ELECTRONIC ARTS INC.
Form 10-Q
November 05, 2013
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q

þ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the Quarterly Period Ended September 30, 2013
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 No. 000-17948
ELECTRONIC ARTS INC.
(Exact name of registrant as specified in its charter)

Delaware	94-2838567
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
209 Redwood Shores Parkway Redwood City, California	94065
(Address of principal executive offices)	(Zip Code)

(650) 628-1500
(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 þ 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 þ 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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	þ	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 þ

As of October 31, 2013, there were 309,122,532 shares of the Registrant's Common Stock, par value $0.01 per share, outstanding.

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PART I – FINANCIAL INFORMATION

Item 1. Condensed Consolidated Financial Statements (Unaudited)

ELECTRONIC ARTS INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)
(In millions, except par value data)

	September 30, 2013	March 31, 2013 [a]
ASSETS		
Current assets:		
Cash and cash equivalents	$1,090	$1,292
Short-term investments	328	388
Receivables, net of allowances of $117 and $200, respectively	594	312
Inventories	58	42
Deferred income taxes, net	51	52
Other current assets	219	239
Total current assets	2,340	2,325
Property and equipment, net	532	548
Goodwill	1,726	1,721
Acquisition-related intangibles, net	216	253
Deferred income taxes, net	48	53
Other assets	174	170
TOTAL ASSETS	$5,036	$5,070
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$208	$136
Accrued and other current liabilities	708	737
Deferred net revenue (online-enabled games)	935	1,044
Total current liabilities	1,851	1,917
0.75% convertible senior notes due 2016, net	570	559
Income tax obligations	207	205
Deferred income taxes, net	1	1
Other liabilities	121	121
Total liabilities	2,750	2,803
Commitments and contingencies (See Note 13)		
Stockholders' equity:		
Preferred stock, $0.01 par value. 10 shares authorized	—	—
Common stock, $0.01 par value. 1,000 shares authorized; 309 and 302 shares issued and outstanding, respectively	3	3
Paid-in capital	2,251	2,174
Retained earnings (accumulated deficit)	(30)	21
Accumulated other comprehensive income	62	69
Total stockholders' equity	2,286	2,267
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$5,036	$5,070

See accompanying Notes to Condensed Consolidated Financial Statements (unaudited).

(a) Derived from audited consolidated financial statements.

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ELECTRONIC ARTS INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)	Three Months Ended September 30,		Six Months Ended September 30,	
(In millions, except per share data)	2013	2012	2013	2012
Net revenue:				
Product	$350	$481	$893	$1,183
Service and other	345	230	751	483
Total net revenue	695	711	1,644	1,666
Cost of revenue:				
Product	341	371	471	503
Service and other	72	74	136	147
Total cost of revenue	413	445	607	650
Gross profit	282	266	1,037	1,016
Operating expenses:				
Research and development	283	306	561	588
Marketing and sales	164	219	311	370
General and administrative	129	100	214	188
Acquisition-related contingent consideration	(44)	—	(37)	(20)
Amortization of intangibles	4	7	8	14
Restructuring and other charges	(2)	(2)	(1)	25
Total operating expenses	534	630	1,056	1,165
Operating loss	(252)	(364)	(19)	(149)
Interest and other income (expense), net	(8)	(4)	(13)	(9)
Loss before provision for income taxes	(260)	(368)	(32)	(158)
Provision for income taxes	13	13	19	22
Net loss	$(273)	$(381)	$(51)	$(180)
Net loss per share:				
Basic and Diluted	$(0.89)	$(1.21)	$(0.17)	$(0.57)
Number of shares used in computation:				
Basic and Diluted	308	316	306	317

See accompanying Notes to Condensed Consolidated Financial Statements (unaudited).

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ELECTRONIC ARTS INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS

(Unaudited)	Three Months Ended September 30,		Six Months Ended September 30,	
(In millions)	2013	2012	2013	2012
Net loss	$(273)	$(381)	$(51)	$(180)
Other comprehensive income (loss), net of tax:				
Change in unrealized gains and losses on available-for-sale securities	1	17	—	(25)
Change in unrealized losses on derivative instruments	(9)	(3)	(11)	(2)
Reclassification adjustment for realized losses on derivative instruments	—	1	2	1
Foreign currency translation adjustments	14	19	2	2
Total other comprehensive income (loss), net of tax	6	34	(7)	(24)
Total comprehensive loss	$(267)	$(347)	$(58)	$(204)

See accompanying Notes to Condensed Consolidated Financial Statements (unaudited).

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ELECTRONIC ARTS INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)	Six Months Ended September 30,	
(In millions)	2013	2012
OPERATING ACTIVITIES		
Net loss	$(51)	$(180)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation, amortization and accretion, net	112	112
Stock-based compensation	71	83
Acquisition-related contingent consideration	(37)	(20)
Non-cash restructuring charges	—	7
Change in assets and liabilities:		
Receivables, net	(278)	(274)
Inventories	(15)	(13)
Other assets	8	—
Accounts payable	77	9
Accrued and other liabilities	(37)	109
Deferred income taxes, net	5	(10)
Deferred net revenue (online-enabled games)	(109)	(95)
Net cash used in operating activities	(254)	(272)
INVESTING ACTIVITIES		
Capital expenditures	(53)	(56)
Proceeds from maturities and sales of short-term investments	250	280
Purchase of short-term investments	(191)	(197)
Acquisition-related restricted cash	—	25
Acquisition of subsidiaries, net of cash acquired	(5)	(10)
Net cash provided by investing activities	1	42
FINANCING ACTIVITIES		
Proceeds from issuance of common stock	50	18
Payment of debt issuance costs	—	(2)
Repurchase and retirement of common stock	—	(179)
Acquisition-related contingent consideration payment	(1)	(26)
Net cash provided by (used in) financing activities	49	(189)
Effect of foreign exchange on cash and cash equivalents	2	(3)
Decrease in cash and cash equivalents	(202)	(422)
Beginning cash and cash equivalents	1,292	1,293
Ending cash and cash equivalents	$1,090	$871
Supplemental cash flow information:		
Cash paid during the period for income taxes, net	$15	$17
Cash paid during the period for interest	$3	$2
Non-cash investing activities:		
Change in unrealized gains and losses on available-for-sale securities, net of taxes	$—	$(25)

See accompanying Notes to Condensed Consolidated Financial Statements (unaudited).

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ELECTRONIC ARTS INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

(1) DESCRIPTION OF BUSINESS AND BASIS OF PRESENTATION

We develop, market, publish and distribute game software content and services that can be played by consumers on a variety of platforms, including video game consoles (such as the Sony PLAYSTATION 3 and Microsoft Xbox 360), personal computers, mobile devices (such as the Apple iPhone and Google Android compatible phones), tablets and electronic readers (such as the Apple iPad and Amazon Kindle), and the Internet. Our ability to publish games across multiple platforms, through multiple distribution channels, and directly to consumers (online and wirelessly) has been, and will continue to be, a cornerstone of our product strategy. We have generated substantial growth in new business models and alternative revenue streams (such as subscription, micro-transactions, and advertising) based on the continued expansion of our online and wireless product and service offerings. Some of our games are based on our wholly-owned intellectual property (e.g., Battlefield, Mass Effect, Need for Speed, The Sims, Bejeweled, and Plants v. Zombies), and some of our games are based on content that we license from others (e.g., FIFA and Madden NFL). Our goal is to turn our core intellectual properties into year-round businesses available on a range of platforms. Our products and services may be purchased through physical and online retailers, platform providers such as console manufacturers and mobile carriers via digital downloads, as well as directly through our own online distribution platform Origin.

Our fiscal year is reported on a 52- or 53-week period that ends on the Saturday nearest March 31. Our results of operations for the fiscal years ending or ended, as the case may be, March 31, 2014 and 2013 contain 52 weeks each, and ends or ended, as the case may be, on March 29, 2014 and March 30, 2013, respectively. Our results of operations for the three and six months ended September 30, 2013 and 2012 contained 13 and 26 weeks each and ended on September 28, 2013 and September 29, 2012, respectively. For simplicity of disclosure, all fiscal periods are referred to as ending on a calendar month end.

The Condensed Consolidated Financial Statements are unaudited and reflect all adjustments (consisting only of normal recurring accruals unless otherwise indicated) that, in the opinion of management, are necessary for a fair presentation of the results for the interim periods presented. The preparation of these Condensed Consolidated Financial Statements requires management to make estimates and assumptions that affect the amounts reported in these Condensed Consolidated Financial Statements and accompanying notes. Actual results could differ materially from those estimates. The results of operations for the current interim periods are not necessarily indicative of results to be expected for the current year or any other period.

These Condensed Consolidated Financial Statements should be read in conjunction with the Consolidated Financial Statements and Notes thereto included in our Annual Report on Form 10-K for the fiscal year ended March 31, 2013, as filed with the United States Securities and Exchange Commission (“SEC”) on May 22, 2013.

Reclassifications

During the fourth quarter of fiscal year 2013, we reviewed our operating expenses and reclassified certain amounts, primarily headcount and facilities costs, to align with our current operating structure. As a result, we also reclassified the related prior year amounts within our Condensed Consolidated Statements of Operations for comparability purposes. These reclassifications did not affect the Company’s consolidated net revenue, gross profit, operating income, or net income. The effect of the reclassifications on the previously-reported Condensed Consolidated Statement of Operations is reflected in the table below:

	Three Months Ended September 30, 2012			Six Months Ended September 30, 2012		
	As Previously Reported	Change	Reclassified Balance	As Previously Reported	Change	Reclassified Balance
Operating expenses:						
Research and development	$314	$(8)	$306	$604	$(16)	$588
Marketing and sales	212	7	219	357	13	370

General and administrative	99	1	100	185	3	188

Impact of Recently Issued Accounting Standards

In July 2013, the FASB issued ASU 2013-11, Income Taxes (Topic 220): Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists. The amendments of this ASU require that entities that have an unrecognized tax benefit and a net operating loss carryforward or similar tax loss or tax credit carryforward in the same jurisdiction as the uncertain tax position present the unrecognized tax benefit as a reduction of the deferred tax asset for the loss or tax credit carryforward rather than as a liability when the uncertain tax position would reduce

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the loss or tax credit carryforward under the tax law. The disclosure requirements will be effective for annual periods (and interim periods within those annual periods) beginning after December 15, 2013, and will require prospective application. Early adoption is permitted. We expect to adopt this new standard in the first quarter of fiscal year 2015. While not yet quantified, we anticipate the adoption may have a material impact on the balance sheet only, resulting in equal reductions to both deferred tax assets and noncurrent income tax obligations.

(2) FAIR VALUE MEASUREMENTS

There are various valuation techniques used to estimate fair value, the primary one being the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining fair value, we consider the principal or most advantageous market in which we would transact and consider assumptions that market participants would use when pricing the asset or liability. We measure certain financial and nonfinancial assets and liabilities at fair value on a recurring and nonrecurring basis.

Fair Value Hierarchy

The three levels of inputs that may be 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 within Level 1, such as quoted prices for similar assets or liabilities, quoted prices in markets with insufficient volume or infrequent transactions (less active markets), or model-derived valuations in which all significant inputs are observable or can be derived principally from or corroborated with observable market data for substantially the full term of the assets or liabilities.
- Level 3. Unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of assets or liabilities.

Assets and Liabilities Measured at Fair Value on a Recurring Basis

As of September 30, 2013 and March 31, 2013, our assets and liabilities that were measured and recorded at fair value on a recurring basis were as follows (in millions):

		Fair Value Measurements at Reporting Date Using			
	As of September 30, 2013	Quoted Prices in Active Markets for Identical Financial Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance Sheet Classification
Assets					
Money market funds	$253	$253	$—	$—	Cash equivalents
Available-for-sale securities:					
Corporate bonds	179	—	179	—	Short-term investments
U.S. agency securities	58	—	58	—	Short-term investments
U.S. Treasury securities	54	54	—	—	Short-term investments
Commercial paper	42	—	42	—	Short-term investments and cash equivalents
Deferred compensation plan assets [a]	12	12	—	—	Other assets
Foreign currency derivatives	1	—	1	—	Other current assets
Total assets at fair value	$599	$319	$280	$—	
Liabilities					
Contingent consideration [b]	$2	$—	$—	$2	Accrued and other current liabilities and other liabilities
Foreign currency derivatives	4	—	4	—	

				Accrued and other current liabilities
Total liabilities at fair value	$6	$—	$4	$2

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	Fair Value Measurements Using Significant Unobservable Inputs (Level 3)
	Contingent Consideration
Balance as of March 31, 2013	$43
Change in fair value [c]	(37)
Payments [d]	(4)
Balance as of September 30, 2013	$2

		Fair Value Measurements at Reporting Date Using			
	As of March 31, 2013	Quoted Prices in Active Markets for Identical Financial Instruments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance Sheet Classification
Assets					
Money market funds	$469	$ 469	$ —	$ —	Cash equivalents
Available-for-sale securities:					
Corporate bonds	178	—	178	—	Short-term investments
U.S. agency securities	91	—	91	—	Short-term investments and cash equivalents
U.S. Treasury securities	88	88	—	—	Short-term investments and cash equivalents
Commercial paper	73	—	73	—	Short-term investments and cash equivalents
Deferred compensation plan assets [a]	11	11	—	—	Other assets
Foreign currency derivatives	6	—	6	—	Other current assets
Total assets at fair value	$916	$ 568	$ 348	$ —	
Liabilities					
Contingent consideration [b]	$43	$ —	$ —	$ 43	Accrued and other current liabilities and other liabilities
Total liabilities at fair value	$43	$ —	$ —	$ 43	

	Fair Value Measurements Using Significant Unobservable Inputs (Level 3)
	Contingent Consideration
Balance as of March 31, 2012	$112
Change in fair value [c]	(64)
Payment [d]	(5)
Balance as of March 31, 2013	$43

(a) The deferred compensation plan assets consist of various mutual funds.

The contingent consideration as of September 30, 2013 and March 31, 2013 represents the estimated fair value of the additional variable cash consideration payable primarily in connection with our acquisitions of PopCap Games, Inc. (“PopCap”), KlickNation Corporation (“KlickNation”), and Chillingo Limited (“Chillingo”) that are contingent upon the achievement of certain performance milestones. We estimated the fair value of the acquisition-related contingent consideration payable using probability-weighted discounted cash flow models, and applied a discount
(b) rate that appropriately captures the risk associated with the obligation. The weighted average of the discount rates used during the six months ended September 30, 2013 was 16 percent. The weighted average of the discount rates used during the fiscal year 2013 was 13 percent. The significant unobservable input used in the fair value measurement of the contingent consideration payable are forecasted earnings. Significant changes in forecasted earnings would result in a significantly higher or lower fair value measurement. At September 30, 2013 and March 31, 2013, the fair market

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value of acquisition-related contingent consideration totaled $2 million and $43 million, respectively, compared to a maximum potential payout of $560 million and $566 million, respectively.

(c) The change in fair value is reported as acquisition-related contingent consideration in our Condensed Consolidated Statements of Operations.

(d) During the six months ended September 30, 2013, we made payments totaling $4 million to settle certain performance milestones achieved in connection with one of our acquisitions. During fiscal year 2013, we made payments totaling $5 million to settle certain performance milestones achieved in connection with two of our acquisitions.

Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis

During the three and six months ended September 30, 2013, our assets that were measured and recorded at fair value on a nonrecurring basis and the related impairments on those assets were as follows (in millions):

	Net Carrying Value as of September 30, 2013	Fair Value Measurements Using			Total Impairments for the Three Months Ended September 30, 2013	Total Impairments for the Six Months Ended September 30, 2013
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)		
Assets						
Royalty-based asset	$—	$—	$—	$—	$ —	$ 17
Total impairments recorded for non-recurring measurements on assets held as of September 30, 2013					$ —	$ 17

During the six months ended September 30, 2013, we became aware of facts and circumstances that indicated that the carrying value of one of our royalty-based assets was not recoverable. The impairment charge is included in cost of revenue on our Condensed Consolidated Statements of Operations.

During the three and six months ended September 30, 2012, there were no material impairment charges for assets and liabilities measured at fair value on a nonrecurring basis in periods subsequent to initial recognition.

(3) FINANCIAL INSTRUMENTS

Cash and Cash Equivalents

As of September 30, 2013 and March 31, 2013, our cash and cash equivalents were $1,090 million and $1,292 million, respectively. Cash equivalents were valued at their carrying amounts as they approximate fair value due to the short maturities of these financial instruments.

Short-Term Investments

Short-term investments consisted of the following as of September 30, 2013 and March 31, 2013 (in millions):

	As of September 30, 2013				As of March 31, 2013			
	Cost or Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value	Cost or Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Corporate bonds	$178	$1	$—	$179	$177	$1	$—	$178
U.S. agency securities	58	—	—	58	76	—	—	76
U.S. Treasury securities	54	—	—	54	85	—	—	85
Commercial paper	37	—	—	37	49	—	—	49
Short-term investments	$327	$1	$—	$328	$387	$1	$—	$388

We evaluate our investments for impairment quarterly. Factors considered in the review of investments with an unrealized loss include the credit quality of the issuer, the duration that the fair value has been less than the adjusted cost basis, the severity of the impairment, the reason for the decline in value and potential recovery period, the financial condition and near-term prospects of the investees, our intent to sell and ability to hold the investment for a period of time sufficient to allow for any

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anticipated recovery in market value, and any contractual terms impacting the prepayment or settlement process. Based on our review, we did not consider these investments to be other-than-temporarily impaired as of September 30, 2013 and March 31, 2013.

The following table summarizes the amortized cost and fair value of our short-term investments, classified by stated maturity as of September 30, 2013 and March 31, 2013 (in millions):

	As of September 30, 2013		As of March 31, 2013	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Short-term investments				
Due in 1 year or less	$114	$114	$160	$160
Due in 1-2 years	98	99	126	127
Due in 2-3 years	109	109	101	101
Due in 3-4 years	6	6	—	—
Short-term investments	$327	$328	$387	$388

0.75% Convertible Senior Notes Due 2016

The following table summarizes the carrying value and fair value of our 0.75% Convertible Senior Notes due 2016 as of September 30, 2013 and March 31, 2013 (in millions):

	As of September 30, 2013		As of March 31, 2013	
	Carrying Value	Fair Value	Carrying Value	Fair Value
0.75% Convertible Senior Notes due 2016	$570	$692	$559	$614

The carrying value of the 0.75% Convertible Senior Notes due 2016 excludes the fair value of the equity conversion feature, which was classified as equity upon issuance, while the fair value is based on quoted market prices for the 0.75% Convertible Senior Notes due 2016, which includes the equity conversion feature. The fair value of the 0.75% Convertible Senior Notes due 2016 is classified as Level 2 within the fair value hierarchy. See Note 12 for additional information related to our 0.75% Convertible Senior Notes due 2016.

(4) DERIVATIVE FINANCIAL INSTRUMENTS

The assets or liabilities associated with our derivative instruments and hedging activities are recorded at fair value in other current assets or accrued and other current liabilities, respectively, on our Condensed Consolidated Balance Sheets. As discussed below, the accounting for gains and losses resulting from changes in fair value depends on the use of the derivative instrument and whether it is designated and qualifies for hedge accounting.

We transact business in various foreign currencies and have significant international sales and expenses denominated in foreign currencies, subjecting us to foreign currency risk. We purchase foreign currency forward and option contracts, generally with maturities of 12 months or less, to reduce the volatility of cash flows primarily related to forecasted revenue and expenses denominated in certain foreign currencies. Our cash flow risks are primarily related to fluctuations in the Euro, British pound sterling and Canadian dollar. In addition, we utilize foreign currency forward contracts to mitigate foreign exchange rate risk associated with foreign-currency-denominated monetary assets and liabilities, primarily intercompany receivables and payables. The foreign currency forward contracts not designated as hedging instruments generally have a contractual term of approximately 3 months or less and are transacted near month-end. At each quarter-end, the fair value of the foreign currency forward contracts generally is not significant. We do not use foreign currency option or foreign currency forward contracts for speculative or trading purposes.

Cash Flow Hedging Activities

Our foreign currency option and forward contracts are designated and qualify as cash flow hedges. The effectiveness of the cash flow hedge contracts, including time value, is assessed monthly using regression analysis, as well as other timing and probability criteria. To qualify for hedge accounting treatment, all hedging relationships are formally documented at the inception of the hedges and must be highly effective in offsetting changes to future cash flows on hedged transactions. The effective portion of gains or losses resulting from changes in the fair value of these hedges is

initially reported, net of tax, as a component of accumulated other comprehensive income in stockholders' equity. The gross amount of the effective portion of gains or losses resulting from changes in the fair value of these hedges is subsequently reclassified into net revenue or research

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and development expenses, as appropriate, in the period when the forecasted transaction is recognized in our Condensed Consolidated Statements of Operations. In the event that the gains or losses in accumulated other comprehensive income are deemed to be ineffective, the ineffective portion of gains or losses resulting from changes in fair value, if any, is reclassified to interest and other income (expense), net, in our Condensed Consolidated Statements of Operations. In the event that the underlying forecasted transactions do not occur, or it becomes remote that they will occur, within the defined hedge period, the gains or losses on the related cash flow hedges are reclassified from accumulated other comprehensive income to interest and other income (expense), net, in our Condensed Consolidated Statements of Operations. During the three and six months ended September 30, 2013 and 2012, we reclassified an immaterial amount of losses into interest and other income (expense), net. Total gross notional amounts and fair values for currency derivatives with cash flow hedge accounting designation are as follows:

	As of September 30, 2013			As of March 31, 2013		
	Notional Amount	Fair Value Asset	Liability	Notional Amount	Fair Value Asset	Liability
Option contracts to purchase	$49	$—	$—	$84	$—	$—
Forward contracts to purchase	35	1	—	—	—	—
Total	$84	$1	$—	$84	$—	$—
Option contracts to sell	$115	$—	$—	$149	$6	$—
Forward contracts to sell	115	—	4	—	—	—
Total	$230	$—	$4	$149	$6	$—

The net impact of the gains and losses from our cash flow hedging activities in our Condensed Consolidated Statements of Operations for the three and six months ended September 30, 2013 and 2012 was immaterial.

Balance Sheet Hedging Activities

Our foreign currency forward contracts that are not designated as hedging instruments are accounted for as derivatives whereby the fair value of the contracts are reported as other current assets or accrued and other current liabilities on our Condensed Consolidated Balance Sheets, and gains and losses resulting from changes in the fair value are reported in interest and other income (expense), net, in our Condensed Consolidated Statements of Operations. The gains and losses on these foreign currency forward contracts generally offset the gains and losses in the underlying foreign-currency-denominated monetary assets and liabilities, which are also reported in interest and other income (expense), net, in our Condensed Consolidated Statements of Operations. As of September 30, 2013, we had foreign currency forward contracts to purchase and sell approximately $337 million in foreign currencies. Of this amount, $301 million represented contracts to sell foreign currencies in exchange for U.S. dollars, $33 million to purchase foreign currency in exchange for U.S. dollars, and $3 million to sell foreign currency in exchange for British pounds sterling. As of March 31, 2013, we had foreign currency forward contracts to purchase and sell approximately $306 million in foreign currencies. Of this amount, $213 million represented contracts to sell foreign currencies in exchange for U.S. dollars, $87 million to purchase foreign currency in exchange for U.S. dollars, and $6 million to sell foreign currency in exchange for British pounds sterling. The fair value of our foreign currency forward contracts was measured using Level 2 inputs and was immaterial as of September 30, 2013 and March 31, 2013.

The effect of foreign currency forward contracts in our Condensed Consolidated Statements of Operations for the three and six months ended September 30, 2013 and 2012, was as follows (in millions):

		Amount of Gain (Loss) Recognized in Income on Derivative			
	Location of Gain (Loss) Recognized in Income on Derivative	Three Months Ended September 30,		Six Months Ended September 30,	
		2013	2012	2013	2012
Foreign currency forward contracts not designated as hedging instruments	Interest and other income (expense), net	$(5)	$(6)	$(5)	$1

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(5) ACCUMULATED OTHER COMPREHENSIVE INCOME

The changes in accumulated other comprehensive income by component, net of related tax effects for the three months ended September 30, 2013 are as follows (in millions):

	Unrealized Gains (Losses) on Available-for-Sale Securities	Unrealized Gains (Losses) on Derivative Instruments	Foreign Currency Translation Adjustments	Total
Balances as of June 30, 2013	$ (5)	$—	$61	$56
Other comprehensive income (loss) before reclassifications	1	(9)	14	6
Amounts reclassified from accumulated other comprehensive income	—	—	—	—
Net current-period other comprehensive income (loss)	1	(9)	14	6
Balances as of September 30, 2013	$ (4)	$(9)	$75	$62

The changes in accumulated other comprehensive income by component, net of related tax effects for the six months ended September 30, 2013 are as follows (in millions):

	Unrealized Gains (Losses) on Available-for-Sale Securities	Unrealized Gains (Losses) on Derivative Instruments	Foreign Currency Translation Adjustments	Total
Balances as of March 31, 2013	$ (4)	$—	$73	$69
Other comprehensive income (loss) before reclassifications	—	(11)	2	(9)
Amounts reclassified from accumulated other comprehensive income	—	2	—	2
Net current-period other comprehensive income (loss)	—	(9)	2	(7)
Balances as of September 30, 2013	$ (4)	$(9)	$75	$62

The effects on net income of amounts reclassified from accumulated other comprehensive income for the three and six months ended September 30, 2013 was immaterial and included in net revenue and research and development.

