

NEXTEST SYSTEMS CORP
Form S-1/A
March 15, 2006
Table of Contents

As filed with the Securities and Exchange Commission March 15, 2006

Registration No. 333-130100

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 5

to

FORM S-1

REGISTRATION STATEMENT

Under

The Securities Act of 1933

NEXTEST SYSTEMS CORPORATION

(Exact Name of Corporation as Specified in Its Charter)

California (prior to reincorporation)

Delaware (after reincorporation)
(State or other jurisdiction of
incorporation or organization)

3825
(Primary Standard Industrial
Classification Code Number)

77-0470150
(I.R.S. Employer
Identification No.)

Nextest Systems Corporation

1901 Monterey Road, San Jose, CA 95112, (408) 817-7200

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(Address, including zip code and telephone number, including area code, of Registrant's principal executive offices)

Robin Adler

Chief Executive Officer

Nextest Systems Corporation

1901 Monterey Road, San Jose, CA 95112, (408) 817-7200

(Name, address, including zip code and telephone number, including area code, of agent for service)

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Approximate date of commencement of proposed sale to the public: As soon as practicable following the effectiveness of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, please check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering: "

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: "

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If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: "

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box: "

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

Table of Contents

The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

Subject to Completion

Preliminary Prospectus dated March 15, 2006

PROSPECTUS

5,400,000 Shares

Common Stock

This is Nextest Systems Corporation's initial public offering of its common stock. We are offering 4,000,000 shares and the selling stockholders are offering 1,400,000 shares. We will not receive any proceeds from the sale of the shares of our common stock by the selling stockholders. We expect the public offering price to be between \$14.00 and \$16.00 per share.

Currently, no public market exists for the shares. After pricing of the offering, we expect the shares will be quoted on the Nasdaq National Market under the symbol "NEXT".

Investing in our common stock involves risks. See Risk Factors beginning on page 7.

	<u>Per Share</u>	<u>Total</u>
Public offering price	\$	\$
Underwriting discount	\$	\$
Proceeds, before expenses, to Nextest Systems Corporation	\$	\$

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Proceeds, before expenses, to the Selling Stockholders \$ \$

The underwriters may also purchase up to an additional 600,000 shares from us and 210,000 shares from selling stockholders at the public offering price, less the underwriting discount, within 30 days from the date of this prospectus to cover overallotments.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The shares will be ready for delivery on or about _____, 2006.

Merrill Lynch & Co.

Cowen & Company

Needham & Company, LLC

The date of this prospectus is _____, 2006.

Table of Contents

Table of Contents**TABLE OF CONTENTS**

	Page
<u>Prospectus Summary</u>	1
<u>Risk Factors</u>	7
<u>Use of Proceeds</u>	21
<u>Dividend Policy</u>	21
<u>Capitalization</u>	22
<u>Dilution</u>	23
<u>Selected Consolidated Financial Data</u>	25
<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	27
<u>Business</u>	46
<u>Management</u>	59
<u>Related Party Transactions</u>	69
<u>Principal and Selling Stockholders</u>	71
<u>Description of Capital Stock</u>	74
<u>Shares Eligible for Future Sale</u>	77
<u>Underwriting</u>	79
<u>Legal Matters</u>	82
<u>Experts</u>	82
<u>Where You Can Find Additional Information</u>	83
<u>Index to Consolidated Financial Statements</u>	F-1

You should rely only on the information contained in this prospectus. We have not, and the selling stockholders and the underwriters have not, authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the selling stockholders and the underwriters are not, making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information in this prospectus is complete and accurate only as of the date on the front cover of this prospectus. Our business, financial condition, results of operations and prospects may have changed since that date.

We have registered Nextest as our trademark with the U.S. Patent and Trademark Office, and we have applied to register Maverick as our trademark. All other trademarks, service marks and tradenames appearing in this prospectus are the property of their respective owners.

Table of Contents

PROSPECTUS SUMMARY

This summary highlights information contained elsewhere in this prospectus. You should read the entire prospectus carefully, including our financial statements and related notes and the risks of investing in our common stock discussed under Risk Factors before making an investment decision. References to we, us and our refer to Nextest Systems Corporation.

Nextest Systems Corporation

We design, develop, manufacture, sell and service low-cost, high throughput automated test equipment, or ATE, systems for the semiconductor industry. We address rapidly growing, high volume segments within the semiconductor industry such as the flash memory and flash-based system-on-chip markets. Our ATE systems are also used to test other high growth, high volume integrated circuits, or ICs, such as microcontrollers, smart cards, and field programmable logic devices, or FPGAs. In addition to their use in high volume manufacturing, our highly flexible ATE systems are used by engineers to validate and characterize the performance of ICs during the design process. Our systems are predominantly used by our customers to test semiconductors that are used in a wide range of high growth consumer products, including flash-based portable music players, cellular phones, digital cameras and USB flash drives.

The process of designing and manufacturing ICs for applications such as flash memory is complex and capital-intensive, involving multiple steps. Test is required throughout this process, from research and development, or R&D, through manufacturing to quality assurance. At each step, test is often performed more than once. Testing is a critical component of the cost of manufacturing ICs. According to Gartner, an independent research firm, the market for ATE was \$4.8 billion in 2004 and is forecast to grow to \$7.1 billion in 2008. This represents a compound annual growth rate of 10.4%.

According to Gartner, the flash memory market is expected to grow from 82.1 billion megabytes in 2004 to 6,510.9 billion megabytes in 2010. This represents a compound annual growth rate of 107.3% for this period. We believe, flash memory megabyte growth is a good indicator of future demand for flash ATE, and a better indicator than flash memory growth measured in either dollar or unit terms, because the number of ATE systems required for flash memory test depends most directly on the number of megabytes produced. Consequently, as the number of flash megabytes continues to grow, the time required to test these increasing megabytes grows proportionately, resulting in an increase in the amount of ATE required. There is not, however, a one-to-one correlation between flash bit growth and ATE demand. Flash memory is available in two types NAND and NOR, with NAND flash memory expected to have the higher growth rate. Our products are used to test both the NAND and NOR types of flash memory. We believe that our recent historical net revenues have been heavily dependent on the faster growing NAND type.

Growth in the flash memory market is driven by the increasing proliferation of flash-intensive consumer digital products such as portable music players, cellular phones, digital cameras, notebooks and USB flash drives. The rapid growth in flash-intensive consumer digital products has in turn been enabled by rapid advances in flash memory technology that has resulted in large increases in memory size coupled with a dramatic reduction in manufacturing costs.

We are headquartered in San Jose, California and have built a global presence, supporting customers from sites in the U.S., Europe and Asia. Since we shipped our first product in 1998, we have grown our business, expanded our products and services and broadened our customer base through internal growth. As of December 31, 2005, we have shipped over 1,500 systems to more than 60 semiconductor companies worldwide that include leading integrated device manufacturers, or IDMs; fabless semiconductor companies; package, assembly and test companies, or PATs; and wafer fabrication foundries. We rely on a small number of customers for a significant portion of our revenues. For the six months ended December 31, 2005, we had net revenue of \$36.6 million and net income of \$3.3 million compared with net revenue of \$27.5 million and

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net income of \$1.7 million for the six months ended December 31, 2004. For the fiscal year ended June 30, 2005, we reported net revenue of \$48.4 million and a net loss of \$0.3 million compared with net revenue of \$44.5 million and net income of \$6.3 million for the fiscal year ended June 30, 2004.

Table of Contents

Our Solution

We believe our ATE systems provide an optimal combination of cost and performance to a wide segment of the IC marketplace, but particularly for the testing of flash memory and other ICs used in consumer digital products. The key aspects of our solution are:

Optimized flash memory testing capabilities. Our ATE architecture and its implementation provide for optimal flash memory testing. The architecture optimizes parallel test performance by providing multiple independent test resources, including central processing units, or CPUs, pattern generators and timing and voltage sources, to each device under test. Our newest generation of ATE systems, the Magnum product, furthers our flash memory test capabilities, providing higher speed testing and lower cost per pin.

