

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

FORM 10-Q

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

For the quarterly period ended

MARCH 31, 2011

or

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

For the transition period from _____ to _____

Commission File Number 000-30205

CABOT MICROELECTRONICS CORPORATION

(Exact name of registrant as specified in its charter)

DELAWARE
(State of Incorporation)

36-4324765
(I.R.S. Employer Identification No.)

870 NORTH COMMONS DRIVE
AURORA, ILLINOIS
(Address of principal executive offices)

60504
(Zip Code)

Registrant's telephone number, including area code: (630) 375-6631

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 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 whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

YES NO

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

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

YES NO

As of April 30, 2011, the Company had 23,515,270 shares of Common Stock, par value \$0.001 per share, outstanding.

CABOT MICROELECTRONICS CORPORATION

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PART I. FINANCIAL INFORMATION
ITEM 1.

CABOT MICROELECTRONICS CORPORATION
CONSOLIDATED STATEMENTS OF INCOME
(Unaudited and in thousands, except per share amounts)

	Three Months Ended March 31,		Six Months Ended March 31,	
	2011	2010	2011	2010
Revenue	\$ 109,660	\$ 98,556	\$ 223,865	\$ 196,228
Cost of goods sold	<u>56,927</u>	<u>49,091</u>	<u>113,701</u>	<u>96,355</u>
Gross profit	52,733	49,465	110,164	99,873
Operating expenses:				
Research, development and technical	14,919	12,908	28,775	25,489
Selling and marketing	6,791	6,530	14,271	12,852
General and administrative	11,567	12,699	23,243	23,944
Total operating expenses	<u>33,277</u>	<u>32,137</u>	<u>66,289</u>	<u>62,285</u>
Operating income	19,456	17,328	43,875	37,588
Other income (expense), net	646	(440)	(289)	(379)
Income before income taxes	20,102	16,888	43,586	37,209
Provision for income taxes	<u>7,010</u>	<u>5,941</u>	<u>14,002</u>	<u>13,138</u>
Net income	<u>\$ 13,092</u>	<u>\$ 10,947</u>	<u>\$ 29,584</u>	<u>\$ 24,071</u>
Basic earnings per share	<u>\$ 0.57</u>	<u>\$ 0.47</u>	<u>\$ 1.29</u>	<u>\$ 1.04</u>
Weighted average basic shares outstanding	<u>23,032</u>	<u>23,263</u>	<u>22,857</u>	<u>23,205</u>
Diluted earnings per share	<u>\$ 0.55</u>	<u>\$ 0.47</u>	<u>\$ 1.26</u>	<u>\$ 1.03</u>
Weighted average diluted shares outstanding	<u>23,693</u>	<u>23,485</u>	<u>23,395</u>	<u>23,367</u>

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

CABOT MICROELECTRONICS CORPORATION
CONSOLIDATED BALANCE SHEETS
(Unaudited and in thousands, except share amounts)

	<u>March 31,</u> <u>2011</u>	<u>September 30,</u> <u>2010</u>
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 278,334	\$ 254,164
Accounts receivable, less allowance for doubtful accounts of \$1,148 at March 31, 2011, and \$1,121 at September 30, 2010	60,049	57,456
Inventories	55,608	51,896
Prepaid expenses and other current assets	23,045	13,973
Deferred income taxes	4,308	3,540
Total current assets	<u>421,344</u>	<u>381,029</u>
Property, plant and equipment, net	117,336	115,811
Goodwill	42,477	40,436
Other intangible assets, net	16,365	17,089
Deferred income taxes	1,295	8,044
Other long-term assets	10,690	9,347
Total assets	<u>\$ 609,507</u>	<u>\$ 571,756</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 16,330	\$ 17,521
Capital lease obligations	664	1,296
Accrued expenses and other current liabilities	24,420	34,513
Total current liabilities	<u>41,414</u>	<u>53,330</u>
Capital lease obligations, net of current portion	7	12
Other long-term liabilities	5,416	4,071
Total liabilities	<u>46,837</u>	<u>57,413</u>
Commitments and contingencies (Note 8)		
Stockholders' equity:		
Common Stock: Authorized: 200,000,000 shares, \$0.001 par value; Issued: 27,530,323 shares at March 31, 2011, and 26,384,715 shares at September 30, 2010	27	26
Capital in excess of par value of common stock	267,698	228,103
Retained earnings	413,351	383,767
Accumulated other comprehensive income	24,065	18,538
Treasury stock at cost, 4,044,187 shares at March 31, 2011, and 3,446,069 shares at September 30, 2010	<u>(142,471)</u>	<u>(116,091)</u>
Total stockholders' equity	<u>562,670</u>	<u>514,343</u>
Total liabilities and stockholders' equity	<u>\$ 609,507</u>	<u>\$ 571,756</u>

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

CABOT MICROELECTRONICS CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited and amounts in thousands)

	Six Months Ended March 31,	
	2011	2010
Cash flows from operating activities:		
Net income	\$ 29,584	\$ 24,071
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	12,028	12,642
Provision for doubtful accounts	30	(117)
Share-based compensation expense	7,198	6,395
Deferred income tax expense (benefit)	2,379	(249)
Non-cash foreign exchange (gain) loss	(51)	1,127
Loss on disposal of property, plant and equipment	38	68
Other	281	27
Changes in operating assets and liabilities:		
Accounts receivable	(2,349)	(2,285)
Inventories	(3,379)	(3,161)
Prepaid expenses and other assets	(5,602)	(537)
Accounts payable	(2,896)	1,232
Accrued expenses, income taxes payable and other liabilities	(9,972)	8,408
Net cash provided by operating activities	<u>27,289</u>	<u>47,621</u>
Cash flows from investing activities:		
Additions to property, plant and equipment	(9,737)	(5,338)
Proceeds from sales of property, plant and equipment	1	-
Purchase of patents	-	(115)
Proceeds from the sale of investments	25	50
Net cash used in investing activities	<u>(9,711)</u>	<u>(5,403)</u>
Cash flows from financing activities:		
Repurchases of common stock	(26,380)	(751)
Net proceeds from issuance of stock	31,835	1,391
Windfall tax benefits associated with share-based compensation expense	908	-
Principal payments under capital lease obligations	(637)	(595)
Net cash provided by financing activities	<u>5,726</u>	<u>45</u>
Effect of exchange rate changes on cash	866	(500)
Increase in cash and cash equivalents	24,170	41,763
Cash and cash equivalents at beginning of period	254,164	199,952
Cash and cash equivalents at end of period	<u>\$ 278,334</u>	<u>\$ 241,715</u>
Supplemental disclosure of non-cash investing and financing activities:		
Purchases of property, plant and equipment in accrued liabilities and accounts payable at the end of the period	\$ 2,489	\$ 790
Issuance of restricted stock	6,693	4,985

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

CABOT MICROELECTRONICS CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited and in thousands, except share and per share amounts)

1. BACKGROUND AND BASIS OF PRESENTATION

Cabot Microelectronics Corporation ("Cabot Microelectronics", "the Company", "us", "we" or "our") supplies high-performance polishing slurries and pads used in the manufacture of advanced integrated circuit (IC) devices within the semiconductor industry, in a process called chemical mechanical planarization (CMP). CMP polishes surfaces at an atomic level, thereby enabling IC device manufacturers to produce smaller, faster and more complex IC devices with fewer defects. We develop, produce and sell CMP slurries for polishing many of the conducting and insulating materials used in IC devices, and also for polishing the disk substrates and magnetic heads used in hard disk drives. We also develop, manufacture and sell CMP polishing pads, which are used in conjunction with slurries in the CMP process. We also pursue other demanding surface modification applications through our Engineered Surface Finishes (ESF) business where we believe we can leverage our expertise in CMP consumables for the semiconductor industry to develop products for demanding polishing applications in other industries. For additional information, refer to Part 1, Item 1, "Business", in our annual report on Form 10-K for the fiscal year ended September 30, 2010.

The unaudited consolidated financial statements have been prepared by Cabot Microelectronics Corporation pursuant to the rules of the Securities and Exchange Commission (SEC) and accounting principles generally accepted in the United States of America. In the opinion of management, these unaudited consolidated financial statements include all normal recurring adjustments necessary for the fair presentation of Cabot Microelectronics' financial position as of March 31, 2011, cash flows for the six months ended March 31, 2011, and March 31, 2010, and results of operations for the three and six months ended March 31, 2011, and March 31, 2010. The results of operations for the three and six months ended March 31, 2011 may not be indicative of results to be expected for future periods, including the fiscal year ending September 30, 2011. These unaudited consolidated financial statements should be read in conjunction with the consolidated financial statements and related notes thereto included in Cabot Microelectronics' annual report on Form 10-K for the fiscal year ended September 30, 2010.

The consolidated financial statements include the accounts of Cabot Microelectronics and its subsidiaries. All intercompany transactions and balances between the companies have been eliminated as of March 31, 2011.

Results of Operations

The results of operations for the three and six months ended March 31, 2011 include certain adjustments to correct prior period amounts, which we have determined to be immaterial to the current period and the prior periods to which they relate. An adjustment in the second quarter of fiscal 2011 reduced net income for the quarter by \$671 and diluted earnings per share by approximately \$0.03. This adjustment relates to income tax expense of \$671 recorded for certain compensation in fiscal 2008 through 2010 for which a previous tax benefit should not have been recorded. Adjustments in the first quarter of fiscal 2011 relate to: (1) \$1,474 (\$1,014, net of tax) in employer-paid fringe benefits for required contributions to our 401(k) Plan, Supplemental Employee Retirement Plan, and non-United States statutory pension plans as a result of our annual payment pursuant to our fiscal 2010 annual incentive cash bonus program (AIP); (2) the reversal of a \$497 deferred tax asset regarding certain share-based compensation expense which is not subject to such tax treatment; and (3) our under accrual of \$290 (\$199, net of tax) for payments made pursuant to the AIP as a result of the calculation of results against goals under the AIP. Collectively, these adjustments reduced net income for the first six months of fiscal 2011 by \$2,381 and diluted earnings per share by approximately \$0.10.

CABOT MICROELECTRONICS CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited and in thousands, except share and per share amounts)

2. FAIR VALUE OF FINANCIAL INSTRUMENTS

On October 1, 2009, we adopted the accounting provisions that relate to the fair value of non-financial assets and non-financial liabilities. We did not elect the fair value option for any non-financial assets or non-financial liabilities that were not previously required to be measured at fair value under other generally accepted accounting principles. The adoption of these new provisions did not have a material impact on our results of operations, financial position or cash flows.

Fair value is defined as the price that would be received from the sale of an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The FASB established a three-level hierarchy for disclosure based on the extent and level of judgment used to estimate fair value. Level 1 inputs consist of valuations based on quoted market prices in active markets for identical assets or liabilities. Level 2 inputs consist of valuations based on quoted prices for similar assets or liabilities, quoted prices for identical assets or liabilities in an inactive market, or other observable inputs. Level 3 inputs consist of valuations based on unobservable inputs that are supported by little or no market activity.

The following table presents assets that we measured at fair value on a recurring basis at March 31, 2011 and September 30, 2010. As permitted under the relevant standards, we have chosen to not measure any of our current liabilities at fair value as we believe our current liabilities approximate their fair value due to their short-term, highly liquid characteristics. We have classified the following assets in accordance with the fair value hierarchy set forth in the applicable standards. In instances where the inputs used to measure the fair value of an asset fall into more than one level of the hierarchy, we have classified them based on the lowest level input that is significant to the determination of the fair value.

March 31, 2011	Level 1	Level 2	Level 3	Total Fair Value
Cash and cash equivalents	\$ 278,334	\$ -	\$ -	\$ 278,334
Auction rate securities (ARS)	-	-	8,041	8,041
Other long-term investments	952	-	-	952
Total	\$ 279,286	\$ -	\$ 8,041	\$ 287,327

September 30, 2010	Level 1	Level 2	Level 3	Total Fair Value
Cash and cash equivalents	\$ 254,164	\$ -	\$ -	\$ 254,164
Auction rate securities (ARS)	-	-	8,066	8,066
Other long-term investments	-	-	-	-
Total	\$ 254,164	\$ -	\$ 8,066	\$ 262,230

Our cash and cash equivalents consist of various bank accounts used to support our operations and investments in institutional money-market funds which are traded in active markets. The fair value of our long-term ARS is determined through two discounted cash flow analyses, one using a discount rate based on a market index comprised of tax exempt variable rate demand obligations and one using a discount rate based on the LIBOR swap curve, adding a risk factor to reflect current liquidity issues in the ARS market. Our other long-term investments represent the fair value of investments under the Cabot Microelectronics Supplemental Employee Retirement Plan (SERP), which is a nonqualified supplemental savings plan. The fair value of the investments is determined through quoted market prices within actively traded markets. Although the investments are allocated to individual participants and investment decisions are made solely by those participants, the SERP has been deemed a nonqualified plan. Consequently, the Company owns the assets and the related liability for disbursement until such time a participant makes a qualifying withdrawal, and should have recorded the assets and liability in our Consolidated Balance Sheet in prior periods. As a result, during the quarter ended March 31, 2011, we established a long-term asset of \$952 representing the fair value of SERP investments held at March 31 and a corresponding liability of \$952 in other long-term liabilities on our Consolidated Balance Sheet.

CABOT MICROELECTRONICS CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited and in thousands, except share and per share amounts)

We applied accounting standards regarding the classification and valuation of financial instruments to the valuation of our investment in ARS at March 31, 2011. Our ARS investments at March 31, 2011 consisted of two tax exempt municipal debt securities with a total par value of \$8,275. The ARS market began to experience illiquidity in early 2008, and this illiquidity continues. Despite this lack of liquidity, there have been no defaults of the underlying securities and interest income on these holdings continues to be received on scheduled interest payment dates. Our ARS, when purchased, were generally issued by A-rated municipalities. Although the credit ratings of both municipalities have been downgraded since our original investment, the ARS are credit enhanced with bond insurance and currently carry a credit rating of AA+ by Standard and Poors.