(6) BUSINESS COMBINATIONS

During the six months ended September 30, 2013, we completed one acquisition that did not have a significant impact on our Condensed Consolidated Financial Statements.

(7) GOODWILL AND ACQUISITION-RELATED INTANGIBLES, NET

The changes in the carrying amount of goodwill for the six months ended September 30, 2013 are as follows (in millions):

	As of March 31, 2013	Activity	Effects of Foreign Currency Translation	As of September 30, 2013
Goodwill	$2,089	$5	$—	$2,094
Accumulated impairment	(368)	—	—	(368)
Total	$1,721	$5	$—	$1,726

Goodwill represents the excess of the purchase price over the fair value of the underlying acquired net tangible and intangible assets. Goodwill is not amortized, but rather subject to at least an annual assessment for impairment by

applying a fair value-based test. Our goodwill is fully attributed to the EA Labels segment.

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Acquisition-related intangibles consisted of the following (in millions):

	As of September 30, 2013			As of March 31, 2013		
	Gross Carrying Amount	Accumulated Amortization	Acquisition-Related Intangibles, Net	Gross Carrying Amount	Accumulated Amortization	Acquisition-Related Intangibles, Net
Developed and core technology	$531	$ (354)	$ 177	$527	$ (324)	$ 203
Trade names and trademarks	130	(102)	28	130	(99)	31
Registered user base and other intangibles	87	(86)	1	87	(84)	3
Carrier contracts and related	85	(75)	10	85	(73)	12
In-process research and development	—	—	—	4	—	4
Total	$833	$ (617)	$ 216	$833	$ (580)	$ 253

Amortization of intangibles for the three and six months ended September 30, 2013 and 2012 are classified in the Condensed Consolidated Statement of Operations as follows (in millions):

	Three Months Ended September 30,		Six Months Ended September 30,	
	2013	2012	2013	2012
Cost of product	$8	$8	$17	$17
Cost of service and other	6	6	12	12
Operating expenses	4	7	8	14
Total	$18	$21	$37	$43

Acquisition-related intangible assets are amortized using the straight-line method over the lesser of their estimated useful lives or the agreement terms, typically from two to 14 years. As of September 30, 2013 and March 31, 2013, the weighted-average remaining useful life for acquisition-related intangible assets was approximately 3.6 years and 3.9 years, respectively.

As of September 30, 2013, future amortization of acquisition-related intangibles that will be recorded in the Condensed Consolidated Statement of Operations is estimated as follows (in millions):

Fiscal Year Ending March 31,	
2014 (remaining six months)	$37
2015	66
2016	53
2017	32
2018	13
2019	8
Thereafter	7
Total	$216

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(8) RESTRUCTURING AND OTHER CHARGES

Restructuring and other restructuring plan-related information as of September 30, 2013 was as follows (in millions):

	Fiscal 2013 Restructuring			Fiscal 2011 Restructuring	Other Restructurings and Reorganization	
	Workforce	Facilities-related	Other	Other	Facilities-related	Total
Balances as of March 31, 2012	$—	$—	$—	$75	$ 3	$78
Charges to operations	10	3	9	6	(1)	27
Charges settled in cash	(10)	—	(1)	(24)	(1)	(36)
Changes settled in non-cash	—	(1)	(7)	—	1	(7)
Balances as of March 31, 2013	—	2	1	57	2	62
Charges to operations	—	1	—	(2)	—	(1)
Charges settled in cash	—	(2)	—	(1)	—	(3)
Balances as of September 30, 2013	$—	$1	$1	$54	$ 2	$58

Fiscal 2013 Restructuring

In fiscal year 2013, we announced a restructuring plan to align our cost structure with our ongoing digital transformation. Under this plan, we reduced our workforce, terminated licensing agreements, and consolidated or closed various facilities. We completed all actions under this restructuring plan during fiscal year 2013.

Since the inception of the fiscal 2013 restructuring plan through September 30, 2013, we have incurred charges of $23 million, consisting of (1) $10 million in employee-related expenses, (2) $9 million related to license termination costs, and (3) $4 million related to the closure of certain of our facilities. Substantially all of these costs were settled in cash by March 31, 2013, with the exception of approximately $2 million of license and lease termination costs, which will be settled by August 2016. We do not expect to incur any additional restructuring charges under this plan.

Fiscal 2011 Restructuring

In fiscal year 2011, we announced a plan focused on the restructuring of certain licensing and developer agreements in an effort to improve the long-term profitability of our packaged goods business. Under this plan, we amended certain licensing and developer agreements. To a much lesser extent, as part of this restructuring we had workforce reductions and facilities closures through March 31, 2011. Substantially all of these exit activities were completed by March 31, 2011.

Since the inception of the fiscal 2011 restructuring plan through September 30, 2013, we have incurred charges of $172 million, consisting of (1) $129 million related to the amendment of certain licensing agreements and other intangible asset impairment costs, (2) $31 million related to the amendment of certain developer agreements, and (3) $12 million in employee-related expenses. The $54 million restructuring accrual as of September 30, 2013 related to the fiscal 2011 restructuring is expected to be settled by June 2016. We currently estimate recognizing in future periods through June 2016, approximately $8 million for the accretion of interest expense related to our amended licensing and developer agreements, of which $2 million will be recognized during the remainder of fiscal year 2014. This interest expense will be included in restructuring and other charges in our Condensed Consolidated Statement of Operations.

Overall, including $172 million in charges incurred through September 30, 2013, we expect to incur total cash and non-cash charges between $180 million and $185 million by June 2016. These charges will consist primarily of

(1) charges, including accretion of interest expense, related to the amendment of certain licensing and developer agreements and other intangible asset impairment costs (approximately $168 million) and (2) employee-related costs ($12 million).

Other Restructurings and Reorganization

We also engaged in various other restructurings and a reorganization based on management decisions made prior to fiscal 2011. We do not expect to incur any additional restructuring charges under these plans. The $2 million restructuring accrual as of September 30, 2013 related to our other restructuring plans is expected to be settled by September 2016.

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(9) ROYALTIES AND LICENSES

Our royalty expenses consist of payments to (1) content licensors, (2) independent software developers, and (3) co-publishing and distribution affiliates. License royalties consist of payments made to celebrities, professional sports organizations, movie studios and other organizations for our use of their trademarks, copyrights, personal publicity rights, content and/or other intellectual property. Royalty payments to independent software developers are payments for the development of intellectual property related to our games. Co-publishing and distribution royalties are payments made to third parties for the delivery of products.

Royalty-based obligations with content licensors and distribution affiliates are either paid in advance and capitalized as prepaid royalties or are accrued as incurred and subsequently paid. These royalty-based obligations are generally expensed to cost of revenue generally at the greater of the contractual rate or an effective royalty rate based on the total projected net revenue for contracts with guaranteed minimums. Prepayments made to thinly capitalized independent software developers and co-publishing affiliates are generally made in connection with the development of a particular product, and therefore, we are generally subject to development risk prior to the release of the product. Accordingly, payments that are due prior to completion of a product are generally expensed to research and development over the development period as the services are incurred. Payments due after completion of the product (primarily royalty-based in nature) are generally expensed as cost of revenue.

Our contracts with some licensors include minimum guaranteed royalty payments, which are initially recorded as an asset and as a liability at the contractual amount when no performance remains with the licensor. When performance remains with the licensor, we record guarantee payments as an asset when actually paid and as a liability when incurred, rather than recording the asset and liability upon execution of the contract. Royalty liabilities are classified as current liabilities to the extent such royalty payments are contractually due within the next 12 months.

Each quarter, we also evaluate the expected future realization of our royalty-based assets, as well as any unrecognized minimum commitments not yet paid to determine amounts we deem unlikely to be realized through product sales. Any impairments or losses determined before the launch of a product are generally charged to research and development expense. Impairments or losses determined post-launch are charged to cost of revenue. We evaluate long-lived royalty-based assets for impairment generally using undiscounted cash flows when impairment indicators exist. Unrecognized minimum royalty-based commitments are accounted for as executory contracts, and therefore, any losses on these commitments are recognized when the underlying intellectual property is abandoned (i.e., cease use) or the contractual rights to use the intellectual property are terminated. During the three months ended September 30, 2013 and 2012, we recognized losses of $10 million and $9 million, respectively, on previously unrecognized royalty-based commitments. During the six months ended September 30, 2013, we recognized total losses of $27 million, inclusive of impairment charges of $17 million on royalty-based assets recognized during the three months ended June 30, 2013. During the six months ended September 30, 2012, we recognized losses of $18 million on previously unrecognized royalty-based commitments, inclusive of $9 million in license termination costs related to our fiscal 2013 restructuring. The losses related to restructuring and other plan-related activities are presented in Note 8.

The current and long-term portions of prepaid royalties and minimum guaranteed royalty-related assets, included in other current assets and other assets, consisted of (in millions):

	As of September 30, 2013	As of March 31, 2013
Other current assets	$73	$63
Other assets	80	93
Royalty-related assets	$153	$156

At any given time, depending on the timing of our payments to our co-publishing and/or distribution affiliates, content licensors, and/or independent software developers, we recognize unpaid royalty amounts owed to these parties as accrued liabilities. The current and long-term portions of accrued royalties, included in accrued and other current liabilities and other liabilities, consisted of (in millions):

	As of September 30, 2013	As of March 31, 2013
Accrued royalties	$102	$103
Other accrued expenses	18	21
Other liabilities	47	46
Royalty-related liabilities	$167	$170

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As of September 30, 2013, $1 million of restructuring accruals related to the fiscal 2013 restructuring plan, and $54 million of restructuring accruals related to the fiscal 2011 restructuring plan are included in royalty-related liabilities in the table above. See Note 8 for details of restructuring and other restructuring plan-related activities and Note 10 for the details of our accrued and other current liabilities.

In addition, as of September 30, 2013, we were committed to pay approximately $1,199 million to content licensors, independent software developers, and co-publishing and/or distribution affiliates, but performance remained with the counterparty (i.e., delivery of the product or content or other factors) and such commitments were therefore not recorded in our Condensed Consolidated Financial Statements. See Note 13 for further information on our developer and licensor commitments.

(10) BALANCE SHEET DETAILS

Inventories

Inventories as of September 30, 2013 and March 31, 2013 consisted of (in millions):

	As of September 30, 2013	As of March 31, 2013
Finished Goods	$54	$41
Raw materials and work in process	4	1
Inventories	$58	$42

Property and Equipment, Net

Property and equipment, net, as of September 30, 2013 and March 31, 2013 consisted of (in millions):

	As of September 30, 2013	As of March 31, 2013
Computer equipment and software	$693	$660
Buildings	337	336
Leasehold improvements	129	129
Office equipment, furniture and fixtures	70	72
Land	63	64
Warehouse equipment and other	10	10
Construction in progress	9	8
	1,311	1,279
Less: accumulated depreciation	(779)	(731)
Property and equipment, net	$532	$548

Depreciation expense associated with property and equipment was $32 million and $62 million for three and six months ended September 30, 2013, respectively. Depreciation expense associated with property and equipment was $29 million and $57 million for the three and six months ended September 30, 2012, respectively.

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Accrued and Other Current Liabilities

Accrued and other current liabilities as of September 30, 2013 and March 31, 2013 consisted of (in millions):

	As of September 30, 2013	As of March 31, 2013
Other accrued expenses	$357	$338
Accrued compensation and benefits	167	217
Accrued royalties	102	103
Deferred net revenue (other)	82	79
Accrued and other current liabilities	$708	$737

Deferred net revenue (other) includes the deferral of subscription revenue, deferrals related to our Switzerland distribution business, advertising revenue, licensing arrangements, and other revenue for which revenue recognition criteria has not been met.

Deferred Net Revenue (Online-Enabled Games)

Deferred net revenue (online-enabled games) was $935 million and $1,044 million as of September 30, 2013 and March 31, 2013, respectively. Deferred net revenue (online-enabled games) generally includes the unrecognized revenue from bundled sales of certain online-enabled games for which we do not have VSOE for the obligation to provide unspecified updates. We recognize revenue from the sales of online-enabled games for which we do not have VSOE for the unspecified updates on a straight-line basis, generally over an estimated nine-month period beginning in the month after shipment for physical games sold through retail and an estimated six-month period for digitally distributed games. However, we expense the cost of revenue related to these transactions during the period in which the product is delivered (rather than on a deferred basis).

(11) INCOME TAXES

We estimate our annual effective tax rate at the end of each quarterly period, and we record the tax effect of certain discrete items, which are unusual or occur infrequently, in the interim period in which they occur, including changes in judgment about deferred tax valuation allowances. In addition, jurisdictions with a projected loss for the year, jurisdictions with a year-to-date loss where no tax benefit can be recognized, and jurisdictions where we are unable to estimate an annual effective tax rate are excluded from the estimated annual effective tax rate. The impact of such an exclusion could result in a higher or lower effective tax rate during a particular quarter depending on the mix and timing of actual earnings versus annual projections.

We recognize deferred tax assets and liabilities for both the expected impact of differences between the financial statement amount and the tax basis of assets and liabilities and for the expected future tax benefit to be derived from tax losses and tax credit carry forwards. We record a valuation allowance against deferred tax assets when it is considered more likely than not that all or a portion of our deferred tax assets will not be realized. In making this determination, we are required to give significant weight to evidence that can be objectively verified. It is generally difficult to conclude that a valuation allowance is not needed when there is significant negative evidence, such as cumulative losses in recent years. Forecasts of future taxable income are considered to be less objective than past results, particularly in light of the economic environment. Therefore, cumulative losses weigh heavily in the overall assessment. Based on the assumptions and requirements noted above, we have recorded a valuation allowance against most of our U.S. deferred tax assets. In addition, we expect to provide a valuation allowance on future U.S. tax benefits until we can sustain a level of profitability or until other significant positive evidence arises that suggest that these benefits are more likely than not to be realized.

The provision for income taxes reported for the three and six months ended September 30, 2013 is based on our projected annual effective tax rate for fiscal year 2014, and also includes certain discrete items recorded during the period. Our effective tax rate for the three and six months ended September 30, 2013 was a tax expense of 5.0 percent and 59.4 percent, respectively, as compared to a tax expense of 3.5 percent and 13.9 percent, respectively, for the same periods of fiscal year 2013. The effective tax rate for the three and six months ended September 30, 2013 and

2012 differs from the statutory rate of 35.0 percent primarily due to the U.S. losses for which no benefit is recognized and non-U.S. losses with a reduced or zero tax rate. The effective tax rate for the three and six months ended September 30, 2013 differs from the same period in fiscal year 2013 primarily due to differences in pre-tax loss. During the three and six months ended September 30, 2013, we recorded a net increase of $9 million and $7 million, respectively, in gross unrecognized tax benefits. The total gross unrecognized tax benefits as of September 30, 2013 is $304 million, of which approximately $46 million is offset by prior cash deposits to tax authorities for issues pending resolution. A portion of our unrecognized tax benefits will affect our effective tax rate if they are recognized upon favorable resolution of the

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uncertain tax positions. As of September 30, 2013, if recognized, approximately $110 million of the unrecognized tax benefits would affect our effective tax rate and approximately $181 million would result in adjustments to deferred tax assets with corresponding adjustments to the valuation allowance.

During the three and six months ended September 30, 2013, we recorded a net increase in taxes of $1 million and $2 million, respectively, for accrued interest and penalties related to tax positions taken on our tax returns. As of September 30, 2013, the combined amount of accrued interest and penalties related to uncertain tax positions included in income tax obligations on our Condensed Consolidated Balance Sheet was approximately $25 million.

The IRS has completed its examination of our federal income tax returns through fiscal year 2008. As of September 30, 2013, the IRS had proposed certain adjustments to our tax returns. The effects of these adjustments have been considered in estimating our future obligations for unrecognized tax benefits and are not expected to have a material impact on our financial position or results of operations. Some of these proposed adjustments are pending resolution by the Appeals division of the IRS. Furthermore, the IRS is currently examining our returns for fiscal years 2009 through 2011.

We are also currently under income tax examination in Canada for fiscal years 2004 and 2005, in Germany for fiscal years 2008 through 2012, and in Italy for fiscal years 2009 through 2011. We remain subject to income tax examination for several other jurisdictions including Canada for fiscal years after 2005, in France for fiscal years after 2011, in Germany for fiscal years after 2012, in the United Kingdom for fiscal years after 2011, and in Switzerland for fiscal years after 2007.

The timing of the resolution of income tax examinations is highly uncertain, and the amounts ultimately paid, if any, upon resolution of the issues raised by the taxing authorities may differ materially from the amounts accrued for each year. Although potential resolution of uncertain tax positions involve multiple tax periods and jurisdictions, it is reasonably possible that a reduction of up to $82 million of the reserves for unrecognized tax benefits may occur within the next 12 months, some of which, depending on the nature of the settlement or expiration of statutes of limitations, may affect our income tax provision (benefit) and therefore benefit the resulting effective tax rate. The actual amount could vary significantly depending on the ultimate timing and nature of any settlements.

(12) FINANCING ARRANGEMENTS

0.75% Convertible Senior Notes Due 2016

In July 2011, we issued $632.5 million aggregate principal amount of 0.75% Convertible Senior Notes due 2016 (the “Notes”). The Notes are senior unsecured obligations which pay interest semiannually in arrears at a rate of 0.75 percent per annum on January 15 and July 15 of each year, beginning on January 15, 2012 and will mature on July 15, 2016, unless earlier purchased or converted in accordance with their terms prior to such date. The Notes are senior in right of payment to any unsecured indebtedness that is expressly subordinated in right of payment to the Notes.

The Notes are convertible into cash and shares of our common stock based on an initial conversion value of 31.5075 shares of our common stock per $1,000 principal amount of Notes (equivalent to an initial conversion price of approximately $31.74 per share). Upon conversion of the Notes, holders will receive cash up to the principal amount of each Note, and any excess conversion value will be delivered in shares of our common stock. Prior to April 15, 2016, the Notes are convertible only if (1) the last reported sale price of the common stock for at least 20 trading days (whether or not consecutive) during the period of 30 consecutive trading days ending on the last trading day of the immediately preceding fiscal quarter is greater than or equal to 130 percent of the conversion price ($41.26 per share) on each applicable trading day; (2) during the five business day period after any ten consecutive trading day period in which the trading price per $1,000 principal amount of notes falls below 98 percent of the last reported sale price of our common stock multiplied by the conversion rate on each trading day; or (3) specified corporate transactions, including a change in control, occur. On or after April 15, 2016, a holder may convert any of its Notes at any time prior to the close of business on the second scheduled trading day immediately preceding the maturity date. The conversion rate is subject to customary anti-dilution adjustments (for example, certain dividend distributions or tender or exchange offer of our common stock), but will not be adjusted for any accrued and unpaid interest. The Notes are not redeemable prior to maturity except for specified corporate transactions and events of default, and no sinking fund is provided for the Notes. The Notes do not contain any financial covenants.

We separately account for the liability and equity components of the Notes. The carrying amount of the equity component representing the conversion option is equal to the fair value of the Convertible Note Hedge, as described below, which is a substantially identical instrument and was purchased on the same day as the Notes. The carrying amount of the liability component was determined by deducting the fair value of the equity component from the par value of the Notes as a whole, and represents the fair value of a similar liability that does not have an associated convertible feature. A liability of $525 million as of the date of issuance was recognized for the principal amount of the Notes representing the present value of the Notes' cash

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flows using a discount rate of 4.54 percent. The excess of the principal amount of the liability component over its carrying amount is amortized to interest expense over the term of the Notes using the effective interest method. The equity component is not remeasured as long as it continues to meet the conditions for equity classification.

In accounting for $15 million of issuance costs related to the Notes issuance, we allocated $13 million to the liability component and $2 million to the equity component. Debt issuance costs attributable to the liability component are being amortized to interest expense over the term of the Notes, and issuance costs attributable to the equity component were netted with the equity component in additional paid-in capital.

The carrying values of the liability and equity components of the Notes are reflected in our Condensed Consolidated Balance Sheet as follows (in millions):

	As of September 30, 2013	As of March 31, 2013
Principal amount of Notes	$633	$633
Unamortized discount of the liability component	(63)	(74)
Net carrying amount of Notes	$570	$559
Equity component, net	$105	$105

As of September 30, 2013, the remaining life of the Notes is 2.8 years.

Convertible Note Hedge and Warrants Issuance

In addition, in July 2011, we entered into privately negotiated convertible note hedge transactions (the “Convertible Note Hedge”) with certain counterparties to reduce the potential dilution with respect to our common stock upon conversion of the Notes. The Convertible Note Hedge, subject to customary anti-dilution adjustments, provides us with the option to acquire, on a net settlement basis, approximately 19.9 million shares of our common stock at a strike price of $31.74, which corresponds to the conversion price of the Notes and is equal to the number of shares of our common stock that notionally underlie the Notes. As of September 30, 2013, we have not purchased any shares under the Convertible Note Hedge. We paid $107 million for the Convertible Note Hedge, which was recorded as an equity transaction.

Separately, in July 2011 we also entered into privately negotiated warrant transactions with the certain counterparties whereby we sold to independent third parties warrants (the “Warrants”) to acquire, subject to customary anti-dilution adjustments that are substantially the same as the anti-dilution provisions contained in the Notes, up to 19.9 million shares of our common stock (which is also equal to the number of shares of our common stock that notionally underlie the Notes), with a strike price of $41.14. The Warrants could have a dilutive effect with respect to our common stock to the extent that the market price per share of our common stock exceeds $41.14 on or prior to the expiration date of the Warrants. We received proceeds of $65 million from the sale of the Warrants.

Credit Facility

On August 30, 2012, we entered into a $500 million senior unsecured revolving credit facility with a syndicate of banks. The credit facility terminates on February 29, 2016 and contains an option to arrange with existing lenders and/or new lenders for them to provide up to an aggregate of $250 million in additional commitments for revolving loans. Proceeds of loans made under the credit facility may be used for general corporate purposes.

The loans bear interest, at our option, at the base rate plus an applicable spread or an adjusted LIBOR rate plus an applicable spread, in each case with such spread being determined based on our consolidated leverage ratio for the preceding fiscal quarter. We are also obligated to pay other customary fees for a credit facility of this size and type. Interest is due and payable in arrears quarterly for loans bearing interest at the base rate and at the end of an interest period (or at each three month interval in the case of loans with interest periods greater than three months) in the case of loans bearing interest at the adjusted LIBOR rate. Principal, together with all accrued and unpaid interest, is due and payable on February 29, 2016.

The credit agreement contains customary affirmative and negative covenants, including covenants that limit or restrict our ability to, among other things, incur subsidiary indebtedness, grant liens, dispose of all or substantially all assets and pay dividends or make distributions, in each case subject to customary exceptions for a credit facility of this size and type. We are also required to maintain compliance with a capitalization ratio and maintain a minimum level of total liquidity and a minimum level of domestic liquidity.

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The credit agreement contains customary events of default, including among others, non-payment defaults, covenant defaults, bankruptcy and insolvency defaults and a change of control default, in each case, subject to customary exceptions for a credit facility of this size and type. The occurrence of an event of default could result in the acceleration of the obligations under the credit agreement, an obligation by any guarantors to repay the obligations in full and an increase in the applicable interest rate.

As of September 30, 2013, no amounts were outstanding under the credit facility. During the three months ended September 30, 2012, we paid $2 million of debt issuance costs in connection with obtaining this credit facility. These costs are deferred and are being amortized to interest expense over the 3.5 years term of the credit facility.

The following table summarizes our interest expense recognized for the three and six months ended September 30, 2013 and 2012 that is included in interest and other income (expense), net on our Condensed Consolidated Statements of Operations (in millions):

	Three Months Ended September 30,		Six Months Ended September 30,	
	2013	2012	2013	2012
Amortization of debt discount	$5	$5	$10	$10
Amortization of debt issuance costs	1	1	2	2
Coupon interest expense	1	1	2	2
Other interest expense	1	—	1	—
Total interest expense	$8	$7	$15	$14

(13) COMMITMENTS AND CONTINGENCIES

Lease Commitments

As of September 30, 2013, we leased certain facilities, furniture and equipment under non-cancelable operating lease agreements. We were required to pay property taxes, insurance and normal maintenance costs for certain of these facilities and any increases over the base year of these expenses on the remainder of our facilities.

Development, Celebrity, League and Content Licenses: Payments and Commitments

The products we produce in our studios are designed and created by our employee designers, artists, software programmers and by non-employee software developers (“independent artists” or “third-party developers”). We typically advance development funds to the independent artists and third-party developers during development of our games, usually in installment payments made upon the completion of specified development milestones. Contractually, these payments are generally considered advances against subsequent royalties on the sales of the products. These terms are set forth in written agreements entered into with the independent artists and third-party developers.

