VARIAN MEDICAL SYSTEMS INC
Form 10-Q
August 07, 2012
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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 June 29, 2012

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 1-7598

VARIAN MEDICAL SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

Delaware **(State or other jurisdiction of** **incorporation or organization)**	**94-2359345** **(I.R.S. Employer** **Identification Number)**
3100 Hansen Way, **Palo Alto, California** **(Address of principal executive offices)**	**94304-1030** **(Zip Code)**

(650) 493-4000

(Registrant s telephone number, including area code)

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 x 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 x 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 x	Accelerated filer ¨
Non-accelerated filer ¨ (Do not check if a 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 x

Indicate the number of shares outstanding of each of the issuer s classes of common stock, as of the latest practicable date: 110,715,329 shares of common stock, par value $1 per share, outstanding as of July 27, 2012.

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FORM 10-Q for the Quarter Ended June 29, 2012

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PART I

FINANCIAL INFORMATION

Item 1. Financial Statements

VARIAN MEDICAL SYSTEMS, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS

(Unaudited)

	Three Months Ended		Nine Months Ended	
(In thousands, except per share amounts)	**June 29, 2012**	**July 1, 2011**	**June 29, 2012**	**July 1, 2011**
Revenues:				
Product	$ 526,331	$ 490,419	$ 1,529,935	$ 1,420,956
Service contracts and other	178,915	159,019	520,923	456,789
Total revenues	705,246	649,438	2,050,858	1,877,745
Cost of revenues:				
Product	311,358	291,080	923,981	817,473
Service contracts and other	86,277	78,603	253,811	224,684
Total cost of revenues	397,635	369,683	1,177,792	1,042,157
Gross margin	307,611	279,755	873,066	835,588
Operating expenses:				
Research and development	48,943	44,426	139,775	126,801
Selling, general and administrative	105,081	94,838	306,986	280,072
Total operating expenses	154,024	139,264	446,761	406,873
Operating earnings	153,587	140,491	426,305	428,715
Interest income	1,312	584	3,571	2,022
Interest expense	(933)	(504)	(2,469)	(1,868)
Earnings from operations before taxes	153,966	140,571	427,407	428,869
Taxes on earnings	45,123	41,966	120,559	130,696
Net earnings	$ 108,843	$ 98,605	$ 306,848	$ 298,173
Net earnings per share basic	$ 0.98	$ 0.84	$ 2.74	$ 2.54
Net earnings per share diluted	$ 0.96	$ 0.83	$ 2.69	$ 2.49
Shares used in the calculation of net earnings per share:				
Weighted average shares outstanding basic	111,070	116,874	111,857	117,614

Weighted average shares outstanding diluted	112,823	119,064	113,961	119,831

See accompanying notes to the condensed consolidated financial statements.

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VARIAN MEDICAL SYSTEMS, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

(Unaudited)

(In thousands, except par values)	June 29, 2012	September 30, 2011 (1)
Assets		
Current assets:		
Cash and cash equivalents	$ 633,386	$ 564,457
Short-term investment	47,155	19,205
Accounts receivable, net of allowance for doubtful accounts of $10,647 at June 29, 2012 and $6,034 at September 30, 2011	608,834	635,153
Inventories	464,436	409,962
Prepaid expenses and other current assets	150,430	111,875
Deferred tax assets	113,246	113,965
Total current assets	2,017,487	1,854,617
Property, plant and equipment, net	287,336	285,894
Goodwill	224,058	212,452
Other assets	189,072	145,798
Total assets	$ 2,717,953	$ 2,498,761
Liabilities and Stockholders Equity		
Current liabilities:		
Accounts payable	$ 147,248	$ 154,946
Accrued expenses	284,705	290,009
Product warranty	49,323	50,128
Deferred revenues	126,348	140,173
Advance payments from customers	353,943	299,380
Short-term borrowings	168,760	181,400
Current maturities of long-term debt	0	9,876
Total current liabilities	1,130,327	1,125,912
Long-term debt	6,250	6,250
Other long-term liabilities	118,051	122,708
Total liabilities	1,254,628	1,254,870
Commitments and contingencies (Note 9)		
Stockholders equity:		
Preferred stock of $1 par value: 1,000 shares authorized; none issued and outstanding	0	0
Common stock of $1 par value: 189,000 shares authorized; 110,711 and 112,344 shares issued and outstanding at June 29, 2012 and at September 30, 2011, respectively	110,711	112,344
Capital in excess of par value	568,943	500,922
Retained earnings	834,851	677,473
Accumulated other comprehensive loss	(51,180)	(46,848)

Total stockholders equity	1,463,325	1,243,891
Total liabilities and stockholders equity	$ 2,717,953	$ 2,498,761

(1) The condensed consolidated balance sheet as of September 30, 2011 was derived from audited financial statements as of that date, but does not include all disclosures required by accounting principles generally accepted in the United States of America.

See accompanying notes to the consolidated financial statements.

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VARIAN MEDICAL SYSTEMS, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

	Nine Months Ended	
(In thousands)	June 29, 2012	July 1, 2011
Cash flows from operating activities:		
Net earnings	$ 306,848	$ 298,173
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Share-based compensation expense	36,655	34,912
Tax benefits from exercises of share-based payment awards	6,647	23,597
Excess tax benefits from share-based compensation	(7,805)	(21,768)
Depreciation	39,711	36,708
Amortization of intangible assets	2,848	2,280
Deferred taxes	(275)	9,585
Provision for doubtful accounts receivable	6,240	2,065
Income on equity investment in affiliate	(1,225)	(4,488)
Other	(858)	34
Changes in assets and liabilities, net of effect of acquisitions:		
Accounts receivable	(4,170)	24,961
Inventories	(49,271)	(68,310)
Prepaid expenses and other current assets	(47,665)	(24,627)
Accounts payable	(7,668)	(2,497)
Accrued expenses	(10,574)	(104)
Deferred revenues	(16,992)	(10,904)
Product warranty	4	(3,615)
Advance payments from customers	54,823	40,935
Other long-term liabilities	(5,911)	(10,010)
Net cash provided by operating activities	301,362	326,927
Cash flows from investing activities:		
Purchases of property, plant and equipment	(40,188)	(52,289)
Investment in a privately held company	0	(13,597)
Investment in debt security	(27,950)	0
Acquisition of businesses, net of cash acquired	(28,241)	(8,399)
(Increase) decrease in cash surrender value of life insurance	(2,708)	425
Note repayment from affiliate and other, net	3,360	(7,492)
Other, net	(2,340)	(3,495)
Net cash used in investing activities	(98,067)	(84,847)
Cash flows from financing activities:		
Repurchases of common stock	(172,418)	(238,000)
Equity forward contracts	0	(68,063)
Proceeds from issuance of common stock to employees	54,529	132,524
Excess tax benefits from share-based compensation	7,805	21,768
Employees taxes withheld and paid for restricted stock and restricted stock units	(8,598)	(14,188)
Net repayments under line of credit agreements	(12,585)	(20,000)
Repayments of bank borrowings	(9,876)	(5,459)

Other	(74)	(52)
Net cash used in financing activities	(141,217)	(191,470)
Effects of exchange rate changes on cash and cash equivalents	6,851	(2,909)
Net increase in cash and cash equivalents	68,929	47,701
Cash and cash equivalents at beginning of period	564,457	520,221
Cash and cash equivalents at end of period	$ 633,386	$ 567,922

Supplemental information:

VMS common stock valued at $25.0 million was received in the nine months ended June 29, 2012 upon settlement of the August 2011 Repurchase Agreement. See Note 12, Stockholders Equity. VMS common stock valued at $41.3 million was received during the nine months ended July 1, 2011 upon settlement of the February 2011 Repurchase Agreement. See Note 12, Stockholders Equity to the Consolidated Financial Statements of the Company s 2011 Annual Report for further discussion of the February 2011 Repurchase Agreement.

See accompanying notes to the condensed consolidated financial statements.

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VARIAN MEDICAL SYSTEMS, INC. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Description of Business

Varian Medical Systems, Inc. (VMS) and subsidiaries (collectively, the Company) designs, manufactures, sells and services equipment and software products for treating cancer with radiotherapy, stereotactic radiosurgery, stereotactic body radiotherapy and brachytherapy. The Company also designs, manufactures, sells and services X-ray tubes for original equipment manufacturers (OEMs); replacement X-ray tubes; and flat panel digital image detectors for filmless x-rays imaging in medical, dental, veterinary, scientific and industrial applications. It designs, manufactures, sells and services linear accelerators, digital image detectors, image processing software and image detection products for security and inspection purposes. The Company also develops, designs, manufacturers, sells and services proton therapy products and systems for cancer treatment.

Basis of Presentation

The condensed consolidated financial statements have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). Certain information and note disclosures normally included in annual financial statements prepared in accordance with accounting principles generally accepted in the United States (GAAP) have been condensed or omitted pursuant to such rules and regulations. These condensed consolidated financial statements and the accompanying notes are unaudited and should be read in conjunction with the consolidated financial statements and the notes thereto included in the Company s Annual Report on Form 10-K for the year ended September 30, 2011 (the 2011 Annual Report). In the opinion of management, the condensed consolidated financial statements herein include adjustments (consisting only of normal recurring adjustments) necessary for a fair statement of the Company s financial position as of June 29, 2012 and September 30, 2011, results of operations for the three and nine months ended June 29, 2012 and July 1, 2011, and cash flows for the nine months ended June 29, 2012 and July 1, 2011. The results of operations for the three and nine months ended June 29, 2012 are not necessarily indicative of the operating results to be expected for the full fiscal year or any future period.

Fiscal Year

The fiscal years of the Company as reported are the 52- or 53- week periods ending on the Friday nearest September 30. Fiscal year 2012 is the 52-week period ending September 28, 2012, and fiscal year 2011 was the 52-week period that ended on September 30, 2011. The fiscal quarters ended June 29, 2012 and July 1, 2011 were both 13-week periods.

Principles of Consolidation

The consolidated financial statements include those of VMS and its subsidiaries. Intercompany balances, transactions and stock holdings have been eliminated in consolidation.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

Investments in Privately Held Companies

Equity investments in privately held companies in which the Company holds at least a 20% ownership interest or in which the Company has the ability to exercise significant influence are accounted for by the equity method. Equity investments in privately held companies in which the Company holds less than a 20% ownership interest and does not have the ability to exercise significant influence are accounted for under the cost method. Equity investments accounted for under the cost method totaled $21.4 million at both June 29, 2012 and September 30, 2011. The Company s equity investments in privately held companies are included in Other assets in the Consolidated Balance Sheets. The Company monitors these equity investments for impairment and makes appropriate reductions in carrying values if the Company determines that impairment

VARIAN MEDICAL SYSTEMS, INC. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(Unaudited)

charges are required based primarily on the financial condition and near-term prospects of these companies. The Company did not have any impairment loss on equity investments in privately held companies during both the three and nine months ended June 29, 2012 and July 1, 2011.

Reclassifications

Certain items in the condensed consolidated statements of cash flows have been reclassified to conform to the current fiscal year s format. These reclassifications had no impact on previously reported total net earnings.

Recent Accounting Pronouncements

In December 2011, the Financial Accounting Standards Board (FASB) amended Accounting Standard Codification (ASC) 210, Balance Sheet. This amendment enhances disclosure requirements about the nature of an entity s right to offset and related arrangements associated with its financial instruments and derivative instruments. The new guidance requires the disclosure of the gross amounts subject to rights of set-off, the amounts offset in accordance with the accounting standards followed, and the related net exposure. The new guidance will be effective for the Company beginning in the first quarter of fiscal year 2014. The adoption of this amendment concerns disclosure only and the Company does not expect it to have an impact on its consolidated financial position, results of operations or cash flows.

In September 2011, the FASB amended ASC 350, Intangibles Goodwill and Other. This amendment is intended to simplify how an entity tests goodwill for impairment and will allow an entity to first assess qualitative factors to determine whether it is necessary to perform the two-step quantitative goodwill impairment test. An entity no longer will be required to calculate the fair value of a reporting unit unless the entity determines, based on a qualitative assessment, that it is more likely than not that the reporting unit s fair value is less than its carrying amount. The amendment will be effective for the Company beginning in the first quarter of fiscal 2013 and early adoption is permitted. The Company does not expect this amendment to have a material impact on its consolidated financial position, results of operations and cash flows.

In June 2011, the FASB amended ASC 220, Presentation of Comprehensive Income. This amendment will require companies to present the components of net income and other comprehensive income either as one continuous statement or as two consecutive statements. It eliminates the option to present components of other comprehensive income as part of the statement of changes in stockholders equity. In December 2011, the FASB issued another amendment which defers indefinitely this amendment to the extent it relates to the presentation of reclassification adjustments. The amended guidance, which must be applied retroactively, will be effective for the Company in the first quarter of fiscal year 2013. The adoption of this amendment concerns disclosure only and the Company does not expect it to have an impact on its consolidated financial position, results of operations or cash flows.

2. BALANCE SHEET COMPONENTS:

(in millions)	June 29, 2012	September 30, 2011
Short-term Investment:		
Corporate debt security:		
Amortized cost	$ 47.2	$ 19.2
Unrealized gain (loss)	0.0	0.0
Fair value	$ 47.2	$ 19.2

The short-term investment, which represents a loan to California Proton Treatment Center, LLC (CPTC), is classified as an available-for-sale corporate debt security. See Note 15, Variable Interest Entity.

VARIAN MEDICAL SYSTEMS, INC. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(Unaudited)

The components of inventories were as follows:

(In millions)	June 29, 2012	September 30, 2011
Inventories:		
Raw materials and parts	$ 232.6	$ 231.9
Work-in-progress	81.8	54.5
Finished goods	150.0	123.6
Total inventories	$ 464.4	$ 410.0

The components of other long-term liabilities were as follows:

(In millions)	June 29, 2012	September 30, 2011
Other long-term liabilities:		
Long-term income taxes payable	$ 41.1	$ 44.8
Other	77.0	77.9
Total other long-term liabilities	$ 118.1	$ 122.7

3. FAIR VALUE

Fair value is defined as the exchange price that would be received for 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 at the measurement date. There is a three-level fair value hierarchy that prioritizes the inputs used to measure fair value. This hierarchy requires entities to maximize the use of observable inputs and minimize the use of unobservable inputs. The three levels of inputs used to measure fair value are as follows:

Level 1 Quoted prices in active markets for identical assets or liabilities.

Level 2 Observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

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VARIAN MEDICAL SYSTEMS, INC. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(Unaudited)

Assets/Liabilities Measured at Fair Value on a Recurring Basis

In the tables below, the Company has segregated all assets and liabilities that are measured at fair value on a recurring basis into the most appropriate level within the fair value hierarchy based on the inputs used to determine the fair value at the measurement date.

	Fair Value Measurement Using			
Type of Instruments (In millions)	**Quoted Prices in Active Markets for Identical Instruments (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**	**Total Balance**
Assets at June 29, 2012:				
Money market funds	$ 22.6	$ 0.0	$ 0.0	$ 22.6
Corporate debt security	0.0	0.0	47.2	47.2
Derivative assets	0.0	0.6	0.0	0.6
Option to purchase a company	0.0	0.0	1.4	1.4
Total assets measured at fair value	$ 22.6	$ 0.6	$ 48.6	$ 71.8
Liabilities at June 29, 2012:				
Contingent consideration	$ 0.0	$ 0.0	$ (9.1)	$ (9.1)
Total liabilities measured at fair value	$ 0.0	$ 0.0	$ (9.1)	$ (9.1)
Assets at September 30, 2011:				
Money market funds	$ 1.3	$ 0.0	$ 0.0	$ 1.3
Corporate debt security	0.0	0.0	19.2	19.2
Option to purchase a company	0.0	0.0	1.4	1.4
Total assets measured at fair value	$ 1.3	$ 0.0	$ 20.6	$ 21.9
Liabilities at September 30, 2011:				
Contingent consideration	$ 0.0	$ 0.0	$ (0.1)	$ (0.1)
Total liabilities measured at fair value	$ 0.0	$ 0.0	$ (0.1)	$ (0.1)

VARIAN MEDICAL SYSTEMS, INC. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(Unaudited)

	Fair Value Measurement Using			
Line Item in Consolidated Balance Sheet (In millions)	**Quoted Prices in Active Markets for Identical Instruments (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**	**Total Balance**
Assets at June 29, 2012:				
Cash and cash equivalents	$ 21.5	$ 0.0	$ 0.0	$ 21.5
Short-term investment	0.0	0.0	47.2	47.2
Prepaid expenses and other current assets	0.0	0.6	0.0	0.6
Other assets	1.1	0.0	1.4	2.5
Total assets measured at fair value	$ 22.6	$ 0.6	$ 48.6	$ 71.8
Liabilities at June 29, 2012:				
Accrued liabilities	$ 0.0	$ 0.0	$ (1.9)	$ (1.9)
Other long-term liabilities	0.0	0.0	(7.2)	(7.2)
Total liabilities measured at fair value	$ 0.0	$ 0.0	$ (9.1)	$ (9.1)
Assets at September 30, 2011:				
Cash and cash equivalents	$ 0.2	$ 0.0	$ 0.0	$ 0.2
Short-term investment	0.0	0.0	19.2	19.2
Other assets	1.1	0.0	1.4	2.5
Total assets measured at fair value	$ 1.3	$ 0.0	$ 20.6	$ 21.9
Liabilities at September 30, 2011:				
Other long-term liabilities	$ 0.0	$ 0.0	$ (0.1)	$ (0.1)
Total liabilities measured at fair value	$ 0.0	$ 0.0	$ (0.1)	$ (0.1)

The Company obtains valuations of Level 1 money market funds from quotes for transactions in active exchange markets involving identical assets.

The Company s valuation of its Level 2 instruments includes valuations obtained from quoted prices for identical assets in markets that are not active. In addition, the Company has elected to use the income approach to value its derivative instruments using standard valuation techniques and Level 2 inputs, such as currency spot rates, forward points and credit default swap spreads. The Company s derivative instruments are short-term in nature, typically one month to twelve months in duration.

The Company measures the fair value of its Level 3 contingent consideration liabilities based on the income approach by using a Monte Carlo simulation model with key assumptions that include estimated sales units of an acquired business during the earn-out period and estimated discount rates corresponding to the periods of expected payments. For the acquisition of Calypso Medical Technologies, Inc. (Calypso) (see

Note 18, Business Combinations), the estimated sales units used in the Monte Carlo simulation model ranged from 69 to 193 units during the earn-out period. The estimated discount rates used ranged from 0.13% to 0.42%. For the acquisition of InfiMed, Inc. (InfiMed) (see Note 18, Business Combinations), the estimated sales units used in the risk-neutral Monte Carlo simulation model ranged from 171 to 299 units per quarter during the earn-out period. Since the analysis of the InfiMed of contingent consideration liability was performed in a risk-neutral option pricing framework, the estimated discount rates used ranged from 1.37% to 1.75%, based on U.S. Treasury rates and an estimate of the Company s counter-party risk. If the estimated sales units were to increase or decrease during the respective earn-out period, the fair value of the contingent consideration would increase or decrease, respectively. If the estimated discount rates used were to increase or decrease, the fair value of the contingent consideration would decrease or increase, respectively.

VARIAN MEDICAL SYSTEMS, INC. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(Unaudited)

The Company s Level 3 corporate debt security is valued based on the income approach by using the discounted cash flow model with key assumptions that include discount rates corresponding to the terms and risks associated with the loan to CPTC. If the estimated discount rates used were to increase or decrease, the fair value of the corporate debt security would decrease or increase, respectively.

The fair value of the option to purchase a company, a Level 3 asset, is based on the income approach using key assumptions that include projected operating results of the company and an estimated discount rate corresponding to the period of expected payment.

The following table presents the reconciliation for all assets and liabilities measured and recorded at fair value on a recurring basis using significant unobservable inputs (Level 3):

(In millions)	Corporate Debt Security	Contingent Consideration	Option to Purchase a Company
Balance at September 30, 2011	$ 19.2	$ (0.1)	$ 1.4
Purchases[1]	6.1	(4.9)	0.0
Balance at December 30, 2011	25.3	(5.0)	1.4
Purchases[1]	6.3	0.0	0.0
Balance at March 30, 2012	31.6	(5.0)	1.4
Purchases[1]	15.6	(4.1)	0.0
Balance at June 29, 2012	$ 47.2	$ (9.1)	$ 1.4

(1) Amounts reported under Contingent Consideration represent additions to contingent consideration liabilities as a result of acquisitions of businesses.

There were no transfers of assets or liabilities between fair value measurement levels during either the three and nine months ended June 29, 2012 or the three and nine months ended July 1, 2011. Transfers between fair value measurement levels are recognized at the end of the reporting period.

Fair Value of Other Financial Instruments

In the table below, the Company has segregated the fair value of certain financial instruments that are not measured at fair value on a recurring basis into the most appropriate level within the fair value hierarchy based on the inputs used to determine the fair value at the measurement date.

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VARIAN MEDICAL SYSTEMS, INC. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(Unaudited)

	Fair Value Measurement Using			
Type of Instruments (In millions)	Quoted Prices in Active Markets for Identical Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Balance
At June 29, 2012:				
Bank deposits (included in Cash and cash equivalents)	$ 611.9	$ 0.0	$ 0.0	$ 611.9
Short-term borrowings	0.0	(168.8)	0.0	(168.8)
Long-term debt	0.0	(6.9)	0.0	(6.9)
At September 30, 2011:				
Bank deposits (included in Cash and cash equivalents)	$ 564.3	$ 0.0	$ 0.0	$ 564.3
Short-term borrowings	0.0	(181.4)	0.0	(181.4)
Long-term debt	0.0	(17.2)	0.0	(17.2)

The fair values of certain of the Company s financial instruments that are not measured at fair value, including bank deposits, short-term borrowings, accounts payable and accounts receivable, net of allowance for doubtful accounts, approximate their carrying amounts due to their short maturities.

The estimated fair value of long-term debt was based on the then-current rates available to the Company for debt of similar terms and remaining maturities and also took into consideration default and credit risk. The Company determined the estimated fair value amount by using available market information and commonly accepted valuation methodologies. However, considerable judgment is required in interpreting market data to develop estimates of fair value. The use of different assumptions and/or estimation methodologies may have a material effect on the estimated fair value.

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VARIAN MEDICAL SYSTEMS, INC. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(Unaudited)

4. FINANCING RECEIVABLES AND ALLOWANCE FOR CREDIT LOSSES

A financing receivable is a contractual right to receive money, on demand or on fixed or determinable dates, that is recognized as an asset in the creditor s balance sheet. The Company s financing receivables, consisting of its accounts receivable with contractual maturities of more than one year and the related allowance for doubtful accounts, notes receivable and short-term investment, are presented in the following table:

(In millions)	June 29, 2012	September 30, 2011
Accounts receivable with contractual maturities of more than one year:		
Gross amount	$ 26.8	$ 16.2
Allowance for doubtful accounts	0.0	0.0
Net amount	$ 26.8	$ 16.2
Amount past due	$ 0.9	$ 1.2
Note receivable:		
Note receivable from related party	$ 5.4	$ 8.8
Amount past due	$ 0.0	$ 0.0
Short-term investment:		
Total short-term investment[1]	$ 47.2	$ 19.2
Amount past due	$ 0.0	$ 0.0

[1] Represents a loan to CPTC. See Note 15, Variable Interest Entity.

During the three and nine months ended June 29, 2012, the Company sold $2.2 million and $9.7 million, respectively, of accounts receivable with contractual maturities of more than one year. There was no significant activity in the allowance for doubtful financing receivable accounts during the three and nine months ended June 29, 2012.

5. GOODWILL AND INTANGIBLE ASSETS

The following table reflects the gross carrying amount and accumulated amortization of the Company s intangible assets included in Other assets in the Condensed Consolidated Balance Sheets as follows:

(In millions)	June 29, 2012	September 30, 2011
Intangible Assets:		
Acquired existing technology	$ 36.3	$ 26.0

Patents, licenses and other	22.1	19.6
Customer contracts and supplier relationship	10.9	10.4
Accumulated amortization	(46.4)	(43.7)
Net carrying amount	$ 22.9	$ 12.3

Amortization expense for intangible assets was $1.1 million and $0.7 million for the three months ended June 29, 2012 and July 1, 2011, respectively, and $2.8 million and $2.3 million for the nine months ended June 29, 2012 and July 1, 2011, respectively. The Company estimates amortization expense on a straight-line basis for the remaining three months of fiscal year 2012, fiscal year 2013, fiscal year 2014, fiscal year 2015, fiscal year 2016 and thereafter, will be as follows (in millions): $1.1, $4.3, $3.4, $3.0 and $11.1, respectively.

VARIAN MEDICAL SYSTEMS, INC. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(Unaudited)

The following table reflects the activity of goodwill by reportable operating segment:

(In millions)	Oncology Systems	X-ray Products	Other	Total
Balance at September 30, 2011	$ 130.5	$ 6.1	$ 75.9	$ 212.5
Acquisition of businesses	4.1	10.9	0.0	15.0
Foreign currency translation adjustments	0.0	0.0	(3.4)	(3.4)
Balance at June 29, 2012	$ 134.6	$ 17.0	$ 72.5	$ 224.1

6. RELATED PARTY TRANSACTIONS

VMS has a 40% ownership interest in dpiX Holding LLC (dpiX Holding), a two-member consortium which has a 100% ownership interest in dpiX LLC (dpiX), a supplier of amorphous silicon based thin-film transistor arrays (flat panels) for the Company s X-ray Products digital image detectors and for its Oncology Systems On-Board Imager® (OBI), and PortalVision™ imaging products. In accordance with the dpiX Holding agreement, net losses were to be allocated to the members, in succession, until their capital accounts equaled zero, then to the members in accordance with their ownership interests. The dpiX Holding agreement also provided that net profits were to be allocated to the members, in succession, until their capital accounts equaled the net losses previously allocated, then to the members in accordance with their ownership interests.

The equity investment in dpiX Holding is accounted for under the equity method of accounting. When VMS recognizes its share of net profits or losses of dpiX Holding, profits or losses in inventory purchased from dpiX are eliminated until realized by VMS. VMS recorded income on the equity investment in dpiX Holding of $1.7 million in the three months ended June 29, 2012 and income of $0.3 million in the three months ended July 1, 2011. VMS recorded income on the equity investment in dpiX Holding of $1.2 million in the nine months ended June 29, 2012 and income of $4.5 million in the nine months ended July 1, 2011. Income and loss on the equity investment in dpiX Holding are included in Selling, general and administrative expenses in the Condensed Consolidated Statements of Earnings. The carrying value of the equity investment in dpiX Holding, which was included in Other assets in the Condensed Consolidated Balance Sheets, was $46.2 million at June 29, 2012 and $46.7 million at September 30, 2011.

VMS entered into a loan agreement with dpiX in February 2009, which was amended in December 2011, under which VMS loaned $8.8 million to dpiX. The loan bears interest at prime plus 1% per annum. Interest was payable in full according to a quarterly schedule that began in April 2009. The principal balance was due and payable to VMS in installments, of which $3.4 million was due and paid in December 2011 and the balance, together with accrued and unpaid interest and all other related amounts payable, was due and payable on or before December 31, 2013. As of June 29, 2012, the amount outstanding under this loan agreement was $5.4 million, which was included in Other assets in the Condensed Consolidated Balance Sheet. As of September 30, 2011, the amount outstanding under this loan agreement was $8.8 million, which was included in Prepaid expenses and other current assets in the Condensed Consolidated Balance Sheets. The Company evaluated the collectability of its note receivable with dpiX at least on a quarterly basis, considering the timeliness of recurring payments, as well as its financial position and cash flows, and would recognize an impairment loss for any amount the Company deemed uncollectible. In July 2012, dpiX paid the outstanding amount of the loan prior to the due date of December 31, 2013.

During the three months ended June 29, 2012 and July 1, 2011, the Company purchased glass transistor arrays from dpiX totaling approximately $2.9 million and $6.4 million, respectively. Glass transistor arrays purchased from dpiX totaled approximately $10.9 million for the nine months ended June 29, 2012 and $18.7 million for the nine months ended July 1, 2011. These purchases of glass transistor arrays are included as a component of Inventory in the Condensed Consolidated Balance Sheets and Cost of revenues product in the Condensed Consolidated Statements of Earnings for these periods.

7. CREDIT FACILITY

On April 27, 2012, VMS entered into a five-year credit agreement with certain lenders and Bank of America, N.A. (BofA) as administrative agent (the 2012 Credit Facility). The 2012 Credit Facility was arranged by Merrill Lynch, Pierce, Fenner & Smith Incorporated and enables the Company to borrow and have outstanding at any given time up to a maximum of $300 million. The 2012 Credit Facility includes a $50 million sub-facility for the issuance of letters of credit and permits swing

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(Unaudited)

line loans of up to $25 million. The Company also has the right to increase the aggregate commitments under the 2012 Credit Facility by up to $200 million, provided that the lenders are willing to provide increased commitments and certain other conditions are met. The 2012 Credit Facility is secured, subject to certain limitations on the amount secured, by a pledge of stock of certain of VMS s present and future subsidiaries that are deemed to be material subsidiaries. As of June 29, 2012, VMS had pledged 65% of the voting shares that it holds in Varian Medical Systems Nederland Holdings B.V., a wholly owned subsidiary. All hedging or treasury management obligations entered into by the Company with a lender are also secured by the stock pledges. The 2012 Credit Facility must be guaranteed by certain of VMS s material domestic subsidiaries under certain circumstances. As of June 29, 2012, the 2012 Credit Facility was not guaranteed by any VMS subsidiary. The 2012 Credit Facility may be used for working capital, capital expenditures, permitted share repurchases, permitted acquisitions and other lawful corporate purposes.

Borrowings under the 2012 Credit Facility accrue interest either (i) based on a Eurodollar rate (as defined in the credit agreement), plus a margin of 1.25% to 1.5% based on a leverage ratio involving funded indebtedness and earnings before interest, taxes and depreciation and amortization (EBITDA) or (ii) based upon a base rate of the highest of (a) the federal funds rate plus 0.5%, (b) BofA s announced prime rate or (c) the Eurodollar rate plus 1%, plus a margin of 0.25% to 0.5% based on the same leverage ratio, depending on instructions from the Company. The Company also must pay a commitment fee on the unused portion of the 2012 Credit Facility at a rate from 0.25% to 0.30% based on the same leverage ratio. Swing line loans under the 2012 Credit Facility will bear interest at the base rate plus the then applicable margin for base rate loans. The Company may prepay, reduce or terminate the commitments without penalty. At June 29, 2012, a total of $165 million was outstanding under the 2012 Credit Facility with a weighted average interest rate of 1.62%. No letters of credit or swing line loans were outstanding at that date.

