UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K/A
(Amendment No. 1)

CURRENT REPORT

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

Date of Report (Date of earliest event reported): June 30, 2026

SiTime Corporation
(Exact name of Registrant as Specified in Its Charter)

Delaware	001-39135	02-0713868
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

5451 Patrick Henry Drive Santa Clara, California	**95054**
(Address of Principal Executive Offices)	(Zip Code)

Registrant's Telephone Number, Including Area Code: (408) 328-4400

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, $0.0001 par value per share	SITM	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Explanatory Note

On July 1, 2026, SiTime Corporation, a Delaware corporation (the "Company") filed a Current Report on Form 8-K (the "Original Report") to report, among other things, the completion of its previously announced acquisition of certain assets related to the timing business of Renesas Electronics Corporation (the "Timing Product Business" and such acquisition, the "Acquisition") pursuant to that certain Asset Purchase Agreement between the Company and Renesas Electronics America Inc., a California corporation ("Renesas"), dated February 4, 2026.

The Company is filing this Current Report on Form 8-K/A (the "Amendment") solely to amend Item 9.01 of the Original Report to present the required financial statements and pro forma financial information related to the Acquisition not later than 71 calendar days from the date on which the Original Report was required to be filed, as permitted under Items 9.01(a)(3) and 9.01(b)(2). Except for the filing of such financial statements and pro forma financial information, this Amendment does not otherwise modify or update the Original Report, and this Amendment should be read in conjunction with the Original Report.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired.

Pursuant to Rule 3-05 of Regulation S-X, the Company is filing herewith the unaudited interim combined financial statements of the Timing Product Business as of June 30, 2026, and for the six months ended June 30, 2026 and 2025, which are filed as Exhibit 99.1 and incorporated by reference herein. These combined financial statements have been prepared in accordance with the rules and regulations of the Securities and Exchange Commission and U.S. generally accepted accounting principles, and include:

- Statements of Assets Acquired and Liabilities Assumed as of June 30, 2026 (unaudited);
- Statements of Revenue and Direct Expenses for the six months ended June 30, 2026 and 2025 (unaudited); and
- Notes to the Interim Combined Financial Statements (unaudited).

The Company previously filed the audited combined financial statements of the Timing Product Business as of and for the years ended December 31, 2025 and 2024 as Exhibit 99.1 to the Company's Current Report on Form 8-K filed on May 19, 2026 and incorporated by reference herein.

(b) Pro Forma Financial Information.

Pursuant to Article 11 of Regulation S-X, the Company is filing herewith (i) the unaudited pro forma condensed combined balance sheet as of June 30, 2026, of the Company, giving effect to the Acquisition as if it had been completed on June 30, 2026; and (ii) the unaudited pro forma condensed combined income statements for the six months ended June 30, 2026 and the year ended December 31, 2025, each giving effect to the Acquisition and the related financing as if they had been completed on January 1, 2025, and include:

- Unaudited Pro Forma Condensed Combined Balance Sheet as of June 30, 2026;
- Unaudited Pro Forma Condensed Combined Income Statement for the six months ended June 30, 2026;
- Unaudited Pro Forma Condensed Combined Income Statement for the year ended December 31, 2025; and
- Notes to Unaudited Pro Forma Condensed Combined Financial Information.

The unaudited pro forma condensed combined financial information is attached hereto as Exhibit 99.2 and incorporated by reference herein.

The pro forma financial information included as Exhibit 99.2 to this Current Report on Form 8-K has been prepared for illustrative purposes only as required by Form 8-K, and is not intended to, and does not purport to, represent what the Company's actual results or financial condition would have been if the Acquisition had occurred on the relevant date and is not intended to project the future results or the financial condition that the Company may achieve following the Acquisition.

d) Exhibits.