In addition, we have certain celebrity, league and content license contracts that contain minimum guarantee payments and marketing commitments that may not be dependent on any deliverables. Celebrities and organizations with whom we have contracts include, but are not limited to: FIFA (Fédération Internationale de Football Association), FIFPRO Foundation, FAPL (Football Association Premier League Limited), and DFL Deutsche Fußball Liga GmbH (German Soccer League) (professional soccer); Dr. Ing. h.c. F. Porsche AG, Ferrari S.p.A. (Need For Speed and Real Racing games); National Basketball Association (professional basketball); PGA TOUR (professional golf); National Hockey League and NHL Players’ Association (professional hockey); National Football League Properties, PLAYERS Inc., and Red Bear Inc. (professional football); Collegiate Licensing Company (collegiate football); Zuffa, LLC (Ultimate Fighting Championship); ESPN (content in EA SPORTS games); Hasbro, Inc. (certain of Hasbro’s board game intellectual properties); and Disney Interactive (Star Wars). These developer and content license commitments represent the sum of (1) the cash payments due under non-royalty-bearing licenses and services agreements and (2) the minimum guaranteed payments and advances against royalties due under royalty-bearing licenses and services agreements, the majority of which are conditional upon performance by the counterparty. These minimum guarantee payments and any related marketing commitments are included in the table below.

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The following table summarizes our minimum contractual obligations as of September 30, 2013 (in millions):

		Fiscal Year Ending March 31,						
	Total	2014 (Remaining six mos.)	2015	2016	2017	2018	2019	Thereafter
Unrecognized commitments								
Developer/licensor commitments	$1,199	$59	$180	$271	$99	$92	$62	$436
Marketing commitments	220	44	35	35	21	20	21	44
Operating leases	155	26	44	34	19	14	9	9
0.75% Convertible Senior Notes due 2016 interest [a]	14	2	5	5	2	—	—	—
Other purchase obligations	27	15	10	2	—	—	—	—
Total unrecognized commitments	1,615	146	274	347	141	126	92	489
Recognized commitments								
0.75% Convertible Senior Notes due 2016 principal [a]	633	—	—	—	633	—	—	—
Licensing and lease obligations [b]	80	18	13	12	35	1	1	—
Total recognized commitments	713	18	13	12	668	1	1	—
Total commitments	$2,328	$164	$287	$359	$809	$127	$93	$489

(a) Included in the $14 million coupon interest on the 0.75% Convertible Senior Notes due 2016 is $1 million of accrued interest recognized as of September 30, 2013. We will be obligated to pay the $632.5 million principal amount of the 0.75% Convertible Senior Notes due 2016 in cash and any excess conversion value in shares of our common stock upon redemption of the Notes at maturity on July 15, 2016 or upon earlier redemption. The $632.5 million principal amount excludes $63 million of unamortized discount of the liability component. See Note 12 for additional information regarding our 0.75% Convertible Senior Notes due 2016.

See Note 8 for additional information regarding recognized commitments resulting from our restructuring plans.

(b) Lease commitments have not been reduced for approximately $6 million due in the future from third parties under non-cancelable sub-leases.

The unrecognized amounts represented in the table above reflect our minimum cash obligations for the respective fiscal years, but do not necessarily represent the periods in which they will be recognized and expensed in our Condensed Consolidated Financial Statements. In addition, the amounts in the table above are presented based on the dates the amounts are contractually due as of September 30, 2013; however, certain payment obligations may be accelerated depending on the performance of our operating results.

In addition to what is included in the table above, as of September 30, 2013, we had a liability for unrecognized tax benefits and an accrual for the payment of related interest totaling $263 million, of which we are unable to make a reasonably reliable estimate of when cash settlement with a taxing authority will occur.

Also, in addition to what is included in the table above as of September 30, 2013, primarily in connection with our PopCap, KlickNation, and Chillingo acquisitions, we may be required to pay an additional $560 million of cash consideration based upon the achievement of certain performance milestones through March 31, 2015. As of September 30, 2013, we have accrued $2 million of contingent consideration on our Condensed Consolidated Balance Sheet representing the estimated fair value of the contingent consideration.

Legal Proceedings

In June 2008, Geoffrey Pecover filed an antitrust class action in the United States District Court for the Northern District of California, alleging that EA obtained an illegal monopoly in a discreet antitrust market that consists of "league-branded football simulation video games" by bidding for, and winning, exclusive licenses with the NFL, Collegiate Licensing Company and Arena Football League. In December 2010, the district court granted the plaintiffs' request to certify a class of plaintiffs consisting of all consumers who purchased EA's Madden NFL, NCAA Football or Arena Football video games after 2005. In May 2012, the parties reached a settlement in principle to resolve all claims related to this action. As a result, we recognized a $27 million accrual for the fourth quarter of fiscal 2012 associated with the potential settlement. In May 2013, the district court

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granted its final approval of the settlement, following which we paid $27 million into a settlement fund. A subsequent appeal of the district court's decision made by a class member was recently withdrawn. The $27 million paid into the settlement fund is in the process of being distributed to claimants.

In March 2011, Robin Antonick filed a complaint in the United States District Court for the Northern District of California, alleging that he wrote the source code for the original John Madden Football game published by EA in 1988 and that EA used certain parts of that source code in later editions in the Madden franchise without compensating him. On July 23, 2013, a jury found in favor of Mr. Antonick with respect to John Madden Football games released on the Sega Genesis platform between 1990 and 1996. Mr. Antonick seeks compensatory damages for those games in the amount of approximately $3.5 million, plus an additional $8 million in prejudgment interest. The district court will decide the amount of damages owed by EA to Mr. Antonick. We intend to appeal the verdict.

We are a defendant in several actions that allege we misappropriated the likenesses of various college athletes in certain of our college-themed sports games.

- We are defending a putative class action lawsuit brought by Ryan Hart, a former college football player, in the United States District Court for the District of New Jersey in June 2009, which alleges that we misappropriated his likeness in our college-themed football game. The complaint seeks actual damages and other unspecified damages, which have not been quantified. In September 2011, the district court granted our motion to dismiss the complaint. On May 21, 2013, the Third Circuit Court of Appeal reversed the district court's decision and remanded the case back to the district court.
- The In re NCAA Student-Athlete Name & Likeness Licensing litigation pending in United States District Court for the Northern District of California involves two groups of common claims brought by several different former collegiate student-athletes in 2009. These various actions were consolidated into one action in February 2010. The first group of claims is a class action against us, the NCAA and the Collegiate Licensing Company (CLC) alleging that our college-themed video games misappropriated the likenesses of collegiate student-athletes without their authorization. This group of claims seeks actual damages, statutory damages and other unspecified damages, which have not been quantified. On July 31, 2013, the Ninth Circuit Court of Appeals affirmed the trial court’s denial of our motion to strike the complaint. The second group of claims is a federal antitrust class action against us, the NCAA and the CLC that challenges NCAA/CLC licensing practices and the NCAA By-Laws and regulations. This group of claims seeks unspecified damages, which have not been quantified. In June 2013, the plaintiffs in this second group of claims have asked the district court to certify the case as a class action. The district court has not ruled on their request.

In late September 2013, we reached an agreement to settle all actions brought by college athletes. We and counsel for plaintiffs are in the process of preparing a written settlement agreement and other documents necessary to present to the respective courts for approval of the settlement. We recognized a $30 million accrual during the second quarter of fiscal 2014 associated with the anticipated settlement. On November 4, 2013, the NCAA filed a complaint against the Company and CLC in the Superior Court of Fulton County, Georgia. The complaint seeks unspecified damages and alleges that the Company is contractually obligated to defend and indemnify the NCAA against claims asserted in In re NCAA Student-Athlete Name & Likeness Licensing concerning the alleged misappropriation of student-athletes’ publicity rights in EA’s collegiate video games.

We are also subject to claims and litigation arising in the ordinary course of business. We do not believe that any liability from any reasonably foreseeable disposition of such claims and litigation, individually or in the aggregate, would have a material adverse effect on our Condensed Consolidated Financial Statements.

(14) STOCK-BASED COMPENSATION

Valuation Assumptions

We are required to estimate the fair value of share-based payment awards on the date of grant. We recognize compensation costs for stock-based payment awards to employees based on the grant-date fair value using a straight-line approach over the service period for which such awards are expected to vest.

We determine the fair value of our share-based payment awards as follows:

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Restricted Stock Units, Restricted Stock, and Performance-Based Restricted Stock Units. The fair value of restricted stock units, restricted stock, and performance-based restricted stock units (other than market-based restricted stock units) is determined based on the quoted market price of our common stock on the date of grant. Performance-based restricted stock units include grants made (1) to certain members of executive management primarily granted in fiscal year 2009 and (2) in connection with certain acquisitions.

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- Market-Based Restricted Stock Units. Market-based restricted stock units consist of grants of performance-based restricted stock units to certain members of executive management that vest contingent upon the achievement of pre-determined market and service conditions (referred to herein as "market-based restricted stock units"). The fair value of our market-based restricted stock units is determined using a Monte-Carlo simulation model. Key assumptions for the Monte-Carlo simulation model are the risk-free interest rate, expected volatility, expected dividends and correlation coefficient.

- Stock Options and Employee Stock Purchase Plan. The fair value of stock options and stock purchase rights granted pursuant to our equity incentive plans and our 2000 Employee Stock Purchase Plan ("ESPP"), respectively, is determined using the Black-Scholes valuation model based on the multiple-award valuation method. Key assumptions of the Black-Scholes valuation model are the risk-free interest rate, expected volatility, expected term and expected dividends.

The determination of the fair value of market-based restricted stock units, stock options and ESPP is affected by assumptions regarding subjective and complex variables. Generally, our assumptions are based on historical information and judgment is required to determine if historical trends may be indicators of future outcomes.

There were no significant stock options granted during the three and six months ended September 30, 2013.

The estimated assumptions used in the Black-Scholes valuation model to value our ESPP were as follows:

	Three Months Ended September 30,	
	2013	2012
Risk-free interest rate	0.1 %	0.1 - 0.2%
Expected volatility	36 - 37%	41 - 42%
Weighted-average volatility	37 %	41 %
Expected term	6 - 12 months	6 - 12 months
Expected dividends	None	None

The estimated assumptions used in the Monte-Carlo simulation model to value our market-based restricted stock units were as follows:

	Six Months Ended September 30,	
	2013	2012
Risk-free interest rate	0.4 %	0.2 - 0.4%
Expected volatility	16 - 58%	17 - 116%
Weighted-average volatility	31 %	36 %
Expected dividends	None	None

Stock-Based Compensation Expense

Employee stock-based compensation expense recognized during the three and six months ended September 30, 2013 and 2012 was calculated based on awards ultimately expected to vest and has been reduced for estimated forfeitures. In subsequent periods, if actual forfeitures differ from those estimates, an adjustment to stock-based compensation expense will be recognized at that time.

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The following table summarizes stock-based compensation expense resulting from stock options, restricted stock, restricted stock units and the ESPP included in our Condensed Consolidated Statements of Operations (in millions):

	Three Months Ended September 30,		Six Months Ended September 30,	
	2013	2012	2013	2012
Cost of revenue	$1	$—	$1	$1
Research and development [(a)]	23	26	43	47
Marketing and sales [(a)]	6	9	13	16
General and administrative [(a)]	8	9	14	19
Stock-based compensation expense	$38	$44	$71	$83

(a) During the fourth quarter of fiscal year 2013, we reviewed our operating expenses and reclassified certain amounts, primarily headcount and facilities costs, to align with our current operating structure. As a result, we also reclassified the related prior year stock-based compensation expense amounts within our Condensed Consolidated Statements of Operations for comparability purposes. These reclassifications did not affect the Company's total stock-based compensation expense.

During the three and six months ended September 30, 2013, we did not recognize any provision for or benefit from income taxes related to our stock-based compensation expense.

As of September 30, 2013, our total unrecognized compensation cost related to stock options was $2 million and is expected to be recognized over a weighted-average service period of 2.1 years. As of September 30, 2013, our total unrecognized compensation cost related to restricted stock and restricted stock units (collectively referred to as "restricted stock rights") was $295 million and is expected to be recognized over a weighted-average service period of 1.9 years. Of the $295 million of unrecognized compensation cost, $20 million relates to market-based restricted stock units.

Stock Options

The following table summarizes our stock option activity for the six months ended September 30, 2013:

	Options (in thousands)	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in millions)
Outstanding as of March 31, 2013	7,802	$34.17		
Granted	7	21.02		
Exercised	(1,822)	17.98		
Forfeited, cancelled or expired	(537)	45.90		
Outstanding as of September 30, 2013	5,450	38.41	3.85	$17
Vested and expected to vest	5,430	38.49	3.83	$17
Exercisable as of September 30, 2013	5,204	39.46	3.66	$14

The aggregate intrinsic value represents the total pre-tax intrinsic value based on our closing stock price as of September 30, 2013, which would have been received by the option holders had all the option holders exercised their options as of that date. We issue new common stock from our authorized shares upon the exercise of stock options.

Restricted Stock Rights

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The following table summarizes our restricted stock rights activity, excluding performance-based and market-based restricted stock unit activity discussed below, for the six months ended September 30, 2013:

	Restricted Stock Rights (in thousands)	Weighted-Average Grant Date Fair Value
Balance as of March 31, 2013	15,918	$16.85
Granted	6,491	22.64
Vested	(5,166)	17.29
Forfeited or cancelled	(1,267)	17.64
Balance as of September 30, 2013	15,976	19.00

The weighted-average grant date fair values of restricted stock rights granted during the three and six months ended September 30, 2013 were $26.43 and $22.64, respectively.

Performance-Based Restricted Stock Units

The following table summarizes our performance-based restricted stock unit activity for the six months ended September 30, 2013:

	Performance-Based Restricted Stock Units (in thousands)	Weighted-Average Grant Date Fair Value
Balance as of March 31, 2013	1,324	$51.54
Vested	(36)	15.39
Forfeited or cancelled	(1,234)	54.17
Balance as of September 30, 2013	54	15.39

Market-Based Restricted Stock Units

Our market-based restricted stock units vest contingent upon the achievement of pre-determined market and service conditions. If these market conditions are not met but service conditions are met, the restricted stock units will not vest; however, any compensation expense we have recognized to date will not be reversed. The number of shares of common stock to be received at vesting will range from zero percent to 200 percent of the target number of stock units based on our total stockholder return ("TSR") relative to the performance of companies in the NASDAQ-100 Index for each measurement period, generally over a three year period. We present shares granted at 100 percent of target of the number of stock units that may potentially vest. The maximum number of common shares that could vest is approximately 1.1 million for market-based restricted stock units granted during the six months ended September 30, 2013. As of September 30, 2013, the maximum number of shares that could vest is approximately 2.1 million for market-based restricted stock units outstanding.

The following table summarizes our market-based restricted stock unit activity for the six months ended September 30, 2013.

	Market-Based Restricted Stock Units (in thousands)	Weighted-Average Grant Date Fair Value
Balance as of March 31, 2013	925	$19.16
Granted	555	29.52
Vested	(304)	16.01
Forfeited or cancelled	(114)	24.93
Balance as of September 30, 2013	1,062	24.86

Stock Repurchase Program

In February 2011, our Board of Directors authorized a program to repurchase up to $600 million of our common stock over the following 18 months. We completed that program in April 2012. We repurchased approximately 32 million shares in the open market under that program, including pursuant to pre-arranged stock trading plans. During three

months ended June 30, 2012, we repurchased and retired approximately 4 million shares of our common stock for approximately $71 million under that program.

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In July 2012, our Board of Directors authorized a program to repurchase up to $500 million of our common stock. Under this program, we may purchase stock in the open market or through privately-negotiated transactions in accordance with applicable securities laws, including pursuant to pre-arranged stock trading plans. The timing and actual amount of the stock repurchases will depend on several factors including price, capital availability, regulatory requirements, alternative investment opportunities and other market conditions. We are not obligated to repurchase any specific number of shares under this program and it may be modified, suspended or discontinued at any time.

During the three months ended September 30, 2012, we repurchased and retired approximately 8.4 million shares of our common stock for approximately $108 million under this new program. During the six months ended September 30, 2012, we repurchased and retired approximately 12.7 million shares of our common stock for approximately $179 million.

During the three and six months ended September 30, 2013, we did not repurchase any shares of our common stock.

Annual Meeting of Stockholders

At our Annual Meeting of Stockholders, held on July 31, 2013, our stockholders approved (a) amendments to our 2000 Equity Incentive Plan (the “Equity Plan”) to increase the number of shares of common stock authorized under the Equity Plan by 18 million shares, and to increase the limit on the number of shares that may be covered by equity awards to new employees under the Equity Plan from a maximum of 2 million shares in the fiscal year of hire to 4 million shares in the fiscal year of hire, and (b) an amendment to the ESPP to increase the number of shares authorized under the ESPP by 7 million shares.

(15) NET LOSS PER SHARE

As a result of our net loss for the three and six months ended September 30, 2013, we have excluded all outstanding equity-based instruments from the diluted loss per share ("Diluted EPS") calculation as their inclusion would have had an antidilutive effect. Had we reported net income for these periods, an additional 8 million shares of common stock would have been included in the number of shares used to calculate Diluted EPS for both the three and six months ended September 30, 2013.

As a result of our net loss for the three and six months ended September 30, 2012, we have excluded all outstanding equity-based instruments from the diluted loss per share ("Diluted EPS") calculation as their inclusion would have had an antidilutive effect. Had we reported net income for these periods, an additional 2 million shares of common stock would have been included in the number of shares used to calculate Diluted EPS for both the three and six months ended September 30, 2012.

Potentially dilutive shares of common stock related to our 0.75% Convertible Senior Notes due 2016 issued during the fiscal year ended March 31, 2012, which have a conversion price of $31.74 per share and the associated Warrants, which have a conversion price of $41.14 per share were excluded from the computation of Diluted EPS for the three and six months ended September 30, 2013 and 2012 as their inclusion would have had an antidilutive effect resulting from the conversion price. The associated Convertible Note Hedge was excluded from the calculation of diluted shares as the impact is always considered antidilutive since the call option would be exercised by us when the exercise price is lower than the market price. See Note 12 for additional information related to our 0.75% Convertible Senior Notes due 2016 and related Convertible Note Hedge and Warrants.

(16) SEGMENT INFORMATION

Our reporting segment is based upon: our internal organizational structure; the manner in which our operations are managed; the criteria used by our Chief Executive Officer, our Chief Operating Decision Maker (“CODM”), to evaluate segment performance; the availability of separate financial information; and overall materiality considerations.

Our business is organized around our five labels, EA Games, EA SPORTS, Maxis, PopCap and All Play. Our CODM regularly reviews the aggregated results of the five labels to assess overall performance and allocate resources. All

five of the labels comprise our operating segment (the “EA Labels” segment) as shown below. To a lesser degree, our CODM also reviews results based on geographic performance.

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The following table summarizes the financial performance of the EA Labels segment and a reconciliation of the EA Labels segment's income to our consolidated operating loss for the three and six months ended September 30, 2013 and 2012 (in millions):

	Three Months Ended September 30,		Six Months Ended September 30,	
	2013	2012	2013	2012
EA Labels segment:				
Net revenue before revenue deferral	$1,023	$1,059	$1,505	$1,526
Depreciation and amortization	(10)	(13)	(23)	(29)
Other expenses	(702)	(792)	(1,144)	(1,253)
EA Labels segment profit	311	254	338	244
Reconciliation to consolidated operating loss:				
Other:				
Revenue deferral	(879)	(880)	(1,234)	(1,195)
Recognition of revenue deferral	534	511	1,343	1,290
Other net revenue	17	21	30	45
Depreciation and amortization	(40)	(37)	(76)	(71)
Acquisition-related contingent consideration	44	—	37	20
Restructuring and other charges	2	2	1	(25)
Stock-based compensation	(38)	(44)	(71)	(83)
Other expenses	(203)	(191)	(387)	(374)
Consolidated operating loss	$(252)	$(364)	$(19)	$(149)

EA Labels segment profit differs from consolidated operating income primarily due to the exclusion of (1) certain corporate and other functional costs that are not allocated to EA Labels, (2) the deferral of certain net revenue related to online-enabled games (see Note 10 for additional information regarding deferred net revenue (online-enabled games)), and (3) our Switzerland distribution revenue and expenses that is not allocated to EA Labels. Our CODM reviews assets on a consolidated basis and not on a segment basis.

Information about our total net revenue by revenue composition for the three and six months ended September 30, 2013 and 2012 is presented below (in millions):

	Three Months Ended September 30,		Six Months Ended September 30,	
	2013	2012	2013	2012
Publishing and other	$223	$365	$675	$957
Wireless, Internet-derived, advertising (digital)	450	324	932	666
Distribution	22	22	37	43
Net revenue	$695	$711	$1,644	$1,666

Information about our operations in North America and internationally as of and for the three and six months ended September 30, 2013 and 2012 is presented below (in millions):

	Three Months Ended September 30,		Six Months Ended September 30,	
	2013	2012	2013	2012
Net revenue from unaffiliated customers				
North America	$303	$329	$698	$779
International	392	382	946	887
Net revenue	$695	$711	$1,644	$1,666

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	As of September 30,	
	2013	2012
Long-lived assets		
North America	$1,981	$2,109
International	493	509
Total	$2,474	$2,618

We attribute net revenue from external customers to individual countries based on the location of the legal entity that sells the products and/or services. Note that revenue attributed to the legal entity that makes the sale is often not the country where the consumer resides. For example, revenue generated in Switzerland includes revenue derived from Internet game downloads by consumers who reside outside of Switzerland, and some of these consumers reside outside of Europe. Revenue generated in Switzerland during the three and six months ended September 30, 2013 represented $136 million and $539 million, or 20 percent and 33 percent, of our total net revenue, respectively. Revenue generated in Switzerland during the three and six months ended September 30, 2012 represented $92 million and $365 million, or 13 percent and 22 percent, of our total net revenue, respectively. Revenue generated in the United States represents over 99 percent of our total North America net revenue. There were no other countries with net revenue greater than 10 percent.

Our direct sales to GameStop Corp. represented approximately 16 percent and 12 percent of total net revenue during the three and six months ended September 30, 2013, respectively. Our direct sales to GameStop Corp. represented approximately 17 percent and 15 percent of total net revenue for the three and six months ended September 30, 2012, respectively.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders
Electronic Arts Inc.:

We have reviewed the accompanying condensed consolidated balance sheet of Electronic Arts Inc. and subsidiaries (the Company) as of September 28, 2013, and the related condensed consolidated statements of operations and comprehensive loss for the three-month and six-month periods ended September 28, 2013 and September 29, 2012 and the related condensed consolidated statements of cash flows for the six-month periods ended September 28, 2013 and September 29, 2012. These condensed consolidated 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 reviews, we are not aware of any material modifications that should be made to the condensed consolidated financial statements referred to above for them to be in conformity with U.S. generally accepted accounting principles.

We have previously audited, in accordance with standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of Electronic Arts Inc. and subsidiaries as of March 30, 2013, and the related consolidated statements of operations, comprehensive income (loss), stockholders' equity and cash flows for the year then ended (not presented herein); and in our report dated May 22, 2013, 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 March 30, 2013 is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

/s/ KPMG LLP
Santa Clara, California
November 5, 2013

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

CAUTIONARY NOTE ABOUT FORWARD-LOOKING STATEMENTS

This Quarterly Report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical fact, made in this Quarterly Report are forward looking. Examples of forward-looking statements include statements related to industry prospects, our future economic performance including anticipated revenues and expenditures, results of operations or financial position, and other financial items, our business plans and objectives, including our intended product releases, and may include certain assumptions that underlie the forward-looking statements. We use words such as "anticipate," "believe," "expect," "intend," "estimate" (and the negative of any of these terms), "future" and similar expressions to help identify forward-looking statements. These forward-looking statements are subject to business and economic risk and reflect management's current expectations, and involve subjects that are inherently uncertain and difficult to predict. Our actual results could differ materially from those in the forward-looking statements. We will not necessarily update information if any forward-looking statement later turns out to be inaccurate. Risks and uncertainties that may affect our future results include, but are not limited to, those discussed in this report under the heading "Risk Factors" in Part II, Item 1A, as well as in our Annual Report on Form 10-K for the fiscal year ended March 31, 2013 as filed with the Securities and Exchange Commission ("SEC") on May 22, 2013 and in other documents we have filed with the SEC.

OVERVIEW

The following overview is a high-level discussion of our operating results, as well as some of the trends and drivers that affect our business. Management believes that an understanding of these trends and drivers is important in order to understand our results for the three and six months ended September 30, 2013, as well as our future prospects. This summary is not intended to be exhaustive, nor is it intended to be a substitute for the detailed discussion and analysis provided elsewhere in this Form 10-Q, including in the remainder of "Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A")," "Risk Factors," and the Condensed Consolidated Financial Statements and related Notes. Additional information can be found in the "Business" section of our Annual Report on Form 10-K for the fiscal year ended March 31, 2013 as filed with the SEC on May 22, 2013 and in other documents we have filed with the SEC.

