

ZEBRA TECHNOLOGIES Corp
Form 10-Q
May 08, 2009
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549
FORM 10-Q

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

For the quarterly period ended April 4, 2009

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: 000-19406

Zebra Technologies Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

36-2675536
(I.R.S. Employer
Identification No.)

475 Half Day Road, Suite 500, Lincolnshire, IL 60069

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (847) 634-6700

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 (§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 definition of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

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Large accelerated filer ☒

Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if smaller reporting company)

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 May 1, 2009, there were 59,401,382 shares of Class A Common Stock, \$.01 par value, outstanding.

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QUARTER ENDED APRIL 4, 2009

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(Amounts in thousands)

	April 4, 2009	December 31, 2008
	(Unaudited)	
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 34,699	\$ 33,267
Restricted cash	1,556	1,639
Investments and marketable securities	58,071	85,654
Accounts receivable, net	137,176	152,679
Inventories, net	101,248	100,199
Deferred income taxes	11,719	11,679
Income taxes receivable	7,257	
Prepaid expenses and other current assets	11,785	11,701
Total current assets	363,511	396,818
Property and equipment at cost, less accumulated depreciation and amortization	76,840	75,363
Long-term deferred income taxes	48,039	51,251
Goodwill	150,404	151,356
Other intangibles, net	63,916	66,359
Long-term investments and marketable securities	94,985	104,326
Other assets	5,134	5,405
Total assets	\$ 802,829	\$ 850,878
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 30,089	\$ 38,152
Accrued liabilities	42,789	67,911
Deferred revenue	19,766	18,366
Income taxes payable		558
Total current liabilities	92,644	124,987
Deferred rent	4,702	4,903
Other long-term liabilities	10,847	10,250
Total liabilities	108,193	140,140
Stockholders' equity:		
Preferred Stock		
Class A Common Stock	722	722

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Additional paid-in capital	141,622	144,861
Treasury stock	(365,376)	(344,147)
Retained earnings	931,443	922,091
Accumulated other comprehensive loss	(13,775)	(12,789)
Total stockholders' equity	694,636	710,738
Total liabilities and stockholders' equity	\$ 802,829	\$ 850,878

See accompanying notes to consolidated financial statements.

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ZEBRA TECHNOLOGIES CORPORATION
CONSOLIDATED STATEMENTS OF EARNINGS

(Amounts in thousands, except per share data)

(Unaudited)

	Three Months Ended	
	April 4, 2009	March 29, 2008
Net sales	\$ 192,609	\$ 246,277
Cost of sales	106,800	123,362
Gross profit	85,809	122,915
Operating expenses (income):		
Selling and marketing	22,676	28,553
Research and development	21,804	22,215
General and administrative	22,225	25,045
Amortization of intangible assets	2,634	4,514
Exit, restructuring and integration costs	2,296	3,234
Total operating expenses	71,635	83,561
Operating income	14,174	39,354
Other income (expense):		
Investment income	1,178	2,405
Foreign exchange gain (loss)	(1,284)	700
Other, net	(317)	(254)
Total other income (expense)	(423)	2,851
Income before income taxes	13,751	42,205
Income taxes	4,399	14,561
Net income	\$ 9,352	\$ 27,644
Basic earnings per share	\$ 0.16	\$ 0.42
Diluted earnings per share	\$ 0.16	\$ 0.42
Basic weighted average shares outstanding	60,266	66,134
Diluted weighted average and equivalent shares outstanding	60,332	66,518
See accompanying notes to consolidated financial statements.		

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ZEBRA TECHNOLOGIES CORPORATION

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Amounts in thousands)

(Unaudited)

	Three Months Ended	
	April 4, 2009	March 29, 2008
Net income	\$ 9,352	\$ 27,644
Other comprehensive income (loss):		
Foreign currency translation adjustment	(1,581)	1,798
Changes in unrealized gains (losses) on hedging transactions, net of tax	8	(3,935)
Changes in unrealized gains on investments, net of tax	587	684
Comprehensive income	\$ 8,366	\$ 26,191

See accompanying notes to consolidated financial statements.

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ZEBRA TECHNOLOGIES CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS

(Amounts in thousands)

(Unaudited)

	Three Months Ended April 4, 2009	March 29, 2008
Cash flows from operating activities:		
Net income	\$ 9,352	\$ 27,644
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation and amortization	7,953	9,088
Stock-based compensation	3,167	3,417
Excess tax benefit from share-based compensation		(51)
Deferred income taxes	3,263	(3,553)
Changes in assets and liabilities, net of effects of acquisitions:		
Accounts receivable, net	13,018	(21,393)
Inventories	(1,400)	(3,834)
Other assets	(244)	1,256
Accounts payable	(6,539)	2,901
Accrued liabilities	(23,946)	7,085
Deferred revenue	2,544	2,745
Income taxes payable	(8,055)	12,534
Other operating activities	(327)	(5,635)
Net cash (used in) provided by operating activities	(1,214)	32,204
Cash flows from investing activities:		
Purchases of property and equipment	(6,802)	(5,909)
Payments for patents and licensing arrangements	(425)	
Purchases of investments and marketable securities	(57,473)	(190,530)
Maturities of investments and marketable securities	72,401	128,723
Sales of investments and marketable securities	22,583	78,156
Net cash provided by investing activities	30,284	10,440
Cash flows from financing activities:		
Purchase of treasury stock	(28,593)	(24,600)
Proceeds from exercise of stock options and stock purchase plan purchases	1,168	667
Excess tax benefit from share-based compensation		51
Net cash used in financing activities	(27,425)	(23,882)
Effect of exchange rate changes on cash	(213)	(159)
Net increase in cash and cash equivalents	1,432	18,603
Cash and cash equivalents at beginning of period	33,267	38,211
Cash and cash equivalents at end of period	\$ 34,699	\$ 56,814

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Supplemental disclosures of cash flow information:

Income taxes paid	\$ 8,302	\$ 2,471
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Supplemental disclosures of non-cash transactions:

Purchase of treasury shares not paid in the first quarter of 2008	\$ 9,153
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See accompanying notes to consolidated financial statements.

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ZEBRA TECHNOLOGIES CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

Note 1 Basis of Presentation

Management prepared these unaudited interim consolidated financial statements for Zebra Technologies Corporation and subsidiaries (Zebra) according to the rules and regulations of the Securities and Exchange Commission (SEC) for interim financial information. Accordingly, they do not include all of the information and footnotes required by United States generally accepted accounting principles (GAAP) for complete financial statements. Therefore, these consolidated financial statements should be read in conjunction with the consolidated financial statements and notes included in Zebra's Annual Report on Form 10-K for the fiscal year ended December 31, 2008.

The consolidated balance sheet as of December 31, 2008, in this Form 10-Q is taken from the audited consolidated balance sheet in our Form 10-K. These interim financial statements include all adjustments (of a normal, recurring nature) necessary to present fairly Zebra's consolidated financial position as of April 4, 2009, the consolidated results of operations for the three months ended April 4, 2009 and March 29, 2008, and cash flows for the three months ended April 4, 2009 and March 29, 2008. These results, however, are not necessarily indicative of results for the full year.

Reclassifications. Certain amounts in the prior years' financial statements have been reclassified to conform to the current year's presentation. Research and development costs of \$2,426,000 have been reclassified from cost of sales and selling and marketing expenses into the operating expense category of research and development. Prior period amounts will differ in these categories and related subtotals from the amounts previously reported.

Note 2 Fair Value Measurements

In February 2007, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities – Including an amendment of FASB Statement No. 115*. SFAS No. 159 permits entities to elect to measure many financial instruments and certain other items at fair value. Unrealized gains and losses on items for which the fair value option has been elected will be recognized in earnings at each subsequent reporting date. SFAS No. 159 was effective for Zebra on January 1, 2008. We have currently chosen not to elect the fair value option for any items that are not already required to be measured at fair value in accordance with accounting principles generally accepted in the United States. The adoption of SFAS No. 159 did not have a material impact on our consolidated financial statements.

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements*, which defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. SFAS No. 157 was effective for Zebra on January 1, 2008. However, in February 2008, the FASB released FASB Staff Position (FSP) FSP FAS 157-2 (Effective Date of FASB Statement No. 157), which delayed the effective date of SFAS No. 157 for all nonfinancial assets and nonfinancial liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually). The adoption of SFAS No. 157 did not have a material impact on our consolidated financial statements.

As defined in SFAS No. 157, fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In order to increase consistency and comparability in fair value measurements, SFAS No. 157 establishes a fair value hierarchy that prioritizes observable and unobservable inputs used to measure fair value into three broad levels, which are described below:

Level 1: Quoted prices (unadjusted) in active markets that are accessible at the measurement date for assets or liabilities. The fair value hierarchy gives the highest priority to Level 1 inputs.

