

**UNITED STATES  
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) **July 19, 2012**

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**Align Technology**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-32259**  
(Commission File Number)

**94-3267295**  
(IRS Employer Identification No.)

**2560 Orchard Parkway, San Jose, California**  
(Address of principal executive offices)

**95131**  
(Zip Code)

Registrant's telephone number, including area code: **(408) 470-1000**

Not applicable  
(Former name or former address, if changed since last report)

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:

- 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 July 19, 2012, Align Technology, Inc. ("Align") is issuing a press release and holding a conference call regarding its financial results for its second quarter ended June 30, 2012. The full text of the press release is furnished as Exhibit 99.1 to this Form 8-K.

This information shall not be deemed "filed" for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Align is making reference to non-GAAP financial information in both the press release and the conference call. A reconciliation of non-GAAP financial measures contained in the attached press release to the comparable GAAP financial measures is contained in the attached press release and a reconciliation of these and certain other non-GAAP financial information provided on the conference call (to the extent not reconciled on such call) is contained on the Investor Relations section of our website at investor.aligntech.com.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release of Align Technology, Inc. dated July 19, 2012

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## SIGNATURE

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.

**Align Technology**

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(Registrant)

/s/ **ROGER E. GEORGE**

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**July 19, 2012**

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(Date)

Roger E. George

*Vice President, Legal and Corporate Affairs and General Counsel*

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## INDEX TO EXHIBITS

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release of Align Technology, Inc. dated July 19, 2012

## Align Technology Announces Second Quarter Fiscal Year 2012 Results

- Q2 net revenues of \$145.6 million increased 7.8% sequentially and 21.3% year-over-year
- Q2 Invisalign clear aligner revenue of \$133.7 million increased 8.4% sequentially and 17.6% year-over-year
- Q2 Invisalign case shipments of 95.3 thousand increased 11.7% sequentially and 25.3% year-over-year
- Q2 scanner and CAD/CAM services revenue of \$11.9 million increased 1.8% sequentially
- Q2 diluted EPS was \$0.34

SAN JOSE, Calif., July 19, 2012 (GLOBE NEWSWIRE) -- Align Technology, Inc. (Nasdaq:ALGN) today reported financial results for the second quarter of fiscal 2012 ended June 30, 2012.

Total net revenues for the second quarter of fiscal 2012 (Q2 12) were \$145.6 million. This is compared to \$135.1 million reported in the first quarter of 2012 (Q1 12) and compared to \$120.1 million reported in the second quarter of 2011 (Q2 11). Q2 12 Invisalign clear aligner revenue of \$133.7 million increased 8.4% sequentially and 17.6% year-over-year. Q2 12 Invisalign clear aligner case shipments of 95.3 thousand increased 11.7% sequentially and 25.3% year-over-year. Q2 12 scanner and CAD/CAM services revenue was \$11.9 million, compared to \$11.8 million in Q1 12 and compared to \$6.4 million in Q2 11. Q2 11 includes two months of scanner and CAD/CAM services financial results from the acquisition of Cadent Holdings, Inc. which closed on April 29, 2011.

"The second quarter was another great one for Align and I'm pleased to report strong results for revenue, operating margin and EPS – all better than our outlook," said Thomas M. Prescott, Align president and CEO. "During the quarter strong Invisalign volume grew across all products and customer channels reflecting continued increased Invisalign utilization." Prescott continued, "Our scanner business in North America also grew nicely this quarter and continues to exceed our expectations, while scanner sales in Europe remain challenging and our disappointing results there continue."

Net profit for Q2 12 was \$28.5 million, or \$0.34 per diluted share. This is compared to net profit of \$21.0 million, or \$0.26 per diluted share in Q1 12 and net profit of \$11.2 million, or \$0.14 per diluted share in Q2 11. Net profit for Q2 12 includes pre-tax acquisition and integration related costs of \$0.3 million, pre-tax amortization of acquired intangible assets of \$1.1 million, pre-tax severance and benefit costs of \$0.2 million with a total income tax-related adjustment of \$1.5 million. Net profit for Q1 12 includes pre-tax acquisition and integration related costs of \$0.7 million, pre-tax amortization of acquired intangible assets of \$1.1 million, pre-tax severance and benefit costs of \$0.5 million with a total income tax-related adjustment of \$1.2 million. Net profit for Q2 11 includes pre-tax acquisition and integration related costs of \$5.9 million, pre-tax amortization of acquired intangible assets of \$0.8 million, with a total income tax-related adjustment of \$1.6 million.