About Electronic Arts

We develop, market, publish and distribute game software content and services that can be played by consumers on a variety of platforms, including video game consoles (such as the Sony PLAYSTATION 3 and Microsoft Xbox 360), personal computers, mobile devices (such as the Apple iPhone and Google Android compatible phones), tablets and electronic readers (such as the Apple iPad and Amazon Kindle), and the Internet. Our ability to publish games across multiple platforms, through multiple distribution channels, and directly to consumers (online and wirelessly) has been, and will continue to be, a cornerstone of our product strategy. We have generated substantial growth in new business models and alternative revenue streams (such as subscription, micro-transactions, and advertising) based on the continued expansion of our online and wireless product and service offerings. Some of our games are based on our wholly-owned intellectual property (e.g., Battlefield, Mass Effect, Need for Speed, The Sims, Bejeweled, and Plants v. Zombies), and some of our games are based on content that we license from others (e.g., FIFA and Madden NFL). Our goal is to turn our core intellectual properties into year-round businesses available on a range of platforms. Our products and services may be purchased through physical and online retailers, platform providers such as console manufacturers and mobile carriers via digital downloads, as well as directly through our own distribution platform, including online portals such as Origin.

Financial Results

Total net revenue for the three months ended September 30, 2013 was $695 million, a decrease of $16 million, or 2 percent, as compared to the three months ended September 30, 2012. At September 30, 2013, deferred net revenue associated with sales of online-enabled games increased by $345 million as compared to June 30, 2013, directly decreasing the amount of reported net revenue during the three months ended September 30, 2013. At September 30, 2012, deferred net revenue associated with sales of online-enabled games increased by $369 million as compared to

June 30, 2012, directly decreasing the amount of reported net revenue during the three months ended September 30, 2012. Without this change in deferred net revenue, reported net revenue would have decreased by approximately $40 million, or 4 percent, during the three months ended September 30, 2013 as compared to the three months ended September 30, 2012. Net revenue for the three months ended September 30, 2013 was driven by FIFA 2013, SimCity, and Battlefield 3.

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Net loss for the three months ended September 30, 2013 was $273 million as compared to $381 million for the three months ended September 30, 2012. Diluted loss per share for the three months ended September 30, 2013 was $0.89 as compared to a diluted loss per share of $1.21 for the three months ended September 30, 2012. Net loss decreased for the three months ended September 30, 2013 as compared to the three months ended September 30, 2012 primarily as a result of (1) a $55 million decrease in marketing and sales expenses due to phasing of advertising costs and due to lower headcount, (2) a $44 million decrease in contingent acquisition-related consideration charges in connection with PopCap, (3) a $23 million decrease in research and development costs, and (4) a $16 million increase in gross profit due to a higher percentage of our revenues being derived digitally. These decreases in costs were partially offset by $40 million of college football settlement expenses.

Trends in Our Business

Next-generation Console Systems. Both Microsoft and Sony have announced their plans to release new video game console systems in November 2013. EA is investing in products and services for these next-generation consoles. In the near term, we expect to continue to develop and market products and services for current-generation consoles including the Xbox 360 and PLAYSTATION 3 while also developing products and services for next-generation console systems. The success of our products and services for these next generation consoles depends in part on the commercial success and adequate supply of these new consoles, our ability to accurately predict which platforms will be successful in the marketplace, and our ability to develop commercially successful products and services for these platforms.

Digital Content Distribution and Services. Consumers are spending an ever-increasing portion of their money and time on interactive entertainment that is accessible online, or through mobile digital devices such as smart phones, or through social networks such as Facebook. We provide a variety of online-delivered products and services including those available through our Origin platform. Many of our games that are available as packaged goods products are also available through direct online download via the Internet. We also offer online-delivered content and services that are add-ons or related to our packaged goods products such as additional game content or enhancements of multiplayer services. Further, we provide other games, content and services that are available only via electronic delivery, such as Internet-only games and game services, and games for mobile devices.

We significantly increased the revenue that we derive from wireless, Internet-derived and advertising (digital) products and services from $1,159 million in fiscal year 2012 to $1,440 million in fiscal year 2013 and we expect this portion of our business to continue to grow in fiscal 2014 and beyond.

Wireless and Internet Platforms; Casual and Mobile Games. Advances in technology have resulted in a variety of platforms for interactive entertainment. Examples include wireless technologies, streaming game services, and Internet-based platforms. These technologies, services and platforms grow the consumer base for our business and have led to the growth of casual and mobile gaming. Casual and mobile games are characterized by their mass appeal, simple controls, flexible monetization (including free-to-play and micro-transaction business models) and fun and approachable gameplay. These games appeal to a larger consumer demographic - including younger and older players and more female players - than video games played on console devices. We expect sales of casual and mobile games for wireless and other emerging platforms to continue to be an important part of our business.

Concentration of Sales Among the Most Popular Games. We see a larger portion of packaged goods games sales concentrated on the most popular titles, and those titles are typically sequels of prior games. We have responded to this trend by significantly reducing the number of games that we produce to provide greater focus on our most promising intellectual properties. We published 36 primary packaged goods titles in fiscal year 2011, 22 in fiscal year 2012, 13 in fiscal year 2013, and in fiscal year 2014, we expect to release 11 major titles.

Evolving Sales Patterns. Our business has evolved from a traditional packaged goods business model to one where our games are played on a variety of platforms including mobile devices and social networking sites. Our strategy is to transform our core intellectual properties into year-round businesses, with a steady flow of downloadable content and extensions on new platforms. Our increasingly digital, multi-platform business no longer reflects the retail sales patterns associated with traditional packaged goods launches. For example, we offer our consumers additional

services and/or additional content available through online services to further enhance the gaming experience and extend the time that consumers play our games after their initial purchase. Our casual and mobile games offer free-to-play and micro-transaction models. The revenue we derive from these services has become increasingly significant year-over-year. Our service revenue represented 8 percent, 13 percent, and 24 percent of total net revenue in fiscal years 2011, 2012, and 2013, respectively.

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Recent Developments

Stock Repurchase Program. In July 2012, our Board of Directors authorized a program to repurchase up to $500 million of our common stock. Under this program, we may purchase stock in the open market or through privately-negotiated transactions in accordance with applicable securities laws, including pursuant to pre-arranged stock trading plans. The timing and actual amount of the stock repurchases will depend on several factors including price, capital availability, regulatory requirements, alternative investment opportunities and other market conditions. We are not obligated to repurchase any specific number of shares under this program and it may be modified, suspended or discontinued at any time. During fiscal year 2013, we repurchased and retired approximately 22 million shares of our common stock for approximately $278 million under this program. During the six months ended September 30, 2013, we did not repurchase any shares of our common stock.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Our Condensed Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP"). The preparation of these Condensed Consolidated Financial Statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, contingent assets and liabilities, and revenue and expenses during the reporting periods. The policies discussed below are considered by management to be critical because they are not only important to the portrayal of our financial condition and results of operations, but also because application and interpretation of these policies requires both management judgment and estimates of matters that are inherently uncertain and unknown. As a result, actual results may differ materially from our estimates.

Revenue Recognition, Sales Returns and Allowances, and Bad Debt Reserves

We derive revenue principally from sales of interactive software games, and related content and services on (1) video game consoles (such as the PLAYSTATION 3 and Xbox 360) and PCs, (2) mobile devices (such as the Apple iPhone and Google Android compatible phones), and (3) tablets and electronic readers (such as the Apple iPad and Amazon Kindle). We evaluate revenue recognition based on the criteria set forth in FASB Accounting Standards Codification ("ASC") 605, Revenue Recognition and ASC 985-605, Software: Revenue Recognition. We classify our revenue as either product revenue or service and other revenue.

Product revenue. Our product revenue includes revenue associated with the sale of software games or related content, whether delivered via a physical disc (e.g., packaged goods) or via the Internet (e.g., full-game downloads, micro-transactions), and licensing of game software to third-parties. Product revenue also includes revenue from mobile full game downloads that do not require our hosting support, and sales of tangible products such as hardware, peripherals, or collectors' items.

Service and other revenue. Our service revenue includes revenue recognized from time-based subscriptions and games or related content that requires our hosting support in order to utilize the game or related content (i.e., cannot be played without an Internet connection). This includes (1) entitlements to content that are accessed through hosting services (e.g., micro-transactions for Internet-based, social network and mobile games), (2) massively multi-player online ("MMO") games (both software game and subscription sales), (3) subscriptions for our Pogo-branded online game services, and (4) allocated service revenue from sales of software games with an online service element (i.e., "matchmaking" service). Our other revenue includes advertising and non-software licensing revenue.

With respect to the allocated service revenue from sales of software games with a matchmaking service mentioned above, our allocation of proceeds between product and service revenue for presentation purposes is based on management's best estimate of the selling price of the matchmaking service with the residual value allocated to product revenue. Our estimate of the selling price of the matchmaking service is comprised of several factors including, but not limited to, prior selling prices for the matchmaking service, prices charged separately by other third-party vendors for similar service offerings, and a cost-plus-margin approach. We review the estimated selling price of the online

matchmaking service on a regular basis and use this methodology consistently to allocate revenue between product and service for software game sales with a matchmaking service.

We evaluate and recognize revenue when all four of the following criteria are met:

- Evidence of an arrangement. Evidence of an agreement with the customer that reflects the terms and conditions to deliver the related products or services must be present.

- Fixed or determinable fee. If a portion of the arrangement fee is not fixed or determinable, we recognize revenue as the amount becomes fixed or determinable.

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- Collection is deemed probable. Collection is deemed probable if we expect the customer to be able to pay amounts under the arrangement as those amounts become due. If we determine that collection is not probable as the amounts become due, we generally conclude that collection becomes probable upon cash collection.

- Delivery. Delivery is considered to occur when a product is shipped and the risk of loss and rewards of ownership have transferred to the customer. For digital downloads, delivery is considered to occur when the software is made available to the customer for download. For services and other, delivery is generally considered to occur as the service is delivered, which is determined based on the underlying service obligation.

Online-Enabled Games

The majority of our software games can be connected to the Internet whereby a consumer may be able to download unspecified content or updates on a when-and-if-available basis ("unspecified updates") for use with the original game software. In addition, we may also offer an online matchmaking service that permits consumers to play against each other via the Internet without a separate fee. U.S. GAAP requires us to account for the consumer's right to receive unspecified updates or the matchmaking service for no additional fee as a "bundled" sale, or multiple-element arrangement.

We have an established historical pattern of providing unspecified updates to online-enabled games (e.g., player roster updates to Madden NFL 25) at no additional charge to the consumer. We do not have vendor-specific objective evidence of fair value ("VSOE") for these unspecified updates, and thus, as required by U.S. GAAP, we recognize revenue from the sale of these online-enabled games over the period we expect to offer the unspecified updates to the consumer ("estimated offering period").

Estimated Offering Period

Because the offering period is not an explicitly defined period, we must make an estimate of the offering period. Determining the estimated offering period is inherently subjective and is subject to regular revision based on historical online usage. For example, in determining the estimated offering period for unspecified updates associated with our online-enabled games, we consider the period of time consumers are online as online connectivity is required. On an annual basis, we review consumers' online gameplay of all online-enabled games that have been released 12 to 24 months prior to the evaluation date. For example, if our evaluation date is April 1, 2013, we evaluate all online-enabled games released between April 1, 2011 and March 31, 2012. Based on this population of games, for all players that register the game online within the first six months of release of the game to the general public, we compute the weighted-average number of days for each online-enabled game, based on when a player initially registers the game online to when that player last plays the game online. We then compute the weighted-average number of days for all online-enabled games by multiplying the weighted-average number of days for each online-enabled game by its relative percentage of total units sold from these online-enabled games (i.e., a game with more units sold will have a higher weighting to the overall computation than a game with fewer units sold). Under a similar computation, we also consider the estimated period of time between the date a game unit is sold to a reseller and the date the reseller sells the game unit to an end consumer (i.e., time in channel). Based on these two calculations we then consider the method of distribution. For example, physical software games sold at retail would have a composite offering period equal to the online gameplay plus time in channel as opposed to digitally distributed software games which are delivered immediately via digital download and thus have no concept of channel. Additionally, we consider, results from prior years, known online gameplay trends, as well as disclosed service periods for competitors' games in determining the estimated offering period for future sales.

While we consistently apply this methodology, inherent assumptions used in this methodology include which online-enabled games to sample, whether to use only units that have registered online, whether to weight the number

of days for each game, whether to weight the days based on the units sold of each game, determining the period of time between the date of sale to reseller and the date of sale to the consumer and assessing online gameplay trends.

Prior to July 1, 2013, for most sales we estimated the offering period to be six months and recognized revenue over this period in the month after delivery. We recently completed our annual evaluation of the estimated offering period and concluded that for physical software sales made after June 30, 2013, the estimated offering period should be increased to nine months and will result in revenue being recognized over a longer period of time. The estimated offering period for digitally distributed software games continues to be six months. This change in estimate for physical software sales is due to our consumers playing our games online over a longer period of time. We expect net revenue to be up to $450 million lower than Net Revenue Before Revenue Deferral in fiscal year 2014 due primarily to this change in estimated offering period.

Other Multiple-Element Arrangements

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In some of our multiple-element arrangements, we sell tangible products with software and/or software-related offerings. These tangible products are generally either peripherals or ancillary collectors' items, such as figurines and comic books. Revenue for these arrangements is allocated to each separate unit of accounting for each deliverable using the relative selling prices of each deliverable in the arrangement based on the selling price hierarchy described below. If the arrangement contains more than one software deliverable, the arrangement consideration is allocated to the software deliverables as a group and then allocated to each software deliverable in accordance with ASC 985-605.

We determine the selling price for a tangible product deliverable based on the following selling price hierarchy: VSOE (i.e., the price we charge when the tangible product is sold separately) if available, third-party evidence ("TPE") of fair value (i.e., the price charged by others for similar tangible products) if VSOE is not available, or our best estimate of selling price ("BESP") if neither VSOE nor TPE is available. Determining the BESP is a subjective process that is based on multiple factors including, but not limited to, recent selling prices and related discounts, market conditions, customer classes, sales channels and other factors. In accordance with ASC 605, provided the other three revenue recognition criteria other than delivery have been met, we recognize revenue upon delivery to the customer as we have no further obligations.

We must make assumptions and judgments in order to (1) determine whether and when each element is delivered, (2) determine whether VSOE exists for each undelivered element, and (3) allocate the total price among the various elements, as applicable. Changes to any of these assumptions and judgments, or changes to the elements in the arrangement, could cause a material increase or decrease in the amount of revenue that we report in a particular period.

Sales Returns and Allowances and Bad Debt Reserves

We reduce revenue primarily for estimated future returns and price protection which may occur with our distributors and retailers ("channel partners"). Price protection represents our practice to provide our channel partners with a credit allowance to lower their wholesale price on a particular product in the channel. The amount of the price protection is generally the difference between the old wholesale price and the new reduced wholesale price. In certain countries for our PC and console packaged goods software products, we also have a practice of allowing channel partners to return older software products in the channel in exchange for a credit allowance. As a general practice, we do not give cash refunds.

When evaluating the adequacy of sales returns and price protection allowances, we analyze the following: historical credit allowances, current sell-through of our channel partner's inventory of our software products, current trends in retail and the video game industry, changes in customer demand, acceptance of our software products, and other related factors. In addition, we monitor the volume of sales to our channel partners and their inventories, as substantial overstocking in the distribution channel could result in high returns or higher price protection in subsequent periods.

In the future, actual returns and price protections may materially exceed our estimates as unsold software products in the distribution channels are exposed to rapid changes in consumer preferences, market conditions or technological obsolescence due to new platforms, product updates or competing software products. While we believe we can make reliable estimates regarding these matters, these estimates are inherently subjective. Accordingly, if our estimates change, our returns and price protection allowances would change and would impact the total net revenue, accounts receivable and deferred net revenue that we report.

We determine our allowance for doubtful accounts by evaluating the following: customer creditworthiness, current economic trends, historical experience, age of current accounts receivable balances, changes in financial condition or payment terms of our customers. Significant management judgment is required to estimate our allowance for doubtful accounts in any accounting period. The amount and timing of our bad debt expense and cash collection could change

significantly as a result of a change in any of the evaluation factors mentioned above.

Fair Value Estimates

The preparation of financial statements in conformity with U.S. GAAP often requires us to determine the fair value of a particular item in order to fairly present our financial statements. Without an independent market or another representative transaction, determining the fair value of a particular item requires us to make several assumptions that are inherently difficult to predict and can have a material impact on the accounting.

There are various valuation techniques used to estimate fair value. These include (1) the market approach where market transactions for identical or comparable assets or liabilities are used to determine the fair value, (2) the income approach, which uses valuation techniques to convert future amounts (for example, future cash flows or future earnings) to a single present value amount, and (3) the cost approach, which is based on the amount that would be required to replace an asset. For many of our

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fair value estimates, including our estimates of the fair value of acquired intangible assets, we use the income approach. Using the income approach requires the use of financial models, which require us to make various estimates including, but not limited to (1) the potential future cash flows for the asset or liability being measured, (2) the timing of receipt or payment of those future cash flows, (3) the time value of money associated with the expected receipt or payment of such cash flows, and (4) the inherent risk associated with the cash flows (risk premium). Making these cash flow estimates is inherently difficult and subjective, and if any of the estimates used to determine the fair value using the income approach turns out to be inaccurate, our financial results may be negatively impacted. Furthermore, relatively small changes in many of these estimates can have a significant impact to the estimated fair value resulting from the financial models or the related accounting conclusion reached. For example, a relatively small change in the estimated fair value of an asset may change a conclusion as to whether an asset is impaired.

While we are required to make certain fair value assessments associated with the accounting for several types of transactions, the following areas are the most sensitive to these assessments:

Business Combinations. We must estimate the fair value of assets acquired, liabilities and contingencies assumed, acquired in-process technology, and contingent consideration issued in a business combination. Our assessment of the estimated fair value of each of these can have a material effect on our reported results as intangible assets are amortized over various estimated useful lives. Furthermore, a change in the estimated fair value of an asset or liability often has a direct impact on the amount we recognize as goodwill, which is an asset that is not amortized. Determining the fair value of assets acquired requires an assessment of the highest and best use or the expected price to sell the asset and the related expected future cash flows. Determining the fair value of acquired in-process technology also requires an assessment of our expectations related to the use of that asset. Determining the fair value of an assumed liability requires an assessment of the expected cost to transfer the liability. Determining the fair value of contingent consideration requires an assessment of the probability-weighted expected future cash flows over the period in which the obligation is expected to be settled, and applying a discount rate that appropriately captures the risk associated with the obligation. The significant unobservable input used in the fair value measurement of the contingent consideration payable are forecasted earnings. Significant changes in forecasted earnings would result in significantly higher or lower fair value measurement. This fair value assessment is also required in periods subsequent to a business combination. Such estimates are inherently difficult and subjective and can have a material impact on our Condensed Consolidated Financial Statements.

Assessment of Impairment of Goodwill, Intangibles, and Other Long-Lived Assets. Current accounting standards require that we assess the recoverability of our finite lived acquisition-related intangible assets and other long-lived assets whenever events or changes in circumstances indicate the remaining value of the assets recorded on our Condensed Consolidated Balance Sheets is potentially impaired. In order to determine if a potential impairment has occurred, management must make various assumptions about the estimated fair value of the asset by evaluating future business prospects and estimated future cash flows. For some assets, our estimated fair value is dependent upon predicting which of our products will be successful. This success is dependent upon several factors, which are beyond our control, such as which operating platforms will be successful in the marketplace. Also, our revenue and earnings are dependent on our ability to meet our product release schedules.

In assessing impairment on our goodwill, we first analyze qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test. The qualitative factors we assess include long-term prospects of our performance, share price trends, and Company specific events. If we conclude it is more likely than not that the fair value of a reporting unit exceeds its carrying amount, we do not need to perform the two-step impairment test. If based on that assessment, we believe it is more likely than not that the fair value of the reporting unit is less than its carrying value, a two-step goodwill impairment test will be performed. The first step measures for impairment by applying fair value-based tests at the reporting unit level. The second step (if necessary) measures the

amount of impairment by applying fair value-based tests to the individual assets and liabilities within each reporting unit. Reporting units are determined by the components of operating segments that constitute a business for which (1) discrete financial information is available and (2) segment management regularly reviews the operating results of that component. We determined that it was more likely than not that the fair value of our reporting unit exceeded its carrying amount, and, as such, we did not need to perform the two-step impairment test.

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To determine the fair value of each reporting unit used in the first step, we use the market approach, which utilizes comparable companies' data, the income approach, which utilizes discounted cash flows, or a combination thereof. Determining whether an event or change in circumstances does or does not indicate that the fair value of a reporting unit is below its carrying amount is inherently subjective. Each step requires us to make judgments and involves the use of significant estimates and assumptions. These estimates and assumptions include long-term growth rates, tax rates, and operating margins used to calculate projected future cash flows, risk-adjusted discount rates based on a weighted average cost of capital, future economic and market conditions and determination of appropriate market comparables. As of our last annual assessment of goodwill in the fourth quarter of fiscal year 2013, we concluded that the estimated fair value of our reporting unit significantly exceeded its carrying amount and we have not identified any indicators of impairment since that assessment. Our estimates for market growth, our market share and costs are based on historical data, various internal estimates and certain external sources, and are based on assumptions that are consistent with the plans and estimates we are using to manage the underlying business.

Our business consists of developing, marketing and distributing video game software using both established and emerging intellectual properties and our forecasts for emerging intellectual properties are based upon internal estimates and external sources rather than historical information and have an inherently higher risk of inaccuracy. If future forecasts are revised, they may indicate or require future impairment charges. We base our fair value estimates on assumptions we believe to be reasonable, but that are unpredictable and inherently uncertain. Actual future results may differ from those estimates.

Royalties and Licenses

Our royalty expenses consist of payments to (1) content licensors, (2) independent software developers, and (3) co-publishing and distribution affiliates. License royalties consist of payments made to celebrities, professional sports organizations, movie studios and other organizations for our use of their trademarks, copyrights, personal publicity rights, content and/or other intellectual property. Royalty payments to independent software developers are payments for the development of intellectual property related to our games. Co-publishing and distribution royalties are payments made to third parties for the delivery of products.

Royalty-based obligations with content licensors and distribution affiliates are either paid in advance and capitalized as prepaid royalties or are accrued as incurred and subsequently paid. These royalty-based obligations are generally expensed to cost of revenue generally at the greater of the contractual rate or an effective royalty rate based on the total projected net revenue for contracts with guaranteed minimums. Significant judgment is required to estimate the effective royalty rate for a particular contract. Because the computation of effective royalty rates requires us to project future revenue, it is inherently subjective as our future revenue projections must anticipate a number of factors, including (1) the total number of titles subject to the contract, (2) the timing of the release of these titles, (3) the number of software units we expect to sell, which can be impacted by a number of variables, including product quality, the timing of the title's release and competition, and (4) future pricing. Determining the effective royalty rate for our titles is particularly challenging due to the inherent difficulty in predicting the popularity of entertainment products. Furthermore, if we conclude that we are unable to make a reasonably reliable forecast of projected net revenue, we recognize royalty expense at the greater of contract rate or on a straight-line basis over the term of the contract. Accordingly, if our future revenue projections change, our effective royalty rates would change, which could impact the amount and timing of royalty expense we recognize.

Prepayments made to thinly capitalized independent software developers and co-publishing affiliates are generally made in connection with the development of a particular product, and therefore, we are generally subject to development risk prior to the release of the product. Accordingly, payments that are due prior to completion of a product are generally expensed to research and development over the development period as the services are incurred. Payments due after completion of the product (primarily royalty-based in nature) are generally expensed as cost of revenue.

Our contracts with some licensors include minimum guaranteed royalty payments, which are initially recorded as an asset and as a liability at the contractual amount when no performance remains with the licensor. When performance remains with the licensor, we record guarantee payments as an asset when actually paid and as a liability when incurred, rather than recording the asset and liability upon execution of the contract. Royalty liabilities are classified as current liabilities to the extent such royalty payments are contractually due within the next 12 months.

Each quarter, we also evaluate the expected future realization of our royalty-based assets, as well as any unrecognized minimum commitments not yet paid to determine amounts we deem unlikely to be realized through product sales. Any impairments or losses determined before the launch of a product are generally charged to research and development expense. Impairments or losses determined post-launch are charged to cost of revenue. We evaluate long-lived royalty-based assets for impairment generally using undiscounted cash flows when impairment indicators exist. Unrecognized minimum royalty-based commitments are accounted for as executory contracts, and therefore, any losses on these commitments are recognized when

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the underlying intellectual property is abandoned (i.e., cease use) or the contractual rights to use the intellectual property are terminated.

Income Taxes

We recognize deferred tax assets and liabilities for both the expected impact of differences between the financial statement amount and the tax basis of assets and liabilities and for the expected future tax benefit to be derived from tax losses and tax credit carryforwards. We record a valuation allowance against deferred tax assets when it is considered more likely than not that all or a portion of our deferred tax assets will not be realized. In making this determination, we are required to give significant weight to evidence that can be objectively verified. It is generally difficult to conclude that a valuation allowance is not needed when there is significant negative evidence, such as cumulative losses in recent years. Forecasts of future taxable income are considered to be less objective than past results, particularly in light of the economic environment. Therefore, cumulative losses weigh heavily in the overall assessment.

In addition to considering forecasts of future taxable income, we are also required to evaluate and quantify other possible sources of taxable income in order to assess the realization of our deferred tax assets, namely the reversal of existing deferred tax liabilities, the carry back of losses and credits as allowed under current tax law, and the implementation of tax planning strategies. Evaluating and quantifying these amounts involves significant judgments. Each source of income must be evaluated based on all positive and negative evidence; this evaluation involves assumptions about future activity. Certain taxable temporary differences that are not expected to reverse during the carry forward periods permitted by tax law cannot be considered as a source of future taxable income that may be available to realize the benefit of deferred tax assets.

