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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): February 8, 2012**

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**iROBOT CORPORATION**

(Exact Name of Registrant as Specified in its Charter)

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**Delaware**

(State or Other Jurisdiction  
of Incorporation)

**000-51598**

(Commission  
File Number)

**77-0259335**

(IRS Employer  
Identification No.)

**8 Crosby Drive, Bedford, Massachusetts**

(Address of Principal Executive Offices)

**01730**

(Zip Code)

**Registrant's telephone number, including area code: (781) 430-3000**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.02 Results of Operations and Financial Condition.**

On February 8, 2012, iRobot Corporation announced its financial results for the fiscal quarter and year ended December 31, 2011. A copy of the press release is being furnished as Exhibit 99.1 to this Report on Form 8-K.

The information in this Report on Form 8-K and Exhibit 99.1 attached hereto is intended to be furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits:

99.1 Press Release issued by the registrant on February 8, 2012, furnished herewith.

**SIGNATURES**

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

February 8, 2012

iRobot Corporation

By: /s/ Glen D. Weinstein

Name: Glen D. Weinstein

Title: General Counsel and Secretary

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**EXHIBIT INDEX**

**Exhibit  
Number**

**Description**

99.1 Press Release issued by the registrant on February 8, 2012, furnished herewith.

**Contacts:**

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### **iRobot Reports Record Fourth-Quarter and Full-Year Financial Results**

**BEDFORD, Mass., Feb. 8, 2012** – iRobot Corp. (NASDAQ: IRBT), a leader in delivering robotic technology-based solutions, today announced its financial results for the fourth quarter and full year ended December 31, 2011.

- Revenue for the fourth quarter of 2011 increased 15 percent to \$130.8 million, compared with \$114.0 million for the same quarter one year ago. Revenue for the full year 2011 increased 16 percent to \$465.5 million from \$401.0 million for the full year 2010.
- Net income in the fourth quarter of 2011 was \$10.6 million, compared with \$7.0 million in the fourth quarter of 2010. Net income for the full year 2011 was \$40.2 million, compared with \$25.5 million for the same period in 2010.
- Quarterly earnings per share were \$0.38, compared with \$0.26 in the fourth quarter last year. Full-year earnings per share were \$1.44, compared with \$0.96 last year. The full-year results include the impact of a \$3.5 million, or \$0.12 per share, tax benefit in Q3 2011 and a \$2.3 million, or \$0.08 per share, tax benefit in Q3 2010. Excluding the impact of these tax benefits, earnings per share for the full year 2011 would have been \$1.32, compared with \$0.88 for the full year 2010.
- Adjusted EBITDA for the fourth quarter of 2011 was \$21.3 million, or 16 percent of revenue, compared with \$11.7 million, or 10 percent of revenue, in the fourth quarter of 2010. Adjusted EBITDA for the full year 2011 was \$73.0 million, compared with \$49.3 million for the same period a year ago.
- Raising Adjusted EBITDA margin target to high-teens by 2014.

“Our record financial results in 2011 were exceptional on all fronts, driven by especially strong performance in our Home Robots division. Revenue increased 16 percent to \$465 million for the full year, while Adjusted EBITDA increased nearly 50 percent to \$73 million or 16 percent of revenue,” said Colin Angle, chairman and chief executive officer of iRobot. “EPS of \$1.44 for the year was up 50 percent from 2010.

“As we look at 2012, we feel very good about the growth opportunity for our home robot business in 2012 and beyond. However, we expect a decline in top and bottom line in our G&I division this year due to our current limited visibility in our defense business. We anticipate continued demand from the warfighters and support from military leadership for our products will drive higher revenue in the second half of 2012.

#### **iRobot Corporation**

8 Crosby Drive, Bedford, MA 01730-1402 — 781.430.3000 — Fax 781.430.3001 — [www.irobot.com](http://www.irobot.com)

“To capitalize on our growing home robot business, intermediate and longer term opportunities in the defense business and exciting emerging opportunities, we will continue to make investments in marketing and iR&D that extend our leadership position.