Reduced IC test costs. A significant number of ICs, particularly those used in consumer digital products, do not need the highest performance test capabilities. Rather, the test requirements for this end market are increasingly moving toward low-cost, high throughput, flexible systems capable of testing ICs that often contain integrated memory, logic and analog elements. Our ATE systems are highly flexible, scalable and easy to maintain and program, further contributing to our low-cost solution.

Highly flexible systems. Our ATE systems are equally capable as memory or logic testers. By comparison, many competing systems focus on either logic or memory testing and provide reduced testing capability for the other function. Additionally, our Maverick II system with the Lightning option provides enhanced analog and mixed-signal testing capabilities.

Scalability. Our ATE architecture efficiently scales from personal systems with as few as 16 pins to production systems with as many as 5,120 pins. Our scalable architecture enables us to provide multiple system sizes configured with the number of pins that our customers require.

Reduced time to market. The architecture of our Magnum system enables us to provide low-cost test systems tailored for both engineering and production applications in a single product family. These low-cost systems allow our customers to afford the number of R&D systems they need, enhancing the efficiencies of the design process. Also, with a single product family spanning engineering and production activities, the same test programs can be used in engineering and production.

Our Strategy

Our objective is to be a leading supplier of ATE systems for flash memory and other high volume, low-cost IC markets. Key elements of our strategy include:

Target high volume IC markets such as flash memory. Our ATE systems are optimized for the test challenges of high volume IC markets such as flash memory. We currently focus on ICs used in fast growing consumer products, including portable music players, cellular phones, digital cameras and USB flash drives.

Focus on lowering the cost of test. We strive to provide the lowest overall cost of test for semiconductor manufacturers within our target market segments. We focus on offering appropriate test performance levels, as opposed to maximized performance levels, thereby allowing customers to avoid paying for excessive test capabilities. We believe that our ability to provide a lower cost test solution is the key differentiating factor in our strategy. Our cost and performance capabilities allow us to effectively

target the high-volume low-cost ICs typically used in consumer digital products.

Further penetrate current and new customer base. We intend to continue to build close working relationships with IDMs, fabless semiconductor companies, PATs and wafer fabrication foundries. We have had particular success with customers who use our ATE in their R&D process, and we plan to leverage this installed base in R&D by migrating these customers to production ATE systems. Similarly, we believe that there is a significant opportunity to penetrate new customers as the IC industry becomes increasingly focused on cost and flexibility over maximized performance.

Table of Contents

While we believe that we compete favorably in the markets we serve, we face a variety of challenges. The substantial competition we face in the flash memory ATE market, and in other areas where we seek to grow, represents the greatest challenge we face in increasing our market share. Most of our competitors have substantially greater financial and marketing resources than we have and have long-standing relationships with the companies from whom we intend to win business. To achieve our objective of becoming a leading provider of ATE for flash memory and other high volume, low-cost IC markets, we intend to leverage our advantages, including our focus on low cost as the IC industry is increasingly driven by low-cost consumer products; the flexibility, scalability, and throughput of our product architecture; and the relationships we have with our R&D-only customers by migrating them to also use our ATE for production testing. Our business is subject to numerous risks which are more fully described in the section entitled "Risk Factors", including the cyclical nature of the semiconductor industry, our reliance on a limited number of customers and the potential delays in development of new products.

Company Information

We were incorporated in the State of California on November 7, 1997. We plan to reincorporate in the State of Delaware prior to completion of this offering. Our principal executive offices are located at 1901 Monterey Road, San Jose, California 95112, and our telephone number is (408) 817-7200. We maintain a website at www.nextest.com. The information on our website is not part of this prospectus.

Table of Contents

The Offering

Common stock offered by:

Nextest Systems Corporation	4,000,000 shares
Selling stockholders	1,400,000 shares
Total	5,400,000 shares

Common stock to be outstanding after this offering 16,886,928 shares

Overallotment option 810,000 shares

Use of proceeds We intend to use the net proceeds of this offering received by us for general corporate purposes, including working capital and capital expenditures. We will not receive any proceeds from the shares of common stock sold by the selling stockholders. See the discussion of Use of Proceeds for a more detailed description.

Risk factors See Risk Factors and other information included in this prospectus for a discussion of factors you should carefully consider before deciding to invest in shares of our common stock.

Proposed Nasdaq National Market symbol NEXT

The number of shares of our common stock outstanding after this offering is based on 12,886,928 pro forma shares outstanding on December 31, 2005 (after giving effect to the conversion of our Series A convertible preferred stock and Series B mandatorily redeemable convertible stock as described below) and does not take into account:

2,031,750 shares issuable upon exercise of outstanding options to purchase our common stock at a weighted average exercise price of \$3.84 per share;

1,344,059 shares available for future issuance under our stock option plans;

500,000 shares reserved for issuance under our employee stock purchase plan; and

a 30-day option by the underwriters to purchase up to 600,000 additional shares from us and 210,000 shares from the selling stockholders to cover overallotments.

Unless otherwise indicated, all information in this prospectus:

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is based on a 1 for 2 reverse split of our common stock authorized by our Board of Directors on February 14, 2006, to become effective prior to completion of this offering;

assumes our reincorporation in Delaware prior to completion of this offering;

assumes no exercise of the underwriters' overallotment option to purchase up to 810,000 shares; and

reflects the conversion of all outstanding shares of our Series A convertible preferred stock and Series B mandatorily redeemable convertible stock into 4,262,750 shares of our common stock upon the completion of this offering.

We report results of our operations on the basis of 52 or 53 week periods, ending on the last Saturday in June of each year. Fiscal years 2003, 2004 and 2005 ended on June 28, 2003, June 26, 2004 and June 25, 2005. Fiscal years 2003, 2004 and 2005 were each comprised of 52 weeks. For presentation purposes, we refer in this prospectus and the accompanying financial information to a fiscal year end for each year of June 30. Similarly, for the quarterly reporting periods, we have used for presentation purposes calendar quarter ends.

Table of Contents**NEXTEST SYSTEMS CORPORATION****Summary Consolidated Financial Data**

The following table summarizes the consolidated financial data for our business. You should read this table along with our consolidated financial statements and related notes and our Management's Discussion and Analysis of Financial Condition and Results of Operations included elsewhere in this prospectus. We derived the summary consolidated statements of operations data for the fiscal years ended June 30, 2003, 2004 and 2005 from our audited consolidated financial statements included elsewhere in this prospectus.

The consolidated statements of operations data for the six months ended December 31, 2005 and December 31, 2004 and the consolidated balance sheet data as of December 31, 2005 are derived from our interim unaudited consolidated financial statements included elsewhere in this prospectus. This information has been prepared on the same basis as our annual consolidated financial statements. In the opinion of our management, this quarterly information reflects all adjustments, consisting only of normal recurring adjustments, necessary for a fair statement of the information for the periods presented. Past results of operations are not necessarily indicative of future results.

On February 14, 2006, the Board of Directors authorized a 1 for 2 reverse split of our common stock to become effective prior to completion of this offering. Basic and diluted net income (loss) per share and all shares used in calculating such amounts reflect this reverse stock split for all periods presented.

Pro forma basic and diluted net income (loss) per share has been calculated assuming the conversion of all our Series A convertible preferred stock and Series B mandatorily redeemable convertible preferred stock outstanding as of December 31, 2005 into common stock, as if all such shares had converted as of the date of original issuance.

The pro forma consolidated balance sheet data reflects the conversion of all preferred stock outstanding into common stock upon the closing of this offering. The pro forma as adjusted consolidated balance sheet data reflects the conversion of all preferred stock outstanding into common stock upon the closing of this offering, the issuance and sale by us of 4,000,000 shares in this offering at an assumed initial public offering price of \$15.00 per share, and the receipt of the related net proceeds, after deducting underwriting discounts and commissions and estimated offering expenses, as if these events occurred as of December 31, 2005.