Level 2: Observable prices that are based on inputs not quoted on active markets, but corroborated by market data.

Level 3: Unobservable inputs are used when little or no market data is available. The fair value hierarchy gives the lowest priority to Level 3 inputs.

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In determining fair value, we utilize valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible as well as consider counterparty credit risk in the assessment of fair value.

Included in our investment portfolio are four auction rate security instruments, which are classified as available for sale securities and are reflected at fair value. However, due to events in credit markets, the auction events for the instruments held by Zebra as of April 4, 2009, have failed. Therefore, the fair values of these securities are estimated utilizing broker quotations, discounted cash flow analysis or other types of valuation adjustment methodologies at April 4, 2009. These analyses consider, among other items, the collateralization underlying the security instruments, the credit worthiness of the counterparty, the timing of expected future cash flows, estimates of the next time the security is expected to have a successful auction, and Zebra's intent and ability to hold such securities until credit markets improve. These securities were also compared, when possible, to other securities with similar characteristics.

Of the four auction rate security instruments, Zebra deemed one item to be other than temporarily impaired and recorded the market value decline in the amount of \$4,374,000 for that security in the fourth quarter of 2008. The decline in the market value of the other securities is considered temporary and has been recorded in accumulated other comprehensive income (loss) on the balance sheet. Since Zebra has the intent and ability to hold these securities until they are sold at auction, redeemed at carrying value or reach maturity, we have classified them as long term investments in the balance sheet.

Financial assets and liabilities carried at fair value as of April 4, 2009 are classified below in one of the three categories described above (in thousands):

	Level 1	Level 2	Level 3	Total
Assets:				
Available-for-sale securities	\$ 146,009	\$	\$ 7,047	\$ 153,056
Forward contracts (1)	2,050	(214)		1,836
Money market investments related to the deferred compensation plan	3,174			3,174
Total assets at fair value	\$ 151,233	\$ (214)	\$ 7,047	\$ 158,066
Liabilities:				
Liabilities related to the deferred compensation plan	\$ 2,891	\$	\$	\$ 2,891
Total liabilities at fair value	\$ 2,891	\$	\$	\$ 2,891

(1) The fair value of forward contracts are calculated as follows:

- Fair value of forward collar contract associated with forecasted sales hedges are calculated using the midpoint of ask and bid rates for similar contracts.
- Fair value of regular forward contracts associated with forecasted sales hedges are calculated using the month-end exchange rate adjusted for the discount rate (3 month LIBOR rate).
- Fair value of balance sheet hedges are calculated at the month end exchange rate adjusted for current forward points unless the hedge has been traded but not settled at month end. If this is the case, the fair value is calculated at the rate at which the hedge is being settled.

Financial assets and liabilities carried at fair value as of December 31, 2008 are classified below in one of the three categories described above (in thousands):

	Level 1	Level 2	Level 3	Total
Assets:				
Available-for-sale securities	\$ 182,933	\$	\$ 7,047	\$ 189,980
Money market investments related to the deferred compensation plan	3,426			3,426

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Total assets at fair value	\$ 186,359	\$	\$ 7,047	\$ 193,406
Liabilities:				
Forward contracts (see (1) above)	\$ 2,414	\$ 8,015	\$	\$ 10,429
Liabilities related to the deferred compensation plan	3,323			3,323
Total liabilities at fair value	\$ 5,737	\$ 8,015	\$	\$ 13,752

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The following table presents Zebra's activity for assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) as defined in SFAS No. 157, for the three months ended April 4, 2009 (in thousands):

	Auction Rate Securities
Balance at December 31, 2008	\$ 7,047
Transfers to Level 3	
Total losses (realized or unrealized):	
Included in earnings	
Included in other comprehensive income (loss)	
Purchases and settlements (net)	
Balance at April 4, 2009	\$ 7,047

Total gains and (losses) for the period included in earnings attributable to the change in unrealized losses relating to assets still held at April 4, 2009 \$

Note 3 Stock-Based Compensation

As of April 4, 2009, Zebra had a stock option plan and a stock purchase plan available for future grants. We accounted for these plans in accordance with SFAS No. 123(R), *Share-Based Payments*. Zebra recognizes compensation costs over the vesting period of 1 month to 5 years.

The compensation expense and the related tax benefit for share-based payments were included in the Consolidated Statements of Earnings as follows (in thousands):

	Three Months Ended	
	April 4, 2009	March 29, 2008
Cost of sales	\$ 281	\$ 309
Selling and marketing	417	691
Research and development	551	484
General and administration	1,918	1,933
Total compensation	3,167	3,417

Income tax benefit \$ 1,093 \$ 1,179

SFAS No. 123(R) requires the cash flows resulting from the tax benefits from tax deductions in excess of the compensation cost recognized (excess tax benefits) to be classified as financing cash flows in the statement of cash flows. As a result, less than \$1,000 of tax benefits for the three months ended April 4, 2009, have been classified as financing cash flows. The excess tax benefits for the three months ended March 29, 2008 was \$51,000.

For purposes of calculating the compensation cost consistent with SFAS No. 123(R), the fair value is estimated on the date of grant using a binomial model. Volatility is based on an average of the implied volatility in the open market and the annualized volatility of Zebra's stock prices over our entire stock history. The following table shows the weighted-average assumptions used for stock option grants as well as the fair value of the options granted based on those assumptions:

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	Three months ended	
	April 4, 2009	March 29, 2008
Expected dividend yield	0%	0%
Forfeiture rate	8.99%	7.69%
Volatility	37.79%	34.73%
Risk free interest rate	3.17%	4.55%
- Range of interest rates	0.81% - 3.87%	4.55% - 5.03%
Expected weighted-average life	5.09 years	4.88 years
Fair value of options granted	\$186,000	\$112,000
Weighted-average grant date fair value of options granted	\$7.62	\$11.20

The fair value of the purchase rights of all Zebra employees issued under the Stock Purchase Plan is estimated using the following weighted-average assumptions for purchase rights granted. Expected lives of three months to one year have been used along with these assumptions.

	Three months ended	
	April 4, 2009	March 29, 2008
Fair market value	\$ 19.02	\$ 33.32
Option price	\$ 16.17	\$ 28.32
Expected dividend yield	0%	0%
Expected volatility	45%	37%
Risk free interest rate	0.11%	3.29%

Stock option activity for the three month period ended April 4, 2009, was as follows:

	2009	
	Shares	Weighted-Average Exercise Price
Fixed Options		
Outstanding at beginning of year	3,139,174	\$ 35.83
Granted	24,445	20.39
Exercised	(36,498)	11.48
Forfeited	(46,646)	39.43
Expired	(29,720)	31.87
Outstanding at end of period	3,050,755	\$ 35.99
Options exercisable at end of period	1,830,999	\$ 34.75
Intrinsic value of options exercised	\$ 213,291	

The following table summarizes information about fixed stock options outstanding at April 4, 2009:

Range of Exercise Prices	Options Outstanding			Options Exercisable	
	Number of Shares	Weighted-Average Remaining Contractual Life	Weighted-Average Exercise Price	Number of Shares	Weighted-Average Exercise Price
\$ 1.29-\$24.56	529,058	4.07 years	\$ 18.93	448,489	\$ 19.03
\$ 24.56-\$35.75	602,028	4.42 years	29.50	463,824	27.97
\$ 35.75-\$38.26	526,312	8.84 years	36.64	30,684	37.01
\$ 38.26-\$43.35	676,510	7.52 years	42.01	245,882	42.15
\$ 43.35-\$53.92	716,847	5.52 years	47.90	642,120	47.68
	3,050,755			1,830,999	

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	Options Outstanding	Options Exercisable
Aggregate intrinsic value	\$1,147,284	\$969,886
Weighted-average remaining contractual term	6.1 years	4.6 years
As of April 4, 2009, there was \$18,515,000 of unearned compensation cost related to stock options granted under Zebra's option plans, which is expected to be recognized over a weighted-average period of 2.5 years.		

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The components of inventories, net of allowances, are as follows (in thousands):

	April 4, 2009	December 31, 2008
Raw material	\$ 47,238	\$ 50,015
Work in process	544	1,130
Deferred costs of long-term contracts	1,137	628
Finished goods	52,329	48,426
Total inventories, net	\$ 101,248	\$ 100,199
Inventory reserves (included in above numbers)	\$ 8,641	\$ 8,537

Note 5 Business Combinations

On April 1, 2008, Zebra acquired all of the outstanding stock of Multispectral Solutions Inc. (MSSI) for \$18,366,000, which is net of cash acquired and includes transaction costs. Headquartered in Germantown, Maryland, MSSI is a global provider of ultra wideband (UWB) real-time locating systems and other UWB-based wireless technology. Zebra acquired this company to further extend our range of solutions to help our customers identify, track and manage a broader range of assets. The Consolidated Statements of Earnings reflect the results of operations of MSSI since the effective date of the purchase. The pro forma impact of this acquisition was not significant. This acquisition is included in the Zebra Enterprise Solutions (ZES) business segment.

