

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, 2010

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, 2010, the Company had 23,633,635 shares of Common Stock, par value \$0.001 per share, outstanding.

CABOT MICROELECTRONICS CORPORATION

INDEX

|   | <u>Page</u> |
|---|-------------|
| <b>Part I. Financial Information</b>  |             |
| Item 1. <a href="#">Financial Statements</a>  |             |
| <a href="#">Consolidated Statements of Income (Loss) Three and Six Months Ended March 31, 2010 and 2009</a>   | 3           |
| <a href="#">Consolidated Balance Sheets March 31, 2010, and September 30, 2009</a>                            | 4           |
| <a href="#">Consolidated Statements of Cash Flows Six Months Ended March 31, 2010 and 2009</a>                | 5           |
| <a href="#">Notes to the Consolidated Financial Statements</a>  | 6           |
| Item 2. <a href="#">Management's Discussion and Analysis of Financial Condition and Results of Operations</a> | 19          |
| Item 3. <a href="#">Quantitative and Qualitative Disclosures About Market Risk</a>                            | 27          |
| Item 4. <a href="#">Controls and Procedures</a>   | 28          |
| <b>Part II. Other Information</b>   |             |
| Item 1. <a href="#">Legal Proceedings</a>   | 29          |
| Item 1A. <a href="#">Risk Factors</a>   | 30          |
| Item 2. <a href="#">Unregistered Sales of Equity Securities and Use of Proceeds</a>                           | 34          |
| Item 6. <a href="#">Exhibits</a>  | 35          |
| <a href="#">Signatures</a>  | 36          |

**PART I. FINANCIAL INFORMATION**  
**ITEM 1.****CABOT MICROELECTRONICS CORPORATION**  
**CONSOLIDATED STATEMENTS OF INCOME (LOSS)**  
**(Unaudited and in thousands, except per share amounts)**

|   | Three Months Ended<br>March 31, |                    | Six Months Ended<br>March 31, |                   |
|---|---------------------------------|--------------------|-------------------------------|-------------------|
|   | 2010                            | 2009               | 2010                          | 2009              |
| Revenue                                       | \$ 98,556                       | \$ 45,399          | \$ 196,228                    | \$ 108,416        |
| Cost of goods sold                            | <u>49,091</u>                   | <u>32,689</u>      | <u>96,355</u>                 | <u>67,000</u>     |
| Gross profit                                  | 49,465                          | 12,710             | 99,873                        | 41,416            |
| Operating expenses:                           |                                 |                    |                               |                   |
| Research, development and technical           | 12,908                          | 12,621             | 25,489                        | 24,735            |
| Selling and marketing                         | 6,530                           | 5,261              | 12,852                        | 11,234            |
| General and administrative                    | 12,699                          | 10,590             | 23,944                        | 21,916            |
| Purchased in-process research and development | -                               | 1,500              | -                             | 1,500             |
| Total operating expenses                      | <u>32,137</u>                   | <u>29,972</u>      | <u>62,285</u>                 | <u>59,385</u>     |
| Operating income (loss)                       | 17,328                          | (17,262)           | 37,588                        | (17,969)          |
| Other income (expense), net                   | (440)                           | 477                | (379)                         | 1,353             |
| Income (loss) before income taxes             | <u>16,888</u>                   | <u>(16,785)</u>    | <u>37,209</u>                 | <u>(16,616)</u>   |
| Provision (benefit) for income taxes          | <u>5,941</u>                    | <u>(6,672)</u>     | <u>13,138</u>                 | <u>(6,619)</u>    |
| Net income (loss)                             | <u>\$ 10,947</u>                | <u>\$ (10,113)</u> | <u>\$ 24,071</u>              | <u>\$ (9,997)</u> |
| Basic earnings (loss) per share               | <u>\$ 0.47</u>                  | <u>\$ (0.44)</u>   | <u>\$ 1.04</u>                | <u>\$ (0.43)</u>  |
| Weighted average basic shares outstanding     | <u>23,263</u>                   | <u>23,107</u>      | <u>23,205</u>                 | <u>23,053</u>     |
| Diluted earnings (loss) per share             | <u>\$ 0.47</u>                  | <u>\$ (0.44)</u>   | <u>\$ 1.03</u>                | <u>\$ (0.43)</u>  |
| Weighted average diluted shares outstanding   | <u>23,485</u>                   | <u>23,107</u>      | <u>23,367</u>                 | <u>23,053</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><br><u>2010</u> | <u>September 30,</u><br><u>2009</u> |
|---|---------------------------------|-------------------------------------|
| ASSETS  |                                 |                                     |
| Current assets:   |                                 |                                     |
| Cash and cash equivalents   | \$ 241,715                      | \$ 199,952                          |
| Accounts receivable, less allowance for doubtful accounts of \$1,145 at March 31, 2010, and \$1,277 at September 30, 2009 | 54,828                          | 53,538                              |
| Inventories   | 47,323                          | 44,940                              |
| Prepaid expenses and other current assets   | 14,959                          | 14,428                              |
| Deferred income taxes   | 3,907                           | 3,994                               |
| Total current assets  | <u>362,732</u>                  | <u>316,852</u>                      |
| Property, plant and equipment, net  | 115,480                         | 122,782                             |
| Goodwill  | 39,994                          | 39,732                              |
| Other intangible assets, net  | 17,747                          | 18,741                              |
| Deferred income taxes   | 8,963                           | 7,953                               |
| Other long-term assets  | 8,903                           | 9,084                               |
| Total assets  | <u>\$ 553,819</u>               | <u>\$ 515,144</u>                   |
| LIABILITIES AND STOCKHOLDERS' EQUITY  |                                 |                                     |
| Current liabilities:  |                                 |                                     |
| Accounts payable  | \$ 16,538                       | \$ 15,182                           |
| Capital lease obligations   | 1,252                           | 1,210                               |
| Accrued expenses and other current liabilities  | 31,028                          | 23,144                              |
| Total current liabilities   | <u>48,818</u>                   | <u>39,536</u>                       |
| Capital lease obligations   | 671                             | 1,308                               |
| Other long-term liabilities   | 3,711                           | 3,571                               |
| Total liabilities   | <u>53,200</u>                   | <u>44,415</u>                       |
| Commitments and contingencies (Note 9)  |                                 |                                     |
| Stockholders' equity:   |                                 |                                     |
| Common stock:   |                                 |                                     |
| Authorized: 200,000,000 shares, \$0.001 par value   |                                 |                                     |
| Issued: 26,321,880 shares at March 31, 2010, and 26,143,116 shares at September 30, 2009                                  | 26                              | 26                                  |
| Capital in excess of par value of common stock  | 220,817                         | 213,031                             |
| Retained earnings   | 358,380                         | 334,309                             |
| Accumulated other comprehensive income  | 12,474                          | 13,690                              |
| Treasury stock at cost, 2,722,449 shares at March 31, 2010, and 2,698,234 shares at September 30, 2009                    | (91,078)                        | (90,327)                            |
| Total stockholders' equity  | <u>500,619</u>                  | <u>470,729</u>                      |
| Total liabilities and stockholders' equity  | <u>\$ 553,819</u>               | <u>\$ 515,144</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)**