To supplement our consolidated financial statements, we use the following non-GAAP financial measures: non-GAAP gross profit, non-GAAP operating expense, non-GAAP operating margin, non-GAAP net profit, non-GAAP earnings per share, EBITDA and adjusted EBITDA. Detailed reconciliations between GAAP and non-GAAP information are contained in the tables following the financial tables of this release.

Non-GAAP net profit for Q2 12 was \$28.6 million, or \$0.34 per diluted share. This is compared to non-GAAP net profit of \$22.1 million, or \$0.27 per diluted share in Q1 12 and non-GAAP net profit of \$16.3 million, or \$0.20 per diluted share in Q2 11.

### Q2 12 Operating Results (\$M)

Key GAAP Operating Results	Q2 12	Q1 12	Q2 11
Revenue	\$ 145.6	\$ 135.1	\$ 120.1
- Clear Aligner	\$ 133.7	\$ 123.3	\$ 113.6
- Scanner and CAD/CAM Services	\$ 11.9	\$ 11.8	\$ 6.4
Gross Margin	74.7%	74.6%	75.9%
- Clear Aligner	79.0%	79.0%	78.4%
- Scanner and CAD/CAM Services	26.6%	28.7%	32.5%
Operating Expense	\$ 72.8	\$ 72.8	\$ 74.5
Operating Margin	24.7%	20.7%	13.8%
Net Profit	\$ 28.5	\$ 21.0	\$ 11.2
Earnings Per Diluted Share (EPS)	\$ 0.34	\$ 0.26	\$ 0.14
<b>Key Non-GAAP Operating Results</b>	<b>Q2 12</b>	<b>Q1 12</b>	<b>Q2 11</b>
Non-GAAP Gross Margin	75.0%	75.1%	76.1%
- Non-GAAP Clear Aligner	79.0%	79.0%	78.4%
- Non-GAAP Scanner & CAD/CAM Services	30.3%	34.6%	36.2%
Non-GAAP Operating Expense	\$ 71.6	\$ 71.1	\$ 68.1
Non-GAAP Operating Margin	25.8%	22.4%	19.4%

Non-GAAP Net Profit	\$ 28.6	\$ 22.1	\$ 16.3
Non-GAAP Earnings Per Diluted Share (EPS)	\$ 0.34	\$ 0.27	\$ 0.20
EBITDA	\$ 40.8	\$ 31.1	\$ 20.9
Adjusted EBITDA	\$ 41.3	\$ 32.2	\$ 26.8

Total stock-based compensation expense included in Q2 12 was \$5.3 million compared to \$4.9 million in Q1 12 and \$5.0 million in Q2 11. Stock based compensation expense included in GAAP gross margin in Q2 12, Q1 12 and Q2 11 was \$0.5 million. Stock-based compensation expense included in GAAP operating expense in Q2 12 was \$4.8 million compared to \$4.4 million in Q1 12 and \$4.5 million in Q2 11.

### Liquidity and Capital Resources

As of June 30, 2012, Align Technology had \$304.0 million in cash, cash equivalents, and marketable securities compared to \$248.1 million as of December 31, 2011.

### Q3 Fiscal 2012 Business Outlook

For the third quarter of fiscal 2012 (Q3 12), Align Technology expects net revenues to be in a range of \$136.8 million to \$140.8 million. Invisalign clear aligner case shipments for Q3 12 are expected to be in a range of 94.8 to 96.3 thousand cases, which reflect a year-over-year increase of 19.5% to 21.3%. GAAP earnings per diluted share for Q3 12 is expected to be in a range of \$0.26 to \$0.28. Non-GAAP earnings per diluted share for Q3 12 is expected to be in a range of \$0.27 to \$0.29. A more comprehensive business outlook is available following the financial tables of this release.

Commenting on Align's Q3 12 business outlook, Ken Arola, Align CFO said, "Total net revenues for the third quarter of 2012 will be impacted by lower Invisalign ASPs resulting from revenue deferrals associated with the Invisalign Teen/Vivera Retainer promotion, Advantage volume rebates, and headwinds from foreign exchange rates. Our Q3 12 outlook for Invisalign case shipment growth of 19.5% to 21.3% year-over-year is an important metric pointing to the continued progress and strength of the business."