The following table (in thousands) summarizes the estimated fair values of the assets acquired and the liabilities assumed at the date of acquisition.

	At April 1, 2008
Current assets	\$ 700
Property and equipment	70
Intangible assets	8,000
Goodwill	13,547
Total assets acquired	\$ 22,317
Deferred tax liability	(3,011)
Current liabilities	(940)
Net assets acquired	\$ 18,366

The purchase price was allocated to identifiable tangible and intangible assets acquired and liabilities assumed based on their estimated fair values resulting in goodwill of \$13,547,000. The intangible assets of \$8,000,000 consist of the following (in thousands):

	Amount	Useful life
Customer relationships	\$ 1,000	10 years
Developed technology	\$ 7,000	8 years

The goodwill is not deductible for tax purposes.

Note 6 Investments and Marketable Securities

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We classify our investments in marketable debt securities as available-for-sale in accordance with the classifications defined in SFAS No. 115, *Accounting for Certain Investments in Debt and Equity Securities*. As of April 4, 2009, all of our investments in marketable debt securities with maturities greater than one year are classified as long-term investments on the balance sheet due to our ability and intent to hold them until maturity.

SFAS No. 115 requires that changes in the market value of available-for-sale securities are reflected in the accumulated other comprehensive income caption of stockholders' equity in the balance sheet, until we dispose of the securities. Once these securities are disposed of, either by sale or maturity, the accumulated changes in market value are transferred to investment income. On the cash flow statements, changes in the balances of *available-for-sale* securities are shown as purchases, sales and maturities of investments and marketable securities under investing activities.

Changes in market value of *trading* securities would be recorded in investment income as they occur, and the related cash flow statement would include changes in the balances of trading securities as operating cash flows.

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Change in unrealized gains and losses on available-for-sale securities are included in these financial statements as follows (in thousands):

	Three Months Ended April 4, 2009	March 29, 2008
Changes in unrealized gains and losses on available-for-sale securities, net of tax, recorded in accumulated other comprehensive income	\$ 587	\$ 684

Note 7 Stockholders Equity

Share count and par value data related to stockholders equity are as follows:

	April 4, 2009	December 31, 2008
Preferred Stock		
Par value per share	\$ 0.01	\$ 0.01
Shares authorized	10,000,000	10,000,000
Shares outstanding		
Common Stock - Class A		
Par value per share	\$ 0.01	\$ 0.01
Shares authorized	150,000,000	150,000,000
Shares issued	72,151,857	72,151,857
Shares outstanding	59,398,813	60,861,592
Treasury stock		
Shares held	12,753,044	11,290,265

During the three month period ended April 4, 2009, Zebra purchased 1,652,772 shares of stock for \$28,593,000 under board authorized share repurchase plans compared to the three month period ended March 29, 2008 in which Zebra purchased 1,029,187 shares of stock for \$33,753,000.

Note 8 Other Comprehensive Income (Loss)

Stockholders equity includes certain items classified as accumulated other comprehensive income, including:

Foreign currency translation adjustment relates to our non-U.S. subsidiary companies that have designated a functional currency other than the U.S. dollar. We are required to translate the subsidiary functional currency financial statements to dollars using a combination of historical, month-end, and average foreign exchange rates. This combination of rates creates the foreign currency translation adjustment component of other comprehensive income.

Unrealized gains (losses) on foreign currency hedging activities relate to derivative instruments used to hedge the currency exchange rates for forecasted euro sales. These hedges are designated as cash flow hedges, and we have deferred income statement recognition of gains and losses until the hedged transaction occurs. See Note 11 for more details.

Unrealized gains (losses) on investments classified as available-for-sale are deferred from income statement recognition until the gains or losses are realized. See Note 6 above for more details.

The components of other comprehensive income included in the Consolidated Statements of Comprehensive Income are as follows (in thousands):

	Three Months Ended April 4, 2009	March 29, 2008
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Foreign currency translation adjustments	\$ (1,581)	\$ 1,798
Changes in unrealized losses on foreign currency hedging activities:		
Gross	\$ 13	\$ (6,309)
Income tax (benefit)	5	(2,374)
Net	\$ 8	\$ (3,935)
Changes in unrealized gains on investments classified as available-for-sale:		
Gross	\$ 941	\$ 1,096
Income tax	354	412
Net	\$ 587	\$ 684

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The components of accumulated other comprehensive income (loss) included in the Consolidated Balance Sheets are as follows (in thousands):

	April 4, 2009	As of December 31, 2008
Foreign currency translation adjustments	\$ (13,895)	\$ (12,314)
Unrealized losses on foreign currency hedging activities:		
Gross	\$ (19)	\$ (32)
Income tax (benefit)	(7)	(12)
Net	\$ (12)	\$ (20)
Unrealized gains on investments classified as available-for-sale:		
Gross	\$ 211	\$ (730)
Income tax (benefit)	79	(275)
Net	\$ 132	\$ (455)

Note 9 Earnings Per Share

Earnings per share are computed as follows (in thousands, except per share amounts):

	Three Months Ended April 4, 2009	March 29, 2008
Basic earnings per share:		
Net income	\$ 9,352	\$ 27,644
Basic weighted average shares outstanding	60,266	66,134
Per share amount	\$ 0.16	\$ 0.42
Diluted earnings per share:		
Net income	\$ 9,352	\$ 27,644
Basic weighted average shares outstanding	60,266	66,134
Add: Effect of dilutive securities stock options	66	384
Diluted weighted average and equivalent shares outstanding	60,332	66,518
Per share amount	\$ 0.16	\$ 0.42

Potentially dilutive securities that were excluded from the earnings per share calculation consist of stock options with an exercise price greater than the average market closing price of the Class A common stock. These options were as follows:

	Three Months Ended April 4, 2009	March 29, 2008
Potentially dilutive shares	2,875,000	1,858,000

Note 10 Goodwill and Other Intangible Asset Data

Intangible asset data are as follows (in thousands):

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	April 4, 2009		December 31, 2008	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Amortized intangible assets				
Current technology	\$ 32,202	\$ (14,175)	\$ 33,157	\$ (14,034)
Patent and patent rights	13,663	(5,029)	13,238	(4,448)
Customer relationships	44,693	(7,438)	43,358	(4,912)
Total	\$ 90,558	\$ (26,642)	\$ 89,753	\$ (23,394)
Unamortized intangible assets				
Goodwill	\$ 150,404		\$ 151,356	
Aggregate amortization expense				
For the year ended December 31, 2008			\$ 18,575	
For the three months ended April 4, 2009	\$ 2,634			
Estimated amortization expense				
For the year ended December 31, 2009	\$ 10,457			
For the year ended December 31, 2010	9,273			
For the year ended December 31, 2011	9,010			
For the year ended December 31, 2012	8,274			
For the year ended December 31, 2013	6,831			
Thereafter	22,705			
Total	\$ 66,550			

In accordance with SFAS No. 142, *Goodwill and Other Intangible Assets*, we test goodwill for impairment on an annual basis or more frequently if we believe indicators of impairment exist.

Factors considered that may trigger an impairment review consist of:

- Significant underperformance relative to expected historical or projected future operating results,
- Significant changes in the manner of use of the acquired assets or the strategy for the overall business,
- Significant negative industry or economic trends,
- Significant decline in Zebra's stock price for a sustained period, and
- Significant decline in market capitalization relative to net book value.

If we believe that one or more of the above indicators of impairment have occurred, we perform an impairment test. The performance of the test involves a two step process. The first step of the impairment test involves comparing the fair values of the applicable reporting units with their aggregate carrying values, including goodwill. We generally determine the fair value of our reporting units using the income approach methodology of valuation that includes the discounted cash flow method as well as other generally accepted valuation methodologies. If the carrying amount of a reporting unit exceeds the reporting unit's fair value, we perform the second step of the goodwill impairment test to determine the amount of impairment loss. The second step of the goodwill impairment test involves comparing the implied fair value of the affected reporting unit's goodwill with the carrying value of that goodwill.

We performed our annual impairment test in June 2008, and determined that our goodwill was not impaired as of the end of May 2008. During the fourth quarter of 2008, we determined that certain impairment indicators existed related to identified intangible assets and conducted a special impairment test of intangibles. Due to the deterioration of the economy and a significant reduction in the price of our stock, we determined that our goodwill and other intangible assets were impaired requiring total impairment charges of \$157,600,000. As of December 31, 2008 and April 4, 2009, these amounts are estimates and may be adjusted during 2009 upon completion of a detailed second step impairment analysis.