Exhibit No.	Description
99.1	Historical unaudited interim combined financial statements of the Timing Product Business and related notes as of June 30, 2026 and for the six months ended June 30, 2026 and 2025.
99.2	Unaudited pro forma condensed combined financial information of SiTime Corporation and related notes as of and for the six months ended June 30, 2026 and for the year ended December 31, 2025.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

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

SiTime Corporation

Date:	September 8, 2026	By:	/s/ Elizabeth A. Howe
			Elizabeth A. Howe
			Executive Vice President and Chief Financial Officer

TIMING PRODUCT BUSINESS (A product line of Renesas) Interim Combined Financial Statements

(Unaudited)

Statements of Assets Acquired and Liabilities Assumed as of June 30, 2026 (Unaudited) and December 31, 2025
Statements of Revenue and Direct Expenses (Unaudited) for the three and six months ended June 30, 2026 and 2025

TIMING PRODUCT BUSINESS (A product line of Renesas)

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TIMING PRODUCT BUSINESS (A product line of Renesas)

STATEMENTS OF ASSETS ACQUIRED AND LIABILITIES ASSUMED AS OF JUNE 30, 2026 (UNAUDITED) AND DECEMBER 31, 2025
(US dollars in thousands)

	June 30, 2026	December 31, 2025
ASSETS ACQUIRED		
Inventory, net	$ 1,370	$ 5,134
Total current assets	**1,370**	**5,134**
Property, plant, and equipment, net	5,667	4,917
Right-of-use asset, net	1,249	1,407
Goodwill	382,299	382,299
Intangible assets, net	35,599	58,427
Total non-current assets	**424,814**	**447,050**
TOTAL ASSETS ACQUIRED	**$ 426,184**	**$ 452,184**
LIABILITIES ASSUMED		
Warranty and return liabilities	$ 14	$ 1,177
Lease liability – current	222	229
Total current liabilities	**236**	**1,406**
Lease liability – non-current	1,154	1,302
Total non-current liabilities	**1,154**	**1,302**
TOTAL LIABILITIES ASSUMED	**1,390**	**2,708**
NET ASSETS ACQUIRED	**$ 424,794**	**$ 449,476**

The accompanying notes are an integral part of these interim combined financial statements.

TIMING PRODUCT BUSINESS (A product line of Renesas)

STATEMENTS OF REVENUE AND DIRECT EXPENSES (UNAUDITED) FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2026 AND 2025

(US dollars in thousands)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	**2025**	**2026**	**2025**
Product Revenue	$ 83,732	$ 50,323	$ 153,038	$ 97,339
Direct expenses:				
Cost of sales (exclusive of amortization shown separately below)	18,256	11,230	34,192	23,210
Selling, general and administrative (exclusive of amortization shown separately below)	1,910	1,523	3,579	2,972
Research and development (exclusive of amortization shown separately below)	8,442	7,797	16,559	15,071
Amortization of intangible assets	11,414	11,415	22,828	22,830
Total direct expenses	**40,022**	**31,965**	**77,158**	**64,083**
Revenue less direct expenses	**$ 43,710**	**$ 18,358**	**$ 75,880**	**$ 33,256**

The accompanying notes are an integral part of these interim combined financial statements.

TIMING PRODUCT BUSINESS (A product line of Renesas)

NOTES TO INTERIM COMBINED FINANCIAL STATEMENTS (UNAUDITED)

(Amounts in US dollars in thousands, unless otherwise indicated)

1. DESCRIPTION OF THE TRANSACTION AND BASIS OF PRESENTATION

Description of the Transaction – Renesas Electronics Corporation ("Renesas", the "Company"), a public company established under the Companies Act of Japan and domiciled in Japan, announced that Renesas Electronics America Inc., a California corporation and wholly-owned subsidiary of Renesas ("REA"), and SiTime Corporation, incorporated in the State of Delaware ("SiTime"), entered into an Asset Purchase Agreement (the "Asset Purchase Agreement"), pursuant to which REA will and will cause certain of its affiliates to sell, transfer, assign and convey to SiTime all of their right, title and interest in, to and under certain assets (as further set forth in the Asset Purchase Agreement and described below, the "Transferred Assets") related to the timing business of REA ("Transferred Business", "Timing Product Business", "Business") (such transaction, the "Transaction"). The Transaction was approved by the Renesas' Board of Directors on February 5, 2026, Tokyo Time.

On July 1, 2026 (the "Closing Date"), SiTime completed the acquisition of the Business for a final aggregate purchase price of approximately $1,500,000,000 in cash and 3,558,691 shares of the SiTime's common stock, subject to certain adjustments as set forth in the Asset Purchase Agreement. On the Closing Date, the Company entered into a Transition Services Agreement with SiTime under which certain transitional services will be made available on a temporary basis following the Closing Date to facilitate SiTime's operation of the Business and Renesas's operation of its remaining business. The accompanying carve-out financial statements do not reflect the effects of the Transaction, as the completion of the Transaction occurred after the balance sheet date.

