. 123(R) establishes accounting for stock-based awards based on the fair value of the award measured at grant date. Accordingly, stock-based compensation cost is recognized as an expense over the requisite service period. The Company previously recognized expense for employee stock-based awards in accordance with Accounting Principles Board ("APB") Opinion No. 25, *Accounting for Stock Issued to Employees*, and related interpretations and provided the required pro forma disclosures of SFAS No. 123, *Accounting for Stock-Based Compensation* ("SFAS No. 123"). The Company elected to adopt SFAS No. 123(R) using the modified prospective application method. Under the modified prospective method, prior period results are not restated. The fair value of (i) stock options granted or modified after December 31, 2005 and (ii) the unvested portion of stock options granted after the Company's initial filing of its registration statement on Form S-1 on July 13, 2004 for its initial public offering and before the adoption of SFAS No. 123(R) are recognized as compensation expense using the Black-Scholes option pricing method. Stock options granted prior to July 13, 2004, the date the Company filed its initial registration statement on Form S-1, will continue to be accounted for and recognized as compensation expense using the intrinsic value method under APB Opinion No. 25 and related interpretations as required under SFAS 123(R). Prior to the adoption of SFAS No. 123(R), tax benefits in excess of compensation cost recognized were reported as operating cash flows. SFAS No. 123(R) requires excess tax benefits to be reported as a financing cash flow rather than as a component of operating cash flows.

MONOLITHIC POWER SYSTEMS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The Company has two stock option plans and an employee stock purchase plan—the 1998 Stock Option Plan, the 2004 Equity Incentive Plan and the 2004 Employee Stock Purchase Plan. The Company recognized stock-based compensation expenses for the years ended December 31, 2008, 2007 and 2006, as follows (in thousands):

	Year ended December 31,		
	2008	2007	2006
Non-Employee	$ 42	$ 98	$ 62
ESPP	676	600	440
Restricted Stock	3,054	1,844	933
Stock Options	9,386	8,686	10,089
TOTAL	$ 13,158	$ 11,228	$ 11,524

Research and Development—Costs incurred in research and development are charged to operations as incurred.

Income Taxes—The Company accounts for income taxes under an asset and liability approach. This process involves calculating the temporary and permanent differences between the carrying amounts of the assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. The temporary differences result in deferred tax assets and liabilities, which are recorded on the Company's Consolidated Balance Sheet in accordance with SFAS No. 109, *Accounting for Income Taxes*, which established financial accounting and reporting standards for the effect of income taxes. The Company must assess the likelihood that its deferred tax assets will be recovered from future taxable income and, to the extent the Company believes that recovery is not likely, the Company must establish a valuation allowance. Changes in the Company's valuation allowance in a period are recorded through the income tax provision on the Consolidated Statement of Operations.

Based on the available objective evidence, which includes the recent financial history of the Company and the forecasted taxable loss for the United States, management concluded that it is more likely than not that the Company's deferred tax assets would not be fully realizable. Accordingly, the Company had a valuation allowance of $14.4 million and $11.9 million as of December 31, 2008 and 2007, respectively.

On January 1, 2007, the Company adopted Financial Accounting Standards Board ("FASB") Interpretation No. 48, *Accounting for Uncertainty in Income Taxes—An interpretation of FASB Statement No. 109* ("FIN 48"). FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an entity's financial statements in accordance with SFAS No. 109, *"Accounting for Income Taxes"* and prescribes a recognition threshold and measurement attributes for financial statement disclosure of tax positions taken or expected to be taken on a tax return. Under FIN 48, the impact of an uncertain income tax position on the income tax return must be recognized at the largest amount that is more-likely-than-not to be sustained upon audit by the relevant taxing authority. An uncertain income tax position will not be recognized if it has less than a 50% likelihood of being sustained. Additionally, FIN 48 provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition.

The Company adopted SFAS 123(R) as of January 1, 2006 and, as a result, incurred significant stock-based compensation expense, some of which related to incentive stock options for which no corresponding tax benefit is recognized unless a disqualifying disposition occurs. Disqualifying dispositions result in a reduction of income tax expense in the period when the disqualifying disposition occurs in an amount equal to the tax benefit relating to previously recognized stock compensation expense. Tax benefits related to realized tax deductions in excess of previously expensed stock compensation are recorded as an addition to paid-in-capital.

Patent Litigation—Costs incurred in registering and defending the Company's patents and other proprietary rights are charged to operations as incurred (See Note 10).

Comprehensive Income (Loss)—Comprehensive income represents the change in the Company's net assets during the period from non-owner sources. Comprehensive income (loss) includes unrealized gains/(losses) on investments and foreign exchange gains/(losses) for the years ended December 31, 2008, 2007 and 2006.

	Years ended December 31,		
	2008	2007	2006
Net income (loss)	$24,226	$11,580	$(2,425)
Other comprehensive income (loss):			
Impairment of Auction-Rate Securities	(1,400)	—	—
Unrealized gain (loss) on available-for-sale securities	(1)	46	—
Foreign currency translation adjustments	872	617	(60)
Comprehensive income (loss)	$23,697	$12,243	$(2,485)

Accumulated other comprehensive gains (losses) presented in the Consolidated Balance Sheet at December 31, 2008 consists primarily of an impairment of the Company's holdings in auction-rate securities in the amount of $1.4 million, offset by $1.3 million, primarily due to favorable fluctuations of the renminbi. Accumulated other comprehensive income presented in the Consolidated Balance Sheet at December 31, 2007 consists primarily of $0.4 million in foreign currency translation gains.

New Accounting Standards To Be Adopted—In May 2008, the FASB issued SFAS No. 162 ("SFAS 162"), *The Hierarchy of Generally Accepted Accounting Principals.* SFAS 162 identifies the sources of accounting principles and the framework for selecting the principles to be used in the preparation of financial statements of nongovernmental entities that are presented in conformity with generally accepted accounting principles (GAAP) in the United States. This Statement is effective 60 days following the SEC's approval of the Public Company Accounting Oversight Board amendments to AU Section 411, *The Meaning of Present Fairly in Conformity With Generally Accepted Accounting Principles.* The Company is currently evaluating the potential impact, if any, the adoption of SFAS 162 will have on its consolidated financial statements.

MONOLITHIC POWER SYSTEMS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

2. Fair Value Measurements

The following is a schedule of the Company's cash and cash equivalents and short-term and long-term investments as of December 31, 2008 and 2007.

	Adjusted Cost and Estimated Fair Market Value as of December 31, 2008	2007
Cash, Cash Equivalents, Restricted Cash and Investments		
Cash in Banks	$ 68,269	$ 35,206
Government Agencies / Treasuries	8,878	37,996
Commercial Paper	28,041	15,527
Auction Rate Securities backed by Student-Loan Notes	37,425	22,150
Restricted Cash	7,360	7,350
Total Cash, Cash Equivalents, Restricted Cash and Investments	$ 149,973	$ 118,229
Reported as:		
Cash and Cash Equivalents	$ 83,266	$ 83,114
Short-term Investments	21,922	27,765
Long-term Investments	37,425	—
Restricted cash	7,360	7,350
Total Cash, Cash Equivalents, Restricted Cash and Investments	$ 149,973	$ 118,229

The contractual maturities of the Company's investments classified as available-for-sale or trading securities as of December 31, 2008 and 2007 is as follows:

	2008	2007
Less than 1 year	$21,922	$ 3,963
1 — 5 years	—	1,652
Greater than 5 years	37,425	22,150
	$59,347	$27,765

The Company adopted the provisions of SFAS No. 157, *Fair Value Measurements,* effective January 1, 2008. This Statement defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles in the United States of America, and requires that assets and liabilities carried at fair value be classified and disclosed in one of the three categories noted below. The following table details the fair value measurements as of December 31, 2008 within the fair value hierarchy of the financial assets that are required to be recorded at fair value (in thousands):

		Fair Value Measurements at Reporting Date Using		
	Total	Quoted Prices in Active Markets for Identical Assets Level 1	Significant Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3
Cash and cash equivalents	$ 83,266	$ 83,266	$ —	$ —
Fixed income available-for-sale securities	21,922	21,922	—	—
Auction-rate securities	36,175	—	—	36,175
Put Right	1,250	—	—	1,250
	$142,613	$ 105,188	$ —	$ 37,425

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Fixed income available-for-sale securities includes government agencies and treasuries and commercial paper, $21.9 million of which are classified as short-term investments and the remainder of which is classified as cash and cash equivalents on the Consolidated Balance Sheet. At December 31, 2008, we had $45.0 million invested in money market funds, $39.4 million of which is guaranteed by the Government-sponsored Temporary Liquidity Guarantee Program. At December 31, 2008, there was an immaterial amount of unrealized gains and losses from these investments.

The following table provides a reconciliation of the beginning and ending balances for the assets measured at fair value using significant unobservable inputs (Level 3) (in thousands):

	Auction-Rate Securities	Put Right	Total
Beginning balances as of January 1, 2008	$ —	$ —	$ —
Transfer into Level 3	$ 11,500	$ —	$11,500
Unrealized loss	$ (2,650)	$ —	$ (2,650)
Purchases, sales and settlements (net)	$ 27,325	$ —	$27,325
Unrealized gain resulting from the valuation of the UBS put right	$ —	$ 1,250	$ 1,250
Ending balances as of December 31, 2008	$ 36,175	$ 1,250	$37,425

The Company's Level 3 assets consist of government-backed student loan auction-rate securities and the UBS put right. The market for auction-rate securities, with interest rates that reset through a Dutch auction every 7 to 35 days became illiquid in 2008. As of December 31, 2008, the Company's investment portfolio included $36.1 million, net of impairment charges of $2.7 million, in government-backed student loan auction-rate securities, which the Company has classified as long-term investments. The portfolio also included a UBS auction-rate put right, which was valued at $1.3 million in accordance with the fair value measurement provisions of SFAS No. 159. As of December 31, 2008, $38.8 million, the face value of the Company's auction-rate security investments, have failed to reset through successful auctions and it is unclear as to when these investments will regain their liquidity. The underlying maturity of these auction-rate securities is up to 30 years and the underlying credit quality of these instruments in which the Company has invested remains AAA rated.

The Company used the guidelines set forth in FASB Statement No. 115, *Accounting for Certain Investments in Debt and Equity Securities* to determine whether the impairment is temporary or other-than temporary. Temporary impairment charges are recorded in accumulated other comprehensive income (loss) within equity and have no impact on net income. Other-than-temporary impairment charges are recorded in other income expenses in the Consolidated Statement of Operations.

In October 2008, the Company accepted an offer to participate in an auction-rate security rights offering from UBS to sell up to $18.2 million in the face amount of eligible auction-rate securities commencing in June 2010. The offer gives the Company the right but not the obligation to sell these securities at par to UBS and will allow the Company to borrow up to $18.2 million beginning October 7, 2008. In accepting the offer, the Company also entered into a release of claims in favor of UBS.

Since the Company accepted this put right from UBS in October 2008, the Company intends to sell these securities at par to UBS commencing in June 2010 and therefore does not possess the intent to hold these securities for a period of time sufficient to allow for any anticipated recovery in fair value. The impairment related to these securities of $1.3 million was therefore be considered to be other-than-temporary and charged to operations.

MONOLITHIC POWER SYSTEMS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Having accepted UBS' rights offering and elected the fair value option under SFAS No. 159, the Company valued the resulting put right at fair value estimated to be equal to the par value of the auction-rate securities less their fair value as determined by management. The value of the put right was $1.3 million, which the Company recorded in other income in the Consolidated Statement of Operations.

For the remaining auction-rate securities for which the put right (described above) does not apply, and which have a face value of $20.6 million, management concluded that as of December 31, 2008, the impairment of $1.4 million was temporary based on the following analysis:

- The decline in the fair value of the security is not attributable to adverse conditions specifically related to the security or to specific conditions in an industry or in a geographic area;
- The decline in the fair value of the security has not existed for an extended period of time;
- Management possesses both the intent and the ability to hold the security for a period of time sufficient to allow for any anticipated recovery in fair value;
- The security has not been downgraded by a rating agency;
- The financial condition of the issuer has not deteriorated; and
- All scheduled interest payments have been made pursuant to the reset terms and conditions.

Unless another rights offering or other similar offers are made to and accepted by the Company on terms that the Company deems favorable, the Company intends to hold the balance of these investments through successful auctions at par, which the Company believes could take approximately 1.5 years.

The valuation of the auction-rate securities is subject to fluctuations in the future, which will depend on many factors, including the collateral quality, potential to be called or restructured, underlying final maturity, insurance guaranty, liquidity and market conditions, among others. To determine the fair value of the auction-rate securities at December 31, 2008, the Company used a discounted cash flow model, for which there are three valuation parameters, including time-to-liquidity, discount rate and expected return. The parameters are as follows:

	Q108	Q208	Q308	Q408
Time-to-Liquidity (decreased by 3 months every quarter, except as noted)	24-months	21 months	18 months	18 months
Expected Return (Based on the 2-year treasury rate, plus a contractual penalty rate)	4.3%	4.3%	3.9%	2.3%
Discount Rate (Based on the 2-year LIBOR, the cost of debt and a liquidity risk premium)	5.0%	5.0%	7.3%	6.8%

The gross impairment charge was $2.7 million as of December 31, 2008, of which $1.4 million was recorded as temporary and the remaining $1.3 million was recorded as other-than-temporary.