The credit agreement contains affirmative and negative covenants applicable to the Company that are typical for credit facilities of this type, and that are subject to materiality and other qualifications, carve-outs, baskets and exceptions. The Company has also agreed to maintain certain financial covenants, including (i) a maximum consolidated leverage ratio, involving funded indebtedness and EBITDA and (ii) a minimum cash flow coverage. For all periods presented within these condensed consolidated financial statements, the Company was in compliance with all covenants under the 2012 Credit Facility.

Prior to the 2012 Credit Facility, VMS had a credit agreement with BofA which provided for a revolving credit facility that enabled the Company to borrow and have outstanding at any given time a maximum of $300 million (the Amended BofA Credit Facility). Under the Amended BofA Credit Facility, VMS s Japanese subsidiary (VMS KK) could borrow up to 2.7 billion Japanese yen as part of the overall credit facility (the Japanese Line of Credit). VMS guaranteed the payment of the outstanding balance under the Japanese Line of Credit. The Amended BofA Credit Facility, including the Japanese Line of Credit, terminated on April 27, 2012, and was replaced with the 2012 Credit Facility.

At September 30, 2011, a total of $181 million was outstanding under the Amended BofA Credit Facility with a weighted average interest rate of 1.05%, none of which was outstanding under the Japanese Line of Credit. Up to $25 million of the Amended BofA Credit Facility could be used to support letters of credit issued on behalf of the Company, of which none were outstanding as of September 30, 2011.

The Amended BofA Credit Facility contained customary affirmative and negative covenants for facilities of this type. The Company also agreed to maintain certain financial covenants relating to (i) leverage ratios involving funded indebtedness and EBITDA, (ii) liquidity and (iii) consolidated assets. For all periods presented within these condensed consolidated financial statements, the Company was in compliance with all covenants under the Amended BofA Credit Facility.

In addition, VMS KK has an unsecured uncommitted credit agreement with Sumitomo Mitsui Banking Corporation that enables VMS KK to borrow and have outstanding at any given time a maximum of 3 billion Japanese yen (the Sumitomo Credit Facility). The Sumitomo Credit Facility will expire on February 28, 2013. Borrowings under the Sumitomo Credit Facility accrue interest based on the basic loan rate announced by the Bank of Japan plus a margin of 0.5% per annum. As of June 29, 2012, 300 million Japanese yen, or approximately $3.8 million, was outstanding under the Sumitomo Credit Facility with a weighted average interest rate of 0.67%.

VARIAN MEDICAL SYSTEMS, INC. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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8. DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

The Company measures all derivatives at fair value on the Condensed Consolidated Balance Sheets. The accounting for gains or losses resulting from changes in the fair value of those derivatives depends upon the use of the derivative and whether it qualifies for hedge accounting. Changes in the fair value of derivatives that do not qualify for hedge accounting treatment must be recognized in earnings, together with elements excluded from effectiveness testing and the ineffective portion of a particular hedge.

The fair values of derivative instruments reported on the Company s Condensed Consolidated Balance Sheets were as follows:

	Asset Derivatives			Liability Derivatives		
(In millions)	Balance Sheet Location	June 29, 2012 Fair Value	September 30, 2011 Fair Value	Balance Sheet Location	June 29, 2012 Fair Value	September 30, 2011 Fair Value
Derivatives designated as hedging instruments:						
Foreign exchange forward contracts	Prepaid expenses and other current assets	$ 0.4	$ 0.0	Accrued liabilities	$ 0.0	$ 0.0
Derivatives not designated as hedging instruments:						
Foreign exchange forward contracts	Prepaid expenses and other current assets	0.2	0.0	Accrued liabilities	0.0	0.0
Total derivatives		$ 0.6	$ 0.0		$ 0.0	$ 0.0

See Note 3, Fair Value regarding valuation of the Company s derivative instruments. Also see Note 1, Significant Accounting Policies to the Consolidated Financial Statements of the Company s 2011 Annual Report regarding credit risk associated with the Company s derivative instruments.

Cash Flow Hedging Activities

The Company has many transactions denominated in foreign currencies and addresses certain of those financial exposures through a risk management program that includes the use of derivative financial instruments. The Company sells products throughout the world, often in the currency of the customer s country, and may hedge certain of the larger foreign currency transactions when they are either not denominated in the relevant subsidiary s functional currency or the U.S. dollar. These foreign currency sales transactions are hedged using foreign currency forward contracts. The Company may use other derivative instruments in the future. The Company enters into foreign currency forward contracts primarily to reduce the effects of fluctuating foreign currency exchange rates. The Company does not enter into foreign currency forward contracts for speculative or trading purposes. The foreign currency forward contracts range from one to twelve months in maturity. As of June 29, 2012, the Company did not have any foreign currency forward contracts with an original maturity greater than twelve months.

The hedges of foreign currency denominated forecasted revenues are accounted for in accordance with ASC 815, pursuant to which the Company has designated its hedges of forecasted foreign currency revenues as cash flow hedges. The Company s designated cash flow hedges de-designate when the anticipated revenues associated with the transactions are recognized and the effective portion in Accumulated other comprehensive (loss) in the Condensed Consolidated Balance Sheets is reclassified to Revenues in the Condensed Consolidated Statements of

Earnings. Subsequent changes in fair value of the derivative instrument are recorded in Selling, general and administrative expenses in the Condensed Consolidated Statements of Earnings to offset changes in fair value of the resulting non-functional currency receivables. For derivative instruments that are designated and qualify as cash flow hedges under ASC 815, Derivatives and Hedging, the Company formally documents for each derivative instrument at the hedge s inception the relationship between the hedging instrument

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(Unaudited)

(foreign currency forward contract) and hedged item (forecasted foreign currency revenues), the nature of the risk being hedged, as well as its risk management objective and strategy for undertaking the hedge. The Company records the effective portion of the gain or loss on the derivative instrument designated and qualify as cash flow hedges in Accumulated other comprehensive loss in the Condensed Consolidated Balance Sheets and reclassifies these amounts into Revenues in the Condensed Consolidated Statements of Earnings in the period during which the hedged transaction is recognized in earnings. The Company assesses hedge effectiveness both at the onset of the hedge and on an ongoing basis using regression analysis. The Company measures hedge ineffectiveness by comparing the cumulative change in the fair value of the effective component of the hedge contract with the cumulative change in the fair value of the hedged item. The Company recognizes any over performance of the derivative as ineffectiveness in Revenues, and amounts not included in the assessment of effectiveness in Cost of revenues in the Condensed Consolidated Statements of Earnings. During the three and nine months ended June 29, 2012 and July 1, 2011, the Company did not discontinue any cash flow hedges. At the inception of the hedge, the Company assesses whether the likelihood of meeting the forecasted cash flow is highly probable. As of June 29, 2012, all forecasted cash flows were still probable to occur. As of September 30, 2011, net unrealized loss on derivative instruments before tax, of $11,000, was included in Accumulated other comprehensive loss in the Condensed Consolidated Balance Sheets. As of June 29, 2012, net unrealized gain on derivative instruments, before tax, of $0.4 million, was included in Accumulated other comprehensive loss, and is expected to be reclassified to earnings over the twelve months that follow.

The Company had the following outstanding foreign currency forward contracts that were entered into to hedge forecasted revenues:

(In millions)	Notional Value Sold June 29, 2012
Japanese yen	$ 11.2

The following table presents the amounts, before tax, recognized in Accumulated other comprehensive income (loss) on the Condensed Consolidated Balance Sheets and in the Condensed Consolidated Statements of Earnings that are related to the effective portion of the foreign currency forward contracts designated as cash flow hedges:

	Gain (Loss) Recognized in Other Comprehensive Income (Effective Portion)				Location of Gain (Loss) Reclassified from Accumulated Other Comprehensive Income into Net Earnings (Effective Portion)	Gain (Loss) Reclassified from Accumulated Other Comprehensive Income into Net Earnings (Effective Portion)			
	Three Months Ended		Nine Months Ended			Three Months Ended		Nine Months Ended	
(In millions)	June 29, 2012	July 1, 2011	June 29, 2012	July 1, 2011		June 29, 2012	July 1, 2011	June 29, 2012	July 1, 2011
Foreign exchange contracts	$ (0.5)	$ 0.0	$ 0.7	$ (0.5)	Revenues	$ 0.2	$ 0.0	$ 0.3	$ (1.0)

Balance Sheet Hedging Activities

The Company also hedges balance sheet exposures from its various subsidiaries and business units where the U.S. dollar is the functional currency. The Company enters into foreign currency forward contracts to minimize the short-term impact of foreign currency fluctuations on monetary assets and liabilities denominated in currencies other than the U.S. dollar functional currency. The foreign currency forward contracts are short term in nature, typically with a maturity of approximately one month, and are based on the net forecasted balance sheet exposure. These hedges of foreign-currency-denominated assets and liabilities do not qualify for hedge accounting treatment and are not designated as hedging instruments under ASC 815. For derivative instruments not designated as hedging instruments, changes in their fair values are recognized in Selling, general and administrative expenses in the Condensed Consolidated Statements of Earnings. Changes in the values of these hedging instruments are offset by changes in the values of foreign-currency-denominated assets and liabilities. Variations from the forecasted foreign currency assets or liabilities, coupled with a significant currency rate movement, may result in a material gain or loss if the hedges are not effectively offsetting the change in value of the foreign currency asset or liability. Other than foreign exchange hedging activities, the Company has no other free-standing or embedded derivative instruments.

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The Company had the following outstanding foreign currency forward contracts that were either (i) entered into to hedge balance sheet exposures from its various foreign subsidiaries and business units or (ii) originally designated as cash flow hedges (primarily in Japanese yen) and were subsequently de-designated when the forecasted revenues were recognized:

	At June 29, 2012	
(In millions)	**Notional Value Sold**	**Notional Value Purchased**
Australian dollar	$ 29.8	$ 0.0
British pound	0.0	7.8
Canadian dollar	0.0	6.0
Danish krona	0.0	0.7
Euro	184.4	0.0
Indian rupee	4.4	0.0
Japanese yen	58.2	0.0
Norwegian krone	8.0	0.0
Swedish krona	2.2	0.0
Swiss franc	0.0	40.7
Totals	$ 287.0	$ 55.2

The following table presents the gains (losses) recognized in the Condensed Consolidated Statements of Earnings related to the foreign currency forward exchange contracts that are not designated as hedging instruments under ASC 815.

Location of Gain or (Loss) Recognized in Income on Derivative	**Amount of Gain or (Loss) Recognized in Net Earnings on Derivative Three Months Ended**		**Amount of Gain or (Loss) Recognized in Net Earnings on Derivative Nine Months Ended**	
(In millions)	**June 29, 2012**	**July 1, 2011**	**June 29, 2012**	**July 1, 2011**
Selling, general and administrative expenses	$ 6.6	$ (4.1)	$ 8.7	$ (7.1)

The gains (losses) on these derivative instruments were significantly offset by the gains (losses) resulting from the remeasurement of monetary assets and liabilities denominated in currencies other than the U.S. dollar functional currency.

Contingent Features

Certain of the Company s derivative instruments are subject to master agreements which contain provisions that require the Company, in the event of a default, to settle the outstanding contracts in net liability positions by making settlement payments in cash or by setting off amounts owed to the counterparty against any credit support or collateral held by the counterparty. The counterparty s right of set-off is not limited to the derivative instruments and applies to other rights held by the counterparty. These events of default, which are defined by the existing agreements, are primarily related to the Company s failure to pay the counterparty under the derivative instruments, voluntary or involuntary bankruptcy, the Company s default on its borrowings, and deterioration of creditworthiness of the surviving entity if the Company merges or transfers its assets or liabilities to another entity. As of June 29, 2012 and September 30, 2011, the Company did not have significant outstanding derivative instruments with credit-risk-related contingent features that were in a net liability position.

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9. COMMITMENTS AND CONTINGENCIES

Product Warranty

The following table reflects the changes in the Company s accrued product warranty:

	Nine Months Ended	
(In millions)	**June 29, 2012**	**July 1, 2011**
Accrued product warranty, at beginning of period	$ 50.1	$ 53.2
Charged to cost of revenues	41.3	32.0
Actual product warranty expenditures	(42.1)	(33.2)
Accrued product warranty, at end of period	$ 49.3	$ 52.0

Other Commitments

In September 2011, the Company, through its Swiss subsidiary, participated in a $165 million loan facility for CPTC, under which the subsidiary committed to loan up to $115 million to finance the construction and start-up operations of a proton therapy center. See Note 15, Variable Interest Entity for a detailed discussion.

In September 2011, the Company entered into a commercial agreement in which the Company agreed to resell a third party company s products. As part of that agreement, the Company agreed to make guaranteed prepayments of $67 million to that third party for orders of its products that the Company will resell to end-user customers. As of June 29, 2012, under this commercial agreement, the Company had remaining guaranteed prepayment obligations of $7 million in fiscal year 2012 and $21 million in fiscal year 2013.

Environmental Remediation Liabilities

The Company s operations and facilities, past and present, are subject to environmental laws, including laws that regulate the handling, storage, transport and disposal of hazardous substances. Certain of those laws impose cleanup liabilities under certain circumstances. In connection with those laws and certain of the Company s past and present operations and facilities, the Company oversees various environmental cleanup projects and also reimburses certain third parties for cleanup activities. Those include facilities sold as part of the Company s electron devices business in 1995 and thin film systems business in 1997. In addition, the U.S. Environmental Protection Agency (EPA) or third parties have named the Company as a potentially responsible party under the amended Comprehensive Environmental Response Compensation and Liability Act of 1980 (CERCLA), at sites to which the Company or the facilities of the sold businesses were alleged to have shipped waste for recycling or disposal (the CERCLA sites). In connection with the CERCLA sites, the Company to date has been required to pay only modest amounts as its contributions to cleanup efforts. Under the agreement that governs the spin-offs of Varian, Inc., which was acquired by Agilent Technologies Inc. (the successor entity hereinafter referred to as VI), and Varian Semiconductor Equipment Associates, Inc., which was acquired by Applied Materials, Inc. (the successor entity hereinafter referred to as VSEA), VI and VSEA are each obligated to indemnify the Company for one-third of the environmental cleanup costs associated with corporate, discontinued or sold operations prior to the spin-offs (after adjusting for any insurance proceeds or tax benefits received by the Company), as well as fully indemnify the Company for other liabilities arising from the operations of the business transferred to it as part of the spin-offs.

The Company spent $0.7 million and $0.5 million (net of amounts borne by VI and VSEA) during the three months ended June 29, 2012 and July 1, 2011, respectively, on environmental cleanup costs, third-party claim costs, project management costs and legal costs. The Company spent $1.2 million and $0.9 million (net of amounts borne by VI and VSEA) during the nine months ended June 29, 2012 and July 1, 2011, respectively, on such costs.

Inherent uncertainties make it difficult to estimate the likelihood of the cost of future cleanup, third-party claims, project management and legal services for the CERCLA sites and one of the Company s past facilities. Nonetheless, as of June 29, 2012, the Company estimated that, net of VI s and VSEA s indemnification obligations, future costs associated with the

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NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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CERCLA sites and this facility would range in total from $2.1 million to $9.5 million. The time frames over which these cleanup project costs are estimated vary, ranging from one year up to thirty years as of June 29, 2012. Management believes that no amount in that range is more probable of being incurred than any other amount and therefore accrued $2.1 million for these cleanup projects as of June 29, 2012. The accrued amount has not been discounted to present value due to the uncertainties that make it difficult to develop a single best estimate.

The Company believes it has gained sufficient knowledge to better estimate the scope and cost of monitoring, cleanup and management activities for its other past and present facilities. This, in part, is based on agreements with other parties and also cleanup plans approved by or completed in accordance with the requirements of the governmental agencies having jurisdiction. As of June 29, 2012, the Company estimated that the Company s future exposure, net of VI s and VSEA s indemnification obligations, for the costs at these facilities, and reimbursements of third party s claims for these facilities, ranged in total from $6.6 million to $36.0 million. The time frames over which these costs are estimated to be incurred vary, ranging from five years to thirty years as of June 29, 2012. As to each of these facilities, management determined that a particular amount within the range of estimated costs was a better estimate than any other amount within the range, and that the amount and timing of these future costs were reliably determinable. The best estimate within that range was $13.4 million at June 29, 2012. Accordingly, the Company has accrued $10.1 million for these costs, which represents the best estimate discounted at 4%, net of inflation. This accrual is in addition to the $2.1 million described in the preceding paragraph.

These amounts are only estimates of anticipated future costs. The amounts the Company will actually spend may be greater or less than these estimates, even as the Company believes the degree of uncertainty will narrow as cleanup activities progress. While the Company believes its reserve is adequate, as the scope of the Company s obligations becomes more clearly defined, the Company may modify the reserve, and charge or credit future earnings accordingly. Nevertheless, based on information currently known to management, and assuming VI and VSEA satisfy their indemnification obligations, management believes the costs of these environmental-related matters are not reasonably likely to have a material adverse effect on the consolidated financial statements of the Company in any one fiscal year.

The Company evaluates its liability for investigation and cleanup costs in light of the obligations and apparent financial strength of potentially responsible parties and insurance companies with respect to which the Company believes it has rights to indemnity or reimbursement. The Company has asserted claims for recovery of environmental investigation and cleanup costs already incurred, and to be incurred in the future against various insurance companies and other third parties. The Company receives certain cash payments in the form of settlements and judgments from defendants, insurers and other third parties from time to time. The Company has also reached an agreement with an insurance company under which that insurer has agreed to pay a portion of the Company s past and future environmental-related expenditures. The Company recorded receivables from that insurer of $2.7 million at June 29, 2012 and $3.0 million at September 30, 2011, with the respective current portion included in Prepaid expenses and other current assets and the respective noncurrent portion included in Other assets in the Condensed Consolidated Balance Sheets. The Company believes that this receivable is recoverable because it is based on a binding, written settlement agreement with what appears to be a financially viable insurance company, and the insurance company has paid the Company s claims in the past.

The availability of the indemnities of VI and VSEA will depend upon the future financial strength of VI and VSEA. Given the long-term nature of some of the liabilities, VI and VSEA may be unable to fund the indemnities in the future. It is also possible that a court would disregard this contractual allocation among the parties and require the Company to assume responsibility for obligations allocated to another party, particularly if the other party were to refuse or was unable to pay any of its allocated share. The agreement governing the spin-offs generally provides that if a court prohibits a company from satisfying its shared indemnification obligations, the indemnification obligations will be shared equally by the two other companies.

Acquisition-Related Commitments/Obligations

When the Company acquired ACCEL Instruments GmbH (ACCEL, which has since changed its name to Varian Medical Systems Particle Therapy GmbH) in January 2007, ACCEL was involved in a contract-related lawsuit, which the Company settled by agreeing to perform certain commissioning services for a proton therapy system for a fixed-price contract (the Fixed-Price Contract). In the first quarter of fiscal year 2010, the Company entered into a new contract (the New Contract) to perform certain services for a fixed price. The balance of the loss accrual related to this contingency (the New Contract) was 0.9 million as of June 29, 2012. If the actual costs related to the contingency exceed the estimated amount or if the estimated loss increases, the variances will be recognized in the Consolidated Statements of Earnings in the periods in which these variances arise.

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Other Matters

From time to time, the Company is a party to or otherwise involved in legal proceedings, claims and government inspections or investigations and other legal matters, both inside and outside the United States, arising in the ordinary course of its business or otherwise. These matters include, as of June 29, 2012, a patent infringement lawsuit initiated in 2007 by the University of Pittsburgh regarding the Company s Real-time Position Management (RPM) technology. On or about December 21, 2011, the trial court presiding over the litigation entered a summary judgment order in the case finding that the Company s RPM technology was covered by some of the claims of the subject patent. The remaining issues in the litigation were then trifurcated by the trial court, and in the proceedings the jury found (i) that the Company willfully infringed the subject patent, (ii) that the Company is liable for approximately $37 million in actual damages and (iii) that the subject patent was valid. In an order dated April 25, 2012, the court enhanced damages by doubling them to approximately $74 million. In addition, the court assessed prejudgment interest to the damages award in the amount of approximately $13 million. In an order dated May 25, 2012, the court assessed damages for the period from the last time sales information was updated in the litigation, *i.e.*, March 2011, until judgment, of approximately $3 million, which was doubled to approximately $6 million. Attorneys fees of approximately $9 million will also be added to the judgment. The court also ordered the Company to pay ongoing royalties at the rates found by the jury for sales after the date of judgment. The Company has appealed the findings against it and believes that it has valid reasons for the judgment to be reversed.

The Company accrues amounts, to the extent they can be reasonably estimated, that it believes are adequate to address any liabilities related to legal proceedings and other loss contingencies that the Company believes will result in a probable loss. As of June 29, 2012, the Company had accrued an aggregate of approximately $6 million of such losses with respect to ongoing proceedings, including the University of Pittsburgh proceeding. However, such matters are subject to many uncertainties and outcomes are not predictable with assurance. The Company is unable to estimate a range of reasonably possible losses in excess of the amounts accrued with respect to such matters. There can be no assurances as to whether the Company will become subject to significant additional claims and liabilities with respect to ongoing or future proceedings. If actual liabilities significantly exceed the estimates made, the Company s consolidated financial position, results of operations or cash flows could be materially adversely affected.

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(Unaudited)

10. RETIREMENT PLANS

The Company s net defined benefit and post-retirement benefit costs were composed of the following:

(In thousands)	Three Months Ended June 29, 2012	Three Months Ended July 1, 2011	Nine Months Ended June 29, 2012	Nine Months Ended July 1, 2011
Defined Benefit Plans				
Service cost	$ 1,072	$ 945	$ 3,281	$ 2,713
Interest cost	1,325	1,283	4,016	3,710
Settlement gain	0	0	(161)	0
Expected return on plan assets	(1,316)	(1,251)	(3,982)	(3,622)
Amortization of prior service cost	40	38	120	113
Recognized actuarial loss	621	512	1,863	1,538
Net periodic benefit cost	$ 1,742	$ 1,527	$ 5,137	$ 4,452
Post-Retirement Benefit Plans				
Interest cost	$ 55	$ 62	$ 165	$ 186
Amortization of prior service cost	1	1	3	3
Recognized actuarial loss	21	13	63	39
Net periodic benefit cost	$ 77	$ 76	$ 231	$ 228

The Company made contributions to the defined benefit plans of $8.1 million during the nine months ended June 29, 2012. The Company currently expects total contributions to the defined benefit plans for fiscal year 2012 will be approximately $9.7 million. The Company made contributions to the post-retirement benefit plans of $0.4 million during the nine months ended June 29, 2012. The Company currently expects total contributions to the post-retirement benefit plans for fiscal year 2012 will be approximately $0.5 million.

11. INCOME TAXES

The Company s effective tax rate on earnings from continuing operations was 29.3% in the three months ended June 29, 2012, compared to 29.9% in the same period of fiscal year 2011. For the nine months ended June 29, 2012, the Company s effective tax rate on earnings from continuing operations was 28.2%, compared to 30.5% in the same period of fiscal year 2011. For both the three month and nine month periods, the decrease in the Company s effective tax rate was primarily due to a shift in the geographic mix of earnings. This was partially offset by a smaller net benefit for discrete items in the current period related to the prior period, primarily related to the release of certain liabilities for uncertain tax positions, including the expiration of the statutes of limitation in various jurisdictions and the favorable resolution of several income tax audits.

The Company s effective income tax rate differs from the U.S. federal statutory rate primarily because the Company s foreign earnings are taxed at rates that are, on average, lower than the U.S. federal rate, and because the Company s domestic earnings are subject to state income taxes.

The total amount of unrecognized tax benefits did not change by a significant amount during the nine months ended June 29, 2012; however, the amount of unrecognized tax benefits has increased as a result of positions taken during the current and prior years, and has decreased as a result of expirations of the statutes of limitation and audit settlements in various jurisdictions.

VARIAN MEDICAL SYSTEMS, INC. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(Unaudited)

12. STOCKHOLDERS EQUITY

Stock Repurchase Program

During the three months ended March 30, 2012, the Company settled an accelerated share repurchase agreement executed on August 25, 2011 with BofA (the August 2011 Repurchase Agreement). Pursuant to the August 2011 Repurchase Agreement, the Company paid to BofA $250 million and BofA delivered 3,849,638 shares of VMS common stock, representing approximately 85% of the shares expected to be repurchased. The remaining $37.5 million, representing approximately 15% of the initial cash payment to BofA, was recorded as an equity forward contract, which was included in Capital in excess of par value in the Condensed Consolidated Balance Sheet at September 30, 2011 and June 29, 2012. Under the terms of the August 2011 Repurchase Agreement, the specific number of shares that the Company ultimately repurchased was to be based on the volume weighted average share price of VMS common stock during the repurchase period, less a discount, such that the Company might be entitled to receive additional shares of VMS common stock from BofA or the Company might be required to deliver shares of VMS common stock or, at the Company s option, make a cash payment to BofA. The repurchase period ended in February 2012 and the Company received an additional 375,449 shares of VMS common stock upon the settlement of the August 2011 Repurchase Agreement. The market value of the shares received of $25 million was included in Capital in excess of par value as of June 29, 2012.

Including the 375,449 shares received upon the upon the settlement of the August 2011 Repurchase Agreement, the Company repurchased a total of 3,000,000 shares of VMS common stock during the nine months ended June 29, 2012, of which 1,500,000 shares were repurchased in the three months ended June 29, 2012. During the nine months ended July 1, 2011, the Company repurchased 4,178,395 shares of VMS common stock (all of which was purchased under an accelerated share repurchase agreement executed in February 2011 (the February 2011 Repurchase Agreement)), of which 630,921 shares were repurchased for no additional consideration during the three months ended July 1, 2011 in connection with the settlement of the February 2011 Repurchase Agreement. Aggregate cash payments in connection with accelerated share repurchase agreements, if any, and for shares repurchased in the open market totaled $97.0 million during the three months ended June 29, 2012 and $172.4 million during the nine months ended June 29, 2012. The Company did not make any cash payment for such transactions during the three months ended July 1, 2011. Aggregate cash payments for such transactions for the nine months ended July 1, 2011 totaled $306.1 million. All shares that were repurchased have been retired.

In February 2011, the VMS Board of Directors authorized the repurchase of 12 million shares of VMS common stock through the end of fiscal year 2012. As of June 29, 2012, 4,433,718 shares of VMS common stock remained available for repurchase under this repurchase authorization. Shares may be repurchased in the open market, in privately negotiated transactions (such as the August 2011 and similar accelerated repurchase programs) or under Rule 10b5-1 share repurchase plans, and may be made from time to time or in one or more blocks.

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VARIAN MEDICAL SYSTEMS, INC. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(Unaudited)

Comprehensive Earnings

The components of comprehensive earnings are as follows:

(In thousands)	Three Months Ended June 29, 2012	Three Months Ended July 1, 2011	Nine Months Ended June 29, 2012	Nine Months Ended July 1, 2011
Net earnings	**$ 108,843**	**$ 98,605**	**$ 306,848**	**$ 298,173**
Other comprehensive income (loss), net of tax:				
Defined benefit pension and post-retirement benefit plans:				
Settlement loss	0	0	91	0
Amortization of prior service cost included in net periodic benefit cost	36	35	107	103
Amortization of net actuarial loss included in net periodic benefit cost	510	415	1,539	1,242
	546	450	1,737	1,345
Unrealized gain on derivatives:				
Increase (decrease) in unrealized gain	(328)	0	446	(318)
Reclassification adjustments	(111)	0	(195)	625
	(439)	0	251	307
Currency translation adjustment	(6,331)	3,194	(6,320)	7,714
Other comprehensive income (loss)	**(6,224)**	**3,644**	**(4,332)**	**9,366**
Total comprehensive earnings	**$ 102,619**	**$ 102,249**	**$ 302,516**	**$ 307,539**

13. EMPLOYEE STOCK PLANS

In February 2012, VMS s stockholders approved the further amendment of the Varian Medical Systems, Inc. 2005 Ominbus Stock Plan and its restatement as the Third Amended and Restated 2005 Omnibus Stock Plan (the Third Amended 2005 Plan) to (i) increase the number of shares available for grant under the plan by 6,000,000 shares, (ii) change the number of shares counted against the available-for-grant limit from 2.5 shares to 2.6 shares for every one share issued in connection with awards other than stock options and stock appreciation rights on a go-forward basis and (iii) extend the term of the Third Amended 2005 Plan until November 11, 2021.

VARIAN MEDICAL SYSTEMS, INC. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(Unaudited)

The table below summarizes the share-based compensation expense recognized under ASC 718, Compensation Stock Compensation, for stock awards under the Third Amended 2005 Plan (before and after its February 2012 amendment and restatement) and for the option component of the employee stock purchase plan shares:

	Three Months Ended		Nine Months Ended	
(In thousands, except per share amounts)	**June 29, 2012**	**July 1, 2011**	**June 29, 2012**	**July 1, 2011**
Cost of revenues Product	$ 1,107	$ 1,055	$ 3,351	$ 3,013
Cost of revenues Service contracts and other	317	392	1,184	1,610
Research and development	1,574	1,174	4,833	4,485
Selling, general and administrative	8,518	6,186	27,287	25,803
Taxes on earnings	(3,728)	(2,942)	(11,776)	(11,827)
Net decrease in net earnings	$ 7,788	$ 5,865	$ 24,879	$ 23,084
Increase (decrease) on:				
Cash flows from operating activities (1)	$ (1,661)	$ (4,282)	$ (7,805)	$ (21,768)
Cash flows from financing activities (1)	$ 1,661	$ 4,282	$ 7,805	$ 21,768

(1) Amounts represent excess tax benefits from share-based compensation.

During the three and nine months ended June 29, 2012, total share-based compensation expense recognized in earnings before taxes was $11.5 million and $36.7 million, respectively, and the total related recognized tax benefit was $3.7 million and $11.8 million, respectively. During the three and nine months ended July 1, 2011, total share-based compensation expense recognized in earnings before taxes was $8.8 million and $34.9 million, respectively, and the total related recognized tax benefit was $2.9 million and $11.8 million, respectively.

Total share-based compensation expense capitalized as part of inventory for the three and nine months ended June 29, 2012 was $0.8 million and $2.5 million, respectively. Total share-based compensation expense capitalized as part of inventory for the three and nine months ended July 1, 2011 was $0.6 million and $2.3 million, respectively.

During the nine months ended June 29, 2012, the Company granted performance units to certain employees under the Third Amended 2005 Plan (before and after its amendment and restatement). The number of shares of VMS common stock ultimately issued under the performance units at the end of a three-year performance period will depend on the Company s business performance during the three-year period against specified performance targets set by the Compensation and Management Development Committee of the Board of Directors at the beginning of the period. Subject to certain exceptions, any unvested performance unit awards are generally forfeited at the time of termination.