	Fiscal Years Ended June 30,			Six Months Ended December 31,	
	2003	2004	2005	2004	2005
Consolidated Statements of Operations Data: (in thousands, except per share amounts)					
Net revenue	\$ 15,598	\$ 44,450	\$ 48,447	\$ 27,450	\$ 36,630
Gross profit	4,705	23,331	22,920	13,674	18,250
Income (loss) from operations	(7,797)	3,863	(804)	2,557	4,729
Net income (loss)	(6,773)	6,251	(312)	1,725	3,301
Net income (loss) available to common stockholders	\$ (8,373)	\$ 2,114	\$ (4,655)	\$ (782)	\$ 255

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Basic and diluted net income (loss) per share available to common stockholders:

Net income (loss) per share basic	\$ (1.07)	\$ 0.25	\$ (0.54)	\$ (0.09)	\$ 0.03
Net income (loss) per share diluted	\$ (1.07)	\$ 0.22	\$ (0.54)	\$ (0.09)	\$ 0.03
Shares used in per share calculation basic	7,816	8,312	8,663	8,630	8,649
Shares used in per share calculation diluted	7,816	9,457	8,663	8,630	9,486

Table of Contents

	Fiscal Year Ended June 30,	Six Months Ended December 31,
	2005	2005
Unaudited pro forma net income (loss) per share:		
Pro forma net income (loss) per share basic	\$ (0.02)	\$ 0.26
Pro forma net income (loss) per share diluted	\$ (0.02)	\$ 0.24
Pro forma shares used in per share calculation basic	12,926	12,912
Pro forma shares used in per share calculation diluted	12,926	13,748

As of December 31, 2005

	Actual	Pro Forma	Pro Forma As Adjusted
Consolidated Balance Sheet Data:			
(in thousands)			
Cash and cash equivalents	\$ 16,896	\$ 16,896	\$ 71,511
Working capital	32,439	32,439	87,054
Total assets	57,557	57,557	112,172
Series B mandatorily redeemable convertible preferred stock	33,785		
Stockholders' equity	\$ 4,361	\$ 38,146	\$ 92,761

Table of Contents

RISK FACTORS

Investing in our common stock involves a high degree of risk. You should carefully consider the risks described below and all information contained in this prospectus before making an investment decision. Our business could be harmed by any of these risks. The trading price of our common stock could decline due to any of these risks, and you may lose all or part of your investment.

Risks Related to Our Business

Our business and operating results could be harmed by the highly cyclical nature of the semiconductor industry and general economic slowdowns.

Our business and operating results depend in significant part upon capital expenditures of manufacturers of semiconductors, which in turn depend upon the current and anticipated market demand for ICs. Historically, the semiconductor industry has been highly cyclical with recurring periods of over-supply, which have often had a severe negative effect on demand for ATE systems, including systems developed and marketed by us. During these periods, we experienced significant reductions and delays in customer orders, which had a material adverse effect on our business and operating results.

Downturns in the semiconductor industry have significant effects on the market for ATE. The impact of downturns on our financial performance is magnified due to the high proportion of fixed costs in our business, including significant R&D, manufacturing and sales costs, which limit our ability to reduce expenses quickly in response to decreases of orders and revenues. If the worldwide economies do not grow, we expect that the growth we have recently experienced may not be sustainable and that our business may be harmed.

Our quarterly revenue and operating results may fluctuate significantly from period to period, and this may cause our stock price to decline.

In the past we have experienced, and in the future we expect to continue to experience, fluctuations in revenue and operating results from quarter to quarter. These fluctuations occur for a variety of reasons, including:

demand for and market acceptance of our products as a result of the cyclical nature of the ATE industry or otherwise, often resulting in reduced ATE systems sales during industry downturns and increased sales during periods of industry recovery;

fluctuations in demand for flash memory;

order cancellations by customers;

changes in the timing and terms of product orders by customers;

variations in order patterns due to seasonal or annual budget effects;

the loss of a significant customer or reduced orders by that customer;

delays in acceptance of products by our customers as a result of our failure to meet the customers' specification;

changes in the mix of products that we offer, as well as the relative mix of our product and service offerings, thereby affecting our margins in a particular quarter;

delays or problems in the planned introduction of new products;

competitive pressures resulting in lower selling prices in our industry;

reduced margins as a result of attempts to gain market share by lowering the prices that we charge for our products;

Table of Contents

adverse changes in the semiconductor and consumer digital products industries, on which we are particularly dependent, which would likely reduce overall demand for ATE, including our products;

our competitors' announcements of new products, services or technological innovations, which can, among other things, render our products less competitive due to the rapid technological change in our industry;

disruptions in our manufacturing or in the supply of components to us causing us to delay shipment of products; and

provisions to write-off excess or obsolete inventory.

As a result of these factors, we believe that quarter-to-quarter comparisons of our net revenue and operating results may not be meaningful and that these comparisons may not be an accurate indicator of our future performance. Also, sales of a relatively limited number of systems may account for a substantial portion of our orders or net revenue in any particular quarter. Thus, changes in the timing or terms of a small number of transactions could disproportionately affect our operating results in any particular quarter. Moreover, because of the factors listed above and because a significant portion of our expenses are fixed and independent of net revenue in any particular period, it is difficult for us to accurately predict our net revenue and operating results, which may cause our net revenue and operating results in one or more future quarters to be below the expectations of securities analysts or investors. If this occurs, we could experience an immediate and potentially significant decline in the trading price of our stock.

We rely on a small number of customers for a significant portion of our revenues, and the termination of any of these relationships would materially adversely affect our business.

Atmel Corp. accounted for 17% in fiscal 2003, 21% in fiscal 2004, 34% in fiscal 2005 and 7% in the six months ended December 31, 2005 of our net revenue. SanDisk Corp. accounted for 39% in 2003, 26% in 2004, 16% in fiscal 2005 and 26% in the six months ended December 31, 2005 of our net revenue. Further, Hynix accounted for 40% and Samsung for 11% of our net revenue in the six months ended December 31, 2005. Atmel made significant capacity additions of our equipment in the first half of our fiscal year 2005, and at a reduced rate in the second half of fiscal 2005 and the six months ended December 31, 2005. SanDisk was our largest customer in fiscal years 2003 and 2004, and has continued to purchase our products in fiscal 2005 and the six months ended December 31, 2005 at levels comparable to their past orders. The growth in our net revenue since fiscal 2003 has resulted in a lower share of our total net revenue being generated from sales to SanDisk. Our customers are generally not obligated by long-term contracts to purchase our systems, and they frequently evaluate competitive products prior to placing new orders with us. Our customers can cancel or delay orders without any penalties, and because of our reliance on a small number of large customers we cannot effectively require them to pay cancellation charges when canceling or rescheduling their orders with us. The semiconductor industry is highly concentrated, and a small number of companies account for a substantial portion of the purchases of ATE systems generally, including our ATE systems. Consequently, our business and operating results would be materially adversely affected by the loss of, or any reduction in orders by, any of our significant customers, particularly if we were not able to replace that lost revenue with additional orders from new or existing customers.

If demand for flash memory does not continue to rise, our business may be harmed.

The sales of our ATE systems depend significantly on the demand for products incorporating flash memory ICs, such as portable music players, cellular phones, digital cameras, notebooks and USB flash drives. If these markets begin to experience slower growth rates, demand for our products will decline, and we will be increasingly dependent on the development of new markets. There can be no assurance that new markets will develop and grow fast enough, or that our ATE will be competitive in the new markets that develop. In addition, the semiconductor industry may develop alternative technologies that may make the use of flash memory less prevalent. A reduction in the demand for flash memory would

likely result in a reduction in the demand for our products and could harm our business.

Table of Contents

Delays in our ability to obtain customer acceptance for our products would delay the recognition of revenue by us.

Customer purchase orders for our ATE products may require; (1) customer acceptance and/or (2) us to meet customer-specific criteria before the system is accepted by the customer. When a customer purchase order includes obtaining customer acceptance and/or meeting customer-specific criteria, revenue is deferred and recognized only when customer acceptance has been received and/or we have a history of satisfactory customer acceptance and we test the product to customer-specific criteria before delivery. While purchase orders for any of our products may contain such criteria, the likelihood that they will be included is higher when a product is new to the marketplace, or when an existing product is sold for the first time to a new customer. If we are not able to meet customer acceptance criteria in a timely manner, the recognition of revenue from these sales would be delayed.

If our Magnum system does not continue to achieve market acceptance, our revenue growth and profitability will be limited.