### Align Web Cast and Conference Call

Align Technology will host a conference call today, July 19, 2012 at 4:30 p.m. ET, 1:30 p.m. PT, to review its second quarter fiscal 2012 results, discuss future operating trends and business outlook. The conference call will also be web cast live via the Internet. To access the web cast, go to the "Events & Presentations" section under Company Information on Align Technology's Investor Relations web site at <http://investor.aligntech.com>. To access the conference call, please dial 201-689-8261 approximately fifteen minutes prior to the start of the call. If you are unable to listen to the call, an archived web cast will be available beginning approximately one hour after the call's conclusion and will remain available for approximately 12 months. Additionally, a telephonic replay of the call can be accessed by dialing 877-660-6853 with account number 292 followed by # and conference number 396846 followed by #. The replay must be accessed from international locations by dialing 201-612-7415 and using the same account and conference numbers referenced above. The telephonic replay will be available through 5:30 p.m. ET on July 26, 2012.

### About Align Technology, Inc.

Align Technology designs, manufactures and markets Invisalign, a proprietary method for treating malocclusion, or the misalignment of teeth. Invisalign corrects malocclusion using a series of clear, nearly invisible, removable appliances that gently move teeth to a desired final position. Because it does not rely on the use of metal or ceramic brackets and wires, Invisalign significantly reduces the aesthetic and other limitations associated with braces. Invisalign is appropriate for treating adults and teens. Align Technology was founded in March 1997 and received FDA clearance to market Invisalign in 1998. The Invisalign product family includes Invisalign, Invisalign Teen, Invisalign Assist, Invisalign Express 10, Invisalign Express 5, and Vivera Retainers. To learn more about Invisalign or to find an Invisalign trained doctor in your area, please visit [www.invisalign.com](http://www.invisalign.com).

Cadent Holdings, Inc. is a subsidiary of Align Technology and is a leading provider of 3D digital scanning solutions for orthodontics and dentistry. The Cadent family of products includes iTero and iOC scanning systems, OrthoCAD iCast, OrthoCAD iQ and OrthoCAD iRecord. For additional information, please visit [www.cadentinc.com](http://www.cadentinc.com).

### About non-GAAP Financial Measures

To supplement our consolidated financial statements and our business outlook, we use the following non-GAAP financial measures: non-GAAP gross profit, non-GAAP operating expenses, non-GAAP profit from operations, non-GAAP net profit and non-GAAP earnings per share, which exclude, as applicable, acquisition and integration related costs, amortization of acquired intangible assets, severance and benefit costs, and any related income tax-related adjustments, and EBITDA and adjusted EBITDA. The presentation of this financial information is not intended to be considered in isolation, or as a substitute for, or superior to, the financial information prepared and presented in accordance with GAAP.

We use these non-GAAP financial measures for financial and operational decision making and as a means to evaluate period-to-period comparisons. Our management believes that these non-GAAP financial measures provide meaningful supplemental information regarding our "core operating performance". Management believes that "core operating performance" represents

Align's performance in the ordinary, ongoing and customary course of its operations. Accordingly, management excludes from "core operating performance" certain expenditures and other items that may not be indicative of our operating performance including discrete cash and non-cash charges that are infrequent or one-time in nature. We believe that both management and investors benefit from referring to these non-GAAP financial measures in assessing our performance and when planning, forecasting and analyzing future periods. These non-GAAP financial measures also facilitate management's internal evaluation of period-to-period comparisons. We believe these non-GAAP financial measures are useful to investors both because (1) they allow for greater transparency with respect to key metrics used by management in its financial and operational decision making and (2) they are provided to and used by our institutional investors and the analyst community to facilitate comparisons with prior and subsequent reporting periods. A reconciliation of the GAAP and non-GAAP financial measures for the quarter and year and a more detailed explanation of each non-GAAP financial measure and its uses are provided in the footnotes to the table captioned "Reconciliation of GAAP to non-GAAP Key Financial Metrics" and "Business Outlook Summary" included at the end of this release.