Note 11 Derivative Instruments

In the normal course of business, portions of Zebra's operations are subject to fluctuations in currency values. We manage these risks using derivative financial instruments. Zebra conducts its business on a multinational basis in a wide variety of foreign currencies. Our exposure to market risk for changes in foreign currency exchange rates arises from international financing activities between subsidiaries, foreign currency denominated monetary assets and liabilities and transactions arising from international trade. Our

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objective is to preserve the economic value of non-functional currency denominated cash flows. We attempt to hedge transaction exposures with natural offsets to the fullest extent possible and, once these opportunities have been exhausted, through foreign exchange forward and option contracts with third parties.

Credit and market risk

Financial instruments, including derivatives, expose us to counterparty credit risk for nonperformance and to market risk related to interest and currency exchange rates. We manage our exposure to counterparty credit risk through specific minimum credit standards, diversification of counterparties, and procedures to monitor concentrations of credit risk. Our counterparties in derivative transactions are commercial banks with significant experience using derivative instruments. We monitor the impact of market risk on the fair value and cash flows of our derivative and other financial instruments considering reasonably possible changes in interest rates and currency exchange rates and restrict the use of derivative financial instruments to hedging activities.

We continually monitor the creditworthiness of our customers to which we grant credit terms in the normal course of business. The terms and conditions of our credit sales are designed to mitigate or eliminate concentrations of credit risk with any single customer. Our sales are not materially dependent on a single customer or a small group of customers.

Fair Value of Derivative Instruments

Zebra has determined that derivative instruments for hedges that have settled are considered level 1 in the fair value hierarchy, and hedges that have not settled are considered level 2 in the fair value hierarchy. Derivative instruments are used to manage risk and are not used for trading or other speculative purposes, nor do we use leveraged derivative financial instruments. Our foreign currency exchange contracts are valued using broker quotations or market transactions, in either the listed or over-the-counter markets.

Hedging of Net Assets

We use forward contracts and options to manage exposure related to our pound and euro denominated net assets. Forward contracts typically mature within three months after execution of the contracts. We record gains and losses on these contracts and options in income each quarter along with the transaction gains and losses related to our net asset positions, which would ordinarily offset each other. Summary financial information related to these activities included in our statement of earnings as other income (expense) is as follows (in thousands):

	Three Months Ended	
	April 4, 2009	March 29, 2008
Change in gains (losses) from foreign exchange derivatives	\$ 3,252	\$ (4,020)
Gain (loss) on net foreign currency assets	(4,536)	4,720
Foreign exchange gain (loss)	\$ (1,284)	\$ 700

	As of	
	April 4, 2009	December 31, 2008
Notional balance of outstanding contracts:		
Pound/US dollar	£ 5,500	£ 5,000
Euro/US dollar	17,000	18,500
Euro/Pound	7,000	17,000
Net fair value of outstanding contracts	\$ (20)	\$ (2,414)

Hedging of Anticipated Sales

We manage the exchange rate risk of anticipated euro denominated sales using forward contracts and option collars. We designate these contracts as cash flow hedges which typically mature four months after the execution of the contracts. Gains and losses on these contracts are deferred in other comprehensive income until the contracts are settled and the hedged sales are realized, at which time the deferred gains or losses will be reported as an increase or decrease to sales. Summary financial information related to the cash flow hedges of future revenues follows (in thousands, except percentages):

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	April 4, 2009	As of December 31, 2008
Net unrealized losses deferred in other comprehensive income:		
Gross	\$ (19)	\$ (32)
Income tax benefit	(7)	(12)
Net	\$ (12)	\$ (20)
Notional balance of outstanding contracts versus the dollar	12,590	14,680
Hedge effectiveness	100%	100%
	April 4, 2009	March 29, 2008
Net gains and (losses) included in revenue for the:		
Three months ended	\$ 1,370	\$ (2,788)

Forward contracts

We record our forward contracts at fair value in our consolidated balance sheet as either long term other assets or long term other liabilities depending upon the calculation as outlined in Note 2 of Zebra's financial statements. The amounts recorded as of April 4, 2009 in our balance sheet are as follows (in thousands):

	Total
Assets:	
Other assets - long term	\$ 1,836
Total	\$ 1,836
Liabilities:	
Other long-term liabilities	\$
Total	\$

Note 12 Segment Information

Zebra has two reportable segments: Specialty Printing Group (SPG) and Zebra Enterprise Solutions (ZES). ZES was formerly known as Enterprise Solutions Group and has been renamed in 2009.

SPG includes direct thermal and thermal transfer label and receipt printers, passive radio frequency identification (RFID) printer/encoders, dye sublimation card printers and digital photo printers. Also included in this group is a comprehensive range of specialty supplies consisting of self-adhesive labels, thermal transfer ribbons, thermal printheads, batteries and other accessories, including software for label design and printer network management.

ZES has evolved over the last two years with the acquisitions of WhereNet Corp., proveo AG, Navis Holdings, LLC and Multispectral Solutions, Inc. The solutions that these companies provide are sold on a contract basis and are typically installed over several quarters. These contracts cover a range of services, including design, installation and ongoing maintenance services.

Zebra records its federal and state deferred tax assets and liabilities in corporate and other as reflected below. Intersegment sales are not significant.

Segment information is as follows (in thousands):

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	Three Months Ended	
	April 4, 2009	March 29, 2008
Net sales:		
SPG	\$ 170,768	\$ 224,751
ZES	21,841	21,526
Total	\$ 192,609	\$ 246,277
Operating profit (loss):		
SPG	\$ 33,999	\$ 61,605
ZES	(3,359)	(7,063)
Corporate and other	(16,466)	(15,188)
Total	\$ 14,174	\$ 39,354
	April 4, 2009	December 31, 2008
Identifiable assets:		
SPG	\$ 363,556	\$ 376,515
ZES	187,017	190,572
Corporate and other	252,256	283,791
Total	\$ 802,829	\$ 850,878

Corporate and other includes corporate administration costs or assets that support both reporting segments.

Note 13 Costs associated with Exit or Disposal Activities

During 2008, we initiated two different plans to close facilities. These plans are being accounted for under SFAS No. 146, *Accounting for Cost Associated with Exit or Disposal Activities*. In 2008, we closed our supplies manufacturing plant in Warwick, Rhode Island and transferred its operations to a new facility in Flowery Branch, Georgia, which is now our East Coast supplies manufacturing facility. Also in 2008, we announced plans to establish regional distribution and configuration centers, consolidate our supplier base, and transfer final assembly of thermal printers to Jabil Circuit, Inc., a global third-party electronics manufacturer. These actions are intended to optimize our global printer product supply chain by improving responsiveness to customer needs and increasing Zebra's flexibility to meet emerging business opportunities. As a result, all printer manufacturing in our Vernon Hills, Illinois and Camarillo, California facilities will be transferred to Jabil's facility in Guangzhou, China. This transition is expected to be completed by the end of 2009.

As of April 4, 2009, we have incurred and expect to incur the following exit costs (in thousands):

Type of Cost	Cost incurred through December 31, 2008	Costs incurred for the three months ended April 4, 2009	Total costs incurred as of April 4, 2009	Additional costs expected to be incurred	Total costs expected to be incurred
Severance, stay bonuses, and other employee-related expenses	\$ 4,308	\$ 474	\$ 4,782	\$ 1,710	\$ 6,492
Professional services	5,425	91	5,516		5,516
Relocation and transition costs	3,662	1,323	4,985	5,135	10,120
Total	\$ 13,395	\$ 1,888	\$ 15,283	\$ 6,845	\$ 22,128

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For the three month period ended March 29, 2008, we incurred exit, restructuring and integration costs of \$1,439,000 for severance (severance, stay bonuses and other employee-related expenses), \$1,051,000 for professional services, \$744,000 for relocation and transition costs, which totaled \$3,234,000.

Liabilities and expenses related to exit activities were as follows (in thousands):

	Three Months Ended	
	April 4, 2009	March 29, 2008
Balance at beginning of year	\$ 6,378	\$
Charged to earnings	1,888	3,234
Cash paid	(4,125)	(51)
Other		
Balance at the end of period	\$ 4,141	\$ 3,183

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Liabilities related to exit activities are included in the accrued liabilities line item on the balance sheet. All current exit costs are included in operating expenses for the Specialty Printing Group under the line item exit, restructuring and integration costs.

Also included in the line item exit, restructuring and integration costs, are \$408,000 of costs related to an integration project to combine our most recent acquisitions of WhereNet Corp., proveo AG, Navis Holdings, LLC, and Multispectral Solutions, Inc., to form our ZES segment.

Note 14 Contingencies

On January 31, 2003, a Writ of Summons was filed in the Nantes Commercial Court, Nantes, France, by Printherm, a French corporation, and several of its shareholders (collectively, Printherm), against Zebra Technologies France (ZTF), a French corporation and wholly-owned subsidiary of Zebra. Printherm sought damages in the amount of \$15,304,000 and additional unspecified damages in connection with ZTF's termination of negotiations in December 2000 respecting the proposed acquisition by Zebra of the capital stock of Printherm. The negotiation was terminated based on unsatisfactory results of the ongoing due diligence. In March 2009, the Court entered a judgment dismissing Printherm's claims and ordered Printherm to pay court fees and \$3,000 for Zebra's attorneys' fees.