Our future financial performance is highly dependent on our ability to sell our Magnum system to new customers as well as our ability to increase sales to existing customers. Customer expense in transitioning to a new ATE system can be significant. Certain prospective customers may be unwilling, or unable, to bear the increased costs of transitioning to a new ATE system. This may make it difficult for us to market and sell Magnum. Furthermore, the competition we face frequently changes as new competitive product offerings are brought to market. We may not be able to transition new customers to our Magnum system or to compete successfully against the future offerings of our competitors.

In addition, if Magnum has actual or perceived reliability, quality, functionality or other problems, we may suffer reduced orders, higher manufacturing costs, inability to recognize revenue, delays in collecting accounts receivable and higher service, support and warranty expenses or inventory write-offs, among other effects. We believe that the acceptance, volume production, timely delivery and customer satisfaction of Magnum is of significant importance to our future financial results. As a result, any inability to correct any technical, reliability, parts shortages or other difficulties or to manufacture and ship Magnum or any future product on a timely basis meeting customer requirements could damage our relationships with current and prospective customers and would materially adversely affect our business, financial condition and results of operations.

If we do not develop and maintain new customer relationships, our ability to generate revenue growth will be adversely affected.

Our ability to increase our sales will depend in part upon our ability to obtain orders from new customers. Obtaining orders from new customers is difficult because some semiconductor manufacturers select one vendor's systems for testing an entire generation of ICs and make substantial investments to develop related test program software and interfaces. Once these semiconductor manufacturers have selected an ATE system vendor, they are likely to continue to purchase test systems from that vendor. Further, some of our target customers may prefer larger, more established vendors. If we are unable to obtain new customers that adopt and implement our products and technology, our business will be harmed.

We face additional difficulties in our efforts to develop new customer relationships abroad. Nationalistic buying practices could favor local competitors or non-local competitors with larger presence in local economies than we have. As a result, we may be forced to partner with local companies in order to compete for business and such arrangements, if available, may negatively impact our financial performance.

We face substantial competition which, among other things, may lead to price pressure and adversely affect our sales and results of operation.

We face substantial competition throughout the world. Our direct competitors include Advantest Corporation, Agilent Technologies Inc., Yokogawa Electric Corporation, Credence Systems Corporation, Eagle

Table of Contents

Test Systems, Inc., LTX Corporation, and Teradyne, Inc. Most of our competitors have substantially greater financial resources and more extensive engineering, manufacturing, marketing and customer support capabilities than we do. Our relatively small size gives us less leverage with component and service vendors than our larger competitors have. Also, some of our larger competitors, having greater resources, may be more willing or able than we are to put capital at risk to win business, for example, by loaning or providing equipment at no charge to customers. We expect our competitors to continue to improve the performance of their current products and to introduce new products, technologies or services that could adversely affect sales of our current and future products and services. Furthermore, some of our competitors have a greater presence abroad than us, which makes it more difficult for us to compete for foreign customers.

In order to gain market share, we may be required to reduce the price of our products, and we may not be able to offset the effect of lower prices through improved absorption of indirect manufacturing costs or reduced direct product costs. This would result in a lower gross profit as a percent of net revenue.

Our competitors may also elect to reduce the price of their products leading to a reduction in average selling prices throughout our industry. Alternatively, our competitors could introduce competing low-cost ATE systems and sell them at a loss. The overall demand for production test equipment is not likely to substantially increase as prices are reduced. Accordingly, price reductions by our competitors may force us to lower our prices, as demand for ATE stays the same. This may limit our opportunities for growth and negatively impact our financial performance.

Some of our competitors provide a bundled solution to the customer, which includes an ATE system and other components of the test platform. In addition, some components of the test platform provided by our competitors may be incompatible with our ATE system or unavailable for sale with our products. We may not be able to compete effectively with these competitors.

Variations in the amount of time it takes for us to sell our systems may cause fluctuations in our net revenue and operating results.

Variations in the length of our sales cycles could cause our net revenue, and therefore our business, financial condition, operating results and cash flows, to fluctuate widely from period to period. These variations often are based upon factors partially or completely outside our control. The factors that affect the length of time it takes for us to complete a sale depend upon many elements including:

customer-specific acceptance criteria that customers may place upon our products;

the complexity of the customer's fabrication processes;

the willingness of customers to adopt new product platforms or products;

the internal technical capabilities and sophistication of the customer; and

the capital expenditures of our customers.

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As a result of these and a number of other factors influencing our sales cycles with particular customers, the period between our initial contact with a potential customer and the time when we recognize revenue from that customer, if ever, varies widely. Our product sales cycles typically can range from six to 12 months. Sometimes our sales cycles can be much longer, particularly when the sales cycle involves developing new applications for our systems, new technology or the introduction of new products. During these cycles, we commit substantial resources to our sales efforts before receiving any revenue, and we may never receive any revenue from a customer despite these efforts.

Table of Contents

Our dependence on subcontractors and single and sole source suppliers may prevent us from delivering an acceptable product on a timely basis.

We rely on subcontractors to manufacture certain subassemblies for our products, and we rely on single source suppliers, some of whom are relatively small in size, for many of the components we use in our products. Many of our products contain some components from sole source suppliers, and some of the parts we use are not readily available from alternate suppliers due to their unique design. For example, we rely on one small supplier with limited operating history for an electronic component used in our Magnum product. If this supplier cannot provide this component on a timely basis, at the same price or at all, our ability to manufacture the Magnum system will suffer.

Should any of our single and sole source suppliers cease manufacture of any of the components that we use in our design and manufacturing, we would have to identify and qualify acceptable replacements from alternative sources of supply, or manufacture these components internally or redesign our products to eliminate the unavailable component. Since the manufacturing of certain components and subassemblies is an extremely complex process, the process of qualifying new subcontractors and new suppliers, or initiating manufacturing internally for these complex components, is a lengthy process and could also materially adversely affect our business, financial condition and results of operations.

In addition to discontinuing parts, suppliers may also extend lead time or increase prices due to capacity constraints or other factors. In order to secure components for the production of products, we may enter into non-cancelable purchase commitments with vendors, or at times make advance payments to suppliers, which could impact our ability to adjust our inventory to declining market demands. Prior commitments of this type may result in an excess of parts as demand for our products decreases. Our reliance on subcontractors gives us less control over the manufacturing process and exposes us to significant risks, especially inadequate capacity, late delivery, substandard quality and high costs. Additionally, we do not have written supply agreements with our subcontractors and suppliers and generally they are under no obligation to provide us with material for as long as our requirements may exist. As a result, the loss or failure to perform by any of these providers could adversely affect our business and operating results.

Continued advances in IC technology may render our products and services uncompetitive.

The IC industry into which we sell our products is characterized by rapid technological changes, frequent new product introductions and evolving industry standards. The success of our product and service offerings will depend on several factors, including our ability to:

properly identify customer needs and anticipate technological advances and industry trends;

innovate, develop and commercialize new technologies and applications in a timely manner;

adjust to changing market conditions; and

differentiate our offerings from those of our competitors.

Our products are used by our customers to develop, test and manufacture their new, as well as current, products. We therefore must anticipate industry trends and develop products in advance of the commercialization of our customers' products. Development of new products generally

requires a substantial investment before we can determine the commercial viability of these innovations. In addition, new methods of testing ICs such as built in self-test, design for test, or structural test initiatives could create the need for a different ATE system or system architecture than we have developed and render our products uncompetitive or obsolete. Any of these factors could materially adversely affect our business, financial condition and results of operations.

If we fail to adequately predict our customers' needs and technological advances, we may invest heavily in R&D of products and services that do not lead to significant revenue, or we may fail to invest in technology

Table of Contents

necessary to meet changing customer demands. Without the timely introduction of new products, services and enhancements that reflect these changes, our products and services would likely become technologically obsolete, and our net revenue and operating results would suffer.

Third parties may claim we are infringing their intellectual property and we could suffer significant litigation or licensing expenses or be prevented from selling our products or services.

Third parties may claim that we are infringing their intellectual property rights. Any litigation regarding patents or other intellectual property could be costly and time-consuming and divert our management and key personnel from our business operations. The complexity of the technology involved and the uncertainty of intellectual property litigation increase these risks. Claims of intellectual property infringement might also require us to enter into costly royalty or license agreements. However, there is no assurance we will be able to obtain royalty or license agreements on terms acceptable to us, or at all. We also may be subject to significant damages or injunctions against development and sale of certain of our products and services.