If the auctions continue to fail, the liquidity of the Company's investment portfolio may be negatively impacted and the value of its investment portfolio could decline.

3. Inventories

Inventories consist of the following (in thousands):

	December 31, 2008	December 31, 2007
Work in progress	$ 10,653	$ 8,101
Finished goods	8,234	9,386
Total inventories	$ 18,887	$ 17,487

4. Property and Equipment, net

Property and equipment consist of the following (in thousands):

	December 31, 2008	December 31, 2007
Computers, software and equipment	$ 27,622	$ 22,438
Furniture and fixtures	355	403
Leasehold improvements	1,778	1,593
Vehicles	329	268
Total	30,084	24,702
Less accumulated depreciation and amortization	(15,921)	(10,527)
Property and equipment, net	$ 14,163	$ 14,175

Depreciation expense for the years ended December 31, 2008, 2007 and 2006 was $5.7 million, $4.2 million and $2.7 million, respectively.

5. Accrued Liabilities

Accrued liabilities consist of the following (in thousands):

	December 31, 2008	December 31, 2007
Warranty (see Note 9)	$ 764	$ 1,025
Legal expenses and settlement costs	8,791	9,664
Professional fees	66	746
Deferred revenue	841	1,306
Other	2,898	2,218
Total accrued liabilities	$ 13,360	$ 14,959

6. Stockholders' Equity

1998 Stock Option Plan

Under the Company's 1998 Stock Option Plan (the 1998 Plan), the Company reserved 11,807,024 shares of common stock for issuance to the Company's employees, directors and consultants. Options granted under the 1998 Plan have a maximum term of ten years and generally vest over four years at the rate of 25 percent one year from the date of grant and 1/48th monthly thereafter. On November 19, 2004, the effective date of the Company's initial public offering, the 1998 Plan was terminated for future grants and the remaining 1,392,750 shares available for grant were moved to the Company's 2004 Equity Incentive Plan (the 2004 Plan). In addition, throughout the year, shares underlying options from the 1998 Plan that are cancelled (for example, upon termination of service) are transferred to the 2004 Plan based on the number of cancellations that occur throughout the year.

2004 Equity Incentive Plan

The Company's Board of Directors adopted the Company's 2004 Equity Incentive Plan in March 2004, and the Company's stockholders approved it in November 2004. Options granted under the 2004 Plan have a maximum term of ten years. New hire grants generally vest over four years at the rate of 25 percent one year from the date of grant and 1/48th monthly thereafter. Refresh grants generally vest over four years at the rate of 50 percent two years from the date of grant and 1/48th monthly thereafter. There were 800,000 shares initially reserved for issuance under the 2004 Plan. The 2004 Plan provides for annual increases in the number of shares available for issuance beginning on January 1, 2005 equal to the least of: 5% of the outstanding shares of common stock on the first day of the year, 2,400,000 shares, or a number of shares determined by the Board of Directors. The following is a summary of the 2004 Plan, which includes stock options and restricted stock awards and units:

Available for Grant as of December 31, 2007	1,603,319
2008 Additions to Plan	1,672,730
2008 Grants	(2,877,917)
2008 Cancellations	415,469
Available for Grant as of December 31, 2008	813,601

MONOLITHIC POWER SYSTEMS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

A summary of the status of the Company's stock option plans at December 31, 2008, 2007 and 2006 and changes therein are presented in the table below:

	Stock Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value of Shares Expected to be Exercised
Outstanding at December 31, 2005 (3,428,626 options exercisable at a weighted-average exercise price of $3.65 per share)	8,379,216	$ 5.87	8.06	$ 76,465,538
Options granted (weighted-average fair value of $8.05 per share)	2,129,000	14.37		
Options exercised	(944,743)	4.15		
Options forfeited	(485,278)	10.97		
Outstanding at December 31, 2006 (4,576,160 options exercisable at a weighted-average exercise price of $4.82 per share)	9,078,195	$ 7.77	7.21	$ 37,698,914
Options granted (weighted-average fair value of $7.21 per share)	1,537,400	17.02		
Options exercised	(2,902,927)	5.39		
Options forfeited and expired	(269,862)	10.82		
Outstanding at December 31, 2007 (3,722,936 options exercisable at a weighted-average exercise price of $6.94 per share)	7,442,806	$ 10.50	6.64	$ 81,762,963
Options granted (weighted-average fair value of $6.08 per share)	2,566,290	17.10		
Options exercised	(1,417,585)	8.97		
Options forfeited and expired	(394,874)	14.72		
Outstanding at December 31, 2008	8,196,637	$ 12.62	5.91	$ 20,193,958
Options exercisable at December 31, 2008 and expected to become exercisable	7,506,407	$ 12.31	5.88	$ 19,992,208
Options vested and exercisable at December 31, 2008	3,766,630	$ 8.26	5.54	$ 19,050,764

MONOLITHIC POWER SYSTEMS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The following summarizes information as of December 31, 2008 concerning outstanding and exercisable options:

	Options Outstanding			Options Exercisable	
Range of Exercises Prices	Number of Options Outstanding as if 12/31/2008	Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price	Number of Options Exercisable as of 12/31/2008	Weighted Average Exercise Price
$0.08 – $5.00	1,315,642	4.41	$ 2.81	1,315,642	$ 2.81
$7.50 – $8.41	1,009,956	6.28	$ 7.98	890,103	$ 7.93
$8.50 – $11.84	821,481	5.89	$ 9.81	662,213	$ 9.84
$11.85 – $13.01	1,105,754	5.93	$ 12.54	240,196	$ 11.97
$13.17 – $15.64	905,282	6.32	$ 15.06	202,083	$ 14.49
$15.74 – $16.00	1,223,441	6.50	$ 15.86	130,214	$ 15.97
$16.23 – $18.77	895,914	6.02	$ 18.06	247,669	$ 17.71
$18.91 – $25.12	811,667	6.31	$ 21.97	78,510	$ 20.25
$25.14	31,500	6.59	$ 25.14	—	$ —
$25.84	76,000	6.46	$ 25.84	—	$ —
	8,196,637			3,766,630	

The total fair value of options that vested was $9.4 million, $8.7 million and $10.1 million, respectively, for the years ended December 31, 2008, 2007 and 2006. Total intrinsic value of options exercised was $20.5 million, $36.3 million and $10.4 million, respectively, for the years ended December 31, 2008, 2007 and 2006. Net cash proceeds from the exercise of stock options were $12.7 million for the year ended December 31, 2008. At December 31, 2008, unamortized compensation expense related to unvested options was approximately $21.0 million. The weighted average period over which compensation expense related to these unvested options will be recognized is approximately 2.8 years.

The employee stock-based compensation expense recognized under SFAS 123(R) was determined using the Black-Scholes option pricing model. Option pricing models require the input of subjective assumptions and these assumptions can vary over time. The Company used the following weighted-average assumptions to determine the fair value of the awards granted during the respective periods:

	2008	2007	2006
Expected term (years)	4.1	4.4	4.9
Expected volatility	40.1%	44.9%	60.6%
Risk-free interest rate	2.6%	4.6%	4.7%
Dividend yield	—	—	—

In estimating the expected term, the Company considered its historical stock option exercise experience, post vesting cancellations and remaining contractual term of the options outstanding. The estimated expected volatility included the historical stock prices of MPS and companies similar to MPS, as the Company does not have sufficient historical data as a public company to determine reasonable estimates. MPS considered companies of similar size, industry and financial structure to devise its estimate. The Company uses the U.S. Treasury yield for its risk-free interest rate and a dividend yield of zero as it does not issue dividends. The Company applies a forfeiture rate that is based on options that have been forfeited historically.

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Restricted Stock

A portion of the Company's shares of common stock were issued under restricted stock purchase agreements. Under these agreements, in the event of a termination of an employee, the Company has the right to repurchase the common stock at the original issuance price of $0.001. The repurchase right expires over a 4-year period. A summary of our restricted stock awards is presented in the table below:

	Restricted Stock Awards	Weighted Average Grant Date Fair Value	Weighted Average Remaining Recognition Period (Years)
Outstanding at December 31, 2005	336,577	$ 8.88	1.84
Awards granted	75,200	15.8	
Awards released	(88,188)	8.62	
Awards forfeited	(22,103)	10.74	
Outstanding at December 31, 2006	301,486	$ 10.54	1.32
Awards granted	—	—	
Awards released	(98,086)	10.12	
Awards forfeited	(27,861)	9.99	
Outstanding at December 31, 2007	175,539	$ 10.86	1.31
Awards granted	—	—	
Awards released	(88,576)	10.53	
Awards forfeited	(16,586)	9.62	
Outstanding at December 31, 2008	70,377	$ 11.55	0.48

The Company also grants restricted stock units, which vest generally over two to four years as determined by the Company's Compensation Committee, and are issued upon vesting. A summary of the restricted stock units is presented in the table below:

	Restricted Stock Units	Weighted Average Grant Date Fair Value	Weighted Average Remaining Recognition Period (Years)
Granted as of December 31, 2005	—	$ —	—
Awards granted	60,000	11.85	
Awards released	—	—	
Awards forfeited	—	—	
Granted as of December 31, 2006	60,000	$ 11.85	1.82
Awards granted	152,500	16.75	
Awards released	(30,000)	11.85	
Awards forfeited	—	—	
Total granted through December 31, 2007	182,500	$ 15.37	1.91
Awards granted	311,627	18.48	
Awards released	(96,125)	15.39	
Awards forfeited	(8,359)	15.98	
Total granted through December 31, 2008	389,643	$ 18.11	2.72

MONOLITHIC POWER SYSTEMS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The total fair value of restricted stock awards and units that vested and the compensation expense related to restricted stock awards and units was $3.0 million, $1.8 million and $0.9 million for the years ended December 31, 2008, 2007 and 2006, respectively. The intrinsic value related to restricted stock awards and units released for the years ended 2008, 2007 and 2006 was $3.4 million, $2.2 million and $1.1 million, respectively. The total intrinsic value of restricted awards and units outstanding at December 31, 2008, 2007 and 2006 were $5.8 million, $7.7 million and $4.0 million, respectively. At December 31, 2008, unamortized compensation expense related to unvested restricted stock awards and units was approximately $5.1 million with a weighted average remaining recognition period of 2.4 years.

In 2001, the Company sold restricted stock awards to an employee and accepted as payment a note receivable in the amount of $0.4 million, bearing interest at the rate of 5.9% annually. The note was classified as a stockholder note receivable in the stockholders' equity section of the Company's balance sheet at December 31, 2005 and 2004 respectively. The note was repaid in full in March 2006.

2004 Employee Stock Purchase Plan

Under the 2004 Employee Stock Purchase Plan (the Purchase Plan), eligible employees may purchase common stock through payroll deductions. Participants may not purchase more than 2,000 shares in a six-month offering period or stock having a value greater than $25,000 in any calendar year as measured at the beginning of the offering period in accordance with the Internal Revenue Code and applicable Treasury Regulations. A total of 200,000 shares of common stock were reserved for issuance under the Purchase Plan. The Purchase Plan provides for an automatic annual increase beginning on January 1, 2005 by an amount equal to the least of 1,000,000 shares; 2% of the outstanding shares of common stock on the first day of the year; or a number of shares as determined by the Board of Directors. For the years ended December 31, 2008, 2007 and 2006, 125,207 shares, 180,148 shares and 172,037 shares, respectively, were issued under the Purchase Plan. The following is a summary of the Purchase Plan and changes during the year ended December 31, 2008:

Available Shares as of December 31, 2007	1,497,217
2008 Additions to Plan	669,092
2008 Purchases	(125,207)
Available Shares as of December 31, 2008	2,041,102

The Purchase Plan is considered compensatory under SFAS 123(R) and is accounted for in accordance with FASB Technical Bulletin 97-1 ("FTB 97-1") *Accounting under Statement 123 for Certain Employee Stock Purchase Plans with a Look-Back Option.* The intrinsic value for stock purchased was $0.8 million, $1.2 million and $0.8 million for the years ended December 31, 2008, 2007 and 2006, respectively. The unamortized expense as of December 31, 2008 was $0.1 million, which will be recognized over 0.1 years. The Black-Scholes option pricing model was used to value the employee stock purchase rights. For the years ended December 31, 2008, 2007 and 2006, the following assumptions were used in the valuation of the stock purchase rights:

	2008	2007	2006
Expected term (years)	0.5	0.5	0.5
Expected volatility	48.3%	45.2%	48.0%
Risk-free interest rate	2.0%	5.1%	5.1%
Dividend yield	—	—	—

Cash proceeds from employee stock purchases for the year ended December 31, 2008 was $1.8 million.