### Forward-Looking Statement

This news release, including the tables below, contains forward-looking statements, including statements regarding certain business metrics for the second quarter of 2012, including anticipated net revenue, gross margin, operating expense, operating income, earnings per share, case shipments and cash. Forward-looking statements contained in this news release and the tables below relating to expectations about future events or results are based upon information available to Align as of the date hereof. Readers are cautioned that these forward-looking statements are only predictions and are subject to risks, uncertainties and assumptions that are difficult to predict. As a result, actual results may differ materially and adversely from those expressed in any forward-looking statement. Factors that might cause such a difference include, but are not limited to, difficulties predicting customer and consumer purchasing behavior, the willingness and ability of our customers to maintain and/or increase utilization in sufficient numbers, the possibility that the development and release of new products does not proceed in accordance with the anticipated timeline, the possibility that the market for the sale of these new products may not develop as expected, the risks relating to Align's ability to sustain or increase profitability or revenue growth in future periods while controlling expenses, growth related risks, including capacity constraints and pressure on our internal systems and personnel, our ability to successfully achieve the anticipated benefits from the acquisition of Cadent Holdings, Inc., continued customer demand for our existing and new products, changes in consumer spending habits as a result of, among other things, prevailing economic conditions, levels of employment, salaries and wages and consumer confidence, the timing of case submissions from our doctors within a quarter, acceptance of our products by consumers and dental professionals, foreign operational, political and other risks relating to Align's international manufacturing operations, Align's ability to protect its intellectual property rights, continued compliance with regulatory requirements, competition from existing and new competitors, Align's ability to develop and successfully introduce new products and product enhancements, and the loss of key personnel. These and other risks are detailed from time to time in Align's periodic reports filed with the Securities and Exchange Commission, including, but not limited to, its Annual Report on Form 10-K for the fiscal year ended December 31, 2011, which was filed with the Securities and Exchange Commission on February 29, 2012. Align undertakes no obligation to revise or update publicly any forward-looking statements for any reason.

ALIGN TECHNOLOGY, INC.

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands, except per share data)

	<u>Three Months Ended</u>		<u>Six Months Ended</u>	
	<u>June 30, 2012</u>	<u>June 30, 2011</u>	<u>June 30, 2012</u>	<u>June 30, 2011</u>
Net revenues	\$ 145,626	120,086	\$ 280,705	224,942
Cost of revenues	<u>36,826</u>	<u>28,949</u>	<u>71,145</u>	<u>51,579</u>
Gross profit	<u>108,800</u>	<u>91,137</u>	<u>209,560</u>	<u>173,363</u>
Operating expenses:				
Sales and marketing	39,087	38,586	77,804	71,407
General and administrative	22,152	26,094	44,778	45,086
Research and development	10,680	9,270	21,206	18,660
Amortization of acquired intangible assets	<u>869</u>	<u>592</u>	<u>1,754</u>	<u>592</u>
Total operating expenses	<u>72,788</u>	<u>74,542</u>	<u>145,542</u>	<u>135,745</u>
Profit from operations	36,012	16,595	64,018	37,618
Interest and other income (expense), net	<u>541</u>	<u>(306)</u>	<u>(271)</u>	<u>(217)</u>
Profit before income taxes	36,553	16,289	63,747	37,401

Provision for income taxes	<u>8,061</u>	<u>5,127</u>	<u>14,271</u>	<u>10,398</u>
Net profit	<u>\$ 28,492</u>	<u>\$ 11,162</u>	<u>\$ 49,476</u>	<u>\$ 27,003</u>
Net profit per share				
- basic	<u>\$ 0.35</u>	<u>\$ 0.14</u>	<u>\$ 0.62</u>	<u>\$ 0.35</u>
- diluted	<u>\$ 0.34</u>	<u>\$ 0.14</u>	<u>\$ 0.60</u>	<u>\$ 0.34</u>
Shares used in computing net profit per share				
- basic	<u>80,384</u>	<u>77,888</u>	<u>79,810</u>	<u>77,369</u>
- diluted	<u>82,954</u>	<u>80,321</u>	<u>82,446</u>	<u>79,903</u>

ALIGN TECHNOLOGY, INC.

UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS

(in thousands)

	<u>June 30, 2012</u>	<u>December 31, 2011</u>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 262,799	\$ 240,675
Restricted cash	1,178	4,026
Marketable securities, short-term	20,752	7,395
Accounts receivable, net	102,149	91,537
Inventories	14,623	9,402
Other current assets	<u>33,634</u>	<u>31,781</u>
Total current assets	435,135	384,816
Marketable securities, long-term	20,475	--
Property and equipment, net	72,207	53,965
Goodwill and intangible assets, net	183,728	185,405
Deferred tax asset	29,853	22,337
Other long-term assets	<u>2,765</u>	<u>2,741</u>
Total assets	<u>\$ 744,163</u>	<u>\$ 649,264</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 15,226	\$ 19,265
Accrued liabilities	69,207	76,600
Deferred revenue	<u>59,403</u>	<u>52,252</u>
Total current liabilities	143,836	148,117
Other long term liabilities	<u>14,032</u>	<u>10,366</u>
Total liabilities	157,868	158,483
Total stockholders' equity	<u>586,295</u>	<u>490,781</u>
Total liabilities and stockholders' equity	<u>\$ 744,163</u>	<u>\$ 649,264</u>

ALIGN TECHNOLOGY, INC.