Third parties may infringe our intellectual property and we may expend significant resources enforcing our rights or suffer competitive injury.

Our success depends, in part, on our ability to protect our proprietary rights and technology. We rely on a combination of copyrights, trademarks, trade secrets, confidentiality provisions and licensing arrangements to establish and protect our proprietary rights. If we fail to successfully enforce our intellectual property rights, our competitive position could suffer, which could harm our business and operating results.

We currently have one United States patent issued, seven patent applications filed in the United States and 11 foreign patent applications pending. Our pending patent applications may not be allowed or competitors may challenge the validity or scope of these patent applications. In addition, our patents may not provide us with a significant competitive advantage.

We may be required to spend significant resources to monitor and protect our intellectual property rights. Monitoring the unauthorized use of our products or intellectual property is difficult and litigation may be necessary in the future to enforce our intellectual property rights. Regardless of the merits of any claim, litigation is expensive and time-consuming and could divert our management's attention from our business operations. We may not be successful in any litigation or in our actions to enforce our intellectual property rights, may not be able to detect any infringement and, as a result, may lose competitive position in the market. In addition, competitors may design around our technology or develop competing technologies. Intellectual property rights may also be unavailable or limited in some foreign countries, which could make it easier for competitors to capture market share in those countries. Accordingly, we may not be able to protect against unauthorized use of our technology by third parties, which could materially harm our business.

If we fail to manage our growth, our business will suffer.

The addition of Magnum to our product offering has required significant expansion to address growth and diversification in our customer base and market opportunities, particularly with large internationally based customers. In order to serve this expanded customer base, we have added to our organizations in Asia and will need to make further additions to these organizations in the future. This expansion may place a strain on our operational and financial resources. Furthermore, some of our officers or senior management personnel have no prior senior management experience at public companies. Additionally, we need to properly implement and maintain our financial and managerial controls, reporting

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systems and procedures, including the increased internal reporting controls and procedures required by the Sarbanes-Oxley Act of 2002 which we will need to begin complying with once we become a public company. These complexities could disrupt our business, distract our management and employees or increase our costs. If we are unable to manage growth effectively, our business, financial condition and results of operations would be affected adversely.

Table of Contents

Failure to plan the production of products accurately or failure to estimate our customers' demand could adversely affect our inventory levels and our income.

Given the cyclical nature of the markets in which we participate, we cannot reliably predict future revenue or profitability. Delivery expectations of our customers are significantly shorter than the time required to purchase components and assemble products. Accordingly, we must order components and build some inventory before we actually receive a purchase order. Our income could be harmed if we are unable to adjust our purchases to market fluctuations, including those caused by the seasonal or cyclical nature of the semiconductor market in which we operate. The sales of our products are dependent, to a large degree, on customers who are subject to cyclical trends in the demand for their products. During a market upturn, our results could be materially and adversely impacted if we do not correctly anticipate demand from our customers, or if we cannot increase our purchases of components parts and services quickly enough to meet increasing demand for our products.

In addition, purchase orders we receive from our customers may be cancelled or postponed, generally without penalty to the customer. If we do not obtain orders as we anticipate, we could have excess inventory that we would not be able to sell, likely resulting in inventory write-downs, which could have a material adverse effect on our business, financial condition and results of operations. Furthermore, if we do not successfully manage the introduction of our new products, our backlog and our inventory of existing products may be affected as our customers switch to our new products. If demand for our new products is higher than we anticipated, we might have insufficient quantities for sale of the product that customers want to buy. If demand is less than we expect, we may experience excess inventories of our new products. In addition, if some of our customers cancel their current orders for our old products in anticipation of our new products, we may have additional excess and obsolete inventories and be forced to incur additional charges.

Backlog is not necessarily indicative of our results in any future period.

At December 31, 2005, our backlog of unfilled orders for all products and services was \$16.2 million, compared with \$10.9 million at December 31, 2004. While backlog is calculated on the basis of purchase orders, orders may be subject to cancellation or delay by the customer with limited or no penalty. Our backlog at any particular date, therefore, is not necessarily indicative of actual sales which may be generated for any succeeding period. Historically, our backlog levels have fluctuated based upon the ordering patterns of our customers and changes in our manufacturing capacity. Furthermore, our backlog may be affected by our limited visibility in the semiconductor capital equipment industry and potential delays of delivery dates by our customers. These potential delays or cancellations by our customers may have a materially negative effect on our results of operations.

Products that do not meet customer specifications or contain defects that harm our customers could damage our reputation and cause us to lose customers and revenue.

The complexity and on-going development of our products could lead to design or manufacturing problems. Our ATE systems may fail to meet our customers' technical requirements, or may contain defects, which cause damage to our customers' production lines or facilities. Any of these problems may harm our customers' businesses. If any of our products fail to meet specifications or have reliability or quality problems, our reputation could be damaged significantly and customers might be reluctant to buy our products, which could result in a decline in net revenue, an increase in product returns and the loss of existing customers or failure to attract new customers. In addition, if any of our products fail to accurately test our customers' products, it may result in our customers shipping faulty ICs. Besides damaging our reputation, our customers may sue us for any consequential damages they incur as a result of such problems in our ATE systems. These problems may adversely affect customer relationships, as well as our business, financial condition and results of operations.

Table of Contents

Economic, political and other risks associated with international sales and operations, particularly in Asia, could adversely affect our sales.

Since we sell our products and services worldwide, our business is subject to risks associated with doing business internationally. Our revenue originating outside of North America, including export sales from our United States manufacturing facilities to foreign locations, as a percentage of our total net revenue, was 62.7% in fiscal year 2003, 61.7% in fiscal year 2004, 58.5% in fiscal year 2005 and 85.5% in the six months ended December 31, 2005. These international sales will continue to be subject to certain risks, including:

changes in regulatory requirements;

tariffs, trade protection measures, import or export licensing requirements and other barriers;

political and economic instability;

the adverse effect of fears surrounding outbreaks of Avian flu, recurrence of severe acute respiratory syndrome, or SARS, or other diseases, on our business and sales and that of our customers and suppliers, especially in Asia;

natural disasters affecting the regions in which we sell products;

foreign currency exchange rate fluctuations and their impact on the delivered costs of our U.S. dollar denominated products to foreign customers;

effective management of our foreign subsidiaries and operations;

potential adverse tax expenses;

collection of our accounts receivable; and

protection of our intellectual property rights.

In particular, many international economies have been highly volatile in the past, resulting in significant fluctuations in local currencies and other instabilities. Several countries in which we sell products in Asia have been affected by the occurrence of Avian flu, SARS and other diseases. These instabilities continue and may occur again in the future. Our exposure to the business risks presented by the economies of Asia will increase to the extent that we continue to expand our operations in that region. An outbreak of Avian flu, SARS or other diseases could result in delay in customer acceptance of our products or prevent us from installing or servicing our products sold in the affected region.

We are also subject to the risks associated with the imposition of domestic and foreign legislation, regulations and currency restrictions relating to the import or export of semiconductor manufacturing equipment and software products. We cannot predict whether the import and export of our products will be adversely affected by changes in, or enactment of new quotas, duties, taxes or other charges or restrictions imposed by the

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United States or any other country in the future. Any of these factors or the adoption of restrictive policies could have a material adverse effect on our business, financial condition or results of operations.

Furthermore, international turmoil, exacerbated by the situations in Iraq, Iran and North Korea, tensions in Israel and civil war in the Philippines have contributed to an uncertain political and economic climate, both in the United States and globally, which may affect our ability to generate revenue on a predictable basis. In addition, terrorist attacks and the threat of future terrorist attacks, both domestically and internationally, have negatively impacted worldwide economies. As we sell products both in the United States and internationally, the threat of future terrorist attacks may adversely affect our business. These conditions make it difficult for us and for our customers to accurately forecast and plan future business activities and could have a material adverse effect on our business, financial condition and results of operations.

Table of Contents

The semiconductor labor market is very competitive and our business will suffer if we are not able to hire and retain key personnel.