Description of the Business and the Transferred Assets – The Timing Product Business, which originated from the acquisition of Integrated Device Technology, Inc. ("IDT") in 2019, consists of the Renesas' timing product portfolio and the related technologies, assets, and personnel. The timing business encompasses the research and development, fabrication, testing, and sales of crystal oscillators, clock buffers, clock generators, and jitter attenuators for customers in cloud computing, automotive, and communications sectors. The Timing Product Business has operations to serve markets in the United States, Canada, China, Taiwan, Bulgaria, India, and Malaysia. As part of the Transaction, SiTime or certain of its affiliates will acquire certain specified assets primarily related to the Business, including certain contracts (excluding customer, supplier and foundry agreements), certain intellectual property exclusively related to the Business, design databases and other proprietary data, all finished goods inventory, certain machinery and equipment used exclusively in the Business, and all goodwill attributable thereto. In connection with the transaction, SiTime and certain of its affiliates will assume certain liabilities of the Business, subject to certain specified exclusions, including, among others, certain lease liabilities, warranty and return liabilities.

Basis of Presentation – The accompanying Interim Statements of Assets Acquired and Liabilities Assumed as of June 30, 2026 (unaudited) and December 31, 2025, and the related Interim Statements of Revenue and Direct Expenses for the three and six months ended June 30, 2026 and 2025, and notes thereto (collectively, the "Interim Combined Financial Statements") of Timing Product Business have been prepared for the purpose of complying with Rule 3-05 of Regulation S-X under the Securities Act of 1933 of the United States Securities and Exchange Commission.

Throughout the periods covered by the Interim Combined Financial Statements, the operations relating to the assets acquired and liabilities assumed were not segregated within separate legal entities but were embedded within various Renesas legal entities. Historically, Renesas has not maintained separate accounts for these assets and liabilities. The assets and liabilities have not been operated as a separate independent business, operating segment, or division and separate financial statements have not been historically prepared. As a result, preparation of complete financial statements for the historical periods for the Timing Product Business, including reasonable and appropriate allocations of corporate overhead, interest, and tax expenses, is impracticable.

The Interim Combined Financial Statements have been derived from the accounting records of Renesas and other wholly owned subsidiaries of Renesas, including REA, using historical results of operations and financial position and reflect only the assets acquired, liabilities assumed and associated revenue, direct expenses, and other expenses of the Timing Product Business.

The Interim Combined Financial Statements have been prepared in accordance with accounting principles generally accepted in the United States ("US GAAP"). Results for interim periods should not be considered indicative of results for a full year. These Interim Combined Financial Statements should be read in conjunction with the Combined Financial Statements and Notes thereto for the year ended December 31, 2025 and 2024, collectively. These Interim Combined Financial Statements are not intended to represent a complete presentation of the assets and liabilities or the revenue and direct expenses and the related footnotes of the Timing Product Business.

The assets acquired and liabilities assumed as part of the Transaction include items specifically identified in the Asset Purchase Agreement (see "Description of the Business" above). Certain assets and liabilities related to the Timing Product Business are excluded from the Interim Combined Financial Statements as such assets and liabilities constitute excluded assets and retained liabilities as defined in the Asset Purchase Agreement. Such excluded assets and retained liabilities include cash and cash equivalents, raw materials, work in progress, borrowings, and certain shared assets and liabilities. Acquired assets and assumed liabilities included in the Interim Combined Financial Statements are primarily inventories, specific property, plant, and equipment and intangible assets, specific lease agreements, and certain warranty liabilities.

The revenue and expenses presented reflect only the activities and functions that were historically part of and directly attributable to the Timing Product Business. The financial information presented herein is not fully indicative of the results that would have been achieved had the Business operated as a separate, stand-alone entity during the periods presented. In addition, the Interim Combined Financial Statements are not indicative of the financial condition or results of operations to be expected in the future due to changes in the Business and the omission of certain operating expenses.

As the Timing Product Business operated as an integrated internal contract manufacturer within the Renesas group (consisting of Renesas and its wholly owned subsidiaries), cash flows specific to operating, investing, and financing activities were neither prepared nor historically reported at the Timing Product Business level and were comingled with other Renesas group entities. As a result, the preparation of such cash flow information attributable to the Timing Product Business is not practical and was not included in the Interim Combined Financial Statements.