“Given the underlying strength of our business model, I am confident that we will achieve our updated 3-year targets of:

- Mid-to-high-teen revenue CAGR
- High-teen Adjusted EBITDA margin and
- High single digit OCF margin.”

#### **Business Highlights**

- Surpassed each of our 3 key long-term financial goals, including achievement of mid-teen Adjusted EBITDA margin target, a year ahead of schedule.
- Strong demand in overseas markets drove a 21 percent year-over-year increase in full-year home robot revenue. International home robot revenue of \$196 million comprised 70 percent of total home robot 2011 revenue.
- Government & industrial robot revenue grew 9 percent in 2011, driven by shipments of Small Unmanned Ground Vehicles and spares.
- In 2011, operating cash flow was \$55.7 million, compared with \$49.2 million in 2010. As a result of improved net income, our year-end cash and investment position was \$184 million.

#### **Financial Expectations**

Management provides the following expectations with respect to the year ending December 29, 2012 and first quarter ending March 31, 2012.

#### **Fiscal Year 2012:**

Revenue	\$465 - \$485 million
Earnings Per Share	\$0.75 - \$0.95
Adjusted EBITDA	\$56 - \$63 million

#### **Q1 2012:**

Revenue	\$90 - \$100 million
Earnings Per Share	(\$0.08) - \$0.00
Adjusted EBITDA	\$2 - \$5 million

#### **Fourth-Quarter and Full-Year Conference Call**

iRobot will host a conference call tomorrow at 8:30 a.m. ET to discuss its financial results for the fourth fiscal quarter and full year 2011, business outlook, and outlook for 2012 financial performance. Pertinent details include:

Date: Thursday, February 9, 2012  
Time: 8:30 a.m. ET  
Call-In Number: 847-413-3362  
Passcode: 31615791

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A live, audio broadcast of the conference call will also be available at <http://investor.irobot.com/phoenix.zhtml?c=193096&p=irol-irhome>. An archived version of the broadcast will be available on the same website shortly after the conclusion of the live event. A replay of the telephone conference call will be available through February 16, and can be accessed by dialing 630-652-3042, passcode 31615791#.

#### **About iRobot Corp.**

iRobot designs and builds robots that make a difference. The company's home robots help people find smarter ways to clean, and its government and industrial robots protect those in harm's way. iRobot's consumer and military robots feature iRobot Aware® robot intelligence systems, proprietary technology incorporating advanced concepts in navigation, mobility, manipulation and artificial intelligence. For more information about iRobot, please visit [www.irobot.com](http://www.irobot.com).

#### **For iRobot Investors**

Certain statements made in this press release that are not based on historical information are forward-looking statements which are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. This press release contains express or implied forward-looking statements relating to, among other things, iRobot Corp.'s expectations regarding future financial performance and growth, demand for our robots, longer-term profitability and operating performance, and anticipated revenue, earnings per share and Adjusted EBITDA for the full year ending December 29, 2012 and the first quarter ending March 31, 2012. These statements are neither promises nor guarantees, but are subject to a variety of risks and uncertainties, many of which are beyond our control, which could cause actual results to differ materially from those contemplated in these forward-looking statements. In particular, the risks and uncertainties include, among other things: our ability to operate in an emerging market, the financial strength of our customers and retailers, general economic conditions, our dependence on the U.S. federal government and government contracts, the timing of government contracts and orders, market acceptance of our products, changes in government policies or spending priorities, and competition. Existing and prospective investors are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. iRobot Corp. undertakes no obligation to update or revise the information contained in this press release, whether as a result of new information, future events or circumstances or otherwise. For additional disclosure regarding these and other risks faced by iRobot Corp., see the disclosure contained in our public filings with the Securities and Exchange Commission.

This release includes Adjusted EBITDA, a non-GAAP financial measure as defined by SEC Regulation G. We define Adjusted EBITDA as earnings before interest, taxes, depreciation and amortization, merger and acquisition expenses, net intellectual property litigation related activity, restructuring related expense, and non-cash stock compensation. A reconciliation between net income and Adjusted EBITDA are provided in the financial tables at the end of this press release.