|   | <b>Six Months Ended March 31,</b> |                   |
|---|-----------------------------------|-------------------|
|   | <b>2010</b>                       | <b>2009</b>       |
| Cash flows from operating activities:   |                                   |                   |
| Net income (loss)   | \$ 24,071                         | \$ (9,997)        |
| Adjustments to reconcile net income (loss) to net cash provided by operating activities:                        |                                   |                   |
| Depreciation and amortization   | 12,642                            | 12,268            |
| Share-based compensation expense  | 6,395                             | 7,130             |
| Deferred income tax benefit   | (249)                             | (2,481)           |
| Provision for doubtful accounts   | (117)                             | 816               |
| Non-cash foreign exchange (gain) loss   | 1,127                             | (2,174)           |
| Loss on disposal of property, plant and equipment   | 68                                | 88                |
| Impairment of property, plant and equipment   | -                                 | 1,243             |
| Purchased in-process research and development   | -                                 | 1,500             |
| Other   | 27                                | 1,130             |
| Changes in operating assets and liabilities:  |                                   |                   |
| Accounts receivable   | (2,285)                           | 14,805            |
| Inventories   | (3,161)                           | (1,593)           |
| Prepaid expenses and other assets   | (537)                             | (3,891)           |
| Accounts payable  | 1,232                             | (6,081)           |
| Accrued expenses, income taxes payable and other liabilities  | 8,408                             | (11,140)          |
| Net cash provided by operating activities   | <u>47,621</u>                     | <u>1,623</u>      |
| Cash flows from investing activities:   |                                   |                   |
| Additions to property, plant and equipment  | (5,338)                           | (4,652)           |
| Acquisition of business, net of cash acquired   | -                                 | (60,491)          |
| Purchase of patents   | (115)                             | -                 |
| Proceeds from the sale of investments   | 50                                | 50                |
| Net cash used in investing activities   | <u>(5,403)</u>                    | <u>(65,093)</u>   |
| Cash flows from financing activities:   |                                   |                   |
| Repurchases of common stock   | (751)                             | (334)             |
| Net proceeds from issuance of stock   | 1,391                             | 1,091             |
| Principal payments under capital lease obligations  | (595)                             | (555)             |
| Net cash provided by financing activities   | <u>45</u>                         | <u>202</u>        |
| Effect of exchange rate changes on cash   | <u>(500)</u>                      | <u>772</u>        |
| Increase (decrease) in cash and cash equivalents  | 41,763                            | (62,496)          |
| Cash and cash equivalents at beginning of period  | 199,952                           | 221,467           |
| Cash and cash equivalents at end of period  | <u>\$ 241,715</u>                 | <u>\$ 158,971</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 | \$ 790                            | \$ 562            |
| Issuance of restricted stock  | 4,985                             | 4,209             |

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 is a polishing process used by IC device manufacturers to planarize or flatten many of the multiple layers of material that are deposited upon silicon wafers in the production of advanced ICs. Our products play a critical role in the production of advanced IC devices, thereby enabling our customers 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 continue to pursue 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, 2009.

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, 2010, cash flows for the six months ended March 31, 2010, and March 31, 2009, and results of operations for the three and six months ended March 31, 2010, and March 31, 2009. The results of operations for the three and six months ended March 31, 2010 may not be indicative of the results to be expected for future periods, including the fiscal year ending September 30, 2010. 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, 2009. We currently operate predominantly in one industry segment - the development, manufacture and sale of CMP consumables. Certain reclassifications of prior fiscal year amounts have been made to conform to the current period presentation.

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, 2010.

**2. BUSINESS COMBINATION**

On February 27, 2009, we completed the acquisition of Epoch Material Co., Ltd. (Epoch), which previously was a consolidated subsidiary of Etemal Chemical Co., Ltd. (Etemal). Epoch is a Taiwan-based company specializing in the development, manufacture and sale of copper CMP slurries and CMP cleaning solutions to the semiconductor industry, and color filter slurries to the liquid crystal display (LCD) industry. We paid \$59,391 to obtain 90% of Epoch's stock, plus \$728 of transaction costs, from our available cash balance. We expect to pay an additional \$6,600 to Etemal in August 2010 to acquire the remaining 10% of Epoch's stock and we have placed \$6,600 in an escrow account in Taiwan to be held for this purpose until the payment date. The escrow account is recorded as current restricted cash at March 31, 2010 and is included with prepaid expenses and other current assets on our Consolidated Balance Sheet. During this interim period, Etemal continues to hold the remaining 10% ownership interest in Epoch. However, Etemal has waived rights to any interest in the earnings of Epoch during the interim period, including any associated dividends. Consequently, we have recorded a \$6,600 current liability in accrued expenses and other current liabilities on our Consolidated Balance Sheet at March 31, 2010, rather than recording a noncontrolling interest in Epoch.

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

All business combinations have been accounted for under the purchase method of accounting. Accordingly, the assets and liabilities of the acquired entities are recorded at their estimated fair values at the date of acquisition. Goodwill represents the excess of the purchase price over the fair value of net assets and amounts assigned to identifiable intangible assets. Purchased in-process research and development (IPR&D), for which technological feasibility has not yet been established and no future alternative uses exist, is expensed immediately. In December 2007, the Financial Accounting Standards Board (FASB) issued new standards for the accounting for business combinations. The new standards retain the purchase method of accounting for acquisitions, but require a number of changes, including changes in the way assets and liabilities are recognized in purchase accounting. They also change the recognition of assets acquired and liabilities assumed arising from contingencies, require the capitalization of in-process research and development at fair value, and require acquisition-related costs to be charged to expense as incurred. The new standards were effective for us October 1, 2009 and will apply prospectively to business combinations completed on or after that date.

The purchase price for Epoch was allocated to tangible assets, liabilities assumed, identified intangible assets acquired, as well as IPR&D, based on our preliminary estimation of their fair values. The excess of the purchase price over the aggregate fair values was recorded as goodwill and is generally fully deductible for tax purposes. The following table summarizes the final purchase price allocation.

|                                     |    |        |
|-------------------------------------|----|--------|
| Current assets                      | \$ | 11,453 |
| Long-term assets                    |    | 13,965 |
| In-process research and development |    | 1,410  |
| Identified intangible assets        |    | 11,510 |
| Goodwill                            |    | 29,877 |
| Total assets acquired               |    | 68,215 |
| Total liabilities assumed           |    | 1,496  |
| Net assets acquired                 | \$ | 66,719 |

We have recorded 100% of Epoch's results of operations since February 27, 2009 in our Consolidated Statement of Income.

The following unaudited pro forma consolidated results of operations have been prepared as if the acquisition of Epoch had occurred on October 1, 2008:

|                     | <b>Three Months<br/>Ended<br/>March 31,<br/>2009</b> | <b>Six Months<br/>Ended<br/>March 31,<br/>2009</b> |
|---------------------|--|--|
| Revenues            | \$ 46,168  | \$ 113,164   |
| Net loss            | \$ (9,473)   | \$ (10,917)  |
| Net loss per share: |  |  |
| Basic               | \$ (0.41)  | \$ (0.47)  |
| Diluted             | \$ (0.41)  | \$ (0.47)  |

The unaudited pro forma consolidated results of operations do not purport to be indicative of the results that would have been achieved if the acquisition had actually occurred as of the date indicated, or of those results that may be achieved in the future. The unaudited pro forma consolidated results of operations include adjustments to net income to give effect to: expensing of IPR&D on October 1, 2008; amortization of intangible assets acquired; depreciation of property, plant and equipment acquired; and income taxes.

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

### 3. FAIR VALUE OF FINANCIAL INSTRUMENTS

On October 1, 2008, we adopted various accounting standards issued by the FASB for the fair value measurement of all financial assets and financial liabilities. These standards established a common definition for fair value in generally accepted accounting principles, established a framework for measuring fair value and expanded disclosure about such fair value measurements. These standards also clarified the application of fair value measurement in an inactive market and illustrated how an entity would determine fair value when the market for a financial asset is not active. These standards allow measurement at fair value of eligible financial assets and financial liabilities that are not otherwise measured at fair value on an instrument-by-instrument basis (the "fair value option"). We did not elect the fair value option for any financial assets or financial liabilities that were not previously required to be measured at fair value under other generally accepted accounting principles. On October 1, 2009, we adopted the accounting provisions that relate to 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. Effective April 1, 2009, we adopted new fair value standards issued by the FASB which require disclosures about fair value of financial instruments in interim reporting periods as well as in annual financial statements and require fair value disclosures in summarized financial information at interim periods.