The fair value of options granted was estimated at the date of grant using the Black-Scholes model with the following weighted average assumptions:

	Three Months Ended		Nine Months Ended	
	June 29, 2012	**July 1, 2011**	**June 29, 2012**	**July 1, 2011**
Employee Stock Option Plans				

Expected term (in years)	4.55	5.19	4.64	4.75
Risk-free interest rate	0.7%	1.8%	0.8%	2.0%
Expected volatility	34.3%	34.5%	36.9%	35.5%
Expected dividend	0.0%	0.0%	0.0%	0.0%
Weighted average fair value at grant date	$ 19.14	$ 23.23	$ 18.75	$ 23.26

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VARIAN MEDICAL SYSTEMS, INC. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(Unaudited)

The option component of employee stock purchase plan shares was estimated at the date of grant using the Black-Scholes model with the following weighted average assumptions:

	Three Months Ended		Nine Months Ended	
	June 29, 2012	July 1, 2011	June 29, 2012	July 1, 2011
Employee Stock Purchase Plan				
Expected term (in years)	0.50	0.50	0.50	0.50
Risk-free interest rate	0.1%	0.1%	0.1%	0.2%
Expected volatility	18.0%	12.6%	20.6%	11.9%
Expected dividend	0.0%	0.0%	0.0%	0.0%
Weighted average fair value at grant date	$ 12.16	$ 13.09	$ 12.38	$ 11.91

Activity under the Company s employee stock plans is presented below:

		Options Outstanding			
(In thousands, except per share amounts)	Shares Available for Grant	Number of Shares	Weighted Average Exercise Price	Weighted-Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (3)
Balance at September 30, 2011	8,424	6,917	$ 45.90		
Authorized	6,000	0	0.00		
Granted (1)	(2,673)	742	58.50		
Cancelled or expired (2)	111	(29)	55.69		
Exercised	0	(1,015)	40.60		
Balance at June 29, 2012	11,862	6,615	$ 48.08	3.8	$ 84,621
Exercisable at June 29, 2012		5,604	$ 46.56	3.4	$ 80,142

(1) The difference between the number of shares granted listed in the column headed Shares Available for Grant and the number of shares granted listed in the column headed Options Outstanding Number of Shares represents the awards of deferred stock units, restricted stock units and performance units. Deferred stock unit, restricted stock unit and performance unit awards were counted against the shares available for grant limit as 2.5 shares for every one awarded before February 9, 2012 and were counted against the shares available for grant limit as 2.6 shares for every one awarded on or after February 9, 2012. In addition, the shares available for grant limit was further adjusted to reflect a maximum payout of 1.5 shares that could be issued for each performance unit granted.

(2) The difference between the number of cancelled or expired shares listed in the column headed Shares Available for Grant and the number of cancelled or expired shares listed in the column headed Options Outstanding Number of Shares represents the cancellation of shares of restricted common stock and restricted stock units due to employee terminations.

(3) The aggregate intrinsic value represents the total pre-tax intrinsic value, which is computed based on the difference between the exercise price and the closing price of VMS common stock of $60.77 as of June 29, 2012, the last trading date of the third quarter of fiscal year 2012, and

which would have been received by the option holders had all option holders exercised and sold their options as of that date.

As of June 29, 2012, there was $11.9 million of total unrecognized compensation expense related to outstanding stock options. This unrecognized compensation expense is expected to be recognized over a weighted average period of 1.7 years.

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VARIAN MEDICAL SYSTEMS, INC. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(Unaudited)

The activity for restricted stock, restricted stock units, deferred stock units and performance units is summarized as follows:

(In thousands, except per share amounts)	Shares	Weighted Average Grant-Date Fair Value
Balance at September 30, 2011	735	$ 47.36
Granted	713	59.06
Vested	(397)	45.14
Cancelled or expired	(33)	53.49
Balance at June 29, 2012	1,018	$ 56.23

As of June 29, 2012, unrecognized compensation expense totaling $35.8 million was related to awards of restricted stock, restricted stock units, deferred stock units and performance units. This unrecognized compensation expense is expected to be recognized over a weighted average period of 1.9 years.

14. EARNINGS PER SHARE

Basic net earnings per share is computed by dividing net earnings by the weighted average number of shares of VMS common stock outstanding for the period. Diluted net earnings per share is computed by dividing net earnings by the sum of the weighted average number of common shares outstanding and dilutive common shares under the treasury method.

The following table sets forth the computation of net basic and diluted earnings per share:

	Three Months Ended		Nine Months Ended	
(In thousands, except per share amounts)	June 29, 2012	July 1, 2011	June 29, 2012	July 1, 2011
Net earnings	$ 108,843	$ 98,605	$ 306,848	$ 298,173
Weighted average shares outstanding basic	111,070	116,874	111,857	117,614
Dilutive effect of potential common shares	1,753	2,190	2,104	2,217
Weighted average shares outstanding diluted	112,823	119,064	113,961	119,831
Net earnings per share basic	$ 0.98	$ 0.84	$ 2.74	$ 2.54
Net earnings per share diluted	$ 0.96	$ 0.83	$ 2.69	$ 2.49

The Company excludes potentially dilutive common shares (consisting of shares underlying stock options and the employee stock purchase plan) from the computation of diluted weighted average shares outstanding if the per share value, either the exercise price of the awards or the sum of (a) the exercise price of the awards and (b) the amount of the compensation cost attributed to future services and not yet recognized and (c) the amount of tax benefit or shortfall that would be recorded in additional paid-in capital when the award becomes deductible, is greater than the average market price of the shares, because the inclusion of the shares underlying these stock awards would be antidilutive to earnings per share.

Based on this calculation, stock options to purchase 559,695 shares at an average exercise price of $59.71 per share and 47,750 shares at an average exercise price of $69.67 per share were excluded from the computation of diluted weighted average shares outstanding for the three months ended June 29, 2012 and July 1, 2011, respectively. Stock options to purchase 250,619 shares at an average exercise price of $61.92 and 41,000 shares at an average exercise price of $70.60 per share were excluded from the computation of diluted weighted average shares outstanding for the nine months ended June 29, 2012 and July 1, 2011, respectively.

VARIAN MEDICAL SYSTEMS, INC. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(Unaudited)

15. VARIABLE INTEREST ENTITY

During fiscal year 2011, the Company entered into a number of agreements with CPTC. CPTC is a variable interest entity that was established to finance and operate the Scripps Proton Therapy Center in San Diego, California. CPTC has raised approximately $60 million in equity and has received a $165.3 million loan facility, in which, as described below, the Company participates, to finance the construction and start-up operations of this center. Scripps Clinic Medical Group, Inc. (Scripps) will be responsible for the clinical operations of the Scripps Proton Therapy Center, which is scheduled to open in calendar year 2013.

In April 2010, the Company signed an $88 million agreement to supply a proton therapy system to CPTC. The Company began recognizing revenues under this contract in the fourth quarter of fiscal year 2011. In June 2011, the Company signed a ten-year, approximately $60 million agreement with CPTC to service the proton therapy system. No revenues have been recognized under this service agreement. In addition, in September 2011, ORIX Capital Markets, LLC (ORIX) and the Company, through its Swiss subsidiary, committed to loan up to $165.3 million to CPTC. ORIX is the loan agent for this facility and, along with CPTC and Scripps, has budgetary approval authority for the Scripps Proton Therapy Center. The Company s maximum loan commitment under this facility is $115.3 million, reflecting the Company s pro rata share of 69.75% of the obligation to fund the initial distribution and subsequent advances. As of June 29, 2012, the Company had funded $47.2 million of its $115.3 million commitment, which is reported as a current asset on the Company s Condensed Consolidated Balance Sheet. The Company s subsidiary is not obligated to fund any additional amounts to CPTC beyond the $115.3 million committed under the loan facility. The Company may sell all or a portion of its participation in this loan facility before the end of the drawdown period in 2014. Upon the sale of all or a portion of this facility, the Company will not be required to make further loan advances for the portion of the facility that is sold.

The loan, which matures in September 2015, bears interest at LIBOR plus 6.25% per annum with a minimum interest rate of 8.25% per annum. The loan can be extended for two additional one-year terms at the election of CPTC during which extensions interest will accrue at LIBOR plus 7.00% per annum with a minimum interest rate of 9.00% per annum. Interest only payments are due monthly in arrears until July 1, 2014, at which time monthly payments based on amortization of the principal balance over a 15-year period at an interest rate of 8.25% per annum become due and payable. If all or a portion of the principal is repaid on or before July 1, 2014, interest that would have been payable had the principal not been repaid early is due and payable. The Company, as one of the lenders, is entitled to certain fees, including a commitment fee of 1.5% of the loan facility commitment amount and an exit fee of 1% of the amount of principal paid, whether as a result of prepayment or maturity. The loan facility is collateralized by all of the assets of the Scripps Proton Therapy Center. In connection with the loan facility, the Company s subsidiary also shares 4% of the gross revenues of the Scripps Proton Therapy Center for 35 years. The Company s subsidiary s right of revenue sharing may be reduced upon the sale of a portion of the Company s loan. The Company did not sell any portion of its loan during the three and nine months ended June 29, 2012.

The Company has determined that CPTC is a variable interest entity and that the Company holds a significant variable interest of CPTC through its subsidiary s participation in the loan facility and its agreements to supply and service the proton therapy equipment. The Company has concluded that it is not the primary beneficiary of CPTC. The Company has no voting rights, has no approval authority or veto rights for CPTC s budget, and does not have the power to direct patient recruitment, clinical operations and management of the Scripps Proton Therapy Center, which the Company believes are the matters that most significantly affect CPTC s economic performance.

As of June 29, 2012, in addition to the $47.2 million loan to CPTC, the Company had recorded $25.7 million in accounts receivable from CPTC. As of September 30, 2011, the outstanding loan balance to CPTC was $19.2 million and the accounts receivable balance from CPTC was $15.2 million. As of June 29, 2012, the Company s exposure to loss as a result of its involvement with CPTC was limited to the carrying amounts of these assets on its Condensed Consolidated Balance Sheets.

16. STRATEGIC ARRANGEMENT

In April 2012, VMS entered into a strategic global partnership with Siemens AG (Siemens) through which, among other things, the Company and Siemens will collaborate to develop interfaces that will enable the Company s ARIA® oncology information system software to connect with Siemens linear accelerators and imaging systems. Under the agreement establishing this collaboration, the Company committed to make certain payments, including up to $10 million in fixed fees and $20 million in license fees, in the event certain product development milestones are achieved. The Company also pays for additional licenses beyond the minimum quantities set forth in the agreement. As of June 29, 2012, no amount related to achievement of product development milestones was payable under this agreement.

VARIAN MEDICAL SYSTEMS, INC. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(Unaudited)

In addition, pursuant to this agreement, the Company will represent Siemens diagnostic imaging products to radiation oncology clinics initially in most international markets and in North America later in calendar year 2012, and Siemens will represent the Company s equipment and software products for radiotherapy and radiosurgery within its offerings to its healthcare customers. This agreement also provides a framework for both companies to co-develop new imaging and treatment solutions in the future.

17. SEGMENT INFORMATION

The Company s operations are grouped into two reportable operating segments: Oncology Systems and X-ray Products. These reportable operating segments were determined based on how the Company s Chief Executive Officer, its Chief Operating Decision Maker (CODM), views and evaluates the Company s operations. The Company s Ginzton Technology Center, Security and Inspection Products business and Varian Particle Therapy business are reflected in the Other category because these operating segments do not meet the criteria of a reportable operating segment. The CODM allocates resources to and evaluates the financial performance of each operating segment primarily based on operating earnings.

The following table summarizes selected operating results information for each business segment:

(In millions)	Three Months Ended June 29, 2012	Three Months Ended July 1, 2011	Nine Months Ended June 29, 2012	Nine Months Ended July 1, 2011
Revenues				
Oncology Systems	$ 546	$ 513	$ 1,599	$ 1,473
X-ray Products	127	121	363	350
Total reportable segments	$ 673	$ 634	$ 1,962	$ 1,823
Other	32	16	89	55
Total company	$ 705	$ 650	$ 2,051	$ 1,878
Operating Earnings (Loss)				
Oncology Systems	$ 127	$ 120	$ 364	$ 368
X-ray Products	35	30	94	88
Total reportable segments	$ 162	$ 150	$ 458	$ 456
Other	(8)	(8)	(27)	(21)
Corporate	0	(1)	(5)	(6)
Total company	$ 154	$ 141	$ 426	$ 429

18. BUSINESS COMBINATIONS

On October 3, 2011, the Company acquired all of the outstanding equity of Calypso, a privately-held supplier of specialized products and software for real-time tumor tracking and motion management during radiosurgery and radiotherapy. This acquisition, which was integrated into the Company s Oncology Systems business, enables the Company to offer real-time, non-ionizing tumor tracking tools for enhancing the precision of cancer treatments. This acquisition was accounted for as a business combination. The total purchase price of $15.8 million consisted of $10.9 million of cash consideration and $4.9 million of contingent consideration at fair value. Of the purchase price, $2.5 million was preliminarily allocated to goodwill, $7.9 million to amortizable intangible assets, and $5.4 million to net assets. Goodwill represents the excess of the purchase price over the fair value of the net tangible and intangible assets acquired and in this case is not deductible for income tax purposes.

On April 3, 2012, VMS acquired all of the outstanding equity of InfiMed, a privately-held supplier of hardware and software for processing diagnostic X-ray images. This acquisition, which was integrated into the Company s X-ray Products business, enables the Company to provide more fully integrated X-ray component solutions to its customers. This acquisition was

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VARIAN MEDICAL SYSTEMS, INC. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

(Unaudited)

accounted for as a business combination. The total purchase price of $20.8 million consisted of $17.1 million of cash consideration and $3.7 million of contingent consideration at fair value. Of the purchase price, $10.9 million was preliminarily allocated to goodwill, $5.4 million to amortizable intangible assets, and $4.5 million to net assets. Goodwill represents the excess of the purchase price over the fair value of the net tangible and intangible assets acquired and in this case is deductible for income tax purposes.

These business combinations were not significant and therefore pro forma disclosures have not been presented.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and

Stockholders of Varian Medical Systems, Inc.:

We have reviewed the accompanying condensed consolidated balance sheet of Varian Medical Systems, Inc. and its subsidiaries (the Company) as of June 29, 2012 and the related condensed consolidated statements of earnings for the three-month and nine-month periods ended June 29, 2012 and July 1, 2011 and the condensed consolidated statements of cash flows for the nine-month periods ended June 29, 2012 and July 1, 2011. These interim financial statements are the responsibility of the Company s management.

We conducted our review in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the accompanying condensed consolidated interim financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

We previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet as of September 30, 2011, and the related consolidated statements of earnings, of stockholders equity and of cash flows for the year then ended (not presented herein), and in our report dated November 23, 2011, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of September 30, 2011, is fairly stated in all material respects in relation to the consolidated balance sheet from which it has been derived.

/s/ PRICEWATERHOUSECOOPERS LLP

PricewaterhouseCoopers LLP

San Jose, CA

August 7, 2012

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Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations
Forward-Looking Statements

This Quarterly Report on Form 10 Q contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, which provides a safe harbor for statements about future events, products and future financial performance that are based on the beliefs of, estimates made by and information currently available to the management of Varian Medical Systems, Inc. (VMS) and its subsidiaries (collectively we, our or the Company). The outcome of the events described in these forward-looking statements is subject to risks and uncertainties. Actual results and the outcome or timing of certain events may differ significantly from those projected in these forward-looking statements or management s current expectations due to the factors cited in this Management s Discussion and Analysis of Financial Condition and Results of Operations (MD&A), the Risk Factors listed under Part II, Item 1A of this Quarterly Report on Form 10-Q, and other factors described from time to time in our other filings with the Securities and Exchange Commission (SEC), or other reasons. For this purpose, statements concerning: industry or market segment outlook; market acceptance of or transition to new products or technology such as fixed field intensity-modulated radiation therapy (IMRT), image-guided radiation therapy (IGRT), volumetric modulated arc therapy, stereotactic radiotherapy, stereotactic radiosurgery, brachytherapy, software, treatment techniques, proton therapy and advanced x-ray products; future events and developments, including expectations regarding acquisitions or partnerships; growth drivers; future orders, revenues, backlog, earnings or other financial results; and any statements using the terms believe, expect, anticipate, can, may, will, should, would, c continue, grow, intended, potential, ongoing, likely, and possible or similar statements are forward-looking statements. By making forward-looking statements, we have not assumed any obligation to, and you should not expect us to, update or revise those statements because of new information, future events or otherwise.

Overview

In the third quarter of fiscal year 2012, revenues increased 9% compared to the year-ago quarter, with all businesses contributing to this growth. Gross margin in the third quarter of fiscal year 2012 increased 0.5 percentage points over the year-ago quarter with a significant increase in X-ray gross margin and an improvement in Oncology Systems gross margin. In the third quarter of fiscal year 2012, net earnings per diluted share increased 16% from the year-ago quarter. We continued to operate in a challenging global environment during the third quarter of fiscal year 2012 and total net orders were flat compared to the year-ago quarter. The U.S. dollar strengthened significantly against the Euro and weakened modestly against the Japanese yen in the third quarter of fiscal year 2012 compared to the year-ago quarter so that the differences in currency exchange rates overall had an unfavorable impact on our international revenues and net orders when measured in U.S. dollars. Including $151 million in Varian Particle Therapy (VPT) backlog, our backlog at June 29, 2012 was 16% higher than at the end of the third quarter of fiscal year 2011.

Oncology Systems. Our largest business segment is Oncology Systems, which designs, manufacturers, sells and services hardware and software products for treating cancer with conventional radiotherapy, IMRT, IGRT, volumetric modulated arc therapy (an advanced form of IMRT), stereotactic body radiotherapy, stereotactic radiotherapy, stereotactic radiosurgery and brachytherapy.

Our primary goal in the Oncology Systems business is to promote the adoption of more advanced and effective cancer treatments. In our view, the fundamental market forces that drive long-term growth in our Oncology Systems business are the rising cancer incidence; technology advances and product developments that are leading to improvements in patient care; customer demand for the more advanced and effective cancer treatments that we offer; competitive conditions among hospitals and clinics to offer such advanced treatments; continued improvement in safety and cost efficiency in delivering radiation therapy; and underserved medical needs outside of the United States. We have recently seen a greater percentage of Oncology Systems net orders and revenues coming from emerging markets within our international region, such as China, Thailand, South Korea and Russia, which typically demand lower-priced products compared to developed markets. We expect that this shift in geographic mix of net orders and revenues will generally continue and may negatively impact Oncology Systems gross margin. We do not know what impact the Affordable Health Care for America Act, including the 2.3% excise tax on sales of most medical devices starting in calendar year 2013, will have on long-term growth or demand for our products and services. In addition, in July 2012, the U.S. Centers for Medicare and Medicaid Services (CMS) proposed reductions to reimbursement rates for radiation therapy in free-standing clinics in the United States. We have seen our customers decision-making process complicated by the uncertainties surrounding healthcare reform and reimbursement rates for radiotherapy and radiosurgery in the United States, and we expect this will continue.

In October 2011, we acquired Calypso Medical Technologies, Inc. (Calypso), a supplier of specialized products and software for real-time tumor tracking and motion management during radiosurgery and radiotherapy. This acquisition enables us to offer real-time, non-ionizing tumor tracking tools for enhancing the precision of cancer treatments. We expect Calypso will have a dilutive effect on our operating earnings in fiscal year 2012. In April 2012, we entered into a strategic global partnership with Siemens through which, among other things, we will represent Siemens diagnostic imaging products to radiation oncology clinics initially in most international markets and in North America later in calendar year 2012, and Siemens will represent our equipment and software products for radiotherapy and radiosurgery within its offerings to its healthcare customers. Furthermore, we and Siemens will develop interfaces that will enable our ARIA® oncology information system software to connect with Siemens linear accelerators and imaging systems, as well as co-develop new imaging and treatment solutions.

In the third quarter of fiscal year 2012, Oncology Systems North American net orders increased 4% over the year-ago quarter. During the same period, Oncology Systems international net orders decreased 1%, but increased 4% on a constant currency basis. Oncology Systems gross margin in the third quarter of fiscal year 2012 increased 0.4 percentage points over the third quarter of fiscal year 2011.

Through June 29, 2012, we had received orders for about 550 TrueBeam systems since its introduction in the second quarter of fiscal year 2010 and had about 270 systems installed or in progress.

X-ray Products. Our X-ray Products business segment, designs, manufactures and sells X-ray tubes and flat panel detectors for use in a range of applications, including radiographic or fluoroscopic imaging, mammography, special procedures and industrial applications; and X-ray tubes for use in computed tomography (CT) scanning. We continue to view the long-term fundamental growth driver for this business to be the ongoing success of key x-ray imaging original equipment manufacturers (OEMs) that incorporate our X-ray tube products and flat panel detectors into their medical diagnostic, dental, veterinary and industrial imaging systems.

On April 3, 2012, we acquired InfiMed, Inc. (InfiMed), a supplier of hardware and software for processing diagnostic X-ray images. This acquisition will enable X-ray Products to provide more fully integrated X-ray component solutions to our customers.

In the third quarter of fiscal year 2012, X-ray Products net orders decreased 1% over the year-ago quarter. Our X-Ray Products business experienced softer demand from major customers during the third quarter of fiscal year 2012. Revenues in the third quarter of fiscal year 2012 increased compared to the third quarter of fiscal year 2011. X-ray Products gross margin for the third quarter of fiscal year 2012 increased over the third quarter of fiscal year 2011 primarily due to improved quality costs for our flat panel products, cost control measures and a greater proportion of higher margin products.

Our success in our X-ray Products business depends upon our ability to anticipate changes in our markets, the direction of technological innovation and the demands of our customers. We are currently in the process of introducing multiple new products which we believe will help sustain the growth of our X-ray Products business. In addition, changes in access to diagnostic radiology or the reimbursement rates associated with diagnostic radiology as a result of the Affordable Health Care for America Act and similar state proposals, or otherwise, could affect demand for our products in our X-ray Products business.

Other. The Other category is comprised of Security and Inspection Products (SIP), VPT, and the operations of the Ginzton Technology Center (GTC). (Please refer to Note 16, Segment Information to the Condensed Consolidated Financial Statements within this Quarterly Report on Form 10-Q) .

SIP designs, manufactures, sells and services Linatron® x-ray accelerators, imaging processing software and image detection products (including IntellX™) for cargo screening and non-destructive examination. Orders and revenues for our SIP products have been and may continue to be unpredictable as governmental agencies may place large orders with us or our OEM customers in a short time period, and then may not place any orders for a long time period thereafter.

VPT develops, designs, manufactures, sells and services products and systems for delivering proton therapy, another form of external beam radiotherapy using proton beams, for the treatment of cancer. Although proton therapy has been in clinical use for more than four decades, it has not been widely deployed due to high capital cost. Our current focus is commercializing our proton therapy system and bringing our expertise in traditional radiation therapy to proton therapy to improve its clinical utility and to reduce its cost of treatment per patient. In July 2012, the CMS proposed reductions to reimbursement rates for proton therapy in hospitals in the United States. We do not know what impact the proposed reductions would have on the growth or demand for our VPT products and services.

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GTC, our scientific research facility, develops technologies that enhance our current businesses or may lead to new business areas, including technology to improve radiation therapy and x-ray imaging, as well as other technology for a variety of applications, including security and cargo screening. GTC is also actively engaged in searching for chemical or biological agents that work synergistically with radiation to improve treatment outcomes.

Revenues in our Other category increased $16 million in the third quarter of fiscal year 2012 over the year-ago quarter, with increases in both SIP and VPT revenues. Net orders in our Other category decreased $10 million primarily due to a decrease in SIP net orders.

This discussion and analysis of our financial condition and results of operations is based upon and should be read in conjunction with the Condensed Consolidated Financial Statements and the notes included elsewhere in this Quarterly Report on Form 10-Q and the Consolidated Financial Statements and the Notes to the Consolidated Financial Statements and the related Management s Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for the fiscal year ended September 30, 2011 (the 2011 Annual Report), as well as the Risk Factors contained in Part II, Item 1A of this Quarterly Report on Form 10-Q, and other information provided from time to time in our other filings with the SEC.

Critical Accounting Estimates

The preparation of our financial statements and related disclosures in conformity with accounting principles generally accepted in the United States (GAAP) requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. These estimates and assumptions are based on historical experience and on various other factors that we believe are reasonable under the circumstances. We periodically review our accounting policies, estimates and assumptions and make adjustments when facts and circumstances dictate. In addition to the accounting policies that are more fully described in the Notes to the Consolidated Financial Statements included in our 2011 Annual Report, we consider the critical accounting policies described below to be affected by critical accounting estimates. Our critical accounting policies that are affected by accounting estimates include revenue recognition, share-based compensation expense, valuation of allowance for doubtful accounts, valuation of inventories, assessment of recoverability of goodwill and intangible assets, valuation of warranty obligations, assessment of environmental remediation liabilities, valuation of defined benefit pension and post-retirement benefit plans, valuation of derivative instruments and taxes on earnings. Such accounting policies require us to use judgments, often as a result of the need to make estimates and assumptions regarding matters that are inherently uncertain, and actual results could differ materially from these estimates. For a discussion of how these estimates and other factors may affect our business, see Part II, Item 1A, Risk Factors.

Revenue Recognition

We frequently enter into sales arrangements with customers that contain multiple elements or deliverables such as hardware, software and services. Judgments as to the allocation of consideration from an arrangement to the multiple elements of the arrangement, and the appropriate timing of revenue recognition are critical with respect to these arrangements to ensure compliance with GAAP.

The allocation of consideration in a multiple element arrangement is affected by the determination of whether any software deliverables that function together with other hardware components to deliver the hardware products essential functionality are considered as non-software products for purpose of revenue recognition. The allocation of consideration to each non-software deliverable is based on the assumptions we use to establish its selling price, which are based on vendor-specific objective evidence (VSOE) of selling price, if it exists, otherwise, third-party evidence of selling price, if it exists, and if not on estimated selling prices. In addition, the allocation of consideration to each software deliverable in a multiple element arrangement is affected by our judgment as to whether VSOE of its fair value exists in these arrangements.

Changes to the elements in an arrangement and the amounts allocated to each element could affect the timing and amount of revenue recognition. Revenue recognition also depends on the timing of shipment and is subject to customer acceptance and the readiness of customers facilities. If shipments are not made on scheduled timelines or if the products are not accepted by the customer in a timely manner, our reported revenues may differ materially from expectations.

In addition, revenues related to certain highly customized image detection systems, proton therapy systems and proton therapy system commissioning contracts are recognized in accordance with contract accounting. For contracts in which we can estimate contract costs with reasonable dependability, we recognize contract revenues under the percentage-of-completion method. Revenues recognized under the percentage-of-completion method are based on contract costs incurred to date compared with total estimated contract costs. Changes in estimates of total contract revenue, total contract cost or the extent of progress towards completion are recognized in the period in which the changes in estimates are identified. Estimated losses on contracts are recognized in the period in which the loss is identified. In circumstances in which the final outcome of a contract cannot be precisely estimated but a loss on the contract is not expected, the Company recognizes revenues under the percentage-of-completion method based on a zero profit margin until more precise estimates can be made. If and when the Company can make more precise estimates, revenues and costs of revenues are adjusted in the same period. Because the percentage-of-completion method involves considerable use of estimates in determining revenues, costs and profits and in assigning the dollar amounts to relevant accounting periods, and because the estimates must be periodically reviewed and appropriately adjusted, if our estimates prove to be inaccurate or circumstances change over time, we may be forced to adjust revenues or even record a contract loss in later periods.

Share-based Compensation Expense

We value our stock options granted and the option component of the shares of VMS common stock purchased under the employee stock purchase plan using the Black-Scholes option-pricing model. We value our performance units using the Monte Carlo simulation model. The determination of fair value of share-based payment awards on the date of grant under both the Black-Scholes option-pricing model and the Monte Carlo simulation model is affected by VMS s stock price, as well as the input of other subjective assumptions, including the expected terms of stock awards and the expected price volatilities of shares of VMS common stock and peer companies that are used to assess certain performance targets over the expected term of the awards, and the dividend yield of VMS.

The expected term of our stock options is based on the observed and expected time to post-vesting exercise and post-vesting cancellations of stock options by our employees. We determined the expected term of stock options based on the demographic grouping of employees and retirement eligibility. We used a combination of historical and implied volatility, or blended volatility, in deriving the expected volatility assumption for our stock options. Blended volatility represents the weighted average of implied volatility and historical volatility. Implied volatility is derived based on traded options on VMS common stock. Implied volatility is weighted in the calculation of blended volatility based on the ratio of the term of the exchange-traded options to the expected terms of the employee stock options. Historical volatility represents the remainder of the weighting. Our decision to incorporate implied volatility was based on our assessment that implied volatility of publicly traded options on VMS common stock is reflective of market conditions and is generally reflective of both historical volatility and expectations of how future volatility will differ from historical volatility. In determining the extent of use of implied volatility, we considered: (i) the volume of market activity of traded options; (ii) the ability to reasonably match the input variables of traded options to those of stock options granted by us, including the date of grant; (iii) the similarity of the exercise prices; and (iv) the length of term of traded options. After considering the above factors, we determined that we could not rely exclusively on implied volatility based on the fact that the term of VMS exchange-traded options is less than one year and that it is different from the expected terms of the stock options we grant. Therefore, we believe a combination of the historical volatility over the expected terms of the stock options we grant and the implied volatility of exchange-traded options best reflects the expected volatility of VMS common stock. In determining the grant date fair value of our performance units, historical volatilities of shares of VMS common stock, as well as the shares of common stock of peer companies, were used to assess certain performance targets. The risk-free interest rate assumption is based upon observed interest rates appropriate for the term of our stock awards. The dividend yield assumption is based on our history and expectation of no dividend payouts. If factors change and we employ different assumptions in future periods, the compensation expense that we record may differ significantly from what we have recorded in the current period. In addition, we are required to estimate the expected forfeiture rate, as well as the probability that certain performance conditions that affect the vesting of performance units will be achieved, and recognize expense only for those awards expected to vest. If the actual forfeiture rate and/or the actual number of performance units vested based on achievement of performance conditions are materially different from our estimate, the stock-based compensation expense could be significantly different from what we have recorded in the current period.

Allowance for Doubtful Accounts

We evaluate the creditworthiness of our customers prior to authorizing shipment for all major sale transactions. Except for government tenders, group purchases and orders with letters of credit in Oncology Systems and SIP, and orders in our X-ray

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Products business, our payment terms usually require payment of a small portion of the total amount due when the customer signs the purchase order, a significant amount upon transfer of risk of loss to the customer and the remaining amount upon completion of the installation. On a quarterly basis, we evaluate aged items in the accounts receivable aging report and provide an allowance in an amount we deem adequate for doubtful accounts. If our evaluation of our customers financial conditions does not reflect our future ability to collect outstanding receivables, additional provisions may be needed and our operating results could be negatively affected.