Based on the assumptions and requirements noted above, we have recorded a valuation allowance against most of our U.S. deferred tax assets. In addition, we expect to provide a valuation allowance on future U.S. tax benefits until we can sustain a level of profitability in the United States, or until other significant positive evidence arises that suggest that these benefits are more likely than not to be realized.

In the ordinary course of our business, there are many transactions and calculations where the tax law and ultimate tax determination is uncertain. As part of the process of preparing our Condensed Consolidated Financial Statements, we are required to estimate our income taxes in each of the jurisdictions in which we operate prior to the completion and filing of tax returns for such periods. This process requires estimating both our geographic mix of income and our uncertain tax positions in each jurisdiction where we operate. These estimates involve complex issues and require us to make judgments about the likely application of the tax law to our situation, as well as with respect to other matters, such as anticipating the positions that we will take on tax returns prior to our actually preparing the returns and the outcomes of disputes with tax authorities. The ultimate resolution of these issues may take extended periods of time due to examinations by tax authorities and statutes of limitations. In addition, changes in our business, including acquisitions, changes in our international corporate structure, changes in the geographic location of business functions or assets, changes in the geographic mix and amount of income, as well as changes in our agreements with tax authorities, valuation allowances, applicable accounting rules, applicable tax laws and regulations, rulings and interpretations thereof, developments in tax audit and other matters, and variations in the estimated and actual level of annual pre-tax income can affect the overall effective income tax rate.

We historically have considered undistributed earnings of our foreign subsidiaries to be indefinitely reinvested outside of the United States, and accordingly, no U.S. taxes have been provided thereon. We currently intend to continue to indefinitely reinvest the undistributed earnings of our foreign subsidiaries outside of the United States.

In July 2013, the FASB issued ASU 2013-11, Income Taxes (Topic 220): Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists. The amendments of this ASU require that entities that have an unrecognized tax benefit and a net operating loss carryforward or similar tax loss or tax credit carryforward in the same jurisdiction as the uncertain tax position present the unrecognized tax benefit as a reduction of the deferred tax asset for the loss or tax credit carryforward rather than as a liability when the uncertain tax position would reduce the loss or tax credit carryforward under the tax law. The disclosure requirements will be effective for annual periods (and interim periods within those annual periods) beginning after December 15, 2013, and will require prospective application.

Early adoption is permitted. We expect to adopt this new standard in the first quarter of fiscal year 2015. While not yet quantified, we anticipate the adoption may have a material impact on the balance sheet only, resulting in equal reductions to both deferred tax assets and noncurrent income tax obligations.

RESULTS OF OPERATIONS

Our fiscal year is reported on a 52- or 53-week period that ends on the Saturday nearest March 31. Our results of operations for the fiscal years ending or ended, as the case may be, March 31, 2014 and 2013 contain 52 weeks each and ends or ended, as the case may be, on March 29, 2014 and March 30, 2013, respectively. Our results of operations for the three months ended

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September 30, 2013 and 2012 contained 13 weeks each and ended on September 28, 2013 and September 29, 2012, respectively. For simplicity of disclosure, all fiscal periods are referred to as ending on a calendar month end.

Net Revenue

Net revenue consists of sales generated from (1) video games sold as packaged goods or as digital downloads and designed for play on video game consoles (such as the PLAYSTATION 3 and Xbox 360) and PCs, (2) video games for mobile devices (such as the Apple iPhone and Google Android compatible phones), (3) video games for tablets and electronic readers (such as the Apple iPad and Amazon Kindle), (4) separate software products and content and online game services associated with these products, (5) programming third-party websites with our game content, (6) allowing other companies to manufacture and sell our products in conjunction with other products, and (7) advertisements on our online web pages and in our games.

We provide three different measures of our Net Revenue. Two of these measures are presented in accordance with U.S. GAAP - (1) Net Revenue by Product revenue and Service and other revenue and (2) Net Revenue by Geography. The third measure is a non-GAAP financial measure - Net Revenue before Revenue Deferral by Revenue Composition, which is primarily based on method of distribution. We use this third non-GAAP financial measure internally to evaluate our operating performance, when planning, forecasting and analyzing future periods, and when assessing the performance of our management team.

Management places a greater emphasis and focus on assessing our business through a review of the Net Revenue before Revenue Deferral by Revenue Composition than by Net Revenue by Product revenue and Service and other revenue. These two measures differ as (1) Net Revenue by Product revenue and Service and other revenue reflects the deferral and recognition of revenue in periods subsequent to the date of sale due to U.S. GAAP while Net Revenue before Revenue Deferral by Revenue Composition does not, and (2) both measures contain a different aggregation of sales from one another. For instance, Service and other revenue does not include a portion of our full-game digital download and mobile sales that are fully included in our Digital revenue. Further, Service and other revenue includes all of our revenue associated with MMO games while software sales associated with our MMOs are included in either Digital revenue or Publishing and other revenue depending on whether the sale was a full-game digital download or a packaged goods sale.

Net Revenue Quarterly Analysis

Net Revenue

For the three months ended September 30, 2013, Net Revenue was $695 million and decreased $16 million, or 2 percent, as compared to the three months ended September 30, 2012. This decrease was driven by a $218 million decrease in revenue primarily from the Mass Effect, FIFA Street, and SSX franchises. This decrease was partially offset by a $202 million increase in revenue primarily from the SimCity, Crysis, and Dead Space franchises.

Net Revenue by Product Revenue and Service and Other Revenue

Our total net revenue by product revenue and service and other revenue for the three months ended September 30, 2013 and 2012 was as follows (in millions):

	Three Months Ended September 30,			
	2013	2012	$ Change	% Change
Net revenue:				
Product	$350	$481	$(131)	(27)%
Service and other	345	230	115	50 %
Total net revenue	$695	$711	$(16)	(2)%

Product Revenue

For the three months ended September 30, 2013, product revenue was $350 million, primarily driven by Crysis 3, FIFA 2013, and Dead Space 3. Product revenue for the three months ended September 30, 2013 decreased $131 million, or 27 percent, as compared to the three months ended September 30, 2012. This decrease was driven by a $225 million decrease primarily from the Mass Effect, FIFA Street, and SSX franchises. This decrease was partially offset by a $94 million increase primarily from the Crysis, Dead Space, and Army of Two franchises.

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Service and Other Revenue

For the three months ended September 30, 2013, service and other revenue was $345 million, primarily driven by FIFA 13 Ultimate Team and SimCity, as well as Star Wars: The Old Republic. Service and other revenue for the three months ended September 30, 2013 increased $115 million, or 50 percent, as compared to the three months ended September 30, 2012. This increase was driven by a $145 million increase primarily from the SimCity, FIFA and Battlefield franchises. This increase was partially offset by a $30 million decrease primarily from lower revenue from Sims Social, which shut down in June 2013, as well as Pogo-branded online game services.

Net Revenue by Geography

We attribute net revenue from external customers to individual countries based on the location of the legal entity that sells the products and/or services. Note that revenue attributed to the legal entity that makes the sale is often not the country where the consumer resides. For example, revenue generated in Switzerland includes revenue derived from Internet game downloads by consumers who reside outside of Switzerland, and some of these consumers reside outside of Europe. Revenue generated in Switzerland during the three months ended September 30, 2013 represented $136 million, or 20 percent, of our total net revenue. Revenue generated in Switzerland during the three months ended September 30, 2012 represented $92 million, or 13 percent, of our total net revenue. Revenue generated in the United States represents over 99 percent of our total North America net revenue. There were no other countries with net revenue greater than 10 percent.

	Three Months Ended September 30,			
(In millions)	2013	2012	$ Change	% Change
North America	$303	$329	$(26)	(8)%
International	392	382	10	3 %
Total net revenue	$695	$711	$(16)	(2)%

Net revenue in North America was $303 million, or 44 percent of total net revenue for the three months ended September 30, 2013, compared to $329 million, or 46 percent of total net revenue for the three months ended September 30, 2012, a decrease of $26 million, or 8 percent. Net revenue in North America decreased primarily due to decreased revenue in our Mass Effect and SSX franchises as well as Kingdom of Amalur: Reckoning, partially offset by increased revenue in our SimCity, Dead Space, and Crysis franchises during the three months ended September 30, 2013. International net revenue was $392 million, or 56 percent of total net revenue during the three months ended September 30, 2013, compared to $382 million, or 54 percent of total net revenue during the three months ended September 30, 2012, an increase of $10 million, or 3 percent. We estimate that foreign exchange rates (primarily due to the Euro) increased reported International net revenue by approximately $10 million, or 3 percent, for the three months ended September 30, 2013. Excluding the effect of foreign exchange rates from International net revenue, we estimate that International net revenue remained relatively consistent for the three months ended September 30, 2013 as compared to the three months ended September 30, 2012. International net revenue increased primarily due to our SimCity, FIFA, and Crysis franchises, offset by decreased revenue in our Mass Effect, FIFA Street, and SSX franchises during the three months ended September 30, 2013.

Supplemental Net Revenue by Revenue Composition

As we continue to evolve our business and more of our products are delivered to consumers digitally via the Internet, we place a greater emphasis and focus on assessing our business through a review of net revenue by revenue composition.

Net Revenue before Revenue Deferral, a non-GAAP financial measure, is provided in this section of MD&A, including a discussion of the components of this measure: (1) publishing and other, (2) wireless, Internet-derived, and advertising (digital), and (3) distribution. See “Non-GAAP Financial Measures” below for an explanation of our use of this non-GAAP financial measure. A reconciliation to the corresponding measure calculated in accordance with U.S.

GAAP is provided in the discussion below.

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"Revenue Deferral" in this "Net Revenue" section generally includes the unrecognized revenue from bundled sales of certain online-enabled games for which we do not have VSOE for the unspecified updates. Fluctuations in the Revenue Deferral are largely dependent upon the amounts of products that we sell with the online features and services previously discussed, while the Recognition of Revenue Deferral for a period is also dependent upon (1) the amount deferred, (2) the period of time the software-related offerings are to be provided, and (3) the timing of the sale. For example, most Revenue Deferrals incurred in the first half of a fiscal year are recognized within the same fiscal year; however, substantially all of the Revenue Deferrals incurred in the last month of a fiscal year will be recognized in the subsequent fiscal year.

Our total net revenue by revenue composition for the three months ended September 30, 2013 and 2012 was as follows (in millions):

	Three Months Ended September 30,			
	2013	2012	$ Change	% Change
Publishing and other	$670	$744	$(74)	(10)%
Wireless, Internet-derived, and advertising (digital)	348	314	34	11 %
Distribution	22	22	—	— %
Net Revenue before Revenue Deferral	1,040	1,080	(40)	(4)%
Revenue Deferral	(879)	(880)	1	— %
Recognition of Revenue Deferral	534	511	23	5 %
Total net revenue	$695	$711	$(16)	(2)%

Net Revenue before Revenue Deferral

Publishing and Other Revenue

Publishing and other revenue includes (1) sales of our internally-developed and co-published game software distributed physically through traditional channels such as brick and mortar retailers, (2) our non-software licensing revenue, and (3) our software licensing revenue from third parties (for example, makers of personal computers or computer accessories) who include certain of our products for sale with their products ("OEM bundles").

For the three months ended September 30, 2013, publishing and other Net Revenue before Revenue Deferral was $670 million, primarily driven by FIFA 2014, Madden NFL 25, and NCAA Football 2014. Publishing and other Net Revenue before Revenue Deferral for the three months ended September 30, 2013 decreased $74 million, or 10 percent, as compared to the three months ended September 30, 2012. This decrease was driven by a $103 million decrease in sales primarily from the Madden, The Sims, and NCAA Football franchises. This decrease was partially offset by a $29 million increase in sales primarily from the FIFA, SimCity, and FIFA Street franchises.

Wireless, Internet-derived, and Advertising (Digital) Revenue

Digital revenue includes revenue from sales of our internally-developed and co-published game software distributed through direct download through the Internet, including through our direct-to-consumer platform Origin, or distributed wirelessly through mobile carriers. This includes our full-game downloads, mobile and tablet revenue (each of which are generally classified as product revenue with the exception of our MMO game downloads and freemium mobile games which are classified as service revenue) as well as subscription services, micro-transactions, and advertising revenues (each of which is generally classified as service and other revenue).

For the three months ended September 30, 2013, digital Net Revenue before Revenue Deferral was $348 million, an increase of $34 million, or 11 percent, as compared to the three months ended September 30, 2012. This increase is

due to (1) a $17 million or 19 percent increase in mobile sales primarily driven by The Simpsons: Tapped Out and Real Racing 3, (2) a $16 million or 42 percent increase in full-game download sales primarily driven by SimCity, and (3) a $13 million or 11 percent increase in extra content and free-to-play sales primarily driven by the FIFA Ultimate Team, FIFA Online 3, and Star Wars: The Old Republic. These increases were partially offset by a $12 million or 16 percent decrease in subscription and advertising sales primarily driven by Star Wars: The Old Republic. In the previous year, Star Wars: The Old Republic was a subscription-only based MMO. This year, some of the revenue from this title was recognized in the free-to-play category as we expanded this title to be both a subscription and free-to-play game.

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Distribution Revenue

Distribution revenue includes (1) sales of game software developed by independent game developers that we distribute and (2) sales through our Switzerland distribution business. For the three months ended September 30, 2013, distribution net revenue was $22 million, which remained relatively consistent compared to the three months ended September 30, 2012.

Revenue Deferral

Revenue Deferral for the three months ended September 30, 2013 decreased $1 million, or less than 1 percent, as compared to the three months ended September 30, 2012.

Recognition of Revenue Deferral

Our non-distribution sales through the first quarter of fiscal 2014 were generally deferred and recognized over a weighted-average six-month period, and therefore, the related revenue recognized during the fiscal quarter ended September 30 is primarily due to sales that occurred during the preceding three-month period ended June 30. The Recognition of Revenue Deferral for the three months ended September 30, 2013 increased $23 million, or 5 percent, as compared to the three months ended September 30, 2012. This increase was primarily due to a 3 percent increase in non-distribution sales and a larger percentage of non-distribution sales being deferred and recognized during the three months ended June 30, 2013 as compared to the same period in the prior year.

We anticipate that our fiscal year 2014 net revenue will be lower than our fiscal year 2013 net revenue primarily as a result of a change in our estimated offering period for physical software games sold through retail, partially offset by an increase in sales. Prior to the second quarter of fiscal 2014, the estimated offering period for physical software games was six months; however, beginning in the second quarter of fiscal 2014, this estimated offering period is now nine months. Because we recognize our online-enabled games over an estimated offering period, this change in estimate has the effect of delaying the recognition of revenue to fiscal year 2015. We do not expect this change in estimated offering period to impact the amount of Net Revenue before Revenue Deferral or the operating cash flows that we report. We expect net revenue to be up to $450 million lower than Net Revenue Before Revenue Deferral in fiscal year 2014 due primarily to the change in our estimated offering period.

Product Revenue and Service and Other Revenue by Revenue Composition

Our product and service and other revenue by revenue composition for the three months ended September 30, 2013 and 2012 was as follows (in millions):

	Three Months Ended September 30,	
	2013	2012
Product revenue:		
Publishing and other	$198	$342
Wireless, Internet-derived, and advertising (digital)	130	117
Distribution	22	22
Total product revenue	350	481
Service and other revenue:		
Publishing and other	25	23
Wireless, Internet-derived, and advertising (digital)	320	207

Total service and other revenue	345	230
Total net revenue	$695	$711

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Net Revenue Year-to-Date Analysis

Net Revenue

For the six months ended September 30, 2013, Net Revenue was $1,644 million and decreased $22 million, or 1 percent, as compared to the six months ended September 30, 2012. This decrease was driven by a $494 million decrease in revenue primarily from the Mass Effect, Battlefield, and FIFA Street franchises. This decrease was partially offset by a $472 million increase in revenue primarily from the SimCity, Crysis, and Dead Space franchises.

Net Revenue by Product Revenue and Service and Other Revenue

Our total net revenue by product revenue and service and other revenue for the six months ended September 30, 2013 and 2012 was as follows (in millions):

	Six Months Ended September 30,			
	2013	2012	$ Change	% Change
Net revenue:				
Product	$893	$1,183	$(290)	(25)%
Service and other	$751	$483	$268	55 %
Total net revenue	$1,644	$1,666	$(22)	(1)%

Product Revenue

For the six months ended September 30, 2013, product revenue was $893 million, primarily driven by FIFA 2013, Need for Speed Most Wanted, and Crysis 3. Product revenue for the six months ended September 30, 2013 decreased $290 million, or 25 percent, as compared to the six months ended September 30, 2012. This decrease was driven by a $540 million decrease primarily from the Mass Effect, Battlefield, and FIFA Street franchises. This decrease was partially offset by a $250 million increase primarily from the Crysis, Dead Space, and Army of Two franchises.

Service and Other Revenue

For the six months ended September 30, 2013, service and other revenue was $751 million, primarily driven by FIFA 13 Ultimate Team, SimCity, and Battlefield 3 Premium subscriptions. Service and other revenue for the six months ended September 30, 2013 increased $268 million, or 55 percent, as compared to the six months ended September 30, 2012. This increase was driven by a $329 million increase primarily from the SimCity, Battlefield, and FIFA franchises. This increase was partially offset by a $61 million decrease primarily from lower subscription revenue from Star Wars: The Old Republic, Sims Social, as well as Pogo-branded online game services.

Net Revenue by Geography

Revenue generated in Switzerland during the six months ended September 30, 2013 represented $539 million, or 33 percent, of our total net revenue. Revenue generated in Switzerland during the six months ended September 30, 2012 represented $365 million, or 22 percent, of our total net revenue. Revenue generated in the United States represents over 99 percent of our total North America net revenue. There were no other countries with net revenue greater than 10 percent.

	Six Months Ended September 30,			
(In millions)	2013	2012	$ Change	% Change
North America	$698	$779	$(81)	(10)%
International	$946	$887	$59	7 %
Total net revenue	$1,644	$1,666	$(22)	(1)%

Net revenue in North America was $698 million, or 42 percent of total net revenue for the six months ended September 30, 2013, compared to $779 million, or 47 percent of total net revenue for the six months ended September 30, 2012, a decrease of $81 million, or 10 percent. Net revenue in North America decreased primarily due to decreased revenue in our Mass Effect and Battlefield franchises as well as Kingdom of Amalur: Reckoning, partially offset by increased revenue in our Dead Space,

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SimCity, and Crysis franchises during the six months ended September 30, 2013. International net revenue was $946 million, or 58 percent of total net revenue during the six months ended September 30, 2013, compared to $887 million, or 53 percent of total net revenue during the six months ended September 30, 2012, an increase of $59 million, or 7 percent. We estimate that foreign exchange rates (primarily due to the Euro) decreased reported International net revenue by approximately $21 million, or 2 percent, for the six months ended September 30, 2013. Excluding the effect of foreign exchange rates from International net revenue, we estimate that International net revenue increased by approximately $80 million, or 9 percent for the six months ended September 30, 2013 as compared to the six months ended September 30, 2012. International net revenue increased primarily due to our FIFA, SimCity, and Crysis franchises, partially offset by decreased revenue in our Mass Effect, FIFA Street, and Battlefield franchises during the six months ended September 30, 2013.

Supplemental Net Revenue by Revenue Composition

Our total net revenue by revenue composition for the six months ended September 30, 2013 and 2012 was as follows (in millions):

	Six Months Ended September 30,			
	2013	2012	$ Change	% Change
Publishing and other	$772	$890	(118)	(13)%
Wireless, Internet-derived, and advertising (digital)	$726	$638	88	14 %
Distribution	$37	$43	(6)	(14)%
Net Revenue before Revenue Deferral	$1,535	$1,571	(36)	(2)%
Revenue Deferral	$(1,234)	$(1,195)	$(39)	(3)%
Recognition of Revenue Deferral	$1,343	$1,290	$53	4 %
Total net revenue	$1,644	$1,666	$(22)	(1)%

Net Revenue before Revenue Deferral

Publishing and Other Revenue

For the six months ended September 30, 2013, publishing and other Net Revenue before Revenue Deferral was $772 million, primarily driven by FIFA 2014, Madden NFL 25, and NCAA Football 2014. Publishing and other Net Revenue before Revenue Deferral for the six months ended September 30, 2013 decreased $118 million, or 13 percent, as compared to the six months ended September 30, 2012. This decrease was driven by a $152 million decrease in sales primarily from the Madden, Battlefield, and The Sims franchises. This decrease was partially offset by a $34 million increase in sales primarily from the SimCity, Army of Two and Need for Speed franchises.

Wireless, Internet-derived, and Advertising (Digital) Revenue

For the six months ended September 30, 2013, digital Net Revenue before Revenue Deferral was $726 million, an increase of $88 million, or 14 percent, as compared to the six months ended September 30, 2012. This increase is due to (1) a $59 million or 19 percent increase in extra content and free-to-play sales primarily driven by the FIFA franchise and Star Wars: The Old Republic, (2) a $41 million or 20 percent increase in mobile sales primarily driven by The Simpsons: Tapped Out and Real Racing 3, and (3) a $20 million or 22 percent increase in full-game download sales primarily driven by SimCity. These increases were partially offset by a $32 million or 26 percent decrease in subscription sales primarily driven by Star Wars: The Old Republic. In the previous year, Star Wars: The Old Republic was a subscription-only based MMO. This year, some of the revenue from this title was recognized in the free-to-play category as we expanded this title to be both a subscription and free-to-play game.

Distribution Revenue

For the six months ended September 30, 2013, distribution net revenue was $37 million and decreased $6 million, or 14 percent, compared to the six months ended September 30, 2012. This decrease was primarily driven by a decrease in sales from The Secret World and our Switzerland distribution business.

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Revenue Deferral

Revenue Deferral for the six months ended September 30, 2013 increased $39 million, or 3 percent, as compared to the six months ended September 30, 2012. This increase was primarily due to an $88 million increase in Net Revenue before Revenue Deferral related to our digital sales during the six months ended September 30, 2013 as compared to the six months ended September 30, 2012, and a higher percentage of both our publishing and other and digital sales being deferred and recognized over time, which contain an online service component which requires revenue recognition over the period of time that the service is delivered.

Recognition of Revenue Deferral

The Recognition of Revenue Deferral for the six months ended September 30, 2013 increased $53 million, or 4 percent, as compared to the six months ended September 30, 2012. This increase was primarily due to a 5 percent increase in non-distribution sales and a larger percentage of non-distribution sales being deferred and recognized during the six months ended June 30, 2013 as compared to the same period in the prior year.

Product Revenue and Service and Other Revenue by Revenue Composition

Our product and service and other revenue by revenue composition for the six months ended September 30, 2013 and 2012 was as follows (in millions):

	Six Months Ended September 30,	
	2013	2012
Product revenue:		
Publishing and other	$592	$907
Wireless, Internet-derived, and advertising (digital)	264	233
Distribution	37	43
Total product revenue	893	1,183
Service and other revenue:		
Publishing and other	83	50
Wireless, Internet-derived, and advertising (digital)	668	433
Total service and other revenue	751	483
Total net revenue	$1,644	$1,666

Non-GAAP Financial Measures

Net Revenue before Revenue Deferral is a non-GAAP financial measure that excludes the impact of Revenue Deferral and the Recognition of Revenue Deferral on Net Revenue related to sales of games and digital content.

We believe that excluding the impact of Revenue Deferral and the Recognition of Revenue Deferral related to games and digital content from our operating results is important to facilitate comparisons between periods in understanding our underlying sales performance for the period, and understanding our operations because all related costs of revenues are expensed as incurred instead of deferred and recognized ratably. We use this non-GAAP financial measure internally to evaluate our operating performance, when planning, forecasting and analyzing future periods, and when assessing the performance of our management team. While we believe that this non-GAAP financial measure is useful in evaluating our business, this information should be considered as supplemental in nature and is not meant to be considered in isolation from or as a substitute for the related financial information prepared in

accordance with GAAP. In addition, this non-GAAP financial measure may not be the same as non-GAAP financial measures presented by other companies.

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Cost of Revenue

Total cost of revenue for the three months ended September 30, 2013 and 2012 was as follows (in millions):

	September 30, 2013	% of Related Net Revenue	September 30, 2012	% of Related Net Revenue	% Change	Change as a % of Related Net Revenue
Cost of revenue:						
Product	$341	97.4 %	$371	77.1 %	(8.1)%	20.3 %
Service and other	72	20.9 %	74	32.2 %	(2.7)%	(11.3)%
Total cost of revenue	$413	59.4 %	$445	62.6 %	(7.2)%	(3.2)%

Cost of Product Revenue

Cost of product revenue consists of (1) product costs, (2) certain royalty expenses for celebrities, professional sports and other organizations, and independent software developers, (3) manufacturing royalties, net of volume discounts and other vendor reimbursements, (4) expenses for defective products, (5) write-offs of post launch prepaid royalty costs, (6) amortization of certain intangible assets, (7) personnel-related costs, and (8) warehousing and distribution costs. We generally recognize volume discounts when they are earned from the manufacturer (typically in connection with the achievement of unit-based milestones); whereas other vendor reimbursements are generally recognized as the related revenue is recognized.