On April 9, 2008, a complaint was filed in the U.S. District Court for the Northern District of Illinois by Barcode Informatica, Ltd. (Barcode), a former Brazilian reseller, against Zebra. The complaint alleges that Zebra wrongfully terminated Barcode's reseller status and tortiously interfered with Barcode's alleged bid for the sale of printers to Brazilian Post. Barcode's claim seeks an unspecified amount of damages. We believe that Barcode's claims are without merit and we will vigorously defend the action.

Note 15 Warranty. In general, Zebra provides warranty coverage of one year on printers against defects in material and workmanship. Printheads are warranted for six months and batteries are warranted for three months. A provision for warranty expense is recorded at the time of shipment and adjusted quarterly based on historical warranty experience. The following is a summary of Zebra's accrued warranty obligation (in thousands).

	Three Months Ended April 4, 2009	Three Months Ended March 29, 2008
Balance at the beginning of the year	\$ 2,814	\$ 3,411
Warranty expense year-to-date	958	1,711
Warranty payments made year-to-date	(1,031)	(1,299)
Balance at the end of the period	\$ 2,741	\$ 3,823

During 2005, Zebra began providing for environmental recycling reserves similar to warranty reserves. In the European Union, we have an obligation in the future to recycle printers. This reserve is based on all new printers sold after August 13, 2005, and printers sold prior to that date that are returned to us upon our sale of a new printer to a customer. The following is a summary of Zebra's accrued recycling obligation (in thousands).

	Three Months Ended April 4, 2009	Three Months Ended March 29, 2008
Balance at the beginning of the year	\$ 1,207	\$ 3,706
Recycling expense year-to-date	14	778
Recycling payments made year-to-date		
Exchange rate impact	(9)	8
Balance at the end of the period	\$ 1,212	\$ 4,492

During the second quarter of 2008 we reexamined the environmental recycling reserves based on our three years of experience of providing for such reserves and decreased our estimate of the reserve by \$3,757,000.

Note 16 Income Taxes

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On January 1, 2007, we adopted FASB Interpretation (FIN) No. 48, *Accounting for Uncertainty in Income Taxes* an interpretation of FASB *Statement No. 109*. According to FIN No. 48, we identified, evaluated, and measured the amount of income tax benefits to be

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recognized for all of our income tax positions. During 2008, we recognized an increase of approximately \$4,000,000 in the liability for unrecognized tax benefits related to a recent Zebra acquisition. This benefit remained unchanged as of April 4, 2009.

Included in deferred tax assets are amounts related to federal and state net operating losses that resulted from our acquisition of WhereNet Corp. As of April 4, 2009, we had approximately \$59,887,000 of federal net operating loss carryforwards available to offset future taxable income which expire in 2012 through 2022. As of April 4, 2009, we also had approximately \$19,283,000 of state net operating loss carryforwards which expire in 2012 through 2022. Zebra's intention is to utilize these net operating loss carryforwards to offset future income tax expense. Under the United States Tax Reform Act of 1986, the amounts of benefits from net operating loss carryforwards may be impaired or limited in certain circumstances, including significant changes in ownership interests.

Zebra has concluded all U.S. federal income tax audits for years through 2006. The tax years 2004 through 2008 remain open to examination by multiple state taxing jurisdictions.

Zebra's continuing practice is to recognize interest and/or penalties related to income tax matters as part of income tax expense. For the quarters ended April 4, 2009 and March 29, 2008, we did not accrue any interest or penalties into income tax expense.

The effective income tax rate for the first quarter of 2009 was 32.0% compared with an income tax rate of 34.5% for the first quarter of 2008. The effect of lower income and a higher proportion of permanent tax adjustments contributed to the rate reduction in 2009.

Note 17 New Accounting Pronouncements

In December 2007, the FASB issued SFAS No. 141(R), *Business Combinations*, to create greater consistency in the accounting and financial reporting of business combinations. Zebra adopted this statement in the first quarter of 2009 and it will generally affect acquisitions going forward.

In March 2008, the FASB issued SFAS No. 161, *Disclosures about Derivative Instruments and Hedging Activities – an amendment of FASB Statement No. 133*. This Statement requires enhanced disclosures about an entity's derivative and hedging activities and thereby improves the transparency of financial reporting. Zebra adopted this statement in the first quarter of 2009 and the statement did not have a material impact upon our consolidated financial statements.

In May 2008, the FASB issued SFAS No. 162, *The Hierarchy of Generally Accepted Accounting Principles*. This statement identifies the sources of accounting principles and the framework for selecting the principles used in the preparation of financial statements of nongovernmental entities that are presented in conformity with GAAP in the United States. Any effect of applying the provisions of this Statement shall be reported as a change in accounting principle in accordance with SFAS No. 154, *Accounting for Changes and Error Corrections*. This Statement is effective 60 days following the SEC's approval of the Public Company Accounting Oversight Board amendments to AU Section 411, *The Meaning of Present Fairly in Conformity with Generally Accepted Accounting Principles*. We have not yet determined the effect this standard will have on our consolidated financial statements.

In June 2008, the FASB issued FSP No. EITF 03-6-1, *Determining Whether Instruments Granted in Share-based Payment Transactions Are Participating Securities*, (FSP EITF 03-6-1). FSP EITF 03-6-1 states that unvested share-based payment awards that contain nonforfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are participating securities and shall be included in the computation of earnings per share pursuant to the two class method. FSP EITF 03-6-1 became effective on January 1, 2009. This standard will not have a significant effect upon our consolidated financial statements.

In October 2008, the FASB issued FSP FAS 157-3, *Determining the Fair Value of a Financial Asset When the Market for That Asset is Not Active*. The position statement was effective upon issuance. The statement provides guidance for valuing assets that are no longer in active markets. This standard will not have a significant effect upon our consolidated financial statements.

In January 2009, the FASB issued FSP EITF 99-20-1, *Amendments to the Impairment Guidance on EITF Issue No. 99-20*, (FSP EITF 99-20-1). FSP EITF 99-20-1 amends the impairment guidance in EITF Issue No. 99-20, *Recognition of Interest Income and Impairment on Purchased Beneficial Interests and Beneficial Interests That Continue to Be Held by a Transferor in Securitized*

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Financial Assets, to achieve more consistent determination of whether an other-than-temporary impairment has occurred. The FSP also retains and emphasizes the objective of an other-than-temporary impairment assessment and the related disclosure requirements in FASB Statement No. 115, *Accounting for Certain Investments in Debt and Equity Securities*. FSP EITF 99-20-1 is effective for interim and annual reporting periods after December 31, 2008 and shall be applied prospectively. This standard will not have a significant effect upon our consolidated financial statements.

In April 2009, the FASB issued FSP FAS 107-1 and APB 28-1, *Interim Disclosures about Fair Value of Financial Instruments*, a statement of position that will require companies to provide disclosures required by FASB No. 107, *Disclosures about Fair Value of Financial Instruments*. The position statement is effective for interim reporting periods ending after June 15, 2009 with early adoption permitted for periods ending after March 15, 2009. This standard will not have a significant effect upon our consolidated financial statements.

In April 2009, the FASB issued FSP FAS 115-2 and FAS 124-2, *Recognition and Presentation of Other-than-Temporary Impairments*, which amends the other-than-temporary impairment guidance in U.S. GAAP for debt securities to make the guidance more operational and to improve the presentation and disclosure of other-than-temporary impairments on debt and equity securities in the financial statements. This FSP does not amend existing recognition and measurement guidance related to other-than-temporary impairments of equity securities. The position statement is effective for interim and annual reporting periods ending after June 15, 2009 with early adoption permitted for periods ending after March 15, 2009. Earlier adoption for periods ending before March 15, 2009 is not permitted. This standard will not have a significant effect upon our consolidated financial statements.

In April 2009, the FASB issued FSP FAS 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That are Not Orderly*, (FSP FAS 157-4). FSP FAS 157-4 provides additional guidance for estimating fair value in accordance with FASB Statement No. 157, *Fair Value Measurements*, when the volume and level of activity for the asset or liability have significantly decreased. This FSP also includes guidance on identifying circumstances that indicate a transaction is not orderly. FSP FAS 157-4 becomes effective for interim and annual reporting periods after June 15, 2009 and shall be applied prospectively. This standard will not have a significant effect upon our consolidated financial statements.

Note 18 Changes to Benefit Programs

During the first quarter of 2009, Zebra announced changes to its Retirement Savings and Investment Plan (the 401(k) Plan), profit sharing plan and stock purchase plan.