The following table presents assets that we measured at fair value on a recurring basis at March 31, 2010. As permitted under the relevant standards, we have chosen to not measure any of our liabilities at fair value as we believe our 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.

|                               | Level 1           | Level 2     | Level 3         | Total<br>Fair Value |
|-------------------------------|-------------------|-------------|-----------------|---------------------|
| Cash and cash equivalents     | \$ 241,715        | \$ -        | \$ -            | \$ 241,715          |
| Auction rate securities (ARS) | -                 | -           | 8,066           | 8,066               |
| Total                         | <u>\$ 241,715</u> | <u>\$ -</u> | <u>\$ 8,066</u> | <u>\$ 249,781</u>   |

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 recorded amounts of cash, accounts receivable and accounts payable approximate their fair values due to their short-term, highly liquid characteristics. 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.



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

Effective April 1, 2009, we adopted accounting standards issued by the FASB regarding the classification and valuation of financial instruments, including the recognition and presentation of other-than-temporary impairments for investment securities we own and the determination of fair value of financial instruments when the volume of trading activity significantly decreases. A debt security is considered to be impaired when the fair value of the debt security is less than its amortized cost at the balance sheet date. An other-than-temporary impairment must be recorded when a credit loss exists; that is when the present value of the expected cash flows from a debt security is less than the amortized cost basis of the security. An impairment is considered to be other-than-temporary when: 1) an entity intends to sell a debt security that is impaired; 2) when it is more likely than not that an entity will be required to sell the security before the recovery of its amortized cost basis; or 3) when a credit loss exists. An entity must recognize an impairment related to any of the three of these circumstances currently in earnings.

We applied these new standards to the valuation of our investment in ARS as of March 31, 2010. Our ARS investments at March 31, 2010 consisted of two tax exempt municipal debt securities with a total par value of \$8,300. 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 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 AAA.

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 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.

Based on our fair value assessment, we determined that one ARS continues to be impaired as of March 31, 2010. This security has a fair value of \$3,116 (par value \$3,350). We assessed the impairment in accordance with 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 first recorded in fiscal 2008. We believe that this ARS is not permanently impaired because in the event of default by the municipality, we expect the insurance provider would pay interest and principal following the original repayment schedule, we were able to successfully monetize at par value \$50 of this security during our fiscal quarter ended March 31, 2010, 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 other ARS was not impaired as of March 31, 2010. See Note 6 for more information on these investments.

#### 4. INVENTORIES

Inventories consisted of the following:

|                 | <u>March 31,</u><br><u>2010</u> | <u>September 30,</u><br><u>2009</u> |
|-----------------|---------------------------------|-------------------------------------|
| Raw materials   | \$ 20,061                       | \$ 20,082                           |
| Work in process | 3,326                           | 3,080                               |
| Finished goods  | 23,936                          | 21,778                              |
| Total           | <u>\$ 47,323</u>                | <u>\$ 44,940</u>                    |

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

**5. GOODWILL AND OTHER INTANGIBLE ASSETS**

Goodwill was \$39,994 as of March 31, 2010, and \$39,732 as of September 30, 2009. The increase in goodwill was due to foreign exchange fluctuation of the New Taiwan Dollar related goodwill associated with the Epoch acquisition.

Goodwill and indefinite lived intangible assets are tested for impairment annually in the fourth fiscal quarter 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 2009 and concluded that no impairment existed. There were no indicators of potential impairment during the six months ended March 31, 2010, 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:

|   | <u>March 31, 2010</u>        |                                 | <u>September 30, 2009</u>    |                                 |
|---|------------------------------|---------------------------------|------------------------------|---------------------------------|
|   | <u>Gross Carrying Amount</u> | <u>Accumulated Amortization</u> | <u>Gross Carrying Amount</u> | <u>Accumulated Amortization</u> |
| <b>Other intangible assets subject to amortization:</b>           |                              |                                 |                              |                                 |
| Product technology  | \$ 8,157                     | \$ 2,447                        | \$ 8,135                     | \$ 1,978                        |
| Acquired patents and licenses                                     | 8,115                        | 5,980                           | 8,000                        | 5,825                           |
| Trade secrets and know-how  | 2,550                        | 2,550                           | 2,550                        | 2,550                           |
| Distribution rights, customer lists and other                     | 11,366                       | 2,654                           | 11,287                       | 2,068                           |
| <b>Total other intangible assets subject to amortization</b>      | <b>30,188</b>                | <b>13,631</b>                   | <b>29,972</b>                | <b>12,421</b>                   |
| <b>Total other intangible assets not subject to amortization*</b> | <b>1,190</b>                 |                                 | <b>1,190</b>                 |                                 |
| <b>Total other intangible assets</b>                              | <b>\$ 31,378</b>             | <b>\$ 13,631</b>                | <b>\$ 31,162</b>             | <b>\$ 12,421</b>                |

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

Amortization expense on our other intangible assets was \$599 and \$1,193 for the three and six months ended March 31, 2010, respectively. Amortization expense on our other intangible assets was \$661 and \$1,339 for the three and six months ended March 31, 2009, respectively. Estimated future amortization expense for the five succeeding fiscal years is as follows:

| <u>Fiscal Year</u> | <u>Estimated Amortization Expense</u> |
|--------------------|---------------------------------------|
| Remainder of 2010  | \$ 1,204                              |
| 2011               | 2,400                                 |
| 2012               | 2,400                                 |
| 2013               | 2,400                                 |
| 2014               | 2,359                                 |

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

**6. OTHER LONG-TERM ASSETS**

Other long-term assets consisted of the following:

|                        | <u>March 31,</u><br><u>2010</u> | <u>September 30,</u><br><u>2009</u> |
|------------------------|---------------------------------|-------------------------------------|
| Long-term investments  | \$ 8,066                        | \$ 8,116                            |
| Other long-term assets | 837                             | 968                                 |
| Total                  | <u>\$ 8,903</u>                 | <u>\$ 9,084</u>                     |

As discussed in Note 3 of this Form 10-Q, the two ARS that we owned as of March 31, 2010 are classified as long-term investments. The securities are credit enhanced with bond insurance to a AAA 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, 2009. We assessed the impairment and determined that the impairment was temporary as it was related to the illiquid ARS market rather than to 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 \$50 of this ARS during the quarter ended March 31, 2010, 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.

**7. ACCRUED EXPENSES AND OTHER CURRENT LIABILITIES**

Accrued expenses and other current liabilities consisted of the following:

|   | <u>March 31,</u><br><u>2010</u> | <u>September 30,</u><br><u>2009</u> |
|---|---------------------------------|-------------------------------------|
| Accrued compensation                          | \$ 15,532                       | \$ 8,462                            |
| Goods and services received, not yet invoiced | 3,703                           | 2,806                               |
| Warranty accrual                              | 342                             | 360                                 |
| Taxes, other than income taxes                | 1,762                           | 1,175                               |
| Acquisition related                           | 6,600                           | 6,600                               |
| Other   | 3,089                           | 3,741                               |
| Total   | <u>\$ 31,028</u>                | <u>\$ 23,144</u>                    |

The increase in accrued compensation was primarily due to accruals for the annual incentive bonus program for fiscal 2010.

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

**8. DERIVATIVE FINANCIAL INSTRUMENTS**

On January 1, 2009, we adopted new accounting standards regarding disclosures about derivative instruments and hedging activities. These standards require enhanced disclosures about (a) how and why derivative instruments are used, (b) how derivative instruments and related hedged items are accounted for, and (c) how derivative instruments and related hedged items affect our financial position, financial performance and cash flows.