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iRobot Corporation  
Consolidated Statement of Income  
(in thousands, except per share amounts)  
(unaudited)

	For the three months ended		For the twelve months ended	
	December 31, 2011	January 1, 2011	December 31, 2011	January 1, 2011
<b>Revenue</b>				
Product revenue	\$ 122,425	\$ 103,287	\$ 426,525	\$ 360,394
Contract revenue	8,343	10,708	38,975	40,558
Total	<u>130,768</u>	<u>113,995</u>	<u>465,500</u>	<u>400,952</u>
<b>Cost of Revenue</b>				
Product revenue	69,210	62,506	246,905	228,403
Contract revenue	5,473	6,001	26,477	27,117
Total	<u>74,683</u>	<u>68,507</u>	<u>273,382</u>	<u>255,520</u>
<b>Gross Margin</b>	56,085	45,488	192,118	145,432
<b>Operating Expense</b>				
Research & development	10,675	8,434	36,498	24,809
Selling & marketing	18,243	19,576	58,544	50,535
General & administrative	12,094	9,925	43,753	36,618
Total	<u>41,012</u>	<u>37,935</u>	<u>138,795</u>	<u>111,962</u>
<b>Operating income</b>	15,073	7,553	53,323	33,470
Other income (expense), net	(40)	136	218	504
<b>Pre-tax income</b>	15,033	7,689	53,541	33,974
Income tax expense	4,395	689	13,350	8,460
<b>Net income</b>	<u>\$ 10,638</u>	<u>\$ 7,000</u>	<u>\$ 40,191</u>	<u>\$ 25,514</u>
<b>Net income per common share:</b>				
Basic	\$ 0.39	\$ 0.27	\$ 1.50	\$ 1.00
Diluted	\$ 0.38	\$ 0.26	\$ 1.44	\$ 0.96
<b>Shares used in per common share calculations:</b>				
Basic	27,119	25,604	26,712	25,394
Diluted	28,147	26,798	27,924	26,468
<b>Stock-based compensation included in above figures:</b>				
Cost of product revenue	\$ 281	\$ 314	\$ 1,197	\$ 1,311
Cost of contract revenue	113	109	478	446
Research & development	262	237	743	725
Selling & marketing	211	276	724	1,161
General & administrative	1,531	1,197	5,642	4,522
Total	<u>\$ 2,398</u>	<u>\$ 2,133</u>	<u>\$ 8,784</u>	<u>\$ 8,165</u>

**iRobot Corporation**

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iRobot Corporation  
Condensed Consolidated Balance Sheet  
(unaudited, in thousands)

	<u>December 31,</u> 2011	<u>January 1,</u> 2011
<b>Assets</b>		
Cash and equivalents	\$ 166,308	\$108,383
Short term investments	17,811	13,928
Accounts receivable, net	43,338	34,056
Unbilled revenues	2,362	4,012
Inventory	31,089	27,160
Deferred tax assets	15,344	12,917
Other current assets	7,928	6,137
Total current assets	<u>284,180</u>	<u>206,593</u>
Property, plant and equipment, net	29,029	25,620
Deferred tax assets	6,127	8,338
Other assets	12,877	13,780
<b>Total assets</b>	<b><u>\$ 332,213</u></b>	<b><u>\$254,331</u></b>
<b>Liabilities and stockholders' equity</b>		
Accounts payable	\$ 48,406	\$ 38,689
Accrued expenses	17,188	15,790
Accrued compensation	17,879	17,827
Deferred revenue and customer advances	1,527	3,534
Total current liabilities	<u>85,000</u>	<u>75,840</u>
Long term liabilities	4,255	3,584
Stockholders' equity	242,958	174,907
<b>Total liabilities and stockholders' equity</b>	<b><u>\$ 332,213</u></b>	<b><u>\$254,331</u></b>

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iRobot Corporation  
Consolidated Statement of Cash Flows  
(unaudited, in thousands)