Qualified employees may participate in Zebra's 401(k) Plan by contributing up to 15% of their gross earnings to the plan subject to certain Internal Revenue Service restrictions. Effective March 1, 2009 Zebra reduced the company match to each participant's contribution from 6% of gross eligible earnings at the rate of 50%, to 3% of gross eligible earnings at the rate of 50%. Zebra may contribute additional amounts to the 401(k) Plan at the discretion of the Board of Directors, subject to certain legal limits.

Zebra has a discretionary profit-sharing plan for qualified employees, to which it contributes a percentage of eligible payroll each year. Zebra announced that it will suspend any contributions to the profit sharing plan for the 2009 plan year. Participants are not permitted to make contributions under the profit-sharing plan.

Under the 2001 Stock Purchase Plan, employees who work a minimum of 20 hours per week may elect to withhold up to 10% of their cash compensation through regular payroll deductions to purchase shares of Class A Common Stock from Zebra over a period not to exceed 12 months at a purchase price per share equal to the lesser of: (1) 85% of the fair market value of the shares as of the date of the grant, or (2) 85% of the fair market value of the shares as of the date of purchase. Effective April 1, 2009 the purchase price per share is now equal to the lesser of: (1) 95% of the fair market value of the shares as of the date of the grant, or (2) 95% of the fair market value of the shares as of the date of purchase. The effect of this change to Zebra will be to reduce the general and administrative expense related to this portion of Zebra's stock purchase plan. Stock purchase plan expense for the three months ended April 4, 2009 was \$252,000 compared to \$211,000 for the three months ended March 29, 2008.

Table of Contents**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations***Consolidated Results of Operations*

Net sales for the first quarter of 2009, compared with the first quarter of 2008, decreased 21.8% due to global economic conditions. Sales in each geographic region were down comparably for the same reason. The decrease in sales was largely attributable to a decline in hardware sales volume. Hardware sales declined proportionally more for our high-performance and mid-range tabletop printers. Gross profit decreased because of lower sales volume, unfavorable product mix and unfavorable movements in foreign exchange. Lower overall operating expenses resulted from decreases in several categories including payroll costs primarily from lower staffing levels, outside commissions, project costs, professional service fees, and travel and entertainment expenses. In addition, amortization of intangibles decreased \$1,880,000 and exit costs decreased \$938,000 in the first quarter of 2009 as compared to the first quarter of 2008.

	Three Months Ended				
	April 4, 2009	March 29, 2008	Percent Change	Percent of Net sales - 2009	Percent of Net sales - 2008
Net sales	\$ 192,609	\$ 246,277	(21.8)	100.0	100.0
Cost of sales	106,800	123,362	(13.4)	55.4	50.1
Gross profit	85,809	122,915	(30.2)	44.6	49.9
Operating expenses	71,635	83,561	(14.3)	37.2	33.9
Operating income	14,174	39,354	(64.0)	7.4	16.0
Other income (expense)	(423)	2,851	NM	(0.3)	1.1
Income before income taxes	13,751	42,205	(67.4)	7.1	17.1
Income taxes	4,399	14,561	(69.8)	2.2	5.9
Net income	\$ 9,352	\$ 27,644	(66.2)	4.9	11.2
Diluted earnings per share	\$ 0.16	\$ 0.42			

Sales by product category, percent change, and percent of net sales for the three months ended April 4, 2009, and March 29, 2008, were (in thousands, except percentages):

	Three Months Ended				
Product Category	April 4, 2009	March 29, 2008	Percent Change	Percent of Net sales - 2009	Percent of Net sales - 2008
Hardware	\$ 125,865	\$ 180,181	(30.1)	65.3	73.2
Supplies	38,081	41,902	(9.1)	19.8	17.0
Service and software	25,925	25,180	3.0	13.5	10.2
Shipping and handling	1,368	1,802	(24.1)	0.7	0.7
Cash flow hedging activities	1,370	(2,788)	NM	0.7	(1.1)
Total sales	\$ 192,609	\$ 246,277	(21.8)	100.0	100.0

Sales to customers by geographic region, percent changes and percent of net sales for the three months ended April 4, 2009, and March 29, 2008, were (in thousands, except percentages):

	Three Months Ended	
Geographic Region		

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	April 4, 2009	March 29, 2008	Percent Change	Percent of Net sales - 2009	Percent of Net sales - 2008
Europe, Middle East and Africa	\$ 74,620	\$ 95,509	(21.9)	38.7	38.8
Latin America	13,071	15,983	(18.2)	6.8	6.5
Asia-Pacific	19,409	25,639	(24.3)	10.1	10.4
Total International	107,100	137,131	(21.9)	55.6	55.7
North America	85,509	109,146	(21.7)	44.4	44.3
Total sales	\$ 192,609	\$ 246,277	(21.8)	100.0	100.0

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Zebra's non-operating income and expense items are summarized in the following table (in thousands):

	Three Months Ended	
	April 4, 2009	March 29, 2008
Investment income	\$ 1,178	\$ 2,405
Foreign exchange gain (loss)	(1,284)	700
Other, net	(317)	(254)
Total other income	\$ (423)	\$ 2,851

Rate of Return Analysis:

Average cash and marketable securities balances	\$ 207,098	\$ 293,732
Annualized rate of return	2.3%	3.3%

Cash and marketable securities balances and resulting investment income for the first quarter of 2009 decreased compared to the first quarter of 2008 due to reduced cash flow from operating activities and payments for stock repurchases. Foreign exchange rates were more favorable in the first quarter of 2008 versus the first quarter of 2009 resulting in gains for the three month period in 2008 versus losses for the comparable period in 2009.

Specialty Printing Group

	Three Months Ended		Percent	Percent of	Percent of
	April 4, 2009	March 29, 2008	Change	Net sales - 2009	Net sales - 2008
Net sales	\$ 170,768	\$ 224,752	(24.0)	100.0	100.0
Cost of sales	97,096	112,814	(13.9)	56.9	50.2
Gross profit	73,672	111,938	(34.2)	43.1	49.8
Operating expenses	39,673	50,333	(21.2)	23.2	22.4
Operating income	33,999	61,605	(44.8)	19.9	27.4

Net sales in our Specialty Printing Group (SPG) decreased 24.0% during the first quarter of 2009, with comparable declines in all regions. New printer products (defined as printers released within 18 months prior to the end of the applicable fiscal period) accounted for 7.1% of printer sales in the first quarter of 2009, compared with 19.1% of printer sales in the first quarter of 2008 and 17.2% for the fourth quarter of 2008.

Our international SPG sales are denominated in multiple currencies, primarily the U.S. dollar, British pound and euro. This diversity causes our reported sales to be subject to fluctuations based on changes in currency rates. The stronger U.S. dollar to the euro and the pound had a negative impact of approximately \$6,739,000, net of hedges, on sales during the first quarter of 2009 compared with the first quarter of 2008.

We currently hedge a portion of anticipated euro-denominated sales to partially protect Zebra against exchange rate movements. For the first quarter, this program resulted in a gain on hedges of \$1,370,000.

Printer unit volumes and average selling price information is summarized below:

	Three Months Ended		Percent
	April 4, 2009	March 29, 2008	Change
Total printers shipped	199,218	242,401	(17.8)
Average selling price of printers shipped	\$ 517	\$ 614	(15.8)

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For the first quarter of 2009, unit volumes decreased in nearly all printer product lines compared to the first quarter of 2008, with notable volume decreases in high-performance tabletop and mid-range printers.

Gross profit margin for SPG was affected by unfavorable foreign currency movements, which decreased first quarter gross profit by \$3,658,000. Lower volume and a less profitable product mix also drove down gross margins. Over the foreseeable future, we expect

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international sales to increase as a percentage of total sales because of the relative under penetration of our technology and the high rates of economic growth in those regions. Some customers in Asia Pacific, Latin America and other emerging international regions have demonstrated a preference for our lower priced products, which we expect to become a greater portion of the products we sell.

Lower overall operating expenses resulted from decreases in payroll costs, outside commissions, project costs, professional service fees, travel and entertainment expenses, recruiting and relocation costs, and offsite meetings. Much of the decreased payroll and benefit costs were a result of lower staffing levels.

Zebra Enterprise Solutions

	Three Months Ended				
	April 4, 2009	March 29, 2008	Percent Change	Percent of Net sales - 2009	Percent of Net sales - 2008
Net sales	\$ 21,841	\$ 21,525	1.5	100.0	100.0
Cost of sales	9,704	10,548	(8.0)	44.4	49.0
Gross profit	12,137	10,977	10.6	55.6	51.0
Operating expenses	15,496	18,040	(14.1)	70.9	83.8
Operating loss	(3,359)	(7,063)	52.4	(15.3)	(32.8)

Zebra Enterprise Solutions (ZES) group sales remained stable in a challenging economy. Sales remained firm in hardware and licensing. Margins improved in services provided to customers due to reduced service costs.