Our business is dependent on technology expertise which only a very limited number of engineers possess. The loss of any of our key employees, including Robin Adler, our Chief Executive Officer, Tim Moriarty, our Vice President of Sales and Marketing, or Craig Foster, our Vice President of Engineering, or a broader loss of any of our employees who are highly-skilled in our specialized sector of IC test technology, would materially adversely affect our business, financial condition and results of operations. Because of our small size, it is more difficult for us to hire and retain qualified personnel. In addition, competition for qualified personnel in the technology and public company financial reporting areas is intense and we operate in several geographic locations where labor markets are particularly competitive, including the San Francisco Bay Area region where our headquarters and central R&D laboratories are located.

If our facilities were to experience catastrophic loss, including natural disasters, our operations would be seriously harmed.

Our operations and those of our customers, suppliers and subcontractors are vulnerable to interruptions by fire, flood, earthquake, power loss, terrorist attack, outbreak of infectious diseases, war and other events beyond our control. Our facilities could be subject to a catastrophic loss caused by natural disasters, including fires and earthquakes. In particular, we have significant facilities in areas with above average seismic activity, such as our production facilities and headquarters in California. We have one facility in San Jose, California, where we perform important components of our manufacturing process, and all final assembly and test prior to customer shipment. We have no back up location for this facility. If this facility were to experience a catastrophic loss, it could disrupt our operations, delay production and shipments, reduce revenue and result in large expenses to repair or replace the facility. We do not carry insurance or financial reserves for interruptions or potential losses arising from earthquakes or terrorism. A catastrophic event that results in the destruction of any of our critical business or information technology systems could severely affect our ability to conduct normal business operations and as a result, our business and future operating results could be adversely affected.

We may incur a variety of costs to engage in future acquisitions of companies, products or technologies and the anticipated benefits of those acquisitions may never be realized.

We may make acquisitions of, or significant investments in, complementary companies, products or technologies, although no acquisition or investments are currently pending. Any future acquisitions would be accompanied by risks such as:

difficulties in assimilating the operations and personnel of acquired companies;

diversion of our management's attention from on-going business concerns;

our potential inability to maximize our financial and strategic position through the successful incorporation of acquired technology and rights into our products and services;

additional expense associated with amortization of acquired assets;

maintenance of uniform standards, controls, procedures and policies;

impairment of existing relationships with employees, suppliers and customers as a result of the integration of new management personnel;

dilution to our stockholders in the event we issue stock as consideration to finance an acquisition; and

increased leverage if we incur debt to finance an acquisition.

To date, we have limited experience effecting or managing the integration of acquisitions and investments. As a result, we may not be able to successfully integrate any business, products, technologies or personnel that we might acquire in the future and our failure to do so could harm our business.

Table of Contents

Failure to raise additional capital on favorable terms, or at all, may prohibit us from expanding our operations and investing in new products.

We anticipate that our existing capital resources will enable us to meet our current operating cash needs for the next 12 months. However, our future capital requirements will depend on many factors, including working capital needs, the timing and extent of spending to support product development efforts, the expansion of sales and marketing activities, the timing of introductions of new products and enhancements to existing products, the cost to ensure access to adequate manufacturing capacity and the market acceptance of our products. To the extent that existing cash and cash equivalents, together with any cash from operations, are insufficient to fund our future activities, we may need to raise additional funds through public or private equity or debt financings.

Our Series B Preferred Stock (the Series B Preferred) has a mandatory redemption provision. The estimated redemption value of the Series B Preferred, as determined on December 31, 2005, is \$41.2 million (unaudited). The Series B Preferred stockholders had an option to redeem upon a majority of the stockholders making such an election 60 days prior to November 29, 2005. On December 22, 2004, the Series B Preferred stockholders agreed to change the date of the redemption option from November 29, 2005 to November 29, 2006. Each share of the outstanding preferred stock will automatically convert to common stock if this offering is consummated and such offering is at least \$25 million and \$10.00 per share. If this offering is not consummated, we will either need to obtain a modification of the redemption date from the Series B Preferred stockholders or otherwise raise additional capital.

Future equity financings could be dilutive to the existing holders of our common stock. Future debt financings could involve restrictive covenants. We may not be able to obtain financing with favorable interest rates. If we cannot raise funds on acceptable terms, if and when needed, we may not be able to develop or enhance our products and services, take advantage of future opportunities, grow our business or respond to competitive pressures or unanticipated requirements, which could materially adversely affect our business, financial condition and results of operations.

Risks Related to the Offering

Our securities have no prior trading history and we cannot assure you that our stock price will not decline after the offering.

Before this offering, there has not been a public market for our common stock and an active public market for our common stock may not develop or be sustained after this offering. The market price of our common stock could be subject to significant fluctuations after this offering. Among the factors that could affect our stock price are:

quarterly variations in our operating results;

our ability to continue to successfully sell Magnum, to develop and introduce other new products, and to manage new product transitions;

fluctuations in demand for flash memory;

changes in net revenue or earnings estimates or publication of research reports by analysts;

strategic actions by us or our competitors, such as acquisitions or restructurings;

loss of any major customer;

actions by our competitors that result in us losing business;

announcements relating to any of our key customers, significant suppliers or the semiconductor manufacturing and capital equipment industry generally;

Table of Contents

loss of key employees;

general market conditions and the cyclical nature of the semiconductor industry;

domestic and international factors unrelated to our performance; and

any of the other risk factors described in this section.

The stock markets in general, and the markets for technology stocks in particular, have experienced extreme volatility that has often been unrelated to the operating performance of particular companies. These broad market fluctuations may adversely affect the trading price of our common stock. In particular, you may not be able to resell your shares at or above the initial public offering price, which will be determined by negotiations between representatives of the underwriters and us.

Our officers, directors and principal stockholders will control 51.6% of our common stock after this offering and will be able to significantly influence corporate actions.

After this offering, our officers, directors and principal stockholders will control approximately 51.6% of our common stock. As a result, these stockholders, acting together, will 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. The interests of this group of stockholders may not always coincide with our interests or the interests of other stockholders. This concentration of ownership may have the effect of delaying or preventing a change in control and might adversely affect the market price of our common stock. In addition, this significant concentration of share ownership may adversely affect the trading price of our common stock because investors often perceive disadvantages to owning stock in companies with controlling stockholders.

Securities analysts may not initiate coverage of our common stock or may issue negative reports and this may have a negative impact on our common stock's market price.

The trading market for our common stock will rely in part on the research and reports that industry or financial analysts publish about us or our business. If securities analysts do not cover our common stock after the completion of this offering because of our small size, the lack of research coverage may adversely affect our common stock's market price. If one or more of the analysts who cover us downgrades our stock, our stock price would likely decline rapidly. If one or more of these analysts ceases coverage of our company, we could lose visibility in the market, which in turn could cause our stock price to decline. In addition, rules mandated by the Sarbanes-Oxley Act of 2002 and a global settlement reached in 2003 between the SEC, other regulatory agencies and a number of investment banks, will lead to a number of fundamental changes in how analysts are reviewed and compensated. In particular, investment banking firms may contract with independent financial analysts for their stock research. It may be difficult for companies with smaller market capitalizations, such as ours, to attract independent financial analysts that will cover our common stock. This could have a negative effect on our market price.

A sale of a substantial number of shares of our common stock may cause the price of our common stock to decline.

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Sales of a substantial number of shares of our common stock in the public market following this offering could harm the market price of our common stock. As additional shares of our common stock become available for resale in the public market, the supply of shares of our common stock will increase, which could decrease the price. There will be approximately 11.4 million additional shares of our common stock eligible for sale beginning 180 days after the effective date of this prospectus, as lock-up arrangements between our stockholders and the underwriters expire. This number includes approximately eight million shares of common stock that are subject to registration rights.

Table of Contents

The underwriters may have a conflict of interest in connection with this offering.