7. Net Income (Loss) Per Share

Basic net income (loss) per share excludes dilution and is computed by dividing net income (loss) by the weighted average number of common shares outstanding for the period. Diluted net income (loss) per share is calculated using the treasury stock method and reflects the potential dilution that would occur if outstanding securities or other contracts to issue common stock were exercised or converted into common stock. For the years ended December 31, 2008, 2007 and 2006, the Company had securities outstanding, which could potentially dilute basic net income per share in the future, but were excluded from the computation of diluted net loss per share in the periods presented, as their effect would have been anti-dilutive. The following table shows the number of shares of common stock issuable upon conversion or exercise of such outstanding securities:

	Year ended December 31,		
	2008	2007	2006
Stock Options	3,241,066	2,392,236	9,078,195
Restricted Stock	—	—	361,486
Total	3,241,066	2,392,236	9,439,681

8. Income Taxes

The components of income before income taxes for the years ended December 31, 2008, 2007 and 2006 are (in thousands):

	2008	2007	2006
United States	$ 5,540	$(13,589)	$ (468)
International	19,902	27,861	4,067
Consolidated	$25,442	$ 14,272	$3,599

Federal income taxes have not been provided for the unremitted earnings of foreign subsidiaries totaling $43.1 million because such earnings are intended to be permanently reinvested.

The income tax provision consists of the following (in thousands):

	Year ended December 31,		
	2008	2007	2006
Current:			
Federal	$ (643)	$ 431	$4,012
State	67	1	1
Foreign	1,082	271	91
Deferred:			
Federal	(1,245)	(3,551)	(981)
State	(490)	(1,701)	334
Foreign	(47)	(71)	—
Valuation allowance	2,492	7,312	2,567
Income tax provision	$ 1,216	$ 2,692	$6,024

MONOLITHIC POWER SYSTEMS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The effective tax rate differs from the applicable U.S. statutory federal income tax rate as follows:

	December 31,		
	2008	2007	2006
U.S. statutory federal tax rate	34.0%	34.0%	34.0%
State taxes, net of federal benefit	0.6	5.8	5.8
Research and development credits	(2.7)	(15.2)	(27.2)
Stock compensation	6.3	12.0	67.3
Foreign income taxed at lower rates	(35.7)	(76.3)	(42.5)
Subpart F/Inventory transfer	0.3	1.2	27.7
Decrease of prior year FIN 48 liabilities	(4.4)	—	—
Change in valuation allowance	5.2	52.0	71.4
Litigation reserves & Other	1.2	5.3	30.9
Effective tax rate	4.8%	18.8%	167.4%

The components of deferred tax assets and liabilities consist of the following (in thousands):

	December 31,	
	2008	2007
Deferred tax assets:		
Research tax credits	$ 4,189	$ 3,076
Stock compensation	5,095	4,319
Other costs not currently deductible	4,636	5,387
Depreciation and amortization	530	—
Total deferred tax assets	14,450	12,782
Valuation allowance	(14,356)	(11,934)
Net deferred tax assets	94	848
Deferred tax liabilities:		
Depreciation and amortization	—	(46)
Total deferred tax liabilities	—	(46)
Net deferred tax assets	$ 94	$ 802

As of December 31, 2008, the Company had research tax credit carryforwards of $6.5 million for federal income tax purposes, which begin to expire in 2021 and $5.7 million for state income tax purposes, which can be carried forward indefinitely.

On January 1, 2007, the Company adopted FASB Interpretation No. 48, "*Accounting for Uncertainty in Income Taxes—An interpretation of FASB Statement No. 109*" ("FIN 48"). FIN 48 sets forth the accounting for uncertainty in income taxes recognized in an entity's financial statements in accordance with FASB Statement No. 109, "*Accounting for Income Taxes*" and prescribes a recognition threshold and measurement attributes for financial statement disclosure of tax positions taken or expected to be taken on a tax return. Under FIN 48, the impact of an uncertain income tax position on the income tax return must be recognized at the largest amount that is more-likely-than-not to be sustained upon audit by the relevant taxing authority. An uncertain income tax position will not be recognized if it has less than a 50% likelihood of being sustained. Additionally, FIN 48 provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition.

MONOLITHIC POWER SYSTEMS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

As a result of the implementation of FIN 48, the Company recognized a cumulative adjustment in the liability for unrecognized income tax benefits in the amount of $0.9 million, which was accounted for as a reduction to the January 1, 2007 balance of retained earnings. At the adoption date of January 1, 2007, the Company had $5.3 million of unrecognized tax benefits, $4.8 million of which would affect its effective tax rate if recognized. At December 31, 2008, the Company had $8.6 million of unrecognized tax benefits, $4.8 million of which would affect its effective tax rate if recognized.

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows (in thousands):

Balance at January 1, 2007	$ 5,297
Gross increases for tax positions of prior years	113
Gross increases for tax positions of current year	2,500
Balance at December 31, 2007	$ 7,910
Gross increases for tax positions of prior year	96
Gross increases for tax position of current year	1,794
Reductions for prior year tax positions	(1,245)
Reduction due to statutes expiring	(2)
Balance at December 31, 2008	$ 8,553

The Company recognizes interest and penalties, if any, related to uncertain tax positions in its income tax provision. As of January 1, 2007, December 31, 2007 and December 31, 2008, the Company has approximately $0.1 million, $0.3 million and $0.4 million, respectively, of accrued interest related to uncertain tax positions.

Uncertain tax positions relate to the allocation of income and deductions among the Company's global entities and to the determination of the research and experimental tax credit. The Company estimates that there will be no material changes in its uncertain tax positions in the next 12 months.

The Company files income tax returns in the U.S. federal jurisdiction, and various U.S. states and foreign jurisdictions. Generally, the Company is no longer subject to U.S. federal, state and local, or non-U.S. income tax examinations by tax authorities for years prior to 2004 because of the statute of limitations.

9. Commitments and Contingencies

The following table summarizes the Company's commitments as of December 31, 2008 (in thousands).

	Payments by Period						
	Total	2009	2010	2011	2012	2013	Thereafter
Operating leases	$ 9,099	$ 1,261	$ 1,143	$ 1,062	$ 1,080	$ 1,123	$ 3,430
Outstanding purchase commitments	10,256	10,256	—	—	—	—	—
	$ 19,355	$ 11,517	$ 1,143	$ 1,062	$ 1,080	$ 1,123	$ 3,430

Lease Obligations

In December 2006, the Company relocated its corporate headquarters from Los Gatos, California to San Jose, California and wrote off the fair value of the Los Gatos lease in the amount of $1.3 million, of which $0.1 million was recorded in cost of revenue and $1.2 million was recorded in operating expenses. In May 2007, the Company entered into a sublease agreement to rent a portion of its Los Gatos property for a period of 21 months commencing on June 1, 2007 during which the Company is to receive gross payments of $0.7 million. As the amount the Company expects to receive is greater than the amount the Company originally estimated, the Company reduced the estimate of its remaining liability by $0.5 million in the second quarter of 2007. The Company leases its headquarters and sales offices in San Jose, California under a non-cancelable operating lease which expires in October 2016. In addition, the Company entered into a five-year lease arrangement in September 2004 for its manufacturing facility located in Chengdu, China, with an option to purchase the facility as discussed in the next section. The Company also leases its sales offices in Japan, China, Taiwan and Korea. Certain of the Company’s facility leases provide for periodic rent increases. Rent expense for the years ended December 31, 2008, 2007 and 2006 was $1.1 million, $0.4 million (net of $0.5 million of benefit discussed above) and $2.5 million (including $1.3 million of lease write off discussed above), respectively.

Chengdu, China Commitment

In September 2004, the Company signed an agreement with a Chinese local authority to construct a facility in Chengdu, China, initially for the testing of its ICs. Pursuant to this agreement, the Company contributed capital in the form of cash, in-kind assets, and/or intellectual property, of at least $5.0 million to its wholly-owned Chinese subsidiary as the registered capital for the subsidiary and exercised the option to purchase land use rights for the facility of approximately $0.2 million. The Company also has the option to acquire the facility after a five-year lease term for the original construction cost less rents paid, which is currently estimated at $2.0 million, which option becomes exercisable in March 2011.

Warranty and Indemnification Provisions

The Company provides a standard one-year warranty against defects in materials and workmanship and will either repair the goods, provide replacements at no charge to the customer, or refund amounts for defective units. On occasion the Company permits the return of defective products outside the normal warranty period. In such cases, the Company accrues for the related costs at the time the decision to permit the return is made. Reserve requirements are recorded in the period of sale and are based on an assessment of the products sold with warranty and historical warranty costs incurred.

The changes in warranty reserves during 2008, 2007 and 2006 are as follows (in thousands):

	2008	2007	2006
Balance at beginning of year	$1,025	$1,038	$ 490
Warranty costs	(109)	(243)	(442)
Reserve adjustments and unused warranty provision	(724)	—	—
Warranty provision for product sales	572	230	990
Balance at end of year	$ 764	$1,025	$1,038

The Company provides indemnification agreements to a supplier and certain direct or indirect customers. The Company agrees to reimburse these parties for any damages, costs and expenses incurred by them as a result of legal actions taken against them by third parties for infringing upon their intellectual property rights as a result of using the Company's products and technologies. These indemnification provisions are varied in their scope and are subject to certain terms, conditions, limitations and exclusions. Such costs were $0.5 million and $0.4 million for the years ended December 31, 2007 and 2006, respectively. There were no indemnification costs in 2008. These costs are charged to operations as incurred. The Company also provides for indemnification of its directors and officers.

10. Litigation

O2Micro, Inc.

Since November 2000, the Company has been engaged in multiple legal proceedings involving patent infringement claims with O2Micro, Inc. and its parent corporation, O2Micro International Limited (referred to hereinafter as "O2Micro"). All of these claims relate to the Company's cold cathode fluorescent lighting (CCFL) backlight inverter products.

In the United States District Court for the Northern District of California, O2Micro alleged that certain of the Company's CCFL products infringe O2Micro's '722 patent. On October 30, 2007, following the jury's verdict, the Court entered judgment that all of the '722 patent claims asserted by O2Micro against the Company are invalid and denied all post-trial motions. Subsequently, O2Micro filed an appeal and the Company filed a cross-appeal, with the Federal Circuit. The appeals are currently pending.

On May 1, 2007, the Company filed for declaratory judgment relief in the United States District Court for the Northern District of California against O2Micro that certain of the Company's CCFL products do not infringe O2Micro's '129 patent and that the '129 patent is invalid and unenforceable. On August 20, 2008, the parties filed a joint stipulation to a dismissal with prejudice of their respective claims for relief in which O2Micro covenants not to assert or reassert its '129 patent against the Company or its direct and indirect customers for infringement by the Company's series of power inverter controller products.

On September 30, 2008, based on information and belief that O2Micro had alleged to the Company's customer that certain of its inverter controller products infringe O2Micro's patents, the Company filed for declaratory judgment relief in the United States District Court for the Northern District of California against O2Micro that those products do not infringe O2Micro's 6,856,519 ('519) patent family. On February 11, 2009, O2Micro filed a counterclaim against the Company and its customers that certain of the Company's inverter controller products infringe three patents in the '519 patent family and O2Micro's 7,417,382 ('382) patent.

On December 15, 2008, O2Micro filed a complaint with the International Trade Commission alleging the patent infringement of the '519 and '382 patents against certain of the Company's products. This case is still in the early proceedings.

In addition to the U.S. litigation described above, O2Micro has brought various legal proceedings against the Company in Taiwan based upon a Taiwan patent. The Company previously posted cash bonds of approximately $7.9 million with the Taiwan Courts in support of its counter-injunctions and to prevent O2Micro from seizing the Company's assets. In July 2008, the parties agreed to cease all provisional remedial disputes against each other and allow the parties to retrieve the bonds posted. As a result of the agreement, the Company retrieved the bonds, totaling approximately $7.9 million, in the second half of 2008.

Taiwan Sumida Electronics

On July 30, 2007, the Company settled its litigation with TSE concerning the Indemnification Agreement. As of December 31, 2008, the Company had $7.4 million held in escrow for which the Company could be liable subject to the outcome of certain legal activities which are still pending in front of the Federal Circuit Court of Appeal.

Linear Technology Corporation

On July 1, 2008, the United States District Court for the District of Delaware issued a judgment as a matter of law that the Company did not breach its October 1, 2005 Settlement and License Agreement with Linear. The Company plans to seek recovery of its attorney fees and costs from Linear, pursuant to a prevailing party attorneys fees provision in the Settlement and License Agreement. However, there can be no assurance that the Company can be successful in obtaining such recovery.

The court also found as a matter of law that the Company did not willfully infringe the patent claims of U.S. Patent Numbers 5,481,178 and 6,580,258 asserted by Linear against MPS' accused MP1543 product, which has been discontinued. However, the jury returned a verdict that an evaluation board containing the previously discontinued MP1543 product had directly infringed the asserted patent claims and that Linear's patents mentioned above are valid. The parties had stipulated to a total of ten dollars in nominal patent infringement damages in the event that Linear prevailed in that dispute. The court has not issued a final judgment concerning the patent infringement and validity claims.

Chip Advanced Technology Inc.

On December 12, 2007, the Company filed a patent infringement lawsuit in the U.S. District Court for the Central District of California against Chip Advanced Technology Inc. ("CAT"), asserting that CAT willfully infringed a MPS patent that enables efficient low voltage, low current power conversions, such as DC-DC step down converters. In the complaint, MPS seeks unspecified damages and a court-ordered injunction against future infringement by CAT. Through this lawsuit, MPS intends to vigorously protect and enforce its intellectual property. On September 16, 2008, the Company amended its complaint to add trade secret misappropriation claims against CAT. As the case is in its early stages, the Company is not able to determine the outcome of the litigation.