ZES operating expenses for the first quarter of 2009 are lower than the first quarter of 2008 due to lower staffing levels, reduced outside service costs, and lower amortization of intangibles due to asset write downs in the fourth quarter of 2008.

Liquidity and Capital Resources

As of April 4, 2009, Zebra had \$189,311,000 in cash, restricted cash, investments and marketable securities, compared with \$224,886,000 at December 31, 2008. Factors affecting cash and investment balances during the first three months of 2009 include (note that changes discussed below include the impact of foreign currency):

Operations consumed cash in the amount of \$1,214,000, primarily from lower net income and using cash to pay liabilities and taxes. Accounts receivable decreased \$13,018,000 because of lower sales.

Accounts payable decreased \$6,539,000, due to the timing of vendor payments and decreased purchasing as a result of reduced demand.

Accrued liabilities decreased \$23,946,000, due to the payment of payroll-related expenses and forward contract liabilities.

Taxes payable decreased \$8,055,000 because of the timing of tax payments.

Purchases of property and equipment totaled \$6,802,000.

Net sales of investments totaled \$37,511,000.

Purchases of treasury shares totaled \$28,593,000.

Stock option exercises and purchases under the stock purchase plan contributed \$1,168,000.

In February 2008, we announced that printer manufacturing is being transferred to a third-party manufacturer. This transition is expected to be complete by the end of 2009.

Management believes that existing capital resources and funds generated from operations are sufficient to finance anticipated capital requirements.

Critical Accounting Policies and Estimates

Management prepared the consolidated financial statements of Zebra Technologies Corporation under accounting principles generally accepted in the United States of America. These principles require the use of estimates, judgments and assumptions. We believe that the estimates,

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judgments and assumptions we used are reasonable, based upon the information available.

Our estimates and assumptions affect the reported amounts in our financial statements. The following accounting policies comprise those that we believe are the most critical in understanding and evaluating Zebra's reported financial results.

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Revenue Recognition

Product revenue is recognized once four criteria are met: (1) we have persuasive evidence that an arrangement exists; (2) delivery has occurred and title has passed to the customer, which happens at the point of shipment provided that no significant obligations remain; (3) the price is fixed and determinable; and (4) collectability is reasonably assured. Other items that affect our revenue recognition include:

Customer Returns

Customers have the right to return products that do not function properly within a limited time after delivery. We monitor and track product returns and record a provision for the estimated future returns based on historical experience and any notification received of pending returns. Returns have historically been within expectations and the provisions established, but Zebra cannot guarantee that it will continue to experience return rates consistent with historical patterns. Historically, our product returns have not been significant. However, if a significant issue should arise, it could have a material impact on our financial statements.

Growth Rebates

Some of our channel program partners are offered incentive rebates based on the attainment of specific growth targets related to products they purchase from us over a quarter or year. These rebates are recorded as a reduction to revenue. Each quarter, we estimate the amount of outstanding growth rebates and establish a reserve for them based on shipment history. Historically, actual growth rebates have been in line with our estimates.

Price Protection

Some of our customers are offered price protection by Zebra as an incentive to carry inventory of our product. These price protection plans provide that if we lower prices, we will credit them for the price decrease on inventory they hold. We estimate future payments under price protection programs quarterly and establish a reserve, which is charged against revenue. Our customers typically carry limited amounts of inventory, and Zebra infrequently lowers prices on current products. As a result, the amounts paid under these plans have been minimal.

Software Revenue

We sell four types of software and record revenue as follows:

ZES has *fixed fee software implementation projects*, for which we use the percentage of completion method for revenue recognition. Under this method of accounting, we recognize revenue based on the ratio of costs incurred to total estimated costs. If increases in projected costs-to-complete are sufficient to create a loss contract, the entire estimated loss is charged to operations in the period the loss first becomes known.

Our printers contain *embedded firmware*, which is part of the hardware purchase. We consider the sale of this firmware to be incidental to the sale of the printer and do not attribute any revenue to it.

We sell a limited amount of *prepackaged, or off-the-shelf, software* for the creation of bar code labels using our printers. There is no customization required to use this software, and we have no post-shipment obligations on the software. Revenue is recognized at the time this prepackaged software is shipped.

We sometimes provide *custom software* as part of a printer installation project. We bill custom software development services separate from the related hardware. Revenue related to custom software is recognized once the custom software development services have been completed and accepted by the customer.

Maintenance and Support Agreements

We enter into post-contract maintenance and support agreements. Revenues are recognized ratably over the service period and the cost of providing these services is expensed as incurred.

Shipping and Handling

We charge our customers for shipping and handling services based upon our internal price list for these items. The amounts billed to customers are recorded as revenue when the product ships. Any costs incurred related to these services are included in cost of sales.

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Zebra enters into sales transactions that include more than one product type. This bundle of products might include printers, current or future supplies, and services. When this type of transaction occurs, we allocate the purchase price to each product type based on the fair value of the individual products determined by vendor specific objective evidence. The revenue for each individual product is then recognized when the recognition criteria for that product is fully met.

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Investments and marketable securities at April 4, 2009, consisted of the following:

U.S. government securities	18.9%
State and municipal bonds	79.4%
Corporate bonds	1.7%

We classify our debt and marketable equity securities in one of three categories: trading, available-for-sale or held-to-maturity. Trading securities are bought and held principally for the purpose of selling them in the near term. Held-to-maturity securities are those debt securities that Zebra has the ability and intent to hold until maturity. All investments in marketable securities are classified as available-for-sale securities.

Trading and available-for-sale securities are recorded at fair value. Held-to-maturity securities are recorded at amortized cost, adjusted for the amortization or accretion of discounts or premiums. Unrealized holding gains and losses on trading securities are included in earnings. Unrealized holding gains and losses, net of the related tax effect, on available-for-sale securities are excluded from earnings and are reported as a separate component of stockholders' equity until realized. As of April 4, 2009, Zebra's investments in marketable debt securities are classified as available-for-sale. In addition, as of April 4, 2009, all of our investments in marketable debt securities with maturities greater than one year are classified as long-term in the balance sheet due to our ability and intent to hold them until maturity.

Accounts Receivable

We have standardized credit granting and review policies and procedures for all customer accounts, including:

- Credit reviews of all new customer accounts,
- Ongoing credit evaluations of current customers,
- Credit limits and payment terms based on available credit information,
- Adjustments to credit limits based upon payment history and the customer's current credit worthiness,
- An active collection effort by regional credit functions, reporting directly to the corporate financial officers, and
- Credit insurance on the majority of our international receivables.

We reserve for estimated credit losses based upon historical experience and specific customer collection issues. Over the last three years, accounts receivable reserves varied from 0.6% to 3.3% of total accounts receivable. Accounts receivable reserves as of April 4, 2009, were \$2,405,000, or 1.7% of the balance due. Accounts receivable reserves as of December 31, 2008, were \$2,734,000, or 1.8% of the balance due. We believe our reserve level is appropriate considering the quality of the portfolio as of April 4, 2009. While credit losses have historically been within expectations and the provisions established, we cannot guarantee that our credit loss experience will continue to be consistent with historical experience.

Inventories

We value our inventories at the lower of the actual cost to purchase or manufacture using the first-in, first-out (FIFO) method, or the current estimated market value. We review inventory quantities on hand and record a provision for excess and obsolete inventory based on forecasts of product demand and production requirements for the subsequent twelve months.

Over the last three years, our reserves for excess and obsolete inventories have ranged from 5.9% to 14.2% of gross inventory. As of April 4, 2009, inventory reserves were \$8,641,000, or 7.9% of gross inventory compared to inventory reserves of \$8,537,000, or 7.9% of gross inventory as of December 31, 2008. We believe our reserve level is appropriate considering the quantities and quality of the inventories as of April 4, 2009.

Valuation of Long-Lived and Intangible Assets and Goodwill

We test the impairment of goodwill each year or whenever events or changes in circumstances indicate that the carrying value may not be recoverable. We completed our annual assessment during June 2008 and determined that our goodwill was not impaired as of the end of May 2008.

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Goodwill of a reporting unit should be tested for impairment between annual tests if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount. Examples of such events or circumstances include:

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Significant adverse change in legal factors or in the business climate,
 Adverse action or assessment by a regulator,
 Unanticipated competition,
 Loss of key personnel,
 More-likely-than-not expectation that a reporting unit or a significant portion of a reporting unit will be sold or otherwise disposed of,
 Testing for recoverability under SFAS No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets*, of a significant asset group within a reporting unit,
 Recognition of a goodwill impairment loss in the financial statement of a subsidiary that is a component of a reporting unit, or
 Allocation of a portion of goodwill to a business to be disposed of.