RECONCILIATION OF GAAP TO NON-GAAP KEY FINANCIAL METRICS

**Reconciliation of GAAP to Non-GAAP Gross Profit**

(in thousands)

	<u>Three Months Ended</u>		
	<u>June 30, 2012</u>	<u>March 31, 2012</u>	<u>June 30, 2011</u>
GAAP Gross profit	\$108,800	\$100,760	\$91,137
Acquisition and integration costs related to cost of revenues (1)	72	134	57
Amortization of acquired intangible assets related to cost of revenues (2)	232	261	183
Severance and benefit costs related to cost of revenues(3)	<u>135</u>	<u>300</u>	<u>--</u>
Non-GAAP Gross profit	<u>\$109,239</u>	<u>\$101,455</u>	<u>\$91,377</u>

**Reconciliation of GAAP to Non-GAAP Gross Profit Scanner and CAD/CAM Services**

(in thousands)

	<u>Three Months Ended</u>		
	<u>June 30, 2012</u>	<u>March 31, 2012</u>	<u>June 30, 2011</u>
GAAP Scanner and CAD/CAM Services gross profit	\$ 3,183	\$ 3,371	\$ 2,090
Acquisition and integration costs related to cost of revenues (1)	72	134	57
Amortization of acquired intangible assets related to cost of revenues (2)	232	261	183
Severance and benefit costs related to cost of revenues(3)	<u>135</u>	<u>300</u>	<u>--</u>
Non-GAAP Gross profit	<u>\$ 3,622</u>	<u>\$ 4,066</u>	<u>\$ 2,330</u>

**Reconciliation of GAAP to Non-GAAP Operating Expenses**

(in thousands)

	<u>Three Months Ended</u>		
	<u>June 30, 2012</u>	<u>March 31, 2012</u>	<u>June 30, 2011</u>
GAAP Operating expenses	\$ 72,788	\$ 72,754	\$74,542
Acquisition and integration costs related to operating expenses (1)	(261)	(570)	(5,850)
Amortization of acquired intangible assets related to operating expenses (2)	(869)	(885)	(592)
Severance and benefit costs related to operating expenses (3)	<u>(49)</u>	<u>(152)</u>	<u>--</u>
Non-GAAP Operating expenses	<u>\$ 71,609</u>	<u>\$ 71,147</u>	<u>\$68,100</u>

**Reconciliation of GAAP to Non-GAAP Profit from Operations**

(in thousands)

	<u>Three Months Ended</u>		
	<u>June 30, 2012</u>	<u>March 31, 2012</u>	<u>June 30, 2011</u>
GAAP Profit from operations	\$ 36,012	\$ 28,006	\$16,595
Acquisition and integration costs (1)	333	704	5,907
Amortization of acquired intangible assets (2)	1,101	1,146	775
Severance and benefit costs (3)	<u>184</u>	<u>452</u>	<u>--</u>
Non-GAAP Profit from operations	<u>\$ 37,630</u>	<u>\$ 30,308</u>	<u>\$23,277</u>

**Reconciliation of GAAP to Non-GAAP Net Profit**

(in thousands, except per share amounts)

	<u>Three Months Ended</u>		
	<u>June 30, 2012</u>	<u>March 31, 2012</u>	<u>June 30, 2011</u>
GAAP Net profit	\$ 28,492	\$ 20,984	\$11,162
Acquisition and integration costs (1)	333	704	5,907
Amortization of acquired intangible assets (2)	1,101	1,146	775
Severance and benefit costs (3)	<u>184</u>	<u>452</u>	<u>--</u>

Income tax-related adjustments (4)	<u>(1,512)</u>	<u>(1,164)</u>	<u>(1,565)</u>
Non-GAAP Net profit	<u>\$ 28,598</u>	<u>\$ 22,122</u>	<u>\$16,279</u>
Diluted Net profit per share:			
GAAP	<u>\$ 0.34</u>	<u>\$ 0.26</u>	<u>\$ 0.14</u>
Non-GAAP	<u>\$ 0.34</u>	<u>\$ 0.27</u>	<u>\$ 0.20</u>
Shares used in computing diluted GAAP Net profit per share	<u>82,954</u>	<u>81,856</u>	<u>80,321</u>
Shares used in computing diluted Non-GAAP Net profit per share	<u>82,954</u>	<u>81,856</u>	<u>80,321</u>

#### Reconciliation of GAAP Net Profit to EBITDA Adjusted EBITDA

(in thousands)