Affiliates of Needham & Company, LLC; Cowen & Co., LLC and Merrill Lynch & Co., which are acting as underwriters in this offering, are beneficial owners, as determined under SEC rules, of an aggregate of 2,400,000 shares, or 28.2%, 1,028,000 shares, or 12.1%, and 800,000 shares, or 9.4%, respectively, of our outstanding preferred stock. Beneficial ownership under SEC rules includes the right to vote or dispose of a security. As a result, the underwriters may have a conflict of interest in connection with this offering. In determining conflict of interest issues, the Conduct Rules of the National Association of Securities Dealers, Inc. (the "NASD") requires consideration of only those shares in which there is an economic or pecuniary interest to the underwriter, as compared to having the right to vote or dispose of a security. As determined by the Conduct Rules of the NASD, affiliates of Needham & Company, LLC and Merrill Lynch & Co., have an economic interest in approximately 2.0% and 9.4%, respectively, of our outstanding preferred stock; however, entities affiliated with Cowen & Co., LLC have an economic interest in an aggregate of approximately 11.3% of our outstanding preferred stock. Needham & Company, LLC's and Cowen & Co., LLC's economic interest in our preferred stock is lower than their beneficial ownership as determined by SEC rules because of the structure of their holdings through limited partnerships. Because Cowen & Co., LLC has an economic interest in more than 10% of our outstanding preferred stock, it may be deemed to have a conflict of interest with us pursuant to Rule 2720(b)(7) of the Conduct Rules of the NASD. The circumstances described above may present a conflict of interest because certain of the underwriters participating in this offering may have an interest in the successful completion of this offering in addition to the underwriting discounts and commissions they expect to receive, potentially resulting in a higher public offering price. Accordingly, we are conducting this offering pursuant to the applicable provisions of Rule 2720 of the Conduct Rules of the NASD. Rule 2720 of the Conduct Rules of the NASD provides that, among other things, when a NASD member firm participates in an offering of securities of a company of which the member is an affiliate or with which the member has a conflict of interest, the initial public offering price can be no higher than that recommended by a qualified independent underwriter. Needham & Company, LLC, who beneficially owns less than 5% of our outstanding preferred stock as determined by the Conduct Rules of the NASD, is serving as the qualified independent underwriter in this offering and will recommend a price in compliance with the requirements of Rule 2720(c)(3)(A) of the Conduct Rules of the NASD. The initial public offering price for our shares of common stock to be sold in this offering will be no higher than the price recommended by Needham & Company, LLC, in its capacity as the qualified independent underwriter with respect to this offering.

We may incur increased costs as a result of recently enacted and proposed changes in laws and regulations.

Recently enacted and proposed changes in the laws and regulations affecting public companies, including the provisions of the Sarbanes-Oxley Act of 2002 and rules and regulations of the SEC and the Nasdaq Stock Market, will result in increased costs to us. Because of our size, this additional cost is significant as a percentage of our total net revenue. The new rules could make it more difficult or costly for us to obtain certain types of insurance, including director and officer liability insurance, and we may be forced to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. The impact of these events could also make it more difficult for us to attract and retain qualified persons to serve on our board of directors, our board committees or as executive officers. The estimates we have made of the additional costs related to these new rules and regulations or the timing of such costs could be wrong, and we could be forced to spend more than we have estimated.

Changes in or interpretations of accounting rules and regulations, such as expensing of stock options, could result in unfavorable accounting charges or require us to change our compensation policies.

Accounting methods and policies of semiconductor capital equipment manufacturing companies are subject to review, interpretation and guidance from relevant accounting authorities, including the SEC. For

Table of Contents

example, the Financial Accounting Standards Board or, FASB, has issued Statement of Financial Accounting Standard 123 (revised 2004), or SFAS 123(R) that is effective for us for our interim period beginning January 1, 2006. SFAS 123(R) requires us to expense on the date of grant the fair value of stock options. This will result in an increase in our operating expenses. As a result, we may choose to reduce our reliance on stock options as a compensation tool. If we reduce our use of stock options and do not adopt other forms of compensation, it may be more difficult for us to attract and retain qualified employees. If we do not reduce our reliance on stock options, our operating expenses would increase. For a company of our relatively small size to stay competitive in the San Francisco Bay Area region, we rely on stock options to retain existing employees and attract new employees. Although we believe that our accounting practices are consistent with current accounting pronouncements, changes to or interpretations of accounting methods or policies in the future may require us to adversely revise how our financial statements are prepared.

If we fail to maintain adequate internal control over financial reporting, if we are unable to timely complete our assessment of the effectiveness of our internal control over financial reporting, or if our independent registered public accounting firm cannot attest to our assessment of our internal control over financial reporting we could be subject to regulatory sanctions and a loss of public confidence and the trading price of our stock could be negatively impacted.

Effective internal reporting controls are necessary for us to provide reliable financial reports and effectively detect and prevent fraud. Pursuant to Section 404 of the Sarbanes-Oxley Act of 2002, we will be required beginning with our fiscal year ending June 30, 2007 to include in our annual report our assessment of the effectiveness of our internal control over financial reporting. Furthermore, our registered independent public accounting firm will be required to report on our assessment of the effectiveness of our internal control over financial reporting and separately report on the effectiveness of our internal control over financial reporting. We have not yet completed our assessment of the effectiveness of our internal control over financial reporting. If we fail to timely complete this assessment, or if our independent registered public accounting firm cannot attest to our assessment, we could be subject to regulatory sanctions and a loss of public confidence. Also, the lack of effective internal control over financial reporting may adversely impact our ability to prepare timely and accurate financial statements.

Anti-takeover provisions in our charter, bylaws and under Delaware law may make an acquisition of us or a change in our management more difficult, even if an acquisition or a management change would be beneficial to our stockholders.

Provisions in our charter and bylaws in effect as of the initial closing of this offering may delay or prevent a change in our management. Some of these provisions allow us to issue preferred stock without any vote or further action by the stockholders and require advance notification of stockholder proposals and nominations of candidates for election as directors. Our bylaws provide that special meetings of the stockholders may be called only by our Chairman, President, the board of directors or holders of not less than 20% of our common stock. These provisions may prevent or delay a change in our board of directors or our management, which is appointed by our board of directors. In addition, because we are incorporated in Delaware, we are governed by the provisions of Section 203 of the Delaware General Corporation Law. Section 203 may prohibit large stockholders, in particular those owning 15% or more of our outstanding voting stock, from merging or combining with us. These provisions in our charter, bylaws and under Delaware law could reduce the price that investors might be willing to pay for shares of our common stock in the future and result in the market price being lower than it would be without these provisions.

We may spend a substantial portion of the net proceeds of this offering in ways that do not yield a favorable return.

We have broad discretion to allocate the net proceeds from this offering. As a result, investors in this offering will be relying upon our judgment with only limited information about our specific intentions regarding

Table of Contents

the use of proceeds. We cannot assure you that the proceeds will be applied in a manner that yields a favorable return. Furthermore, if we are successful in our business, we may require additional cash due to working capital and other needs sooner than anticipated. Such additional cash may not be available on favorable terms, or at all.

New investors will experience immediate and substantial dilution in the value of their common stock following this offering.

The assumed initial public offering price is substantially higher than the tangible book value per share of our common stock. Investors purchasing common stock in this offering will, therefore, incur immediate dilution of \$9.51 in net tangible book value per share of common stock, based on an assumed initial public offering price of \$15.00 per share. Investors will also incur additional dilution upon the exercise of outstanding stock options. As a result of this dilution, investors purchasing stock in this offering may receive significantly less than the full purchase price that they paid for the shares purchased in this offering in the event of liquidation. You will also incur dilution to the extent that the underwriters exercise their overallocation option. See **Dilution** for a more complete description of the dilution that you will incur.

Special Note Regarding Forward-Looking Statements

This prospectus contains forward-looking statements. The forward-looking statements are contained principally in the sections entitled **Prospectus Summary**, **Risk Factors**, **Use of Proceeds**, **Management's Discussion and Analysis of Financial Condition and Results of Operations** and **Business**. These statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to be materially different from any future results, performances or achievements expressed or implied by the forward-looking statements. Forward-looking statements include, but are not limited to, statements about:

our estimated use of the proceeds of this offering;

our estimates for future performance;

our estimates for market acceptance of Magnum and other new products;

the demand for flash memory;

our estimates regarding the growth of the semiconductor and ATE markets; and

our estimates regarding our capital requirements and our needs for additional financing.