Since an active market for ARS does not currently exist, we determine the fair value of these investments using a Level 3 discounted cash flow analysis and also consider other factors such as the reduced liquidity in the ARS market and nature of the insurance backing. Key inputs to our discounted cash flow model include projected cash flows from interest and principal payments and the weighted probabilities of improved liquidity or debt refinancing by the issuer. We also incorporate certain Level 2 market indices into the discounted cash flow analysis, including published rates such as the LIBOR rate, the LIBOR swap curve and a municipal swap index published by the Securities Industry and Financial Markets Association. The following table presents a reconciliation of the activity in fiscal 2011 for fair value measurements using level 3 inputs:

Balance as of October 1, 2010	\$	8,066
Net sales of ARS		(25)
Balance as of March 31, 2011	\$	<u>8,041</u>

Based on our fair value assessment, we determined that one ARS continues to be impaired as of March 31, 2011. This security has a fair value of \$3,091 (par value \$3,325). We assessed the impairment in accordance with the applicable standards and determined that the impairment was due to the lack of liquidity in the ARS market rather than to credit risk. We have maintained the \$234 temporary impairment that we previously recorded. We believe that this ARS is not permanently impaired because in the event of default by the issuer, we expect the insurance provider would pay interest and principal following the original repayment schedule, we successfully monetized at par value \$25 of this security during our fiscal quarter ended March 31, 2011 and we do not intend to sell the security nor do we believe we will be required to sell the security before the value recovers, which may be at maturity. We determined that the fair value of the other ARS was not impaired as of March 31, 2011. See Note 5 for more information on these investments.

3. INVENTORIES

Inventories consisted of the following:

	<u>March 31,</u> <u>2011</u>	<u>September 30,</u> <u>2010</u>
Raw materials	\$ 24,828	\$ 23,542
Work in process	4,330	3,189
Finished goods	<u>26,450</u>	<u>25,165</u>
Total	<u>\$ 55,608</u>	<u>\$ 51,896</u>

The increase in inventory from September 30, 2010 was primarily due to the increased level of demand for our products during the six months of fiscal 2011.

CABOT MICROELECTRONICS CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited and in thousands, except share and per share amounts)

4. GOODWILL AND OTHER INTANGIBLE ASSETS

Goodwill was \$42,477 as of March 31, 2011, and \$40,436 as of September 30, 2010. The increase in goodwill was due to foreign exchange fluctuations of the New Taiwan Dollar.

Goodwill and indefinite lived intangible assets are tested for impairment annually in the fourth quarter of the fiscal year or more frequently if indicators of potential impairment exist, using a fair-value-based approach. The recoverability of goodwill is measured at the reporting unit level, which is defined as either an operating segment or one level below an operating segment. We have consistently determined the fair value of our reporting units using a discounted cash flow analysis of our projected future results. The recoverability of indefinite lived intangible assets is measured using the royalty savings method. The use of discounted projected future results is based on assumptions that are consistent with our estimates of future growth within the strategic plan used to manage the underlying business. Factors requiring significant judgment include assumptions related to future growth rates, discount factors, royalty rates and tax rates, among others. Changes in economic and operating conditions that occur after the annual impairment analysis or an interim impairment analysis that impact these assumptions may result in future impairment charges. We completed our annual impairment test during our fourth quarter of fiscal 2010 and concluded that no impairment existed. There were no indicators of potential impairment during the quarter ended March 31, 2011, so we did not perform an impairment review for goodwill and indefinite lived intangible assets during the quarter. There have been no cumulative impairment charges recorded on the goodwill of any of our reporting units.

The components of other intangible assets are as follows:

	March 31, 2011		September 30, 2010	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Other intangible assets subject to amortization:				
Product technology	\$ 8,379	\$ 3,448	\$ 8,206	\$ 2,926
Acquired patents and licenses	8,115	6,291	8,115	6,135
Trade secrets and know-how	2,550	2,550	2,550	2,550
Distribution rights, customer lists and other	12,555	4,135	11,939	3,300
Total other intangible assets subject to amortization	31,599	16,424	30,810	14,911
Total other intangible assets not subject to amortization*	1,190		1,190	
Total other intangible assets	\$ 32,789	\$ 16,424	\$ 32,000	\$ 14,911

* Total other intangible assets not subject to amortization consist primarily of trade names.

CABOT MICROELECTRONICS CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited and in thousands, except share and per share amounts)

Amortization expense on our other intangible assets was \$682 and \$1,344 for the three and six months ended March 31, 2011, respectively. Amortization expense on our other intangible assets was \$599 and \$1,193 for the three and six months ended March 31, 2010, respectively. Estimated future amortization expense for the five succeeding fiscal years is as follows:

Fiscal Year	Estimated Amortization Expense
Remainder of 2011	\$ 1,361
2012	2,689
2013	2,523
2014	2,478
2015	2,438

5. OTHER LONG-TERM ASSETS

Other long-term assets consisted of the following:

	March 31, 2011	September 30, 2010
Long-term ARS	\$ 8,041	\$ 8,066
Other long-term assets	1,697	1,281
Other long-term investments	952	-
Total	<u>\$ 10,690</u>	<u>\$ 9,347</u>

As discussed in Note 2 of this Form 10-Q, our two ARS that we owned as of March 31, 2011 are classified as long-term investments. The securities are credit enhanced with bond insurance to a AA+ credit rating and all interest payments continue to be received on a timely basis. Although we believe these securities will ultimately be collected in full, we believe that it is not likely that we will be able to monetize the securities in our next business cycle (which for us is generally one year). We maintain a \$234 pretax reduction (\$151 net of tax) in fair value on one of the ARS that we had recognized as of September 30, 2010. We assessed the impairment and determined that the impairment was temporary as it was related to the illiquid ARS market rather than credit risk. In addition, we continue to believe this decline in fair value is temporary based on the nature of the underlying debt, the presence of bond insurance, our expectation that the issuer may refinance its debt, the fact that all interest payments have been received, our successful monetization of \$25 of this ARS during the quarter ended March 31, 2011 and our intention not to sell the security nor be required to sell the security until the value recovers, which may be at maturity, given our current cash position, our expected future cash flow, and our unused debt capacity.

As discussed in Note 2 of this Form 10-Q, we recorded a long-term asset and a corresponding long-term liability of \$952 representing the fair value of our SERP investments as of March 31, 2011.

CABOT MICROELECTRONICS CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited and in thousands, except share and per share amounts)

6. ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES

Accrued expenses and other current liabilities consisted of the following:

	<u>March 31, 2011</u>	<u>September 30, 2010</u>
Accrued compensation	\$ 14,863	\$ 25,752
Goods and services received, not yet invoiced	4,470	4,359
Warranty accrual	329	375
Taxes, other than income taxes	1,367	1,162
Other	3,391	2,865
Total	<u>\$ 24,420</u>	<u>\$ 34,513</u>

The decrease in accrued compensation was primarily due to the payment of our AIP earned in fiscal 2010, partially offset by six months of accrual under our AIP related to fiscal 2011.

7. DERIVATIVE FINANCIAL INSTRUMENTS

Periodically we enter into forward foreign exchange contracts in an effort to mitigate the risks associated with currency fluctuations on certain foreign currency balance sheet exposures. Our foreign exchange contracts do not qualify for hedge accounting; therefore, the gains and losses resulting from the impact of currency exchange rate movements on our forward foreign exchange contracts are recognized as other income or expense in the accompanying consolidated income statements in the period in which the exchange rates change. We do not use derivative financial instruments for trading or speculative purposes. In addition, all derivatives, whether designated in hedging relationships or not, are required to be recorded on the balance sheet at fair value. At March 31, 2011, we had one forward foreign exchange contract to sell Japanese yen related to intercompany notes with one of our subsidiaries in Japan and for the purpose of hedging the risk associated with a net transactional exposure in Japanese yen.

The fair value of our derivative instrument included in the Consolidated Balance Sheet was as follows:

	<u>Balance Sheet Location</u>	<u>Asset Derivatives</u>		<u>Liability Derivatives</u>	
		Fair Value at March 31, 2011	Fair Value at September 30, 2010	Fair Value at March 31, 2011	Fair Value at September 30, 2010
Derivatives not designated as hedging instruments					
Foreign exchange contracts	Prepaid expenses and other current assets	\$ 56	\$ 5	\$ -	\$ -
	Accrued expenses and other current liabilities	\$ -	\$ -	\$ -	\$ -

CABOT MICROELECTRONICS CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited and in thousands, except share and per share amounts)

The following table summarizes the effect of our derivative instrument on our Consolidated Statement of Income for the three and six months ended March 31:

Statement of Income Location	Gain (Loss) Recognized in Statement of Income			
	Three Months Ended		Six Months Ended	
	March 31, 2011	March 31, 2010	March 31, 2011	March 31, 2010
Derivatives not designated as hedging instruments				
Foreign exchange contracts	\$ 133	\$ (20)	\$ (62)	\$ 470

8. CONTINGENCIES

LEGAL PROCEEDINGS

While we are not involved in any legal proceedings that we believe will have a material impact on our consolidated financial position, results of operations or cash flows, we periodically become a party to legal proceedings in the ordinary course of business. For example, in January 2007, we filed a legal action against DuPont Air Products NanoMaterials LLC (DA Nano), a CMP slurry competitor, in the United States District Court for the District of Arizona, charging that DA Nano’s manufacturing and marketing of CMP slurries infringe certain CMP slurry patents that we own. The affected DA Nano products include certain products used for tungsten CMP. We filed our infringement complaint as a counterclaim in response to an action filed by DA Nano in the same court in December 2006 that sought declaratory relief and alleged non-infringement, invalidity and unenforceability regarding some of the patents at issue in our complaint against DA Nano. DA Nano filed its complaint following our refusal of its request that we license to it our patents raised in its complaint. DA Nano’s complaint did not allege any infringement by our products of intellectual property owned by DA Nano. From June 14 through July 8, 2010, a jury trial for the case was held. All of Cabot Microelectronics’ patents at issue in the case were found valid. However, the jury found that DA Nano’s products at issue do not infringe the asserted claims of these patents. In November 2010, we filed a Notice of Appeal regarding infringement, and DA Nano filed a cross-appeal, both of which are pending. While the outcome of this and any legal matter cannot be predicted with certainty, we continue to believe that our claims and defenses in the pending action are meritorious, and we intend to continue to pursue and defend them.

Refer to Note 17 of “Notes to the Consolidated Financial Statements” in Item 8 of Part II of our annual report on Form 10-K for the fiscal year ended September 30, 2010, for additional information regarding commitments and contingencies.

PRODUCT WARRANTIES

We maintain a warranty reserve that reflects management’s best estimate of the cost to replace product that does not meet customers’ specifications and performance requirements, and costs related to such replacement. The warranty reserve is based upon a historical product replacement rate, adjusted for any specific known conditions or circumstances. Additions and deductions to the warranty reserve are recorded in cost of goods sold. Our warranty reserve requirements changed during the first six months of fiscal 2011 as follows:

Balance as of September 30, 2010	\$ 375
Reserve for product warranty during the reporting period	543
Settlement of warranty	(589)
Balance as of March 31, 2011	<u>\$ 329</u>

CABOT MICROELECTRONICS CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited and in thousands, except share and per share amounts)

9. SHARE-BASED COMPENSATION PLANS

We currently issue share-based payments under the following programs: our Second Amended and Restated Cabot Microelectronics Corporation 2000 Equity Incentive Plan, as amended and restated September 23, 2008 ("2000 Equity Incentive Plan"); our Cabot Microelectronics Corporation 2007 Employee Stock Purchase Plan, as Amended and Restated January 1, 2010 (ESPP), and, pursuant to our 2000 Equity Incentive Plan, our Directors' Deferred Compensation Plan, as amended September 23, 2008, and our 2001 Executive Officer Deposit Share Program. For additional information regarding these programs, refer to Note 12 of "Notes to the Consolidated Financial Statements" included in Item 8 of Part II of our annual report on Form 10-K for the fiscal year ended September 30, 2010. In conjunction with certain cost reduction initiatives we implemented in the second quarter of fiscal 2009, the ESPP was amended as of January 19, 2009 to suspend the 15% discount from the fair market value of our stock that employees previously received on their ESPP purchases. Pursuant to the amended ESPP, effective with the six-month period beginning January 1, 2009, the ESPP shares were purchased at a price equal to the lower of the closing price at the beginning or end of each semi-annual offering period. In light of improved economic and industry conditions, the ESPP was amended again as of January 1, 2010 to reinstate the 15% discount effective January 1, 2010.

We record share-based compensation expense for all share-based awards, including stock option grants, restricted stock and restricted stock unit awards and employee stock purchases. We calculate share-based compensation expense using the straight-line approach based on awards ultimately expected to vest, which requires the use of an estimated forfeiture rate. Our estimated forfeiture rate is primarily based on historical experience, but may be revised in future periods if actual forfeitures differ from the estimate. We use the Black-Scholes model to estimate the grant date fair value of our stock options and employee stock purchases. This model requires the input of highly subjective assumptions, including the price volatility of the underlying stock, the expected term of our stock options and the risk-free interest rate. We estimate the expected volatility of our stock options based on a combination of our stock's historical volatility and the implied volatilities from actively-traded options on our stock. We calculate the expected term of our stock options using the simplified method, due to our limited amount of historical option exercise data, and we add a slight premium to this expected term for employees who meet the definition of retirement eligible pursuant to their grants during the contractual term of the grant. The simplified method uses an average of the vesting term and the contractual term of the option to calculate the expected term. The risk-free rate is derived from the U.S. Treasury yield curve in effect at the time of grant.