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, 2010, 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:

|   | Balance Sheet Location                         | Asset Derivatives                  |  | Liability Derivatives              |  |
|---|--|------------------------------------|--|------------------------------------|--|
|   |  | Fair Value at<br>March 31,<br>2010 | Fair Value at<br>September 30,<br>2009 | Fair Value at<br>March 31,<br>2010 | Fair Value at<br>September 30,<br>2009 |
| Derivatives not designated as hedging instruments |  |                                    |  |                                    |  |
| Foreign exchange contracts                        | Prepaid expenses and other current assets      | \$ 357                             | \$ -                                   | \$ -                               | \$ -                                   |
|   | Accrued expenses and other current liabilities | \$ -                               | \$ -                                   | \$ -                               | \$ 242                                 |

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 (Loss) Location | Gain (Loss) Recognized in Statement of Income (Loss) |                |                  |                |
|---|-------------------------------------|--|----------------|------------------|----------------|
|   |                                     | Three Months Ended                                   |                | Six Months Ended |                |
|   |                                     | March 31, 2010                                       | March 31, 2009 | March 31, 2010   | March 31, 2009 |
| Derivatives not designated as hedging instruments |                                     |  |                |                  |                |
| Foreign exchange contracts                        | Other income (expense), net         | \$ (20)  | \$ 2,638       | \$ 470           | \$ (1,073)     |

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

**9. CONTINGENCIES**

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 five 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 seeks declaratory relief and alleges 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 does not allege any infringement by our products of intellectual property owned by DA Nano. On July 25, 2008, the District Court issued its patent claim construction, or "Markman" Order ("Markman Order") in the litigation. In a Markman ruling, a district court hearing a patent infringement case interprets and rules on the scope and meaning of disputed patent claim language regarding the patents in suit. We believe that a Markman decision is often a significant factor in the progress and outcome of patent infringement litigation. In the Markman Order, the District Court adopted interpretations that we believe are favorable to Cabot Microelectronics on all claim terms that were in dispute in the litigation. On January 27, 2009, we filed a motion for summary judgment on DA Nano's infringement of certain of the patents at issue in the suit, and on that same date, DA Nano filed a motion for summary judgment on non-infringement and invalidity of certain of the patents at issue in the suit. On November 16, 2009, the District Court issued its ruling on all of these respective summary judgment motions. In its summary judgment ruling, the District Court denied a motion filed by DA Nano for summary judgment of invalidity of three of our patents at issue in the case, which are fundamental patents in the field of tungsten CMP. The District Court also denied DA Nano's motion for summary judgment of non-infringement of these patents. In addition, the District Court denied DA Nano's motion for summary judgment of non-infringement of another one of our patents at issue in the suit that is considered to be a foundational CMP patent. The District Court also denied Cabot Microelectronics' motion for summary judgment of infringement of the tungsten patents, stating that despite the weight of the record on DA Nano's infringement, summary judgment is not the forum to decide issues of fact that remain. We believe that the summary judgment ruling supports our position on the merits of the case with regard to the evidence of DA Nano's infringement of our tungsten patents and the lack of evidence of invalidity of these patents. The parties submitted pretrial filings on January 15, 2010, and the trial date has been set for June 14, 2010. 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 vigorously.

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, 2009, for additional information regarding commitments and contingencies.

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

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 2010 as follows:

|  |    |              |
|--|----|--------------|
| Balance as of September 30, 2009                         | \$ | 360          |
| Reserve for product warranty during the reporting period |    | 554          |
| Settlement of warranty                                   |    | <u>(572)</u> |
| Balance as of March 31, 2010                             | \$ | <u>342</u>   |

**10. 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 Employee Stock Purchase Plan (ESPP), which was amended to become the Cabot Microelectronics Corporation 2007 Employee Stock Purchase Plan, as Amended and Restated January 1, 2010, 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, 2009. 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.

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

Share-based compensation expense for the three and six months ended March 31, 2010, and 2009, was as follows:

|  | Three Months Ended<br>March 31, |                 | Six Months Ended<br>March 31, |                 |
|--|---------------------------------|-----------------|-------------------------------|-----------------|
|  | 2010                            | 2009            | 2010                          | 2009            |
| Cost of goods sold                                 | \$ 235                          | \$ 207          | \$ 483                        | \$ 553          |
| Research, development and technical                | 220                             | 234             | 462                           | 622             |
| Selling and marketing                              | 235                             | 275             | 536                           | 694             |
| General and administrative                         | 2,394                           | 2,180           | 4,914                         | 5,261           |
| Total share-based compensation expense             | 3,084                           | 2,896           | 6,395                         | 7,130           |
| Tax benefit  | 1,098                           | 1,034           | 2,277                         | 2,547           |
| Total share-based compensation expense, net of tax | <u>\$ 1,986</u>                 | <u>\$ 1,862</u> | <u>\$ 4,118</u>               | <u>\$ 4,583</u> |

Our non-employee directors received their annual equity award in March 2010. In conjunction with this award, the Board of Directors and respective committees of the Board approved non-material revisions to the terms of the relevant award agreements 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. Three of the Company's non-employee directors had completed at least two full terms of service as of the date of the March 2010 award. Consequently, the requisite service period for the award has already been satisfied and we recorded the fair value of \$442 of the awards to these three directors to share-based compensation expense in the fiscal quarter ended March 31, 2010 rather than recording that expense over the four-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, 2009.

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

**11. OTHER INCOME (EXPENSE), NET**

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

|                                   | <b>Three Months Ended</b> |               | <b>Six Months Ended</b> |                 |
|-----------------------------------|---------------------------|---------------|-------------------------|-----------------|
|                                   | <b>March 31,</b>          |               | <b>March 31,</b>        |                 |
|                                   | <b>2010</b>               | <b>2009</b>   | <b>2010</b>             | <b>2009</b>     |
| Interest income                   | \$ 38                     | \$ 156        | \$ 82                   | \$ 890          |
| Interest expense                  | (60)                      | (79)          | (131)                   | (180)           |
| Other income (expense)            | (418)                     | 400           | (330)                   | 643             |
| Total other income (expense), net | <u>\$ (440)</u>           | <u>\$ 477</u> | <u>\$ (379)</u>         | <u>\$ 1,353</u> |

The decrease in interest income during the three and six months ended March 31, 2010 was primarily due to lower interest rates earned on our balances of cash and investments compared to the same periods in fiscal 2009. The decrease in other income (expense) during the three and six months ended March 31, 2010 was primarily due to changes in the exchange rates of the U.S. dollar relative to the Japanese Yen.

**12. COMPREHENSIVE INCOME (LOSS)**

The components of comprehensive income were as follows:

|   | <b>Three Months Ended</b> |                    | <b>Six Months Ended</b> |                   |
|---|---------------------------|--------------------|-------------------------|-------------------|
|   | <b>March 31,</b>          |                    | <b>March 31,</b>        |                   |
|   | <b>2010</b>               | <b>2009</b>        | <b>2010</b>             | <b>2009</b>       |
| Net income (loss)                       | \$ 10,947                 | \$ (10,113)        | \$ 24,071               | \$ (9,997)        |
| Other comprehensive income:             |                           |                    |                         |                   |
| Foreign currency translation adjustment | 105                       | (1,536)            | (1,229)                 | 3,914             |
| Minimum pension liability adjustment    | 6                         | 26                 | 13                      | 27                |
| Total comprehensive income (loss)       | <u>\$ 11,058</u>          | <u>\$ (11,623)</u> | <u>\$ 22,855</u>        | <u>\$ (6,056)</u> |

The foreign currency translation adjustments during the three and six months ended March 31, 2010 and 2009 resulted primarily from the changes in the exchange rates of the U.S. dollar relative to the Japanese Yen and to the New Taiwan Dollar.

**13. INCOME TAXES**

Our effective income tax rate was 35.2% and 35.3% for the three and six months ended March 31, 2010, respectively, compared to an effective income tax benefit rate of 39.7% and 39.8% for the three and six months ended March 31, 2009. The change in the effective tax rate during fiscal 2010 is primarily due to the significant increase in taxable income as the Company was in a net income position as of March 31, 2010 compared to a net loss position as of March 31, 2009. The effective tax rate also changed due to a decrease in tax-exempt interest income and the expiration of the research and experimentation credit effective December 31, 2009. There were no material changes to our liability for uncertain tax positions during the three and six months ended March 31, 2010.