Cost of product revenue decreased by $30 million, or 8.1 percent in the three months ended September 30, 2013, as compared to the three months ended September 30, 2012. The decrease was primarily due to a 42 percent decrease in publishing and other product revenue, which has higher costs, during the three months ended September 30, 2013, as compared to the three months ended September 30, 2012. As a percentage of related net revenue, cost of product revenue increased primarily due to the timing of the deferral of the related revenue.

Cost of Service and Other Revenue

Cost of service and other revenue consists primarily of (1) data center and bandwidth costs associated with hosting our online games and websites, (2) associated royalty costs, (3) credit card fees associated with our service revenue, (4) server costs related to our website advertising business, and (5) platform processing fees from operating our website-based games on third-party platforms.

Cost of service and other revenue decreased by $2 million, or 2.7 percent in the three months ended September 30, 2013, as compared to the three months ended September 30, 2012. The decrease was primarily due to a decrease in server and support costs related to FIFA World Class Soccer, Star Wars: The Old Republic, and Sims Social, which shut down in June 2013.

Total Cost of Revenue as a Percentage of Total Net Revenue

During the three months ended September 30, 2013, total cost of revenue as a percentage of total net revenue decreased by 3.2 percent as compared to the three months ended September 30, 2012. This decrease as a percentage of net revenue was primarily due to (1) a 39 percent decrease in publishing and other revenue which has higher costs and (2) a 39 percent increase in net revenue from our digital products and services that have a lower cost than our publishing and other products.

Total cost of revenue for the six months ended September 30, 2013 and 2012 was as follows (in millions):

	September 30, 2013	% of Related	September 30, 2012	% of Related	% Change	Change as a % of Related

		Net Revenue			Net Revenue			Net Revenue	
Cost of revenue:									
Product	$471	52.7	%	$503	42.5	%	(6.4	)%	10.2	%
Service and other	136	18.1	%	147	30.4	%	(7.5	)%	(12.3	)%
Total cost of revenue	$607	36.9	%	$650	39.0	%	(6.6	)%	(2.1	)%

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Cost of Product Revenue

Cost of product revenue decreased by $32 million, or 6.4 percent in the six months ended September 30, 2013, as compared to the six months ended September 30, 2012. The decrease was primarily due to a 35 percent decrease in publishing and other product revenue and a 14 percent decrease in distribution revenue, all of which have higher costs during the six months ended September 30, 2013.

Cost of Service and Other Revenue

Cost of service and other revenue decreased by $11 million, or 7.5 percent in the six months ended September 30, 2013, as compared to the six months ended September 30, 2012. The decrease was primarily due to a decrease in server and support costs related to FIFA World Class Soccer, Star Wars: The Old Republic, and Sims Social, which shut down in June 2013.

Total Cost of Revenue as a Percentage of Total Net Revenue

During the six months ended September 30, 2013, total cost of revenue as a percentage of total net revenue decreased by 2.1 percent as compared to the six months ended September 30, 2012. This decrease as a percentage of net revenue was primarily due to (1) a 29 percent decrease in in publishing and other revenue which has higher costs and (2) a 40 percent increase in net revenue from our digital products and services that have a lower cost than our publishing and other products. Both of these factors positively impacted gross profit as a percent of net revenue by 2.1 percent.

Research and Development

Research and development expenses consist of expenses incurred by our production studios for personnel-related costs, related overhead costs, contracted services, depreciation and any impairment of prepaid royalties for pre-launch products. Research and development expenses for our online products include expenses incurred by our studios consisting of direct development and related overhead costs in connection with the development and production of our online games. Research and development expenses also include expenses associated with the development of website content, software licenses and maintenance, network infrastructure and management overhead.

Research and development expenses for the three and six months ended September 30, 2013 and 2012 were as follows (in millions):

	September 30, 2013	% of Net Revenue		September 30, 2012	% of Net Revenue		$ Change	% Change
Three months ended	$283	41	%	$306	43	%	$(23)	(8)%
Six months ended	$561	34	%	$588	35	%	$(27)	(5)%

Research and development expenses decreased by $23 million, or 8 percent, during the three months ended September 30, 2013, as compared to the three months ended September 30, 2012, primarily due to a $23 million decrease in contracted services and a $13 million decrease in personnel-related costs resulting from a decrease in headcount. This was partially offset by a $13 million increase in IT and facility-related costs.

Research and development expenses decreased by $27 million, or 5 percent, during the six months ended September 30, 2013, as compared to the six months ended September 30, 2012, primarily due to a $30 million decrease in contracted services and a $17 million decrease in personnel-related costs resulting from a decrease in headcount. This was partially offset by a $21 million increase in IT and facility-related costs.

Marketing and Sales

Marketing and sales expenses consist of personnel-related costs, related overhead costs, advertising, marketing and promotional expenses, net of qualified advertising cost reimbursements from third parties.

Marketing and sales expenses for the three and six months ended September 30, 2013 and 2012 were as follows (in millions):

	September 30, 2013	% of Net Revenue		September 30, 2012	% of Net Revenue		$ Change	% Change
Three months ended	$164	24	%	$219	31	%	$(55)	(25)%
Six months ended	$311	19	%	$370	22	%	$(59)	(16)%

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Marketing and sales expenses decreased by $55 million, or 25 percent, during the three months ended September 30, 2013, as compared to the three months ended September 30, 2012, primarily due to (1) a $24 million decrease in advertising and promotional spending on our franchises as compared to the prior year, (2) a $15 million decrease in personnel-related costs resulting from a decrease in headcount, and (3) a $7 million decrease in contracted services.
Marketing and sales expenses decreased by $59 million, or 16 percent, during the six months ended September 30, 2013, as compared to the six months ended September 30, 2012, primarily due to (1) a $22 million decrease in advertising and promotional spending on our franchises as compared to the prior year, (2) a $21 decrease in personnel-related costs resulting from a decrease in headcount, and (3) a $12 million decrease in contracted services.

General and Administrative

General and administrative expenses consist of personnel and related expenses of executive and administrative staff, related overhead costs, fees for professional services such as legal and accounting, and allowances for doubtful accounts.

General and administrative expenses for the three and six months ended September 30, 2013 and 2012 were as follows (in millions):

	September 30, 2013	% of Net Revenue		September 30, 2012	% of Net Revenue		$ Change	% Change	
Three months ended	$129	19	%	$100	14	%	$29	29	%
Six months ended	$214	13	%	$188	11	%	$26	14	%

General and administrative expenses increased $29 million, or 29 percent, during the three months ended September 30, 2013, as compared to the three months ended September 30, 2012 primarily due to a $30 million accrual related to the anticipated settlement of a litigation matter and a $10 million loss on a license, both related to our college football franchise. This was partially offset by a $7 million decrease in facility-related costs.

General and administrative expenses increased $26 million, or 14 percent, during the six months ended September 30, 2013, as compared to the six months ended September 30, 2012 primarily due to a $30 million accrual related to the anticipated settlement of a litigation matter and a $10 million loss on a license, both related to our college football franchise. This was partially offset by (1) a $5 million decrease in stock-based compensation expense, (2) a $4 million decrease in bad debt expense, (3) a $4 million decrease in contracted services, and (4) a $4 million decrease in facility-related costs.

Acquisition-Related Contingent Consideration

Acquisition-related contingent consideration for the three and six months ended September 30, 2013 and 2012 were as follows (in millions):

	September 30, 2013	% of Net Revenue		September 30, 2012	% of Net Revenue		$ Change	% Change	
Three months ended	$(44)	(6)	%	$—	—	%	$(44)	—	%
Six months ended	$(37)	(2)	%	$(20)	(1)	%	$(17)	(85)	%

During the three and six months ended September 30, 2013, acquisition-related contingent consideration decreased by $44 million and $17 million, respectively, as compared to the three and six months ended September 30, 2012, primarily resulting from revisions in our accrual related to our PopCap acquisition.

Amortization of Intangibles

Amortization of intangibles for the three and six months ended September 30, 2013 and 2012 were as follows (in millions):

	September 30, 2013	% of Net Revenue		September 30, 2012	% of Net Revenue		$ Change	% Change	
	$4	1	%	$7	1	%	$(3)	(43)	%

Three months ended								
Six months ended	$8	—	%	$14	1	%	$(6)	(43)%

During the three and six months ended September 30, 2013, amortization of intangibles decreased by $3 million, or 43 percent, and $6 million, or 43 percent as compared to the three and six months ended September 30, 2012, primarily due to certain intangible assets from our acquisitions being fully amortized during fiscal year 2013.

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Restructuring and Other Charges

Restructuring and other charges for the three and six months ended September 30, 2013 and 2012 were as follows (in millions):

	September 30, 2013	% of Net Revenue	September 30, 2012	% of Net Revenue	$ Change	% Change
Three months ended	$(2)	—%	$(2)	—%	$—	—%
Six months ended	$(1)	—%	$25	2%	$(26)	(104)%

During the three months ended September 30, 2013, restructuring and other charges remained consistent as compared to the three months ended September 30, 2012.

During the six months ended September 30, 2013, restructuring and other charges decreased by $26 million, or 104 percent, as compared to the six months ended September 30, 2012, primarily due to no new restructuring initiatives in the current fiscal year. See the “Liquidity and Capital Resources” section on page 51 for additional information regarding our previous restructuring plans.

Interest and Other Income (Expense), Net

Interest and other income (expense), net, for the three and six months ended September 30, 2013 and 2012 were as follows (in millions):

	September 30, 2013	% of Net Revenue	September 30, 2012	% of Net Revenue	$ Change	% Change
Three months ended	$(8)	(1)%	$(4)	(1)%	$(4)	(100)%
Six months ended	$(13)	(1)%	$(9)	(1)%	$(4)	(44)%

Interest and other income (expense), net increased $4 million, or 100 percent, during the three months ended September 30, 2013, as compared to the three months ended September 30, 2012 primarily due to a $2 million decrease on foreign currency gains.

Interest and other income (expense), net increased $4 million, or 44 percent, during the six months ended September 30, 2013, as compared to the six months ended September 30, 2012 primarily due to a $2 million decrease in interest income and a $1 million decrease on foreign currency gains.

Income Taxes

Provisions for income taxes for the three months ended September 30, 2013 and 2012 were as follows (in millions):

	September 30, 2013	Effective Tax Rate	September 30, 2012	Effective Tax Rate	% Change
Three months ended	13	5.0%	$13	3.5%	—%
Six months ended	19	59.4%	$22	13.9%	(14)%

The provision for income taxes reported for the three and six months ended September 30, 2013 is based on our projected annual effective tax rate for fiscal year 2014, and also includes certain discrete items recorded during the period. Our effective tax rate for the three and six months ended September 30, 2013 was a tax expense of 5.0 percent and 59.4 percent, respectively, as compared to a tax expense of 3.5 percent and 13.9 percent, respectively, for the same periods of fiscal 2013. The effective tax rate for the three and six months ended September 30, 2013 and 2012 differs from the statutory rate of 35.0 percent primarily due to the U.S. losses for which no benefit is recognized and non-U.S. losses with a reduced or zero tax benefit. The effective tax rate for the three and six months ended September 30, 2013 differs from the same period in fiscal year 2013 primarily due to differences in pre-tax loss.

Our effective income tax rates for fiscal year 2014 and future periods will depend on a variety of factors, including changes in the deferred tax valuation allowance, as well as changes in our business such as acquisitions and intercompany transactions, changes in our international structure, changes in the geographic location of business

functions or assets, changes in the geographic mix of income, changes in or termination of our agreements with tax authorities, applicable accounting rules, applicable tax laws and regulations, rulings and interpretations thereof, developments in tax audit and other matters, and variations in our annual pre-tax income or loss. We incur certain tax expenses that do not decline proportionately with declines in our pre-tax consolidated income or loss. As a result, in absolute dollar terms, our tax expense will have a greater influence on

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our effective tax rate at lower levels of pre-tax income or loss than at higher levels. In addition, at lower levels of pre-tax income or loss, our effective tax rate will be more volatile.

Certain taxable temporary differences that are not expected to reverse during the carryforward periods permitted by tax law cannot be considered as a source of future taxable income that may be available to realize the benefit of deferred tax assets.

We historically have considered undistributed earnings of our foreign subsidiaries to be indefinitely reinvested outside of the United States, and accordingly, no U.S. taxes have been provided thereon. We currently intend to continue to indefinitely reinvest the undistributed earnings of our foreign subsidiaries outside of the United States.

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LIQUIDITY AND CAPITAL RESOURCES

(In millions)	As of September 30, 2013	As of March 31, 2013	(Decrease)
Cash and cash equivalents	$1,090	$1,292	$(202)
Short-term investments	328	388	(60)
Total	$1,418	$1,680	$(262)
Percentage of total assets	28%	33%	

	Six Months Ended September 30,		
(In millions)	2013	2012	Change
Cash used in operating activities	$(254)	$(272)	$18
Cash provided by investing activities	1	42	(41)
Cash provided by (used in) financing activities	49	(189)	238
Effect of foreign exchange on cash and cash equivalents	2	(3)	5
Net decrease in cash and cash equivalents	$(202)	$(422)	$220

Changes in Cash Flow

Operating Activities. Cash used in operating activities decreased $18 million during the six months ended September 30, 2013 as compared to the six months ended September 30, 2012. The change is primarily due to cash favorable impacts of an increase of net income adjusted for the net effect of non-cash items of $93 million, and an increase in the change in accounts payable of $68 million. This is primarily offset by cash unfavorable impacts of a decrease in the change of accrued and other liabilities of $146 million.

Investing Activities. Cash provided by investing activities decreased $41 million during the six months ended September 30, 2013 as compared to the six months ended September 30, 2012 primarily driven by a $30 million decrease in proceeds received from maturities and sales of short-term investments during the six months ended September 30, 2013 as compared to the six months ended September 30, 2012, and a $25 million decrease in acquisition-related restricted cash. This was partially offset by a $6 million decrease in the amount of short-term investments purchased in the six months ended September 30, 2013, as compared to the six months ended September 30, 2012, and a $5 million decrease in cash used for an acquisition.

Financing Activities. Cash provided by financing activities increased $238 million during the six months ended September 30, 2013 as compared to the six months ended September 30, 2012 primarily due to (1) $179 million used to repurchase and retire common stock during the six months ended September 30, 2012 as compared to none repurchased during the six months ended September 30, 2013, (2) an increase of $32 million in proceeds received from the exercise of stock options during the six months ended September 30, 2013, and (3) a $25 million decrease in acquisition-related contingent consideration payments during the six months ended September 30, 2013 as compared to the six months ended September 30, 2012.

Short-term Investments

Due to our mix of fixed and variable rate securities, our short-term investment portfolio is susceptible to changes in short-term interest rates. As of September 30, 2013, our short-term investments had gross unrealized gains of less than $1 million, or less than 1 percent of the total in short-term investments, and gross unrealized losses of less than $1 million, or less than 1 percent of the total in short-term investments. From time to time, we may liquidate some or all of our short-term investments to fund operational needs or other activities, such as capital expenditures, business acquisitions or stock repurchase programs. Depending on which short-term investments we liquidate to fund these activities, we could recognize a portion, or all, of the gross unrealized gains or losses.

Fiscal 2013 Restructuring

In fiscal year 2013, we announced a restructuring plan to align our cost structure with our ongoing digital transformation. Under this plan, we reduced our workforce, terminated licensing agreements, and consolidated or

closed various facilities. We completed all actions under this restructuring plan during fiscal year 2013.

Since the inception of the fiscal 2013 restructuring plan through September 30, 2013, we have incurred charges of $23 million, consisting of (1) $10 million in employee-related expenses, (2) $9 million related to license termination costs, and (3) $4

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million related to the closure of certain of our facilities. Substantially all of these costs were settled in cash by March 31, 2013, with the exception of approximately $2 million of license and lease termination costs, which will be settled by August 2016. We expect to incur cash expenditures of approximately $2 million through fiscal year 2015 and the remainder thereafter.

Fiscal 2011 Restructuring

In connection with our fiscal 2011 restructuring plan, we expect to incur cash expenditures through June 2016 of approximately (1) $7 million during the remainder of fiscal year 2014, (2) $10 million in fiscal year 2015, (3) $10 million in fiscal year 2016, and (4) $35 million in fiscal year 2017. The actual cash expenditures are variable as they will be dependent upon the actual revenue we generate from certain games.

Financing Arrangement

In July 2011, we issued $632.5 million aggregate principal amount of 0.75% Convertible Senior Notes due 2016 (the "Notes"). The Notes are senior unsecured obligations which pay interest semiannually in arrears at a rate of 0.75 percent per annum on January 15 and July 15 of each year, beginning on January 15, 2012 and will mature on July 15, 2016, unless earlier purchased or converted in accordance with their terms prior to such date. The Notes are convertible into cash and shares of our common stock based on an initial conversion value of 31.5075 shares of our common stock per $1,000 principal amount of Notes (equivalent to an initial conversion price of approximately $31.74 per share). Upon conversion of the Notes, holders will receive cash up to the principal amount of each Note, and any excess conversion value will be delivered in shares of our common stock. We used the net proceeds of the Notes to finance the cash consideration of our acquisition of PopCap, which closed in August 2011.

Prior to April 15, 2016, the Notes will be convertible only upon the occurrence of certain events and during certain periods, and thereafter, at any time until the close of business on the second scheduled trading day immediately preceding the maturity date of the Notes. The Notes do not contain any financial covenants.

The conversion rate is subject to customary anti-dilution adjustments, but will not be adjusted for any accrued and unpaid interest. Following certain corporate events described in the indenture governing the notes (the "Indenture") that occur prior to the maturity date, the conversion rate will be increased for a holder who elects to convert its Notes in connection with such corporate event in certain circumstances. The Notes are not redeemable prior to maturity, and no sinking fund is provided for the Notes.

If we undergo a "fundamental change," as defined in the Indenture, subject to certain conditions, holders may require us to purchase for cash all or any portion of their Notes. The fundamental change purchase price will be 100 percent of the principal amount of the Notes to be purchased plus any accrued and unpaid interest up to but excluding the fundamental change purchase date.

The Indenture contains customary terms and covenants, including that upon certain events of default occurring and continuing, either the trustee or the holders of at least 25 percent in principal amount of the outstanding Notes may declare 100 percent of the principal and accrued and unpaid interest on all the Notes to be due and payable.

In addition, in July 2011, we entered into privately negotiated convertible note hedge transactions (the "Convertible Note Hedge") with certain counterparties to reduce the potential dilution with respect to our common stock upon conversion of the Notes. The Convertible Note Hedge, subject to customary anti-dilution adjustments, provides us with the option to acquire, on a net settlement basis, approximately 19.9 million shares of our common stock at a strike price of $31.74, which corresponds to the conversion price of the Notes and is equal to the number of shares of our common stock that notionally underlie the Notes. As of September 30, 2013, we have not purchased any shares under the Convertible Note Hedge. We paid $107 million for the Convertible Note Hedge.

Separately, we have also entered into privately negotiated warrant transactions with the certain counterparties whereby we sold to independent third parties warrants (the "Warrants") to acquire, subject to customary anti-dilution adjustments that are substantially the same as the anti-dilution provisions contained in the Notes, up to 19.9 million shares of our common stock (which is also equal to the number of shares of our common stock that notionally underlie the Notes), with a strike price of $41.14. The Warrants could have a dilutive effect with respect to our common stock to the extent that the market price per share of our common stock exceeds $41.14 on or prior to the expiration date of the Warrants.

We received proceeds of $65 million from the sale of the Warrants.
See Note 12 to the Condensed Consolidated Financial Statements for additional information related to our 0.75% Convertible Senior Notes due 2016.

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Credit Facility

On August 30, 2012, we entered into a $500 million senior unsecured revolving credit facility with a syndicate of banks. The credit facility terminates on February 29, 2016 and contains an option to arrange with existing lenders and/or new lenders for them to provide up to an aggregate of $250 million in additional commitments for revolving loans. Proceeds of loans made under the credit facility may be used for general corporate purposes.

The loans bear interest, at our option, at the base rate plus an applicable spread or an adjusted LIBOR rate plus an applicable spread, in each case with such spread being determined based on our consolidated leverage ratio for the preceding fiscal quarter. We are also obligated to pay other customary fees for a credit facility of this size and type. Interest is due and payable in arrears quarterly for loans bearing interest at the base rate and at the end of an interest period (or at each three month interval in the case of loans with interest periods greater than three months) in the case of loans bearing interest at the adjusted LIBOR rate. Principal, together with all accrued and unpaid interest, is due and payable on February 29, 2016.

The credit agreement contains customary affirmative and negative covenants, including covenants that limit or restrict our ability to, among other things, incur subsidiary indebtedness, grant liens, dispose of all or substantially all assets and pay dividends or make distributions, in each case subject to customary exceptions for a credit facility of this size and type. We are also required to maintain compliance with a capitalization ratio and maintain a minimum level of total liquidity and a minimum level of domestic liquidity.

The credit agreement contains customary events of default, including among others, non-payment defaults, covenant defaults, bankruptcy and insolvency defaults and a change of control default, in each case, subject to customary exceptions for a credit facility of this size and type. The occurrence of an event of default could result in the acceleration of the obligations under the credit agreement, an obligation by any guarantors to repay the obligations in full and an increase in the applicable interest rate.

As of September 30, 2013, no amounts were outstanding under the credit facility.

Financial Condition

We believe that our cash, cash equivalents, short-term investments, cash generated from operations and available financing facilities will be sufficient to meet our operating requirements for at least the next 12 months, including working capital requirements, capital expenditures, and potentially, future acquisitions, stock repurchases, or strategic investments. We may choose at any time to raise additional capital to strengthen our financial position, facilitate expansion, repurchase our stock, pursue strategic acquisitions and investments, and/or to take advantage of business opportunities as they arise. There can be no assurance, however, that such additional capital will be available to us on favorable terms, if at all, or that it will not result in substantial dilution to our existing stockholders.

As of September 30, 2013, approximately $808 million of our cash, cash equivalents, and short-term investments were domiciled in foreign tax jurisdictions. While we have no plans to repatriate these funds to the United States in the short term, if we choose to do so, we would be required to accrue and pay additional taxes on any portion of the repatriation where no United States income tax had been previously provided.

In July 2012, our Board of Directors authorized a program to repurchase up to $500 million of our common stock. Under this program, we may purchase stock in the open market or through privately-negotiated transactions in accordance with applicable securities laws, including pursuant to pre-arranged stock trading plans. The timing and actual amount of the stock repurchases will depend on several factors including price, capital availability, regulatory requirements, alternative investment opportunities and other market conditions. We are not obligated to repurchase any specific number of shares under this program and it may be modified, suspended or discontinued at any time. During fiscal year 2013, we repurchased and retired approximately 22 million shares of our common stock for approximately $278 million under this program. During the three and six months ended September 30, 2013, we did not repurchase any shares of our common stock.

We have a “shelf” registration statement on Form S-3 on file with the SEC. This shelf registration statement, which includes a base prospectus, allows us at any time to offer any combination of securities described in the prospectus in

one or more offerings. Unless otherwise specified in a prospectus supplement accompanying the base prospectus, we would use the net proceeds from the sale of any securities offered pursuant to the shelf registration statement for general corporate purposes, including for working capital, financing capital expenditures, research and development, marketing and distribution efforts, and if opportunities arise, for acquisitions or strategic alliances. Pending such uses, we may invest the net proceeds in interest-bearing securities. In addition, we may conduct concurrent or other financings at any time.

Our ability to maintain sufficient liquidity could be affected by various risks and uncertainties including, but not limited to, those related to customer demand and acceptance of our products, our ability to collect our accounts receivable as they become

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due, successfully achieving our product release schedules and attaining our forecasted sales objectives, the impact of acquisitions and other strategic transactions in which we may engage, the impact of competition, economic conditions in the United States and abroad, the seasonal and cyclical nature of our business and operating results, risks of product returns and the other risks described in the "Risk Factors" section, included in Part II, Item 1A of this report.

Contractual Obligations and Commercial Commitments

Development, Celebrity, League and Content Licenses: Payments and Commitments

The products we produce in our studios are designed and created by our employee designers, artists, software programmers and by non-employee software developers ("independent artists" or "third-party developers"). We typically advance development funds to the independent artists and third-party developers during development of our games, usually in installment payments made upon the completion of specified development milestones. Contractually, these payments are generally considered advances against subsequent royalties on the sales of the products. These terms are set forth in written agreements entered into with the independent artists and third-party developers.

In addition, we have certain celebrity, league and content license contracts that contain minimum guarantee payments and marketing commitments that may not be dependent on any deliverables. Celebrities and organizations with whom we have contracts include, but are not limited to: FIFA (Fédération Internationale de Football Association), FIFPRO Foundation, FAPL (Football Association Premier League Limited), and DFL Deutsche Fußball Liga GmbH (German Soccer League) (professional soccer); Dr. Ing. h.c. F. Porsche AG, Ferrari S.p.A. (Need For Speed and Real Racing games); National Basketball Association (professional basketball); PGA TOUR (professional golf); National Hockey League and NHL Players' Association (professional hockey); National Football League Properties, PLAYERS Inc., and Red Bear Inc. (professional football); Collegiate Licensing Company (collegiate football); Zuffa, LLC (Ultimate Fighting Championship); ESPN (content in EA SPORTS games); Hasbro, Inc. (certain of Hasbro's board game intellectual properties); and Disney Interactive (Star Wars). These developer and content license commitments represent the sum of (1) the cash payments due under non-royalty-bearing licenses and services agreements and (2) the minimum guaranteed payments and advances against royalties due under royalty-bearing licenses and services agreements, the majority of which are conditional upon performance by the counterparty. These minimum guarantee payments and any related marketing commitments are included in the table below.