Share-based compensation expense for the three and six months ended March 31, 2011, and 2010, was as follows:

	Three Months Ended		Six Months Ended	
	March 31,		March 31,	
	2011	2010	2011	2010
Cost of goods sold	\$ 289	\$ 235	\$ 613	\$ 483
Research, development and technical	243	220	554	462
Selling and marketing	264	235	580	536
General and administrative	2,973	2,394	5,451	4,914
Total share-based compensation expense	3,769	3,084	7,198	6,395
Tax benefit	1,337	1,098	2,552	2,277
Total share-based compensation expense, net of tax	\$ 2,432	\$ 1,986	\$ 4,646	\$ 4,118

CABOT MICROELECTRONICS CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited and in thousands, except share and per share amounts)

Our non-employee directors received their annual equity award in March 2011. The award agreements continue to provide for immediate vesting of the award at the time of termination of service for any reason other than by reason of Cause, Death, Disability or a Change in Control, as defined in the Cabot Microelectronics Corporation 2000 Equity Incentive Plan, if at such time the non-employee director has completed an equivalent of at least two full terms as a director of the Company, as defined in the Company's bylaws. Five of the Company's non-employee directors had completed at least two full terms of service as of the date of the March 2011 award. Consequently, the requisite service period for the award has already been satisfied and we recorded the fair value of \$1,010 of the awards to these five directors to share-based compensation expense in the fiscal quarter ended March 31, 2011 rather than recording that expense over the one-year vesting period stated in the award agreement.

For additional information regarding the estimation of fair value, refer to Note 12 of "Notes to the Consolidated Financial Statements" included in Item 8 of Part II of our annual report on Form 10-K for the fiscal year ended September 30, 2010.

10. OTHER INCOME (EXPENSE), NET

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

	Three Months Ended March 31,		Six Months Ended March 31,	
	2011	2010	2011	2010
Interest income	\$ 63	\$ 38	\$ 141	\$ 82
Interest expense	(37)	(60)	(81)	(131)
Other income (expense)	620	(418)	(349)	(330)
Total other income (expense), net	<u>\$ 646</u>	<u>\$ (440)</u>	<u>\$ (289)</u>	<u>\$ (379)</u>

The increase in other income (expense) was primarily due to foreign exchange effects on revenues and expenses, primarily related to changes in the exchange rate of the Japanese yen and the New Taiwan dollar to the U.S. dollar, net of the gains and losses incurred on forward foreign exchange contracts discussed in Note 7 of this Form 10-Q.

11. COMPREHENSIVE INCOME

The components of comprehensive income were as follows:

	Three Months Ended March 31,		Six Months Ended March 31,	
	2011	2010	2011	2010
Net income	\$ 13,092	\$ 10,947	\$ 29,584	\$ 24,071
Other comprehensive income:				
Foreign currency translation adjustment	(1,609)	105	5,517	(1,229)
Minimum pension liability adjustment	5	6	10	13
Total comprehensive income	<u>\$ 11,488</u>	<u>\$ 11,058</u>	<u>\$ 35,111</u>	<u>\$ 22,855</u>

The foreign currency translation adjustments during the three and six months ended March 31, 2011 and 2010 primarily resulted from the changes in the exchange rates of the U.S. dollar relative to the Japanese yen and the New Taiwan dollar.

CABOT MICROELECTRONICS CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited and in thousands, except share and per share amounts)

12. INCOME TAXES

Our effective income tax rate was 34.9% and 32.1% for the three and six months ended March 31, 2011, respectively, compared to 35.2% and 35.3% for the three and six months ended March 31, 2010. The decrease in the effective tax rate during fiscal 2011 reflects the election that we made in the fourth quarter of fiscal 2010 to permanently reinvest the earnings of certain of our foreign subsidiaries outside of the U.S. rather than repatriate those earnings to the U.S., and the reinstatement of the U.S. research and experimentation tax credit in December 2010, which is retroactively effective as of January 1, 2010. These decreases were partially offset by the impact of \$671 in income tax expense related to certain compensation in fiscal 2008 through 2010 for which a previous tax benefit should not have been recorded, and the reversal of a \$497 deferred tax asset related to certain share-based compensation expense, as discussed in Note 1 under the heading "Results of Operations".

13. EARNINGS PER SHARE

The standards of accounting for earnings per share require companies to provide a reconciliation of the numerator and denominator of the basic and diluted earnings per share computations. Basic and diluted earnings per share were calculated as follows:

	Three Months Ended March 31,		Six Months Ended March 31,	
	2011	2010	2011	2010
Numerator:				
Earnings available to common shares	\$ 13,092	\$ 10,947	\$ 29,584	\$ 24,071
Denominator:				
Weighted average common shares (Denominator for basic calculation)	23,031,947	23,262,631	22,857,413	23,205,318
Weighted average effect of dilutive securities:				
Share-based compensation	661,307	222,795	537,355	162,078
Diluted weighted average common shares (Denominator for diluted calculation)	23,693,254	23,485,426	23,394,768	23,367,396
Earnings per share:				
Basic	\$ 0.57	\$ 0.47	\$ 1.29	\$ 1.04
Diluted	\$ 0.55	\$ 0.47	\$ 1.26	\$ 1.03

For the three months ended March 31, 2011 and 2010, approximately 1.3 million and 2.6 million shares, respectively, attributable to outstanding stock options were excluded from the calculation of diluted earnings per share because the exercise price of the options was greater than the average market price of our common stock and, therefore, their inclusion would have been anti-dilutive.

For the six months ended March 31, 2011 and 2010, approximately 1.4 million and 2.6 million shares, respectively, attributable to outstanding stock options were excluded from the calculation of diluted earnings per share because the exercise price of the options was greater than the average market price of our common stock and, therefore, their inclusion would have been anti-dilutive.

CABOT MICROELECTRONICS CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited and in thousands, except share and per share amounts)

14. FINANCIAL INFORMATION BY INDUSTRY SEGMENT AND PRODUCT LINE

We operate predominantly in one industry segment – the development, manufacture, and sale of CMP consumables.

Revenue generated by product line for the three and six months ended March 31, 2011, and 2010, was as follows:

Revenue:	Three Months Ended March 31,		Six Months Ended March 31,	
	2011	2010	2011	2010
Tungsten slurries	\$ 40,258	\$ 35,402	\$ 82,205	\$ 71,449
Dielectric slurries	29,746	28,421	60,928	55,258
Copper slurries	19,502	18,176	40,016	35,462
Polishing pads	7,724	7,213	16,089	13,855
Data storage slurries	6,975	5,042	14,085	11,110
Engineered Surface Finishes	5,455	4,302	10,542	9,094
Total revenue	<u>\$ 109,660</u>	<u>\$ 98,556</u>	<u>\$ 223,865</u>	<u>\$ 196,228</u>

15. NEW ACCOUNTING PRONOUNCEMENTS

In October 2010, we adopted new accounting standards regarding the recognition of a controlling financial interest in a variable interest entity (VIE). The primary beneficiary of a VIE is defined as the enterprise that has both: 1) the power to direct the activities of a VIE that most significantly impact the entity's economic performance; and 2) the obligation to absorb losses of the entity that could potentially be significant to the VIE or the right to receive benefits from the entity that could potentially be significant to the VIE. The new standards also require ongoing reassessments of whether an enterprise is the primary beneficiary of a VIE. The adoption of these new standards did not have any impact on our results of operations, financial position or cash flows as we do not currently have any interest or arrangements that are considered variable interest entities.

In October 2010, we adopted new accounting standards regarding the recognition of revenue for multiple deliverable revenue arrangements. The new standards modify the fair value requirements regarding the recognition of revenue under multiple deliverable arrangements by allowing the use of the best estimate of selling price in addition to vendor-specific objective evidence (VSOE) and third-party evidence (TPE) for determining the selling price of a deliverable. A vendor is now required to use its best estimate of the selling price when VSOE or TPE of the selling price cannot be determined. In addition, the residual method of allocating arrangement consideration is no longer permitted. The adoption of these new standards did not have a material effect on our results of operations, financial position or cash flows.

CABOT MICROELECTRONICS CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(Unaudited and in thousands, except share and per share amounts)

In October 2010, we adopted new accounting standards regarding revenue arrangements that include software elements. The guidance in these new standards modifies the existing accounting rules regarding the recognition of revenue from the sale of software to exclude: (a) non-software components of tangible products; and (b) software components of tangible products that are sold, licensed or leased with tangible products when the software components and non-software components of the tangible product function together to deliver the tangible product's essential functionality. The adoption of these new standards did not have a material effect on our results of operations, financial position or cash flows.

In January 2010, the FASB issued ASU No. 2010-06, "Fair Value Measurements and Disclosures (Topic 820) – Improving Disclosures about Fair Value Measurements" (ASU 2010-06). ASU 2010-06 provides amendments to the rules regarding the disclosure of fair value measurements and clarifies the language in certain existing disclosures. New disclosures include a discussion of the transfers in and out of Level 1 and 2 measurements as well as a reconciliation of gross activity for Level 3 measurements. ASU 2010-06 clarifies the disclosures an entity must make regarding inputs and valuation techniques used in fair value measurements. The ASU also clarifies that an entity should provide fair value disclosures for each class of assets and liabilities. ASU 2010-06 is effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures about the reconciliation of Level 3 measurements which are effective for fiscal years beginning after December 15, 2010. The adoption of the provisions relating to Level 1 and Level 2 measurements did not have a material impact on our results of operations, financial position or cash flows. We are currently assessing the potential impact that the adoption of the provisions related to Level 3 measurements will have on the disclosures in our financial statements.

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

The following "Management's Discussion and Analysis of Financial Condition and Results of Operations", as well as disclosures included elsewhere in this Form 10-Q, include "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. This Act provides a safe harbor for forward-looking statements to encourage companies to provide prospective information about themselves so long as they identify these statements as forward-looking and provide meaningful cautionary statements identifying important factors that could cause actual results to differ from the projected results. All statements other than statements of historical fact we make in this Form 10-Q are forward-looking. In particular, the statements herein regarding future sales and operating results; Company and industry growth, contraction or trends; growth or contraction of the markets in which the Company participates; international events or various economic factors; product performance; the generation, protection and acquisition of intellectual property, and litigation related to such intellectual property; new product introductions; development of new products, technologies and markets; the acquisition of or investment in other entities; uses and investment of the Company's cash balance; the construction of facilities by the Company; and statements preceded by, followed by or that include the words "intends," "estimates," "plans," "believes," "expects," "anticipates," "should," "could" or similar expressions, are forward-looking statements. Forward-looking statements reflect our current expectations and are inherently uncertain. Our actual results may differ significantly from our expectations. We assume no obligation to update this forward-looking information. The section entitled "Risk Factors" describes some, but not all, of the factors that could cause these differences.

This section, "Management's Discussion and Analysis of Financial Condition and Results of Operations", should be read in conjunction with Cabot Microelectronics' annual report on Form 10-K for the fiscal year ended September 30, 2010, including the consolidated financial statements and related notes thereto.

SECOND QUARTER OF FISCAL 2011 OVERVIEW

In March 2011, a major earthquake and resulting tsunami struck the northeast part of Japan. We do not believe these natural disasters have had or will have a material impact on our business or our supply chain in fiscal 2011. Our employees and facilities in Japan were not directly impacted by the disasters, and we continue to operate without interruption. However, it is unclear what long-term effects these disasters may have on Japan's economy, on the global economic environment, on the supply chain for the semiconductor industry or on the overall semiconductor industry. We are not currently aware of any significant supply chain issues for our Company.

In January 2011, we announced we had broken ground on the construction of our planned South Korea manufacturing and research and development center. The facility will be located in the Gyeonggi Province, approximately 55 kilometers south of Seoul, and is in close proximity to our customers. We currently expect the construction of the building to be completed by the end of our fiscal 2011 with equipment placed in service in the first quarter of fiscal 2012.

The economic and industry growth that we saw during fiscal 2010 in the overall semiconductor industry and for our Company continued through the second quarter of fiscal 2011. Despite the recent disasters in Japan, we are encouraged by reports from some industry analysts that estimate annual semiconductor industry unit growth in the range of 5% to 9% in 2011. We are also encouraged by some of our customers' near term forecasts and their expectation that end user demand for electronics will remain solid. There are many factors, however, that make it difficult for us to predict future revenue trends for our business, including those discussed in Part II, Item 1A entitled "Risk Factors" in this 10-Q.

Revenue for our second quarter of fiscal 2011 was \$109.7 million, which represented an increase of 11.3% from the second quarter of fiscal 2010 and a decrease of 4.0% from the previous fiscal quarter. We believe the increase in revenue from the second quarter of fiscal 2010 was primarily due to the economic growth and semiconductor industry growth noted above, as demand increased across each of our business areas. The decrease in revenue in our second quarter of fiscal 2011 from the prior quarter reflected historical seasonal trends for our Company. We remain optimistic regarding the demand outlook for our full fiscal year 2011.

Gross profit expressed as a percentage of revenue for our second quarter of fiscal 2011 was 48.1% and was 49.2% on a year-to-date basis. Our gross profit percentage decreased from 50.2% reported in the second quarter of fiscal 2010 and decreased from 50.3% in our prior fiscal quarter. The decrease in gross profit percentage from the second quarter of fiscal 2010 was primarily due to the negative effects of foreign exchange rate changes, selective price decreases and higher fixed manufacturing costs, partially offset by increased utilization of our manufacturing capacity. The decrease in gross profit percentage from the prior fiscal quarter was primarily due to selective price decreases, higher sample costs related to product evaluations, higher logistics costs driven by increased oil prices and lower manufacturing yields. We continue to expect our gross profit percentage for full fiscal year 2011 to be in the range of 48% to 50%. However, we may continue to experience fluctuations in our gross profit due to a number of factors, including the extent to which we utilize our manufacturing capacity and fluctuations in our product mix, which may cause our quarterly gross profit to be above or below this annual guidance range.