11. Employee Benefits Plan

The Company sponsors a 401(k) savings and profit-sharing plan ("the Plan") for all employees in the United States who meet certain eligibility requirements. Participants may contribute up to the amount allowable as a deduction for federal income tax purposes. The Company is not required to contribute and did not contribute to the Plan for the years ended December 31, 2008, 2007 and 2006.

12. Major Customers

The following table summarizes the percentages of accounts receivable, net and corresponding revenue for those customers, with accounts receivable balances at year end that accounted for 10% or

MONOLITHIC POWER SYSTEMS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

more of total accounts receivable, net at the end of 2008 and 2007 or with sales that accounted for 10% or more of the Company's revenue for each respective year:

	Revenue			Accounts Receivable, Net	
	Year ended December 31,			as of December 31,	
Customers	2008	2007	2006	2008	2007
A	20%	18%	17%	14%	11%
B	10%	15%	14%	*	21%
C	*	*	*	16%	*

* Represents less than 10% of accounts receivable, net or revenue

13. Segment Information

As defined by the requirements of SFAS No. 131, *Disclosures about Segments of an Enterprise and Related Information*, the Company operates in one reportable segment, the design, development, marketing and sale of high-performance, mixed-signal analog semiconductors for the computing, consumer electronics and communications markets. The Company's chief operating decision maker is its chief executive officer. The Company does not specifically allocate any of its resources to or measure the performance of, individual product families.

The Company derived a substantial majority of its revenue from sales to customers located outside North America during 2008, 2007 and 2006, with geographic revenue based on the customers' ship-to location.

The following is a summary of revenue by geographic region based on customer ship-to location for the years ended December 31, 2008, 2007 and 2006 (in thousands):

	Year ended December 31,		
Country	2008	2007	2006
China	$ 72,402	$ 66,582	$ 49,754
Taiwan	21,978	18,698	23,750
Korea	25,747	15,917	11,915
Japan	15,583	12,312	6,930
Europe	12,918	9,229	7,093
USA	4,330	3,612	3,965
Other	7,553	7,654	1,608
Total	$ 160,511	$ 134,004	$ 105,015

The following is a summary of net revenue by product type for the years ended December 31, 2008, 2007 and 2006 (in thousands):

	Year ended December 31,					
	2008		2007		2006	
Product Family	Amount	% of Revenue	Amount	% of Revenue	Amount	% of Revenue
DC to DC Converters	$115,373	71.9%	$ 86,701	64.7%	$ 71,715	68.3%
LCD Backlight Inverters	32,308	20.1%	35,713	26.7%	29,201	27.8%
Audio Amplifiers	12,830	8.0%	11,590	8.6%	4,099	3.9%
Total	$160,511	100.0%	$134,004	100.0%	$105,015	100.0%

MONOLITHIC POWER SYSTEMS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The following is a summary of long-lived assets by geographic region, excluding restricted assets, as of December 31, 2008 and 2007 (in thousands):

	December 31, 2008	December 31, 2007
China	$ 10,470	$ 10,598
United States	3,646	3,635
Taiwan	103	105
Japan	31	26
Other	41	55
Total	$ 14,291	$ 14,419

14. Valuation and Qualifying Accounts

The Company had the following activity in its accounts receivable allowances (in thousands):

	Accounts Receivable Allowances
Balance, December 31, 2005	$ 227
Balance, December 31, 2006	227
Balance, December 31, 2007	227
Deductions	(227)
Balance, December 31, 2008	$ —

15. Stock Repurchase Program

On February 5, 2008, the Company announced that its Board of Directors approved a stock repurchase program that authorizes the Company to repurchase up to $25.0 million of its common stock through the end of 2008. As of December 31, 2008, the following shares have been repurchased through the open market and subsequently retired:

2008 Calendar Year	Shares Repurchased	Average Price per Share	Value (in thousands)
February	27,500	$ 16.88	$ 464
March	527,332	$ 17.12	$ 9,028
April	201,863	$ 20.03	$ 4,043
May	100	$ 21.98	$ 2
June	18,000	$ 21.66	$ 390
July	14,155	$ 21.86	$ 309
August	100	$ 22.03	$ 2
September	307,355	$ 18.82	$ 5,784
October	333,700	$ 15.05	$ 5,021
Total Shares Repurchased	1,430,105		$ 25,043

MONOLITHIC POWER SYSTEMS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

16. Quarterly Financial Data (Unaudited)

	Three months ended			
	March 31, 2008	June 30, 2008	September 30, 2008	December 31, 2008
	(in thousands, except per share amounts)			
Revenue	$35,409	$41,502	$ 48,891	$ 34,709
Cost of revenue*	13,044	15,375	18,201	14,564
Gross profit	22,365	26,127	30,690	20,145
Operating expenses:				
Research and development*	7,572	8,602	9,420	9,256
Selling, general and administrative*	8,728	8,912	9,560	8,056
Provision for litigation expense	736	4,294	1,090	594
Total operating expenses	17,036	21,808	20,070	17,906
Income from operations	5,329	4,319	10,620	2,239
Other income (expense):	—	—	—	—
Interest and other income	1,434	810	684	659
Interest and other expense	(6)	(112)	(389)	(145)
Total other income, net	1,428	698	295	514
Income before income taxes	6,757	5,017	10,915	2,753
Income tax provision (benefit)	822	417	458	(481)
Net income	$ 5,935	$ 4,600	$ 10,457	$ 3,234
Basic net income per share	$ 0.18	$ 0.14	$ 0.31	$ 0.10
Diluted net income per share	$ 0.17	$ 0.13	$ 0.29	$ 0.09
Weighted average common shares Outstanding	33,340	33,229	33,869	33,587
Stock options and restricted stock	2,551	3,003	2,733	1,599
Diluted weighted-average common equivalent shares outstanding	35,891	36,232	36,602	35,186
* Stock-based compensation has been included in the following line items:				
Cost of revenue	$ 45	$ 128	$ 76	$ 95
Research and development	1,207	1,396	1,471	1,747
Selling, general and administrative	1,535	1,819	1,787	1,852
Total	$ 2,787	$ 3,343	$ 3,334	$ 3,694

MONOLITHIC POWER SYSTEMS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

	Three months ended			
	March 31, 2007	June 30, 2007	September 30, 2007	December 31, 2007
	(in thousands, except per share amounts)			
Revenue	$24,496	$30,833	$ 40,188	$ 38,487
Cost of revenue*	8,963	11,248	14,662	13,908
Gross profit	15,533	19,585	25,526	24,579
Operating expenses:				
Research and development*	5,932	6,428	7,489	7,493
Selling, general and administrative*	6,197	7,119	8,071	8,150
Lease abandonment	—	(496)	—	—
Patent litigation settlement	—	9,800	—	—
Provision for litigation	2,847	4,028	1,452	1,043
Total operating expenses	14,976	26,879	17,012	16,686
Income (loss) from operations	557	(7,294)	8,514	7,893
Other income (expense):				
Interest and other income	1,007	1,169	1,223	1,342
Interest and other expense	(7)	(22)	8	(118)
Total other income, net	1,000	1,147	1,231	1,224
Income (loss) before income taxes	1,557	(6,147)	9,745	9,117
Income tax provision (benefit)	1,886	219	752	(165)
Net income (loss)	$ (329)	$ (6,366)	$ 8,993	$ 9,282
Basic net income (loss) per share	$ (0.01)	$ (0.20)	$ 0.28	$ 0.28
Diluted net income (loss) per share	$ (0.01)	$ (0.20)	$ 0.25	$ 0.26
Weighted average common shares outstanding	30,482	31,382	31,995	32,919
Stock options and restricted stock	—	—	3,958	3,216
Diluted weighted-average common equivalent shares outstanding	30,482	31,382	35,953	36,135
* Stock-based compensation has been included in the following line items:				
Cost of revenue	$ 111	$ 113	$ 149	$ 166
Research and development	1,101	952	1,326	1,246
Selling, general and administrative	1,108	1,440	1,748	1,768
Total	$ 2,320	$ 2,505	$ 3,223	$ 3,180

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our chief executive officer and chief financial officer, evaluated the effectiveness of our disclosure controls and procedures pursuant to Rule 13a-15(e) and Rule 15d-15(e) under the Securities Exchange Act of 1934 as of the end of the period covered by this Annual Report on Form 10-K. Our disclosure controls and procedures have been designed to ensure that material information relating to us, including our consolidated subsidiaries, required to be disclosed by us in reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply its judgment in evaluating the benefits of possible controls and procedures relative to their costs.

Based on our evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures are effective at December 31, 2008 and provide reasonable assurance that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms, and that such information is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure.

Management's Annual Report on Internal Control over Financial Reporting

Our management, including our Chief Executive Officer and Chief Financial Officer, is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f) and Rule 15d-(f). Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of our financial statements for external purposes in accordance with generally accepted accounting principles ("GAAP").

Our internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (2) provide reasonable assurance that transactions are recorded to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are made only in accordance with authorizations of our management and directors; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on our financial statements.

A deficiency in internal control over financial reporting exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect misstatements on a timely basis. A deficiency in *design* exists when (a) a control necessary to meet the control objective is missing or (b) an existing control is not properly designed so that, even if the control operates as designed, the control objective would not be met. A deficiency in *operation* exists when a properly designed control does not operate as designed, or when the person performing the control does not possess the necessary authority or competence to perform the control effectively. A significant deficiency is a deficiency, or a combination of deficiencies, in internal control over financial reporting that is less severe than a material weakness, yet important enough to merit attention by those responsible for oversight of the company's financial reporting. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

Our management, including our Chief Executive Officer and Chief Financial Officer, assessed the effectiveness of our internal control over financial reporting as of December 31, 2008. In performing this assessment, management used the criteria established by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control—An Integrated Framework. Based upon this assessment, our management has concluded that, as of December 31, 2008, our internal control over financial reporting was effective to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP.

Our independent registered public accounting firm, Deloitte & Touche LLP, which audited the consolidated financial statements included in this annual report on Form 10-K, has issued an attestation report, included elsewhere herein, on the effectiveness of our internal control over financial reporting.

Inherent Limitations on Effectiveness of Controls

While our disclosure controls and procedures and internal control over financial reporting are designed to provide reasonable assurance that their respective objectives will be met, we do not expect that our disclosure controls and procedures or our internal control over financial reporting are or will be capable of preventing or detecting all errors and all fraud. Any control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. The design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Further, because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, within the company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Controls can also be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls is based in part on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Projections of any evaluation of controls effectiveness to future periods are subject to risks.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during the quarter ended December 31, 2008 that have materially affected or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

None

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Reference is made to the information regarding directors and nominees, code of ethics, corporate governance matters and disclosure relating to compliance with Section 16(a) of the Securities Exchange Act of 1934 appearing under the captions “Election of Directors” and “Compliance with Section 16(a) Beneficial Ownership Reporting Compliance” in our Proxy Statement for our Annual Meeting of Stockholders to be held on May 21, 2009, which information is incorporated in this Form 10-K by reference. Information regarding executive officers is set forth under the caption “Executive Officers of the Registrant” in Part I of this Form 10-K.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this item is set forth under “Executive Officer Compensation” in our Proxy Statement for the 2009 Annual Meeting of Stockholders, and is incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by this item is set forth under the captions “Security Ownership of Certain Beneficial Owners and Management” and “Equity Compensation Plan Information” in our Proxy Statement for the 2009 Annual Meeting of Stockholders, and is incorporated herein by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this item is set forth under the captions “Certain Relationships and Related Transactions” and “Election of Directors” in our Proxy Statement for the 2009 Annual Meeting of Stockholders, and is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information required by this item is set forth under the caption “Accounting Fees” in our Proxy Statement for the 2009 Annual Meeting of Stockholders, and is incorporated herein by reference.

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PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES.

(a) **Documents filed as part of this report**

(1) **All financial statements**

Index to Financial Statements

Report of Independent Registered Public Accounting Firm
Consolidated Balance Sheets
Consolidated Statements of Operations
Consolidated Statements of Stockholders' Equity
Consolidated Statements of Cash Flows
Notes to Consolidated Financial Statements

(2) **Schedules**

All schedules have been omitted because the required information is not present or not present in amounts sufficient to require submission of the schedules, or because the information required is included in the consolidated financial statements or notes thereto.

(3) **Exhibits**

The exhibits listed on the accompanying index to exhibits in Item 15(b) below are filed as part of, or hereby incorporated by reference into, this Form 10-K.