Inventories

Our inventories include high technology parts and components that are highly specialized in nature and that are subject to rapid technological obsolescence. We have programs to minimize the required inventories on hand and we regularly review inventory quantities on hand and on order and adjust for excess and obsolete inventory based primarily on historical usage rates and our estimates of product demand and production. Actual demand may differ from our estimates, in which case we may have understated or overstated the provision required for obsolete and excess inventory, which would have an impact on our operating results.

Goodwill and Intangible Assets

Goodwill is initially recorded when the purchase price paid for a business acquisition exceeds the estimated fair value of the net identified tangible and intangible assets acquired. The majority of businesses that we have acquired have not had significant identified tangible assets and, as a result, we have typically allocated a significant portion of the purchase price to intangible assets and goodwill. Our future operating performance will be impacted by the future amortization of these acquired intangible assets and potential impairment charges related to these intangibles or to goodwill if indicators of impairment exist. The allocation of the purchase price from business acquisitions to goodwill and intangible assets could have a significant impact on our future operating results. In addition, the allocation of the purchase price of the acquired businesses to goodwill and intangible assets requires us to make significant estimates and assumptions, including estimates of future cash flows expected to be generated by the acquired assets and the appropriate discount rate for those cash flows. Should conditions differ from management s estimates at the time of the acquisition, material write-downs of intangible assets and/or goodwill may be required, which would adversely affect our operating results.

In accordance with Accounting Standard Codification (ASC) 350, we evaluate goodwill for impairment at least annually or whenever an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount. The impairment test for goodwill is a two-step process. Step one consists of a comparison of the fair value of a reporting unit against its carrying amount, including the goodwill allocated to each reporting unit. We determine the fair value of our reporting units based on the present value of estimated future cash flows of the reporting units. If the carrying amount of the reporting unit is in excess of its fair value, step two requires the comparison of the implied fair value of the reporting unit s goodwill against the carrying amount of the reporting unit s goodwill. Any excess of the carrying value of the reporting unit s goodwill over the implied fair value of the reporting unit s goodwill is recorded as an impairment loss. The impairment test for intangible assets with indefinite useful lives, if any, consists of a comparison of fair value to carrying value, with any excess of carrying value over fair value being recorded as an impairment loss. Based on the most recent annual goodwill impairment testing that we performed in fiscal year 2011 for each of our four reporting units with goodwill (Oncology Systems, X-ray Products, SIP and VPT), the fair value of each such reporting unit was substantially in excess of its carrying value. We will continue to make assessments of impairment on an annual basis or more frequently if indicators of potential impairment arise.

Warranty Obligations

We warrant most of our products for a specific period of time, usually twelve months, against material defects. We provide for the estimated future costs of warranty obligations in cost of revenues when the related revenues are recognized. The accrued warranty costs represent our best estimate at the time of sale of the total costs that we will incur to repair or replace product parts that fail while still under warranty. The amount of accrued estimated warranty costs obligation for established products is primarily based on historical experience as to product failures adjusted for current information on repair costs. For new products, estimates will include historical experience of similar products, as well as reasonable allowance for start-up expenses. Actual warranty costs could differ from the estimated amounts. On a quarterly basis, we review the accrued balances of our warranty obligations and update the historical warranty cost trends, if required. If we were required to accrue additional warranty costs in the future, it would have a negative effect on our operating results.

Environmental Matters

We are subject to a variety of environmental laws around the world. Those laws regulate multiple aspects of our operations, including the handling, storage, transport and disposal of hazardous substances. They impose costs on our operations. In connection with our past and present operations and facilities, we record environmental remediation liabilities when we conclude that environmental assessments or remediation efforts are probable and we believe we can reasonably estimate the costs of those efforts. Our accrued environmental costs represent our best estimate of the total costs of assessments and remediation and the time period over which we expect to incur those costs. We review these accrued balances quarterly. If we were required to increase or decrease the accrued environmental costs in the future, it would adversely or favorably impact our operating results.

Defined Benefit Pension and Post-Retirement Benefit Plans

We sponsor five defined benefit pension plans in Germany, Japan, Switzerland (where we have two defined benefit pension plans) and the United Kingdom covering employees who meet the applicable eligibility requirements in these countries. Although we do not have any defined benefit pension plans in the United States, we sponsor a post-retirement benefit plan that provides healthcare benefits to certain eligible retirees. Several statistical and other factors that attempt to anticipate future events are used in calculating the expenses and liabilities related to those plans for which the benefits are actuarially determined, such as our defined benefit pension and post-retirement benefit plans. These factors include assumptions about the discount rate, expected return on plan assets, rate of future compensation increases and rate of healthcare cost increases, all of which we determine within certain guidelines. In addition, we also use assumptions, such as withdrawal and mortality rates, to calculate the expenses and liabilities. The actuarial assumptions we use are long-term assumptions and may differ materially from actual experience particularly in the short term due to changing market and economic conditions and changing participant demographics. These differences may have a significant impact on the amount of defined benefit pension and post-retirement benefit plan expense we record.

The expected rates of return on the various defined benefit pension plans assets are based on the asset allocation of each plan and the long-term projected return on those assets. The discount rate enables us to state expected future cash flows at a present value on the measurement date. The discount rates used for defined benefit plans in all countries are based primarily on the yields of a universe of high quality corporate bonds in each applicable country or the spot rate of high quality AA-rated corporate bonds, with durations corresponding to the expected durations of the benefit obligations. A change in the discount rate will cause the present value of benefit obligations to change in the opposite direction.

Valuation of Derivative Instruments

We use foreign currency forward contracts to reduce the effects of currency fluctuations on sales transactions denominated in foreign currencies and on assets and liabilities denominated in foreign currencies. These foreign currency forward contracts are derivative instruments and are measured at fair value. ASC 820 establishes three levels of inputs that may be used to measure fair value (see Note 3, Fair Value of the Notes to the Condensed Consolidated Financial Statements). Each level of input has different levels of subjectivity and difficulty involved in determining fair value. The fair value of foreign currency forward contracts are calculated primarily using Level 2 inputs, which include currency spot and forward rates, interest rate and credit or non-performance risk. The spot rate for each currency is the same spot rate used for all balance sheet translations at the measurement date and sourced from our major trading banks. The forward point values for each currency and the London Interbank Offered Rate (LIBOR) to discount assets and liabilities are interpolated from commonly quoted broker services. One year credit default swap spreads of the counterparty at the measurement date are used to adjust derivative assets, all of which mature in 12 months or less, for non-performance risk. We are required to adjust derivative liabilities to reflect the potential non-performance risk to lenders based on our incremental borrowing rate. Each contract is individually adjusted using the counterparty credit default swap rates (for net assets) or our borrowing rate (for net liabilities). The use of Level 2 inputs in determining fair values requires certain management judgment and subjectivity. Changes to these Level 2 inputs could have a material impact on the valuation of our derivative instruments, as well as on our result of operations.

Taxes on Earnings

We are subject to taxes on earnings in both the United States and numerous foreign jurisdictions. As a global taxpayer, significant judgments and estimates are required in evaluating our tax positions and determining our provision for taxes on earnings.

The provisions in ASC 740 related to accounting for uncertainty in income taxes contain a two-step approach to recognizing, derecognizing and measuring uncertain tax positions. The first step is to evaluate the tax position for recognition by determining whether the weight of available evidence indicates that it is more likely than not that, based on the technical merits, the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount that is more than 50% likely of being realized upon settlement. Recognition, derecognition and measurement are based on management s best judgment given the facts, circumstances and information available at the end of the accounting period. A tax benefit should be recognized in the first period in which it meets the more likely than not recognition threshold, and conversely, a tax benefit previously recognized should be derecognized in the first period in which new information results in a change in judgment in which the position fails to meet the recognition threshold. A benefit not previously recognized would be recognized when the tax position is effectively settled through examination, negotiation or litigation with tax authorities, or when the statute of limitations for the relevant taxing authority to examine and challenge the position has expired. Our policy is to include interest and penalties related to unrecognized tax benefits within the provision for taxes on earnings.

Generally, the carrying value of our net deferred tax assets assumes that we will be able to generate sufficient future taxable earnings in the applicable tax jurisdictions to utilize these deferred tax assets. Should we conclude it is more likely than not that we will be unable to recover our net deferred tax assets in these tax jurisdictions, we would increase our valuation allowance and our tax provision would increase in the period in which we make such a determination.

Our foreign earnings are generally taxed at rates lower than U.S. rates. Our effective tax rate is impacted by existing tax laws in both the United States and in the respective countries in which our foreign subsidiaries do business. In addition, a decrease in the percentage of our total earnings from our foreign countries, or a change in the mix of foreign countries among particular tax jurisdictions could increase or decrease our effective tax rate. Our current effective tax rate does not assume U.S. taxes on certain undistributed profits of certain foreign subsidiaries. These earnings could become subject to incremental foreign withholding or U.S. federal and state taxes should they either be deemed or actually remitted to the United States.

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Results of Operations

Fiscal Year

Our fiscal year is the 52- or 53-week period ending on the Friday nearest September 30. Fiscal year 2012 is the 52-week period ending September 28, 2012, and fiscal year 2011 was the 52-week period ended September 30, 2011. The fiscal quarters ended June 29, 2012 and July 1, 2011 were both 13-week periods.

Discussion of Results of Operations for the Third Quarter and First Nine Months of Fiscal Year 2012 Compared to the Third Quarter and First Nine Months of Fiscal Year 2011

Total Revenues

Revenues by sales classification	**Three Months Ended**			**Nine Months Ended**		
(Dollars in millions)	**June 29, 2012**	**July 1, 2011**	**Percent Change**	**June 29, 2012**	**July 1, 2011**	**Percent Change**
Product	$ 526.4	$ 490.4	7%	$ 1,530.0	$ 1,420.9	8%
Service Contracts and Other	178.9	159.0	13%	520.9	456.8	14%
Total Revenues	$ 705.3	$ 649.4	9%	$ 2,050.9	$ 1,877.7	9%
Product as a percentage of total revenues	*75%*	*76%*		*75%*	*76%*	
Service Contracts and Other as a percentage of total revenues	*25%*	*24%*		*25%*	*24%*	
Revenues by region						
North America	$ 287.8	$ 301.6	(5%)	$ 905.8	$ 824.5	10%
Europe	225.0	197.3	14%	611.7	575.5	6%
Asia	153.8	124.2	24%	438.2	401.7	9%
Rest of world	38.7	26.3	47%	95.2	76.0	25%
Total International (1)	417.5	347.8	20%	1,145.1	1,053.2	9%
Total	$ 705.3	$ 649.4	9%	$ 2,050.9	$ 1,877.7	9%
North America as a percentage of total revenues	*41%*	*46%*		*44%*	*44%*	
International as a percentage of total revenues	*59%*	*54%*		*56%*	*56%*	

(1) We consider international revenues to be revenues outside of North America.

The increases in total revenues and product revenues in the third quarter and the first nine months of fiscal year 2012 over the respective year-ago periods were due to revenue growth in Oncology Systems, X-ray Products, VPT and SIP.

Service contracts and other revenues increased in the third quarter of fiscal year 2012 over the third quarter of fiscal year 2011 primarily due to an increase in Oncology Systems service contract revenues, and to a lesser extent, an increase in VPT service contract revenues, although these increases were partially offset by a decrease in SIP service contracts and other revenues. Service contracts and other revenues increased during the first nine months of fiscal year 2012 over the year-ago period primarily due to an increase in Oncology Systems service contract revenues and, to a lesser extent, an increase in SIP service contracts and other revenues, although these increases were partially offset by a decline in VPT service contract revenues.

The decline in total North American revenues in the third quarter of fiscal year 2012 from the third quarter of fiscal year 2011 was primarily due to decreases in North American revenues in Oncology Systems and X-ray Products, partially offset by increases in VPT and SIP North American revenues. For the first nine months of fiscal year 2012, the increase in total North American revenues over the year-ago period was due to North American revenues increases in Oncology Systems, VPT and SIP, partially offset by a decrease in North American revenues in X-ray Products.

International revenues increased in the third quarter of fiscal year 2012 over the third quarter of fiscal year 2011 primarily due to increases in international revenues in Oncology Systems, X-ray Products, SIP and VPT. For the first nine months of fiscal year 2012, international revenues increased over the year-ago period was primarily due to increases in international revenues in Oncology Systems and X-ray Products, which were partially offset by declines in international revenues in SIP and VPT. The U.S. dollar strengthened significantly against the Euro and weakened modestly against the Japanese yen in the third quarter and the first nine months of fiscal year 2012 compared to the respective year-ago periods so that the differences in currency exchange rates overall had an offsetting impact to our international revenues when measured in U.S. dollars.

Oncology Systems Revenues

Revenues by sales classification	**Three Months Ended**			**Nine Months Ended**		
(Dollars in millions)	**June 29, 2012**	**July 1, 2011**	**Percent Change**	**June 29, 2012**	**July 1, 2011**	**Percent Change**
Product	$ 372.3	$ 358.5	4%	$ 1,093.8	$ 1,030.9	6%
Service Contracts (1)	174.1	154.0	13%	505.6	441.9	14%
Total Oncology Systems revenues	$ 546.4	$ 512.5	7%	$ 1,599.4	$ 1,472.8	9%
Product as a percentage of total Oncology Systems revenues	*68%*	*70%*		*68%*	*70%*	
Service Contracts as a percentage of Oncology Systems revenues	*32%*	*30%*		*32%*	*30%*	
Oncology Systems revenues as a percentage of total revenues	*77%*	*79%*		*78%*	*78%*	

(1) Revenues from service contracts represent revenues from fixed-term service contracts and labor cost services. This excludes revenues from spare parts sold by our service department.

Oncology Systems product revenues increased in the third quarter and the first nine months of fiscal year 2012 over the year-ago periods primarily due to increases in revenues from sales of our high energy linear accelerators and from sales of our software products, as well as revenues from sales of tumor tracking products offered by the recently acquired Calypso.

The increases in Oncology Systems service contract revenues in the third quarter and the first nine months of fiscal year 2012 over the year-ago periods were primarily driven by increased customer adoption of service contracts as our products become more sophisticated and by the increased number of customers as the installed base of our products continues to grow.

Revenues by region	**Three Months Ended**			**Nine Months Ended**		
(Dollars in millions)	**June 29, 2012**	**July 1, 2011**	**Percent Change**	**June 29, 2012**	**July 1, 2011**	**Percent Change**
North America	$ 236.7	$ 259.4	(9%)	$ 747.4	$ 705.0	6%
Europe	179.6	167.3	7%	501.6	470.0	7%
Asia	92.2	60.4	52%	257.6	224.9	14%
Rest of world	37.9	25.4	49%	92.8	72.9	27%
Total International	309.7	253.1	22%	852.0	767.8	11%
Total Oncology Systems revenues	$ 546.4	$ 512.5	7%	$ 1,599.4	$ 1,472.8	9%
North America as a percentage of Oncology Systems revenues	*43%*	*51%*		*47%*	*48%*	
International as a percentage of Oncology Systems revenues	*57%*	*49%*		*53%*	*52%*	

In North America, the decrease in Oncology Systems revenues in the third quarter of fiscal year 2012 from the third quarter of fiscal year 2011 was primarily due to decreases in revenues from sales of our high energy linear accelerators. These decreases were partially offset by an increase in North American revenues from service contracts, as well as revenues from sales of tumor tracking products offered by the recently acquired Calypso.

For the first nine months of fiscal year 2012, Oncology Systems North American revenues increased primarily due to an increase in revenues from our service contracts and our software products, as well as revenues from sales of tumor tracking products offered by the recently acquired Calypso. These increases were partially offset by a decrease in North American revenues from sales of our high energy linear accelerators.

The increase in Oncology Systems international revenues for the third quarter of fiscal year 2012 over the third quarter of fiscal year 2011 was primarily due to an increase in revenues from sales of our high energy linear accelerators in all international regions and from sales of our software products in all international regions. For the first nine months of fiscal year 2012, the increase in Oncology Systems international revenues was primarily due to an increase in revenues from sales of our linear accelerators in all international regions. Increases in revenues from sales of service contracts in all international regions also contributed to the increases in Oncology Systems international revenues for the quarter and the nine-month period. The U.S. dollar strengthened significantly against the Euro and weakened modestly against the Japanese yen in the third quarter and the first nine months of fiscal year 2012 compared to the respective year-ago periods so that the differences in currency exchange rates overall had an offsetting impact to our Oncology Systems international revenues when measured in U.S. dollars.

Varying cycles of higher and lower revenues between the North American and international regions (and among countries in the international region) are impacted by regional influences, which recently have included the implementation and termination of government economic stimulus programs, the pace of economic recovery and actual or anticipated recession, the European sovereign debt crisis, different technology adoption cycles consistent with the net order patterns and, in the United States, uncertainty created by healthcare reform, including the excise tax on the sale of most medical devices and actual and proposed reductions in Medicare reimbursement rates for radiotherapy and radiosurgery. See further discussion of net orders under Net Orders. Additionally, we are now seeing a greater percentage of Oncology Systems net orders and revenues come from the emerging market countries within our international region, which typically have purchased lower-priced products compared to developed markets and which usually have stiffer price competition. We expect this shift to generally continue.

X-ray Products Revenues

Revenues by region	Three Months Ended			Nine Months Ended		
(Dollars in millions)	June 29, 2012	July 1, 2011	Percent Change	June 29, 2012	July 1, 2011	Percent Change
North America	$ 33.4	$ 35.0	(4%)	$ 97.3	$ 100.5	(3%)
Europe	33.3	21.7	53%	85.9	71.5	20%
Asia	59.2	63.2	(6%)	176.9	175.2	1%
Rest of world	0.8	0.9	(10%)	2.4	3.0	(22%)
Total International	93.3	85.8	9%	265.2	249.7	6%
Total X-ray Products Revenues	$ 126.7	$ 120.8	5%	$ 362.5	$ 350.2	4%
North America as a percentage of X-ray Products revenues	*26%*	*29%*		*27%*	*29%*	
International as a percentage of X-ray Products revenues	*74%*	*71%*		*73%*	*71%*	
X-ray Products revenues as a percentage of total revenues	*18%*	*19%*		*18%*	*19%*	

For the third quarter and the first nine months of fiscal year 2012, increases in X-ray Products international revenues over the respective year-ago periods were partially offset by decreases in X-ray Products North American revenues.

In the international region, the increases in X-ray Products revenues in the third quarter and the first nine months of fiscal year 2012 over the respective year-ago periods were primarily due to increased revenues from sales of our flat panel products in all international regions and from sales of our X-ray tube products in Europe, partially offset by decreased revenues from sales of our X-ray tube products in Asia and the rest of the world region.

In North America, the decreases in X-ray Products revenues was primarily due to decreases from sales of our flat panel products in the third quarter and the first nine months of fiscal year 2012 over the respective year-ago periods, which were partially offset by the increases in revenues from sales of our X-ray tube products.

The difference in currency exchange rates between the U.S. dollar and foreign currencies between the third quarter of fiscal year 2011 and the third quarter of fiscal year 2012, as well as between the first nine months of fiscal year 2011 and the first nine months of fiscal year 2012, did not have a material impact on X-ray Products international revenue growth because sales transactions in the X-ray Products business are primarily denominated in U.S. dollars.

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Other Revenues

Revenues by sales classification	**Three Months Ended**			**Nine Months Ended**		
(Dollars in millions)	**June 29, 2012**	**July 1, 2011**	**Percent Change**	**June 29, 2012**	**July 1, 2011**	**Percent Change**
Product	$ 27.4	$ 11.2	145%	$ 73.7	$ 39.8	85%
Service Contracts and Other	4.8	4.9	(3%)	15.3	14.9	3%
Total Other revenues	$ 32.2	$ 16.1	99%	$ 89.0	$ 54.7	63%
Other revenues as a percentage of total revenues	*5%*	*2%*		*4%*	*3%*	

Revenues in our Other category, which is comprised of SIP, VPT and GTC, increased in the third quarter and in the first nine months of fiscal year 2012 from the year-ago periods, because of increases in both SIP and VPT revenues. The increase in SIP revenues in the third quarter of fiscal year 2012 over the third quarter of fiscal year 2011 was primarily due to increased revenues from sales of SIP products. For the first nine months of fiscal year 2012, the increase in SIP revenues over the first nine months of fiscal year 2011 was due to increases in both SIP product and service revenues. The increases in VPT revenues for the quarter and the year-to-date period were primarily associated with the proton therapy system for the Scripps Proton Therapy Center, for which we recognized revenues based on progress made on this project during the respective fiscal periods.

Gross Margin

	Three Months Ended			**Nine Months Ended**		
(Dollars in millions)	**June 29, 2012**	**July 1, 2011**	**Percent Change**	**June 29, 2012**	**July 1, 2011**	**Percent Change**
Dollars by segment						
Oncology Systems	$ 242.1	$ 225.2	8%	$ 700.1	$ 670.5	4%
X-ray Products	57.4	49.7	15%	155.9	144.4	8%
Other	8.1	4.9	65%	17.1	20.7	(17%)
Gross margin	$ 307.6	$ 279.8	10%	$ 873.1	$ 835.6	4%
Percentage by segment						
Oncology Systems	*44.3%*	*43.9%*		*43.8%*	*45.5%*	
X-ray Products	*45.3%*	*41.2%*		*43.0%*	*41.3%*	
Total Company	*43.6%*	*43.1%*		*42.6%*	*44.5%*	

The increase in total company gross margin percentage for the third quarter of fiscal year 2012 over the third quarter of fiscal year 2011 was primarily due to improvements in X-ray Products and Oncology Systems gross margins partially offset by a decrease in SIP gross margin. For the first nine months of fiscal year 2012, the decrease in total company gross margin percentage from the year-ago period was primarily due to decreases in Oncology Systems and SIP gross margins partially offset by an increase in X-ray Products gross margin. In addition, total company gross margin percentage was negatively impacted by VPT s recognition of revenues relating to the Scripps Proton Therapy Center with a zero profit in the third quarter and the first nine months of fiscal year 2012.

In the third quarter of fiscal year 2012, the increase in Oncology Systems gross margin percentage was due to an increase in service contract gross margin, partially offset by a decrease in product gross margin. For the third quarter of fiscal year 2012, Oncology Systems product gross margin was 40.4%, compared to 40.7% in the third quarter of fiscal year 2011. The decrease in Oncology Systems gross margin percentage in the first nine months of fiscal year 2012 over the first nine months of fiscal year 2011 was due to a decrease in Oncology Systems product gross margins, partially offset by an increase in Oncology Systems service contract gross margins. For the first nine months of fiscal year 2012, Oncology Systems product gross margin was 39.8%, compared to 43.0% in the first nine months of fiscal year 2011. The decreases in Oncology Systems product gross margins between the quarters and the year-to-date periods were primarily due to a geographic shift of product revenues away from developed markets to emerging markets, which typically demand lower-priced products compared to developed markets. Our Oncology Systems product gross margins for the quarter and for the year-to-date period were further impacted by stiffer pricing pressure in our international region, particularly in higher-growth emerging market countries. Improved installation, warranty and factory costs partially offset these increases for the quarter and for the year-to-date period. Oncology Systems service contract gross margin was 52.7% in the third quarter of fiscal year 2012, compared to 51.4% in the third quarter of fiscal year 2011. Oncology Systems service contract gross margin was 52.3% in the first nine months of fiscal year 2012, compared to 51.4% in the first nine months of fiscal year 2011. The increases in service contract gross margin were primarily due to higher service contract volume (which lowered the costs per contract) and cost control measures. In addition, the U.S. dollar strengthened significantly against the Euro and weakened modestly against the Japanese yen in the third quarter and the first nine months of fiscal year 2012 compared to the respective year-ago periods so that the differences in currency exchange rates overall had an offsetting impact to our Oncology Systems gross margins when measured in U.S. dollars. We believe the shift of Oncology Systems revenues towards emerging markets will generally continue and may negatively impact Oncology Systems gross margins.

For the third quarter of fiscal year 2012, X-ray Products gross margin improved over the year-ago quarter primarily due to improved quality costs for our flat panel products, cost control measures and a greater proportion of higher margin products. For the first nine months of fiscal year 2012, X-ray Products gross margin improved over the year-ago period primarily due to improved quality costs for our flat panel products and a greater proportion of higher margin products.

The decreases in SIP gross margin in the third quarter and the first nine months of fiscal year 2012 over the respective year-ago periods were primarily due to a product mix shift toward lower margin products. For the Scripps Proton Therapy Center, we recognized revenues under the percentage-of-completion method as we can provide a reasonably dependable cost estimate for this project. Although we cannot precisely estimate the project s final outcome due to certain uncertainties and contingencies, we do not expect a loss on this project. Accordingly, we are recognizing revenues for this project under the zero profit margin approach until these uncertainties and contingencies are resolved.

Research and Development

	Three Months Ended			**Nine Months Ended**		
(Dollars in millions)	**June 29, 2012**	**July 1, 2011**	**Percent Change**	**June 29, 2012**	**July 1, 2011**	**Percent Change**
Research and development	$ 48.9	$ 44.4	10%	$ 139.8	$ 126.8	10%
As a percentage of total revenues	*6.9%*	*6.8%*		*6.8%*	*6.8%*	

The $4.5 million increase in research and development expenses for the third quarter of fiscal year 2012 compared to the third quarter of fiscal year 2011 was primarily due to increases in expenses of $2.2 million in Oncology Systems, $1.5 million in X-ray Products and $0.6 million in the Other category. The increase in Oncology Systems was primarily due to incremental research and development expenses for the recently acquired Calypso, partially offset by a $1.1 million favorable currency translation impact, as foreign currency denominated research and development expenses for Oncology Systems were translated into U.S. dollars. The $1.5 million increase in X-ray Products was mainly due to higher development expenses for flat panel products, as well as incremental research and development expenses for the recently acquired InfiMed. The increase $0.6 million increase in the Other category was primarily due to an increase in expenses for development projects in VPT.

The $13.0 million increase in research and development expenses for the first nine months of fiscal year 2012 compared to the first nine months of fiscal year 2011 was primarily due to increases in expenses of $8.1 million in Oncology Systems and $3.9 million in X-ray Products. The increase in Oncology Systems was primarily due to incremental research and development expenses for the recently acquired Calypso, partially offset by a $0.7 million favorable currency translation impact, as foreign currency denominated research and development expenses for Oncology Systems were translated into U.S. dollars. The $3.9 million increase in X-ray Products was mainly due to higher development expenses for flat panel products, as well as incremental research and development expenses for the recently acquired InfiMed.

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Selling, General and Administrative

(Dollars in millions)	Three Months Ended June 29, 2012	Three Months Ended July 1, 2011	Percent Change	Nine Months Ended June 29, 2012	Nine Months Ended July 1, 2011	Percent Change
Selling, general and administrative	$ 105.1	$ 94.9	11%	$ 307.0	$ 280.1	10%
As a percentage of total revenues	*14.9%*	*14.6%*		*15.0%*	*14.9%*	

The $10.2 million increase in selling, general and administrative expenses for the third quarter of fiscal year 2012 compared to the third quarter of fiscal year 2011 was primarily attributable to: (a) a $2.5 million increase in bad debt expense; (b) a $2.1 million increase in fees for certain commission arrangements and product promotions, which were primarily tied to growth in Oncology Systems revenue; (c) a $1.7 million increase in selling, general and administrative expenses associated with the recently acquired Calypso and InfiMed; (d) a $1.4 million net increase in employee-related costs, in part for increased headcount to support our growing sales, marketing and other business activities particularly in international countries; and (e) a $1.3 million overall increase in legal expenses relating to ongoing litigation. These increases were partially offset by a favorable currency translation impact of $1.8 million as the foreign currency denominated selling, general and administrative expenses of our foreign operations were translated into U.S. dollars.

The $26.9 million increase in selling, general and administrative expenses for the first nine months of fiscal year 2012 compared to the first nine months of fiscal year 2011 was primarily attributable to: (a) a $5.1 million net increase in employee-related costs, in part for increased headcount to support our growing sales, marketing and other business activities particularly in international countries; (b) a $4.4 million increase in selling, general and administrative expenses associated with the recently acquired Calypso and InfiMed; (c) a $4.3 million net increase in legal expenses relating to ongoing litigation; (d) a $4.2 million increase in bad debt expense; (e) a $3.3 million decrease in the income recognized on our equity investment in dpiX Holding LLC; (f) a $2.6 million increase in restructuring charge primarily for a workforce reduction in North America that accompanied the realignment of resources to support sales and marketing activities in emerging market countries; and (g) a $2.1 million increase in fees for certain commission arrangements and product promotions, which were primarily tied to growth in Oncology Systems revenue. These increases were partially offset by the inclusion in the first nine months of fiscal year 2011 of a $5 million contingent liability charge for which there was no similar charge in the first nine months of fiscal year 2012.

Interest Income (Expense), Net

(Dollars in millions)	Three Months Ended June 29, 2012	Three Months Ended July 1, 2011	Percent Change	Nine Months Ended June 29, 2012	Nine Months Ended July 1, 2011	Percent Change
Interest income, net	$ 0.4	$ 0.1	374%	$ 1.1	$ 0.2	616%

For the third quarter and the first nine months of fiscal year 2012, the net increases in interest income, net of interest expense, over the respective year-ago periods were primarily due to interest income generated from our loan to California Proton Treatment Center, LLC (CPTC), the commitment for which was executed in September 2011.

Taxes on Earnings

	Three Months Ended June 29, 2012	Three Months Ended July 1, 2011	Percent Change	Nine Months Ended June 29, 2012	Nine Months Ended July 1, 2011	Percent Change
Effective tax rate	29.3%	29.9%	(0.6%)	28.2%	30.5%	(2.3%)

Our effective tax rate was 29.3% for the three months ended June 29, 2012, compared to 29.9% in the same period of fiscal year 2011. For the nine months ended June 29, 2012, our effective tax rate was 28.2%, compared to 30.5% in the same period of fiscal year 2011. For both the three month and nine month periods, the decrease in our effective tax rate was primarily due to a shift in the geographic mix of earnings. This was partially offset by a smaller net benefit for discrete items

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in the current period related to the prior period, primarily related to the release of certain liabilities for uncertain tax positions, including the expiration of the statutes of limitation in various jurisdictions and the favorable resolution of several income tax audits.