Operating expenses were \$33.3 million in our second quarter of fiscal 2011, compared to \$32.1 million in the second quarter of fiscal 2010 and \$33.0 million in the previous fiscal quarter. The increase in operating expenses from the comparable quarter of fiscal 2010 was primarily due to increased staffing-related costs, including employee separation costs, and higher expenses for clean room materials, partially offset by decreased professional fees, including costs to enforce our intellectual property and lower travel-related costs. The increase in operating expenses from the prior fiscal quarter was primarily due to higher expenses for clean room materials, increased staffing-related costs, including employee separation costs, and higher professional fees, partially offset by lower travel-related expenses. We currently expect full year fiscal 2011 operating expenses to be in the range of \$130 million to \$135 million, which represents an increase from our previous full year estimate of \$125 million to \$130 million. The increase is primarily due to higher staffing-related costs than we previously had expected.

Diluted earnings per share for our second fiscal quarter was \$0.55, an increase from diluted earnings per share of \$0.47 reported in the second quarter of fiscal 2010 and a decrease from the \$0.71 reported in the previous fiscal quarter. The increase in diluted earnings per share from the second quarter of fiscal 2010 is primarily due to the increased revenue, partially offset by the effects of a lower gross profit margin. The decrease in diluted earnings per share from the prior fiscal quarter primarily reflects decreased revenue and a lower gross profit margin. Diluted earnings per share for our second fiscal quarter were adversely impacted by approximately \$0.02 due to higher average shares outstanding, as a result of stock option exercises, and a larger dilutive impact of "in-the-money" outstanding stock options in light of a higher average price of our common stock, partially offset by share repurchases.

In addition, the results of operations for the three and six months ended March 31, 2011 include certain adjustments to correct prior period amounts, which we have determined to be immaterial to the current period and the prior periods to which they relate. An adjustment in the second quarter of fiscal 2011 reduced net income by \$0.7 million and diluted earnings per share by approximately \$0.03. This adjustment relates to income tax expense of \$0.7 million recorded for certain compensation in fiscal 2008 through 2010 for which a previous tax benefit should not have been recorded. Adjustments in the first quarter of fiscal 2011 relate to: (1) \$1.5 million (\$1.0 million, net of tax) in employer-paid fringe benefits for required contributions to our 401(k) Plan, Supplemental Employee Retirement Plan, and non-United States statutory pension plans as a result of our annual payment pursuant to our fiscal 2010 annual incentive cash bonus program (AIP); (2) the reversal of a \$0.5 million deferred tax asset regarding certain share-based compensation expense which is not subject to such tax treatment; and (3) our under accrual of \$0.3 million (\$0.2 million, net of tax) for payments made pursuant to the AIP as a result of the calculation of results against goals under the AIP. Collectively, these adjustments reduced net income for the first six months of fiscal 2011 by \$2.4 million and diluted earnings per share by approximately \$0.10.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES AND EFFECTS OF RECENT ACCOUNTING PRONOUNCEMENTS

We discuss our critical accounting estimates and effects of recent accounting pronouncements in “Management’s Discussion and Analysis of Financial Condition and Results of Operations” included in Item 7 of Part II of our annual report on Form 10-K for the fiscal year ended September 30, 2010. We believe there have been no material changes in our critical accounting estimates during the first six months of fiscal 2011. See Notes 2, 7 and 15 of the Notes to the Consolidated Financial Statements for a discussion of new accounting pronouncements.

RESULTS OF OPERATIONS

THREE MONTHS ENDED MARCH 31, 2011, VERSUS THREE MONTHS ENDED MARCH 31, 2010

REVENUE

Revenue was \$109.7 million for the three months ended March 31, 2011, which represented a 11.3%, or \$11.1 million, increase from the three months ended March 31, 2010. The increase in revenue was driven by a \$12.4 million increase in sales volume and a \$1.3 million revenue increase due to the effect of foreign exchange rate changes, primarily related to the Japanese yen. These increases were partially offset by a \$2.0 million decrease in revenue due to a lower weighted-average selling price of our CMP slurries and a \$0.6 million decrease due to a lower-priced product mix. We experienced demand increases across all product lines compared to the same period last year and, despite the recent disasters in Japan, we are optimistic regarding continued strong semiconductor industry demand for the remainder of fiscal 2011.

COST OF GOODS SOLD

Total cost of goods sold was \$56.9 million for the three months ended March 31, 2011, which represented an increase of 16.0%, or \$7.8 million, from the three months ended March 31, 2010. The increase in cost of goods sold was primarily due to \$6.2 million from increased sales volume due to the increased demand for our products, a \$3.3 million increase due to the effect of foreign exchange rate changes, primarily related to the Japanese yen, a \$1.3 million increase due to higher fixed manufacturing costs, and a \$1.3 million increase due to certain production variances, partially offset by a \$3.8 million decrease in cost of goods sold due to a lower-cost product mix and \$0.7 million due to increased utilization of our manufacturing capacity on the increased sales volume.

Metal oxides, such as silica and alumina, are significant raw materials that we use in many of our CMP slurries. In an effort to mitigate our risk to rising raw material costs and to increase supply assurance and quality performance requirements, we have entered into multi-year supply agreements with a number of suppliers. For more financial information about our supply contracts, see “Tabular Disclosure of Contractual Obligations” in this Quarterly Report on Form 10-Q as well as in Item 7 of Part II of our Annual Report on Form 10-K for the fiscal year ended September 30, 2010.

Our need for additional quantities or different kinds of key raw materials in the future has required, and will continue to require, that we enter into new supply arrangements with third parties. Future arrangements may result in costs which are different from those in the existing agreements. In addition, a number of factors could impact the future cost of raw materials, packaging, freight and labor. We also expect to continue to invest in our operations excellence initiative to improve product quality, reduce variability and improve product yields in our manufacturing process.

GROSS PROFIT

Our gross profit as a percentage of revenue was 48.1% for the three months ended March 31, 2011, as compared to 50.2% for the three months ended March 31, 2010. The decrease in gross profit as a percentage of revenue was primarily due to the negative effects of foreign exchange rate changes, selective price decreases and higher fixed manufacturing costs, partially offset by increased utilization of our manufacturing capacity.

RESEARCH, DEVELOPMENT AND TECHNICAL

Total research, development and technical expenses were \$14.9 million for the three months ended March 31, 2011, which represented an increase of 15.6%, or \$2.0 million, from the three months ended March 31, 2010. The increase was primarily due to \$1.1 million in higher staffing-related costs, including higher staffing levels and certain employee separation costs, and \$0.9 million in higher expenses for clean room materials.

Our research, development and technical efforts are focused on the following main areas:

- Research related to fundamental CMP technology;
- Development and formulation of new and enhanced CMP consumable products, including collaborating on joint development projects with our customers;
- Process development to support rapid and effective commercialization of new products;
- Technical support of CMP products in our customers' manufacturing facilities; and
- Evaluation and development of new polishing and metrology applications outside of the semiconductor industry.

SELLING AND MARKETING

Selling and marketing expenses were \$6.8 million for the three months ended March 31, 2011, which represented an increase of 4.0%, or \$0.3 million, from the three months ended March 31, 2010. The increase was primarily due to \$0.1 million in higher staffing-related costs and \$0.1 million in higher trade show expenses, partially offset by \$0.1 million in lower travel-related expenses.

GENERAL AND ADMINISTRATIVE

General and administrative expenses were \$11.6 million for the three months ended March 31, 2011, which represented a decrease of 8.9%, or \$1.1 million, from the three months ended March 31, 2010. The decrease was primarily due to \$1.2 million in lower professional fees, including costs to enforce our intellectual property.

OTHER INCOME (EXPENSE), NET

Other income was \$0.6 million for the three months ended March 31, 2011 compared to other expense of \$0.4 million during the three months ended March 31, 2010. The increase in other income was primarily due to unrealized foreign exchange effects on revenues and expenses, primarily related to changes in the exchange rate of the Japanese yen and the New Taiwan dollar to the U.S. dollar, net of the gains and losses incurred on forward foreign exchange contracts discussed in Note 7 of the Notes to the Consolidated Financial Statements.

PROVISION FOR INCOME TAXES

Our effective income tax rate was 34.9% for the three months ended March 31, 2011 compared to a 35.2% effective income tax rate for the three months ended March 31, 2010. The decrease in the effective tax rate during the second quarter of fiscal 2011 reflects the election that we made in the fourth quarter of fiscal 2010 to permanently reinvest the earnings of certain of our foreign subsidiaries outside of the U.S. rather than repatriate those earnings to the U.S., and the reinstatement of the U.S. research and experimentation tax credit in December 2010, which is retroactively effective as of January 1, 2010. These decreases were partially offset by the impact of \$671 in income tax expense related to certain compensation in fiscal 2008 through 2010 for which a previous tax benefit should not have been recorded, as discussed in Note 1 of the Notes to the Consolidated Financial Statements under the heading "Results of Operations".

NET INCOME

Net income was \$13.1 million for the three months ended March 31, 2011, which represented an increase of 19.6%, or \$2.1 million, from the three months ended March 31, 2010. The increase was primarily due to the increased sales volume, partially offset by a lower gross margin percentage.

SIX MONTHS ENDED MARCH 31, 2011, VERSUS SIX MONTHS ENDED MARCH 31, 2010

REVENUE

Revenue was \$223.9 million for the six months ended March 31, 2011, which represented a 14.1%, or \$27.6 million, increase from the six months ended March 31, 2010. The increase in revenue was driven by a \$32.2 million increase in sales volume and a \$2.5 million revenue increase due to the effect of foreign exchange rate changes, primarily related to the Japanese yen. These increases were partially offset by a \$4.0 million decrease in revenue due to a lower weighted-average selling price of our CMP slurries and a \$3.1 million decrease due to a lower-priced product mix. We experienced demand increases across all product lines compared to the same period last year.

COST OF GOODS SOLD

Total cost of goods sold was \$113.7 million for the six months ended March 31, 2011, which represented an increase of 18.0%, or \$17.3 million, from the six months ended March 31, 2010. The increase in cost of goods sold was primarily due to \$15.8 million from increased sales volume due to the increased demand for our products, a \$5.0 million increase due to the effect of foreign exchange rate changes, primarily related to the Japanese yen, a \$3.1 million increase due to higher fixed manufacturing costs, and a \$2.6 million increase due to certain production variances. These increases in costs of goods sold were partially offset by a \$8.0 million decrease due to a lower-cost product mix and a \$1.4 million decrease due to increased utilization of our manufacturing capacity.

GROSS PROFIT

Our gross profit as a percentage of revenue was 49.2% for the six months ended March 31, 2011, as compared to 50.9% for the six months ended March 31, 2010. The decrease in gross profit as a percentage of revenue was primarily due to the absence of a \$1.6 million raw material supplier credit we recognized in the first quarter of fiscal 2010 related to the Company achieving a certain volume threshold in calendar 2009, a lower weighted-average selling price of our CMP slurries, higher fixed manufacturing costs and the negative effects of foreign exchange rate changes, partially offset by a higher-valued product mix.

RESEARCH, DEVELOPMENT AND TECHNICAL

Total research, development and technical expenses were \$28.8 million for the six months ended March 31, 2011, which represented an increase of 12.9%, or \$3.3 million, from the six months ended March 31, 2010. The increase was primarily due to \$2.1 million in higher staffing-related costs, related to higher staffing levels and certain employee separation costs, and \$0.9 million in higher expenses for clean room materials.

SELLING AND MARKETING

Selling and marketing expenses were \$14.3 million for the six months ended March 31, 2011, which represented an increase of 11.0%, or \$1.4 million, from the six months ended March 31, 2010. The increase was primarily due to \$0.9 million in higher staffing-related costs, \$0.2 million in higher travel-related costs and \$0.1 in higher professional fees.

GENERAL AND ADMINISTRATIVE

General and administrative expenses were \$23.2 million for the six months ended March 31, 2011, which represented a decrease of 2.9%, or \$0.7 million, from the six months ended March 31, 2010. The decrease was primarily due to \$1.8 million in lower professional fees, including costs to enforce our intellectual property, partially offset by \$0.7 in higher staffing-related costs and \$0.3 million in higher depreciation expenses.

OTHER INCOME (EXPENSE), NET

Other expense was \$0.3 million for the six months ended March 31, 2011 compared to \$0.4 million during the six months ended March 31, 2010. The decrease in other expense was primarily due to an increase in miscellaneous income of \$0.2 million partially offset by foreign exchange effects on revenues and expenses, primarily related to changes in the exchange rate of the Japanese yen and the New Taiwan dollar to the U.S. dollar, net of the gains and losses incurred on forward foreign exchange contracts discussed in Note 7 of the Notes to the Consolidated Financial Statements.

PROVISION FOR INCOME TAXES

Our effective income tax rate was 32.1% for the six months ended March 31, 2011 compared to a 35.3% effective income tax rate for the six months ended March 31, 2010. The decrease in the effective tax rate during the first six months of fiscal 2011 reflects the election that we made in the fourth quarter of fiscal 2010 to permanently reinvest the earnings of certain of our foreign subsidiaries outside of the U.S. rather than repatriate those earnings to the U.S., and the reinstatement of the U.S. research and experimentation tax credit in December 2010, which is retroactively effective as of January 1, 2010. These decreases were partially offset by the impact of \$671 in income tax expense related to certain compensation in fiscal 2008 through 2010 for which a previous tax benefit should not have been recorded, and the reversal of a \$497 deferred tax asset related to certain share-based compensation expense, as discussed in Note 1 of the Notes to the Consolidated Financial Statements under the heading "Results of Operations".