(b) **Exhibits**

Exhibit Number	Description
3.1(1)	Amended and Restated Certificate of Incorporation.
3.2(2)	Amended and Restated Bylaws.
10.1+(3)	Registrant's 1998 Stock Plan and form of option agreement.
10.2+	Registrant's Amended 2004 Equity Incentive Plan and form of option agreement.
10.3+(4)	Registrant's 2004 Employee Stock Purchase Plan and form of subscription agreement.
10.4+(5)	Form of Directors' and Officers' Indemnification Agreement.
10.5†(6)	Foundry Agreement between the Registrant and Advanced Semiconductor Manufacturing Corp. of Shanghai, dated August 14, 2001.
10.6(7)	Office Lease, First Amendment to Office Lease, and Second Amendment to Office Lease between the Registrant and Boccardo Corporation, dated May 6, 2002, October 30, 2003, and May 6, 2004, respectively.
10.7+(8)	Employment Agreement with Michael Hsing and Amendment thereof.
10.8+(9)	Employment Agreement with Maurice Sciammas and Amendment thereof.
10.9+(10)	Employment Agreement with Jim Moyer.
10.10+(11)	Employment Agreement with Deming Xiao and Amendment thereof.
10.11+(12)	Employment Agreement with Paul Ueunten and Amendment thereof.
10.12(13)	Distribution Agreement with Asian Information Technology Inc. Ltd., dated March 1, 2004.

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Exhibit Number	Description
10.13(14)	Business Purchase Agreement with Uppertech Hong Kong Ltd., dated March 1, 2004.
10.14†(15)	Investment and Cooperation Contract, dated August 19, 2004.
10.15†(16)	Patent License Agreement, dated May 1, 2004.
10.16†(17)	Settlement Agreement with Linear Technology Corporation.
10.17+(18)	Employment Agreement with C. Richard Neely, Jr. and Amendment thereof
10.18(19)	Settlement Agreement with Microsemi Corporation.
10.19(20)	Settlement Agreement with Micrel Corporation.
10.20+(21)	Employment Agreement with Adriana Chiocchi and Amendment thereof.
10.21+(22)	Form of Performance Unit Agreement.
10.22(23)	Sublease Agreement between the Registrant and FedEx Freight West, Inc. and Brokaw Interests dated June 13, 2006.
10.23+(24)	Letter Agreement with Victor Lee.
10.25(25)	Judgment on Appeal by the U.S. Court of Appeals for the Federal Circuit in the litigation between O2Micro International Limited v. Monolithic Power Systems, Inc., Nos. CV-00-4071 and CV-01-3995 (N.D. Cal.), on appeal as Nos. 2006-1338 and -1377 (Fed. Cir.).
10.26(26)	Sublease Agreement between the Registrant and Anchor Bay Technologies for the property located at 983 University Avenue, Building A, Los Gatos, CA 95032 dated May 14, 2007.
10.27+(27)	Letter Agreement with Douglas McBurnie.
10.28+(28)	Letter Agreement with Karen A. Smith Bogart.
10.29(29)	Order issued on 6/25/07 in response to the summary judgment motions of both parties in the Monolithic Power Systems, Inc. v. Taiwan Sumida Electronics, Inc. case.
10.30(30)	Settlement Agreement with Taiwan Sumida Electronics.
10.31+(31)	Registrant’s Employee Bonus Plan, as amended effective March 6, 2008.
10.32(33)	Lease Agreement between the Registrant and Brokaw Interests, dated October 23, 2008
10.33(34)	Form of Restricted Stock Award Agreement
14.1(32)	Code of Ethics.
21.1	Subsidiaries of Monolithic Power Systems, Inc.
23.1	Consent of Independent Registered Public Accounting Firm.
24.1	Power of Attorney (included on Signature page to this Form 10-K).
31.01	Certification of Chief Executive Officer pursuant to Securities Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.02	Certification of Chief Financial Officer pursuant to Securities Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.01*	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

\+ Management contract or compensatory plan or arrangement.

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† Confidential treatment requested for portions of this agreement, which portions have been omitted and filed separately with the Securities and Exchange Commission

* This exhibit shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference in any filings under the Securities Act of 1933 or the Securities Exchange Act of 1934, whether made before or after the date hereof and irrespective of any general incorporation language in any filings.

(1) Incorporated by reference to Exhibit 3.2 of the Registrant's Form S-1 Registration Statement (Registration No. 333-117327), declared effective by the Securities and Exchange Commission on November 18, 2004.

(2) Incorporated by reference to Exhibit 3.4 of the Registrant's Form S-1 Registration Statement (Registration No. 333-117327), declared effective by the Securities and Exchange Commission on November 18, 2004.

(3) Incorporated by reference to Exhibit 10.1 of the Registrant's Form S-1 Registration Statement (Registration No. 333-117327), declared effective by the Securities and Exchange Commission on November 18, 2004.

(4) Incorporated by reference to Exhibit 10.2 of the Registrant's Form S-1 Registration Statement (Registration No. 333-117327), declared effective by the Securities and Exchange Commission on November 18, 2004 and to exhibits 9.01(c)(1) and (2) to the Registrant's Current Report on Form 8-K, filed with the Securities and Exchange Commission on December 7, 2004.

(4) Incorporated by reference to Exhibit 10.3 of the Registrant's Form S-1 Registration Statement (Registration No. 333-117327), declared effective by the Securities and Exchange Commission on November 18, 2004.

(5) Incorporated by reference to Exhibit 10.4 of the Registrant's Form S-1 Registration Statement (Registration No. 333-117327), declared effective by the Securities and Exchange Commission on November 18, 2004.

(6) Incorporated by reference to Exhibit 10.5 of the Registrant's Form S-1 Registration Statement (Registration No. 333-117327), declared effective by the Securities and Exchange Commission on November 18, 2004.

(7) Incorporated by reference to Exhibit 10.6 of the Registrant's Form S-1 Registration Statement (Registration No. 333-117327), declared effective by the Securities and Exchange Commission on November 18, 2004.

(8) Incorporated by reference to Exhibit 10.7 of the Registrant's current report on Form 8-K filed with the Securities and Exchange Commission on March 11, 2008 and Exhibit 10.1 of the Registrant's current report on Form 8-K filed with the Securities and Exchange Commission on December 19, 2008.

(9) Incorporated by reference to Exhibit 10.8 of the Registrant's current report on Form 8-K filed with the Securities and Exchange Commission on March 11, 2008 and Exhibit 10.3 of the Registrant's current report on Form 8-K filed with the Securities and Exchange Commission on December 19, 2008.

(10) Incorporated by reference to Exhibit 10.9 of the Registrant's Form S-1 Registration Statement (Registration No. 333-117327), declared effective by the Securities and Exchange Commission on November 18, 2004.

(11) Incorporated by reference to Exhibit 10.10 of the Registrant's current report on Form 8-K filed with the Securities and Exchange Commission on March 11, 2008 and Exhibit 10.4 of the Registrant's current report on Form 8-K filed with the Securities and Exchange Commission on December 19, 2008.

(12) Incorporated by reference to Exhibit 10.11 of the Registrant's current report on Form 8-K filed with the Securities and Exchange Commission on March 11, 2008 and Exhibit 10.6 of the Registrant's current report on Form 8-K filed with the Securities and Exchange Commission on December 19, 2008.

(13) Incorporated by reference to Exhibit 10.11 of the Registrant's Form S-1 Registration Statement (Registration No. 333-117327), declared effective by the Securities and Exchange Commission on November 18, 2004.
(14) Incorporated by reference to Exhibit 10.12 of the Registrant's Form S-1 Registration Statement (Registration No. 333-117327), declared effective by the Securities and Exchange Commission on November 18, 2004.
(15) Incorporated by reference to Exhibit 10.13 of the Registrant's Form S-1 Registration Statement (Registration No. 333-117327), declared effective by the Securities and Exchange Commission on November 18, 2004.
(16) Incorporated by reference to Exhibit 10.14 of the Registrant's Form S-1 Registration Statement (Registration No. 333-117327), declared effective by the Securities and Exchange Commission on November 18, 2004.
(17) Incorporated by reference to Exhibit 10.1 of the Registrant's quarterly report on Form 10-Q, filed with the Securities and Exchange Commission on March 13, 2006.
(18) Incorporated by reference to Exhibit 10.17 of the Registrant's current report on Form 8-K filed with the Securities and Exchange Commission on March 11, 2008 and Exhibit 10.2 of the Registrant's current report on Form 8-K filed with the Securities and Exchange Commission on December 19, 2008.
(19) Incorporated by reference to Exhibit 10.18 of the Registrant's annual report on Form 10-K, filed with the Securities and Exchange Commission on March 28, 2006.
(20) Incorporated by reference to Exhibit 10.1 of the Registrant's current report on Form 8-K filed with the Securities and Exchange Commission on September 22, 2006.
(21) Incorporated by reference to Exhibit 10.20 of the Registrant's current report on Form 8-K filed with the Securities and Exchange Commission on March 11, 2008 and Exhibit 10.5 of the Registrant's current report on Form 8-K filed with the Securities and Exchange Commission on December 19, 2008.
(22) Incorporated by reference to Exhibit 10.1 of the Registrant's current report on Form 8-K filed with the Securities and Exchange Commission on November 1, 2006.
(23) Incorporated by reference to Exhibit 99.1 of the Registrant's current report on Form 8-K filed with the Securities and Exchange Commission on June 16, 2006.
(24) Incorporated by reference to Exhibit 10.1 of the Registrant's current report on Form 8-K filed with the Securities and Exchange Commission on September 14, 2006.
(25) Incorporated by reference to Exhibit 99.1 of the Registrant's current report on Form 8-K filed with the Securities and Exchange Commission on April 11, 2007.
(26) Incorporated by reference to Exhibit 10 of the Registrant's current report on Form 8-K filed with the Securities and Exchange Commission on May 17, 2007
(27) Incorporated by reference to Exhibit 10.1 of the Registrant's current report on Form 8-K filed with the Securities and Exchange Commission on May 25, 2007
(28) Incorporated by reference to Exhibit 10.2 of the Registrant's current report on Form 8-K filed with the Securities and Exchange Commission on May 25, 2007
(29) Incorporated by reference to Exhibit 99.1 of the Registrant's current report on Form 8-K filed with the Securities and Exchange Commission on June 28, 2007
(30) Incorporated by reference to Exhibit 10.5 of the Registrant's quarterly report on Form 10-Q filed with the Securities and Exchange Commission on August 1, 2007.
(31) Incorporated by reference to Exhibit 10.31 of the Registrant's annual report on Form 10-K filed with the Securities and Exchange Commission on March 11, 2008.
(32) Incorporated by reference to Exhibit 14.1 of the Registrant's annual report on Form 10-K filed with the Securities and Exchange Commission on March 16, 2007.
(33) Incorporated by reference to Exhibit 10 of the Registrant's current report on Form 8-K filed with the Securities and Exchange Commission on October 24, 2008.
(34) Incorporated by reference to Exhibit 10.1 of the Registrant's current report on Form 8-K filed with the Securities and Exchange Commission on February 15, 2008.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized.

MONOLITHIC POWER SYSTEMS, INC.

By: /s/ MICHAEL R. HSING
Michael R. Hsing
President and Chief Executive Officer

Date: February 27, 2009

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Michael R. Hsing and C. Richard Neely, Jr., and each of them, as his true and lawful attorneys-in-fact and agents, with full power of substitution and re-substitution, for him and in his name, place, and stead, in any and all capacities, to sign any and all amendments to this Report, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming that all said attorneys-in-fact and agents, or any of them or their or his substitute or substituted, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below on February 27, 2009 by the following persons on behalf of the registrant and in the capacities indicated:

/s/ MICHAEL R. HSING Michael R. Hsing	President, Chief Executive Officer, and Director (Principal Executive Officer)
/s/ C. RICHARD NEELY, JR. C. Richard Neely, Jr.	Chief Financial Officer (Principal Financial and Accounting Officer and Duly Authorized Officer)
/s/ KAREN A. SMITH BOGART Karen A. Smith Bogart	Director
/s/ HERBERT CHANG Herbert Chang	Director
/s/ ALAN EARHART Alan Earhart	Director
/s/ VICTOR K. LEE Victor K. Lee	Director
/s/ DOUGLAS MCBURNIE Douglas McBurnie	Director
/s/ JAMES C. MOYER James C. Moyer	Director
/s/ UMESH PADVAL Umesh Padval	Director

Exhibit 10.2

MONLITHIC POWER SYSTEMS, INC.

2004 EQUITY INCENTIVE PLAN (AS AMENDED)

1. Purposes of the Plan. The purposes of this Plan are:

- to attract and retain the best available personnel for positions of substantial responsibility,
- to provide additional incentive to Employees, Directors and Consultants, and
- to promote the success of the Company’s business.

The Plan permits the grant of Incentive Stock Options, Nonstatutory Stock Options, Restricted Stock, Stock Appreciation Rights, Performance Units and Performance Shares.

2. Definitions. As used herein, the following definitions will apply:

(a) “Administrator” means the Board or any of its Committees as will be administering the Plan, in accordance with Section 4 of the Plan.

(b) “Affiliated SAR” means an SAR that is granted in connection with a related Option, and which automatically will be deemed to be exercised at the same time that the related Option is exercised.

(c) “Applicable Laws” means the requirements relating to the administration of equity-based awards under U.S. state corporate laws, U.S. federal and state securities laws, the Code, any stock exchange or quotation system on which the Common Stock is listed or quoted and the applicable laws of any foreign country or jurisdiction where Awards are, or will be, granted under the Plan.

(d) “Award” means, individually or collectively, a grant under the Plan of Options, SARs, Restricted Stock, Performance Units or Performance Shares.