In general, our effective income tax rate differs from the U.S. federal statutory rate primarily because our foreign earnings are taxed at rates that are, on average, lower than the U.S. federal rate, and our domestic earnings are subject to state income taxes. Our future effective tax rate could be adversely affected by having lower earnings than anticipated in countries where we have lower statutory rates and higher earnings than anticipated in countries where we have higher statutory rates, by changes in the valuation of our deferred tax assets or liabilities, and by changes in tax laws or interpretations of those laws. For example, recent proposals would make significant changes to U.S. taxation of U.S.-based multinational corporations. Although we cannot predict whether or in what form Congress would enact any such proposals, legislation of this type could have an adverse impact on our effective tax rate. We also expect that our effective tax rate may experience fluctuation from period to period under the provisions in ASC 740 related to accounting for uncertainty in income taxes. See Note 14, Taxes on Earnings of the Notes to the Consolidated Financial Statements in our 2011 Annual Report.

Net Earnings Per Diluted Share

	Three Months Ended			Nine Months Ended		
	June 29, 2012	**July 1, 2011**	**Percent Change**	**June 29, 2012**	**July 1, 2011**	**Percent Change**
Net earnings per diluted share	$ 0.96	$ 0.83	16%	$ 2.69	$ 2.49	8%

The increases in earnings per diluted share in the third quarter of fiscal year 2012 over the third quarter of fiscal year 2011 resulted from (i) an increase in total revenues, (ii) an increase in gross margin percentage (ii) a decrease in effective tax rate and (iii) a reduction in the number of diluted shares of common stock outstanding due to stock repurchases.

The increases in earnings per diluted share in the first nine months of fiscal year 2012 over the first nine months of fiscal year 2011 resulted from (i) an increase in total revenues, (ii) a decrease in effective tax rate and (iii) a reduction in the number of diluted shares of common stock outstanding due to stock repurchases. These were partially offset by a decrease in gross margin percentage and a $2.9 million restructuring charge in the first nine months of fiscal year 2012 associated with realigning resources to support sales and marketing activities in emerging markets.

Net Orders

Total Net Orders (by segment and region)	Three Months Ended			Nine Months Ended		
(Dollars in millions)	**June 29, 2012**	**July 1, 2011**	**Percent Change**	**June 29, 2012**	**July 1, 2011**	**Percent Change**
Oncology Systems:						
North America	$ 255.8	$ 244.8	4%	$ 715.5	$ 697.0	3%
Total International	306.2	308.4	(1%)	896.0	835.3	7%
Total Oncology Systems	$ 562.0	$ 553.2	2%	$ 1,611.5	$ 1,532.3	5%
X-ray Products:						
North America	$ 31.4	$ 42.3	(26%)	$ 109.2	$ 109.2	
Total International	88.7	78.6	13%	251.1	247.3	2%
Total X-ray Products	$ 120.1	$ 120.9	(1%)	$ 360.3	$ 356.5	1%
Other:	$ 7.3	$ 17.2	(57%)	$ 186.5	$ 76.8	143%

Total Net Orders:	$ 689.4	$ 691.3	$ 2,158.3	$ 1,965.6	10%

Total Oncology Systems net orders increased slightly in the third quarter of fiscal year 2012 over the third quarter of fiscal year 2011 primarily due to an increase in North American net orders, which was partially offset by a decrease in international net orders. On a constant currency basis, total Oncology Systems net orders in the third quarter of fiscal year 2012 grew 4%

over the year-ago quarter. For the first nine months of fiscal year 2012, both the international region and North America contributed to the growth in total Oncology Systems net orders over the respective year-ago periods. On a constant currency basis, total Oncology Systems net orders in the first nine months of fiscal year 2012 grew 6% over the same year-ago period.

For the third quarter of fiscal year 2012, the increase in North American Oncology Systems net orders over the third quarter of fiscal year 2011 was primarily due to the continued growth in demand for our service contracts, increased demand for our software products and demand for tumor tracking products offered by the recently acquired Calypso, which increases were partially offset by a decrease in demand for our linear accelerators. International Oncology Systems net orders decreased 1% in the third quarter of fiscal year 2012 from the year-ago quarter but increased 4% on a constant currency basis. Demand for our high energy linear accelerators in all international regions decreased in the third quarter of fiscal year 2012 compared to the year-ago quarter, while demand for our service contracts in Asia and Europe and demand for our software products in all international regions increased.

For the first nine months of fiscal year 2012, the growth in North American Oncology Systems net orders was primarily due to the continued growth in demand for our service contracts, as well as increased demand for our software products and demand for tumor tracking products offered by recently acquired Calypso, which increases were partially offset by a decrease in demand for our linear accelerators. The increase in international Oncology Systems net orders was primarily due to growth in demand for our service contracts in all international regions, as well as increased demand for our linear accelerators and our software products in Asia and Europe. When measured in constant currency, international Oncology Systems net orders grew 9% in the first nine months of fiscal year 2012 over the first nine months of fiscal year 2011.

The trailing 12 months growth in net orders for Oncology Systems at the end of the third quarter of fiscal year 2012 and at the end of the previous three fiscal quarters were: an 6% total increase, with a 1% increase in North America and an 11% increase for the international region, as of June 29, 2012; an 8% total increase, with flat net orders in North America and a 16% increase for the international region, as of March 30, 2012; an 8% total increase, with a 1% decrease in North America and a 17% increase for the international region, as of December 30, 2011; an 8% total increase, with a 5% increase in North America and an 11% increase for the international region, as of September 30, 2011. We expect that Oncology Systems net orders will continue to experience regional fluctuations, even with an overall shift of orders towards the international region and emerging market countries. In addition, the availability of government programs that stimulate the purchase of healthcare products, such as the one in place in 2010 in Japan, , and, in the United States, uncertainty created by healthcare reform and actual and proposed reductions in Medicare reimbursement rates for radiotherapy and radiosurgery have in the past affected and could in the future affect the demand for our products and/or revenues recognized from period to period, and could therefore make it difficult to compare our financial results.

For the third quarter and the first nine months of fiscal year 2012, total X-ray Products net orders were relatively flat compared to the year-ago periods. For the third quarter of fiscal year 2012, the decrease in X-ray Products North American net orders over the third quarter of fiscal year 2011 was due to decreased demand for our flat panel products partially offset by increased demand for our X-ray tube products. In the international region, the increase in X-ray Products net orders in the third quarter of fiscal year 2012 over the year-ago quarter was primarily due to increased demand for our flat panel products in Europe and for our X-ray tube products in Europe and Asia, although these increases were partially offset by decreased demand for our flat panel products in Asia. For the first nine months of fiscal year 2012, X-ray Products net orders in North America was flat compared to the first nine months of fiscal year 2011, with a slight increase in net orders for flat panel products was offset by a slight decrease in net orders for our X-ray tube products. In the international region, the increase in X-ray Products net orders for the first nine months of fiscal year 2012 was primarily attributable to increased demand for our X-ray tube products in all international regions, partially offset by decreased demand for our flat panel products in Asia and Europe.

The decrease in net orders the Other category in the third quarter of fiscal year 2012 over the third quarter of fiscal year 2011 was primarily due to a decrease in SIP net orders. The increase in net orders in the Other category in the first nine months of fiscal year 2012 over the first nine months of fiscal year 2011 was primarily due to VPT s recording of two proton therapy system orders in the second quarter of fiscal year 2012. In second quarter of fiscal year 2012, VPT recorded a $50 million order to supply a proton therapy system for a two-room proton therapy center at the PTC St. Petersburg Center of Nuclear Medicine of the International Institute of Biological Systems in Russia. In addition, we recorded a $77 million order (of which $73 million was allocated to VPT and the remaining amount allocated to Oncology Systems) to supply a proton therapy system and two TrueBeam linear accelerators for a five-room proton therapy center at the King Fahd Medical Center in Riyadh, Saudi Arabia. The increase in VPT net orders for the first nine months of fiscal year 2012 over the year-ago period was partially offset by a decline in SIP net orders between nine-month periods.

Orders in any period may not be directly correlated to the level of revenues in any particular future quarter or period since the timing of revenue recognition will vary significantly based on the delivery requirements of individual orders, acceptance schedules and the readiness of individual customer sites for installation of our products. Moreover, certain types of orders, such as orders for software or newly introduced products in our Oncology Systems segment, typically take more time from order to completion of installation and acceptance than hardware or older products. Because an order for a proton therapy system can be relatively large, an order in one fiscal period will cause our net orders to vary significantly, making comparisons between fiscal periods more difficult. Orders and revenues for our SIP products have been and may continue to be unpredictable as governmental agencies may place large orders with us or with our OEM customers over a short period of time and then may not place any orders for a long time period thereafter. Furthermore, bid awards in the VPT and SIP businesses may be subject to challenge by third parties, which can make these orders more unpredictable than other products.

Backlog

Including the $151 million VPT backlog, our backlog at June 29, 2012 was $2.6 billion, which was an increase of 16% over the backlog at July 1, 2011. Our Oncology Systems backlog at June 29, 2012 was 9% higher than the backlog at July 1, 2011, which reflected a 15% increase for the international region and a 4% increase for North America.

Liquidity and Capital Resources

Liquidity is the measurement of our ability to meet potential cash requirements, including ongoing commitments to repay borrowings, acquire businesses or make other investments or loans, repurchase shares of VMS common stock, and fund continuing operations and capital expenditures. Our sources of cash have included operations, borrowings, stock option exercises and employee stock purchases and interest income. Our cash usage is actively managed on a daily basis to ensure the maintenance of sufficient funds to meet our needs.

Cash and Cash Equivalents

The following table summarizes our cash and cash equivalents:

(In millions)	June 29, 2012	September 30, 2011	Increase
Cash and cash equivalents	$ 633	$ 564	$ 69

Our cash and cash equivalents increased $69 million from $564 million at September 30, 2011 to $633 million at June 29, 2012. The increase in cash and cash equivalents in the first nine months of fiscal year 2012 was due primarily to $301 million of cash generated from operating activities, $55 million of cash provided by stock option exercises and employee stock purchases, $8 million of cash provided by the excess tax benefits from share-based compensation and $3 million of cash received from repayment of note receivable from dpiX LLC. These increases were partially offset by $172 million used for the repurchase of shares of VMS common stock, $40 million for purchases of property, plant and equipment, $28 million used to fund a portion of our loan commitment to CPTC for financing the construction and startup operations of the Scripps Proton Therapy Center, $28 million of cash used for acquisitions (primarily Calypso and InfiMed), $13 million of cash used in net payments under our credit facilities, $10 million of cash used in repayment of long-term debt and $9 million used to satisfy employee tax withholding requirements for employees who tendered VMS stock upon vesting of restricted common stock and restricted stock units. In addition, foreign currency exchange rate changes in the first nine months of fiscal year 2012 increased cash and cash equivalents by $7 million.

At June 29, 2012, we had approximately $35 million, or 5%, of total cash and cash equivalents in the United States. Approximately $598 million, or 95%, of total cash and cash equivalents was held abroad and could be subject to additional taxation if it were repatriated to the United States. As of June 29, 2012, most of our cash and cash equivalents that were held abroad were in U.S. dollars and were primarily held as bank deposits. We have used our credit facilities to meet our cash needs from time to time and expect to continue to do so in the future. Borrowings under our credit facilities may be used for working capital, capital expenditures, permitted VMS stock repurchases, permitted acquisitions and other lawful corporate purposes.

See further discussion of our credit facility under Cash Flows.

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Cash Flows

(In millions)	Nine Months Ended June 29, 2012	July 1, 2011
Net cash flow provided by (used in):		
Operating activities	$ 301	$ 327
Investing activities	(98)	(85)
Financing activities	(141)	(191)
Effects of exchange rate changes on cash and cash equivalents	7	(3)
Net increase in cash and cash equivalents	$ 69	$ 48

Our primary cash inflows and outflows for the first nine months of fiscal year 2012, as compared to the first nine months of fiscal year 2011, were as follows:

In the first nine months of fiscal year 2012, we generated net cash from operating activities of $301 million, compared to $327 million in the first nine months of fiscal year 2011. The $26 million decrease in net cash from operating activities during the first nine months of fiscal year 2012 compared to the first nine months of fiscal year 2011 was driven primarily by a net decrease of operating cash flows of $33 million related to changes to working capital items between the two periods and a decrease in non-cash items of $1 million, partially offset by an increase of $8 million in net earnings. The decrease in operating cash flows related to working capital items was primarily due to changes in accounts receivable, inventories, and prepaid expenses and other current assets.

During the first nine months of fiscal year 2012, the major contributors to the net change in working capital items from fiscal year end 2011 were advance payment from customers, inventories and prepaid expenses as follows:

Advance payment from customers increased $55 million due to receipts of down payments for Oncology System and VPT orders for which revenues have not been recognized during the first nine months of fiscal year 2012.

Inventories increased by $49 million due to anticipated customer demand for products in the fourth quarter of fiscal year 2012.

Prepaid expenses and other current assets increased $48 million primarily due to guaranteed prepayments made under a commercial agreement for products that we resell, as well as timing of expense payments.

We expect that cash provided by operating activities will fluctuate in future periods as a result of a number of factors, including fluctuations in our operating results, timing of product shipments and customer acceptance, accounts receivable collections, inventory management, and the timing and amount of tax and other payments. For additional discussion, please refer to the Risk Factors in Item 1A.

We used $98 million for investing activities in the first nine months of fiscal year 2012, compared to $85 million used in the first nine months of fiscal year 2011. During the first nine months of 2012, we used $40 million for purchases of property, plant and equipment, $28 million to fund a portion of our loan commitment to CPTC and $28 million for business acquisitions (primarily Calypso and InfiMed). During the first nine months of fiscal year 2011, we used $52 million for purchases of property, plant and equipment, paid $15 million to Augmenix, Inc. (Augmenix), a privately-held company that is developing hydrogel products to improve outcomes in radiation oncology, for a minority equity interest plus an exclusive option to purchase the remaining equity interest of Augmenix, paid $8 million for the acquisition of all of the outstanding capital stock of a company and used $8 million for a loan to a customer.

Financing activities used net cash of $141 million in the first nine months of fiscal year 2012 compared to $191 million in the first nine months of fiscal year 2011. During the first nine months of fiscal year 2012, we used $172 million for the repurchase of VMS common stock, $13 million for net repayments under our credit facilities, $10 million for net repayments of long-term debt and $9 million to satisfy employee tax withholding requirements for employees who tendered shares of VMS common stock upon vesting of restricted common stock and restricted stock units. These uses were partially offset by $55 million of proceeds from employee stock option exercises and employee stock purchases and $8 million in excess tax benefits from share-based compensation. During the first nine months of fiscal year 2011, we used $238 million for the repurchase of VMS common stock and $68 million for related equity forward contracts, $20 million for net repayments under our line of credit agreements, $14 million to satisfy employee tax withholding requirements for employees who tendered VMS stock upon vesting of restricted common stock and restricted stock units and $5 million for repaying banking borrowings. These uses were partially offset by $133 million of proceeds from employee stock option exercises and employee stock purchases and $22 million in excess tax benefits from share-based compensation.

We expect our capital expenditures, which typically represent construction and/or purchases of facilities, manufacturing equipment, office equipment and furniture and fixtures, as well as capitalized costs related to the implementation of software applications, will be approximately 2.9% of revenues in fiscal year 2012. As further described under Contractual Obligations, we had loaned $47.2 million to CPTC as of June 29, 2012 and we expect CPTC to continue to draw down the loan facility, under which we have committed to loan up to $115.3 million, during the construction and initial operation period through fiscal year 2014.

We had a $300 million credit facility with Bank of America, N.A. (BofA) during the first half of fiscal year 2012 (the Amended BofA Credit Facility). The Amended BofA Credit Facility terminated on April 27, 2012, and was replaced with the 2012 Credit Facility as described below.

On April 27, 2012, we entered into a new, five-year credit agreement with certain lenders and BofA as administrative agent (the 2012 Credit Facility). The 2012 Credit Facility was arranged by Merrill Lynch, Pierce, Fenner & Smith Incorporated and enables us to borrow and have outstanding at any given time up to a maximum of $300 million.

The 2012 Credit Facility includes a $50 million sub-facility for the issuance of letters of credit and permits swing line loans of up to $25 million. We also have the right to increase the aggregate commitments under the 2012 Credit Facility by up to $200 million, provided that the lenders are willing to provide increased commitments and certain other conditions are met. The 2012 Credit Facility is secured, subject to certain limitations on the amount secured, by a pledge of stock of certain of VMS s present and future subsidiaries that are deemed to be material subsidiaries. As of June 29, 2012, VMS had pledged 65% of the voting shares that it holds in Varian Medical Systems Nederland Holdings B.V., a wholly owned subsidiary. All hedging or treasury management obligations we enter into with a lender are also secured by the stock pledges. The 2012 Credit Facility must be guaranteed by certain of VMS s material domestic subsidiaries under certain circumstances. As of June 29, 2012, the 2012 Credit Facility was not guaranteed by any VMS subsidiary. The 2012 Credit Facility may be used for working capital, capital expenditures, permitted share repurchases, permitted acquisitions and other lawful corporate purposes.

Borrowings under the 2012 Credit Facility accrue interest either (i) based on a Eurodollar rate (as defined in the credit agreement), plus a margin of 1.25% to 1.5% based on a leverage ratio involving funded indebtedness and earnings before interest, taxes and depreciation and amortization (EBITDA) or (ii) based upon a base rate of the highest of (a) the federal funds rate plus 0.5%, (b) BofA s announced prime rate or (c) the Eurodollar rate plus 1%, plus a margin of 0.25% to 0.5% based on the same leverage ratio, depending on instructions from the Company. We also must pay a commitment fee on the unused portion of the 2012 Credit Facility at a rate from 0.25% to 0.30% based on the same leverage ratio. Swing line loans under the 2012 Credit Facility will bear interest at the base rate plus the then applicable margin for base rate loans. We may prepay, reduce or terminate the commitments without penalty. At June 29, 2012, a total of $165 million was outstanding under the 2012 Credit Facility with a weighted average interest rate of 1.62%. No letters of credit or swing line loans were outstanding at that date.

The credit agreement contains affirmative and negative covenants applicable to us that are typical for credit facilities of this type, and that are subject to materiality and other qualifications, carve-outs, baskets and exceptions. We have also agreed to maintain certain financial covenants, including (i) a maximum consolidated leverage ratio, involving funded indebtedness and EBITDA, and (ii) a minimum cash flow coverage. For all periods presented within these condensed consolidated financial statements, the Company was in compliance with all covenants under the 2012 Credit Facility or the Amended BofA Credit Facility, applicable.

In addition, VMS s Japanese subsidiary (VMS KK) has an unsecured uncommitted credit agreement with Sumitomo Mitsui Banking Corporation that enables VMS KK to borrow and have outstanding at any given time a maximum of 3 billion Japanese yen (the Sumitomo Credit Facility). The Sumitomo Credit Facility will expire on February 28, 2013. Borrowings under the Sumitomo Credit Facility accrue interest based on the basic loan rate announced by the Bank of Japan plus a margin of 0.5% per annum. As of June 29, 2012, 300 million Japanese yen, or approximately $3.8 million, was outstanding under the Sumitomo Credit Facility with a weighted average interest rate of 0.67%.

See Note 7, Credit Facilities to the Condensed Consolidated Financial Statements for a discussion regarding our credit facilities.

The following table provides additional information regarding our short-term borrowings:

(Dollars in millions)	**Third Quarter of Fiscal Year 2012**
Amount outstanding (at end of period)	$ 169
Weighted average interest rate (at end of period)	1.60%
Average amount outstanding (during period)	$ 183
Weighted average interest rate (during period)	1.56%
Maximum month-end amount outstanding during period	$ 194

Our liquidity is affected by many factors, some of which result from the normal ongoing operations of our business and some of which arise from uncertainties and conditions in the United States and global economies. Although our cash requirements will fluctuate as a result of the shifting influences of these factors, we believe that existing cash and cash equivalents and cash to be generated from operations and current credit facilities will be sufficient to satisfy anticipated commitments for capital expenditures and other cash requirements for at least the next 12 months. We currently anticipate that we will continue to utilize our available liquidity and cash flows from operations, as well as borrowed funds, to make strategic acquisitions, invest in the growth of our business, invest in advancing our systems and processes, repurchase VMS common stock and fund our loan commitment to CPTC.

Total debt as a percentage of total capital decreased to 10.7% at June 29, 2012 from 13.7% at September 30, 2011. The ratio of current assets to current liabilities increased to 1.78 to 1 at June 29, 2012 from 1.65 to 1 at September 30, 2011.

Days Sales Outstanding

Trade accounts receivable days sales outstanding (DSO) were 80 days at June 29, 2012 compared to 81 days at July 1, 2011. Excluding VPT, DSO were 76 days at June 29, 2012 compared to 80 days at July 1, 2011. Our accounts receivable and DSO are impacted by a number of factors, primarily including: the timing of product shipments, collections performance, payment terms, the mix of revenues from different regions and the continued sovereign debt crises in Europe. As of June 29, 2012, approximately 3% of our accounts receivable balance was related to customer contracts with remaining terms of more than one year.

Stock Repurchase Program

During the three months ended March 30, 2012, we settled an accelerated share repurchase agreement executed on August 25, 2011 with BofA (the August 2011 Repurchase Agreement). Pursuant to the August 2011 Repurchase Agreement, we paid to BofA $250 million and BofA delivered 3,849,638 shares of VMS common stock, representing approximately 85% of the shares expected to be repurchased. Under the terms of the August 2011 Repurchase Agreement, the specific number of shares that we ultimately repurchased was to be based on the volume weighted average share price of VMS common stock during the repurchase period, less a discount, such that we might be entitled to receive additional shares of VMS common stock from BofA or we might be required to deliver VMS shares or, at our option, make a cash payment to BofA. The repurchase period ended February 2012 and we received an additional 375,449 shares of VMS common stock, with a then market value of approximately $25 million, upon the settlement.

Including the 375,449 shares received upon the settlement of the August 2011 Repurchase Agreement, we repurchased a total of 3,000,000 shares of VMS common stock during the nine months ended June 29, 2012, of which 1,500,000 shares were repurchased in the three months ended June 29, 2012. During the nine months ended July 1, 2011, we repurchased 4,178,395 shares of VMS common stock (all of which was purchased under an accelerated share repurchase agreement executed in February 2011 (the February 2011 Repurchase Agreement)), of which 630,921 shares were repurchased for no additional consideration during the three months ended July 1, 2011 in connection with the settlement of the February 2011 Repurchase Agreement. Aggregate cash payments in connection with accelerated share repurchase agreements, if any, and for shares repurchased in the open market totaled $97.0 million during the three months ended June 29, 2012 and $172.4 million during the nine months ended June 29, 2012. We did not make any cash payment for such transactions during the three months ended July 1, 2011. Aggregate cash payments for such transactions for the nine months ended July 1, 2011 totaled $306.1 million. All shares that were repurchased have been retired.

In February 2011, the VMS Board of Directors authorized the repurchase of 12 million shares of VMS common stock through the end of fiscal year 2012. As of June 29, 2012, 4,433,718 shares of VMS common stock remained available for repurchase under this repurchase authorization. Shares may be repurchased in the open market, in privately negotiated transactions (including accelerated share repurchases) or under Rule 10b5-1 share repurchase plans, and may be made from time to time or in one or more blocks.

Contractual Obligations

Long-term income taxes payable includes the liability for uncertain tax positions (including interest and penalties) and may also include other long-term tax liabilities. As of June 29, 2012, our liability for uncertain tax positions was $41.1 million. We believe that existing cash and cash equivalents and cash to be generated from operations and current or future credit facilities will be sufficient to satisfy any payment obligations that may arise related to our liability for uncertain tax positions.

As further described in Note 15, Variable Interest Entity of the Notes to the Condensed Consolidated Financial Statements, we participate, through our Swiss subsidiary, in a $165 million loan facility to CPTC, under which we committed to loan up to $115.3 million, to finance the construction and startup operations of the Scripps Proton Therapy Center. As of June 29, 2012, we had loaned $47.2 million to CPTC and we expect CPTC to continue to draw down this facility during the construction and initial operation period through fiscal year 2014. The amounts and timing of loan drawdown may change due to changes in construction progress and other factors. We expect to use cash held abroad to meet funding requirements under this loan facility. We may sell all or a portion of our participation in this loan facility before the end of the drawdown period in 2014. Upon the sale of all or a portion of this facility, we will not be required to make further loan advances for the portion of the facility that is sold.

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Under a commercial agreement, we agreed to make guaranteed prepayments to a third party for orders of their products that we will resell to end-user customers. As of June 29, 2012, we had remaining guaranteed prepayment obligations of $7 million in fiscal year 2012 and $21 million in fiscal year 2013 under this commercial agreement.

In connection with the acquisition of businesses, we entered into agreements which include provisions to make contingency consideration payments upon the achievement of certain milestones by the acquired businesses. As of June 29, 2012, we have accrued $9.1 million for potential contingent considerations under these agreements.

In April 2012, we entered into a strategic global partnership with Siemens AG (Siemens) through which, among other things, we and Siemens will collaborate to develop interfaces that will enable our ARIA® oncology information system software to connect with Siemens linear accelerators and imaging systems. Under the agreement establishing this collaboration, we committed to make certain payments, including up to $10 million in fixed fees and $20 million in license fees, in the event that certain product development milestones are achieved. The Company also pays for additional licenses beyond the minimum quantities set forth in the agreement. We expect that these interfaces will be commercialized as part of our ARIA oncology information system offering to customers. As of June 29, 2012, no amount related to achievement of product development milestones was payable under this agreement.

Except for the change in the outstanding balance under our credit facilities and the other items discussed above, there has been no significant change to the other contractual obligations we reported in our 2011 Annual Report.

Contingencies

Environmental Remediation Liabilities

For a discussion of environmental remediation liabilities, see Note 9, Commitments and Contingencies Environmental Remediation Liabilities of the Notes to the Condensed Consolidated Financial Statements, which discussion is incorporated herein by reference.

Acquisition-Related Commitments/Obligations

When we acquired ACCEL Instruments GmbH (ACCEL, which has since changed its name to Varian Medical Systems Particle Therapy GmbH) in January 2007, ACCEL was involved in a contract-related lawsuit, which we settled by agreeing to perform commissioning services for a proton therapy system for a fixed-price contract (the Fixed-Price Contract). In the first quarter of fiscal year 2010, we entered into a new contract (the New Contract) to perform certain services for a fixed price. The balance of the loss accrual related to this contingency (the New Contract) was 0.9 million as of June 29, 2012. If the actual costs related to the contingency exceed the estimated amount or if the estimated loss increases, the variances will be recognized in the Condensed Consolidated Statements of Earnings in the periods in which these variances arise.

Other Matters

From time to time, we are a party to or otherwise involved in legal proceedings, claims and government inspections or investigations and other legal matters both inside and outside the United States, arising in the ordinary course of our business or otherwise. Such matters are subject to many uncertainties and outcomes are not predictable with assurance. See Note 9, Commitments and Contingencies Other Matters of the Notes to the Condensed Consolidated Financial Statements, which discussion is incorporated herein by reference.

Off-Balance Sheet Arrangements

In conjunction with the sale of our products in the ordinary course of business, we provide standard indemnification of business partners and customers for losses suffered or incurred for property damages, death and injury and for patent, copyright or any other intellectual property infringement claims by any third parties with respect to our products. The terms of these indemnification arrangements are generally perpetual. Except for losses related to property damages, the maximum potential amount of future payments we could be required to make under these arrangements is unlimited. As of June 29, 2012, we have not incurred any significant costs since the spin-offs of Varian, Inc. and Varian Semiconductor Equipment Associates, Inc. to defend lawsuits or settle claims related to these indemnification arrangements. As a result, we believe the estimated fair value of these arrangements is minimal.

We have entered into indemnification agreements with our directors and officers and certain of our employees that serve as officers or directors of our foreign subsidiaries that may require us to indemnify our directors and officers and those certain employees against liabilities that may arise by reason of their status or service as directors or officers, and to advance their expenses incurred as a result of any legal proceeding against them as to which they could be indemnified.

Recent Accounting Pronouncements

In December 2011, the Financial Accounting Standards Board (FASB) amended ASC 210, Balance Sheet. This amendment enhances disclosure requirements about the nature of an entity s right to offset and related arrangements associated with its financial instruments and derivative instruments. The new guidance requires the disclosure of the gross amounts subject to rights of set-off, amounts offset in accordance with the accounting standards followed, and the related net exposure. The new guidance will be effective for us beginning in the first quarter of fiscal 2014. The adoption of this amendment concerns disclosure only and we do not expect it to have an impact on our consolidated financial position, results of operations or cash flows.

In September 2011, the FASB amended ASC 350, Intangibles Goodwill and Other. This amendment is intended to simplify how an entity tests goodwill for impairment and will allow an entity to first assess qualitative factors to determine whether it is necessary to perform the two-step quantitative goodwill impairment test. An entity no longer will be required to calculate the fair value of a reporting unit unless the entity determines, based on a qualitative assessment, that it is more likely than not that the reporting unit s fair value is less than its carrying amount. The amendment will be effective for us beginning in the first quarter of fiscal 2013 and early adoption is permitted. We do not expect this amendment to have a material impact on out consolidated financial position, results of operations and cash flows.

In June 2011, the FASB amended ASC 220, Presentation of Comprehensive Income. This amendment will require companies to present the components of net income and other comprehensive income either as one continuous statement or as two consecutive statements. It eliminates the option to present components of other comprehensive income as part of the statement of changes in stockholders equity. In December 2011, the FASB issued another amendment which defers indefinitely this amendment to the extent it relates to the presentation of reclassification adjustments. The amended guidance, which must be applied retroactively, will be effective for us in the first quarter of fiscal year 2013. The adoption of this amendment concerns disclosure only and we do not expect it to have an impact on our consolidated financial position, results of operations or cash flows.

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Item 3. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to three primary types of market risks: credit risk, foreign currency exchange rate risk and interest rate risk.

Credit Risk

We are exposed to credit loss in the event of nonperformance by counterparties on the foreign currency forward contracts used in hedging activities. These counterparties are large international and regional financial institutions and to date, no such counterparty has failed to meet its financial obligation to us under such contracts. In addition, cash and cash equivalents held with financial institutions may exceed the Federal Deposit Insurance Corporation insurance limits or similar limits in foreign jurisdictions. We also may need to rely on our credit facilities as described below under Interest Rate Risk. Our access to our cash and cash equivalents or ability to borrow could be reduced if one or more financial institutions with which we have deposits or from which we borrow should fail or otherwise be adversely impacted by conditions in the financial or credit markets. Conditions such as those we experienced as a result of the economic downturn of 2008 and accompanying contraction in the credit markets heighten these risks.

Foreign Currency Exchange Rate Risk

As a global entity, we are exposed to movements in foreign currency exchange rates. These exposures may change over time as business practices evolve. Adverse foreign currency rate movements could have a material negative impact on our financial results. Our primary exposures related to foreign currency denominated sales and purchases are in Europe, Asia, Australia and Canada.