The Interim Combined Financial Statements are not necessarily indicative of the results of operations that would have occurred or may occur in the future if the Timing Product Business had been integrated into the SiTime group (consisting of SiTime and its wholly owned subsidiaries).

2. USE OF MANAGEMENT'S ESTIMATES AND ASSUMPTIONS

These Interim Combined Financial Statements include consistent and reasonable allocation of certain divisional shared costs that can be directly attributed to the Timing Product Businesses, based on appropriate assumptions and estimates. Where specific identification was not practicable, a proportional cost allocation method was used, based on revenue or headcount. The allocations and estimates in the Interim Statements of Revenue and Direct Expenses are based on assumptions that Renesas management considers reasonable. Actual results may differ from these estimates and assumptions. Refer to Note 11. Selling, General and Administrative Expenses and Note 13. Relationship with Parent and Related Entities for further information.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Inventory – Inventory is measured at the acquisition cost, including the costs to purchase, convert, and any other costs incurred in bringing the inventory to their present location and condition. After the initial recognition, inventory is measured at the lower of cost and net realizable value, however if costs exceed net realizable value, the inventory is written down to net realizable value. Excess and obsolete inventories are determined based on management's assessment of future demand, historical usage by product, and market conditions. The net realizable value is calculated by deducting the estimated costs of completion and the estimated selling costs from the estimated selling price in the ordinary course of business. The cost is calculated using the standard costing method, which approximates actual cost on a first-in, first-out basis.

Property, Plant, and Equipment – Property, plant, and equipment are measured at historical acquisition costs, and reduced by accumulated depreciation and any recognized impairment losses. Depreciation of property, plant and equipment is recognized on a straight-line basis over the estimated useful lives of the respective assets. Depreciation expense is recorded within cost of sales, research and development, or selling, general and administrative expenses.

The estimated useful life, the residual value and the depreciation method are reviewed at the end of each fiscal year, and any changes are applied to the period when the estimates are changed and future periods prospectively as a change in the accounting estimate.

The estimated useful lives of major assets are as follows.

Years

Machinery and equipment	2 to 10 years
Tools, furniture and fixtures	2 to 5 years

Leases – Contract arrangements are determined if it is a lease or contain a lease at inception. Lease classification is evaluated at commencement and, as necessary, at modification.

Operating lease related balances are included in right-of-use ("ROU") asset, lease liability – current, and lease liability – non-current on the Interim Statements of Assets Acquired and Liabilities Assumed. The Business currently does not have any finance leases.

The operating lease ROU asset represents the Business's right to use an underlying asset for the lease term and the operating lease liability represents the present value of the Business's obligation to make lease payments arising from the lease. The operating lease ROU asset and liability are recognized at the present value of the future lease payments at the lease commencement date. The interest rate used to determine the present value of the future lease payments is the incremental borrowing rate of the Business operated as a component of Renesas. The incremental borrowing rate is estimated to approximate the interest rate on a collateralized basis with similar terms and payments, and in economic environments where the leased asset is located. The operating lease ROU asset also includes adjustments related to lease incentives, prepaid or accrued rent and initial direct lease costs. Operating lease ROU asset is subject to evaluation for impairment or disposal on a basis consistent with other long-lived assets.

Lease terms may include periods under options to extend or terminate the lease when it is reasonably certain that the Business will exercise that option. The Business generally uses the base, non-cancelable lease term when determining the lease right-of-use asset and lease liability. Payments under the Business's lease arrangement is primarily fixed, however, certain lease agreements contain variable payments, which are expensed as incurred and not included in the operating lease ROU asset and liability. Variable lease payments are primarily comprised of common area maintenance charges and utility costs.

Goodwill and intangible assets – Goodwill represents the excess of purchase price over the fair value of identifiable assets acquired and liabilities assumed in the business combination.

Goodwill was recognized in connection with Renesas' acquisition of Integrated Device Technology, Inc. on March 29, 2019. Goodwill was attributed to the Timing Product Business based on the proportionate fair value relative to the fair value of the IDT acquisition as of the acquisition date. Subsequently, the Business assessed the attributed goodwill for impairment each fiscal year or more frequently if events or circumstances indicate it is more likely than not that the fair value of the reporting unit is less than the carrying amount. An impairment loss is recognized when and to the extent a reporting unit's carrying amount is determined to exceed its estimated fair value. Impairment losses on goodwill are recognized in the Statements of Revenue and Direct Expenses and are not reversed in a subsequent period.