NET INCOME

Net income was \$29.6 million for the six months ended March 31, 2011 which represented an increase of 22.9%, or \$5.5 million, from the six months ended March 31, 2010. The increase was primarily due to the increased sales volume, partially offset by a lower gross margin percentage and increased operating expenses.

LIQUIDITY AND CAPITAL RESOURCES

We generated \$27.3 million in cash flows from operating activities in the first six months of fiscal 2011, compared to \$47.6 million in cash from operating activities in the first six months of fiscal 2010. Our cash flows provided by operating activities in the first six months of fiscal 2011 originated from \$29.6 million in net income, \$23.3 million in non-cash items and a \$25.6 million decrease in cash flow due to a net increase in working capital. The decrease in cash flows from operating activities compared to the first six months of fiscal 2010 was primarily due to payments of accrued liabilities, including the payment made in the first quarter of fiscal 2011 of our fiscal 2010 annual incentive cash bonus, the timing and size of estimated income tax payments, included as a current tax receivable in "Prepays and other current assets" on our Consolidated Balance Sheet, as well as changes in accounts receivable and inventory balances due to the increase in sales in fiscal 2011, partially offset by increased net income in fiscal 2011.

In the first six months of fiscal 2011, cash flows used in investing activities were \$9.7 million for purchases of property, plant and equipment, primarily for the construction of a manufacturing and research and development facility in South Korea, the expansion of our manufacturing capacity in Japan and for improvements in our information technology systems. In the first six months of fiscal 2010, cash flows used in investing activities were \$5.4 million, representing \$5.3 million in purchases of property, plant and equipment and \$0.1 million for other investing activities. Based on updated assumptions around the timing and costs associated with the construction and expansion of our manufacturing facilities, we now estimate that our total capital expenditures in fiscal 2011 will be approximately \$35.0 million, including \$12.0 million for our facility in South Korea, which has increased from our previous estimate of \$25.0 million.

In the first six months of fiscal 2011, cash flows generated by financing activities were \$5.7 million. We received \$31.8 million from the issuance of common stock related to the exercise of stock options granted under our Second Amended and Restated Cabot Microelectronics Corporation 2000 Equity Incentive Plan (EIP) and our 2007 Employee Stock Purchase Plan, as amended and restated January 1, 2010, and we received \$0.9 million in windfall tax benefits related to exercises of stock options and vesting of restricted stock granted under our EIP. These cash inflows were partially offset by \$25.0 million in repurchases of common stock under our share repurchase program, \$1.4 million in repurchases of common stock pursuant to the terms of our EIP for shares withheld from employees to cover payroll taxes on the vesting of restricted stock granted under the EIP, and \$0.6 million in principal payments under capital lease obligations. In the first six months of fiscal 2010, cash flows generated by financing activities were approximately \$0.1 million, representing \$1.4 million received from the issuance of common stock under our EIP, partially offset by \$0.8 million in repurchases of common stock pursuant to the terms of our EIP for shares withheld from employees to cover payroll taxes on the vesting of restricted stock granted under the EIP and \$0.6 million in principal payments under capital lease obligations.

In January 2008, our Board of Directors authorized a share repurchase program for up to \$75.0 million of our outstanding common stock. We completed this repurchase program during the fiscal quarter ended March 31, 2011. We repurchased 564,568 shares for \$25.0 million during the first six months of fiscal 2011 under this program. No shares were repurchased during the first six months of fiscal 2010. In November 2010, our Board of Directors authorized a new share repurchase program for up to \$125.0 million of our outstanding common stock, which became effective on the authorization date. Future share repurchases will be made under this new program. Share repurchases are made from time to time, depending on market conditions, in open market transactions, at management's discretion. We fund share purchases under these programs from our available cash balance.

We have an unsecured revolving credit facility of \$50.0 million with an option to increase the facility to \$80.0 million. Pursuant to an amendment we entered into in October 2008, the agreement extends through October 2011, with an option to renew for two additional one-year terms. In November 2010, the scheduled termination date was extended by one year through October 2012. Under this agreement, interest accrues on any outstanding balance at either the lending institution's base rate or the Eurodollar rate plus an applicable margin. We also pay a non-use fee. Loans under this facility are intended primarily for general corporate purposes, including financing working capital, capital expenditures and acquisitions. The credit agreement also contains various covenants. No amounts are currently outstanding under this credit facility and we believe we are currently in compliance with the covenants.

We believe that our current balance of cash and long-term investments, cash generated by our operations and available borrowings under our revolving credit facility will be sufficient to fund our operations, expected capital expenditures, merger and acquisition activities, and share repurchases for the foreseeable future. However, we plan to further expand our business; therefore, we may need to raise additional funds in the future through equity or debt financing, strategic relationships or other arrangements. Depending on future conditions in the capital and credit markets, we could encounter difficulty securing additional financing in the type or amount necessary to pursue these objectives.

OFF-BALANCE SHEET ARRANGEMENTS

At March 31, 2011, and September 30, 2010, we did not have any unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which might have been established for the purpose of facilitating off-balance sheet arrangements.

TABULAR DISCLOSURE OF CONTRACTUAL OBLIGATIONS

The following summarizes our contractual obligations at March 31, 2011, and the effect such obligations are expected to have on our liquidity and cash flow in future periods.

CONTRACTUAL OBLIGATIONS (In millions)	Total	Less Than 1 Year	1-3 Years	3-5 Years	After 5 Years
Purchase obligations	\$ 48.9	\$ 44.7	\$ 3.2	\$ 0.3	\$ 0.7
Capital lease obligations	0.7	0.7	-	-	-
Operating leases	10.1	3.3	3.3	1.8	1.7
Other long-term liabilities	5.4	-	-	-	5.4
Total contractual obligations	\$ 65.1	\$ 48.7	\$ 6.5	\$ 2.1	\$ 7.8

We operate under a fumed silica supply agreement with Cabot Corporation, our former parent company which is not a related party, under which we are generally obligated to purchase at least 90% of our six-month volume forecast for certain of our slurry products, to purchase certain minimum quantities every six months, and to pay for the shortfall if we purchase less than these amounts. This agreement was amended in April 2008 to extend the termination date to December 2012 and to change the pricing and some other non-material terms of the agreement. The agreement will automatically renew unless either party gives certain notice of non-renewal. We currently anticipate we will not have to pay any shortfall under this agreement. We also operate under a fumed alumina supply agreement with Cabot Corporation that runs through December 2011, under which we are obligated to pay certain fixed, capital and variable costs. Purchase obligations include an aggregate amount of \$8.6 million of contractual commitments for fumed silica and fumed alumina under these contracts.

Refer to Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations" of Part II of our annual report on Form 10-K for the fiscal year ended September 30, 2010, for additional information regarding our contractual obligations.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**EFFECT OF CURRENCY EXCHANGE RATES AND EXCHANGE RATE RISK MANAGEMENT**

We conduct business operations outside of the United States through our foreign operations. Some of our foreign operations maintain their accounting records in their local currencies. Consequently, period to period comparability of results of operations is affected by fluctuations in exchange rates. The primary currencies to which we have exposure are the Japanese yen and the New Taiwan dollar. From time to time we enter into forward contracts in an effort to manage foreign currency exchange exposure. However, we are unlikely to be able to hedge these exposures completely. During the six months ended March 31, 2011, we recorded \$5.5 million in currency translation gains, net of tax, that are included in other comprehensive income on our Consolidated Balance Sheet. These gains primarily relate to the general fluctuations of the U.S. dollar relative to the Japanese yen and the New Taiwan dollar. Approximately 14% of our revenue is transacted in currencies other than the U.S. dollar. However, we also incur expenses in foreign countries that are transacted in currencies other than the U.S. dollar, so the net exposure on the Consolidated Statement of Income is limited. We do not currently enter into forward exchange contracts or other derivative instruments for speculative or trading purposes.

MARKET RISK AND SENSITIVITY ANALYSIS RELATED TO FOREIGN EXCHANGE RATE RISK

We have performed a sensitivity analysis assuming a hypothetical 10% adverse movement in foreign exchange rates. As of March 31, 2011, the analysis demonstrated that such market movements would not have a material adverse effect on our consolidated financial position, results of operations or cash flows over a one-year period. Actual gains and losses in the future may differ materially from this analysis based on changes in the timing and amount of foreign currency rate movements and our actual exposures.

MARKET RISK RELATED TO INVESTMENTS IN AUCTION RATE SECURITIES

At March 31, 2011, we owned two auction rate securities (ARS) with a total estimated fair value of \$8.1 million (\$8.3 million par value) which were classified as other long-term assets on our Consolidated Balance Sheet. Beginning in 2008, general uncertainties in the global credit markets significantly reduced liquidity in the ARS market, and this illiquidity continues. For more information on our ARS, see Notes 2 and 5 of the Notes to the Consolidated Financial Statements and the "Risk Factors" set forth in Part II, Item 1A of this Quarterly Report on Form 10-Q.

ITEM 4. CONTROLS AND PROCEDURES

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

Our management, with the participation of our Chief Executive Officer (CEO) and Chief Financial Officer (CFO), has conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended) as of March 31, 2011. Based on that evaluation, our CEO and CFO have concluded that our disclosure controls and procedures were effective to ensure that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and to ensure that such information is accumulated and communicated to management, including the CEO and CFO, as appropriate to allow timely decisions regarding required disclosure.

While we believe the present design of our disclosure controls and procedures is effective enough to make known to our senior management in a timely fashion all material information concerning our business, we intend to continue to improve the design and effectiveness of our disclosure controls and procedures to the extent we believe necessary in the future to provide our senior management with timely access to such material information, and to correct deficiencies that we may discover in the future, as appropriate.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

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

INHERENT LIMITATIONS ON EFFECTIVENESS OF CONTROLS

Because of inherent limitations, our disclosure controls or our internal control over financial reporting may not prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must take into account the benefits of controls relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include possible faulty judgment in decision making and breakdowns due to a simple error or mistake. Additionally, controls can 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 also is based in part upon 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. Over time, controls may become inadequate because of changes in conditions, or the degree of compliance with policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

While we are not involved in any legal proceedings that we believe will have a material impact on our consolidated financial position, results of operations or cash flows, we periodically become a party to legal proceedings in the ordinary course of business. For example, in January 2007, we filed a legal action against DuPont Air Products NanoMaterials LLC (DA Nano), a CMP slurry competitor, in the United States District Court for the District of Arizona, charging that DA Nano's manufacturing and marketing of CMP slurries infringe certain CMP slurry patents that we own. The affected DA Nano products include certain products used for tungsten CMP. We filed our infringement complaint as a counterclaim in response to an action filed by DA Nano in the same court in December 2006 that sought declaratory relief and alleged non-infringement, invalidity and unenforceability regarding some of the patents at issue in our complaint against DA Nano. DA Nano filed its complaint following our refusal of its request that we license to it our patents raised in its complaint. DA Nano's complaint did not allege any infringement by our products of intellectual property owned by DA Nano. From June 14 through July 8, 2010, a jury trial for the case was held. All of Cabot Microelectronics' patents at issue in the case were found valid. However, the jury found that DA Nano's products at issue do not infringe the asserted claims of these patents. In November 2010, we filed a Notice of Appeal regarding infringement, and DA Nano filed a cross-appeal, both of which are pending. While the outcome of this and any legal matter cannot be predicted with certainty, we continue to believe that our claims and defenses in the pending action are meritorious, and we intend to continue to pursue and defend them.

ITEM 1A. RISK FACTORS

We do not believe there have been any material changes in our risk factors since the filing of our Annual Report on Form 10-K for the fiscal year ended September 30, 2010. However, we may update our risk factors in our SEC filings from time to time for clarification purposes or to include additional information, at management's discretion, even when there have been no material changes.

RISKS RELATING TO OUR BUSINESS

DEMAND FOR OUR PRODUCTS FLUCTUATES AND OUR BUSINESS MAY BE ADVERSELY AFFECTED BY WORLDWIDE ECONOMIC AND INDUSTRY CONDITIONS

Our business is affected by economic and industry conditions and our revenue is dependent upon semiconductor demand. Semiconductor demand, in turn, is impacted by semiconductor industry cycles, and these cycles can dramatically affect our business. These cycles may be characterized by rapid increases or decreases in product demand, excess or low customer inventories, and rapid changes in prices of IC devices. For example, the semiconductor industry has grown significantly during the past 24 months following a severe economic downturn, and generally, overall demand for our products has followed this same cycle. In addition, our business has experienced historical seasonal trends as evidenced by a decrease in our revenue in the first calendar quarter of 2011 from the revenue recorded in the fourth calendar quarter of 2010. While we continue to see positive signs of growth in the semiconductor industry, it is difficult to predict trends due to our limited visibility to future customer orders. If the global economy weakens, whether in general or as a result of specific factors, such as the recent disasters in Japan, we could experience material adverse impacts on our results of operations and financial condition.

Adverse global economic conditions may have other negative effects on our Company. For instance, we may experience negative impacts on cash flows due to the inability of our customers to pay their obligations to us or our production process may be harmed if our suppliers cannot fulfill their obligations to us. We may also have to reduce the carrying value of goodwill and other intangible assets, which could harm our financial position and results of operations.

Some additional factors that affect demand for our products include: the types of products that our customers may produce, such as logic devices versus memory devices; the various nodes at which those products are manufactured; customers' specific manufacturing process integration schemes; the short order to delivery time for our products; quarter-to-quarter changes in customer order patterns; market share gains and losses; pricing changes by us and our competitors.