We have many transactions denominated in foreign currencies and address certain of those financial exposures through a risk management program that includes the use of derivative financial instruments. We sell products throughout the world, often in the currency of the customer s country, and may hedge certain of these larger foreign currency transactions when they are not transacted in the subsidiaries functional currency or in U.S. dollars. The foreign currency sales transactions that fit our risk management policy criteria are hedged with forward contracts. We may use other derivative instruments in the future. We enter into foreign currency forward contracts primarily to reduce the effects of fluctuating foreign currency exchange rates. We do not enter into forward contracts for speculative or trading purposes. The forward contracts range from one to twelve months in maturity.

We also hedge the balance sheet exposures from our various foreign subsidiaries and business units. We enter into foreign currency forward contracts to minimize the short-term impact of currency fluctuations on assets and liabilities denominated in currencies other than the U.S. dollar functional currency.

The notional values of our sold and purchased foreign currency forward contracts outstanding as of June 29, 2012 were $298.2 million and $55.2 million, respectively. The notional amounts of forward contracts are not a measure of our exposure. The fair value of forward contracts generally reflects the estimated amounts that we would receive or pay to terminate the contracts at the reporting date, thereby taking into account and approximating the current unrealized and realized gains or losses of the open contracts. A move in foreign currency exchange rates would change the fair value of the contracts, and the fair value of the underlying exposures hedged by the contracts would change in a similar offsetting manner.

Interest Rate Risk

Our market risk exposure to changes in interest rates depends primarily on our investment portfolio and short-term borrowings. Our investment portfolio consisted of cash and cash equivalents and a short-term investment as of June 29, 2012. The principal amount of cash and cash equivalents at June 29, 2012 totaled $633 million with a weighted average interest rate of 0.33%. At June 29, 2012, our short-term investment represented a loan of $47.2 million to CPTC, which bears interest at LIBOR plus 6.25% per annum with a minimum interest rate of 8.25% per annum.

The 2012 Credit Facility allows us to borrow up to a maximum amount of $300 million. Borrowings under the 2012 Credit Facility accrue interest based on (i) a Eurodollar rate plus a margin or (ii) a base rate of the highest of (a) the federal funds rate plus 0.5%, (b) BofA s announced prime rate or (c) the Eurodollar rate plus 1%, plus a margin. In addition, the Sumitomo Credit Facility allows us to borrow up to a maximum amount of 3 billion Japanese yen. Borrowings under the Sumitomo Credit Facility accrue interest based on the basic loan rate announced by the Bank of Japan plus a margin.

We are affected by market risk exposure primarily through the effect of changes in interest rates on amounts payable under our credit facilities. As of June 29, 2012, $169 million was outstanding under our credit facilities with a weighted average

interest rate of 1.60%. If the amount outstanding under our credit facilities remained at this level for an entire year and interest rates increased or decreased (due to changes in LIBOR, the federal funds rate, BofA s prime rate or the Bank of Japan basic loan rate) by 1%, our annual interest expense would increase or decrease, respectively, by an additional $1.7 million. See a detailed discussion of our credit facilities in Item 2, MD&A Liquidity and Capital Resources.

In addition, we had $6.3 million of long-term debt (including the current maturities of long-term debt) outstanding at June 29, 2012 that carried at a weighted average fixed interest rate of 6.7% with principal payments due in two years. To date, we have not used derivative financial instruments to hedge the interest rate of our investment portfolio, short-term borrowings or long-term debt, but may consider the use of derivative instruments in the future.

The estimated fair value of our cash and cash equivalents (95% of which was held abroad at June 29, 2012 and could be subject to additional taxation if it were repatriated to the United States) and the estimated fair value of our short-term borrowings under our credit facilities approximated the principal amounts reflected above based on the maturities of these financial instruments. The fair value of our loan to CPTC was $47.2 million at June 29, 2012, which was estimated based on the income approach using key assumptions that include estimated probabilities of default by the counterparty and the LIBOR.

The fair value of our long-term debt was estimated to be $6.9 million at June 29, 2012. The estimated fair value of long-term debt was based on the then-current rates available to us for debt of similar terms and remaining maturities and also took into consideration default and credit risk. We determined the estimated fair value by using available market information and commonly accepted valuation methodologies. However, considerable judgment is required in interpreting market data to develop estimates of fair value. The use of different assumptions and/or estimation methodologies may have a material effect on the estimated fair value.

Although payments under certain of our operating leases for our facilities are tied to market indices, these operating leases do not expose us to material interest rate risk.

Item 4. Controls and Procedures

(a) Disclosure controls and procedures. Based on the evaluation of our disclosure controls and procedures (as defined in the Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)) required by Exchange Act Rules 13a-15(b) or 15d-15(b), our principal executive officer and principal financial officer have concluded that as of the end of the period covered by this report, our disclosure controls and procedures were effective to ensure that information we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms, and include controls and procedures designed to ensure that information required to be disclosed by us in such reports is accumulated and communicated to our management, including the principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

(b) Changes in internal control over financial reporting. There were no changes in our internal control over financial reporting that occurred during the third quarter of fiscal year 2012 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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PART II

OTHER INFORMATION

Item 1. Legal Proceedings

We are subject to various legal proceedings and claims that are discussed in Note 9, Commitments and Contingencies to the Condensed Consolidated Financial Statements, which discussion is incorporated by reference into this item.

Item 1A. Risk Factors

The following risk factors and other information included in this Quarterly Report on Form 10-Q and in our 2011 Annual Report should be carefully considered. Although the risk factors described below are the ones management deems significant, additional risks and uncertainties not presently known to us or that we presently deem less significant may also impair our business operations. If any of the following risks actually occur, our business, operating results, and financial condition could be adversely affected.

IF OUR PRODUCTS AND PRODUCT LINES FAIL TO CONTINUE TO MEET CUSTOMER DEMANDS, OUR PRODUCTS MAY BECOME LESS USEFUL OR OBSOLETE AND OUR OPERATING RESULTS WILL SUFFER

We believe that IMRT, including volumetric modulated arc therapy, and IGRT have become accepted standards for treatment in the radiation oncology market. Demand for our IMRT and IGRT products have been the drivers for our net orders and revenues in Oncology Systems and, because of the significance of Oncology Systems, on our business in general. We have introduced new products such as TrueBeam, a new line of linear accelerators for radiotherapy and radiosurgery, and UNIQUE, a low-energy linear accelerator for more price sensitive markets in international regions, to meet the evolving needs of our IMRT and IGRT customers. We believe TrueBeam will be a valuable tool for clinicians in the fight against cancer and to stimulate faster replacement of older systems in our installed base. We also believe that our RapidArc products for volumetric modulated arc therapy are a significant advance in IMRT treatments and can help drive longer term demand for our linear accelerators and IMRT- and IGRT-related products. Orders for these new products and products lines have contributed greatly to our recent orders and revenue growth and are keys to our future success. If our customers do not purchase these products or if future studies call into question the effectiveness of these or our other IMRT or IGRT products (including other volumetric modulated arc therapy products) or show negative side effects, or if other more effective technologies are introduced, our net orders, revenues and financial results could suffer. As more institutions buy or upgrade to achieve IMRT and IGRT capabilities, the market for these products (including volumetric modulated arc therapy products) may become saturated. Alternatively, the marketplace may conclude that functions and features of our products should no longer be an element of a generally accepted diagnostic or treatment regimen. If this occurs, the market for our products may be adversely affected and they may become less useful or obsolete.

Our X-ray Products business sells products primarily to a small number of imaging system OEM customers who use our products in their medical diagnostic and industrial imaging systems. To succeed, we must provide X-ray tube and flat panel detector products that meet customer demands for lower cost, better product quality and superior technology and performance. If we are unable to continue to innovate our X-ray Products technology and anticipate our customers demands in the areas of cost, quality, technology and performance, then our customers may purchase from other tube or panel manufacturers (including the in-house operations of some of these customers), which would negatively impact this business.

In both the Oncology Systems and X-ray Products businesses, and in our other product lines, we may be unable to accurately anticipate changes in our markets and the direction of technological innovation and demands of our customers. Our competitors may develop products or processes that are superior to what we can then offer. If this occurs, the market for our products may be adversely affected and they may become less useful or obsolete. Any development adversely affecting the markets for our products would force us to reduce production volumes or to discontinue manufacturing one or more of our products or product lines and would reduce our revenues and earnings.

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OUR SUCCESS DEPENDS ON THE SUCCESSFUL DEVELOPMENT, INTRODUCTION AND COMMERCIALIZATION OF NEW GENERATIONS OF PRODUCTS AND ENHANCEMENTS TO OR SIMPLIFICATIONS OF EXISTING PRODUCT LINES

Rapid change and technological innovation characterize the Oncology Systems market. Our products often have long development and government approval cycles, so we must anticipate changes in the marketplace, in technology and in customer demands. Our success depends on the successful development, introduction and commercialization of new generations of products, treatment systems and enhancements to and/or simplification of existing product lines. Our Oncology Systems products, including new products such as TrueBeam and RapidArc, are technologically complex and must keep pace with, if not be superior to, the products of our competitors. Our X-ray Products business must also continually develop improved and lower cost products. We are investing in long-term growth initiatives, such as development of our SIP and VPT businesses, and expect that we will need to invest more to develop and commercialize the products and technology for these businesses. Accordingly, many of our products may require significant planning, design, development and testing, as well as significant capital commitments, involvement of senior management and other investments on our part. We may need to spend more time and money than we expect to develop and introduce new products or enhancements and, even if we succeed, they may not be sufficiently profitable that we are able to recover all or a meaningful part of our investment. Once introduced, new products may adversely impact orders and sales of our existing products, or make them less desirable or even obsolete, and could adversely impact our revenues and operating results. In addition, certain costs, including installation and warranty, associated with new products may be proportionately greater than other products, and may therefore adversely affect our gross and operating margins. If we are unable to lower these costs over time, our operating results could be adversely affected. Compliance with regulations, competitive alternatives, and shifting market preferences may also impact our success with new products or enhancements.

Our ability to successfully develop and introduce new products and product enhancements and simplifications, and the revenues and costs associated with these efforts, are affected by our ability to:

- properly identify customer needs;
- prove the feasibility of new products;
- limit the time required from proof of feasibility to routine production;
- comply with internal quality assurance systems and processes timely and efficiently;
- limit the timing and cost of regulatory approvals;
- accurately predict and control costs associated with inventory overruns caused by phase-in of new products and phase-out of old products;
- price our products competitively and profitably;
- manufacture, deliver and install our products in sufficient volumes on time, and accurately predict and control costs associated with manufacturing, installation, warranty and maintenance of the products;
- appropriately manage our supply chain;

- manage customer acceptance and payment for products;

- manage customer demands for retrofits of both new and old products; and

- anticipate and compete successfully with competitors.

Furthermore, we cannot be sure that we will be able to successfully develop, manufacture or introduce new products, treatment systems or enhancements, the roll-out of which involves compliance with complex quality assurance processes, including the QSR of the FDA. Failure to complete these processes timely and efficiently could result in delays that could affect our ability to attract and retain customers, or could cause customers to delay or cancel orders, causing our revenues and operating results to suffer.

New products generally take longer to install than well-established products. Because a portion of a product s revenue is generally tied to installation and acceptance of the product, our recognition of revenue associated with new products may be deferred longer than expected. In addition, even if we succeed in our product introductions, potential customers may not decide to upgrade their equipment, or customers may delay delivery of some of our more sophisticated products because of the longer preparation and renovation of treatment rooms required. As a result, our revenues and other financial results could be adversely affected.

SLIGHTLY MORE THAN HALF OF OUR REVENUES ARE INTERNATIONAL, AND ECONOMIC, POLITICAL AND OTHER RISKS ASSOCIATED WITH INTERNATIONAL SALES AND OPERATIONS COULD ADVERSELY AFFECT OUR SALES OR MAKE THEM LESS PREDICTABLE

We conduct business globally. Our international revenues accounted for approximately 59% and 54% of revenues from continuing operations during the third quarter of fiscal years 2012 and 2011, respectively. As a result, we must provide significant service and support globally. We intend to continue to expand our presence in international markets and expect to expend significant resources in doing so. We cannot be sure, however, that we will be able to meet our sales, service and support objectives or obligations, or recover our investments. For example, we recently aligned our resources to support sales and marketing efforts in emerging markets. Our future results could be harmed by a variety of factors, including:

- the difficulties in enforcing agreements and collecting receivables through many foreign country s legal systems;
- the longer payment cycles associated with many foreign customers;
- currency fluctuations;
- changes in the political, regulatory, safety or economic conditions in a country or region;
- the imposition by foreign countries of additional taxes, tariffs or other restrictions on foreign trade;
- the lower sales prices and gross margins usually associated with sales of our products in the international region, in particular emerging markets;
- the shorter period in the international region from placement of any order to revenue recognition;
- any inability to obtain export licenses and other required export or import licenses or approvals;
- failure to comply with export laws and requirements, which may result in civil or criminal penalties and restrictions on our ability to export our products, particularly our industrial linear accelerator products;
- failure to obtain proper business licenses or other documentation, or to otherwise comply with local laws and requirements regarding marketing, sales, service or any other business we conduct in a foreign jurisdiction, which may result in civil or criminal penalties and restrictions on our ability to conduct business in that jurisdiction; and

the possibility that it may be more difficult to protect our intellectual property in foreign countries.

Although our orders and sales fluctuate from period to period, in recent years our international region has represented a larger share of our business. The more we depend on sales in the international region, the more vulnerable we become to these factors.

As of June 29, 2012, 95% of our cash and cash equivalents were held abroad. If these funds were repatriated to the United States, they could be subject to additional taxation and our overall tax rate and our results of operations could suffer.

Our effective tax rate is impacted by tax laws in both the United States and in the respective countries in which our international subsidiaries do business. Earnings from our international region are generally taxed at rates lower than U.S. rates. A change in the percentage of our total earnings from the international region, or a change in the mix of particular tax jurisdictions within the international region could cause our effective tax rate to increase or decrease. Also, we are not currently taxed in the United States on certain undistributed earnings of certain foreign subsidiaries. These earnings could become subject to incremental foreign withholding or U.S. federal and state taxes should they either be deemed or actually remitted to the United States, or if tax laws change, in which case our financial results could be adversely affected. In addition, there have been proposals in U.S. law that would significantly change U.S. taxation of U.S.-based multinational corporations. Although we cannot predict whether or in what form Congress would enact any such proposals, legislation of this type could negatively impact our effective tax rate and adversely affect our financial results.

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OUR RESULTS HAVE BEEN AND MAY CONTINUE TO BE AFFECTED BY CONTINUING WORLDWIDE ECONOMIC INSTABILITY

Since fiscal year 2008, the global economy has been impacted by the sequential effects of the subprime lending crisis; the credit market crisis; collateral effects on the finance and banking industries; volatile currency exchange rates and energy costs; concerns about inflation (deflation), slower economic activity, consumer confidence, corporate profits and capital spending, adverse business conditions, liquidity and unemployment; concerns over the downgrade of the sovereign debt of the United States and several European countries; continued sovereign debt and banking system uncertainties in Europe and other foreign countries and now concerns regarding slowing growth in China, recession in Europe and faltering economic growth in the United States. In many markets, these conditions have shrunk capital equipment budgets, slowed decision-making, made financing for large equipment purchases more expensive and more time consuming to obtain, and made it difficult for our customers and our vendors to accurately forecast and plan future business activities and reduced their confidence. This, in turn, has caused our customers to freeze, delay or dramatically reduce purchases and capital project expenditures. Project delays may continue, particularly as they relate to large scale or government projects, which may be affected by austerity measures. Alternatively, in the past, some countries, including Japan, have adopted and may in the future adopt government stimulus programs to revitalize their economies and improve healthcare and medical services. The availability of stimulus programs in the future could positively affect our results in one period and adversely affect our results in other periods, making it difficult for investors to compare our financial results between fiscal periods. Weak economic recovery may also disrupt supply if vendors consolidate or go out of business. As with our customers and vendors, these economic conditions make it more difficult for us to accurately forecast and plan our future business activities. Historically, our business has felt the effects of market trends later than other sectors in the healthcare industry, such as diagnostic radiology, and we may experience the effects of any economic recovery later than others in the healthcare industry. A continued weak or deteriorating healthcare market would inevitably adversely affect our business, financial conditions and results of operations.

WE FACE SIGNIFICANT COSTS IN ORDER TO COMPLY WITH LAWS AND REGULATIONS APPLICABLE TO THE MANUFACTURE AND DISTRIBUTION OF OUR PRODUCTS, AND FAILURE OR DELAYS IN OBTAINING REGULATORY CLEARANCES OR APPROVALS, OR FAILURE TO COMPLY WITH APPLICABLE LAWS AND REGULATIONS COULD PREVENT US FROM DISTRIBUTING OUR PRODUCTS, REQUIRE US TO RECALL OUR PRODUCTS AND RESULT IN SIGNIFICANT PENALTIES

Our products and those of OEMs that incorporate our products are subject to extensive and rigorous government regulation in the United States. Compliance with these laws and regulations is expensive and time-consuming, and failure to comply with these laws and regulations could adversely affect our business. Furthermore, public media reports on misadministrations of radiotherapy in patients and focus on the role of the FDA in regulating medical devices has led to increased scrutiny of medical device companies and an increased likelihood of enforcement actions.

U.S. laws governing marketing a medical device. In the United States, as a manufacturer and seller of medical devices and devices emitting radiation or utilizing radioactive by-product material, we and some of our suppliers and distributors are subject to extensive regulation by federal governmental authorities, such as the FDA, NRC and state and local regulatory agencies, such as the State of California, to ensure the devices are safe and effective and comply with laws governing products which emit, produce or control radiation. These regulations govern, among other things, the design, development, testing, manufacturing, packaging, labeling, distribution, import/export, sale and marketing and disposal of our products.

Unless an exception applies, the FDA requires that the manufacturer of a new medical device or a new indication for use of, or other significant change in, existing currently marketed medical device obtain either 510(k) pre-market notification clearance or PMA before it can market or sell those products in the United States. Modifications or enhancements to a product that could significantly affect its safety or effectiveness, or that would constitute a major change in the intended use of the device, technology, materials, labeling, packaging, or manufacturing process may also require a new 510(k) clearance. The FDA has recently issued a draft guidance that, if finalized and implemented, will result in manufacturers needing to seek a significant number of new clearances for changes made to legally marketed devices. Although manufactures make the initial determination whether a change to a cleared device requires a new 510(k) clearance, we cannot assure you that the FDA will agree with our decisions not to seek additional approvals or clearances for particular modifications to our products or that we will be successful in obtaining new 510(k) clearances for modifications. Obtaining clearances or approvals is time-consuming, expensive and uncertain. We may not be able to obtain the necessary clearances or approvals or may be unduly delayed in doing so, which could harm our business. Furthermore, even if we are granted regulatory clearances or approvals, they may include significant limitations on the indicated uses of the product, which may limit the market for the product. If we were unable to obtain required FDA clearance or approval for a product or unduly delayed in doing so, or the uses of that product were limited, our business could suffer. In the past, in the United States, our devices have generally been subject to 510(k) clearance or exempt from 510(k) clearance. The 510(k) clearance process is generally less time-consuming, expensive and uncertain than the PMA process. However, there are some in the regulatory field who believe that certain medical devices should be required to use the PMA approval process, or a special more time-consuming 510(k) clearance process, rather than the current 510(k) clearance process. If we were required to use either of these lengthy processes for future products or product modifications, it could delay or prevent release of the proposed products or modifications, which could harm our business. The FDA recently released its Draft Guidance Document on the 510(k). We are currently analyzing how this plan, if fully implemented, may affect us and our ability to obtain product clearances.

Further, as we enter new businesses or pursue new business opportunities, such as opportunities that require clinical trials, we may become subject to additional laws, rules and regulations, including FDA rules and regulations that are applicable to the clinical trial process and protection of study subjects. Becoming familiar with and implementing the infrastructure necessary to comply with these laws, rules and regulations could be quite costly. In addition, failure to comply with these laws, rules and regulations could delay the introduction of new products and could adversely affect our business.

Quality systems, audits and failure to comply. Our manufacturing operations for medical devices, and those of our third-party manufacturers, are required to comply with the FDA s QSR, as well as other federal and state regulations for medical devices and radiation emitting products. The FDA makes announced and unannounced periodic and on-going inspections of medical device manufacturers to determine compliance with QSR and in connection with these inspections issues reports, known as Form FDA 483 reports when the FDA believes the manufacturer has failed to comply with applicable regulations and/or procedures. If observations from the FDA issued on Form FDA 483 reports are not addressed and/or corrective action taken in a timely manner and to the FDA s satisfaction, the FDA may issue a Warning Letter and/or proceed directly to other forms of enforcement action. Similarly, if a Warning Letter were issued, prompt corrective action to come into compliance would be required. Failure to respond timely to Form FDA 483 observations, a Warning Letter or other notice of noncompliance and to promptly come into compliance could result in the FDA bringing enforcement action against us, which could include the total shutdown of our production facilities, denial of importation rights to the U.S. for products manufactured in overseas locations, adverse publicity and criminal and civil fines. The expense and costs of any corrective actions that we may take, which may include products recalls, correction and removal of products from customer sites and/or changes to our product manufacturing and quality systems, could adversely impact our financial results and may also divert management resources, attention and time. Additionally, if a Warning Letter were issued, customers could delay purchasing decisions or cancel orders, and we could face increased pressure from our competitors who could use the Warning Letter against us in competitive sales situations, either of which could adversely affect our reputation, business and stock price. We recently completed our final response to the FDA for the Form FDA 483 observations issued in May 2011 related to the inspections of our Oncology Systems manufacturing facilities located in Helsinki, Finland and Haan, Germany. These observations generally included issues with complaint investigations, corrective actions and preventive actions, filings required under medical device reporting regulations and purchasing controls. The FDA has indicated that no further regulatory action will be taken regarding the Haan, Germany inspection and that all the corrective actions from the observations will be verified in the next FDA inspection. We have not received any response from the FDA regarding the inspection in Helsinki. While in the past, we have received Form 483 observations that we successfully resolved with the FDA, we cannot be certain that we will have similar success in promptly resolving these observations.

In addition, we are required to timely file various reports with the FDA, including reports required by the medical device reporting regulations (MDRs), that require that we report to regulatory authorities if our devices may have caused or contributed to a death or serious injury or malfunctioned in a way that would likely cause or contribute to a death or serious injury if the malfunction were to recur. If these reports are not filed timely, regulators may impose sanctions and sales of our products may suffer, and we may be subject to product liability or regulatory enforcement actions, all of which could harm our business.

If we initiate a correction or removal of a device to reduce a risk to health posed by the device, we would be required to submit a publicly available Correction and Removal report to the FDA and in many cases, similar reports to other regulatory agencies. This report could be classified by the FDA as a device recall which could lead to increased scrutiny by the FDA, other international regulatory agencies and our customers regarding the quality and safety of our devices. Furthermore, the submission of these reports have been and could be used by competitors against us in competitive situations and cause customers to delay purchase decisions, cancel orders or adversely affect our reputation.

Our medical devices utilizing radioactive material are subject to the NRC clearance and approval requirements, and the manufacture and sale of these products are subject to extensive federal and state regulation that varies from state to state and among regions. Our manufacture, distribution, installation and service of medical devices utilizing radioactive material or emitting radiation also requires us to obtain a number of licenses and certifications for these devices and materials. Service of these products must also be in accordance with a specific radioactive materials license. Obtaining licenses and certifications may be time consuming, expensive and uncertain. In addition, we are subject to a variety of environmental laws regulating our manufacturing operations and the handling, storage, transport and disposal of hazardous materials, and which impose liability for the cleanup of any contamination from these materials. In particular, the handling and disposal of radioactive materials resulting from the manufacture, use or disposal of our products may impose significant costs and requirements. Disposal sites for the lawful disposal of materials generated by the manufacture, use or decommissioning of our products may no longer accept these materials in the future, or may accept them on unfavorable terms.

The FDA and the FTC also regulate advertising and promotion of our products to ensure that the claims we make are consistent with our regulatory clearances, that there are adequate and reasonable scientific data to substantiate the claims and that our promotional labeling and advertising is neither false nor misleading in any respect. If the FDA or FTC determines that any of our advertising or promotional claims are misleading, not substantiated or not permissible, we may be subject to enforcement actions, including Warning Letters, and may be required to revise our promotional claims and make other corrections or restitutions.

If we or any of our suppliers, distributors, agents or customers fail to comply with FDA, FTC and other applicable U.S. regulatory requirements or are perceived to potentially have failed to comply, we may face:

- adverse publicity affecting both us and our customers;
- increased pressures from our competitors;
- investigations by governmental authorities or Warning Letters;
- fines, injunctions, and civil penalties;
- partial suspensions or total shutdown of production facilities, or the imposition of operating restrictions;
- increased difficulty in obtaining required FDA clearances or approvals;
- losses of clearances or approvals already granted;
- seizures or recalls of our products or those of our customers;
- delays in purchasing decisions by customers or cancellation of existing orders;
- the inability to sell our products;
- difficulty in obtaining product liability or operating insurance at a reasonable cost, or at all; and

civil fines and criminal prosecutions.

Other applicable U.S. regulations. As a participant in the healthcare industry, we are also subject to extensive laws and regulations protecting the privacy and integrity of patient medical information that we receive, including HIPAA, fraud and abuse laws and regulations, including physician self-referral prohibitions, and false claims laws. From time to time, these laws and regulations may be revised or interpreted in ways that could make it more difficult for our customers to conduct their businesses, such as recent proposed revisions to the laws prohibiting physician self-referrals, and such revisions could have an adverse effect on the demand for our products, and therefore our business and results of operations. We also must comply with numerous federal, state and local laws of more general applicability relating to such matters as safe working conditions, manufacturing practices and fire hazard control.

The laws and regulations and their enforcement are constantly undergoing change, and we cannot predict what effect, if any, changes to these laws and regulations may have on our business. For example, HIPAA was amended by the HITECH Act, enacted as part of the American Recovery and Reinvestment Act of 2009. The HITECH Act significantly increases the civil money penalties for violations of patient privacy rights protected under HIPAA. Furthermore, business associates who have access to patient health information provided by hospitals and healthcare providers are now directly subject to HIPAA, including the new enforcement scheme and inspection requirements. Moreover, there has been a trend in recent years toward more stringent regulation and enforcement of requirements applicable to medical device manufacturers who receive or have access to patient health information.

Government regulation also may cause considerable delay or even prevent the marketing and full commercialization of future products or services that we may develop, and/or may impose costly requirements on our business. Insurance coverage is not commercially available for violations of law, including the fines, penalties or investigatory costs that may flow to us as the consequence of regulatory violations; consequently, we do not have insurance that would cover this type of liability.

COMPLIANCE WITH FOREIGN LAWS AND REGULATIONS APPLICABLE TO THE MANUFACTURE AND DISTRIBUTION OF OUR PRODUCTS MAY BE COSTLY, AND FAILURE TO COMPLY MAY RESULT IN SIGNIFICANT PENALTIES

Regulatory requirements affecting our operations and sales outside the United States vary from country to country, often differing significantly from those in the United States. In general, outside the United States, our products are regulated as medical devices by foreign governmental agencies similar to the FDA.

Marketing a medical device internationally. In order for us to market our products internationally, we must obtain clearances or approvals for products and product modifications. These processes (including for example in the European Union (EU), the European Economic Area (EEA), Switzerland, China, Japan and Canada) can be time consuming, expensive and uncertain, which can delay our ability to market products in those countries. Delays in receipt of or failure to receive regulatory approvals, the inclusion of significant limitations on the indicated uses of a product, the loss of previously obtained approvals or failure to comply with existing or future regulatory requirements could restrict or prevent us from doing business in a country or subject us to a variety of enforcement actions and civil or criminal penalties, which would adversely affect our business.

Within the EEA, we must affix a CE mark, a European marking of conformity that indicates that a product meets the essential requirements of the Medical Device Directive. This conformity to the Medical Device Directive is done through self-declaration and is verified by an independent certification body, called a Notified Body. Once clearance is obtained and the CE mark is affixed to the device, the Notified Body will regularly audit us to ensure that we remain in compliance with the applicable European laws and Medical Device Directive. By affixing the CE mark marking to our product, we are certifying that our products comply with the laws and regulations required by the EEA countries, thereby allowing the free movement of our products within these countries and others that accept CE mark standards. If we cannot support our performance claims and demonstrate compliance with the applicable European laws and Medical Device Directive, we would lose our right to affix the CE mark to our products, which would prevent us from selling our products within the EU/EEA/Switzerland territory. Significant revisions to some of the applicable regulations governing requirements for medical devices in the EU/EEA/Switzerland went into effect in March 2010. These revisions have introduced additional uncertainty into the marketing authorization process for medical devices in Europe. Until medical device manufacturers and European regulatory agencies, including Notified Bodies and competent authorities, have greater experience with interpreting and applying the revised regulations, we may be subject to risks associated with additional testing, modification, certification or amendment of our existing market authorizations, or we may be required to modify products already installed at our customers facilities in order to comply with the official interpretations of these revised regulations.

In addition, we are required to timely file various reports with international regulatory authorities, including reports required by international adverse event reporting regulations, that require that we report to regulatory authorities if our devices may have caused or contributed to a death or serious injury or malfunctioned in a way that would likely cause or contribute to a death or serious injury if the malfunction were to recur. If these reports are not timely filed, regulators may impose sanctions and sales of our products may suffer, and we may be subject to product liability or regulatory enforcement actions, all of which could harm our business.

Further, as we enter new businesses or pursue new business opportunities internationally, such as opportunities that require clinical trials, we may become subject to additional laws, rules and regulations. Becoming familiar with and implementing the infrastructure necessary to comply with these laws, rules and regulations could be quite costly. In addition, failure to comply with these laws, rules and regulations could delay the introduction of new products and could adversely affect our business.

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Manufacturing and selling a device internationally. We are also subject to laws and regulations that apply to manufacturers of radiation emitting devices and products utilizing radioactive materials, as well as laws and regulations of general applicability relating to matters such as environmental protection, safe working conditions, manufacturing practices and other matters. These are often comparable to, if not more stringent than, the equivalent regulations in the United States. Sales overseas are also affected by regulation of matters such as product standards, packaging, labeling, environmental and product recycling requirements, import and export restrictions, tariffs, duties and taxes.