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

**14. EARNINGS (LOSS) 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<br>March 31, |             | Six Months Ended<br>March 31, |            |
|---|---------------------------------|-------------|-------------------------------|------------|
|   | 2010                            | 2009        | 2010                          | 2009       |
| Numerator:  |                                 |             |                               |            |
| Earnings (loss) available to common shares                                      | \$ 10,947                       | \$ (10,113) | \$ 24,071                     | \$ (9,997) |
| Denominator:  |                                 |             |                               |            |
| Weighted average common shares<br>(Denominator for basic calculation)           | 23,262,631                      | 23,107,010  | 23,205,318                    | 23,052,782 |
| Weighted average effect of dilutive securities:                                 |                                 |             |                               |            |
| Share-based compensation  | 222,795                         | -           | 162,078                       | -          |
| Diluted weighted average common shares<br>(Denominator for diluted calculation) | 23,485,426                      | 23,107,010  | 23,367,396                    | 23,052,782 |
| Earnings (loss) per share:  |                                 |             |                               |            |
| Basic   | \$ 0.47                         | \$ (0.44)   | \$ 1.04                       | \$ (0.43)  |
| Diluted   | \$ 0.47                         | \$ (0.44)   | \$ 1.03                       | \$ (0.43)  |

For the three months ended March 31, 2010 and 2009, approximately 2.6 million and 4.0 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, 2010 and 2009, approximately 2.6 million and 4.0 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.

**15. NEW ACCOUNTING PRONOUNCEMENTS**

On October 1, 2009, we adopted new accounting standards for the accounting and reporting of minority equity interests in subsidiaries. Minority interests are characterized as noncontrolling interests and are reported as a component of equity separate from the parent's equity, and purchases or sales of equity interests that do not result in a change of control are accounted for as equity transactions. In addition, net income attributable to the noncontrolling interest is included in consolidated net income on the face of the statement of income and, upon loss of control, the interest sold, as well as any interest retained, is recorded at fair value with any gain or loss recognized in earnings. The new standards apply prospectively, except for the presentation and disclosure requirements, which apply retrospectively. The adoption of these standards had no effect on our results of operations, financial position or cash flows as we currently have no minority interests in any of our subsidiaries.

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

In June 2009, the FASB issued new standards prescribing the information that a reporting entity must provide in its financial reports about the transfer of financial assets. The new standards amend previous guidance by removing the concept of a qualifying special-purpose entity and removing the exception from applying the provisions of accounting for variable interest entities that are qualifying special-purpose entities. The new standards are effective for transfers of financial assets occurring on or after January 1, 2010. The adoption of these new standards did not have a material impact on our results of operations, financial position or cash flows.

In June 2009, the FASB issued new 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 new standards are effective for annual reporting periods beginning after November 15, 2009 and for interim reporting periods within the first annual reporting period. We do not believe the adoption of these new standards will have a material impact on our results of operations, financial position or cash flows. We do not currently have any interest or arrangements that are considered variable interest entities.

In October 2009, the FASB issued ASU No. 2009-13, "Revenue Recognition (Topic 605) – Multiple-Deliverable Revenue Arrangements" (ASU 2009-13), a consensus of the FASB Emerging Issues Task Force. The guidance in ASU 2009-13 modifies the fair value requirements regarding the recognition of revenue under multiple element 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. ASU 2009-13 is effective prospectively for revenue arrangements entered into or modified in fiscal years beginning on or after June 15, 2010. We are currently assessing the potential impact that the adoption of this new standards update will have on our results of operations, financial position or cash flows.

In October 2009, the FASB issued Accounting Standards Update (ASU) No. 2009-14, "Software (Topic 985) – Certain Revenue Arrangements That Include Software Elements" (ASU 2009-14), a consensus of the FASB Emerging Issues Task Force. The guidance in ASU 2009-14 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. ASU 2009-14 is effective prospectively for revenue arrangements entered into or modified in fiscal years beginning on or after June 15, 2010. We are currently assessing the potential impact that the adoption of this new standards update will have 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 our results of operations, financial position or cash flows.

## 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, 2009, including the consolidated financial statements and related notes thereto.

### SECOND QUARTER OF FISCAL 2010 OVERVIEW

The improvement in economic and industry conditions that we began to see in our business during the second half of fiscal 2009 and the first quarter of fiscal 2010, following the severe global recession, continued during our second quarter of fiscal 2010. Demand for our products grew modestly during the second fiscal quarter from the first fiscal quarter, although the second fiscal quarter has historically been seasonally soft for both the semiconductor industry and for our Company. During the second quarter, a number of industry analysts increased their semiconductor revenue growth estimates for 2010 and demand appears stable across the foundry, logic and memory segments of the semiconductor industry. At present, we believe these positive trends are likely to continue throughout calendar 2010 based on currently reported forecasts from our customers. We also continue to see the positive impact on our business of our fiscal 2009 acquisition of Epoch Material Co., Ltd. (Epoch) and continued growth in our polishing pad business. There are many factors, however, that make it difficult for us to predict future revenue trends for our business, including: the pace, timing and sustainability of the ongoing economic recovery; the cyclical nature of the semiconductor industry; the short order to delivery time for our products and the associated lack of visibility to future customer orders; quarter to quarter changes in customer orders regardless of industry strength; and potential future acquisitions by us.

Revenue for our second quarter of fiscal 2010 was \$98.6 million, which represented an increase of 117.1%, or \$53.2 million, from the second quarter of fiscal 2009 and an increase of 0.9%, or \$0.9 million, from the previous fiscal quarter. The increase in revenue from the second quarter of fiscal 2009 continues to reflect increased sales volume due to improved economic and semiconductor industry conditions as well as contributions from Epoch. The increase in revenue from our prior fiscal quarter reflects generally strong demand for our products, particularly for our polishing pads.

Gross profit for our second quarter of fiscal 2010 expressed as a percentage of revenue was 50.2% and was 50.9% on a year-to-date basis. Our gross profit percentage increased from 28.0% reported in the second quarter of fiscal 2009 and decreased from 51.6% in our prior fiscal quarter. The increase in gross profit percentage from the second quarter of fiscal 2009 was primarily due to the significant increase in sales volume due to considerable improvement in economic and industry conditions, and the related benefits of increased utilization of our manufacturing capacity. The decrease in gross profit percentage from the prior fiscal quarter was primarily due to the absence of a \$1.6 million raw material supplier credit recorded in the first quarter of fiscal 2010 related to our achievement of a certain volume threshold. Our gross profit percentage reflects continued productivity gains within our manufacturing operations, the synergies we have achieved with our Epoch acquisition and the continued increase in the volume of pad sales and the related improvement in pad manufacturing yields. We currently expect our gross profit percentage for fiscal 2010 to be in the upper end of our full year guidance range of 46% 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 range.

Operating expenses were \$32.1 million in our second quarter of fiscal 2010, compared to \$30.0 million in the second quarter of fiscal 2009 and \$30.1 million in the previous fiscal quarter. The increase in operating expenses from both the comparable quarter of fiscal 2009 and from the prior fiscal quarter was primarily due to increased staffing-related costs, including costs associated with our annual incentive bonus program, the impact of salary increases that were effective January 1, 2010, and the reinstatement of certain employee benefits that were suspended during the economic downturn in fiscal 2009, as well as increased professional fees, including costs to enforce our intellectual property. The increase in operating expenses from the second quarter of fiscal 2009 was partially offset by the absence of \$3.6 million of specific, pre-tax expenses recorded in the second quarter of fiscal 2009, including a \$1.5 million write-off of in-process research and development expenses related to our acquisition of Epoch, a \$1.1 million impairment of certain research and development equipment, and a \$1.0 million increase in our reserve for bad debt expense due to the impact of the global economic conditions on customer collections. We currently expect full year fiscal 2010 operating expenses to be in the upper end of our guidance range of \$120 million to \$125 million.

Diluted earnings per share for our second fiscal quarter was \$0.47, an increase from diluted loss per share of \$0.44 reported in the second quarter of fiscal 2009 and a decrease from the diluted earnings per share of \$0.56 reported in the previous fiscal quarter as a result of the factors discussed above.