The following table summarizes our minimum contractual obligations as of September 30, 2013, and the effect we expect them to have on our liquidity and cash flow in future periods (in millions):

		Fiscal Year Ending March 31,						
	Total	2014 (Remaining six mos.)	2015	2016	2017	2018	2019	Thereafter
Unrecognized commitments								
Developer/licensor commitments	$1,199	$59	$180	$271	$99	$92	$62	$436
Marketing commitments	220	44	35	35	21	20	21	44
Operating leases	155	26	44	34	19	14	9	9
0.75% Convertible Senior Notes due 2016 interest [(a)]	14	2	5	5	2	—	—	—
Other purchase obligations	27	15	10	2	—	—	—	—
Total unrecognized commitments	1,615	146	274	347	141	126	92	489
Recognized commitments								
0.75% Convertible Senior Notes due 2016 principal [(a)]	633	—	—	—	633	—	—	—
Licensing and lease obligations [(b)]	80	18	13	12	35	1	1	—
Total recognized commitments	713	18	13	12	668	1	1	—

Total commitments	$2,328	$164	$287	$359	$809	$127	$93	$489

(a) Included in the $14 million coupon interest on the 0.75% Convertible Senior Notes due 2016 is $1 million of accrued interest recognized as of September 30, 2013. We will be obligated to pay the $632.5 million principal amount of the 0.75% Convertible Senior Notes due 2016 in cash and any excess conversion value in shares of our common stock upon redemption of the Notes at maturity on July 15, 2016 or upon earlier redemption. The $632.5 million principal amount excludes $63 million of unamortized discount of the liability component. See Note 12 for additional information regarding our 0.75% Convertible Senior Notes due 2016.

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See Note 8 for additional information regarding recognized commitments resulting from our restructuring plans.

(b) Lease commitments have not been reduced for approximately $6 million due in the future from third parties under non-cancelable sub-leases.

The unrecognized amounts represented in the table above reflect our minimum cash obligations for the respective fiscal years, but do not necessarily represent the periods in which they will be recognized and expensed in our Condensed Consolidated Financial Statements. In addition, the amounts in the table above are presented based on the dates the amounts are contractually due as of September 30, 2013; however, certain payment obligations may be accelerated depending on the performance of our operating results.

In addition to what is included in the table above, as of September 30, 2013, we had a liability for unrecognized tax benefits and an accrual for the payment of related interest totaling $263 million, of which we are unable to make a reasonably reliable estimate of when cash settlement with a taxing authority will occur.

In addition to what is included in the table above, as of September 30, 2013, primarily in connection with our PopCap, KlickNation, and Chillingo acquisitions, we may be required to pay an additional $560 million of cash consideration based upon the achievement of certain performance milestones through March 31, 2015. As of September 30, 2013, we have accrued $2 million of contingent consideration on our Condensed Consolidated Balance Sheet representing the estimated fair value of the contingent consideration.

OFF-BALANCE SHEET COMMITMENTS

Lease Commitments

As of September 30, 2013, we leased certain facilities, furniture and equipment under non-cancelable operating lease agreements. We were required to pay property taxes, insurance and normal maintenance costs for certain of these facilities and any increases over the base year of these expenses on the remainder of our facilities.

Director Indemnity Agreements

We entered into indemnification agreements with each of the members of our Board of Directors at the time they joined the Board to indemnify them to the extent permitted by law against any and all liabilities, costs, expenses, amounts paid in settlement and damages incurred by the directors as a result of any lawsuit, or any judicial, administrative or investigative proceeding in which the directors are sued or charged as a result of their service as members of our Board of Directors.

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Item 3. Quantitative and Qualitative Disclosures About Market Risk

MARKET RISK

We are exposed to various market risks, including changes in foreign currency exchange rates, interest rates and market prices, which have experienced significant volatility in light of the global economic downturn. Market risk is the potential loss arising from changes in market rates and market prices. We employ established policies and practices to manage these risks. Foreign currency option and forward contracts are used to hedge anticipated exposures or mitigate some existing exposures subject to foreign exchange risk as discussed below. While we do not hedge our short-term investment portfolio, we protect our short-term investment portfolio against different market risks, including interest rate risk as discussed below. Our cash and cash equivalents portfolio consists of highly liquid investments with insignificant interest rate risk and original or remaining maturities of three months or less at the time of purchase. We do not enter into derivatives or other financial instruments for trading or speculative purposes and do not hedge our market price risk relating to marketable equity securities, if any.

Foreign Currency Exchange Rate Risk

Cash Flow Hedging Activities. From time to time, we hedge a portion of our foreign currency risk related to forecasted foreign-currency-denominated sales and expense transactions by purchasing foreign currency forward and option contracts that generally have maturities of 12 months or less. These transactions are designated and qualify as cash flow hedges. The derivative assets associated with our hedging activities are recorded at fair value in other current assets on our Condensed Consolidated Balance Sheets. The effective portion of gains or losses resulting from changes in the fair value of these hedges is initially reported, net of tax, as a component of accumulated other comprehensive income in stockholders' equity. The gross amount of the effective portion of gains or losses resulting from changes in the fair value of these hedges is subsequently reclassified into net revenue or research and development expenses, as appropriate, in the period when the forecasted transaction is recognized in our Condensed Consolidated Statements of Operations. In the event that the gains or losses in accumulated other comprehensive income are deemed to be ineffective, the ineffective portion of gains or losses resulting from changes in fair value, if any, is reclassified to interest and other income (expense), net, in our Condensed Consolidated Statements of Operations. In the event that the underlying forecasted transactions do not occur, or it becomes remote that they will occur, within the defined hedge period, the gains or losses on the related cash flow hedges are reclassified from accumulated other comprehensive income to interest and other income (expense), net, in our Condensed Consolidated Statements of Operations. During the three and six months ended September 30, 2013 and 2012, we reclassified an immaterial amount of losses into interest and other income (expense), net. Our hedging programs are designed to reduce, but do not entirely eliminate, the impact of currency exchange rate movements in net revenue and research and development expenses. Total gross notional amounts and fair values for currency derivatives with cash flow hedge accounting designation are as follows:

	As of September 30, 2013			As of March 31, 2013		
	Notional Amount	Fair Value Asset	Liability	Notional Amount	Fair Value Asset	Liability
Option contracts to purchase	$49	$—	$—	$84	$—	$—
Forward contracts to purchase	35	1	—	—	—	—
Total	$84	$1	$—	$84	$—	$—
Option contracts to sell	$115	$—	$—	$149	$6	$—
Forward contracts to sell	115	—	4	—	—	—
Total	$230	$—	$4	$149	$6	$—

Balance Sheet Hedging Activities. We use foreign currency forward contracts to mitigate foreign currency risk associated with foreign-currency-denominated monetary assets and liabilities, primarily intercompany receivables and payables. The foreign currency forward contracts generally have a contractual term of three months or less and are transacted near month-end. Our foreign currency forward contracts that are not designated as hedging instruments are accounted for as derivatives whereby the fair value of the contracts is reported as other current assets or accrued and other current liabilities on our Condensed Consolidated Balance Sheets, and gains and losses resulting from changes

in the fair value are reported in interest and other income (expense), net, in our Condensed Consolidated Statements of Operations. The gains and losses on these foreign currency forward contracts generally offset the gains and losses on the underlying foreign-currency-denominated monetary assets and liabilities, which are also reported in interest and other income (expense), net, in our Condensed Consolidated Statements of Operations. In certain cases, the amount of such gains and losses will significantly differ from the amount of gains and losses recognized on the underlying foreign-currency-denominated monetary asset or liability, in which case our

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results will be impacted. As of September 30, 2013, we had foreign currency forward contracts to purchase and sell approximately $337 million in foreign currencies. Of this amount, $301 million represented contracts to sell foreign currencies in exchange for U.S. dollars, $33 million to purchase foreign currency in exchange for U.S. dollars, and $3 million to sell foreign currency in exchange for British pounds sterling. As of March 31, 2013, we had foreign currency forward contracts to purchase and sell approximately $306 million in foreign currencies. Of this amount, $213 million represented contracts to sell foreign currencies in exchange for U.S. dollars, $87 million to purchase foreign currency in exchange for U.S. dollars, and $6 million to sell foreign currency in exchange for British pounds sterling. The fair value of our foreign currency forward contracts was measured using Level 2 inputs and was immaterial as of September 30, 2013 and March 31, 2013.

We believe the counterparties to these foreign currency forward and option contracts are creditworthy multinational commercial banks. While we believe the risk of counterparty nonperformance is not material, a sustained decline in the financial stability of financial institutions as a result of disruption in the financial markets could affect our ability to secure credit-worthy counterparties for our foreign currency hedging programs.

Notwithstanding our efforts to mitigate some foreign currency exchange rate risks, there can be no assurance that our hedging activities will adequately protect us against the risks associated with foreign currency fluctuations. As of September 30, 2013, a hypothetical adverse foreign currency exchange rate movement of 10 percent or 20 percent would have resulted in potential declines in the fair value of the premiums on our foreign currency forward and option contracts used in cash flow hedging of $16 million and $31 million, respectively. As of September 30, 2013, a hypothetical adverse foreign currency exchange rate movement of 10 percent or 20 percent would have resulted in potential losses on our foreign currency forward contracts used in balance sheet hedging of $34 million and $67 million, respectively. This sensitivity analysis assumes an adverse shift of all foreign currency exchange rates; however, all foreign currency exchange rates do not always move in such manner and actual results may differ materially.

Interest Rate Risk

Our exposure to market risk for changes in interest rates relates primarily to our short-term investment portfolio. We manage our interest rate risk by maintaining an investment portfolio generally consisting of debt instruments of high credit quality and relatively short maturities. However, because short-term investments mature relatively quickly and are required to be reinvested at the then-current market rates, interest income on a portfolio consisting of short-term investments is more subject to market fluctuations than a portfolio of longer term investments. Additionally, the contractual terms of the investments do not permit the issuer to call, prepay or otherwise settle the investments at prices less than the stated par value. Our investments are held for purposes other than trading. Also, we do not use derivative financial instruments in our short-term investment portfolio.

As of September 30, 2013 and March 31, 2013, our short-term investments were classified as available-for-sale securities, and consequently, were recorded at fair value with unrealized gains or losses resulting from changes in fair value reported as a separate component of accumulated other comprehensive income, net of tax, in stockholders' equity. Our portfolio of short-term investments consisted of the following investment categories, summarized by fair value as of September 30, 2013 and March 31, 2013 (in millions):

	As of September 30, 2013	As of March 31, 2013
Corporate bonds	$179	$178
U.S. agency securities	58	76
U.S. Treasury securities	54	85
Commercial paper	37	49
Total short-term investments	$328	$388

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Notwithstanding our efforts to manage interest rate risks, there can be no assurance that we will be adequately protected against risks associated with interest rate fluctuations. At any time, a sharp change in interest rates could have a significant impact on the fair value of our investment portfolio. The following table presents the hypothetical changes in the fair value of our short-term investment portfolio as of September 30, 2013, arising from potential changes in interest rates. The modeling technique estimates the change in fair value from immediate hypothetical parallel shifts in the yield curve of plus or minus 50 basis points ("BPS"), 100 BPS, and 150 BPS.

(In millions)	Valuation of Securities Given an Interest Rate Decrease of X Basis Points			Fair Value as of September 30, 2013	Valuation of Securities Given an Interest Rate Increase of X Basis Points		
	(150 BPS)	(100 BPS)	(50 BPS)		50 BPS	100 BPS	150 BPS
Corporate bonds	$182	$181	$180	$179	$178	$177	$176
U.S. agency securities	60	59	58	58	57	57	56
U.S. Treasury securities	56	56	55	54	54	53	52
Commercial paper	37	37	37	37	37	37	37
Total short-term investments	$335	$333	$330	$328	$326	$324	$321

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Item 4. Controls and Procedures

Definition and limitations of disclosure controls

Our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) are controls and other procedures that are designed to ensure that information required to be disclosed in our reports filed under the Exchange Act, such as this report, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures are also designed to ensure that such information is accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. Our management evaluates these controls and procedures on an ongoing basis.

There are inherent limitations to the effectiveness of any system of disclosure controls and procedures. These limitations include the possibility of human error, the circumvention or overriding of the controls and procedures and reasonable resource constraints. In addition, because we have designed our system of controls based on certain assumptions, which we believe are reasonable, about the likelihood of future events, our system of controls may not achieve its desired purpose under all possible future conditions. Accordingly, our disclosure controls and procedures provide reasonable assurance, but not absolute assurance, of achieving their objectives.

Evaluation of disclosure controls and procedures

Our Chief Executive Officer and our Chief Financial Officer, after evaluating the effectiveness of our disclosure controls and procedures, believe that as of the end of the period covered by this report, our disclosure controls and procedures were effective in providing the requisite reasonable assurance that material information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding the required disclosure.

Changes in internal control over financial reporting

There has been no change in our internal control over financial reporting identified in connection with our evaluation that occurred during the three months ended September 30, 2013 that has materially affected or is reasonably likely to materially affect our internal control over financial reporting.

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PART II – OTHER INFORMATION

Item 1. Legal Proceedings

In June 2008, Geoffrey Pecover filed an antitrust class action in the United States District Court for the Northern District of California, alleging that EA obtained an illegal monopoly in a discreet antitrust market that consists of "league-branded football simulation video games" by bidding for, and winning, exclusive licenses with the NFL, Collegiate Licensing Company and Arena Football League. In December 2010, the district court granted the plaintiffs' request to certify a class of plaintiffs consisting of all consumers who purchased EA's Madden NFL, NCAA Football or Arena Football video games after 2005. In May 2012, the parties reached a settlement in principle to resolve all claims related to this action. As a result, we recognized a $27 million accrual for the fourth quarter of fiscal 2012 associated with the potential settlement. In May 2013, the district court granted its final approval of the settlement, following which we paid $27 million into a settlement fund. A subsequent appeal of the district court's decision made by a class member was recently withdrawn. The $27 million paid into the settlement fund is in the process of being distributed to claimants.

In March 2011, Robin Antonick filed a complaint in the United States District Court for the Northern District of California, alleging that he wrote the source code for the original John Madden Football game published by EA in 1988 and that EA used certain parts of that source code in later editions in the Madden franchise without compensating him. On July 23, 2013, a jury found in favor of Mr. Antonick with respect to John Madden Football games released on the Sega Genesis platform between 1990 and 1996. Mr. Antonick seeks compensatory damages for those games in the amount of approximately $3.5 million, plus an additional $8 million in prejudgment interest. The district court will decide the amount of damages owed by EA to Mr. Antonick. We intend to appeal the verdict.

We are a defendant in several actions that allege we misappropriated the likenesses of various college athletes in certain of our college-themed sports games.

- We are defending a putative class action lawsuit brought by Ryan Hart, a former college football player, in the United States District Court for the District of New Jersey in June 2009, which alleges that we misappropriated his likeness in our college-themed football game. The complaint seeks actual damages and other unspecified damages, which have not been quantified. In September 2011, the district court granted our motion to dismiss the complaint. On May 21, 2013, the Third Circuit Court of Appeal reversed the district court's decision and remanded the case back to the district court.
- The In re NCAA Student-Athlete Name & Likeness Licensing litigation pending in United States District Court for the Northern District of California involves two groups of common claims brought by several different former collegiate student-athletes in 2009. These various actions were consolidated into one action in February 2010. The first group of claims is a class action against us, the NCAA and the Collegiate Licensing Company (CLC) alleging that our college-themed video games misappropriated the likenesses of collegiate student-athletes without their authorization. This group of claims seeks actual damages, statutory damages and other unspecified damages, which have not been quantified. On July 31, 2013, the Ninth Circuit Court of Appeals affirmed the trial court's denial of our motion to strike the complaint. The second group of claims is a federal antitrust class action against us, the NCAA and the CLC that challenges NCAA/CLC licensing practices and the NCAA By-Laws and regulations. This group of claims seeks unspecified damages, which have not been quantified. In June 2013, the plaintiffs in this second group of claims have asked the district court to certify the case as a class action. The district court has not ruled on their request.

In late September 2013, we reached an agreement to settle all actions brought by college athletes. We and counsel for plaintiffs are in the process of preparing a written settlement agreement and other documents necessary to present to the respective courts for approval of the settlement. We recognized a $30 million accrual during the second quarter of fiscal 2014 associated with the anticipated settlement. On November 4, 2013, the NCAA filed a complaint against the Company and CLC in the Superior Court of Fulton County, Georgia. The complaint seeks unspecified damages and alleges that the Company is contractually obligated to defend and indemnify the NCAA against claims asserted in In re NCAA Student-Athlete Name & Likeness Licensing concerning the alleged misappropriation of student-athletes' publicity rights in EA's collegiate video games.

We are also subject to claims and litigation arising in the ordinary course of business. We do not believe that any liability from any reasonably foreseeable disposition of such claims and litigation, individually or in the aggregate, would have a material adverse effect on our Condensed Consolidated Financial Statements.

Item 1A. Risk Factors

Our business is subject to many risks and uncertainties, which may affect our future financial performance. If any of the events or circumstances described below occurs, our business and financial performance could be harmed, our actual results could

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differ materially from our expectations and the market value of our stock could decline. The risks and uncertainties discussed below are not the only ones we face. There may be additional risks and uncertainties not currently known to us or that we currently do not believe are material that may harm our business and financial performance.

Our business is intensely competitive and "hit" driven. If we do not deliver "hit" products and services, or if consumers prefer our competitors' products or services over our own, our operating results could suffer.

Competition in our industry is intense and we expect new competitors to continue to emerge throughout the world. Our competitors range from large established companies to emerging start-ups. In our industry, though many new products and services are regularly introduced, only a relatively small number of "hit" titles accounts for a significant portion of total revenue for the industry. We have significantly reduced the number of games that we develop, publish and distribute: in fiscal year 2011, we published 36 primary packaged goods titles, and in fiscal year 2014, we expect to release 11 major titles and plan to build additional online features, content and services around these titles. Publishing fewer titles means that we concentrate more of our development spending on each title, and driving "hit" titles often requires large marketing budgets and media spend. The underperformance of a title may have a large adverse impact on our financial results. Also, hit products or services offered by our competitors may take a larger share of consumer spending than we anticipate, which could cause revenue generated from our products and services to fall below expectations.

In addition, both the online and mobile games marketplaces are characterized by frequent product introductions, relatively low barriers to entry, and new and evolving business methods, technologies and platforms for development. We expect competition in these markets to intensify. If our competitors develop and market more successful products or services, offer competitive products or services at lower price points or based on payment models perceived as offering a better value proposition, or if we do not continue to develop consistently high-quality and well-received products and services, our revenue, margins, and profitability will decline.

Our operating results will be adversely affected if we do not consistently meet our product development schedules or if key events or sports seasons that we tie our product release schedules to are delayed or cancelled.

Our business is highly seasonal with the highest levels of consumer demand and a significant percentage of our sales occurring in the holiday quarter ending in December and a seasonal low in sales volume in the quarter ending in June. If we miss these key selling periods for any reason, including product delays, product cancellations, or delayed introduction of a new platform for which we have developed products, our sales will suffer disproportionately. Additionally, macroeconomic conditions or the occurrence of unforeseen events that negatively impact retailer or consumer buying patterns during the holiday sales window are likely to affect us adversely. Our ability to meet product development schedules is affected by a number of factors, including the creative processes involved, the coordination of large and sometimes geographically dispersed development teams required by the increasing complexity of our products and the platforms for which they are developed, and the need to fine-tune our products prior to their release. We have experienced development delays for our products in the past, which caused us to push back or cancel release dates. We also seek to release certain products in conjunction with specific events, such as the beginning of a sports season or major sporting event, or the release of a related movie. If a key event or sports season to which our product release schedule is tied were to be delayed or cancelled, our sales would also suffer disproportionately. In the future, any failure to meet anticipated production or release schedules would likely result in a delay of revenue and/or possibly a significant shortfall in our revenue, increase our development expense, harm our profitability, and cause our operating results to be materially different than anticipated.

Our industry is cyclical, driven by the periodic introduction of new video game hardware systems. As consumers transition to new console platforms, our operating results may be more volatile.

New video game hardware systems have historically been developed and released every few years, which causes the video game software market to be cyclical as well. The current cycle began with Microsoft's launch of the Xbox 360 in 2005, and continued in 2006 when Sony and Nintendo launched the PLAYSTATION 3 and the Wii, respectively. Recently, Microsoft and Sony have announced plans to release their next-generation console systems - the Microsoft Xbox One and the Sony PLAYSTATION 4 - in November 2013. In the meantime, sales of current-generation video game console systems and software continue to decline. We believe this trend is, in part, attributable to consumer purchasing behavior evolving in anticipation of the introduction of the new console systems. This trend may accelerate and put downward pressure on current-generation video game software pricing, which could negatively affect our operating results.

In the near term, we expect to continue to develop and market products and services for the Xbox 360 and PLAYSTATION 3, while also developing and marketing products and services for the Xbox One and PLAYSTATION 4. We do not control the

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introduction of these new console systems, nor can we predict with certainty the unit volumes of these new console systems that will be available at launch, the rate at which consumers will purchase these new console systems, or the pricing of competing video game software products published on these new consoles systems and the impact on our pricing. As a result, our operating results during this transitional period may be more volatile and will be difficult to predict.

Our business is dependent on the success and availability of video game hardware systems manufactured by third parties, as well as our ability to develop commercially successful products and services for these systems.

The success of our business is driven in part by the commercial success and adequate supply of these video game systems, personal computers and mobile phones/devices manufactured by third parties (which we refer to as "platforms"). Our success also depends on our ability to accurately predict which platforms will be successful in the marketplace and our ability to develop commercially successful products and services for these platforms. We must make product development decisions and commit significant resources well in advance of anticipated platform release dates. Additionally, we may enter into certain exclusive licensing arrangements that affect our ability to deliver or market products or content on certain platforms. A platform for which we are developing products and services may not succeed or may have a shorter life cycle than anticipated. If consumer demand for the platforms for which we are developing products and services is lower than our expectations, our revenue will suffer, we may be unable to fully recover the investments we have made in developing our products and services, and our financial performance will be harmed. Alternatively, a platform for which we have not devoted significant resources could be more successful than we had initially anticipated, causing us to miss out on meaningful revenue opportunities.

Our adoption of new business models could fail to produce our desired financial returns.

We are actively seeking to monetize game properties through a variety of new platforms and business models, including online distribution of full games and additional content, free-to-play games supported by advertising and/or micro-transactions and subscription services. Forecasting our revenues and profitability for these new business models is inherently uncertain and volatile. Our actual revenues and profits for these businesses may be significantly greater or less than our forecasts. Additionally, these new business models could fail for one or more of our titles, resulting in the loss of our investment in the development and infrastructure needed to support these new business models, and the opportunity cost of diverting management and financial resources away from more successful businesses.

Technology changes rapidly in our business and if we fail to anticipate or successfully develop games for new platforms and services, adopt new distribution technologies or methods, or implement new technologies in our games, the quality, timeliness and competitiveness of our products and services will suffer.

Rapid technology changes in our industry require us to anticipate, sometimes years in advance, which technologies we must implement and take advantage of in order to make our products and services competitive in the market. We have invested, and in the future may invest, in new business strategies, technologies, products, and services. Such endeavors may involve significant risks and uncertainties, and no assurance can be given that the technology we choose to adopt and the platforms, products and services that we pursue will be successful and will not materially adversely affect our reputation, financial condition, and operating results.

Our product development usually starts with particular platforms and distribution methods in mind, and a range of technical development goals that we hope to be able to achieve. We may not be able to achieve these goals, or our competition may be able to achieve them more quickly and effectively than we can. In either case, our products and services may be technologically inferior to our competitors', less appealing to consumers, or both. If we cannot achieve our technology goals within the original development schedule of our products and services, then we may delay their release until these technology goals can be achieved, which may delay or reduce revenue and increase our

development expenses. Alternatively, we may increase the resources employed in research and development in an attempt to accelerate our development of new technologies, either to preserve our product or service launch schedule or to keep up with our competition, which would increase our development expenses. We may also miss opportunities to adopt technology, or develop products and services for new platforms or services that become popular with consumers, which could adversely affect our revenues. It may take significant time and resources to shift our focus to such technologies or platforms, putting us at a competitive disadvantage.

We may experience outages and disruptions of our online services that harm our business.