	For the three months ended		For the twelve months ended	
	December 31, 2011	January 1, 2011	December 31, 2011	January 1, 2011
<b>Cash flows from operating activities:</b>				
Net income	\$ 10,638	\$ 7,000	\$ 40,191	\$ 25,514
<b>Adjustments to reconcile net income to net cash provided by operating activities:</b>				
Depreciation and amortization	3,075	1,868	10,312	7,541
Loss on disposal of property and equipment	123	87	599	204
Stock-based compensation	2,398	2,133	8,784	8,165
Deferred income taxes, net	(295)	(1,986)	6,154	(4,998)
Tax benefit of excess stock based compensation deductions	(915)	(1,767)	(6,917)	(2,622)
Non-cash director deferred compensation	36	33	162	132
<b>Changes in operating assets and liabilities — (use) source</b>				
Accounts receivable	(1,938)	(6,262)	(9,282)	1,115
Unbilled revenue	5,537	(1,478)	1,650	(2,181)
Inventory	900	6,809	(3,929)	5,246
Other assets	4,729	(3,092)	(1,843)	(2,082)
Accounts payable	7,884	3,012	9,717	8,130
Accrued expenses	1,951	1,810	1,421	1,495
Accrued compensation	2,834	4,710	52	4,302
Deferred revenue	(831)	1,511	(2,007)	(374)
Change in long term liabilities	528	(108)	671	(430)
Net cash provided by operating activities	<u>36,654</u>	<u>14,280</u>	<u>55,735</u>	<u>49,157</u>
<b>Cash flows from investing activities:</b>				
Purchase of property and equipment	(2,654)	(5,060)	(13,011)	(12,597)
Purchases of investments	(4,189)	—	(9,189)	(30,461)
Sales of investments	—	2,500	5,000	21,500
Net cash used in investing activities	<u>(6,843)</u>	<u>(2,560)</u>	<u>(17,200)</u>	<u>(21,558)</u>
<b>Cash flows from financing activities:</b>				
Proceeds from stock option exercises	4,003	4,293	13,401	6,590
Income tax withholding payment associated with restricted stock vesting	(83)	—	(928)	(284)
Tax benefit of excess stock based compensation deductions	915	1,767	6,917	2,622
Net cash provided by financing activities	<u>4,835</u>	<u>6,060</u>	<u>19,390</u>	<u>8,928</u>
Net increase in cash and cash equivalents	34,646	17,780	57,925	36,527
Cash and cash equivalents, at beginning of period	131,662	90,603	108,383	71,856
Cash and cash equivalents, at end of period	<u>\$ 166,308</u>	<u>\$ 108,383</u>	<u>\$ 166,308</u>	<u>\$ 108,383</u>

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iRobot Corporation  
Supplemental Information  
(unaudited)

	For the three months ended		For the twelve months ended	
	December 31, 2011	January 1, 2011	December 31, 2011	January 1, 2011
<b>Revenue: *</b>				
Home Robots	\$ 74,435	\$69,247	\$ 278,551	\$229,348
Domestic	\$ 24,371	\$24,841	\$ 82,787	\$ 77,918
International	\$ 50,064	\$44,406	\$ 195,764	\$151,430
Government & Industrial	\$ 56,333	\$44,748	\$ 186,949	\$171,604
Domestic	\$ 51,458	\$41,779	\$ 170,968	\$154,404
International	\$ 4,875	\$ 2,969	\$ 15,981	\$ 17,200
Product	\$ 47,990	\$34,040	\$ 147,974	\$131,046
Contract	\$ 8,343	\$10,708	\$ 38,975	\$ 40,558
Product Life Cycle	\$ 10,974	\$11,490	\$ 42,579	\$ 38,101
<b>Gross Margin Percent:</b>				
Home Robots	45.8%	42.4%	45.2%	40.0%
Government & Industrial	39.0%	36.0%	35.5%	31.3%
Total Company	42.9%	39.9%	41.3%	36.3%
<b>Units shipped:</b>				
Home Robots *	358	380	1,371	1,269
Government & Industrial	273	169	773	871
<b>Average gross selling prices for robot units:</b>				
Home Robots	\$ 218	\$ 194	\$ 207	\$ 189
Government & Industrial *	\$ 132	\$ 133	\$ 136	\$ 107
Government & Industrial Funded Product Backlog *	\$ 7,600	\$23,869	\$ 7,600	\$ 23,869
Days sales outstanding	32	30	32	30
Days in inventory	41	40	41	40
Headcount	619	657	619	657