Intangible assets are presented at cost less any accumulated amortization and accumulated impairment losses using the cost model. Intangible assets acquired in a business combination are measured at fair value as of the date of acquisition, comprised of developed technology and computer software specifically associated with the Timing Product Business.

Intangible assets with finite useful lives are amortized over their respective estimated useful life using the straight-line method, and an impairment test is performed if any indications of impairment exist. For intangible assets with finite useful lives, their useful lives and amortization method are reviewed at the end of each fiscal year. A change in the useful life or the amortization method is applied prospectively as a change in accounting estimate. The useful life for Timing Product Business's developed technology and internal use computer software are 8 and 3 years, respectively.

Revenue Recognition – Revenue recognition is conducted in accordance with ASC 606 using the five-step model, which requires the identification of the contract with a customer, the identification of distinct performance obligations in the contract, the determination of the transaction price, the allocation of the transaction price to the performance obligations, and the recognition of revenue as the performance obligations are satisfied.

The Timing Product Business engages in research, development, design, manufacturing, sale, and servicing of semiconductor products. Revenue is mainly recognized when the goods are delivered as the ownership of these goods has been transferred to the customer and the performance obligations are identified at the time of delivery.

Revenue is measured at the amount of consideration to which the business expects to be entitled, net of estimated discounts, rebates, and returns. Sales to specific distributors may be subject to the various sales promotion programs.

The Business provides product warranties covering manufacturing defects and performance issues within a defined warranty period. Warranty reserves are estimated based on historical warranty claim rates, cost of repair or replacement, and product failure trends.

The ship and debit is a program designed to assist specific distributors on their sales to end customers through pricing adjustments. Under this program, the selling prices will be adjusted when the specific distributors sell the products to the end customers. At the time we record sales to the specific distributors, we accrue for ship and debit liabilities and deduct the same amounts from revenue based on the estimate of the variable consideration resulting from the application of the ship and debit program upon the future sales by the distributors.

Stock rotation is a program whereby on a semi-annual basis, specific distributors are allowed to return, for credit, inventories equal to a certain percentage of their purchases for the previous six months. We recognize return allowance for obligation under expected future inventory returns. We accrue for refund liabilities related to the stock rotation program at every closing date and deduct the same amount from revenue.

4. INVENTORY, NET

As of June 30, 2026 and December 31, 2025, inventories that are part of the Business are summarized as follows:

	June 30, 2026	December 31, 2025
Finished goods	$ 1,370	$ 5,134

5. PROPERTY, PLANT, AND EQUIPMENT, NET

As of June 30, 2026 and December 31, 2025, property, plant, and equipment by major asset class and accumulated depreciation that are part of the Business are summarized as follows:

	June 30, 2026	December 31, 2025
Machinery and equipment	$ 20,917	$ 19,619
Tools, furniture and fixtures	5,124	4,614
	$ 26,041	$ 24,233
Less: Accumulated depreciation	(20,374)	(19,316)
Total property, plant, and equipment, net	$ 5,667	$ 4,917

The recorded depreciation expense related to property and equipment was $626 and $456 for the three months ended June 30, 2026, and 2025, respectively and $1,085 and $993 for the six months ended June 30, 2026 and 2025.

6. LEASE

The Business has only one lease for its Ottawa, Canada office, which is classified as an operating lease. The remaining lease term is approximately six years, and Renesas Electronics Canada Limited has an option to extend the term for a period of five years. This renewal option is not included in the remaining lease term as it is not reasonably certain that Renesas Electronics Canada Limited will exercise such renewal option. Additionally, Renesas Electronics Canada Limited has variable lease payments, which are primarily composed of utility charges, real estate taxes, and building maintenance.

The table below presents the lease-related assets and liabilities recorded on the Interim Statements of Assets Acquired and Liabilities assumed as of June 30, 2026 and December 31, 2025:

	June 30, 2026	December 31, 2025
Right-of-use asset	$ 1,249	$ 1,407
Lease liability – current	222	229
Lease liability – non-current	1,154	1,302
Total operating lease liability	$ 1,376	$ 1,531

Discount rate 1.6% 1.6%

Total operating lease costs were $59 and $62 for the three months ended June 30, 2026 and 2025, respectively, and $117 and $124 for the six months ended June 30, 2026 and 2025, respectively. Cash paid for operating lease liabilities was $110 and $115 for the six months ended June 30, 2026 and 2025, respectively.