In some countries, we rely on our foreign distributors and agents to assist us in complying with foreign regulatory requirements, and we cannot be sure that they will always do so. If we or any of our suppliers, distributors, agents or customers fail to comply with applicable international regulatory requirements or are perceived to potentially have failed to comply, we may face:

- adverse publicity affecting both us and our customers;
- investigations by governmental authorities;
- fines, injunctions, civil penalties and criminal prosecutions;
- increased difficulty in obtaining required approvals in foreign countries;
- losses of clearances or approvals already granted;
- seizures or recalls of our products or those of our customers;
- delays in purchasing decisions by customers or cancellation of existing orders; and
- the inability to sell our products in or to import our products into such countries.

Other applicable international regulations. We are subject to laws and regulations in foreign countries covering data privacy and other protection of health and employee information. Particularly within the EU/EEA/Switzerland area, data protection legislation is comprehensive and complex and there has been a recent trend toward more stringent enforcement of requirements regarding protection and confidentiality of personal data. Data protection authorities from the different member states of the EU may interpret the legislation differently, which adds to this complexity, and data protection is a dynamic field where guidance is often revised. Fully understanding and implementing this legislation could be quite costly and timely, which could adversely affect our business. Additionally, in some instances, in order to fulfill the requirements of applicable U.S. law relating to data privacy, we may be faced with deciding whether to comply with EU/EEA/Switzerland data protection rules. Failure or partial failure to comply with data protection rules and regulations across the EU/EEA/Switzerland area could result in substantial monetary fines.

We are also subject to international fraud and abuse laws and regulations, as well as false claims and misleading advertisement laws. From time to time, these laws and regulations may be revised or interpreted in ways that could make it more difficult for our customers to conduct their businesses, which could have an adverse effect on the demand for our products, and therefore our business and results of operations. The laws and regulations and their enforcement are constantly undergoing change, and we cannot predict what effect, if any, changes to these laws and regulations may have on our business.

THE AFFORDABLE HEALTHCARE FOR AMERICA ACT INCLUDES PROVISIONS THAT MAY ADVERSELY AFFECT OUR BUSINESS AND RESULTS OF OPERATIONS, INCLUDING AN EXCISE TAX ON THE SALES OF MOST MEDICAL DEVICES

On March 23, 2010, President Obama signed into law the Affordable Health Care for America Act. After certain federal court challenges, most of the Affordable Health Care for America Act was recently declared constitutional by the U.S. Supreme Court, and we are continuing to evaluate this legislation and its potential impact on our business. It may adversely affect the demand for our products and services, and therefore our financial position and results of operations, possibly materially.

Specifically, one of the components of the new law is a 2.3% excise tax on sales of most medical devices, which include our Oncology Systems products, starting in 2013. The Congressional Budget Office estimates that the total cost to the medical device industry could exceed $30 billion over ten years. This tax may put increased pressure on medical device manufacturers and purchasers, and may lead our customers to reduce their orders for products we produce or to request that we reduce the prices we charge for our products in order to offset the tax. Other elements of the Affordable Health Care for America Act, including comparative effectiveness research, an independent payment advisory board, payment system reforms (including shared savings pilots) and the reporting of certain payments by us to healthcare professionals and hospitals (the Physician Payment Sunshine Act), could meaningfully change the way healthcare is developed and delivered, and may materially impact numerous aspects of our business, including the demand and availability of our products, the reimbursement available for our products from governmental and third-party payors, and reduced medical procedure volumes.

Various healthcare reform proposals have also emerged at the state level, and we are unable to predict which, if any of these proposals will be enacted. We believe that the uncertainty created by healthcare reform in the United States has complicated our customers decision-making process and impacted our Oncology Systems business, and we expect that this uncertainty will persist until there is greater clarity on how the Affordable Health Care for America Act and state proposals will affect healthcare providers. We are unable to predict what effect ongoing uncertainty surrounding these matters will have on our customer s purchasing decisions. However, an expansion in government s role in the U.S. healthcare industry may adversely affect our business, possibly materially.

CHANGES TO RADIATION ONCOLOGY REIMBURSEMENTS MAY AFFECT DEMAND FOR OUR PRODUCTS

Sales of our healthcare products indirectly depend on whether adequate reimbursement is available to our customers from a variety of sources, such as government healthcare insurance programs, including the Medicare and Medicaid programs; private insurance plans; health maintenance organizations; and preferred provider organizations. In general, third-party payors in the United States are increasingly cost-conscious, and we cannot be sure that they will reimburse our customers at levels sufficient to enable us to achieve or maintain sales and price levels for our products in this market. Without adequate support from third-party payors, the market for our products may be limited. There is no uniform policy on reimbursement among third-party payors, nor can we be sure that procedures using our products will qualify for appropriate levels of reimbursement from third-party payors. Once Medicare has made a decision to provide reimbursement for a given treatment, these reimbursement rates are generally reviewed and adjusted by Medicare annually. Private third-party payors, although independent from Medicare, sometimes use portions of Medicare reimbursement policies and payment amounts in making their own reimbursement decisions. As a result, decisions by CMS to reimburse for a treatment, or changes to Medicare s reimbursement policies or reductions in payment amounts with respect to a treatment sometimes extend to third-party payor reimbursement policies and amounts for that treatment. We have seen our customers decision-making process complicated by the uncertainty surrounding Medicare reimbursement rates for radiotherapy and radiosurgery in the United States. From time to time, CMS and third party payors may review and modify the factors upon which they rely to determine appropriate levels of reimbursement for cancer treatments. For example, CMS and third-party payors have begun to focus on the comparative effectiveness of radiation therapy versus other methods of cancer treatment, including surgery, and could modify reimbursement rates based on the results of comparative effectiveness studies. If comparative effectiveness studies are not available, or if available studies show that other cancer treatments are more effective than radiotherapy or radiosurgery, reimbursement rates for radiotherapy or radiosurgery could be reduced. In July 2012, CMS announced initial proposals for 2013 reimbursement rates in the United States, which include steep cuts in reimbursement rates for radiation therapy in free-standing clinics. The proposals also include reductions to reimbursement rates for proton therapy in hospitals in the United States. Any significant cuts in reimbursement rates for radiotherapy, radiosurgery, proton therapy or brachytherapy, or concerns or proposals regarding further cuts, could further increase uncertainty, influence our customers decisions, reduce demand for our products, cause customers to cancel orders and have a material adverse effect on our revenues and stock price.

Foreign governments also have their own healthcare reimbursement systems and we cannot be sure that adequate reimbursement will be made available with respect to our products under any foreign reimbursement system.

OUR RESULTS MAY BE IMPACTED BY CHANGES IN FOREIGN CURRENCY EXCHANGE RATES

Because our business is global and payments are generally made in local currency, fluctuations in foreign currency exchange rates can impact our results by affecting product demand, or our revenues and expenses, and/or the profitability in U.S. dollars of products and services that we provide in foreign markets.

While we use hedging strategies to help offset the effect of fluctuations in foreign currency exchange rates, the protection these strategies provide is affected by the timing of transactions, and the effectiveness of those strategies, the number of transactions that are hedged, forecast volatility and the extent to which exchange rates change. If our hedging strategies do not offset these fluctuations, our revenues, margins and other operating results may be harmed. In addition, movement in foreign currency exchange rates could impact our financial results positively or negatively in one period and not another, making it more difficult to compare our financial results from period to period. Furthermore, on July 21, 2010, President Obama signed into law the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act). The Dodd-Frank Act contains provisions which may impact our existing hedging strategies, but we cannot predict those effects at this time.

In addition, long-term movements in foreign currency exchange rates can also affect the competitiveness of our products in the local currencies of our international customers. Even though our international sales are mostly in local currencies, our cost structure is weighted towards the U.S. dollar. The volatility of the U.S. dollar that we have experienced over the last several years has affected the competitiveness of our pricing against our foreign competitors, some of which may have cost structures based in other currencies, either helping or hindering our international order and revenue growth, thereby affecting our overall financial performance and results. Changes in monetary or other policies here and abroad, including as a result of economic instability or concerns about the downgrade and levels of sovereign debt, or in reaction thereto, would also likely affect foreign currency exchange rates. For example, the value of the Euro against the U.S. dollar has been impacted by the sovereign debt and banking crisis in Greece, Spain and other European countries. In the event that one or more European countries were to replace the Euro with another currency, our sales into these countries, or into Europe generally, would likely be adversely affected until stable exchange rates are established.

WE ARE SUBJECT TO FEDERAL, STATE AND FOREIGN LAWS GOVERNING OUR BUSINESS PRACTICES WHICH, IF VIOLATED, COULD RESULT IN SUBSTANTIAL PENALTIES. ADDITIONALLY, CHALLENGES TO OR INVESTIGATION INTO OUR PRACTICES COULD CAUSE ADVERSE PUBLICITY AND BE COSTLY TO RESPOND TO AND THUS COULD HARM OUR BUSINESS

Laws and ethical rules governing interactions with healthcare providers. The Medicare and Medicaid anti-kickback laws, and similar state laws, prohibit payments or other remuneration that is intended to induce hospitals, physicians or others either to refer patients or to purchase, lease or order, or arrange for or recommend the purchase, lease or order of healthcare products or services for which payment may be made under federal and state healthcare programs, such as Medicare and Medicaid. These laws affect our sales, marketing and other promotional activities by limiting the kinds of financial arrangements we may have with hospitals, physicians or other potential purchasers of our products. They particularly impact how we structure our sales offerings, including discount practices, customer support, education and training programs, physician consulting, research grants and other service arrangements. These laws are broadly written, and it is often difficult to determine precisely how these laws will be applied to specific circumstances.

Federal and state false claims laws generally prohibit knowingly presenting, or causing to be presented, claims for payment from Medicare, Medicaid or other government payors that are false or fraudulent, or for items or services that were not provided as claimed. Although we do not submit claims directly to payors, manufacturers can be, and have been, held liable under these laws if they are deemed to cause the submission of false or fraudulent claims by providing inaccurate billing or coding information to customers, or through certain other activities, including promoting products for uses not approved or cleared by the FDA, which is called off-label promotion. Violating anti-kickback and false claims laws can result in civil and criminal penalties, which can be substantial, and potential mandatory or discretionary exclusion from healthcare programs for noncompliance. Even an unsuccessful challenge or investigation into our practices could cause adverse publicity, and be costly to defend, and thus could harm our business and results of operations. Additionally, several recently enacted state and federal laws, including the laws in Massachusetts and Vermont, and the federal Physician Payment Sunshine Act, now require, among other things, extensive tracking and maintenance of databases regarding the disclosure of relationships and payments to physicians, healthcare providers and hospitals. These laws require us to implement the necessary and costly infrastructure to track and report certain payments to healthcare providers. Failure to comply with these new tracking and reporting laws could subject us to significant civil monetary penalties.

We are subject to similar laws in foreign countries where we conduct business. For example, within the EU, the control of unlawful marketing activities is a matter of national law in each of the member states. The member states of the EU closely monitor perceived unlawful marketing activity by companies. We could face civil, criminal and administrative sanctions if any member state determines that we have breached our obligations under its national laws. Industry associations also closely monitor the activities of member companies. If these organizations or authorities name us as having breached our obligations under their regulations, rules or standards, our reputation would suffer and our business and financial condition could be adversely affected.

Anti-corruption laws and regulations. We are also subject to the U.S. Foreign Corrupt Practices Act and anti-corruption laws, and similar laws in foreign countries, such as the U.K. Bribery Act of 2010, which became effective on July 1, 2011. In general, there is a worldwide trend to strengthen anticorruption laws and their enforcement. Any violation of these laws by us or our agents or distributors could create a substantial liability for us, subject our officers and directors to personal liability and also cause a loss of reputation in the market. Transparency International s 2010 Corruption Perceptions Index measured the degree to which public sector corruption is perceived to exist in 178 countries around the world, and found that nearly three quarters of the countries in the index, including many that we consider to be high growth areas for our products, such as China, India, Russia and Brazil, scored below five, on a scale from 10 (very clean) to 0 (highly corrupt). We currently operate in many countries where the public sector is perceived as being more or highly corrupt. Our strategic business plans include expanding our business in regions and countries that are rated as higher risk for corruption activity by Transparency International. Becoming familiar with and implementing the infrastructure necessary to comply with laws, rules and regulations applicable to new business activities and mitigate and protect against corruption risks could be quite costly. In addition, failure by us or our agents or distributors to comply with these laws, rules and regulations could delay our expansion into high-growth markets and could adversely affect our business. This notwithstanding, we will inevitably do more business, directly and potentially indirectly in countries, where the public sector is perceived to be more or highly corrupt and be engaging in business in more countries perceived to be more or highly corrupt. Increased business in higher risk countries could subject us and our officers and directors to increased scrutiny and increased liability. In addition, from time to time, we may conduct internal investigations or face audits or investigations by one or more domestic or foreign government agencies, which could be costly and time-consuming, and could divert our management and key personnel from our business operations. An adverse outcome under any such investigation or audit could subject us to fines or criminal or other penalties, which could adversely affect our business and financial results.

PRODUCT DEFECTS OR MISUSE MAY RESULT IN MATERIAL PRODUCT LIABILITY OR PROFESSIONAL ERRORS AND OMISSIONS CLAIMS, LITIGATION, INVESTIGATION BY REGULATORY AUTHORITIES OR PRODUCT RECALLS THAT COULD HARM FUTURE REVENUES AND REQUIRE US TO PAY MATERIAL UNINSURED CLAIMS

Our business exposes us to potential product liability claims that are inherent in the manufacture, sale, installation, servicing and support of medical devices and other devices that deliver radiation. Because our products are involved in the intentional delivery of radiation to the human body, other situations where people may come in contact with radiation (for example, when our SIP products are being used to scan cargo), the collection and storage of patient treatment data for medical analysis and treatment delivery, the planning of radiation treatment and diagnostic imaging of the human body, and the diagnosing of medical problems, the possibility for significant injury and/or death exists. Our medical products operate within our customers facilities and network systems, and under quality assurance procedures established by the facility that ultimately result in the delivery of radiation to patients. Human and other errors or accidents may arise from the operation of our products in complex environments, particularly with products from other vendors, where interoperability or data sharing protocol may not be optimized even though the equipment or system operates according to specifications. As a result, we may face substantial liability to patients, our customers and others for damages resulting from the faulty, or allegedly faulty, design, manufacture, installation, servicing, support, testing or interoperability of our products with other products, or their misuse or failure, as well as liability related to the loss or misuse of private patient data. We may also be subject to claims for property damages or economic loss related to or resulting from any errors or defects in our products, or the installation, servicing and support of our products. Any accident or mistreatment could subject us to legal costs, litigation, adverse publicity and damage to our reputation, whether or not our products or services were a factor.

Product liability actions are subject to significant uncertainty and may be expensive, time-consuming, and disruptive to our operations. For these and other reasons, we may choose to settle product liability claims against us, regardless of their actual merit. If a product liability action were finally determined against us, it could result in significant damages, including the possibility of punitive damages. If any final amounts owed were in excess of the amounts accrued, our consolidated financial position, results of operations or cash flows could be materially adversely affected. Adverse publicity regarding any accidents or mistreatments, even ones that do not involve our products, could cause patients to be less receptive to radiotherapy treatments, causing them to question the efficacy of radiation therapy and seek other methods of treatment and adversely impacting our business. Adverse publicity could also result in additional regulation of radiation therapy, medical devices or the healthcare industry in general. Increased regulatory activities could adversely affect our ability to promote, manufacture and sell our products, and therefore negatively impact our business and results of operations.

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In addition, if a product we design or manufacture were defective (whether due to design, labeling or manufacturing defects, improper use of the product or other reasons), we may be required to correct or recall the product and notify regulatory authorities. The adverse publicity resulting from a correction or recall could damage our reputation and cause customers to review and potentially terminate their relationships with us. A product correction or recall could consume management time and have an adverse financial impact on our business, including incurring substantial costs, losing revenues and accruing losses under accounting principles generally accepted in the United States (GAAP).

We maintain limited product liability insurance coverage and currently self-insure professional liability/errors and omissions liability. Our product liability insurance policies are expensive and have high deductible amounts and self-insured retentions. Our insurance coverage may also prove to be inadequate, and future policies may not be available on acceptable terms or in sufficient amounts, if at all. If a material claim is successfully brought against us relating to a self-insured liability or a liability that is in excess of our insurance coverage, or for which insurance coverage is denied or limited, we could have to pay substantial damages, which could have a material adverse effect on our financial position and results of operation.

WE COMPETE IN HIGHLY COMPETITIVE MARKETS, AND WE MAY LOSE MARKET SHARE TO COMPANIES WITH GREATER RESOURCES OR THE ABILITY TO DEVELOP MORE EFFECTIVE TECHNOLOGIES, OR WE COULD BE FORCED TO REDUCE OUR PRICES

Rapidly evolving technology, intense competition and pricing pressure characterize the markets for radiation therapy equipment and software. New competitors may enter our markets, and we have encountered new competitors as we have entered new markets such as radiosurgery, volumetric modulated arc therapy and proton therapy. Some of these competitors may have greater financial, marketing and other resources than we have. To compete successfully, we must provide technically superior, clinically proven products that deliver more precise, cost-effective, high quality clinical outcomes, in a complete package of products and services, and to do so ahead of our competitors. As our Oncology Systems products are generally sold on a basis of total value to the customer, our business may suffer when purchase decisions are based solely upon price, which can happen if hospitals and clinics give purchasing decision authority to group purchasing organizations. The shift towards emerging market countries within our international region, which typically have purchased lower-priced products compared to developed markets and which usually have stiffer price competition, could also adversely impact our results of operations. In addition, additional competitors may delay customer purchasing decisions as customers evaluate the products of these competitors along with ours, potentially extending our sales cycle and adversely affecting our net orders.

In x-ray imaging components and subsystems, we also often compete with companies that have greater financial, marketing and other resources than we have. Some of the major diagnostic imaging systems companies, which are the primary OEM customers for our x-ray components, also manufacture x-ray components, including X-ray tubes, for use in their own imaging systems products. We must compete with these in-house manufacturing operations for business from their affiliated companies. In addition, we compete against other stand-alone, independent X-ray tube manufacturers who compete with us for both the OEM business of major diagnostic imaging equipment manufacturers and the independent servicing business for X-ray tubes. The market for flat panel detectors is also very competitive. As a result, we must have a competitive advantage in one or more significant areas, which may include lower product cost, better product quality and/or superior technology and/or performance.

In our SIP business, we compete with other OEM suppliers, primarily outside of the United States. The market for our SIP products used for nondestructive testing in industrial applications is small and highly fragmented.

The market for proton therapy products is still developing and is characterized by rapidly evolving technology, high competition and pricing pressure. Our ability to compete successfully depends, in part, our ability to lower our product costs, develop and provide technically superior, clinically proven products that deliver more precise, cost-effective, high quality clinical outcomes, including integration of technologies such as OBI for IGRT and motion management technologies such as respiratory gating and Calypso.

In each of our business segments, existing competitors actions and new entrants may adversely affect our ability to compete. These competitors could develop technologies and products that are more effective than those we currently use or produce or that could render our products obsolete or noncompetitive. In addition, the timing of our competitors introduction of products into the market could affect the market acceptance and market share of our products. Some competitors offer specialized products that provide, or may be perceived by customers to provide, a marketing advantage over our mainstream cancer treatment products. Also, some of our competitors may not be subject to the same standards, regulatory and/or other legal requirements that we are, and therefore, they could have a competitive advantage in developing, manufacturing and marketing products and services. Any inability to develop, gain regulatory approval for and supply commercial quantities of competitive products to the market as quickly and effectively as our competitors could limit market acceptance of our products and reduce our sales. In addition, some of our smaller competitors could be acquired by larger companies that have greater financial strength, which could enable them to compete more aggressively. Our competitors could also acquire some of our suppliers or distributors, which could disrupt these supply or distribution arrangements and result in less predictable and reduced revenues in our businesses. Any of these competitive factors could negatively affect our pricing, sales, revenues, market share and gross margins and our ability to maintain or increase our operating margins.

OPEN ARCHITECTURE IS BECOMING INCREASINGLY IMPORTANT, AND SALES OF OUR PRODUCTS COULD FALL IF WE FAIL TO ACHIEVE THIS

As radiation oncology treatment becomes more complex, our customers are increasingly focusing on ease-of-use and interconnectivity. Our equipment and software are highly sophisticated and require a high level of training and education to use them competently and safely, requirements made even more important because they work together within integrated environments. We have directed substantial product development efforts into (i) increasing the interconnectivity of our products for more seamless operation within a system, (ii) enhancing the ease of use of our software products and (iii) reducing setup and treatment times and increasing patient throughput. We have emphasized maintaining an open systems approach that allows customers to mix and match our various individual products, incorporate products from other manufacturers, share information with other systems or products and use the equipment for offering various methods of radiation therapy treatment. We have done this based on our belief that such interconnectivity will increase the acceptance and adoption of IMRT, IGRT and volumetric modulated arc therapy and will stimulate demand for our products. There are competitive closed-ended dedicated-use systems, however, that place simplicity of use ahead of flexibility. If we have misjudged the importance to our customers of maintaining an open systems approach, or if we are unsuccessful in our efforts to increase interconnectivity, enhance ease-of-use and reduce setup and treatment times, our revenues could suffer.

Obtaining and maintaining interoperability and compatibility can be costly and time-consuming. While we try to use standard published protocols for communication with widely used radiation oncology products manufactured by other companies, if this cannot be done, we may need to develop individual interfaces so that our products communicate correctly. When other companies modify the design or functionality of their products, this may affect their compatibility with our products. When we implement design improvements to our products, customers may be reluctant to adopt our new technology due to interoperability issues. For example, a clinic may be unwilling to implement one of our new technologies because its third-party software does not yet communicate correctly with our new product. Our ability to obtain compatibility with products of other companies may depend on our ability to obtain adequate information from them regarding their products. In many cases, these third parties are our competitors and may schedule their product changes and delay their release of relevant information to us to place us at a competitive disadvantage. When we modify our products to make them interoperable or compatible with third-party products, we may be required to obtain additional regulatory clearances. This process is costly and could delay our ability to release our products for commercial use. It is also possible that, despite our best efforts, we may not be able to make our products interoperable or compatible with widely used third-party products or may only be able to do so at a prohibitive expense, making our products less attractive or more costly to our customers.

PROTECTING OUR INTELLECTUAL PROPERTY CAN BE COSTLY AND WE MAY NOT BE ABLE TO MAINTAIN LICENSED RIGHTS, AND IN EITHER CASE OUR COMPETITIVE POSITION WOULD BE HARMED IF WE ARE NOT ABLE TO DO SO

We file applications as appropriate for patents covering new products and manufacturing processes. We cannot be sure, however, that our current patents, the claims allowed under our current patents, or patents for technologies licensed to us will be sufficiently broad to protect our technology position against competitors. Issued patents owned by, or licensed to, us may be challenged, invalidated or circumvented, or the rights granted under the patents may not provide us with competitive advantages. We also cannot be sure that patents will be issued from any of our pending or future patent applications. Asserting our patent rights against others in litigation or other legal proceedings is costly and diverts managerial resources. An unfavorable outcome in any such litigation or proceeding could harm us. In addition, we may not be able to detect patent infringement by others or may lose our competitive position in the market before we are able to do so.

We also rely on a combination of copyright, trade secret and other laws, and contractual restrictions on disclosure, copying and transferring title (including confidentiality agreements with vendors, strategic partners, co-developers, employees, consultants and other third parties), to protect our proprietary rights. These protections may prove inadequate, since agreements may still be breached and we may not have adequate remedies for a breach, and our trade secrets may otherwise become known to or be independently developed by others. We have trademarks, both registered and unregistered, that are

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maintained and enforced to provide customer recognition for our products in the marketplace, but unauthorized third parties may still use them. We also have agreements with third parties that license to us certain patented or proprietary technologies. In some cases products with substantial revenues may depend on these license rights. If we were to lose the rights to license these technologies, or our costs to license these technologies were to materially increase, our business would suffer.

THIRD PARTIES MAY CLAIM WE ARE INFRINGING THEIR INTELLECTUAL PROPERTY, AND WE COULD SUFFER SIGNIFICANT LITIGATION OR LICENSING EXPENSES OR BE PREVENTED FROM SELLING OUR PRODUCTS

The industries in which we compete are characterized by a substantial amount of litigation over patent and other intellectual property rights. Our competitors, like companies in many high technology businesses, continually review other companies activities for possible conflicts with their own intellectual property rights. In addition, non-practicing entities may review our activities for conflicts with their patent rights. Determining whether a product infringes a third party s intellectual property rights involves complex legal and factual issues, and the outcome of this type of litigation is often uncertain. Third parties may claim that we are infringing their intellectual property rights, and we may be found to infringe those intellectual property rights. We may not be aware of intellectual property rights of others that relate to our products, services or technologies. From time to time, we have received notices from third parties asserting infringement and we have been subject to lawsuits alleging infringement of third-party patent or other intellectual property rights. For example, we are currently involved in a patent infringement lawsuit relating to our Real-time Position Management technology. Any dispute regarding patents or other intellectual property could be costly and time-consuming, and could divert our management and key personnel from our business operations, and we may not prevail in a dispute. We do not maintain insurance for intellectual property infringement, so costs of defense, whether or not we are successful in defending an infringement claim, will be borne by us and could be significant. If we are unsuccessful in defending or appealing an infringement claim, we may be subject to significant damages. If actual damages significantly exceed our estimates, our consolidated financial position, results of operations or cash flows could be materially adversely affected. We may also be subject to injunctions against development and sale of our products, which could be material. If a third party rights holder is willing to license rights, we may be required to enter into costly royalty or license agreements.

THE LOSS OF A SUPPLIER OR ANY INABILITY TO OBTAIN SUPPLIES OF IMPORTANT COMPONENTS COULD RESTRICT OUR ABILITY TO MANUFACTURE PRODUCTS, CAUSE DELAYS IN OUR ABILITY TO DELIVER PRODUCTS, OR SIGNIFICANTLY INCREASE OUR COSTS

We obtain some of the components included in our products from a limited group of suppliers or from a single-source supplier, such as the radioactive sources for high dose afterloaders, klystrons for linear accelerators; transistor arrays and cesium iodide coatings for flat panel detectors, and specialized integrated circuits, X-ray tube targets, housings, glassframes and various other X-ray tube components; and radiofrequency components, magnets and gantry hardware for proton therapy systems. If we lose any of these suppliers or if their operations were substantially interrupted, we would be required to obtain and qualify one or more replacement suppliers, which may then also require us to redesign or modify our products to incorporate new parts and/or further require us to obtain clearance, qualification or certification of such product by the FDA or other applicable regulatory approvals in other countries. Events like these could significantly increase costs for the affected product and likely cause material delays in delivery of that and other related products. Although we have insurance to protect against business interruption loss, this insurance coverage may not be adequate or continue to remain available on acceptable terms, if at all. Additionally, some of our single-source suppliers supply components for certain of our rapidly growing product lines. Manufacturing capacity limitations of any of our suppliers or other inability of these suppliers to meet increasing demand could adversely affect us, resulting in curtailed growth opportunities for any of our product lines. Shortage of, and greater demand for, components and subassemblies could also increase manufacturing costs by increasing prices. Disruptions or loss of any of our limited- or sole-source components or subassemblies or the capacity limitations of the suppliers for these components or subassemblies, including the ones referenced above, could adversely affect our business and financial results and could damage our customer relationships.

A SHORTAGE OF RAW MATERIALS COULD RESTRICT OUR ABILITY TO MANUFACTURE PRODUCTS, CAUSE DELAYS, OR SIGNIFICANTLY INCREASE OUR COST OF GOODS

We rely upon the supplies of certain raw materials such as tungsten, lead and copper for Oncology Systems and SIP; copper, lead, tungsten, rhenium, molybdenum zirconium, and various high grades of steel alloy for X-ray tubes, and high-grade steel, high-grade copper and iron for VPT. Demand for these raw materials both within the United States and from foreign countries, such as China, has increased over the last few years, resulting in limited supplies and higher prices. Worldwide demand, availability and pricing of these raw materials have been volatile, and we expect that availability and pricing will continue to fluctuate in the future. If supplies are restricted and prices increase, this could constrain our manufacturing of affected products, reduce our profit margins or otherwise adversely affect our business.

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CONSOLIDATION AMONG OUR ONCOLOGY SYSTEMS CUSTOMERS COULD ADVERSELY AFFECT OUR SALES OF ONCOLOGY PRODUCTS

We have seen and may continue to see some consolidation among our customers in our Oncology Systems business, as hospitals and clinics combine through mergers and acquisitions, and as they join group purchasing organizations or affiliated enterprises. As customers consolidate, the volume of product sales to these customers might decrease. Alternatively, order size may increase as what were previously more than one customer combine orders as one entity. As a result, the purchasing cycle for our Oncology Systems products could lengthen, as orders increase in size and require more customer approvals. Both increased order size and extended purchasing cycles could cause our net orders to be more volatile and less predictable. In addition, group purchasing organizations often focus on pricing as the determinant in making purchase decisions. A reduction in net orders could affect the level of future revenues, which would adversely affect our operating results, financial condition, and the price of VMS common stock.

WE SELL OUR X-RAY PRODUCTS TO A LIMITED NUMBER OF OEM CUSTOMERS, MANY OF WHICH ARE ALSO OUR COMPETITORS, AND A REDUCTION IN BUSINESS OR INABILITY TO PROPERLY FORECAST SALES BY ONE OR MORE OF THESE CUSTOMERS COULD REDUCE OUR SALES

We sell our X-ray tube products to a limited number of OEM customers, many of which are also our competitors with in-house X-ray tube manufacturing operations. If these customers manufacture a greater percentage of their components in-house or otherwise lower external sourcing costs, we could experience the loss of, or reduction in purchasing volume by, one or more of these customers. Such a loss or reduction could have a material adverse effect on our X-ray Products business. In addition, economic concerns, such as concerns over a sluggish economic recovery, levels of sovereign debt or restrictions in government spending, as well as the effects of natural disasters (such as power outages and facility closures), have made it difficult for our OEM customers to accurately forecast and plan future business activities, and our x-ray business has in the past been impacted by inventory reduction efforts and a slowdown in sales at some of these customers. Similar inventory adjustments and slowdowns in sales could occur in the future. Our agreements for x-ray components may contain purchasing estimates that are based on our customers historical purchasing patterns, and actual purchasing volumes under the agreements may vary significantly from our estimates.

ORDERS FOR OUR SECURITY AND INSPECTION PRODUCTS COULD BE UNPREDICTABLE

Our SIP business designs, manufactures, sells and services Linatron x-ray accelerators, imaging processing software and image detection products for security and inspection, such as cargo screening at ports and borders and nondestructive examination for a variety of applications. We generally sell SIP products to OEMs who incorporate our products into their inspection systems, which are then sold to customs and other government agencies, as well as to commercial organizations in the casting, power, aerospace, chemical, petro-chemical and automotive industries. We believe growth in the SIP business will be driven by security cargo screening and border protection needs, as well as by the needs of customs agencies to verify shipments for assessing duties and taxes. However, use of linear accelerator and imaging technology in security cargo screening and border protection is in its early stages. Orders for our SIP products have been and may continue to be unpredictable as governmental agencies may place large orders with us or our OEM customers in a short time period, and then may not place any orders for a long time period thereafter. Because it is difficult to predict our OEM customer delivery and acceptance schedules, the actual timing of sales and revenue recognition will vary significantly.