WE HAVE A NARROW PRODUCT RANGE AND OUR PRODUCTS MAY BECOME OBSOLETE, OR TECHNOLOGICAL CHANGES MAY REDUCE OR LIMIT INCREASES IN THE CONSUMPTION OF CMP SLURRIES AND PADS

Our business is substantially dependent on a single class of products, CMP slurries, which account for the majority of our revenue. Our business in CMP pads is also developing and growing. Our business would suffer if these products became obsolete or if consumption of these products decreased. Our success depends on our ability to keep pace with technological changes and advances in the semiconductor industry and to adapt, improve and customize our products for advanced IC applications in response to evolving customer needs and industry trends. Since its inception, the semiconductor industry has experienced rapid technological changes and advances in the design, manufacture, performance and application of IC devices, and our customers continually pursue lower cost of ownership of materials consumed in their manufacturing processes, including CMP slurries and pads, as a means to reduce the costs and increase the yield in their manufacturing facilities. We expect these technological changes and advances, and this drive toward lower costs and higher yields, will continue in the future. Potential technology developments in the semiconductor industry, as well as our customers' efforts to reduce consumption of CMP consumables and to possibly reuse or recycle these products, could render our products less important to the IC device manufacturing process.

A SIGNIFICANT AMOUNT OF OUR BUSINESS COMES FROM A LIMITED NUMBER OF LARGE CUSTOMERS AND OUR REVENUE AND PROFITS COULD DECREASE SIGNIFICANTLY IF WE LOST ONE OR MORE OF THESE CUSTOMERS

Our customer base is concentrated among a limited number of large customers. The number of semiconductor manufacturers has declined both through mergers and acquisitions as well as through strategic alliances. Industry analysts predict that this trend will continue, which means the semiconductor industry will be comprised of fewer and larger participants. One or more of these principal customers could stop buying CMP consumables from us or could substantially reduce the quantity of CMP consumables purchased from us. Our principal customers also hold considerable purchasing power, which can impact the pricing and terms of sale of our products. Any deferral or significant reduction in CMP consumables sold to these principal customers, or a significant number of smaller customers, could seriously harm our business, financial condition and results of operations.

During the six months ended March 31, 2011 and 2010, our five largest customers accounted for approximately 47% of our revenue. During the six months ended March 31, 2011, Taiwan Semiconductor Manufacturing Company (TSMC) and United Microelectronics Corporation (UMC) were our largest customers accounting for approximately 17% and 10%, respectively, of our revenue. During the six months ended March 31, 2010, TSMC and UMC accounted for approximately 18% and less than 10%, respectively, of our revenue. During full fiscal year 2010, our five largest customers accounted for approximately 48% of our revenue, with TSMC and UMC accounting for approximately 18% and 11%, respectively.

OUR BUSINESS COULD BE SERIOUSLY HARMED IF OUR COMPETITORS DEVELOP SUPERIOR SLURRY PRODUCTS, OFFER BETTER PRICING TERMS OR SERVICE, OR OBTAIN CERTAIN INTELLECTUAL PROPERTY RIGHTS

Competition from other CMP slurry manufacturers could seriously harm our business and results of operations. Competition from other providers of CMP slurries could continue to increase, and opportunities exist for other companies to emerge as potential competitors by developing their own CMP slurry products. Increased competition has and may continue to impact the prices we are able to charge for our slurry products as well as our overall business. In addition, our competitors could have or obtain intellectual property rights which could restrict our ability to market our existing products and/or to innovate and develop new products.

ANY PROBLEM OR DISRUPTION IN OUR SUPPLY CHAIN, INCLUDING SUPPLY OF OUR MOST IMPORTANT RAW MATERIALS, OR IN OUR ABILITY TO MANUFACTURE AND DELIVER OUR PRODUCTS TO OUR CUSTOMERS, COULD ADVERSELY AFFECT OUR RESULTS OF OPERATIONS

We depend on our supply chain to enable us to meet the demands of our customers. Our supply chain includes the raw materials we use to manufacture our products, our production operations, and the means by which we deliver our products to our customers. Our business could be adversely affected by any problem or interruption in our supply of the key raw materials we use in our CMP slurries and pads, including fumed silica, which we use for certain of our slurries, or any problem or interruption that may occur during production or delivery of our products, such as weather-related problems or natural disasters, such as the recent earthquakes and tsunami in Japan. Our employees and facilities in Japan were not directly impacted by the disasters, and we continue to operate without interruption. However, it is unclear what long-term effects these disasters may have on Japan's economy, on the global economic environment as Japan represents the world's third largest economy, on the supply chain for the semiconductor industry or on the overall semiconductor industry. Our supply chain may also be negatively impacted by unanticipated price increases due to supply restrictions beyond the control of our Company or our raw material suppliers.

For instance, Cabot Corporation continues to be our primary supplier of particular amounts and types of fumed silica. We believe it would be difficult to promptly secure alternative sources of key raw materials, including fumed silica, in the event one of our suppliers becomes unable to supply us with sufficient quantities of raw materials that meet the quality and technical specifications required by our customers. In addition, contractual amendments to the existing agreements with, or non-performance by, our suppliers, including any significant financial distress our suppliers may suffer, could adversely affect us. Also, if we change the supplier or type of key raw materials we use to make our CMP slurries or pads, or are required to purchase them from a different manufacturer or manufacturing facility or otherwise modify our products, in certain circumstances our customers might have to requalify our CMP slurries and pads for their manufacturing processes and products. The requalification process could take a significant amount of time and expense to complete and could motivate our customers to consider purchasing products from our competitors, possibly interrupting or reducing our sales of CMP consumables to these customers.

WE ARE SUBJECT TO RISKS ASSOCIATED WITH OUR FOREIGN OPERATIONS

We currently have operations and a large customer base outside of the United States. Approximately 87% and 86% of our revenue was generated by sales to customers outside of the United States for the six months ended March 31, 2011 and the full fiscal year ended September 30, 2010, respectively. We encounter risks in doing business in certain foreign countries, including, but not limited to, adverse changes in economic and political conditions, fluctuation in exchange rates, compliance with a variety of foreign laws and regulations, as well as difficulty in enforcing business and customer contracts and agreements, including protection of intellectual property rights. We also encounter the risks that we may not be able to repatriate the earnings from certain of our foreign operations, derive the anticipated tax benefits of our foreign operations or recover the investments made in our foreign operations.

WE MAY PURSUE ACQUISITIONS OF, INVESTMENTS IN, AND STRATEGIC ALLIANCES WITH OTHER ENTITIES, WHICH COULD DISRUPT OUR OPERATIONS AND HARM OUR OPERATING RESULTS IF THEY ARE UNSUCCESSFUL

We expect to continue to make investments in technologies and companies, either through acquisitions, investments or alliances, in order to supplement our internal growth and development efforts. Acquisitions and investments, such as our acquisition of Epoch Material Co., Ltd., a Taiwan-based company, involve numerous risks, including the following: difficulties in integrating the operations, technologies, products and personnel of acquired companies; diversion of management's attention from normal daily operations of the business; increased risk associated with foreign operations; potential difficulties in entering markets in which we have limited or no direct prior experience and where competitors in such markets have stronger market positions; potential difficulties in operating new businesses with different business models; potential difficulties with regulatory or contract compliance in areas in which we have limited experience; initial dependence on unfamiliar supply chains or relatively small supply partners; insufficient revenues to offset increased expenses associated with acquisitions; potential loss of key employees of the acquired companies; or inability to effectively cooperate and collaborate with our alliance partners.

Further, we may never realize the perceived or anticipated benefits of a business combination or investments in other entities. Acquisitions by us could have negative effects on our results of operations, in areas such as contingent liabilities, gross profit margins, amortization charges related to intangible assets and other effects of accounting for the purchases of other business entities. Investments in and acquisitions of technology-related companies are inherently risky because these businesses may never develop, and we may incur losses related to these investments. In addition, we may be required to write down the carrying value of these acquisitions or investments to reflect other than temporary declines in their value, which could harm our business and results of operations.

BECAUSE WE HAVE LIMITED EXPERIENCE IN BUSINESS AREAS OUTSIDE OF CMP SLURRIES, EXPANSION OF OUR BUSINESS INTO NEW PRODUCTS AND APPLICATIONS MAY NOT BE SUCCESSFUL

An element of our strategy has been to leverage our current customer relationships and technological expertise to expand our CMP business from CMP slurries into other areas, such as CMP polishing pads. Additionally, pursuant to our Engineered Surface Finishes business, we are pursuing other surface modification applications. Expanding our business into new product areas could involve technologies, production processes and business models in which we have limited experience, and we may not be able to develop and produce products or provide services that satisfy customers' needs or we may be unable to keep pace with technological or other developments. Also, our competitors may have or obtain intellectual property rights which could restrict our ability to market our existing products and/or to innovate and develop new products.

BECAUSE WE RELY HEAVILY ON OUR INTELLECTUAL PROPERTY, OUR FAILURE TO ADEQUATELY OBTAIN OR PROTECT IT COULD SERIOUSLY HARM OUR BUSINESS

Protection of intellectual property is particularly important in our industry because we develop complex technical formulas for CMP products that are proprietary in nature and differentiate our products from those of our competitors. Our intellectual property is important to our success and ability to compete. We attempt to protect our intellectual property rights through a combination of patent, trademark, copyright and trade secret laws, as well as employee and third-party nondisclosure and assignment agreements. Due to our international operations, we pursue protection in different jurisdictions, which may provide varying degrees of protection, and we cannot provide assurance that we can obtain adequate protection in each such jurisdiction. Our failure to obtain or maintain adequate protection of our intellectual property rights for any reason, including through the patent prosecution process or in the event of litigation related to such intellectual property, such as the current litigation between us and DuPont Air Products NanoMaterials (DA Nano), in which the validity of all of our patents at issue in the matter was upheld as further described above in "Legal Proceedings" in this Quarterly Report on Form 10-Q, could seriously harm our business. In addition, the costs of obtaining or protecting our intellectual property could negatively affect our operating results. For example, in fiscal 2010, costs associated with enforcing our intellectual property caused our operating expenses to increase.

WE MAY NOT BE ABLE TO MONETIZE OUR INVESTMENTS IN AUCTION RATE SECURITIES IN THE SHORT TERM AND WE COULD EXPERIENCE A DECLINE IN THEIR MARKET VALUE, WHICH COULD ADVERSELY AFFECT OUR FINANCIAL RESULTS

We owned auction rate securities (ARS) with an estimated fair value of \$8.1 million (\$8.3 million par value) at March 31, 2011, which were classified as Other Long-Term Assets on our Consolidated Balance Sheet. If current illiquidity in the ARS market does not lessen, if issuers of our ARS are unable to refinance the underlying securities, or are unable to pay debt obligations and related bond insurance fails, or if credit ratings decline or other adverse developments occur in the credit markets, then we may not be able to monetize these securities in the foreseeable future. We may also be required to further adjust the carrying value of these instruments through an impairment charge that may be deemed other-than-temporary which would adversely affect our financial results.

OUR INABILITY TO ATTRACT AND RETAIN KEY PERSONNEL COULD CAUSE OUR BUSINESS TO SUFFER

If we fail to attract and retain the necessary managerial, technical and customer support personnel, our business and our ability to maintain existing and obtain new customers, develop new products and provide acceptable levels of customer service could suffer. We compete with other industry participants for qualified personnel, particularly those with significant experience in the semiconductor industry. The loss of services of key employees could harm our business and results of operations.

RISKS RELATING TO THE MARKET FOR OUR COMMON STOCK

THE MARKET PRICE MAY FLUCTUATE SIGNIFICANTLY AND RAPIDLY

The market price of our common stock has fluctuated and could continue to fluctuate significantly as a result of factors such as: economic and stock market conditions generally and specifically as they may impact participants in the semiconductor and related industries; changes in financial estimates and recommendations by securities analysts who follow our stock; earnings and other announcements by, and changes in market evaluations of, us or participants in the semiconductor and related industries; changes in business or regulatory conditions affecting us or participants in the semiconductor and related industries; announcements or implementation by us, our competitors, or our customers of technological innovations, new products or different business strategies; and trading volume of our common stock.

ANTI-TAKEOVER PROVISIONS UNDER OUR CERTIFICATE OF INCORPORATION AND BYLAWS MAY DISCOURAGE THIRD PARTIES FROM MAKING AN UNSOLICITED BID FOR OUR COMPANY

Our certificate of incorporation, our bylaws, and various provisions of the Delaware General Corporation Law may make it more difficult or expensive to effect a change in control of our Company. For instance, our amended and restated certificate of incorporation provides for the division of our Board of Directors into three classes as nearly equal in size as possible with staggered three-year terms. Until April 2010, we had a rights plan which expired according to the terms of the plan.

We have adopted change in control arrangements covering our executive officers and other key employees. These arrangements provide for a cash severance payment, continued medical benefits and other ancillary payments and benefits upon termination of service of a covered employee's employment following a change in control, which may make it more expensive to acquire our Company.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**ISSUER PURCHASES OF EQUITY SECURITIES**

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (in thousands)
Jan. 1 through Jan. 31, 2011	-	-	-	\$140,005
Feb. 1 through Feb. 28, 2011	315,374	\$47.56	315,374	\$125,000
Mar. 1 through Mar. 31, 2011	450	\$49.37	-	\$125,000
Total	315,824	\$47.57	315,374	\$125,000

In January 2008, our Board of Directors authorized a share repurchase program for up to \$75.0 million of our outstanding common stock. We completed this repurchase program during the fiscal quarter ended March 31, 2011 as we repurchased 315,374 shares for \$15.0 million during the quarter. In November 2010, our Board of Directors authorized a new share repurchase program for up to \$125.0 million of our outstanding common stock. Share repurchases are made from time to time, in open market transactions, depending on market conditions, at management's discretion. The program, which became effective on the authorization date, may be suspended or terminated at any time, at the Company's discretion. Future share repurchases will be made under this new program. We fund share purchases under these programs from our available cash balance.