	Three Months Ended		
	June 30, 2012	March 31, 2012	June 30, 2011
GAAP Net profit	\$ 28,492	\$ 20,984	\$11,162
Provision for income taxes	8,061	6,210	5,127
Depreciation and amortization (5)	<u>4,267</u>	<u>3,899</u>	<u>4,605</u>
EBITDA (6)	<u>40,820</u>	<u>31,093</u>	<u>20,894</u>
Adjustments or charges:			
Acquisition and integration related costs (1)	333	704	5,907
Severance and benefit costs (3)	<u>184</u>	<u>452</u>	<u>--</u>
EBITDA after adjustments (6)	<u>\$ 41,337</u>	<u>\$ 32,249</u>	<u>\$26,801</u>

(1) Acquisition costs and integration related. We have incurred acquisition-related and other expenses which include legal, banker, accounting and other advisory fees of third parties, retention bonuses, integration and professional fees. We do not engage in acquisitions in the ordinary course of business. We believe that it is important to understand these charges; however, we do not believe that these charges are indicative of future operating results. We believe that eliminating these expenses from our non-GAAP measures is useful because we generally would not have otherwise incurred such expenses in the periods presented as part of our continuing operations.

(2) Amortization of acquired intangible assets. When conducting internal development of intangible assets (including developed technology, customer relationships, trademarks, etc.), GAAP accounting rules require that we expense the costs as incurred. In the case of acquired businesses, however, we are required to allocate a portion of the purchase price to the accounting value assigned to intangible assets acquired and amortize this amount over the estimated useful lives of the acquired intangibles. The acquired company, in most cases, has itself previously expensed the costs incurred to develop the acquired intangible assets, and the purchase price allocated to these assets is not necessarily reflective of the cost we would incur in developing the intangible asset. We eliminate these amortization charges for our non-GAAP operating results to provide better comparability of pre and post-acquisition operating results and comparability to results of businesses utilizing internally developed intangible assets.

(3) Severance and benefits costs. These costs are related to the closure of our New Jersey operations and will be realized through the first three quarters of 2012. We have engaged in various restructuring and exit activities in 2011 and 2009 that have resulted in costs associated with severance and benefits. Such activity has been a discrete event based on a unique set of business objectives or circumstances, and each has differed from the others in terms of its operational implementation, business impact and scope. We do not engage in restructuring and/or exit activities in the ordinary course of business. We believe that it is important to understand these charges and, we believe that investors benefit from excluding these charges from our operating results to facilitate a more meaningful evaluation of current operating performance and comparisons to past operating performance.

(4) Income tax-related adjustments. Non-GAAP financial information for the quarter is adjusted for a tax rate equal to our annual estimated tax rate on non-GAAP income. This rate is based on our estimated annual GAAP income tax rate forecast, adjusted to account for items excluded from GAAP income in calculating the non-GAAP financial measures presented above. Our estimated tax rate on non-GAAP income is determined annually and may be re-calculated during the year to take into account events or trends that we believe materially impact the estimated annual rate.

(5) Includes the amortization of acquired intangible assets.

(6) EBITDA and adjusted EBITDA. We use EBITDA as a performance measure for benchmarking against our peers and competitors. We believe EBITDA is useful to investors because it is frequently used by securities analysts, investors and other interested parties to evaluate companies in the medical technology industry. We also use adjusted EBITDA which excludes certain special or non-recurring expenses, net of certain special or non-recurring benefits, detailed in the reconciliation tables that accompany this release, as an internal measure of business operating performance. We believe such financial measures provide a meaningful perspective of the underlying operating performance to our current business. EBITDA and adjusted EBITDA are not

recognized terms under GAAP. Because all companies do not calculate EBITDA and similarly titled financial measures in the same way, those measures as used by other companies may not be consistent with the way we calculate such measures and should not be considered as alternative measures of operating or net profit.

**ALIGN TECHNOLOGY**

**Q2 2012 EARNINGS RELEASE ADDITIONAL DATA**

**REVENUE PERFORMANCE AND CLEAR ALIGNER METRICS**

(in thousands except per share data)