(e) “Award Agreement” means the written or electronic agreement setting forth the terms and provisions applicable to each Award granted under the Plan. The Award Agreement is subject to the terms and conditions of the Plan.

(f) “Board” means the Board of Directors of the Company.

(g) “Change in Control” means the occurrence of any of the following events:

(i) Any “person” (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becomes the “beneficial owner” (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company’s then outstanding voting securities; or

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two-year period, as a result of which fewer than a majority of the directors are Incumbent Directors. "Incumbent Directors" means directors who either (A) are Directors as of the effective date of the Plan, or (B) are elected, or nominated for election, to the Board with the affirmative votes of at least a majority of the Incumbent Directors at the time of such election or nomination (but will not include an individual whose election or nomination is in connection with an actual or threatened proxy contest relating to the election of directors to the Company); or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

(h) "Code" means the Internal Revenue Code of 1986, as amended. Any reference to a section of the Code herein will be a reference to any successor or amended section of the Code.

(i) "Committee" means a committee of Directors appointed by the Board in accordance with Section 4 of the Plan.

(j) "Common Stock" means the common stock of the Company.

(k) "Company" means Monolithic Power Systems, Inc., a Delaware corporation, or any successor thereto.

(l) "Consultant" means any person, including an advisor, engaged by the Company or a Parent or Subsidiary to render services to such entity.

(m) "Director" means a member of the Board.

(n) "Disability" means total and permanent disability as defined in Section 22(e)(3) of the Code, provided that in the case of Awards other than Incentive Stock Options, the Administrator in its discretion may determine whether a permanent and total disability exists in accordance with uniform and non-discriminatory standards adopted by the Administrator from time to time.

(o) "Employee" means any person, including Officers and Directors, employed by the Company or any Parent or Subsidiary of the Company. Neither service as a Director nor payment of a director's fee by the Company will be sufficient to constitute "employment" by the Company.

(p) "Exchange Act" means the Securities Exchange Act of 1934, as amended.

(q) "Exchange Program" means a program under which (i) outstanding Awards are surrendered or cancelled in exchange for Awards of the same type (which may have lower exercise prices and different terms), Awards of a different type, and/or cash, and/or (ii) the exercise price of an outstanding Award is reduced. The Administrator will determine the terms and conditions of any Exchange Program in its sole discretion.

(r) "Fair Market Value" means, as of any date, the value of Common Stock determined as follows:

(i) If the Common Stock is listed on any established stock exchange or a national market system, including without limitation the Nasdaq National Market or The Nasdaq SmallCap Market of The Nasdaq Stock Market, its Fair Market Value will be the closing sales price for such stock (or the closing bid, if no sales were reported) as quoted on such exchange or system on the day of determination, as reported in *The Wall Street Journal* or such other source as the Administrator deems reliable;

(ii) If the Common Stock is regularly quoted by a recognized securities dealer but selling prices are not reported, the Fair Market Value of a Share of Common Stock will be the mean between the high bid and low asked prices for the Common Stock on the day of determination, as reported in *The Wall Street Journal* or such other source as the Administrator deems reliable;

(iii) For purposes of any Awards granted on the Registration Date, the Fair Market Value will be the initial price to the public as set forth in the final prospectus included within the registration statement in Form S-1 filed with the Securities and Exchange Commission for the initial public offering of the Company's Common Stock; or

(iv) In the absence of an established market for the Common Stock, the Fair Market Value will be determined in good faith by the Administrator.

(s) "Fiscal Year" means the fiscal year of the Company.

(t) "Freestanding SAR" means a SAR that is granted independently of any Option.

(u) "Incentive Stock Option" means an Option intended to qualify as an incentive stock option within the meaning of Section 422 of the Code and the regulations promulgated thereunder.

(v) "Inside Director" means a Director who is an Employee.

(w) "Nonstatutory Stock Option" means an Option that by its terms does not qualify or is not intended to qualify as an Incentive Stock Option.

(x) "Officer" means a person who is an officer of the Company within the meaning of Section 16 of the Exchange Act and the rules and regulations promulgated thereunder.

(y) "Option" means a stock option granted pursuant to the Plan.

(z) “Optioned Stock” means the Common Stock subject to an Award.

(aa) “Outside Director” means a Director who is not an Employee.

(bb) “Parent” means a “parent corporation,” whether now or hereafter existing, as defined in Section 424(e) of the Code.

(cc) “Participant” means the holder of an outstanding Award.

(dd) “Performance Share” means an Award granted to a Participant pursuant to Section 9.

(ee) “Performance Unit” means an Award granted to a Participant pursuant to Section 9.

(ff) “Period of Restriction” means the period during which the transfer of Shares of Restricted Stock are subject to restrictions and therefore, the Shares are subject to a substantial risk of forfeiture. Such restrictions may be based on the passage of time, the achievement of target levels of performance, or the occurrence of other events as determined by the Administrator.

(gg) “Plan” means this 2004 Equity Incentive Plan, as amended from time to time.

(hh) “Registration Date” means the effective date of the first registration statement that is filed by the Company and declared effective pursuant to Section 12(g) of the Exchange Act, with respect to any class of the Company’s securities.

(ii) “Restricted Stock” means shares of Common Stock issued pursuant to a Restricted Stock award under Section 7 of the Plan, or issued pursuant to the early exercise of an Option.

(jj) “Rule 16b-3” means Rule 16b-3 of the Exchange Act or any successor to Rule 16b-3, as in effect when discretion is being exercised with respect to the Plan.

(kk) “Section 16(b) “ means Section 16(b) of the Exchange Act.

(ll) “Service Provider” means an Employee, Director or Consultant.

(mm) “Share” means a share of the Common Stock, as adjusted in accordance with Section 13 of the Plan.

(nn) “Stock Appreciation Right” or “SAR” means an Award, granted alone or in connection with an Option, that pursuant to Section 8 is designated as a SAR.

(oo) “Subsidiary” means a “subsidiary corporation”, whether now or hereafter existing, as defined in Section 424(f) of the Code.

(pp) “Tandem SAR” means a SAR that is granted in connection with a related Option, the exercise of which will require forfeiture of the right to purchase an equal number of Shares under the related Option (and when a Share is purchased under the Option, the SAR will be canceled to the same extent).

(qq) “Unvested Awards” will mean Options or Restricted Stock that (i) were granted to an individual in connection with such individual’s position as an Employee and (ii) are still subject to vesting or lapsing of Company repurchase rights or similar restrictions.

3. Stock Subject to the Plan.

(a) Stock Subject to the Plan. Subject to the provisions of Section 13 of the Plan, the maximum aggregate number of Shares that may be optioned and sold under the Plan is the sum of 800,000 Shares, plus (i) the number of Shares which have been reserved but not issued under the Company’s 1998 Stock Plan (the “1998 Plan”) as of the Registration Date, (ii) any Shares returned to the 1998 Plan as a result of termination of options or repurchase of Shares issued under such plan, and (iii) an annual increase to be added on the first day of each fiscal year of the Company beginning in fiscal year 2005 equal to the lesser of (A) 2,400,000 Shares, (B) 5% of the outstanding Shares on such date (for purposes of which calculation only shares actually outstanding shall be counted and not shares issuable upon conversion or exercise of other securities) or (C) an amount determined by the Board. The Shares may be authorized, but unissued, or reacquired Common Stock. Shares will not be deemed to have been issued pursuant to the Plan with respect to any portion of an Award that is settled in cash. Upon payment in Shares pursuant to the exercise of an SAR, the number of Shares available for issuance under the Plan will be reduced only by the number of Shares actually issued in such payment. If the exercise price of an Option is paid by tender to the Company, or attestation to the ownership, of Shares owned by the Participant, the number of Shares available for issuance under the Plan will be reduced by the gross number of Shares for which the Option is exercised.

(b) Lapsed Awards. If an Award expires or becomes unexercisable without having been exercised in full, or is surrendered pursuant to an Exchange Program, the unpurchased Shares which were subject thereto will become available for future grant or sale under the Plan (unless the Plan has terminated); provided, however, that Shares that have actually been issued under the Plan, whether upon exercise of an Award, will not be returned to the Plan and will not become available for future distribution under the Plan, except that if unvested Shares are forfeited or repurchased by the Company, such Shares will become available for future grant under the Plan.

(c) Share Reserve. The Company, during the term of this Plan, will at all times reserve and keep available such number of Shares as will be sufficient to satisfy the requirements of the Plan.

4. Administration of the Plan.

(a) Procedure.

(i) Multiple Administrative Bodies. Different Committees with respect to different groups of Service Providers may administer the Plan.

(ii) Section 162(m). To the extent that the Administrator determines it to be desirable to qualify Options granted hereunder as “performance-based compensation” within the meaning of Section 162(m) of the Code, the Plan will be administered by a Committee of two or more “outside directors” within the meaning of Section 162(m) of the Code.

(iii) Rule 16b-3. To the extent desirable to qualify transactions hereunder as exempt under Rule 16b-3, the transactions contemplated hereunder will be structured to satisfy the requirements for exemption under Rule 16b-3.

(iv) Other Administration. Other than as provided above, the Plan will be administered by (A) the Board or (B) a Committee, which committee will be constituted to satisfy Applicable Laws.

(b) Powers of the Administrator. Subject to the provisions of the Plan, and in the case of a Committee, subject to the specific duties delegated by the Board to such Committee, the Administrator will have the authority, in its discretion:

(i) to determine the Fair Market Value;

(ii) to select the Service Providers to whom Awards may be granted hereunder;

(iii) to determine the number of Shares to be covered by each Award granted hereunder;

(iv) to approve forms of agreement for use under the Plan;

(v) to determine the terms and conditions, not inconsistent with the terms of the Plan, of any Award granted hereunder. Such terms and conditions include, but are not limited to, the exercise price, the time or times when Awards may be exercised (which may be based on performance criteria), any vesting acceleration or waiver of forfeiture restrictions, and any restriction or limitation regarding any Award or the Shares relating thereto, based in each case on such factors as the Administrator will determine;

(vi) to institute an Exchange Program;

(vii) to construe and interpret the terms of the Plan and Awards granted pursuant to the Plan;

(viii) to prescribe, amend and rescind rules and regulations relating to the Plan, including rules and regulations relating to sub-plans established for the purpose of satisfying applicable foreign laws;

(ix) to modify or amend each Award (subject to Section 17(c) of the Plan), including the discretionary authority to extend the post-termination exercisability period of Awards longer than is otherwise provided for in the Plan;

(x) to allow Participants to satisfy withholding tax obligations by electing to have the Company withhold from the Shares to be issued upon exercise of an Award that number of Shares having a Fair Market Value equal to the minimum amount required to be withheld (the

Fair Market Value of the Shares to be withheld will be determined on the date that the amount of tax to be withheld is to be determined and all elections by a Participant to have Shares withheld for this purpose will be made in such form and under such conditions as the Administrator may deem necessary or advisable);

(xi) to authorize any person to execute on behalf of the Company any instrument required to effect the grant of an Award previously granted by the Administrator;

(xii) to allow a Participant to defer the receipt of the payment of cash or the delivery of Shares that would otherwise be due to such Participant under an Award

(xiii) to make all other determinations deemed necessary or advisable for administering the Plan.

(c) Effect of Administrator's Decision. The Administrator's decisions, determinations and interpretations will be final and binding on all Participants and any other holders of Awards.

5. Eligibility. Nonstatutory Stock Options, Restricted Stock, Stock Appreciation Rights, Performance Units and Performance Shares may be granted to Service Providers. Incentive Stock Options may be granted only to Employees.

6. Stock Options.

(a) Limitations.

(i) Each Option will be designated in the Award Agreement as either an Incentive Stock Option or a Nonstatutory Stock Option. However, notwithstanding such designation, to the extent that the aggregate Fair Market Value of the Shares with respect to which Incentive Stock Options are exercisable for the first time by the Participant during any calendar year (under all plans of the Company and any Parent or Subsidiary) exceeds $100,000, such Options will be treated as Nonstatutory Stock Options. For purposes of this Section 6(a), Incentive Stock Options will be taken into account in the order in which they were granted. The Fair Market Value of the Shares will be determined as of the time the Option with respect to such Shares is granted.

(ii) The following limitations will apply to grants of Options and Stock Appreciation Rights:

(1) No Service Provider will be granted, in any Fiscal Year, Options to purchase more than 750,000 Shares.

(2) In connection with his or her initial service, a Service Provider may be granted Options to purchase up to an additional 1,250,000 Shares, which will not count against the limit set forth in Section 6(a)(2)(ii)(1) above.

(3) The foregoing limitations will be adjusted proportionately in connection with any change in the Company's capitalization as described in Section 13.

(4) If an Option is cancelled in the same Fiscal Year in which it was granted (other than in connection with a transaction described in Section 13), the cancelled Option will be counted against the limits set forth in subsections (1) and (2) above. For this purpose, if the exercise price of an Option is reduced, the transaction will be treated as a cancellation of the Option and the grant of a new Option.

(b) Term of Option. The term of each Option will be stated in the Award Agreement. In the case of an Incentive Stock Option, the term will be ten (10) years from the date of grant or such shorter term as may be provided in the Award Agreement. Moreover, in the case of an Incentive Stock Option granted to a Participant who, at the time the Incentive Stock Option is granted, owns stock representing more than ten percent (10%) of the total combined voting power of all classes of stock of the Company or any Parent or Subsidiary, the term of the Incentive Stock Option will be five (5) years from the date of grant or such shorter term as may be provided in the Award Agreement.