Separate from this share repurchase program, a total of 450 shares were purchased during the second quarter of fiscal 2011 pursuant to the terms of our Second Amended and Restated Cabot Microelectronics Corporation 2000 Equity Incentive Plan (EIP) as shares withheld from award recipients and to cover payroll taxes on the vesting of shares of restricted stock granted under the EIP.

ITEM 6. EXHIBITS

The exhibit numbers in the following list correspond to the number assigned to such exhibits in the Exhibit Table of Item 601 of Regulation S-K:

Exhibit Number	Description
10.2	Form of Second Amended and Restated Cabot Microelectronics Corporation 2000 Equity Incentive Plan Non-Qualified Stock Option Grant Agreement (non-employee directors).
10.6	Form of Second Amended and Restated Cabot Microelectronics Corporation 2000 Equity Incentive Plan Restricted Stock Units Award Agreement (non-employee directors).
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

SIGNATURES

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

CABOT MICROELECTRONICS CORPORATION

Date: May 9, 2011

/s/ WILLIAM S. JOHNSON

William S. Johnson
Vice President and Chief Financial Officer
[Principal Financial Officer]

Date: May 9, 2011

/s/ THOMAS S. ROMAN

Thomas S. Roman
Corporate Controller
[Principal Accounting Officer]

Exhibit 10.2

**Second Amended and Restated Cabot Microelectronics Corporation 2000 Equity Incentive Plan
Fiscal Year 2011 Annual Non-Qualified Stock Option Grant Agreement for Directors**

[Grant Date]

[Name]

[Address]

Dear [Name]:

I am pleased to inform you (the "Participant") that the Board of Directors (the "Board") of Cabot Microelectronics Corporation (the "Company"), based on the recommendation of the Nominating and Corporate Governance Committee of the Board, has approved your participation in the Second Amended and Restated Cabot Microelectronics Corporation 2000 Equity Incentive Plan, as amended and restated September 23, 2008 (the "Plan") in consideration of your annual service as a Director of the Company. A Non-qualified Stock Option ("NQSO") award (the "Award") is hereby granted to the Participant pursuant to the terms of the Plan and this Non-Qualified Stock Option Agreement (the "Agreement"). A copy of the Plan is enclosed.

Participant	Type of Grant	Number of Option Shares Granted	Exercise Price Per Share on Grant Date	Optionee ID Number
[Name]	Non-Qualified Stock Option	[]	FMV/closing price on GD	xxx-xx-xxxx
	Grant Date [GD] [Date of grant]	Vesting Date	Expiration Date	Grant Number
	Annual Meeting Date for Annual	100% 1 st anniversary of GD	10 th anniversary of GD	[xxxxx]

This Agreement provides the Participant with the terms of the option (the "Option") granted to the Participant. The Option is not intended to qualify as an incentive stock option pursuant to Section 422 of the Internal Revenue Code (the "Code"). The terms specified in this Agreement are governed by the provisions of the Plan, which are incorporated herein by reference. The Compensation Committee of the Board (the "Committee") has the exclusive authority to interpret and apply the Plan and this Agreement. Any interpretation of the Agreement by the Committee and any decision made by it with respect to the Agreement are final and binding on all persons. To the extent that there is any conflict between the terms of this Agreement and the Plan, the Plan shall govern. Capitalized terms used herein will have the same meaning as under the Plan, unless stated otherwise.

In consideration of the foregoing and the mutual covenants hereinafter set forth, it is agreed by and between the Company and the Participant as follows:

1. Vesting and Exercise. The Award shall become vested and exercisable in accordance with the following table:

Installment	Vesting Date Applicable to Installment
100%	1 st anniversary of GD

The Award will be fully vested and exercisable in the event of a Change in Control, as defined in the Plan. In the event of a Change in Control that constitutes a Covered Transaction (as defined in Section 7.3(c) of the Plan), the Committee may, in its sole discretion, terminate any or all outstanding Options as of the effective date of the Covered Transaction; provided that the Committee may not terminate an Option outstanding under this Agreement earlier than twenty (20) days following the later of (i) the date on which the Award became fully exercisable, and (ii) the date on which the Participant received written notice of the Covered Transaction.

Unless otherwise provided in this Agreement or the Plan, if the date of Participant's termination of Service as a Director of the Company precedes the relevant Vesting Date, an installment shall not vest on the otherwise applicable Vesting Date and all Options subject to such installment shall immediately terminate as of the date of such termination of Service.

2. Termination/Cancellation/Rescission. The Company may terminate, cancel, rescind or recover an Award immediately under certain circumstances, including, but not limited to, the Participant's:

- (a) actions constituting Cause, as defined in the Plan, or the Company's By-laws or Articles of Incorporation, as applicable;
- (b) rendering of services for a competitor prior to, or within six (6) months after, the exercise of any Option or the termination of Participant's Service with the Company;
- (c) unauthorized disclosure of any confidential/proprietary information of the Company to any third party;

In the event of any such termination, cancellation, rescission or revocation, the Participant must return any Stock obtained by the Participant pursuant to the Award, or pay to the Company the amount of any gain realized on the sale of such Stock, and the Company shall be entitled to set-off against the amount of any such gain any amount owed to the Participant by the Company. To the extent applicable, the purchase price for such Stock shall be returned to the Participant, including any withholding requirements.

3. Expiration. The Option, including vested Options, shall not be exercisable after the Company's close of business on the last business day that occurs on or prior to the Expiration Date. The "Expiration Date" shall be the *earliest* to occur of:

- (a) 10th anniversary of GD;
- (b) If the Participant's termination of Service as a Director of the Company occurs by reason of Cause, the date preceding the date of such termination;
- (c) If the Participant's termination of Service as a Director of the Company is for any reason other than (b) above, all Options vested and exercisable as of the date of termination will remain exercisable until the 10th anniversary of the GD. In such case of termination of Service as a Director of the Company occurring by reason of death or Disability, then any Options unvested prior to the date of such termination shall be fully vested and exercisable as of such date of termination. For purposes hereof, Disability shall have the meaning of permanent and total disability provided within the meaning of Section 22 (e)(3) of the Internal Revenue Code. In addition, upon the Participant's termination of Service as a Director of the Company for any reason other than by reason of Cause, death, Disability or a Change in Control, if at such time the Participant has completed at least the equivalent of two full terms as a Director of the Company, as defined in the Company's bylaws, then any Options unvested prior to the date of such termination shall be fully exercisable as of such date of termination.

In the event that the Participant dies on or following the Participant's termination date and prior to the Expiration Date without having fully exercised the Participant's Options, then the authorized representative of the Participant's estate shall be entitled to exercise the Award within such limits specified in subparagraphs (a) or (c).

To the extent that the Participant does not exercise the Option to the extent the Participant is entitled within the time specified in subparagraph (a) or (c) above, the Option shall immediately terminate.

4. Method of Option Exercise. Subject to the terms of this Agreement and the Plan, the Participant may exercise, in whole or in part, the vested portion of the Option at any time by complying with any exercise procedures established by the Company in its sole discretion. The Participant shall pay the exercise price for the portion of the Option being exercised to the Company in full, at the time of exercise, either:
- (a) in cash;
 - (b) in shares of Stock having a Fair Market Value equal to the aggregate exercise price for the shares of Stock being purchased and satisfying such other requirements as may be imposed by the Committee; provided, that, such shares of Stock have been held by the Participant for no less than six (6) months;
 - (c) partly in cash and partly in such shares of Stock; or
 - (d) through the delivery of irrevocable instructions to a broker to deliver promptly to the Company an amount equal to the aggregate exercise price for the shares of Stock being purchased (“cashless exercise”).

Anything to the contrary herein notwithstanding, the Option cannot be exercised and the Company shall not be obligated to issue any shares of Stock hereunder if the Company determines that the issuance of such shares would violate the provision of any applicable law, including the rules and regulations of any securities exchange on which the Stock is traded. Please refer to Section 6.2(d) of the Plan for additional information.

5. Taxes.

- (a) All deliveries and distributions under this Agreement are subject to all applicable taxes. As a Director of the Company, the Participant is subject to Section 16 (an “Insider”), of the Securities Exchange Act of 1934 (“Exchange Act”), as well as other relevant securities laws, and any surrender of previously owned shares to satisfy tax withholding obligations arising upon exercise of an Option, or a ‘cashless exercise’ must comply with the requirements of Rule 16b-3 promulgated under the Exchange Act (“Rule 16b-3”), and other relevant law, regulations and Company guidelines.
- (b) If the Fair Market Value of a share of stock on the date the Participant exercises the Option is greater than the Exercise Price, the Participant will be taxed on the difference multiplied by the number of shares purchased with cash at the date of exercise. This income is taxed as ordinary income and subject to various taxes. The income will be reported to the Participant as part of the Participant’s compensation on the Participant’s annual Form 1099 issued by the Company.
- (c) If the Participant sells the shares acquired under the Option, a long-term or short-term capital gain or loss may also result depending on: (i) the Participant’s holding period for the shares, and (ii) the difference between the Fair Market Value of the shares at the time of the sale and the Participant’s tax basis in the shares. The holding period is determined from the date the Option is exercised. Under current law, the capital gain or loss is long term if the property is held for more than one (1) year, and short term if the property is held for less than one (1) year. If the Exercise Price of an Option is paid in cash, the tax basis of the shares thereby acquired is the sum of (i) the Exercise Price paid for the shares, and (ii) the ordinary income, if any, determined by the difference between the Fair Market Value of the shares when exercised and the Exercise Price.

EACH PARTICIPANT IS URGED TO CONSULT WITH HIS OWN TAX ADVISOR TO DETERMINE THE PARTICULAR TAX CONSEQUENCES INCLUDING THE APPLICABILITY AND EFFECT OF FEDERAL, LOCAL AND OTHER TAX LAWS.

6. Transferability. The Option is not transferable other than: (a) by will or by the laws of descent and distribution; (b) pursuant to a domestic relations order; or (c) to members of the Participant's immediate family, to trusts solely for the benefit of such immediate family members or to partnerships in which family members and/or trusts are the only partners, all as provided under the terms of the Plan. After any such transfer, the Option shall remain subject to the terms of the Plan.
7. Adjustment of Shares. In the event of any transaction described in Section 8.6 of the Plan, the terms of this Option (including, without limitation, the number and kind of shares subject to this Option and the Exercise Price) shall be adjusted as set forth in Section 8.6 of the Plan.
8. Not an Employment Contract; Shareholder Rights. The grant of an Option does not confer on the Participant any contractual employment or shareholder rights. The Participant will not have shareholder rights with respect to any shares of stock subject to the Option until the Option is exercised and the shares are issued and transferred on the books of the Company to the Participant. No adjustment shall be made for dividends, distributions or other rights for which the record date is prior to such date, except as provided under the Plan.
9. Severability. In the event that any provision of this Agreement is found to be invalid, illegal or incapable of being enforced by any court of competent jurisdiction for any reason, in whole or in part, the remaining provisions of this Agreement shall remain in full force and effect to the fullest extent permitted by law.
10. Waiver. Failure to insist upon strict compliance with any of the terms and conditions of this Agreement or the Plan shall not be deemed a waiver of such term or condition.
11. Notices. Any notices provided for in this Agreement or the Plan must be in writing and hand delivered, sent by fax or overnight courier, or by postage paid first class mail. Notices are to be sent to the Participant at the address indicated by the Company's records and to the Company at its principal executive office.
12. Governing Law. This Agreement shall be construed under the laws of the State of Illinois.

IN WITNESS WHEREOF, the Company has caused this Agreement to be executed in its name and on its behalf, all as of the Grant Date.

CABOT MICROELECTRONICS CORPORATION
/s/ William P. Noglows
William P. Noglows
Chairman and Chief Executive Officer

**ACKNOWLEDGEMENT AND RECEIPT
FOR FISCAL YEAR 2011 Annual Non-Qualified Stock Option Grant Agreement for Directors**

Granted To	Type of Grant	Number of Option Shares Granted	Exercise Price Per Share	Participant ID Number
[Name]	Non-Qualified Stock Option	[]	FMV/closing price on GD	[xxx-xx-xxxx]
	Grant Date [GD]	Vesting Date	Expiration Date	Grant Number
	[Date of grant]	100% 1 st anniversary of GD	10 th anniversary of GD	[xxxxx]

I hereby acknowledge receipt of the Non-Qualified Stock Option Award (the "Award") issued to me on the date shown above, which has been granted under and is governed by the terms and conditions of the Second Amended and Restated Cabot Microelectronics Corporation 2000 Equity Incentive Plan, as amended and restated September 23, 2008 (the "Plan") and the Non-Qualified Stock Option Agreement (the "Agreement"). I further acknowledge receipt of the copy of the Plan, certify that I am in conformance with and agree to conform to all of the terms and conditions of the Agreement and the Plan, including giving explicit consent to the Company to transfer personal data related to the Plan administration outside of the country in which Participant is employed and to the United States.

I further acknowledge that I have received a paper copy of the prospectus for the Plan. I hereby consent to receiving all future prospectuses for the remainder of my employment with the company through the company's intranet website. I am aware that I may withdraw my consent to receive future prospectuses from the company's intranet website at any time and upon such withdrawal will be entitled to a paper copy of any future prospectus deliveries.

Signature _____

Date _____

Any discrepancies between the Acknowledgement and Receipt, and the Agreement with respect to the information shown above, should be corrected and brought to the attention of the Committee. Please be sure to initial any corrections made to this form.