#### **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, 2009. We believe there have been no material changes in our critical accounting estimates during the first six months of fiscal 2010. See Notes 3, 8 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, 2010, VERSUS THREE MONTHS ENDED MARCH 31, 2009

#### REVENUE

Revenue was \$98.6 million for the three months ended March 31, 2010, which represented a 117.1%, or \$53.2 million, increase from the three months ended March 31, 2009. The increase in revenue was driven by a \$56.2 million increase in sales volume, including the benefit of the Epoch acquisition, partially offset by a decrease in revenue of \$1.7 million due to a lower-priced product mix and \$1.6 million due to a lower weighted average selling price for our CMP slurries. We continue to have a positive outlook for semiconductor industry demand through the end of the 2010 calendar year. Historically, the third and fourth quarters of our fiscal year benefit from seasonally strong demand.

#### COST OF GOODS SOLD

Total cost of goods sold was \$49.1 million for the three months ended March 31, 2010, which represented an increase of 50.2%, or \$16.4 million, from the three months ended March 31, 2009. The increase in cost of goods sold was primarily due to \$36.5 million from increased sales volume due to the increased demand for our products associated with the economic and industry recovery, and a \$0.6 million increase due to the effect of foreign exchange rate changes, primarily related to the Japanese Yen. These cost increases were partially offset by a \$12.8 million benefit of a lower-cost product mix and an \$8.4 million decrease in cost of goods sold due to higher utilization of our manufacturing capacity on the increased sales volume.

Fumed metal oxides, such as fumed silica and fumed 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, 2009.

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 50.2% for the three months ended March 31, 2010, as compared to 28.0% for the three months ended March 31, 2009. The increase in gross profit as a percentage of revenue was primarily due to the significant increase in sales volume and the related increased utilization of our manufacturing capacity, as well as a higher-valued product mix, partially offset by increased fixed manufacturing costs.

## **RESEARCH, DEVELOPMENT AND TECHNICAL**

Total research, development and technical expenses were \$12.9 million for the three months ended March 31, 2010, which represented an increase of 2.3%, or \$0.3 million, from the three months ended March 31, 2009. The increase was mainly due to \$1.3 million in higher staffing-related costs, primarily related with our annual incentive bonus program, partially offset by the absence of a \$1.1 million pre-tax impairment recorded on certain research and development equipment during the fiscal quarter ended March 31, 2009.

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 of new polishing and metrology applications outside of the semiconductor industry.

## **SELLING AND MARKETING**

Selling and marketing expenses were \$6.5 million for the three months ended March 31, 2010, which represented an increase of 24.1%, or \$1.3 million, from the three months ended March 31, 2009. The increase was primarily due to \$0.7 million in higher staffing-related costs, including costs associated with our annual incentive bonus program, \$0.3 million in higher travel-related expenses, and \$0.2 million in higher depreciation expense.

## **GENERAL AND ADMINISTRATIVE**

General and administrative expenses were \$12.7 million for the three months ended March 31, 2010, which represented an increase of 19.9%, or \$2.1 million, from the three months ended March 31, 2009. The increase was mainly due to \$2.5 million in higher staffing-related costs, including costs related to our annual incentive bonus program, the impact of salary increases that were effective January 1, 2010, and the reinstatement of certain employee benefits that were suspended during the economic downturn in fiscal 2009, as well as \$0.6 million in higher professional fees, including costs to enforce our intellectual property, partially offset by \$1.0 million in lower bad debt expense.

## **PURCHASED IN-PROCESS RESEARCH AND DEVELOPMENT**

Purchased in-process research and development (IPR&D) expense was \$1.5 million during the three months ended March 31, 2009, resulting from our acquisition of Epoch.

## **OTHER INCOME (EXPENSE), NET**

Other expense was \$0.4 million for the three months ended March 31, 2010 compared to other income of \$0.5 million during the three months ended March 31, 2009. The decrease in other income was primarily due to foreign exchange impacts on revenues and expenses, primarily related to changes in the exchange rate of the Japanese Yen, net of the gains and losses incurred on forward foreign exchange contracts discussed in Note 8 of the Notes to the Consolidated Financial Statements.

## **PROVISION (BENEFIT) FOR INCOME TAXES**

Our effective income tax rate was 35.2% for the three months ended March 31, 2010 compared to a 39.7% effective income tax benefit rate for the three months ended March 31, 2009. The change in the effective tax rate during the second quarter of fiscal 2010 is primarily due to the significant increase in taxable income as the Company was in a net income position as of March 31, 2010 compared to a net loss position as of March 31, 2009. The effective tax rate also changed due to a decrease in tax-exempt interest income and the expiration of the research and experimentation tax credit effective December 31, 2009.

## **NET INCOME (LOSS)**

Net income was \$10.9 million for the three months ended March 31, 2010 compared to a net loss of \$10.1 million during the three months ended March 31, 2009. The significant increase in net income was a result of the factors discussed above.

## **SIX MONTHS ENDED MARCH 31, 2010, VERSUS SIX MONTHS ENDED MARCH 31, 2009**

### **REVENUE**

Revenue was \$196.2 million for the six months ended March 31, 2010, which represented an 81.0%, or \$87.8 million, increase from the six months ended March 31, 2009. The increase in revenue was driven by a \$91.5 million increase in sales volume, including the benefit of the Epoch acquisition, and \$2.8 million due to the effect of foreign exchange rate changes, partially offset by a decrease in revenue of \$4.7 million due to a lower weighted average selling price for our CMP slurries and \$1.8 million due to a lower-priced product mix.

### **COST OF GOODS SOLD**

Total cost of goods sold was \$96.4 million for the six months ended March 31, 2010, which represented an increase of 43.8%, or \$29.4 million, from the six months ended March 31, 2009. The increase in cost of goods sold was primarily due to \$48.5 million from increased sales volume due to the increased demand for our products associated with the economic and industry recovery, and a \$2.5 million increase due to the effect of foreign exchange rate changes, primarily related to the Japanese Yen. These cost increases were partially offset by a \$13.6 million decrease due to higher utilization of our manufacturing capacity on the increased sales volume, and an \$8.8 million benefit of a lower-cost product mix.

### **GROSS PROFIT**

Our gross profit as a percentage of revenue was 50.9% for the six months ended March 31, 2010, as compared to 38.2% for the six months ended March 31, 2009. The increase in gross profit as a percentage of revenue was primarily due to the significant increase in sales volume and the related increased utilization of our manufacturing capacity, as well as a higher-valued product mix, partially offset by a slight decrease in the average weighted selling price of our CMP slurries and increased fixed manufacturing costs.

### **RESEARCH, DEVELOPMENT AND TECHNICAL**

Total research, development and technical expenses were \$25.5 million for the six months ended March 31, 2010, which represented an increase of 3.0%, or \$0.8 million, from the six months ended March 31, 2009. The increase was mainly due to \$1.9 million in higher staffing-related costs, primarily related to our annual incentive bonus program, partially offset by the absence of a \$1.2 million pre-tax impairment recorded on certain research and development equipment during the first six months of fiscal 2009.

## **SELLING AND MARKETING**

Selling and marketing expenses were \$12.9 million for the six months ended March 31, 2010, which represented an increase of 14.4%, or \$1.6 million, from the six months ended March 31, 2009. The increase was primarily due to \$0.9 million in higher staffing-related costs, \$0.5 million in higher depreciation expense, and \$0.3 million in higher travel-related expenses.

## **GENERAL AND ADMINISTRATIVE**

General and administrative expenses were \$23.9 million for the six months ended March 31, 2010, which represented an increase of 9.3%, or \$2.0 million, from the six months ended March 31, 2009. The increase was mainly due to \$3.1 million in higher staffing-related costs, primarily related to our annual incentive bonus program, partially offset by \$0.9 million in lower bad debt expense.

## **PURCHASED IN-PROCESS RESEARCH AND DEVELOPMENT**

Purchased in-process research and development (IPR&D) expense was \$1.5 million during the six months ended March 31, 2009, resulting from our acquisition of Epoch.

## **OTHER INCOME (EXPENSE), NET**

Other expense was \$0.4 million for the six months ended March 31, 2010 compared to other income of \$1.4 million during the six months ended March 31, 2009. The decrease in other income was primarily due to foreign exchange impacts on revenues and expenses, primarily related to changes in the exchange rate of the Japanese Yen, net of the gains and losses incurred on forward foreign exchange contracts discussed in Note 8 of the Notes to the Consolidated Financial Statements, and a reduction in interest income resulting from lower interest rates earned on our balances of cash and investments.