\* in thousands

**iRobot Corporation**

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iRobot Corporation  
Adjusted EBITDA Reconciliation to GAAP  
(unaudited, in thousands)

	For the three months ended		For the twelve months ended	
	December 31, 2011	January 1, 2011	December 31, 2011	January 1, 2011
Net income	\$ 10,638	\$ 7,000	\$ 40,191	\$ 25,514
Interest income, net	(212)	(193)	(967)	(765)
Income tax expense	4,395	689	13,350	8,460
Depreciation	2,387	1,741	9,002	7,002
Amortization	688	127	1,310	539
EBITDA	17,896	9,364	62,886	40,750
Stock-based compensation expense	2,398	2,133	8,784	8,165
Merger and acquisition expense	11	73	41	205
Net intellectual property litigation expense	116	110	287	181
Restructuring expense	914	—	1,015	—
Adjusted EBITDA	<u>\$ 21,335</u>	<u>\$ 11,680</u>	<u>\$ 73,013</u>	<u>\$ 49,301</u>

Use of Non-GAAP Financial Measures

In evaluating its business, iRobot considers and uses Adjusted EBITDA as a supplemental measure of its operating performance. The Company defines Adjusted EBITDA as earnings before interest, taxes, depreciation and amortization, merger and acquisition expenses, net intellectual property litigation expenses, restructuring expenses and non-cash stock compensation. The Company also presents Adjusted EBITDA because it believes it is frequently used by securities analysts, investors and other interested parties as a measure of financial performance.

The term Adjusted EBITDA is not defined under U.S. generally accepted accounting principles, or U.S. GAAP, and is not a measure of operating income, operating performance or liquidity presented in accordance with U.S. GAAP. Adjusted EBITDA has limitations as an analytical tool, and when assessing the Company's operating performance, investors should not consider Adjusted EBITDA in isolation, or as a substitute for net income (loss) or other consolidated income statement data prepared in accordance with U.S. GAAP. Among other things, Adjusted EBITDA does not reflect the Company's actual cash expenditures. Other companies may calculate similar measures differently than iRobot, limiting their usefulness as comparative tools. iRobot compensates for these limitations by relying primarily on its GAAP results and using Adjusted EBITDA only supplementally.

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iRobot Corporation  
Non-GAAP Net Income and Earnings Per Share Reconciliations to GAAP  
(in thousands, except per share amounts)  
(unaudited)

	For the three months ended		For the twelve months ended	
	December 31, 2011	January 1, 2011	December 31, 2011	January 1, 2011
GAAP net income	\$ 10,638	\$ 7,000	\$ 40,191	\$ 25,514
Less one-time net income tax benefit associated with release of state deferred tax asset valuation allowance	—	—	—	(2,259)
Less one-time net income tax benefit associated with Section 199 deductions and R&D tax credit true-ups	—	—	(3,455)	—
Non-GAAP net income	<u>\$ 10,638</u>	<u>\$ 7,000</u>	<u>\$ 36,736</u>	<u>\$ 23,255</u>
GAAP net income per common share:				
Basic	\$ 0.39	\$ 0.27	\$ 1.50	\$ 1.00
Diluted	\$ 0.38	\$ 0.26	\$ 1.44	\$ 0.96
Less one-time net income tax benefit associated with release of state deferred tax asset valuation allowance				
Basic	\$ —	\$ —	\$ —	\$ (0.08)
Diluted	\$ —	\$ —	\$ —	\$ (0.08)
Less one-time net income tax benefit associated with Section 199 deductions and R&D tax credit true-ups				
Basic	\$ —	\$ —	\$ (0.12)	\$ —
Diluted	\$ —	\$ —	\$ (0.12)	\$ —
Non-GAAP net income per common share:				
Basic	\$ 0.39	\$ 0.27	\$ 1.38	\$ 0.92
Diluted	\$ 0.38	\$ 0.26	\$ 1.32	\$ 0.88
Shares used in Per Common Share Calculations:				
Basic	27,119	25,604	26,712	25,394
Diluted	28,147	26,798	27,924	26,468

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