We evaluate the impairment of identifiable intangibles and other long-lived assets whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Factors considered that may trigger an impairment review consist of:

Significant underperformance relative to expected historical or projected future operating results,
 Significant changes in the manner of use of the acquired assets or the strategy for the overall business,
 Significant negative industry or economic trends,
 Significant decline in Zebra's stock price for a sustained period, and
 Significant decline in market capitalization relative to net book value.

If we believe that one or more of the above indicators of impairment have occurred, we perform an impairment review in accordance with SFAS No. 142.

During the fourth quarter of 2008, we determined that certain impairment indicators existed related to identified intangible assets and conducted a special impairment test of intangibles. Due to the deterioration of the economy and a significant reduction in the price of our stock, we determined that our goodwill and other intangible assets were impaired requiring total impairment charges of \$157,600,000. As of December 31, 2008 and April 4, 2009, these amounts are estimates and may be adjusted during 2009 upon completion of a detailed second step impairment analysis.

Net intangible assets, long-lived assets and goodwill amounted to \$291,160,000 as of April 4, 2009 and \$293,078,000 as of December 31, 2008.

Income Taxes

On January 1, 2007, we adopted Financial Accounting Standards Board (FASB) Interpretation (FIN) No. 48, *Accounting for Uncertainty in Income Taxes - an interpretation of FASB Statement No. 109*. According to FIN No. 48, we identified, evaluated, and measured the amount of income tax benefits to be recognized for all of our income tax positions. During 2008, we recognized an increase of approximately \$4,000,000 in the liability for unrecognized tax benefits related to a recent Zebra acquisition. This benefit remained unchanged as of April 4, 2009.

Zebra's continuing practice is to recognize interest and/or penalties related to income tax matters as part of income tax expense. For the quarter ended April 4, 2009 and March 29, 2008, we did not accrue any interest or penalties into income tax expense.

Zebra has concluded all U.S. federal income tax audits for years through 2006. The tax years 2004 through 2008 remain open to examination by multiple state taxing jurisdictions. Tax authorities in the United Kingdom have completed income tax audits for tax years through 2006.

Included in deferred tax assets are amounts related to federal and state net operating losses that resulted from our acquisition of WhereNet Corp. As of April 4, 2009, we had approximately \$59,887,000 of federal net operating loss carryforwards available to offset future taxable income which expire in 2012 through 2022. As of April 4, 2009, we also had approximately \$19,283,000 of state net operating loss carryforwards which expire in 2012 through 2022. Zebra's intention is to utilize these net operating loss carryforwards to offset future income tax expense. Under the United States Tax Reform Act of 1986, the amounts of benefits from net operating loss carryforwards may be impaired or limited in certain circumstances, including significant changes in ownership interests.

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The effective income tax rate for the first quarter of 2009 was 32.0% compared with an income tax rate of 34.5% for the first quarter of 2008. The effect of lower income and a higher proportion of permanent tax adjustments contributed to the rate reduction in 2009.

Contingencies

We record estimated liabilities related to contingencies based on our estimates of the probable outcomes. Quarterly, we assess the potential liability related to pending litigation, tax audits and other contingencies and confirm or revise estimates and reserves as appropriate.

Stock-based Compensation

As of April 4, 2009, Zebra had an active stock option plan and a stock purchase plan available for future grants. We accounted for these plans in accordance with SFAS No. 123(R), *Share-Based Payments*. Zebra recognizes compensation costs over the vesting period of 1 month to 5 years.

Significant Customer

ScanSource, Inc. is our most significant customer. Our net sales to ScanSource, Inc., an international distributor of Zebra products, as a percentage of total net sales, were as follows:

	April 4, 2009	March 29, 2008
For the three months ended	14.3%	15.6%

No other customer accounted for 10% or more of total net sales during these periods.

Safe Harbor

Forward-looking statements contained in this filing are subject to the safe harbor created by the Private Securities Litigation Reform Act of 1995 and are highly dependent upon a variety of important factors which could cause actual results to differ materially from those reflected in such forward looking statements. These factors include:

- Market acceptance of Zebra's printer and software products and competitors' product offerings and the potential effects of technological changes,
- The effect of market conditions in North America and other geographic regions,
- Our ability to control manufacturing and operating costs, including the success of migrating final printer product assembly offshore to a third-party manufacturer,
- Success of integrating acquisitions,
- Interest rate and financial market conditions because of our large investment portfolio,
- Foreign exchange rates due to the large percentage of our international sales and operations, and
- The outcome of litigation in which Zebra is involved, particularly litigation or claims related to infringement of third-party intellectual property rights.

When used in this document and documents referenced, the words anticipate, believe, estimate, will and expect and similar expressions as they relate to Zebra or its management are intended to identify such forward-looking statements. We encourage readers of this report to review Item 1A, Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2008, for a further discussion of issues that could affect Zebra's future results. Zebra undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, changed circumstances or any other reason after the date of this report.

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Item 3. Quantitative and Qualitative Disclosures About Market Risk

There were no material changes in Zebra's market risk during the quarter ended April 4, 2009. For additional information on market risk, refer to the Quantitative and Qualitative Disclosures About Market Risk section of our Form 10-K for the year ended December 31, 2008. See Note 6 to the Consolidated Financial Statements included in this report for further discussion of investments and marketable securities.

In the normal course of business, portions of Zebra's operations are subject to fluctuations in currency values. We manage these risks using derivative financial instruments.

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Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of the end of the period covered by this Form 10-Q. The controls evaluation was conducted under the supervision of our Disclosure Committee, and with the participation of management, including our Chief Executive Officer and Chief Financial Officer. Based on that evaluation, our Chief Executive Office and Chief Financial Officer, have concluded that our disclosure controls and procedures were effective to provide reasonable assurance that (i) the information required to be disclosed by us in this report on Form 10-Q was recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and (ii) information required to be disclosed by us in our reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

In January 2008, Zebra began a program to update substantially all of its key financial systems over a three year period. As pieces of these systems are completed, they will be subject to the requirements related to internal controls over financial reporting. The requirements for internal controls over financial reporting will be a fundamental element of the design and implementation of these systems. In 2009, we made additional changes to our controls and procedures as part of our ongoing monitoring of our controls. However, none of these changes has materially affected, or is reasonably likely to materially affect, and there were no other changes that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Inherent Limitations on the Effectiveness of Controls

Our management, including our Chief Executive Office and Chief Financial Officer, does not expect that our disclosure controls and procedures or our internal controls will 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 reflect the fact that there are resource constraints, and the benefits of controls must be considered 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 Zebra have been detected.

These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Controls can also be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls is based in part on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Projections of any evaluation of controls effectiveness to future periods are subject to risks. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with policies or procedures.

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PART II OTHER INFORMATION

Item 1. Legal Proceedings

See Note 14 to the Consolidated Financial Statements included in this report.

Item 1A. Risk Factors

In addition to the other information included in this report, you should carefully consider the factors discussed in Part I, Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2008, and the factors identified under Safe Harbor at the end of Item 2 of Part I of this Quarterly Report on Form 10-Q, which could materially affect our business, financial condition or future results. The risks described in our Annual Report on Form 10-K are not the only risks facing Zebra. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition, and/or operating results.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Treasury Shares

During the first quarter of 2009, Zebra purchased 1,652,772 shares of Zebra's Class A Common Stock as follows:

ISSUER PURCHASES OF EQUITY SECURITIES

Period	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced programs	Maximum number of shares that may yet be purchased under the program
January 2009 (January 1 - January 31)	37,300	\$ 16.97	37,300	2,335,168
February 2009 (February 1 - February 28)	460,463	\$ 17.08	460,463	4,874,705
March 2009 (March 1 - April 4)	1,155,009	\$ 17.40	1,155,009	3,719,696

- (1) On October 27, 2008, Zebra announced that the Board authorized the purchase of up to 5,000,000 shares of Zebra common stock at prices to be determined at management's discretion. All shares purchased during the first quarter of 2009 were authorized under the Board's October 2008 authorization. On February 17, 2009, Zebra announced that the Board authorized the purchase of an additional 3,000,000 shares under the same terms. Neither the October 2008 authorization nor the February 2009 authorization has an expiration date. A total of 3,719,696 shares are authorized for purchase at April 4, 2009.

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Item 6. Exhibits

- 10.1 2009 Zebra Incentive Plan ⁽¹⁾
- 31.1 Rule 13a-14(a)/15d-14(a) Certification
- 31.2 Rule 13a-14(a)/15d-14(a) Certification
- 32.1 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

- (1) Previously filed with the Securities and Exchange Commission as an Exhibit to Zebra's Current Report on Form 8-K filed on February 19, 2009.

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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.

ZEBRA TECHNOLOGIES CORPORATION

Date: May 8, 2009

By: /s/ Anders Gustafsson
Anders Gustafsson
Chief Executive Officer

Date: May 8, 2009

By: /s/ Michael C. Smiley
Michael C. Smiley
Chief Financial Officer

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