(c) Option Exercise Price and Consideration.

(i) Exercise Price. The per share exercise price for the Shares to be issued pursuant to exercise of an Option will be determined by the Administrator, subject to the following:

(1) In the case of an Incentive Stock Option

a) granted to an Employee who, at the time the Incentive Stock Option is granted, owns stock representing more than ten percent (10%) of the voting power of all classes of stock of the Company or any Parent or Subsidiary, the per Share exercise price will be no less than 110% of the Fair Market Value per Share on the date of grant.

b) granted to any Employee other than an Employee described in paragraph (A) immediately above, the per Share exercise price will be no less than 100% of the Fair Market Value per Share on the date of grant.

c) Notwithstanding the foregoing, Incentive Stock Options may be granted with a per Share exercise price of less than 100% of the Fair Market Value per Share on the date of grant pursuant to a transaction described in, and in a manner consistent with, Section 424(a) of the Code.

(2) In the case of a Nonstatutory Stock Option, the per Share exercise price will be determined by the Administrator. In the case of a Nonstatutory Stock Option intended to qualify as "performance-based compensation" within the meaning of Section 162(m) of the Code, the per Share exercise price will be no less than 100% of the Fair Market Value per Share on the date of grant.

(ii) Waiting Period and Exercise Dates. At the time an Option is granted, the Administrator will fix the period within which the Option may be exercised and will determine any conditions that must be satisfied before the Option may be exercised.

(iii) Form of Consideration. The Administrator will determine the acceptable form of consideration for exercising an Option, including the method of payment. In the case of an Incentive Stock Option, the Administrator will determine the acceptable form of consideration at the time of grant. Such consideration may consist entirely of: (1) cash; (2) check; (3) promissory note; (4) other Shares, provided Shares acquired directly or indirectly from the Company, (A) have been owned by the Participant and not subject to substantial risk of forfeiture for more than six months on the date of surrender, and (B) have a Fair Market Value on the date of surrender equal to the aggregate exercise price of the Shares as to which said Option will be exercised; (5) consideration received by the Company under a cashless exercise program implemented by the Company in connection with the Plan; (6) a reduction in the amount of any Company liability to the Participant, including any liability attributable to the Participant's participation in any Company-sponsored deferred compensation program or arrangement; (7) any combination of the foregoing methods of payment; or (8) such other consideration and method of payment for the issuance of Shares to the extent permitted by Applicable Laws.

(d) Exercise of Option.

(i) Procedure for Exercise; Rights as a Stockholder. Any Option granted hereunder will be exercisable according to the terms of the Plan and at such times and under such conditions as determined by the Administrator and set forth in the Award Agreement. An Option may not be exercised for a fraction of a Share.

An Option will be deemed exercised when the Company receives: (i) notice of exercise (in such form as the Administrator specify from time to time) from the person entitled to exercise the Option, and (ii) full payment for the Shares with respect to which the Option is exercised (together with an applicable withholding taxes). Full payment may consist of any consideration and method of payment authorized by the Administrator and permitted by the Award Agreement and the Plan. Shares issued upon exercise of an Option will be issued in the name of the Participant or, if requested by the Participant, in the name of the Participant and his or her spouse. Until the Shares are issued (as evidenced by the appropriate entry on the books of the Company or of a duly authorized transfer agent of the Company), no right to vote or receive dividends or any other rights as a stockholder will exist with respect to the Optioned Stock, notwithstanding the exercise of the Option. The Company will issue (or cause to be issued) such Shares promptly after the Option is exercised. No adjustment will be made for a dividend or other right for which the record date is prior to the date the Shares are issued, except as provided in Section 13 of the Plan.

Exercising an Option in any manner will decrease the number of Shares thereafter available, both for purposes of the Plan and for sale under the Option, by the number of Shares as to which the Option is exercised.

(ii) Termination of Relationship as a Service Provider. If a Participant ceases to be a Service Provider, other than upon the Participant's death or Disability, the Participant may exercise his or her Option within such period of time as is specified in the Award Agreement to the extent that the Option is vested on the date of termination (but in no event later than the expiration of the term of such Option as set forth in the Award Agreement). In the absence of a specified time in the Award Agreement, the Option will remain exercisable for three (3) months following the Participant's termination. Unless otherwise provided by the Administrator, if on the date of termination the Participant is not vested as to his or her entire Option, the Shares covered by the unvested portion of the Option will revert to the Plan. If after termination the Participant does not exercise his or her Option within the time specified by the Administrator, the Option will terminate, and the Shares covered by such Option will revert to the Plan.

(iii) Disability of Participant. If a Participant ceases to be a Service Provider as a result of the Participant's Disability, the Participant may exercise his or her Option within such period of time as is specified in the Award Agreement to the extent the Option is vested on the date of termination (but in no event later than the expiration of the term of such Option as set forth in the Award Agreement). In the absence of a specified time in the Award Agreement, the Option will remain exercisable for twelve (12) months following the Participant's termination. Unless otherwise provided by the Administrator, if on the date of termination the Participant is not vested as to his or her entire Option, the Shares covered by the unvested portion of the Option will revert to the Plan. If after termination the Participant does not exercise his or her Option within the time specified herein, the Option will terminate, and the Shares covered by such Option will revert to the Plan.

(iv) Death of Participant. If a Participant dies while a Service Provider, the Option may be exercised following the Participant's death within such period of time as is specified in the Award Agreement to the extent that the Option is vested on the date of death (but in no event may the option be exercised later than the expiration of the term of such Option as set forth in the Award Agreement), by the Participant's designated beneficiary, provided such beneficiary has been designated prior to Participant's death in a form acceptable to the Administrator. If no such beneficiary has been designated by the Participant, then such Option may be exercised by the personal representative of the Participant's estate or by the person(s) to whom the Option is transferred pursuant to the Participant's will or in accordance with the laws of descent and distribution. In the absence of a specified time in the Award Agreement, the Option will remain exercisable for twelve (12) months following Participant's death. Unless otherwise provided by the Administrator, if at the time of death Participant is not vested as to his or her entire Option, the Shares covered by the unvested portion of the Option will immediately revert to the Plan. If the Option is not so exercised within the time specified herein, the Option will terminate, and the Shares covered by such Option will revert to the Plan.

7. Restricted Stock.

(a) Grant of Restricted Stock. Subject to the terms and provisions of the Plan, the Administrator, at any time and from time to time, may grant Shares of Restricted Stock to Service Providers in such amounts as the Administrator, in its sole discretion, will determine.

(b) Restricted Stock Agreement. Each Award of Restricted Stock will be evidenced by an Award Agreement that will specify the Period of Restriction, the number of Shares granted, and such other terms and conditions as the Administrator, in its sole discretion, will determine. Unless the Administrator determines otherwise, Shares of Restricted Stock will be held by the Company as escrow agent until the restrictions on such Shares have lapsed.

(c) Transferability. Except as provided in this Section 7, Shares of Restricted Stock may not be sold, transferred, pledged, assigned, or otherwise alienated or hypothecated until the end of the applicable Period of Restriction.

(d) Other Restrictions. The Administrator, in its sole discretion, may impose such other restrictions on Shares of Restricted Stock as it may deem advisable or appropriate.

(e) Removal of Restrictions. Except as otherwise provided in this Section 7, Shares of Restricted Stock covered by each Restricted Stock grant made under the Plan will be released from escrow as soon as practicable after the last day of the Period of Restriction. The Administrator, in its discretion, may accelerate the time at which any restrictions will lapse or be removed.

(f) Voting Rights. During the Period of Restriction, Service Providers holding Shares of Restricted Stock granted hereunder may exercise full voting rights with respect to those Shares, unless the Administrator determines otherwise.

(g) Dividends and Other Distributions. During the Period of Restriction, Service Providers holding Shares of Restricted Stock will be entitled to receive all dividends and other distributions paid with respect to such Shares unless otherwise provided in the Award Agreement. If any such dividends or distributions are paid in Shares, the Shares will be subject to the same restrictions on transferability and forfeitability as the Shares of Restricted Stock with respect to which they were paid.

(h) Return of Restricted Stock to Company. On the date set forth in the Award Agreement, the Restricted Stock for which restrictions have not lapsed will revert to the Company and again will become available for grant under the Plan.

8. Stock Appreciation Rights.

(a) Grant of SARs. Subject to the terms and conditions of the Plan, a SAR may be granted to Service Providers at any time and from time to time as will be determined by the Administrator, in its sole discretion. The Administrator may grant Affiliated SARs, Freestanding SARs, Tandem SARs, or any combination thereof.

(b) Number of Shares. The Administrator will have complete discretion to determine the number of SARs granted to any Service Provider.

(c) Exercise Price and Other Terms. The Administrator, subject to the provisions of the Plan, will have complete discretion to determine the terms and conditions of SARs granted under the Plan. However, the exercise price of Tandem or Affiliated SARs will equal the exercise price of the related Option.

(d) Exercise of Tandem SARs. Tandem SARs may be exercised for all or part of the Shares subject to the related Option upon the surrender of the right to exercise the equivalent portion of the related Option. A Tandem SAR may be exercised only with respect to the Shares for which its related Option is then exercisable. With respect to a Tandem SAR granted in connection with an Incentive Stock Option: (a) the Tandem SAR will expire no later than the expiration of the underlying Incentive Stock Option; (b) the value of the payout with respect to the Tandem SAR will be for no more than one hundred percent (100%) of the difference between the exercise price of the underlying Incentive Stock Option and the Fair Market Value of the Shares subject to the underlying Incentive Stock Option at the time the Tandem SAR is exercised; and (c) the Tandem SAR will be exercisable only when the Fair Market Value of the Shares subject to the Incentive Stock Option exceeds the Exercise Price of the Incentive Stock Option.

(e) Exercise of Affiliated SARs. An Affiliated SAR will be deemed to be exercised upon the exercise of the related Option. The deemed exercise of an Affiliated SAR will not necessitate a reduction in the number of Shares subject to the related Option.

(f) Exercise of Freestanding SARs. Freestanding SARs will be exercisable on such terms and conditions as the Administrator, in its sole discretion, will determine.

(g) SAR Agreement. Each SAR grant will be evidenced by an Award Agreement that will specify the exercise price, the term of the SAR, the conditions of exercise, and such other terms and conditions as the Administrator, in its sole discretion, will determine.

(h) Expiration of SARs. An SAR granted under the Plan will expire upon the date determined by the Administrator, in its sole discretion, and set forth in the Award Agreement. Notwithstanding the foregoing, the rules of Section 6(d) also will apply to SARs.

(i) Payment of SAR Amount. Upon exercise of an SAR, a Participant will be entitled to receive payment from the Company in an amount determined by multiplying:

(i) The difference between the Fair Market Value of a Share on the date of exercise over the exercise price; times

(ii) The number of Shares with respect to which the SAR is exercised.

At the discretion of the Administrator, the payment upon SAR exercise may be in cash, in Shares of equivalent value, or in some combination thereof.

9. Performance Units and Performance Shares.

(a) Grant of Performance Units/Shares. Performance Units and Performance Shares may be granted to Service Providers at any time and from time to time, as will be determined by the Administrator, in its sole discretion. The Administrator will have complete discretion in determining the number of Performance Units and Performance Shares granted to each Participant.

(b) Value of Performance Units/Shares. Each Performance Unit will have an initial value that is established by the Administrator on or before the date of grant. Each Performance Share will have an initial value equal to the Fair Market Value of a Share on the date of grant.

(c) Performance Objectives and Other Terms. The Administrator will set performance objectives or other vesting provisions (including, without limitation, continued status as a Service Provider) in its discretion which, depending on the extent to which they are met, will determine the number or value of Performance Units/Shares that will be paid out to the Service Providers. The time period during which the performance objectives or other vesting provisions must be met will be called the "Performance Period." Each Award of Performance Units/Shares will be evidenced by an Award Agreement that will specify the Performance Period, and such other terms and conditions as the Administrator, in its sole discretion, will determine. The Administrator may set performance objectives based upon the achievement of Company-wide, divisional, or individual goals, applicable federal or state securities laws, or any other basis determined by the Administrator in its discretion.

(d) Earning of Performance Units/Shares. After the applicable Performance Period has ended, the holder of Performance Units/Shares will be entitled to receive a payout of the number of Performance Units/Shares earned by the Participant over the Performance Period, to be determined as a function of the extent to which the corresponding performance objectives or other vesting provisions have been achieved. After the grant of a Performance Unit/Share, the Administrator, in its sole discretion, may reduce or waive any performance objectives or other vesting provisions for such Performance Unit/Share.

(e) Form and Timing of Payment of Performance Units/Shares. Payment of earned Performance Units/Shares will be made as soon as practicable after the expiration of the applicable Performance Period. The Administrator, in its sole discretion, may pay earned Performance Units/Shares in the form of cash, in Shares (which have an aggregate Fair Market Value equal to the value of the earned Performance Units/Shares at the close of the applicable Performance Period) or in a combination thereof.