The table below reconciles the undiscounted cash flows for each of the first five years and total of the remaining years, as applicable, to the operating lease liability recorded on the Interim Statements of Assets Acquired and Liabilities Assumed as of June 30, 2026:

	June 30, 2026
Remainder of 2026	$ 110
2027	232
2028	241
2029	241
2030	252
Thereafter	369
Total minimum lease payments	$ 1,445
Less: amount of lease payments representing interest	(69)
Present value of future minimum lease payments	$ 1,376
Less: Lease liability – current	(222)
Lease liability – non-current	$ 1,154

7. GOODWILL AND INTANGIBLE ASSETS, NET

Goodwill was recognized in connection with Renesas' acquisition of Integrated Device Technology, Inc. on March 29, 2019. Goodwill was attributed to the Timing Product Business based on the proportionate fair value relative to the fair value of the IDT acquisition as of the acquisition date. No goodwill impairment losses were recognized for the three and six months ended June 30, 2026 and 2025.

Other intangible assets specifically identified to the Business include developed technology recognized in the IDT acquisition and certain other internal use computer software.

No additions in goodwill and other intangible assets for the six months ended June 30, 2026. Changes in accumulated amortization and impairment losses, and the carrying amounts of goodwill and other intangible assets are as follows.

A. Acquisition cost

	Goodwill	Intangible asset – Developed Technology	Intangible asset – Software	Intangible asset – Total
Balances as of December 31, 2025	$ 382,299	$ 365,000	$ 317	$ 365,317
Additions	-	-	-	-
Balances as of June 30, 2026	$ 382,299	$ 365,000	$ 317	$ 365,317

B. Accumulated amortization

	Goodwill	Intangible asset – Developed Technology	Intangible asset – Software	Intangible asset – Total
Balances as of December 31, 2025	-	$ (306,615)	$ (275)	$ (306,890)
Amortization	-	(22,812)	(16)	(22,828)
Balances as of June 30, 2026	-	$ (329,427)	$ (291)	$ (329,718)

Total amortization expense recognized for developed technology and software were $11,414 and $11,415 for the three months ended June 30, 2026 and 2025, respectively.

C. Carrying amount

	Goodwill	Intangible asset – Developed Technology	Intangible asset – Software	Intangible asset – Total
Balances as of December 31, 2025	$ 382,299	$ 58,385	$ 42	$ 58,427
Balances as of June 30, 2026	$ 382,299	$ 35,573	$ 26	$ 35,599

As of June 30, 2026, the estimated remaining amortization periods for developed technology and software are 2 years and 1 year, respectively.

The estimated aggregate amortization expense for intangible assets subject to amortization as of June 30, 2026 is summarized as below:

	Amortization expense
Remainder of 2026	$ 22,829
2027	12,457
2028	313
	$ 35,599

8. WARRANTY AND RETURN LIABILITIES

The provision for warranties relates mainly to products sold by the business during the twelve months ended June 30, 2026 and December 31, 2025. Warranty reserves are estimated based on historical warranty claim rates, cost of repair or replacement, and product failure trends. The Business expects the warranty obligations to be assumed by SiTime and settle as part of normal course operations over the course next year.

Return allowances are recognized as obligations under expected future inventory returns. Return allowance recorded in the Interim Combined Financial Statements using the Business specific distributor sales and historical return data specific to the Business's products.

9. PRODUCT REVENUE

The Business generates revenue primarily from the sale of timing products, including crystal oscillators, clock buffers, clock generators and jitter attenuators. Revenue from contracts with customers is disaggregated by primary geographical market, and timing of revenue recognition for the three and six months ended June 30, 2026 and 2025 as follows:

Primary geographical markets:

	Three Months Ended June 30, 2026	Three Months Ended June 30, 2025	Six Months Ended June 30, 2026	Six Months Ended June 30, 2025
Taiwan	$ 40,419	$ 24,198	$ 75,224	$ 45,141
China	14,841	9,502	26,262	21,987
Singapore	14,010	4,982	24,787	9,852
The United States of America	9,090	4,640	16,425	9,531
Others	5,372	7,001	10,340	10,828
Total Revenue	$ 83,732	$ 50,323	$ 153,038	$ 97,339

There are no countries with revenue individually greater than 10% presented in the 'Others' revenue in the table above.