We expect to continue to invest in technology, hardware and software to support our portfolio of online products and services. Launching and operating online games and services, developing related technologies and implementing online business initiatives is expensive and complex. Execution of these initiatives could result in inefficiencies or operational failures, such as

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the significant user connectivity issues we experienced with our SimCity launch. These efforts, as well as the deepening integration of online features and functionality into our products and services generally, may also result in increased vulnerability to cyber attacks that attempt to damage, disrupt or gain unauthorized access to our networks, computer systems and supporting infrastructure, many of which may be difficult to detect. Operational failures or successful cyber attacks could lead to consumers being unable to use our products and services or other negative effects upon the products, services and user experience we offer, possibly resulting in damage to our reputation, the loss of current and potential customers and harm to our business. In addition, our online products and services could be adversely impacted by outages, disruptions and failures in basic network and electrical infrastructure, as well as in the online platforms of key business partners who offer or support our products and services.

Our business could be adversely affected if our consumer protection and data privacy practices are not seen as adequate or there are breaches of our security measures or unintended disclosures of our consumer data.

There are several inherent risks to engaging in business online and directly with end consumers of our products and services. As we conduct more transactions online directly with consumers, we may be the victim of fraudulent transactions, including credit card fraud, which presents a risk to our revenues and potentially disrupts service to our consumers. In addition, we are collecting and storing more consumer information, including personal information and credit card information. We take measures to protect our consumer data from unauthorized access or disclosure. However, it is possible that our security controls over consumer data may not prevent the improper access or disclosure of personally identifiable information. A security breach that leads to disclosure, access or acquisition of consumer account information (including personally identifiable information) could harm our reputation, compel us to comply with disparate breach notification laws in various jurisdictions and otherwise subject us to liability under laws that protect personal data, resulting in increased costs or loss of revenue. A resulting perception that our products or services do not adequately protect the privacy of personal information could result in a loss of current or potential consumers and business partners. Our key business partners also face these same risks and any security breaches of their systems could adversely impact our ability to offer our products and services through their platforms, resulting in a loss of meaningful revenues. In addition, the rate of privacy law-making is accelerating globally and the interpretation and application of consumer protection and data privacy laws in the United States, Europe and elsewhere are often uncertain, contradictory and in flux. As business practices are being challenged by regulators, private litigants, and consumer protection agencies around the world, it is possible that these laws may be interpreted and applied in a manner that is inconsistent with our data privacy, disclosure and/or consumer protection practices. If so, this could result in increased litigation, government or court-imposed fines, judgments or orders requiring that we change our practices, which could have an adverse effect on our business and reputation. Complying with these various laws could cause us to incur substantial costs or require us to change our business practices in a manner adverse to our business.

If we release defective products or services, our operating results could suffer.

Products and services such as ours are extremely complex software programs, and are difficult to develop and distribute. We have quality controls in place to detect defects in our products and services before they are released. Nonetheless, these quality controls are subject to human error, overriding, and reasonable resource constraints. Therefore, these quality controls and preventative measures may not be effective in detecting defects in our products and services before they have been released into the marketplace. In such an event, we could be required to or may find it necessary to voluntarily recall a product or suspend the availability of the product or service, which could significantly harm our business and operating results.

Our business is subject to increasing regulation and the adoption of proposed legislation we oppose could negatively impact our business.

Legislation is continually being introduced in the United States and other countries to mandate rating requirements or set other restrictions on the advertisement or distribution of entertainment software based on content. In the United States, most courts, including the United States Supreme Court, that have ruled on such legislation have ruled in a manner favorable to the interactive entertainment industry. Some foreign countries have adopted ratings regulations

and certain countries allow government censorship of entertainment software products. Adoption of government ratings system or restrictions on distribution of entertainment software based on content could harm our business by limiting the products we are able to offer to our customers and compliance with new and possibly inconsistent regulations for different territories could be costly or delay the release of our products.

As we increase the online delivery of our products and services, we are subject to a number of foreign and domestic laws and regulations that affect companies conducting business on the Internet. In addition, laws and regulations relating to user privacy, data collection and retention, content, advertising and information security have been adopted or are being considered for adoption by many countries throughout the world. The costs of compliance with these laws may increase in the future as a

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result of changes in interpretation. Furthermore, any failure on our part to comply with these laws or the application of these laws in an unanticipated manner may harm our business.

If we do not continue to attract and retain key personnel, we will be unable to effectively conduct our business.

The market for technical, creative, marketing and other personnel essential to the development and marketing of our products and management of our businesses is extremely competitive. Our leading position within the interactive entertainment industry makes us a prime target for recruiting of executives and key creative talent. If we cannot successfully recruit and retain the employees we need, or replace key employees following their departure, our ability to develop and manage our business will be impaired.

If our marketing and advertising efforts fail to resonate with our customers, our business and operating results could be adversely affected.

Our products are marketed worldwide through a diverse spectrum of advertising and promotional programs such as television and online advertising, print advertising, retail merchandising, website development and event sponsorship. Our ability to sell our products and services is dependent in part upon the success of these programs. If the marketing for our products and services fail to resonate with our customers, particularly during the critical holiday season or during other key selling periods, or if advertising rates or other media placement costs increase, these factors could have a material adverse impact on our business and operating results.

A significant portion of our sales are made to a relatively small number of key customers. If these customers reduce their purchases of our products or become unable to pay for them, our business could be harmed.

During the six months ended September 30, 2013, approximately 50 percent of our North America sales were made to our top ten customers. In Europe, our top ten customers accounted for approximately 34 percent of our sales in that territory during the six months ended September 30, 2013. Though our products are available to consumers through a variety of retailers and directly through us, the concentration of our sales in one, or a few, large customers could lead to a short-term disruption in our sales if one or more of these customers significantly reduced their purchases or ceased to carry our products, and could make us more vulnerable to collection risk if one or more of these large customers became unable to pay for our products or declared bankruptcy. Additionally, our receivables from these large customers increase significantly in the December quarter as they make purchases in anticipation of the holiday selling season. Having such a large portion of our total net revenue concentrated in a few customers could reduce our negotiating leverage with these customers. If one or more of our key customers experience deterioration in their business, or become unable to obtain sufficient financing to maintain their operations, our business could be harmed.

Our channel partners have significant influence over the products and services that we offer on their platforms.

Our products and services are sold to customers, primarily through retailers and online through our channel partners, including Sony, Microsoft, Apple, Google and Facebook. In many cases, our channel partners set the rates that we must pay to provide our games and services through their online channels. These partners also have retained the flexibility to change their fee structures, or adopt different fee structures for their online channels, which could adversely impact our costs, profitability and margins.

Outside of the financial arrangements, our agreements with our channel partners typically give them significant control over other aspects of the distribution of our products and services that we develop for their platform. For example, our agreements with Sony and Microsoft typically give significant control to them over the approval, manufacturing and distribution of our products and services, which could, in certain circumstances, leave us unable to get our products and services approved, manufactured and provided to customers. Currently, a significant portion of

our revenue is derived through sales on two hardware consoles that are wholly owned by others. 48 percent and 55 percent of our net revenue were for products and services on Sony's PLAYSTATION 3 and Microsoft's Xbox 360 consoles combined, for the six months ended September 30, 2013 and 2012, respectively. For our digital products and services delivered direct to consumers via digital channels such as Sony's PlayStation Network, Microsoft's Xbox LIVE Marketplace, Apple's App Store, the Google Play store and Facebook, the channel partner has policies and guidelines that control the promotion and distribution of these titles and the features and functionalities that we are permitted to offer through the channel.

In addition, while we have negotiated agreements in place with our channel partners - these agreements reserve the right by our channel partners to determine and change unilaterally certain key terms and conditions, including the ability to change their

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user and developer policies and guidelines, which can negatively impact our business. If our channel partners establish terms that restrict our offerings through their channels, or significantly impact the financial terms on which these products or services are offered to our customers, our business could be harmed.

Acquisitions, investments and other strategic transactions could result in operating difficulties, dilution to our investors and other negative consequences.

We expect to continue making acquisitions or entering into other strategic transactions including (1) acquisitions of companies, businesses, intellectual properties, and other assets, (2) minority investments in strategic partners, and (3) investments in new interactive entertainment businesses (e.g., online and mobile publishing platforms) as part of our long-term business strategy. These transactions involve significant challenges and risks including that the transaction does not advance our business strategy, that we do not realize a satisfactory return on our investment, that we acquire unknown liabilities, or that we experience difficulty in the integration of business systems and technologies, the integration and retention of new employees, or in the maintenance of key business and customer relationships of the businesses we acquire, or diversion of management's attention from our other businesses. These events could harm our operating results or financial condition.

Future acquisitions and investments could also involve the issuance of our equity and equity-linked securities (potentially diluting our existing stockholders), the incurrence of debt, contingent liabilities or amortization expenses, write-offs of goodwill, intangibles, or acquired in-process technology, or other increased cash and non-cash expenses, such as stock-based compensation. Any of the foregoing factors could harm our financial condition or prevent us from achieving improvements in our financial condition and operating performance that could have otherwise been achieved by us on a stand-alone basis. Our stockholders may not have the opportunity to review, vote on or evaluate future acquisitions or investments.

If we are unable to maintain or acquire licenses to include intellectual property owned by others in our games, or to maintain or acquire the rights to publish or distribute games developed by others, we will sell fewer hit titles and our revenue, profitability and cash flows will decline. Competition for these licenses may make them more expensive and reduce our profitability.

Many of our products are based on or incorporate intellectual property owned by others. For example, our EA SPORTS products include rights licensed from major sports leagues and players' associations. Similarly, other products are based on film and literary licenses and our Hasbro products are based on a license for certain of Hasbro's toy and game properties. We also publish and distribute products developed and owned by third-parties under license agreements with these parties. Competition for these licenses and rights is intense. If we are unable to maintain these licenses and rights or obtain additional licenses or rights with significant commercial value, our revenues, profitability and cash flows may decline significantly. Competition for these licenses may also drive up the advances, guarantees and royalties that we must pay to licensors and developers, which could significantly increase our costs and reduce our profitability.

Our business is subject to risks generally associated with the entertainment industry, any of which could significantly harm our operating results.

Our business is subject to risks that are generally associated with the entertainment industry, many of which are beyond our control. These risks could negatively impact our operating results and include: the popularity, price and timing of our games and the platforms on which they are played; economic conditions that adversely affect discretionary consumer spending; changes in consumer demographics; the availability and popularity of other forms of entertainment; and critical reviews and public tastes and preferences, which may change rapidly and cannot necessarily be predicted.

We rely on business partners in many areas of our business and our business may be harmed if they are unable to honor their obligations to us.

We rely on various business partners, including third-party service providers, vendors, licensing partners, development partners, and licensees, among others, in many areas of our business. In many cases, these third parties are given access to sensitive and proprietary information in order to provide services and support to our teams. These third parties may misappropriate our information and engage in unauthorized use of it. The failure of these third parties to provide adequate services and technologies, or the failure of the third parties to adequately maintain or update their services and technologies, could result in a disruption to our business operations. Further, disruptions in the financial markets and economic downturns may adversely affect our business partners and they may not be able to continue honoring their obligations to us. Some of our business partners are highly-leveraged or small businesses that may be particularly vulnerable. Alternative arrangements and services may not be available to us on commercially reasonable terms or we may experience business interruptions upon a transition to an alternative partner or vendor. If we lose one or more significant business partners, our business could be harmed.

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We may be subject to claims of infringement of third-party intellectual property rights, which could harm our business.

From time to time, third parties may assert claims against us relating to patents, copyrights, trademarks, personal publicity rights, or other intellectual property rights related to technologies, products, content or delivery/payment methods that are important to our business. Although we believe that we make reasonable efforts to ensure that our products do not violate the intellectual property rights of others, it is possible that third parties still may claim infringement. For example, we may be subject to intellectual property infringement claims from certain individuals and companies who have acquired patent portfolios for the sole purpose of asserting such claims against other companies. In addition, many of our products are highly realistic and feature materials that are based on real world examples, which may be the subject of intellectual property infringement claims of others. From time to time, we receive communications from third parties regarding such claims. Existing or future infringement claims against us, whether valid or not, may be time consuming and expensive to defend. Such claims or litigations could require us to pay damages and other costs, stop selling the affected products, redesign those products to avoid infringement, or obtain a license, all of which could be costly and harm our business. In addition, many patents have been issued that may apply to potential new modes of delivering, playing or monetizing game software products and services, such as those that we produce or would like to offer in the future. We may discover that future opportunities to provide new and innovative modes of game play and game delivery to consumers may be precluded by existing patents that we are unable to license on reasonable terms.

From time to time we may become involved in other legal proceedings, which could adversely affect us.

We are currently, and from time to time in the future may become, subject to legal proceedings, claims, litigation and government investigations or inquiries, which could be expensive, lengthy, and disruptive to normal business operations. In addition, the outcome of any legal proceedings, claims, litigation, investigations or inquiries may be difficult to predict and could have a material adverse effect on our business, operating results, or financial condition.

Our products are subject to the threat of piracy and unauthorized copying.
We take measures to protect our pre-release software and other confidential information from unauthorized access. A security breach that results in the disclosure of pre-release software or other confidential assets could lead or contribute to piracy of our games or otherwise compromise our product plans.
Further, entertainment software piracy is a persistent problem in our industry. The growth in peer-to-peer networks and other channels to download pirated copies of our products, the increasing availability of broadband access to the Internet and the proliferation of technology designed to circumvent the protection measures used with our products all have contributed to an expansion in piracy. Though we take technical steps to make the unauthorized copying of our products more difficult, as do the providers of the video game systems, personal computers and mobile phone/devices on which our games are played, these efforts may not be successful in controlling the piracy of our products.

While legal protections exist to combat piracy and other forms of unauthorized copying, preventing and curbing infringement through enforcement of our intellectual property rights may be difficult, costly and time consuming, particularly in countries where laws are less protective of intellectual property rights. Further, the scope of the legal protection of copyright and prohibitions against the circumvention of technological protection measures to protect copyrighted works are often under scrutiny by courts and governing bodies. The repeal or weakening of laws intended to combat piracy, protect intellectual property and prohibit the circumvention of technological protection measures could make it more difficult for us to adequately protect against piracy. These factors could have a negative effect on our growth and profitability in the future.

Our business is subject to currency fluctuations.

International sales are a fundamental part of our business. For the six months ended September 30, 2013, international net revenue comprised 58 percent of our total net revenue. We expect international sales to continue to account for a significant portion of our total net revenue. Such sales may be subject to unexpected regulatory requirements, tariffs and other barriers. Additionally, foreign sales are primarily made in local currencies, which may fluctuate against the U.S. dollar. In addition, our foreign investments and our cash and cash equivalents denominated in foreign currencies are subject to currency fluctuations. We use foreign currency forward contracts to mitigate some foreign currency risk associated with foreign currency denominated monetary assets and liabilities (primarily certain intercompany receivables and payables) to a limited extent and foreign currency forward and option contracts to hedge foreign currency forecasted transactions (primarily related to a portion of the revenue and expenses denominated in foreign currency generated by our operational subsidiaries). However, these activities are limited in the protection they provide us from foreign currency fluctuations and can themselves result in losses. In the past, the

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disruption in the global financial markets has impacted many of the financial institutions with which we do business, and we are subject to counterparty risk with respect to such institutions with whom we enter into hedging transactions. A sustained decline in the financial stability of financial institutions as a result of a disruption in the financial markets could negatively impact our treasury operations, including our ability to secure credit-worthy counterparties for our foreign currency hedging programs. Accordingly, our results of operations, including our reported net revenue, operating expenses and net income, and financial condition can be adversely affected by unfavorable foreign currency fluctuations, especially the Euro, British pound sterling and Canadian dollar.

We utilize debt financing and such indebtedness could adversely impact our business and financial condition.

In July 2011, we issued $632.5 million aggregate principal amount of 0.75% Convertible Senior Notes due 2016 (the "Notes"), resulting in debt service obligations on the Notes of approximately $5 million per year. In addition, in August 2012, we entered into an unsecured committed $500 million revolving credit facility. While the facility is currently undrawn, we may use the proceeds of any future borrowings for general corporate purposes. The credit facility contains affirmative, negative and financial covenants, including a maximum capitalization ratio and minimum liquidity requirements.

We intend to fulfill our debt service obligations from cash generated by our operations and from our existing cash and investments. We may enter into other financial instruments in the future.

Our indebtedness could have significant negative consequences. For example, it could:

- increase our vulnerability to general adverse economic and industry conditions;
- limit our ability to obtain additional financing;
- require the dedication of a substantial portion of any cash flow from operations to the payment of principal of, and interest on, our indebtedness, thereby reducing the availability of such cash flow to fund our growth strategy, working capital, capital expenditures and other general corporate purposes;
- limit our flexibility in planning for, or reacting to, changes in our business and our industry; and
- place us at a competitive disadvantage relative to our competitors with less debt.

We may not have enough available cash or be able to arrange for financing to pay such principal amount at the time we are required to make purchases of the Notes or convert the Notes. In addition, we may be required to use funds that are domiciled in foreign tax jurisdictions in order to make the cash payments upon any purchase or conversion of the Notes. If we were to choose to use such funds, we would be required to accrue and pay additional taxes on any portion of the repatriation where no United States income tax had been previously provided.

The hedge transactions and warrant transactions entered into in connection with the Notes may affect the value of the Notes and our common stock.

In connection with the offering of the Notes, we entered into privately-negotiated convertible note hedge transactions (the "Convertible Note Hedge") with certain counterparties ("Options Counterparties") to reduce the potential dilution with respect to our common stock upon conversion of the Notes. The Convertible Note Hedge covers, subject to anti-dilution adjustments substantially similar to those applicable to the Notes, the number of shares of common stock underlying the Notes. We also entered into separate, privately-negotiated warrant transactions with the certain counterparties whereby we sold to independent third parties warrants (the "Warrants") with the Option Counterparties relating to the same number of shares of our common stock, subject to customary anti-dilution adjustments.

The effect, if any, of these activities, including the direction or magnitude, on the market price of our common stock will depend on a variety of factors, including market conditions, and cannot be ascertained at this time. Any of these activities could, however, adversely affect the market price of our common stock and the trading price of the Notes.

In addition, the Option Counterparties are financial institutions, and we will be subject to the risk that one or more of the Option Counterparties might default under the Convertible Note Hedge. Our exposure to the credit risk of the Option Counterparties will not be secured by any collateral. If any of the Option Counterparties becomes subject to insolvency proceedings, we will become an unsecured creditor in those proceedings with a claim equal to our exposure at the time under the Convertible Note Hedge with such option counterparty. Our exposure will depend on many factors but, generally, the increase in our exposure will be correlated to the increase in the market price and in the volatility of our common stock.

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Changes in our tax rates or exposure to additional tax liabilities could adversely affect our earnings and financial condition.

We are subject to income taxes in the United States and in various foreign jurisdictions. Significant judgment is required in determining our worldwide provision for income taxes, and in the ordinary course of our business, there are many transactions and calculations where the ultimate tax determination is uncertain.

We are also required to estimate what our tax obligations will be in the future. Although we believe our tax estimates are reasonable, the estimation process and applicable laws are inherently uncertain, and our estimates are not binding on tax authorities. The tax laws' treatment of software and Internet-based transactions is particularly uncertain and in some cases currently applicable tax laws are ill-suited to address these kinds of transactions. Apart from an adverse resolution of these uncertainties, our effective tax rate also could be adversely affected by our profit levels, by changes in our business or changes in our structure resulting from the reorganization of our business and operating structure, changes in the mix of earnings in countries with differing statutory tax rates, changes in the elections we make, changes in applicable tax laws (in the United States or foreign jurisdictions), or changes in the valuation allowance for deferred tax assets, as well as other factors. Beginning in fiscal year 2009, we recorded a valuation allowance against most of our U.S. deferred tax assets. We expect to provide a valuation allowance on future U.S. tax benefits until we can sustain a level of profitability or until other significant positive evidence arises that suggest that these benefits are more likely than not to be realized. Further, our tax determinations are regularly subject to audit by tax authorities and developments in those audits could adversely affect our income tax provision. Should our ultimate tax liability exceed our estimates, our income tax provision and net income or loss could be materially affected.

We incur certain tax expenses that do not decline proportionately with declines in our consolidated pre-tax income or loss. As a result, in absolute dollar terms, our tax expense will have a greater influence on our effective tax rate at lower levels of pre-tax income or loss than at higher levels. In addition, at lower levels of pre-tax income or loss, our effective tax rate will be more volatile.

We are also required to pay taxes other than income taxes, such as payroll, sales, use, value-added, net worth, property and goods and services taxes, in both the United States and foreign jurisdictions. We are regularly under examination by tax authorities with respect to these non-income taxes. There can be no assurance that the outcomes from these examinations, changes in our business or changes in applicable tax rules will not have an adverse effect on our earnings and financial condition.

Furthermore, as we expand our international operations, adopt new products and new distribution models, implement changes to our operating structure or undertake intercompany transactions in light of changing tax laws, expiring rulings, acquisitions and our current and anticipated business and operational requirements, our tax expense could increase.

Our reported financial results could be adversely affected by changes in financial accounting standards.

Our reported financial results are impacted by the accounting standards promulgated by the SEC and national accounting standards bodies and the methods, estimates, and judgments that we use in applying our accounting policies. For example, accounting standards affecting software revenue recognition have affected and could continue to significantly affect the way we account for revenue related to our products and services. We recognize all of the revenue from bundled sales (i.e., online-enabled games that include updates on a when-and-if-available basis or a matchmaking service) on a deferred basis over an estimated offering period. The Financial Accounting Standards Board ("FASB") is currently evaluating the accounting and financial reporting for revenue transactions. We believe the current proposal by the FASB would require us to materially change the way we account for revenue by requiring us to recognize more revenue upon delivery of the primary product than we currently do under current accounting standards.

As we enhance, expand and diversify our business and product offerings, the application of existing or future financial accounting standards, particularly those relating to the way we account for revenue and taxes, could have a significant adverse effect on our reported results although not necessarily on our cash flows.

Our stock price has been volatile and may continue to fluctuate significantly.

The market price of our common stock historically has been, and we expect will continue to be, subject to significant fluctuations. These fluctuations may be due to factors specific to us (including those discussed in the risk factors above, as well as others not currently known to us or that we currently do not believe are material), to changes in securities analysts' earnings estimates or ratings, to our results or future financial guidance falling below our expectations and analysts' and investors' expectations, to factors affecting the entertainment, computer, software, Internet, media or electronics industries, to our ability to successfully integrate any acquisitions we may make, or to national or international economic conditions. In particular,

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economic downturns may contribute to the public stock markets experiencing extreme price and trading volume volatility. These broad market fluctuations have and could continue to adversely affect the market price of our common stock.

In July 2012, we announced that our Board of Directors authorized a program to repurchase up to $500 million of our common stock. Our stock repurchases may be executed at market prices that may subsequently decline.

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

In July 2012, our Board of Directors authorized a program to repurchase up to $500 million of our common stock. Under this program, we may purchase stock in the open market or through privately-negotiated transactions in accordance with applicable securities laws, including pursuant to pre-arranged stock trading plans. The timing and actual amount of the stock repurchases will depend on several factors including price, capital availability, regulatory requirements, alternative investment opportunities and other market conditions. We are not obligated to repurchase any specific number of shares under this program and it may be modified, suspended or discontinued at any time. During fiscal year 2013, we repurchased and retired approximately 22 million shares of our common stock for approximately $278 million under this program.

During the six months ended September 30, 2012, we did not repurchase any shares of our common stock.

The maximum dollar value of shares that may still be purchased under the program is $222 million.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 6. Exhibits

The exhibits listed in the accompanying index to exhibits on Page 72 are filed or incorporated by reference as part of this report.

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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 thereunto duly authorized.

ELECTRONIC ARTS INC.
(Registrant)

/s/ Blake Jorgensen
Blake Jorgensen
Executive Vice President,
Chief Financial Officer

DATED:
November 5, 2013

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ELECTRONIC ARTS INC.
FORM 10-Q
FOR THE PERIOD ENDED SEPTEMBER 30, 2013
EXHIBIT INDEX

		Incorporated by Reference			
Number	Exhibit Title	Form	File No.	Filing Date	Filed Herewith
10.1*	Offer Letter for Employment at Electronic Arts Inc. to Andrew Wilson, dated September 15, 2013	8-K	000-17948	9/17/2013	
10.2*	EA Bonus Plan Addendum, as amended September 17, 2013	8-K	000-17948	9/17/2013	
10.3*	Employment Agreement - Patrick Söderlund, dated September 17, 2013				X
15.1	Awareness Letter of KPMG LLP, Independent Registered Public Accounting Firm.				X
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				X
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				X
Additional exhibits furnished with this report:					
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				X
32.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				X
101.INS†	XBRL Instance Document.				X
101.SCH†	XBRL Taxonomy Extension Schema Document.				X
101.CAL†	XBRL Taxonomy Extension Calculation Linkbase Document.				X
101.DEF†	XBRL Taxonomy Extension Definition Linkbase Document.				X
101.LAB†	XBRL Taxonomy Extension Label Linkbase Document.				X
101.PRE†					X

	XBRL Taxonomy Extension Presentation Linkbase Document.

* Management contract or compensatory plan or arrangement.

Attached as Exhibit 101 to this Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2013 are the following formatted in eXtensible Business Reporting Language ("XBRL"): (1) Condensed Consolidated Balance Sheets, (2) Condensed Consolidated Statements of Operations, (3) Condensed Consolidated Statements of Comprehensive Loss, (4) Condensed Consolidated Statements of Cash Flows, and (5) Notes to Condensed Consolidated Financial Statements.