(f) Cancellation of Performance Units/Shares. On the date set forth in the Award Agreement, all unearned or unvested Performance Units/Shares will be forfeited to the Company, and again will be available for grant under the Plan.

10. Formula Option Grants to Outside Directors.

All grants of Options to Outside Directors pursuant to this Section will be automatic and nondiscretionary, except as otherwise provided herein, and will be made in accordance with the following provisions:

(a) Type of Option. All Options granted pursuant to this Section will be Nonstatutory Stock Options and, except as otherwise provided herein, will be subject to the other terms and conditions of the Plan.

(b) No Discretion. No person will have any discretion to select which Outside Directors will be granted Options under this Section or to determine the number of Shares to be covered by such Options (except as provided in Sections 10(f) and 13).

(c) First Option. Each person who first becomes an Outside Director following the Registration Date will be automatically granted an Option to purchase 30,000 Shares (the "First Option") on or about the date on which such person first becomes an Outside Director, whether through election by the stockholders of the Company or appointment by the Board to fill a vacancy; provided, however, that an Inside Director who ceases to be an Inside Director, but who remains a Director, will not receive a First Option.

(d) Subsequent Option. Each Outside Director will be automatically granted an Option to purchase 15,000 Shares (a "Subsequent Option") on the date of the first meeting of the Board or Compensation Committee, as applicable, during each fiscal year of the Company beginning in 2009, if as of such date, he or she will have served on the Board for at least the preceding six (6) months, with such grant to be effective as of the first day that the Company's trading window re-opens (or as of the date of the meeting of the Board or Compensation Committee, as applicable, if the Company's trading window is open on such date), subject to the Outside Director's continued service to the Board through such date.

(e) Terms. The terms of each Option granted pursuant to this Section will be as follows:

(i) The term of the Option will be ten (10) years.

(ii) The exercise price per Share will be 100% of the Fair Market Value per Share on the date of grant of the Option.

(iii) Subject to Section 14, the First Option will vest and become exercisable as to 50% of the Shares subject to the First Option on each anniversary of its date of grant, provided that the Participant continues to serve as a Director through each such date.

(iv) Subject to Section 14, the Subsequent Option will vest and become exercisable as to 100% of the Shares subject to the Subsequent Option on the first anniversary of its date of grant, provided that the Participant continues to serve as a Director through such date.

(f) Amendment. The Administrator in its discretion may change the number of Shares subject to the First Options and Subsequent Options.

11. Leaves of Absence. Unless the Administrator provides otherwise, vesting of Awards granted hereunder will be suspended during any unpaid leave of absence. A Service Provider will not cease to be an Employee in the case of (i) any leave of absence approved by the Company or (ii) transfers between locations of the Company or between the Company, its Parent, or any Subsidiary. For purposes of Incentive Stock Options, no such leave may exceed ninety (90) days, unless reemployment upon expiration of such leave is guaranteed by statute or contract. If reemployment upon expiration of a leave of absence approved by the Company is not so guaranteed, then three months following the 91st day of such leave any Incentive Stock Option held by the Participant will cease to be treated as an Incentive Stock Option and will be treated for tax purposes as a Nonstatutory Stock Option.

12. Transferability of Awards. Unless determined otherwise by the Administrator, an Award may not be sold, pledged, assigned, hypothecated, transferred, or disposed of in any manner other than by will or by the laws of descent or distribution and may be exercised, during the lifetime of the Participant, only by the Participant. If the Administrator makes an Award transferable, such Award will contain such additional terms and conditions as the Administrator deems appropriate.

13. Adjustments; Dissolution or Liquidation; Merger or Change in Control.

(a) Adjustments. In the event that any dividend or other distribution (whether in the form of cash, Shares, other securities, or other property), recapitalization, stock split, reverse stock split, reorganization, merger, consolidation, split-up, spin-off, combination, repurchase, or exchange of Shares or other securities of the Company, or other change in the corporate structure of the Company affecting the Shares occurs, the Administrator, in order to prevent diminution or enlargement of the benefits or potential benefits intended to be made available under the Plan, may (in its sole discretion) adjust the number and class of Shares that may be delivered under the Plan and/or the number, class, and price of Shares covered by each outstanding Award, the numerical Share limits in Sections 3 and 6 of the Plan and the number of Shares issuable pursuant to Options to be granted under Section 10.

(b) Dissolution or Liquidation. In the event of the proposed dissolution or liquidation of the Company, the Administrator will notify each Participant as soon as practicable prior to the effective date of such proposed transaction. To the extent it has not been previously exercised, an Award will terminate immediately prior to the consummation of such proposed action.

(c) Change in Control. In the event of a Change in Control, each outstanding Award will be assumed or an equivalent option or right substituted by the successor corporation or a Parent or Subsidiary of the successor corporation. In the event that the successor corporation refuses to assume or substitute for the Award, the Participant will fully vest in and have the right to exercise all of his or her outstanding Options and Stock Appreciation Rights, including Shares as to which such Awards would not otherwise be vested or exercisable, all restrictions on Restricted Stock will lapse, and, with respect to Performance Shares and Performance Units, all performance goals or other vesting criteria will be deemed achieved at target levels and all other terms and conditions met. In addition, if an Option or Stock Appreciation Right becomes fully vested and exercisable in lieu of assumption or substitution in the event of a Change in Control, the Administrator will notify the Participant in writing or electronically that the Option or Stock Appreciation Right will be fully vested and exercisable for a period of time determined by the Administrator in its sole discretion, and the Option or Stock Appreciation Right will terminate upon the expiration of such period.

With respect to Awards granted to an Outside Director that are assumed or substituted for, if on the date of or following such assumption or substitution the Participant's status as a Director or a director of the successor corporation, as applicable, is terminated other than upon a voluntary resignation by the Participant, then the Participant will fully vest in and have the right to exercise Options and/or Stock Appreciation Rights as to all of the Optioned Stock, including Shares as to which such Awards would not otherwise be vested or exercisable, all restrictions on Restricted Stock will lapse, and, with respect to Performance Shares and Performance Units, all performance goals or other vesting criteria will be deemed achieved at target levels and all other terms and conditions met.

For the purposes of this subsection (c), an Award will be considered assumed if, following the Change in Control, the Award confers the right to purchase or receive, for each Share subject to the Award immediately prior to the Change in Control, the consideration (whether stock, cash, or other securities or property) or, in the case of a Stock Appreciation Right upon the exercise of which the Administrator determines to pay cash or a Performance Share or Performance Unit which the Administrator can determine to pay in cash, the fair market value of the consideration received in the merger or Change in Control by holders of Common Stock for each Share held on the effective date of the transaction (and if holders were offered a choice of consideration, the type of consideration chosen by the holders of a majority of the outstanding Shares); provided, however, that if such consideration received in the Change in Control is not solely common stock of the successor corporation or its Parent, the Administrator may, with the consent of the successor corporation, provide for the consideration to be received upon the exercise of an Option or Stock Appreciation Right or upon the payout of a Performance Share or Performance Unit, for each Share subject to such Award (or in the case of Performance Units, the number of implied shares determined by dividing the value of the Performance Units by the per share consideration received by holders of Common Stock in the Change in Control), to be solely common stock of the successor corporation or its Parent equal in fair market value to the per share consideration received by holders of Common Stock in the Change in Control.

Notwithstanding anything in this Section 13(c) to the contrary, an Award that vests, is earned or paid-out upon the satisfaction of one or more performance goals will not be considered assumed if the Company or its successor modifies any of such performance goals without the Participant's consent; provided, however, a modification to such performance goals only to reflect the successor corporation's post-Change in Control corporate structure will not be deemed to invalidate an otherwise valid Award assumption.

14. No Effect on Employment or Service. Neither the Plan nor any Award will confer upon a Participant any right with respect to continuing the Participant's relationship as a Service Provider with the Company, nor will they interfere in any way with the Participant's right or the Company's right to terminate such relationship at any time, with or without cause, to the extent permitted by Applicable Laws.

15. Date of Grant. The date of grant of an Award will be, for all purposes, the date on which the Administrator makes the determination granting such Award, or such other later date as is determined by the Administrator. Notice of the determination will be provided to each Participant within a reasonable time after the date of such grant.

16. Term of Plan. Subject to Section 20 of the Plan, the Plan will become effective upon its adoption by the Board. It will continue in effect for a term of ten (10) years unless terminated earlier under Section 17 of the Plan.

17. Amendment and Termination of the Plan.

(a) Amendment and Termination. The Board may at any time amend, alter, suspend or terminate the Plan.

(b) Stockholder Approval. The Company will obtain stockholder approval of any Plan amendment to the extent necessary and desirable to comply with Applicable Laws.

(c) Effect of Amendment or Termination. No amendment, alteration, suspension or termination of the Plan will impair the rights of any Participant, unless mutually agreed otherwise between the Participant and the Administrator, which agreement must be in writing and signed by the Participant and the Company. Termination of the Plan will not affect the Administrator's ability to exercise the powers granted to it hereunder with respect to Awards granted under the Plan prior to the date of such termination.

18. Conditions Upon Issuance of Shares.

(a) Legal Compliance. Shares will not be issued pursuant to the exercise of an Award unless the exercise of such Award and the issuance and delivery of such Shares will comply with Applicable Laws and will be further subject to the approval of counsel for the Company with respect to such compliance.

(b) Investment Representations. As a condition to the exercise of an Award, the Company may require the person exercising such Award to represent and warrant at the time of any such exercise that the Shares are being purchased only for investment and without any present intention to sell or distribute such Shares if, in the opinion of counsel for the Company, such a representation is required.

19. Inability to Obtain Authority. The inability of the Company to obtain authority from any regulatory body having jurisdiction, which authority is deemed by the Company's counsel to be necessary to the lawful issuance and sale of any Shares hereunder, will relieve the Company of any liability in respect of the failure to issue or sell such Shares as to which such requisite authority will not have been obtained.

20. Stockholder Approval. The Plan will be subject to approval by the stockholders of the Company within twelve (12) months after the date the Plan is adopted. Such stockholder approval will be obtained in the manner and to the degree required under Applicable Laws.

Exhibit 21.1

Subsidiaries of Monolithic Power Systems, Inc.

MPS International Ltd. (Bermuda)

MPS International (Shanghai) Ltd.

Chengdu Monolithic Power Systems Co., Ltd.

MPS International Korea Co., Ltd.

MPS Japan G.K.

MPS Japan K.K.

MPS Europe SARL

Hangzhou MPS Semiconductor Technology Ltd.

MPS International (Taiwan) Ltd.

Monolithic Power Systems Netherlands B.V.

EXHIBIT 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement Nos. 333-157095, 333-149027, 333-120886, 333-132411 and 333-140563 on Form S-8 of our report relating to the consolidated financial statements of Monolithic Power Systems, Inc. (the “Company”) dated February 26, 2009, which report expresses an unqualified opinion and includes explanatory paragraphs relating to the adoption of Statement of Financial Accounting Standards No. 157, *Fair Value Measurements*, and the adoption of Financial Accounting Standards Board Interpretation No. 48, *Accounting for Uncertainty in Income Taxes—An interpretation of FASB Statement No. 109*, and our report relating to the effectiveness of the Company’s internal control over financial reporting dated February 26, 2009, appearing in this Annual Report on Form 10-K of Monolithic Power Systems, Inc. for the year ended December 31, 2008.

/s/ Deloitte & Touche LLP

San Jose, California
February 26, 2009

Exhibit 31.01

CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO SECURITIES EXCHANGE ACT RULES 13a-14(a) and 15d-14(a), AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Michael R. Hsing, certify that:

1. I have reviewed this annual report on Form 10-K of Monolithic Power Systems, Inc., a Delaware corporation, for the period ended December 31, 2008, as filed with the Securities and Exchange Commission;

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

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

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the 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 registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

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

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

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

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

Date: February 27, 2009

/S/ MICHAEL R. HSING
Michael R. Hsing
Chief Executive Officer

Exhibit 31.02

CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO SECURITIES EXCHANGE ACT RULES 13a-14(a) and 15d-14(a), AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, C. Richard Neely, Jr., certify that:

1. I have reviewed this annual report on Form 10-K of Monolithic Power Systems, Inc., a Delaware corporation, for the period ended December 31, 2008, as filed with the Securities and Exchange Commission;

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

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

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

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

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

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

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

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

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

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

Date: February 27, 2009

/S/ C. RICHARD NEELY JR.

C. Richard Neely Jr.
Chief Financial Officer

Exhibit 32.01

The following certification shall not be deemed “filed” for purposes of section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, whether made before or after the date hereof and irrespective of any general incorporation language in any filings.

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

In connection with the annual report on Form 10-K of Monolithic Power Systems, Inc., for the year ended December 31, 2008 (the “Report”), each of the undersigned officers of Monolithic Power Systems, Inc. certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to his respective knowledge:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Monolithic Power Systems, Inc. for the periods presented therein.

Date: February 27, 2009

/S/ MICHAEL R. HSING
Michael R. Hsing
Chief Executive Officer

Date: February 27, 2009

/S/ C. RICHARD NEELY JR.
C. Richard Neely Jr.
Chief Financial Officer

A signed original of the above certification has been provided to Monolithic Power Systems, Inc. and will be retained by Monolithic Power Systems, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.