	Q1 2011	Q2 2011	Q3 2011	Q4 2011	FISCAL 2011	Q1 2012	Q2 2012
<b><i>Invisalign Clear Aligner Revenues by Geography:</i></b>							
North America	\$ 74,258	\$ 79,755	\$ 79,678	\$ 81,789	\$ 315,480	\$ 86,871	\$ 92,997
North American Orthodontists	35,017	37,112	37,450	37,939	147,518	41,688	43,942
North American GP Dentists	39,241	42,643	42,228	43,850	167,962	45,183	49,055
International	25,179	27,898	28,346	30,054	111,477	29,700	32,883
Teen Deferred Revenue Release	--	--	--	--	--	--	--
Non-case*	5,419	5,994	6,254	7,089	24,756	6,757	7,789
Total Clear Aligner Revenue	<u>\$ 104,856</u>	<u>\$ 113,647</u>	<u>\$ 114,278</u>	<u>\$ 118,932</u>	<u>\$ 451,713</u>	<u>\$ 123,328</u>	<u>\$ 133,669</u>
YoY % growth	16.4%	5.0%	19.1%	28.0%	16.7%	17.6%	17.6%
QoQ % growth	12.9%	8.4%	0.6%	4.1%		3.7%	8.4%

\*includes Invisalign training, ancillary products, and retainers

***Invisalign Clear Aligner Revenues by Product:***

Invisalign Full	\$ 71,128	\$ 76,636	\$ 75,158	\$ 79,469	\$ 302,391	\$ 82,424	\$ 88,617
Invisalign Express/Lite	10,051	11,095	10,498	10,865	42,509	11,806	13,632
Invisalign Teen	11,876	12,817	15,393	14,443	54,529	15,148	16,380
Invisalign Assist	6,382	7,105	6,974	7,066	27,527	7,193	7,251
Non-case*	5,419	5,994	6,255	7,089	24,757	6,757	7,789
Total Clear Aligner Revenue	<u>\$ 104,856</u>	<u>\$ 113,647</u>	<u>\$ 114,278</u>	<u>\$ 118,932</u>	<u>\$ 451,713</u>	<u>\$ 123,328</u>	<u>\$ 133,669</u>

***Average Invisalign Selling Price (ASP), as billed:***

Total Worldwide Blended ASP	\$1,395	\$1,410	\$1,385	\$1,360	\$1,385	\$1,370	\$1,335
International ASP	\$1,555	\$1,660	\$1,560	\$1,530	\$1,575	\$1,485	\$1,455

***Invisalign Clear Aligner Cases Shipped by Geography:***

North America	55,180	59,230	61,190	62,990	238,585	65,280	72,685
North American Orthodontists	26,890	28,520	30,070	29,890	115,370	32,235	35,420
North American GP Dentists	28,290	30,710	31,120	33,100	123,215	33,045	37,265
International	16,190	16,790	18,170	19,600	70,750	19,985	22,595
Total Cases Shipped	<u>71,370</u>	<u>76,020</u>	<u>79,360</u>	<u>82,590</u>	<u>309,335</u>	<u>85,265</u>	<u>95,280</u>

***Invisalign Clear Aligner Cases Shipped by Product:***

Invisalign Full	48,110	51,100	51,360	55,700	206,270	57,145	62,510
Invisalign Express/Lite	10,500	11,310	11,020	11,385	44,215	12,855	15,300
Invisalign Teen	7,930	8,615	11,730	9,810	38,080	9,935	11,860
Invisalign Assist	4,830	4,995	5,250	5,695	20,770	5,330	5,610
Total Cases Shipped	<u>71,370</u>	<u>76,020</u>	<u>79,360</u>	<u>82,590</u>	<u>309,335</u>	<u>85,265</u>	<u>95,280</u>

***Number of Invisalign Doctors Cases Shipped to:***

North American Orthodontists	4,150	4,160	4,260	4,280	5,280	4,460	4,575
North American GP Dentists	10,250	10,665	11,040	10,875	17,305	11,365	12,120
International	4,150	4,260	4,590	4,795	7,625	5,085	5,480
Total Doctors Cases were Shipped to Worldwide	<u>18,550</u>	<u>19,085</u>	<u>19,890</u>	<u>19,950</u>	<u>30,210</u>	<u>20,910</u>	<u>22,175</u>

***Invisalign Doctor Utilization Rates\*:***

North American Orthodontists	6.5	6.9	7.1	7.0	21.9	7.2	7.7
North American GP Dentists	2.8	2.9	2.8	3.0	7.1	2.9	3.1
International	3.9	3.9	4.0	4.1	9.3	3.9	4.1

Total Utilization Rates	<u>3.9</u>	<u>4.0</u>	<u>4.0</u>	<u>4.1</u>	<u>10.2</u>	<u>4.1</u>	<u>4.3</u>
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\* # of cases shipped/# of doctors to whom cases were shipped