In addition, our SIP business is heavily influenced by U.S. and foreign governmental policies on national and homeland security, border protection and customs revenue activities, which depend upon government budgets and appropriations that are subject to economic conditions, as well as political changes. We have seen customers freeze or dramatically reduce purchases and capital project expenditures, delay projects, or act cautiously as governments around the world wrestle with spending priorities. As economic growth remains sluggish in various jurisdictions and appears to be deteriorating in others, and as concerns about levels of government employment and government debt continue, we expect that these effects will also continue. Furthermore, bid awards in this business may be subject to challenge by third parties, as we have previously encountered with a large government project, which can make the certainty and timing of some SIP orders unpredictable. As a result, this business is subject to unpredictability in the timing of orders, sales and revenue that could cause volatility in our revenues and earnings, and therefore the price of VMS common stock.

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IF WE ARE UNABLE TO PROVIDE THE SIGNIFICANT EDUCATION AND TRAINING REQUIRED FOR THE HEALTHCARE MARKET TO ACCEPT OUR PRODUCTS, OUR BUSINESS WILL SUFFER

In order to achieve market acceptance for our radiation therapy products, we often need to educate physicians about the use of a new treatment procedure such as IMRT, IGRT, volumetric modulated arc therapy, stereotactic radiotherapy, stereotactic radiosurgery, stereotactic body radiation therapy or proton therapy, overcome physician objections to some of the effects of the product or its related treatment regimen, convince healthcare payors that the benefits of the product and its related treatment process outweigh its costs and help train qualified physicists in the skilled use of our products. For example, the complexity and dynamic nature of IMRT and IGRT requires significant education of hospital personnel and physicians regarding the benefits of and practices associated with IMRT and IGRT. Further, the complexity and high cost of proton therapy requires similar significant education, as well as education regarding construction and facility requirements. We have expended and will continue to expend significant resources on marketing and educational efforts to create awareness of IMRT, IGRT, volumetric modulated arc therapy, stereotactic radiotherapy, stereotactic radiosurgery, stereotactic body radiation therapy and proton therapy generally; to encourage the acceptance and adoption of our products for these technologies; and to promote the safe use of our products in compliance with their operating procedures. Future products may not gain significant market acceptance among physicians, patients and healthcare payors, even if we spend significant time and expense on their education.

OUR BUSINESS MAY SUFFER IF WE ARE NOT ABLE TO HIRE AND RETAIN QUALIFIED PERSONNEL

Our future success depends, to a significant extent, on our ability to retain, attract, expand, integrate and train our management team and other key personnel, such as qualified engineering, service, sales, marketing and other qualified staff. We compete for key personnel with other medical equipment and software manufacturers and technology companies, as well as universities and research institutions. Because this competition is intense, compensation-related costs could increase significantly if the supply of qualified personnel decreases or demand increases. If we are unable to hire and train qualified personnel, we may not be able to maintain or expand our business, and our business would suffer. Additionally, if we are unable to retain any of our key personnel, we may not be able to replace them readily or on terms that are reasonable, if at all, which also could have a materially adverse effect on our business.

IF WE ARE NOT ABLE TO MATCH OUR MANUFACTURING CAPACITY WITH DEMAND FOR OUR PRODUCTS, OUR FINANCIAL RESULTS MAY SUFFER

Our products have a long production cycle and we need to anticipate demand for our products in order to ensure adequate manufacturing or testing capacity. If we are unable to anticipate demand and our manufacturing or testing capacity does not keep pace with product demand, we will not be able to fulfill orders timely, which may negatively impact our financial results and overall business. Conversely, if demand for our products decreases, the fixed costs associated with excess manufacturing capacity may harm our financial results.

IF WE FAIL TO SUCCESSFULLY ACQUIRE OR INTEGRATE NEW BUSINESSES, PRODUCTS AND TECHNOLOGY, WE MAY NOT REALIZE EXPECTED BENEFITS OR MAY HARM OUR BUSINESS

We need to grow our businesses in response to changing technologies, customer demands and competitive pressures. In some circumstances, we may decide to grow our business through the acquisition of complementary businesses, products or technologies rather than through internal development. For example, in April 2012 we acquired all of the outstanding equity of Infimed, Inc., a supplier of hardware and software for processing diagnostic x-ray images and in October 2011 acquired Calypso. Identifying suitable acquisition candidates can be difficult, time-consuming and costly, and we may not be able to identify suitable candidates or successfully complete identified acquisitions. In addition, completing an acquisition can divert our management and key personnel from our business operations, which could harm our business and affect our financial results. Even if we complete an acquisition, we may not be able to successfully integrate newly acquired organizations, products, technologies or employees into our operations, or may not fully realize some of the expected synergies.

Integrating an acquisition can also be expensive and time-consuming, and may strain our resources. It may cost us more to commercialize new products than we originally anticipated, as we are experiencing with our proton therapy systems, or cause us to increase our expenses related to research and development, either of which could impact our results of operations. In many instances, integrating a new business will also involve implementing or improving internal controls appropriate for a public company at a business that lacks them. In addition, we may be unable to retain the employees of acquired companies, or the acquired company s customers, suppliers, distributors or other partners for a variety of reasons, including the fact that these entities may be our competitors or may have close relationships with our competitors.

Further, we may find that we need to restructure or divest acquired businesses, or assets of those businesses. Even if we do so, an acquisition may not produce the full efficiencies, growth or benefits we expected. If we decide to sell assets or a business, as we did in fiscal year 2008 with the scientific research instruments business that we acquired as part of our acquisition of ACCEL, it may be difficult to identify buyers or alternative exit strategies on acceptable terms, in a timely manner, or at all, which could delay the accomplishment of our strategic objectives. Additionally, we may be required to dispose of a business at a lower price or on less advantageous terms, or to recognize greater losses, than we had anticipated.

We account for our acquisitions under the purchase method of accounting. Under this method, we allocate the total purchase price to the acquired businesses tangible assets and liabilities, identifiable intangible assets and in-process research and development costs based on their fair values as of the date of the acquisition, and record the excess of the purchase price over those fair values as goodwill. If we fail to achieve the anticipated growth from an acquisition, or if we decide to sell assets or a business, we may be required to recognize an impairment loss on the write down of our assets and goodwill, which could adversely affect our financial results. In addition, acquisitions can result in potentially dilutive issuances of equity securities or the incurrence of debt, contingent liabilities or expenses, or other charges, any of which could harm our business and affect our financial results.

WE MAY FACE ADDITIONAL RISKS FROM THE ACQUISITION OR DEVELOPMENT OF NEW LINES OF BUSINESS

From time to time, we may acquire or develop new lines of business, such as proton therapy. There are substantial risks and uncertainties associated with this, particularly in instances where the markets are not fully developed. Risks include developing knowledge of and experience in the new business, recruiting market professionals, increasing research and development expenditures, and developing and capitalizing on new relationships with experienced market participants. This may mean significant investment and involvement of our senior management to acquire or develop, then integrate, the business into our operations. Timelines for integration of new businesses may not be achieved and price and profitability targets may not prove feasible, as new products can carry lower gross margins than existing products. External factors, such as compliance with regulations, competitive alternatives, and shifting market preferences, may also impact whether implementation of a new business will be successful. Failure to manage these risks in the development and implementation of new businesses successfully could materially and adversely affect our business, results of operations and financial condition.

WE WORK WITH DISTRIBUTORS FOR SALES IN SOME TERRITORIES, AND LOSING THEM COULD HARM OUR REVENUES IN THAT TERRITORY

We have strategic relationships with a number of key distributors for sales and service of our products, principally in Europe and Asia. If these strategic relationships end and are not replaced, our revenues from product sales in these territories and/or ability to service our products in the territories serviced by these distributors could be adversely affected.

FLUCTUATIONS IN OUR OPERATING RESULTS, INCLUDING QUARTERLY NET ORDERS, REVENUES, AND MARGINS, MAY CAUSE OUR STOCK PRICE TO BE VOLATILE, WHICH COULD CAUSE LOSSES FOR OUR STOCKHOLDERS

We have experienced and expect in the future to experience fluctuations in our operating results, including net orders, revenues and margins, from period to period. Drivers of orders include timing of announcement of and introduction of new products or product enhancements by us and our competitors, as well as changes or anticipated changes in third party reimbursement amounts or policies applicable to treatments using our products. The availability of economic stimulus packages or other government funding, or reductions thereof, may also affect timing of customer purchases. Many of our products require significant capital expenditures by our customers. Accordingly, individual product orders can be quite large in dollar amounts, which can extend the customer purchasing cycle. We have experienced this with our IGRT products, and it is especially true with our proton therapy products because of the high cost of the proton therapy equipment and the complexity of project financing. In addition, the budgeting cycles of hospitals and clinics for capital equipment purchases are frequently fixed well in advance. As a result of the sluggish recovery from the 2008 worldwide economic downturn and contraction in credit markets, as well as continued uncertainty regarding global economic conditions, the purchasing cycle has extended and may extend even further as potential customers more closely scrutinize and prioritize their capital spending budgets, and analyze appropriate financing alternatives. In addition, some of our more sophisticated equipment, such as

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IGRT and proton therapy products, requires greater site preparation and longer construction cycles, which can delay customer decision cycles even further. The timing of when individual orders are placed, installation is accomplished and the revenues recognized affect our quarterly results.

Once orders are received, factors that may affect whether these orders become revenues and the timing of revenue include:

- delay in shipment due, for example, to unanticipated construction delays at customer locations where our products are to be installed, cancellations or rescheduling by customers, extreme weather conditions, natural disasters or port strikes;
- delay in the installation and/or acceptance of a product;
- for proton therapy systems, failure to satisfy contingencies associated with an order;
- the method of accounting used to recognize revenue;
- a change in a customer s financial condition or ability to obtain financing; or
- timing of appropriate regulatory approvals or authorizations.

Our quarterly operating results, including our margins, may also be affected by a number of other factors, including:

- changes in our or our competitors pricing or discount levels;
- changes in foreign currency exchange rates;
- changes in the relative portion of our revenues represented by our various products, including the relative mix between higher margin and lower margin products;
- changes in the relative portion of our revenues represented by our international region as a whole, by regions within the overall region as well as by individual countries (notably those in emerging markets);
- fluctuation in our effective tax rate, which may or may not be known to us in advance;
- changes to our organizational structure, which may result in restructuring or other charges;
- disruptions in the supply or changes in the costs of raw materials, labor, product components or transportation services;

- disruptions in our operations, including our ability to manufacture products, caused by events such as earthquakes, fires, floods, terrorist attacks or the outbreak of epidemic diseases;

- the impact of changing levels of sales on sole purchasers of certain of our x-ray products;

- the unfavorable outcome of any litigation or administrative proceeding or inquiry, as well as ongoing costs associated with legal proceedings; and

- accounting changes and adoption of new accounting pronouncements.

Because many of our operating expenses are based on anticipated capacity levels and a high percentage of these expenses are fixed for the short term, a small variation in the timing of revenue recognition can cause significant variations in operating results from quarter to quarter. Our overall gross margin may also be impacted by the gross margin of our proton therapy products, which are presently below the gross margins for our traditional radiotherapy products and particularly prior to completion because they are being accounted for in accordance with the zero profit, percentage-of-completion method. If our gross margins fall below the expectation of securities analysts and investors, the trading price of VMS common stock would almost certainly decline.

We report on a quarterly and annual basis our net orders and backlog. It is important to understand that, unlike revenues, net orders and backlog are not governed by GAAP, and are not within the scope of the audit or reviews conducted by our independent registered public accounting firm; therefore, investors should not interpret our net orders or backlog in such a manner. Also, for the reasons set forth above, our net orders and backlog cannot necessarily be relied upon as accurate predictors of future revenues. High levels of order cancellation or delays in customer purchase decisions or delivery dates will reduce the quarterly net orders and backlog and also affect the level of future revenues. Accordingly, we cannot be sure if or when orders will mature into revenues. Our net orders, backlog, revenues and net earnings in one or more future periods may fall below the expectations of securities analysts and investors. In that event, the trading price of VMS common stock would almost certainly decline.

THE FINANCIAL RESULTS OF OUR VARIAN PARTICLE THERAPY BUSINESS MAY FLUCTUATE AND BE UNPREDICTABLE

The development of our VPT business enables us to offer products for delivering image-guided, intensity-modulated proton therapy for the treatment of cancer. Our success in this area will depend upon the wide-spread awareness, acceptance and adoption by the oncology market of proton therapy systems for the treatment of cancer. However, this technology has not been and future developments may not be adopted as quickly as others.

Since proton therapy projects are highly customized and are generally large and more complex, planning for these projects takes more time and uses more resources than in the radiotherapy business conducted in our Oncology Systems segment. Due to its relatively large scale, the construction of a proton therapy facility requires significant capital investment and may involve complex project financing. Consequently, this business is vulnerable to general economic and market conditions. The worldwide economic downturn resulted in a contraction in credit markets. This has made and may continue to make it more difficult for potential customers of this business to find appropriate financing for large proton therapy projects, which could cause them to delay or cancel their projects, or request that we participate in financing arrangements (such as we recently did for the Scripps Proton Therapy Center) or payment concessions in their agreements with us, which could impact our operating results. In July 2012, CMS proposed reductions to reimbursement rates for proton therapy in hospitals in the United States. We do not know what impact the proposed reductions will have on the growth or demand for our VPT products and services. In addition, due to their size and complexity, the sales and customer decision cycles for proton therapy projects may take several years. As a result, the timing of these projects, and therefore our operating results for this business, may vary significantly from period to period.

We expect that a limited number of customers will account for a substantial portion of VPT s business for the foreseeable future. Because an order for a proton therapy system can be relatively large, an order in one fiscal period will cause our net orders to vary significantly, making comparisons between fiscal periods more difficult. Further, the award of a proton therapy system order may be subject to challenge by third parties, which can make these orders more unpredictable than other products. If a customer cancels an order for a proton therapy system, it would negatively impact our orders in the fiscal period in which the order is cancelled and we would lose the opportunity for the product and services revenues that the order represents.

In addition, many of the components used in proton therapy equipment require a long lead time, which may require an increase in our levels of inventory. This may cause fluctuations in the operating results of VPT that may make it difficult to predict our results and to compare our results from period to period.

Moreover, entrance into the proton therapy business may subject us to increased risk and potential liability. For example, because proton therapy projects are large in scale and require detailed project planning, failure to deliver on our commitments could result in greater than expected liabilities, as we could be required to indemnify business partners and customers for losses suffered or incurred if we are unable to deliver our products in accordance with the terms of customer contracts. Additionally, customers are requesting that the systems vendor, as the primary technology provider, provide guarantees for and suffer penalties in relation to the overall construction project, as well as in some situations participate in or provide project financing for the project. Providing financing for one or more proton therapy centers, such as the Scripps Proton Therapy Center, could adversely affect our financial results, since we cannot provide any assurance that a center will be completed on time or within budget, that the center can or will generate sufficient patient volumes and revenues to support scheduled loan payments or to provide incremental revenue to us, that a loan commitment may be syndicated to third parties or refinanced at maturity, or that the borrower will have the financial means to pay off any financing at maturity. If a borrower does not have the financial means to pay off its debts and if we cannot recover our investment from the sale of any collateral, we may be required to write off the debt investment, which would adversely affect our financial results. If we must establish special purpose entities to finance and manage a proton therapy project, we may be required to consolidate these special purpose entities in our financial statements. Since the cost of each proton therapy center project will generally exceed $100 million, the amount of potential liability and potential for financial loss may be higher than the levels historically assumed by us for our traditional radiation therapy business and may also exceed the project s value. Insurance covering these contingencies may be unobtainable. If we cannot reasonably mitigate or eliminate these contingencies or risks, our ability to competitively bid upon proton center projects will be negatively impacted or we may be required to assume material amounts of potential liability, all of which may have adverse consequences to us. In addition, we have encountered and may encounter additional challenges in the commercialization of the proton therapy products, which may increase our research and development costs and delay the introduction of our products. This and other unanticipated events could adversely affect our business and make our results of operations unpredictable.

WE HAVE ENTERED INTO A CREDIT FACILITY AGREEMENT THAT RESTRICTS CERTAIN ACTIVITIES, AND FAILURE TO COMPLY WITH THIS AGREEMENT MAY HAVE AN ADVERSE EFFECT ON OUR BUSINESS, LIQUIDITY AND FINANCIAL POSITION

We maintain a revolving credit facility that contains restrictive financial covenants, including financial covenants that require us to comply with specified financial ratios. We may have to curtail some of our operations to comply with these covenants. In addition, our revolving credit facility contains other affirmative and negative covenants that could restrict our operating and financing activities. These provisions limit our ability to, among other things, incur future indebtedness, contingent obligations or liens, guarantee indebtedness, make certain investments and capital expenditures, sell stock or assets and pay dividends, and consummate certain mergers or acquisitions. Because of the restrictions on our ability to create or assume liens, we may find it difficult to secure additional indebtedness if required. Furthermore, if we fail to comply with the credit facility requirements, we may be in default. Upon an event of default if the credit agreement is not amended or the event of default is not waived, the lender could declare all amounts outstanding, together with accrued interest, to be immediately due and payable. If this happens, we may not be able to make those payments or borrow sufficient funds from alternative sources to make those payments. Even if we were to obtain additional financing, that financing may be on unfavorable terms.

CHANGES IN INTERPRETATION OR APPLICATION OF GENERALLY ACCEPTED ACCOUNTING PRINCIPLES MAY ADVERSELY AFFECT OUR OPERATING RESULTS

We prepare our financial statements to conform to GAAP. These principles are subject to interpretation by the FASB, American Institute of Certified Public Accountants, the Public Company Accounting Oversight Board, the Securities and Exchange Commission and various other regulatory or accounting bodies. A change in interpretations of, or our application of, these principles can have a significant effect on our reported results and may even affect our reporting of transactions completed before a change is announced. In addition, when we are required to adopt new accounting standards, our methods of accounting for certain items may change, which could cause our results of operations to fluctuate from period to period and make it more difficult to compare our financial results to prior periods.

As our operations evolve over time, we may introduce new products or new technologies that require us to apply different accounting principles, including that regarding revenue recognition, than we have applied in past periods. Additionally, we recognize revenues for our proton therapy systems and proton therapy commissioning contracts and for certain highly customized image detection systems in our SIP business under contract accounting rules, which affects the timing of revenue recognition. We could be required to apply contract accounting rules to other businesses in the future. Under contract accounting rules, the use of the percentage-of-completion method involves considerable use of estimates in determining revenues, costs and profits and in assigning dollar amounts to relevant accounting periods which must be periodically reviewed and appropriately adjusted. For example, revenues recognized under the percentage-of-completion method are based on contract costs incurred to date compared with total estimated contract costs. In circumstances in which the final outcome of a contract cannot be precisely estimated but a loss on the contract is not expected, we recognize revenues under the percentage-of-completion method based on a zero profit margin until more precise estimates can be made. Recognizing revenues using the percentage-of-completion method based on a zero profit margin, as we are doing with the revenues associated with the Scripps Proton Therapy Center, will lower our gross margins and make it more difficult to compare our financial results from quarter to quarter. In addition, if we were to recognize revenues for our proton therapy systems and services under either the completed contract method or outside of contract accounting rules altogether, we would defer revenue until a contract is completed or substantially completed. This may cause our results of operations to fluctuate from period to period.

If our estimates prove to be inaccurate or circumstances change over time, we would be required to adjust revenues or even record a contract loss in later periods, and our financial results could suffer. In addition, if a loss is expected on a contract under the percentage-of-completion method, the estimated loss would be charged to cost of sales in the period the loss is identified. The application of different types of accounting principles and related potential changes may make it more difficult to compare our financial results from quarter to quarter, and the trading price of VMS common stock could suffer or become more volatile as a result.

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ENVIRONMENTAL LAWS IMPOSE COMPLIANCE COSTS ON OUR BUSINESS AND CAN ALSO RESULT IN LIABILITY

We are subject to environmental laws around the world. These laws regulate many aspects of our operations, including our handling, storage, transport and disposal of hazardous materials. They can also impose cleanup liabilities, including with respect to discontinued operations. As a consequence, we can incur significant environmental costs and liabilities, some recurring and others not recurring. Although we follow procedures intended to comply with existing environmental laws, we, like other businesses, can never completely eliminate the risk of contamination or injury from certain materials that we use in our business and, therefore, the prospect of resulting claims and damage payments. We may also be assessed fines or penalties for failure to comply with environmental laws and regulations. Although insurance has provided coverage for portions of cleanup costs resulting from historical occurrences, we maintain only limited insurance coverage for costs or claims that might result from any future contamination.

Future changes in environmental laws could also increase our costs of doing business, perhaps significantly. Several countries, including some in the EU, now require medical equipment manufacturers to bear certain disposal costs of products at the end of the product s useful life, increasing our costs. The EU has also adopted a directive that may lead to restrictions on the use of certain hazardous substances in some of our products sold there. This directive, along with another that requires material disclosure information to be provided upon request, could increase our operating costs. All of these costs, and any future violations or liabilities under environmental laws or regulations, could have a material adverse effect on our business.

UNFAVORABLE RESULTS OF LEGAL PROCEEDINGS COULD MATERIALLY ADVERSELY AFFECT OUR FINANCIAL RESULTS

From time to time, we are a party to or otherwise involved in legal proceedings, claims and government inspections or investigations and other legal matters, both inside and outside the United States, arising in the ordinary course of our business or otherwise. We are currently involved in various legal proceedings and claims that have not yet been fully resolved and additional claims may arise in the future. Legal proceedings are often lengthy, taking place over a period of years with interim motions or judgments subject to multiple levels of review (such as appeals or rehearings) before the outcome is final. Litigation is subject to significant uncertainty and may be expensive, time-consuming, and disruptive to our operations. For these and other reasons, we may choose to settle legal proceedings and claims, regardless of their actual merit.

If a legal proceeding were finally resolved against us, it could result in significant compensatory damages, and in certain circumstances punitive or trebled damages, disgorgement of revenue or profits, remedial corporate measures or injunctive relief imposed on us. If any final amounts owed were in excess of the amounts accrued, if our existing insurance does not cover the types of damages awarded, or if other resolution or actions taken as a result of the legal proceeding were to restrain our ability to market one or more of our material products or services, our consolidated financial position, results of operations or cash flows could be materially adversely affected. In addition, legal proceedings, and any adverse resolution thereof, can result in adverse publicity and damage to our reputation, which could adversely impact our business.

AS A STRATEGY TO ASSIST OUR SALES EFFORTS, WE MAY PARTICIPATE IN PROJECT FINANCING OR OFFER EXTENDED PAYMENT TERMS, WHICH MAY ADVERSELY AFFECT OUR FINANCIAL RESULTS

We have provided financing for the construction and start-up operations of the Scripps Proton Therapy Center, and we may be requested to provide financing to other potential VPT customers in the future. Some of this financing may be secured by assets of the borrower. Providing such financing could adversely affect our financial results, since we cannot provide any assurance that a center will be completed on time or within budget, that the center can or will generate sufficient patient volumes and revenues to support scheduled loan payments or to provide incremental revenue to us, or that the borrower will have the financial means to pay off any financing at maturity. In addition, in connection with our financing of the Scripps Proton Therapy Center, we cannot provide any assurance that that any portion of our loan commitment can be syndicated to third parties by ORIX Capital Markets LLC, the agent for the lenders, or that the loan facility can be successfully refinanced upon the maturity of the loan, which has a maximum term of six years. If a borrower does not have the financial means to pay off its debts and if we cannot recover our investment from the sale of any collateral, we may be required to write off the debt investment, which would adversely affect our financial results.

In addition, in some circumstances we offer longer or extended payment terms for qualified customers in our other businesses. Many of the areas where we offer such longer or extended payment terms have under-developed legal systems for securing debt and enforcing collection of debt. As of June 29, 2012, customer contracts with remaining terms of more than one year amounted to approximately 3% of our accounts receivable balance. While we qualify customers to whom we offer longer or extended payment terms, their financial positions may change adversely over the longer time period given for payment. This may result in an increase in payment defaults and uncollectible accounts, which would affect our net earnings. In addition, longer or extended payment terms could impact the timing of our revenue recognition, and they have in the past and may in the future result in an increase in our days sales outstanding.

DISRUPTION OF CRITICAL INFORMATION SYSTEMS OR MATERIAL BREACHES IN THE SECURITY OF OUR SYSTEMS MAY ADVERSELY AFFECT OUR BUSINESS AND CUSTOMER RELATIONS.

Information technology helps us operate efficiently, interface with and support our customers, maintain financial accuracy and efficiency, and accurately produce our financial statements. If we do not allocate and effectively manage the resources necessary to build and sustain the proper technology infrastructure, we could be subject to, among other things, transaction errors, processing inefficiencies, the loss of customers, business disruptions, or the loss of or damage to intellectual property through a security breach. If our data management systems do not effectively collect, secure, store, process and report relevant data for the operation of our business, whether due to equipment malfunction or constraints, software deficiencies, or human error, our ability to effectively plan, forecast and execute our business plan and comply with applicable laws and regulations will be impaired, perhaps materially. Any such impairment could materially and adversely affect our financial condition, results of operations, cash flows and the timeliness with which we report our operating results internally and externally.

Moreover, we manufacture and sell products that allow our customers to store confidential information about their patients. While we have implemented security measures to protect our systems from unauthorized access, these measures do not secure our customers equipment or any information stored in our customers systems or at their locations. A breach of network security and systems or other events that cause the loss or public disclosure of, or access by third parties to, our customers stored information could have serious negative consequences for our business, including possible fines, penalties and damages, reduced demand for our solutions, an unwillingness of our customers to use our solutions, harm to our reputation and brand, and time-consuming and expensive litigation, any of which could have an adverse effect on our financial results.

OUR OPERATIONS ARE VULNERABLE TO INTERRUPTION OR LOSS DUE TO NATURAL OR OTHER DISASTERS, POWER LOSS, STRIKES AND OTHER EVENTS BEYOND OUR CONTROL

We conduct a significant portion of our activities, including manufacturing, administration and data processing at facilities located in the State of California and other seismically active areas that have experienced major earthquakes and other natural disasters. We carry limited earthquake insurance that may not be adequate or continue to be available at commercially reasonable rates and terms. A major earthquake or other disaster (such as a major fire, flood, tsunami, volcanic eruption or terrorist attack) affecting our facilities, or those of our suppliers, could significantly disrupt our operations, and delay or prevent product manufacture and shipment during the time required to repair, rebuild or replace our or our suppliers damaged manufacturing facilities; these delays could be lengthy and costly. If any of our customers facilities are adversely affected by a disaster, shipments of our products could be delayed. Additionally, customers may delay purchases of our products until operations return to normal. Even if we are able to quickly respond to a disaster, the ongoing effects of the disaster could create some uncertainty in the operations of our businesses, such as the recent catastrophe in Japan has created. In addition, our facilities may be subject to a shortage of available electrical power and other energy supplies. Any shortages may increase our costs for power and energy supplies or could result in blackouts, which could disrupt the operations of our affected facilities and harm our business. Further, our products are typically shipped from a limited number of ports, and any disaster, strike or other event blocking shipment from these ports could delay or prevent shipments and harm our business. In addition, concerns about terrorism, the effects of a terrorist attack, political turmoil or an outbreak of epidemic diseases, such as the swine flu, could have a negative effect on our business operations, those of our suppliers and customers, and the ability to travel, resulting in adverse consequences on our revenues and financial performance.

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

(a) Not applicable

(b) Not applicable

(c) The following table provides information with respect to the shares of common stock repurchased by us during the third quarter of fiscal year 2012.

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs (1)
March 31, 2012 - April 27, 2012	501,173(2)	$ 68.05	500,000	5,433,718
April 28, 2012 - May 25, 2012	1,067,628(3)	$ 62.88	1,000,000	4,433,718
May 26, 2012 - June 29, 2012		$		4,433,718
Total	1,568,801	$ 64.53	1,500,000	

(1) In February 2011, VMS s Board of Directors authorized the repurchase of 12,000,000 shares of VMS common stock through the end of our fiscal year 2012. We expect remaining repurchases under this authorization, if any, will be made in open market purchases, in privately negotiated transactions (including accelerated share repurchase programs) or under Rule 10b5-1 share repurchase plans, and may be made from time to time or in one or more blocks. Shares will be retired upon repurchase.

(2) Includes 1,173 shares of VMS common stock that were tendered to VMS in satisfaction of tax withholding obligations upon the vesting of restricted common stock, restricted stock units and deferred stock units granted under the Company s employee stock plans.

(3) Includes 67,628 shares of VMS common stock that were tendered to VMS in satisfaction of tax withholding obligations upon the vesting of restricted common stock, restricted stock units and deferred stock units granted under the Company s employee stock plans.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

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Item 6. Exhibits

(a) Exhibits required to be filed by Item 601 of Regulation S-K:

Exhibit No.	Description
10.1	Credit Agreement, dated April 27, 2012, among the Registrant, each lender from time to time party thereto, and Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer (the Agreement).++
15.1	Letter Regarding Unaudited Interim Financial Information.
31.1	Chief Executive Officer Certification Pursuant to Rule 13a-14(a) of the Securities Exchange Act.
31.2	Chief Financial Officer Certification Pursuant to Rule 13a-14(a) of the Securities Exchange Act.
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.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

Attached as Exhibit 101 to this Quarterly Report on Form 10-Q are the following formatted in XBRL (eXtensible Business Reporting Language): (i) Condensed Consolidated Statements of Earnings for the three and nine months ended June 29, 2012 and July 1, 2011; (ii) Condensed Consolidated Balance Sheets at June 29, 2012 and September 30, 2011; (iii) Condensed Consolidated Statements of Cash Flows for the nine months ended June 29, 2012 and July 1, 2011; and (iv) Notes to Condensed Consolidated Financial Statements for the three and nine months ended June 29, 2012 and July 1, 2011.

++ Confidential treatment has been requested as to certain portions of this exhibit pursuant to Rule 24b-2 of the Securities Exchange Act of 1934, as amended.

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SIGNATURES

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

	VARIAN MEDICAL SYSTEMS, INC. *(Registrant)*
Dated: August 7, 2012	By: **/s/ ELISHA W. FINNEY** Elisha W. Finney Executive Vice President, Finance and Chief Financial Officer *(Duly Authorized Officer and Principal Financial Officer)*

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