## **PROVISION (BENEFIT) FOR INCOME TAXES**

Our effective income tax rate was 35.3% for the six months ended March 31, 2010 compared to a 39.8% effective income tax benefit rate for the six months ended March 31, 2009. The change in the effective tax rate during the first six months of fiscal 2010 is primarily due to the significant increase in taxable income as the Company was in a net income position as of March 31, 2010 compared to a net loss position as of March 31, 2009. The effective tax rate also changed due to a decrease in tax-exempt interest income and the expiration of the research and experimentation tax credit effective December 31, 2009.

## **NET INCOME (LOSS)**

Net income was \$24.1 million for the six months ended March 31, 2010 compared to a net loss of \$10.0 million during the six months ended March 31, 2009. The significant increase in net income was a result of the factors discussed above.



## LIQUIDITY AND CAPITAL RESOURCES

We generated \$47.6 million in cash flows from operating activities in the first six months of fiscal 2010, compared to \$1.6 million in cash from operating activities in the first six months of fiscal 2009. Our cash provided by operating activities in the first six months of fiscal 2010 originated from \$24.1 million in net income, \$19.9 million in non-cash items and a \$3.6 million increase in cash flow due to a net decrease in working capital. The increase in cash from operations compared to the first six months of fiscal 2009 was primarily due to increased net income in the period, the timing of accounts payable and accrued liability payments, and changes in accounts receivable and inventory balances due to the significant increase in sales in fiscal 2010.

In the first six months of fiscal 2010, cash flows used in investing activities were \$5.4 million, primarily representing \$5.3 million in purchases of property, plant and equipment. In the first six months of fiscal 2009, cash flows used in investing activities were \$65.1 million, representing \$60.5 million used for our acquisition of Epoch, net of \$6.2 million in cash acquired, and \$4.7 million in purchases of property, plant and equipment. We estimate that our total capital expenditures in fiscal 2010 will be approximately \$13 million.

In the first six months of fiscal 2010, cash flows provided by financing activities were approximately \$0.1 million, representing \$1.4 million received from the issuance of common stock under our Second Amended and Restated Cabot Microelectronics Corporation 2000 Equity Incentive Plan (EIP) and our 2007 Employee Stock Purchase Plan, partially offset by \$0.8 million in repurchases of common stock pursuant to the terms of our EIP for shares withheld from employees and purchased by the Company 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 2009, cash flows provided by financing activities were \$0.2 million, representing \$1.1 million received from the issuance of common stock under our EIP and our 2007 Employee Stock Purchase Plan, partially offset by \$0.6 million in principal payments under capital lease obligations and \$0.3 million in repurchases of common stock pursuant to the terms of our EIP for shares withheld from employees and purchased by the Company to cover payroll taxes on the vesting of restricted stock granted under the EIP.

In January 2008, our Board of Directors authorized a share repurchase program for up to \$75.0 million of our outstanding common stock. Share repurchases are made from time to time, depending on market conditions, at management's discretion. No shares were repurchased under this program during the first six months of fiscal 2010 or fiscal 2009. As of March 31, 2009, we have \$50.0 million remaining on this share repurchase program. We fund share purchases under this program 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 in October 2008, the agreement extends to November 2011, with an option to renew for two additional one-year terms. The amendment did not include any other material changes to the terms of the credit agreement. 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. The current uncertainty in the capital and credit markets may hinder our ability to secure additional financing in the type or amount necessary to pursue these objectives.

**OFF-BALANCE SHEET ARRANGEMENTS**

At March 31, 2010, and September 30, 2009, 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, 2010, and the effect such obligations are expected to have on our liquidity and cash flow in future periods.

| <b>CONTRACTUAL OBLIGATIONS (In millions)</b> | <b>CONTRACTUAL OBLIGATIONS</b> |                         |                  |                  |                      |
|--|--------------------------------|-------------------------|------------------|------------------|----------------------|
|  | <b>Total</b>                   | <b>Less Than 1 Year</b> | <b>1-3 Years</b> | <b>3-5 Years</b> | <b>After 5 Years</b> |
| Purchase obligations                         | \$ 29.4                        | \$ 26.0                 | \$ 2.4           | \$ 0.3           | \$ 0.7               |
| Acquisition related                          | 6.6                            | 6.6                     | -                | -                | -                    |
| Capital lease obligations                    | 1.9                            | 1.2                     | 0.7              | -                | -                    |
| Operating leases                             | 9.9                            | 3.2                     | 3.4              | 1.7              | 1.6                  |
| Other long-term liabilities                  | 3.7                            | -                       | -                | -                | 3.7                  |
| <b>Total contractual obligations</b>         | <b>\$ 51.5</b>                 | <b>\$ 37.0</b>          | <b>\$ 6.5</b>    | <b>\$ 2.0</b>    | <b>\$ 6.0</b>        |

We operate under a fumed silica supply agreement with Cabot Corporation 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 non-material 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 \$7.2 million of contractual commitments for fumed silica and fumed alumina under these contracts.

As discussed in Note 2 of the Notes to the Consolidated Financial Statements, we completed the first closing of the acquisition of Epoch during the second quarter of fiscal 2009. Under the share purchase agreement, we paid \$59.4 million to obtain 90% of Epoch's stock. We expect to pay an additional \$6.6 million to Eternal on the second closing date to purchase the remaining 10% ownership interest, in August 2010, and we have placed the \$6.6 million in an escrow account for this purpose to be held until then. The escrow account is recorded as short-term restricted cash at March 31, 2010 and is included with prepaid expenses and other current assets on our Consolidated Balance Sheet. During this interim period, Eternal continues to hold the remaining 10% ownership interest in Epoch; however, Eternal has waived rights to any interest in Epoch earnings during the interim period, including any associated dividends. Consequently, we have recorded a \$6.6 million current liability on our Consolidated Balance Sheet at March 31, 2010 in accrued expenses and other current liabilities rather than recording a noncontrolling interest in Epoch.

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, 2009, 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, 2010, we recorded \$1.2 million in currency translation losses, net of tax, that are included in other comprehensive income on our Consolidated Balance Sheet. These losses primarily relate to the general strengthening of the U.S. dollar relative to the Japanese Yen. Approximately 21% 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, 2010, 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, 2010, 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 3 and 7 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 and Chief Financial Officer, 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 the end of the period covered by this report. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective as of March 31, 2010.

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.

We acquired Epoch Material Co., Ltd. (Epoch) in a business combination on February 27, 2009, midway through our fiscal year 2009. Subsequent to the acquisition, we applied certain corporate-level controls to elements of Epoch's internal control over financial reporting. Management has excluded from its assessment of internal control over financial reporting those elements that were not subject to our internal controls. For additional information, refer to Item 9A, "Controls and Procedures", in our Annual Report on Form 10-K for the fiscal year ended September 30, 2009. We will report on our assessment of our combined operations, including Epoch, at the end of fiscal 2010, as permitted by the Sarbanes-Oxley Act of 2002 and the applicable SEC rules and regulations concerning business combinations.