**Number of Invisalign Doctors Trained:**

North American Orthodontists	75	80	100	100	355	90	95
North American GP Dentists	715	765	630	855	2,960	720	995
International	165	520	855	970	2,510	715	965
Total Doctors Trained Worldwide	<u>955</u>	<u>1,365</u>	<u>1,585</u>	<u>1,925</u>	<u>5,825</u>	<u>1,525</u>	<u>2,055</u>
Total to Date Worldwide	<u>64,780</u>	<u>66,145</u>	<u>67,730</u>	<u>69,655</u>	<u>69,655</u>	<u>71,180</u>	<u>73,235</u>

**Scanner and CAD/CAM Services Revenue:**

North America Scanner and CAD/CAM Services	\$ --	\$ 5,241	\$ 9,098	\$ 9,611	\$ 23,950	\$ 11,120	\$ 11,752
International Scanner and CAD/CAM Services	--	1,198	2,518	362	4,078	631	205
Total Scanner and CAD/CAM Revenue	<u>\$ --</u>	<u>\$ 6,439</u>	<u>\$ 11,616</u>	<u>\$ 9,973</u>	<u>\$ 28,028</u>	<u>\$ 11,751</u>	<u>\$ 11,957</u>

Scanner Revenue	\$ --	\$ 2,735	\$ 5,420	\$ 5,228	\$ 13,383	\$ 5,361	\$ 6,032
CAD/CAM Services Revenue	--	3,704	6,196	4,745	14,645	6,390	5,925
Total Scanner and CAD/CAM Revenue	<u>\$ --</u>	<u>\$ 6,439</u>	<u>\$ 11,616</u>	<u>\$ 9,973</u>	<u>\$ 28,028</u>	<u>\$ 11,751</u>	<u>\$ 11,957</u>

**Total Revenue by Geography:**

Total North America Revenue	\$ 74,258	\$ 84,996	\$ 88,776	\$ 91,400	\$ 339,430	\$ 97,991	\$ 104,749
Total International Revenue	25,179	29,096	30,864	30,416	115,555	30,331	33,088
Total Non-case Revenue	5,419	5,994	6,254	7,089	24,756	6,757	7,789
Total Worldwide Revenue	<u>\$ 104,856</u>	<u>\$ 120,086</u>	<u>\$ 125,894</u>	<u>\$ 128,905</u>	<u>\$ 479,741</u>	<u>\$ 135,079</u>	<u>\$ 145,626</u>
YoY % growth	16.4%	11.0%	31.2%	38.8%	23.9%	28.8%	21.3%
QoQ % growth	12.9%	14.5%	4.8%	2.4%		4.8%	7.8%

Note: Historical public data may differ due to rounding. Additionally, rounding may effect totals.

ALIGN TECHNOLOGY, INC.  
BUSINESS OUTLOOK SUMMARY  
(unaudited)

The outlook figures provided below and elsewhere in this press release are approximate in nature since Align's business outlook is difficult to predict. Align's future performance involves numerous risks and uncertainties and the company's results could differ materially from the outlook provided. Some of the factors that could affect Align's future financial performance and business outlook are set forth under "Forward Looking Information" above in this press release.

**Financials**

(in millions, except per share amounts and percentages)

	Q3 2012		
	GAAP	Adjustment (a)	Non-GAAP
<b>Net Revenue</b>	\$136.8 - 140.8		\$136.8 - 140.8
<b>Gross Profit</b>	\$100.4 - \$104.0	\$0.3	\$100.7 - 104.3
<b>Gross Margin</b>	73.4% - 73.8%		73.6% - 74.1%
<b>Operating Expenses</b>	\$71.7 - \$72.4	\$1.1	\$70.6 - \$71.3
<b>Operating Margin</b>	21.0% - 22.4%		22.0% - 23.5%
<b>Net Income per Diluted Share</b>	\$0.26 - \$0.28	\$0.01	\$0.27 - \$0.29
<b>Stock Based Compensation Expense:</b>			
Cost of Revenues	\$0.5		\$0.5

Operating Expenses	\$5.1	\$5.1
Total Stock Based Compensation Expense	\$5.6	\$5.6

(a) Includes scanner and CAD/CAM services amortization of acquired intangibles assets, severance and benefit costs, and integration costs.

**Business Metrics:**

	<u>Q3 2012</u>
Invisalign Case Shipments	94.8K - 96.3K
Cash, Cash Equivalents, and Marketable Securities	\$345M - \$355M *
Capex	\$6.5M - \$8.0M
Depreciation & Amortization	\$4.4M - \$4.8M
Diluted Shares Outstanding	83.5M*

\* Excludes any stock repurchases during the quarter

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