In some cases, you can identify forward-looking statements by terms such as **anticipates**, **believes**, **could**, **estimates**, **expects**, **may**, **plans**, **potential**, **predicts**, **projects**, **should**, **will**, **would** and similar expressions intended to identify forward-looking statements. Forward-looking statements reflect our current views with respect to future events and are based on assumptions and subject to risks and uncertainties. We discuss many of these risks in this prospectus in greater detail under the heading **Risk Factors**. Given these uncertainties, you should not place undue reliance on these forward-looking statements. Also, forward-looking statements represent our estimates and assumptions only as of the date of this prospectus. You should read this prospectus and the documents that we reference in this prospectus and have filed as exhibits to the

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registration statement, of which this prospectus is a part, completely and with the understanding that our actual future results may be materially different from what we expect.

Except as required by law, we assume no obligation to update such forward-looking statements publicly, or to update the reasons actual results could differ materially from those anticipated in such forward-looking statements, even if new information becomes available in the future.

Table of Contents

USE OF PROCEEDS

At an assumed initial public offering price of \$15.00 per share, we will receive \$54.6 million from our sale of shares of common stock in this offering, after deducting estimated offering expenses of approximately \$1.2 million, that includes \$0.3 million of offering expenses paid by us on behalf of the selling shareholders, and the underwriting discount. At an assumed initial public offering price of \$15.00 per share, the selling stockholders will receive \$19.5 million from their sale of 1,400,000 shares of common stock in this offering, after deducting the underwriting discount. We will not receive any portion of the net proceeds received by the selling stockholders from the sale of their shares. None of the net proceeds to us will be paid to our affiliates. If the underwriters exercise their over-allotment option in full, we will receive an additional \$8.4 million in net proceeds at an assumed public offering price of \$15.00 per share.

The principal purposes of this offering are to create a public market for our common stock, to facilitate our future access to the public capital markets and to provide us with flexibility in the future, including the flexibility to acquire additional businesses, products or technologies either with the net proceeds from this offering or through the publicly traded common stock we create through this offering. We have no present intention to acquire any such businesses, products or technologies. We intend to use the net proceeds of this offering for general corporate purposes, including working capital and capital expenditures. Capital expenditures may include the expansion of our facilities. Prior to using the net proceeds from this offering for these purposes, we intend to invest the funds in liquid, interest bearing, investment grade securities.

Management's plans for the proceeds of this offering are subject to change due to unforeseen cash requirements. We cannot specify with certainty the particular uses for the net proceeds to be received upon completion of this offering. Accordingly, our management team will have broad discretion in using the net proceeds of this offering.

DIVIDEND POLICY

Since our incorporation, we have not declared or paid any cash dividends on our common stock and do not expect to do so in the foreseeable future. We currently intend to retain all available funds for use in the operation and expansion of our business.

Table of Contents**CAPITALIZATION**

The following table sets forth our capitalization as of December 31, 2005 on an actual, pro forma and pro forma as adjusted basis. This table does not include:

2,031,750 shares issuable upon exercise of outstanding options to purchase our common stock at a weighted average exercise price of \$3.84 per share;

1,344,059 shares available for future issuance under our stock option plans; and

500,000 shares reserved for issuance under our employee stock purchase plan.

The pro forma information assumes the automatic conversion of all our outstanding shares of Series A convertible preferred stock and Series B mandatorily redeemable convertible preferred stock into 4,262,750 shares of common stock upon the completion of this offering.

The pro forma as adjusted information gives effect to the sale in this offering of 4,000,000 shares of common stock at an assumed initial public offering price of \$15.00 per share, less underwriting discounts and commissions and estimated offering expenses payable by us of \$1.2 million that includes \$0.3 million of offering expenses paid by us on behalf of the selling shareholders. The pro forma as adjusted information also assumes the automatic conversion of all our outstanding shares of Series A convertible preferred stock and Series B mandatorily redeemable convertible preferred stock into 4,262,750 shares of common stock upon the completion of this offering.

This table should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operation and the financial statements and related notes included elsewhere in this prospectus.

	As of December 31, 2005		
	Actual	Pro Forma	Pro Forma As Adjusted
	(\$ in thousands)		
Series B mandatorily redeemable convertible preferred stock: \$2.50 par value; authorized: 8,000,000 shares actual, no shares pro forma or pro forma as adjusted; issued and outstanding: 8,000,000 shares actual, no shares pro forma or pro forma as adjusted	\$ 33,785	\$	\$
Stockholders' equity:			
Series A convertible preferred stock, \$3.00 par value; authorized: 500,000 shares actual, no shares pro forma or pro forma as adjusted; issued and outstanding: 500,000 shares actual, no shares pro forma or pro forma as adjusted	1,490		
Common stock:			
\$0.001 par value; authorized: 140,000,000 shares actual, pro forma and pro forma as adjusted; issued and outstanding: 8,624,178 shares actual, 12,886,928 shares pro forma and 16,886,928 shares pro forma as adjusted	9	13	17
Additional paid in capital	4,739	40,010	94,965

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Deferred stock-based compensation	(1,877)	(1,877)	(1,877)
Retained earnings (deficit)			(344)
	<u> </u>	<u> </u>	<u> </u>
Total stockholders' equity	4,361	38,146	92,761
	<u> </u>	<u> </u>	<u> </u>
Total capitalization	\$ 38,146	\$ 38,146	\$ 92,761
	<u> </u>	<u> </u>	<u> </u>

Table of Contents**DILUTION**

The pro forma net tangible book value of our common stock as of December 31, 2005 was \$38.1 million, or approximately \$2.96 per share. Pro forma net tangible book value per share represents our total tangible assets less our total liabilities divided by the pro forma number of shares of our common stock outstanding on a pro forma basis to give effect to the automatic conversion of all outstanding shares of our convertible preferred stock into common stock upon the closing of this offering.

After giving effect to the sale by us of 4,000,000 shares of our common stock in this offering at an assumed initial public offering price of \$15.00 per share, less the underwriting discounts and commissions and estimated offering expenses payable by us, our pro forma as adjusted net tangible book value as of December 31, 2005 would have been \$92.8 million, or approximately \$5.49 per share. This represents an immediate increase in pro forma net tangible book value of \$2.53 per share to existing stockholders and an immediate dilution of \$9.51 per share to new investors purchasing our common stock in this offering.

The following table illustrates the per share dilution to new investors:

Assumed initial public offering price per share	\$ 15.00
Pro forma net tangible book value per share as of December 31, 2005	\$ 2.96
Increase in pro forma net tangible book value per share attributable to this offering	2.53
	<hr/>
Adjusted pro forma net tangible book value per share after this offering	5.49
	<hr/>
Dilution in per share to new investors in this offering	\$ 9.51
	<hr/>

After this offering and assuming the exercise in full of all options outstanding and exercisable as of December 31, 2005, our adjusted pro forma net tangible book value per share as of December 31, 2005 would be \$5.32 per share, representing an immediate increase in net tangible book value of \$2.36 per share to existing stockholders and an immediate dilution in net tangible book value of \$9.68 per share to new investors.

The following table summarizes, on a pro forma as adjusted basis as of December 31, 2005, the differences between the number of shares of common stock purchased from us, the total price and the average price per share paid by existing stockholders and by the new investors, before deducting the underwriting discounts and commissions and estimated offering expenses payable by us, at an assumed initial public offering price of \$15.00 per share. (In thousands, except percentages):

	Shares Purchased		Total Consideration		Average Price Per Share
	Number	Percent	Amount	Percent	
Existing common and preferred stockholders	12,887	76%	\$ 21,800	27%	\$ 1.69
New investors	4,000	24	60,000	73	15.00
	<hr/>	<hr/>	<hr/>	<hr/>	
Total	16,887	100%	\$ 81,800	100%	\$ 4.84

The existing stockholder amounts in the table above have been calculated on a pro forma basis, which includes shares outstanding as of December 31, 2005 (after giving effect to the conversion of all outstanding shares of our convertible preferred stock into common stock upon the closing of this offering), but excludes:

2,031,750 shares issuable upon exercise of outstanding options to purchase our common stock at a weighted average exercise price of \$3.84 per share;

1,344,059 shares available for future issuance under our stock option plans; and