### 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 five 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 seeks declaratory relief and alleges 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 does not allege any infringement by our products of intellectual property owned by DA Nano. On July 25, 2008, the District Court issued its patent claim construction, or "Markman" Order ("Markman Order") in the litigation. In a Markman ruling, a district court hearing a patent infringement case interprets and rules on the scope and meaning of disputed patent claim language regarding the patents in suit. We believe that a Markman decision is often a significant factor in the progress and outcome of patent infringement litigation. In the Markman Order, the District Court adopted interpretations that we believe are favorable to Cabot Microelectronics on all claim terms that were in dispute in the litigation. On January 27, 2009, we filed a motion for summary judgment on DA Nano's infringement of certain of the patents at issue in the suit, and on that same date, DA Nano filed a motion for summary judgment on non-infringement and invalidity of certain of the patents at issue in the suit. On November 16, 2009, the District Court issued its ruling on all of these respective summary judgment motions. In its summary judgment ruling, the District Court denied a motion filed by DA Nano for summary judgment of invalidity of three of our patents at issue in the case, which are fundamental patents in the field of tungsten CMP. The District Court also denied DA Nano's motion for summary judgment of non-infringement of these patents. In addition, the District Court denied DA Nano's motion for summary judgment of non-infringement of another one of our patents at issue in the suit that is considered to be a foundational CMP patent. The District Court also denied Cabot Microelectronics' motion for summary judgment of infringement of the tungsten patents, stating that despite the weight of the record on DA Nano's infringement, summary judgment is not the forum to decide issues of fact that remain. We believe that the summary judgment ruling supports our position on the merits of the case with regard to the evidence of DA Nano's infringement of our tungsten patents and the lack of evidence of invalidity of these patents. The parties submitted pretrial filings on January 15, 2010, and the trial date has been set for June 14, 2010. 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 vigorously.

## 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, 2009. 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 decreases or increases in product demand, excess or low customer inventories, and rapid swings in prices of semiconductor devices. In the first half of fiscal 2009, our business was significantly impacted by the global economic recession. We first began to see significant adverse effects of this in our fourth quarter of fiscal 2008 as the reduction in end user demand for IC devices caused semiconductor manufacturers to reduce their production, which reduced the demand for our CMP consumables products. Weakness in the U.S. and global economy and stress in the financial markets caused a significant decrease in demand for our products during the first half of fiscal 2009, and our revenue decreased dramatically from revenue earned in the first half of fiscal 2008. Demand for our products increased significantly during the second half of fiscal 2009 and this strength in demand continued during the first six months of fiscal 2010. While we currently expect demand for our products to be solid through the remainder of calendar year 2010, it is difficult to predict demand trends due to our limited visibility to future customer orders. If the global economic recovery falters and conditions begin to deteriorate again, 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 such as:

- The ability of our customers to pay their obligations to us may be adversely affected causing a negative impact on our cash flows and our results of operations as evidenced by the bankruptcy filings of a small number of our customers in fiscal 2009.
- The carrying value of our goodwill and other intangible assets may decline in value, which could harm our financial position and results of operations.
- Our suppliers may not be able to fulfill their obligations to us, which could harm our production process and our business.

Some additional factors that affect demand for our products include customers' production of logic versus memory devices, customers' specific integration schemes, share gains and losses and 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. We expect these technological changes and advances, and this drive toward lower costs, 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 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. One or more of these principal customers could stop buying CMP consumables from us or could substantially reduce the quantity of CMP consumables they purchase 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, 2010 and 2009, our five largest customers accounted for approximately 47% and 37% of our revenue; respectively. Taiwan Semiconductor Manufacturing Company (TSMC) was our largest customer during each of these periods, accounting for approximately 18% and 15% of our revenue for the six months ended March 31, 2010 and 2009, respectively. During full year fiscal 2009, our five largest customers accounted for approximately 42% of our revenue; with TSMC accounting for approximately 17% of our revenue.

**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.

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 84% of our revenue was generated by sales to customers outside of the United States for the six months ended March 31, 2010, and the fiscal year ended September 30, 2009, 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 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 companies, either through acquisitions, investments or alliances, in order to supplement our internal growth and development efforts. Acquisitions and investments, including our acquisition of Epoch Material Co., Ltd., a Taiwan-based company, the first closing of which we completed in the fiscal quarter ended March 31, 2009, 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 acquisition 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 a number of 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 described 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.

**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, 2010, 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**

| <b>Period</b>                | <b>Total Number of Shares Purchased</b> | <b>Average Price Paid Per Share</b> | <b>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs</b> | <b>Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (in thousands)</b> |
|------------------------------|---|-------------------------------------|---|--|
| Jan. 1 through Jan. 31, 2010 | -                                       | -                                   | -   | \$ 50,003  |
| Feb. 1 through Feb. 28, 2010 | -                                       | -                                   | -   | \$ 50,003  |
| Mar. 1 through Mar. 31, 2010 | 300                                     | \$ 35.86                            | -   | \$ 50,003  |
| Total                        | 300                                     | \$ 35.86                            | -   | \$ 50,003  |

In January 2008, we announced that the Board of Directors had authorized a share repurchase program for up to \$75.0 million of our outstanding common stock. Shares are repurchased from time to time, depending on market conditions, in open market transactions, at management's discretion. We fund share repurchases from our existing cash balance. The program, which became effective on the authorization date, may be suspended or terminated at any time, at the Company's discretion. No shares were repurchased under this program during the three and six months ended March 31, 2010.

Separate from this share repurchase program, the shares purchased during the second quarter of fiscal 2010 were purchased pursuant to the terms of our Second Amended and Restated Cabot Microelectronics Corporation 2000 Equity Incentive Plan as shares withheld from award recipients and purchased by the Company to cover payroll taxes on the vesting of shares of restricted stock granted under the Equity Incentive Plan.

**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:

| <b>Exhibit<br/>Number</b> | <b>Description</b>  |
|---------------------------|---|
| 10.2                      | Form of Second Amended and Restated Cabot Microelectronics Corporation 2000 Equity Incentive Plan Non-Qualified Stock Option Grant Agreement (directors).                                       |
| 10.6                      | Form of Second Amended and Restated Cabot Microelectronics Corporation 2000 Equity Incentive Plan Restricted Stock Units Award Grant Agreement (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 7, 2010

/s/ WILLIAM S. JOHNSON

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

Date: May 7, 2010

/s/ THOMAS S. ROMAN

Thomas S. Roman  
Corporate Controller  
[Principal Accounting Officer]





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) [Ten Years from 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 [ten years from 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.

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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

William P. Noglows  
Chairman and Chief Executive Officer



**Second Amended and Restated  
Cabot Microelectronics Corporation 2000 Equity Incentive Plan  
[Initial][Annual] Restricted Stock Units Award Agreement for Directors**

[Award Date]

[Director Name]

[Director Address]

Dear [Director First 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 [initial][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, [Annual Meeting for Annual; Date of Election/ Appointment for Initial] | Participant ID Number |
|-----------------|---|---|--|-----------------------|
|                 | Restricted Stock Units (RSUs)   | [_____]   | [FMV/closing price on award date]  | [xxx-xx-xxxx]         |
| [Director Name] | <b>Date of Award</b><br>[AD]  | <b>Vesting Date(s) [equally, in quarters, over 4 yrs., beginning on first anniversary, for annual; equally, in quarters, over 3 yrs., beginning on AD, for initial]</b>   | <b>Award Number</b>  |                       |
|                 | [Annual Meeting Date for Annual]<br>[Date of Appointment for Initial] | 25% [1 <sup>st</sup> anniv. AD]; [AD]<br>25% [2 <sup>nd</sup> anniv. AD]; [1 <sup>st</sup> anniv. AD]<br>25% [3 <sup>rd</sup> anniv. AD]; [2 <sup>d</sup> anniv. AD]<br>25% [4 <sup>th</sup> anniv. AD]; [3 <sup>d</sup> anniv. 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(s) [equally, in quarters, over 4 years, beginning on first anniversary for annual; equally, in quarters, over 3 years, beginning on AD for initial] |
|------------------|--|
| 25%              | [1 <sup>st</sup> anniv. AD]; [AD]  |
| 25%              | [2 <sup>nd</sup> anniv. AD]; [1 <sup>st</sup> anniv. AD]   |
| 25%              | 3 <sup>rd</sup> anniv. AD]; [2 <sup>d</sup> anniv. AD]   |
| 25%              | 4 <sup>th</sup> anniv. AD]; [3 <sup>d</sup> anniv. 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).

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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

William P. Noglows

President and Chief Executive Officer

**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 7, 2010

/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 7, 2010

/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, 2010 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 7, 2010

/s/ WILLIAM P. NOGLOWS  
William P. Noglows  
Chief Executive Officer

Date: May 7, 2010

/s/ WILLIAM S. JOHNSON  
William S. Johnson  
Chief Financial Officer