Please return one original signed acknowledgement and receipt by [] to:

Director of Human Resources
Cabot Microelectronics Corporation
870 Commons Drive
Aurora, IL 60504
HR Confidential FAX: 630/375-5587

Please keep a copy of the signed Acknowledgement and Receipt for your own records.

CONSENT OF SPOUSE
Fiscal Year 2011 Annual Non-Qualified Stock Option Grant Agreement for Directors

I, _____, spouse of [Name], have read and approve the Non-Qualified Stock Option Agreements, dated [Grant Date] (the "Agreement"). In consideration of granting of the right to my spouse to purchase shares of stock of Cabot Microelectronics Corporation, a Delaware corporation, as set forth in the Agreement, I hereby appoint my spouse as my attorney-in-fact with respect to the exercise of any rights under the Agreement and agree to be bound by the provisions of the Agreement insofar as I may have any rights in said Agreement or any shares issued pursuant thereto under the community property laws or similar laws relating to marital property in effect in the state of our residence as of the date of the signing of the foregoing Agreement.

Dated: _____
Spouse Signature

Please return one copy of a signed "Consent of Spouse" (if applicable) form to the Company's Human Resources Department by [_____].

Exhibit 10.6

**Second Amended and Restated
Cabot Microelectronics Corporation 2000 Equity Incentive Plan
Fiscal Year 2011 Annual Restricted Stock Units Award Agreement for Directors**

[Award date]

[Name]

[Address]

Dear [Name]

I am pleased to inform you (the "Participant") that the Board of Directors (the "Board") of Cabot Microelectronics Corporation (the "Company"), based on the recommendation of the Nominating and Corporate Governance Committee of the Board, has approved your participation in the Second Amended and Restated Cabot Microelectronics Corporation 2000 Equity Incentive Plan, as amended and restated September 23, 2008 (the "Plan") in consideration of your annual service as a Director of the Company. A Restricted Stock Units ("RSUs") Award (the "Award") is hereby awarded to the Participant pursuant to the terms of the Plan and this Restricted Stock Units Award Agreement (the "Agreement"). Each RSU represents the right to receive one share of Company common stock ("Stock") on the applicable vesting date pursuant to the Agreement and the Plan. A copy of the Plan is enclosed.

Participant	Type of Award	Number of Shares Subject to RSUs	Fair Market Value of Shares Subject to RSUs on Date of Award	Participant ID Number
	Restricted Stock Units (RSUs)	[____]	FMV/closing price on AD	[xxx-xx-xxxx]
	Date of Award [AD]	Vesting Date	Award Number	
[Name]	[Award date] Annual Meeting Date for Annual	100% 1 st anniversary of AD	[xxxxx]	

This Agreement provides the Participant with the terms of the Award granted to the Participant. The terms specified in this Agreement are governed by the provisions of the Plan, which are incorporated herein by reference. The Compensation Committee of the Board (the "Committee") has the exclusive authority to interpret and apply the Plan and this Agreement. Any interpretation of the Agreement by the Committee and any decision made by it with respect to the Agreement are final and binding on all persons. To the extent that there is any conflict between the terms of this Agreement and the Plan, the Plan shall govern. Capitalized terms used herein will have the same meaning as under the Plan, unless stated otherwise.

In consideration of the foregoing and the mutual covenants hereinafter set forth, it is agreed by and between the Company and the Participant, as follows:

1. **The Award.** The Award shall become vested and the Participant shall be entitled to receive one share of Stock for each vested RSU in accordance with the following table:

Number of Shares	Vesting Date
100%	1 st anniversary of AD

The Award will be fully vested and the Participant shall be entitled to receive one share of Stock for each RSU granted pursuant to this Agreement in the event of the Participant's death, Disability or a Change in Control, as defined below. In addition, upon the Participant's termination of Service as a Director of the Company for any reason other than by reason of Cause, death, Disability or a Change in Control, if at such time the Participant has completed at least the equivalent of two full terms as a Director of the Company, as defined in the Company's bylaws, the Award will be fully vested and the Participant shall be entitled to receive one share of Stock for each RSU granted pursuant to this Agreement. Otherwise, upon the Participant's termination of Service as a Director of the Company, the Participant shall immediately cease vesting in the Award and the unvested portion of the Award shall be forfeited immediately.

For purposes hereof, "Disability" shall have the meaning of permanent and total disability provided within the meaning of Section 22(e)(3) of the Internal Revenue Code of 1986, as amended ("Code").

For purposes hereof, "termination of Service" shall have the meaning of a "separation from service" under Treasury Regulation § 1.409A-1(h).

For purposes hereof, the Plan's definition of "Change in Control" is modified, to the extent necessary, to avoid the imposition of an excise tax under Section 409A of the Code and the regulations thereunder ("Section 409A"), to mean a "change in control event" as such term is defined for purposes of Section 409A. For purposes of clarity, if an Award would, for example, vest and be paid on a "Change in Control" as defined herein but payment of such Award would violate the provisions of Section 409A, then the Award shall vest but will be paid only in compliance with its terms and Section 409A (*i.e.*, upon a permissible payment event).

2. Termination / Cancellation / Rescission. The Company may terminate, cancel, rescind or recover the Award immediately under certain circumstances, including, but not limited to, the Participant's:

- (a) actions constituting Cause, as defined in the Plan, or the Company's By-laws or Articles of Incorporation, as applicable;
- (b) rendering of services for a competitor prior to, or within six (6) months after, the exercise of any Award or the termination of Participant's Service with the Company;
- (c) unauthorized disclosure of any confidential/proprietary information of the Company to any third party.

In the event of any such termination, cancellation, rescission or revocation, the Participant must return any Stock obtained by the Participant pursuant to the Award, or pay to the Company the amount of any gain realized on the sale of such Stock, and the Company shall be entitled to set-off against the amount of any such gain any amount owed to the Participant by the Company. To the extent applicable, the purchase price for such Stock shall be returned to the Participant, including any withholding requirements.

3. Rights and Restrictions Governing Underlying Stock. As of the Date of Award, and until such time as the Participant becomes vested in the RSU and receives a share of Stock as provided in Section 4 of this Agreement, the Participant shall have no rights of a shareholder (including, to the extent applicable, voting and dividend rights) as to each share of Stock subject to the RSU.

4. Delivery of Stock. As soon as reasonably practicable following each vesting date, one or more stock certificates for the appropriate number of shares of Stock shall be delivered to the Participant or such shares shall be credited to a brokerage account if the Participant so directs; provided however, that such certificates shall bear such legends as the Committee, in its sole discretion, may determine to be necessary or advisable in order to comply with applicable federal and state securities laws.

5. Tax Treatment/Tax Withholding. The Participant will generally be taxed on the Fair Market Value of the shares of Stock subject to the Award on the date(s) such shares of Stock are payable to the Participant according to the vesting terms above. This income will be taxed as ordinary income but will not be subject to any withholding taxes. Instead, the Participant is required to pay any applicable taxes to the appropriate tax authorities directly. The income will be reported to the Participant as part of the Participant's fees on the Participant's annual Form 1099 issued by the Company.

All deliveries and distributions under this Agreement are not subject to tax withholding unless required under applicable law. Notwithstanding, the Participant voluntarily may elect to have the Company withhold any applicable taxes in accord with and as permitted by Section 8.4 of the Plan. As a Director of the Company, the Participant is subject to Section 16 (an "Insider"), of the Securities Exchange Act of 1934 ("Exchange Act"), and any surrender of previously owned shares to satisfy tax withholding obligations arising under an Award must comply with the requirements of Rule 16b-3 promulgated under the Exchange Act ("Rule 16b-3"), and any other relevant law, regulations and Company guidelines.

6. Transferability. The Award is not transferable other than: (a) by will or by the laws of descent and distribution; (b) pursuant to a domestic relations order; or (c) to members of the Participant's immediate family, to trusts solely for the benefit of such immediate family members or to partnerships in which family members and/or trusts are the only partners, all as provided under the terms of the Plan. After any such transfer, the Award shall remain subject to the terms of the Plan.

7. Adjustment of Shares. In the event of any transaction described in Section 8.6 of the Plan, the terms of this Award (including, without limitation, the number and kind of shares subject to this Award) shall be adjusted as set forth in Section 8.6 of the Plan.
8. Not an Employment Contract. The Company's grant of the Award does not confer any contractual or other rights of employment or service with the Company.
9. Severability. In the event that any provision of this Agreement is found to be invalid, illegal or incapable of being enforced by any court of competent jurisdiction for any reason, in whole or in part, the remaining provisions of this Agreement shall remain in full force and effect to the fullest extent permitted by law.
10. Waiver. Failure to insist upon strict compliance with any of the terms and conditions of this Agreement or the Plan shall not be deemed a waiver of such term or condition.
11. Notices. Any notices provided for in this Agreement or the Plan must be in writing and hand delivered, sent by fax or overnight courier, or by postage paid first class mail. Notices are to be sent to the Participant at the address indicated by the Company's records and to the Company at its principal executive office.
12. Governing Law. This Agreement shall be construed under the laws of the State of Delaware.

IN WITNESS WHEREOF, the Company has caused this Agreement to be executed in its name and on its behalf, all as of the Date of Award.

CABOT MICROELECTRONICS CORPORATION

/s/ William P. Noglows
William P. Noglows

President and Chief Executive Officer

**ACKNOWLEDGEMENT AND RECEIPT
FOR FISCAL YEAR 2011 ANNUAL RESTRICTED STOCK UNITS AWARD AGREEMENT FOR DIRECTORS**

Participant	Type of Award	Number of Shares Subject to RSUs	Fair Market Value of Shares Subject to RSUs on Date of Award	Participant ID Number
[Name]	Restricted Stock Units (RSUs)	[xxxx]	FMV/closing prices on AD	[xxx-xx-xxxx]
	Date of Award [AD]	Vesting Date(s)	Award Number	
	[Date of Award]	100% 1 st anniversary of AD	[xxxxx]	

I hereby acknowledge receipt of the Restricted Stock Units Award (the "Award") issued to me on the date shown above, which has been granted under and is governed by the terms and conditions of the Second Amended and Restated Cabot Microelectronics Corporation 2000 Equity Incentive Plan, as amended and restated September 23, 2008 (the "Plan") and the Restricted Stock Units Award Agreement (the "Agreement"). I further acknowledge receipt of the copy of the Plan and certify that I am in conformance with and agree to conform to all of the terms and conditions of the Agreement and the Plan, including giving explicit consent to the Company to transfer personal data related to the Plan administration outside of the country in which Participant resides and to the United States.

According to the terms and conditions of the Award, units awarded pursuant to it are scheduled to vest (lapse of restrictions) in equal installments upon each of the first four anniversaries of the Award. When such units vest and shares are issued to you at such time, pursuant to the terms of the Plan, you will be free to hold these shares, or to sell, pledge, or give gifts of them, subject to the Company's policy on trading in Cabot Microelectronics stock as set forth in the Company's Insider Trading Policy and Trading Guidelines for Directors, Officers and Other Key Employees and the requirements of the federal securities laws.

I further acknowledge that I have received a paper copy of the prospectus related to the Plan. I hereby consent to receiving all future prospectuses for the remainder of my service to the Company through the Company's intranet website. I am aware that I may withdraw my consent to receive future prospectuses from the Company's intranet website at any time and upon such withdrawal will be entitled to a paper copy of any future prospectus deliveries.

Signature _____ Date _____

Any discrepancies between the Acknowledgement and Receipt, and the Agreement with respect to the information shown above, should be corrected and brought to the attention of the Committee. Please be sure to initial any corrections made to this form.

Please return a copy of the enclosed Acknowledgement and Receipt form by [_____] to:

Director of Human Resources
Cabot Microelectronics Corporation
870 Commons Drive
Aurora, IL 60504
HR Confidential FAX: 630/375-5587

Please keep a copy of the signed Acknowledgement and Receipt for your own records. Also, please retain the Agreement. If you have any questions, please contact the Director of Human Resources.

CONSENT OF SPOUSE

I, _____, spouse of [Name] have read and approve the Restricted Stock Units Award Agreement dated [Award Date] (the "Agreement"). In consideration of granting of the right to my spouse to receive or purchase shares of stock of Cabot Microelectronics Corporation, a Delaware corporation, as set forth in the Agreement, I hereby appoint my spouse as my attorney-in-fact with respect to the exercise of any rights under the Agreement and agree to be bound by the provisions of the Agreement insofar as I may have any rights in said Agreement or any shares issued pursuant thereto under the community property laws or similar laws relating to marital property in effect in the state of our residence as of the date of the signing of the foregoing Agreement.

Spouse Signature _____

Date _____

Name (Print) _____

Exhibit 31.1

CERTIFICATION

I, William P. Noglows, Chief Executive Officer of Cabot Microelectronics Corporation, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Cabot Microelectronics Corporation;
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 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 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 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 registrant's board of directors:
 - (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: May 9, 2011

/s/ WILLIAM P. NOGLOWS

William P. Noglows
Chief Executive Officer

Exhibit 31.2

CERTIFICATION

I, William S. Johnson, Chief Financial Officer of Cabot Microelectronics Corporation, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Cabot Microelectronics Corporation;
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 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 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 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 registrant's board of directors:
 - (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: May 9, 2011

/s/ WILLIAM S. JOHNSON

William S. Johnson
Chief Financial Officer

Exhibit 32.1

**CERTIFICATION 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 Quarterly Report of Cabot Microelectronics Corporation (the "Company") on Form 10-Q for the fiscal quarter ended March 31, 2011 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned officers of the Company certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 9, 2011

/s/ WILLIAM P. NOGLOWS

William P. Noglows
Chief Executive Officer

Date: May 9, 2011

/s/ WILLIAM S. JOHNSON

William S. Johnson
Chief Financial Officer