Timing of revenue recognition:

	Three Months Ended June 30, 2026	Three Months Ended June 30, 2025	Six Months Ended June 30, 2026	Six Months Ended June 30, 2025
Products transferred at point in time	$83,732	$50,323	$153,038	$97,339
Total revenue	$83,732	$50,323	$153,038	$97,339

The Business primarily sells its products through third-party distributors. Three distributors directly accounted for 10% or more of the Business's revenue for the three and six months ended June 30, 2026, and 2025. No other distributors or customers accounted for 10% or more of the Business's consolidated revenue for the three and six months ended June 30, 2026, and 2025.

The following table discloses these distributors' percentage of revenue for the respective periods

	Three Months Ended June 30, 2026	Three Months Ended June 30, 2025	Six Months Ended June 30, 2026	Six Months Ended June 30, 2025
Distributors				
WT Microelectronics Co., Ltd	51.6%	49.9%	50.9%	50.4%
Macnica, Inc., Ltd.	18.1%	13.1%	19.1%	16.3%
Avnet, Inc.	13.2%	14.9%	12.4%	13.3%

10. RESEARCH AND DEVELOPMENT

Research and development costs are expensed as incurred. Research and development expenses include outsourcing costs, personnel expenses, depreciation, material costs relating to the discovery and development of new products and enhancement of existing products.

Personnel related expenses and other costs incurred by research and development functions directly attributable to the Timing Product Business are specifically identifiable and totaled $7,877 and $6,789 in the three months ended June 30, 2026 and 2025 and totaled $15,227 and $13,128 in the six months ended June 30, 2026 and 2025 respectively. Such other costs specifically identified to the Business include costs to maintain and repair assets used in research and development activities, tools and material costs such as costs for engineering and testing wafers, packaging and assembly consumables, as well as prototype costs. Research and development costs allocated to the Timing Product Business primarily represent shared costs associated with the licensing, implementation, and ongoing technology support for the design automation system. Research and development costs allocated from Renesas are $565 and $1,008 in the three months ended June 30, 2026 and 2025 and are $1,332 and $1,943 in the six months ended June 30, 2026 and 2025.

11. SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

Selling, general and administrative expenses represent personnel expenses, depreciation, and other division expenses that are directly attributable to the Timing Product Business. Costs for dedicated selling and marketing employees, rent and leases expenses for peripheral hardware and software equipment, depreciation expenses associated with Business specific fixed assets, and other operating expense incurred by sales and marketing functions dedicated to the Business are specifically identified to the Business and totaled $911 and $576 in the three months ended June 30, 2026 and 2025 and totaled $1,534 and $1,125 for the six months ended June 30, 2026 and 2025 respectively. Costs associated with comingled facilities shared by the Business and other Renesas businesses, and field application engineers within the global sales organization that directly support the Timing Product Business are allocated to the Business based on employee headcount, and totaled $999 and $947 in the three months ended June 30, 2026 and 2025 and totaled $2,045 and $1,847 in the six months ended June 30, 2026 and 2025.

The components of selling, general and administrative expenses for the three and six months ended June 30, 2026 and 2025 are as follows.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Personnel expenses	$ 1,404	$ 1,138	$ 2,547	$ 2,214
Depreciation	254	224	540	402
Retirement benefit expenses	21	21	43	39
Others	231	140	449	317
Total selling, general and administrative	$ 1,910	$ 1,523	$ 3,579	$ 2,972

12. SHARE BASED COMPENSATION

Certain of the Timing Product Business's employees have historically participated in Renesas's share-based compensation plan that grants equity awards including restricted stock units. Share based payment expenses included in the Interim Statements of Revenue and Direct Expenses totaled $1,071 and $1,219 in "Research and development expenses" and $15 and $14 in "Selling, general and administrative expenses" in the three months ended June 30, 2026 and 2025, respectively, and $1,920 and $2,233 in "Research and development expenses" and

$29 and $29 in "Selling, general and administrative expenses" in the six months ended June 30, 2026 and 2025, respectively. All share based compensation plans are managed on a consolidated basis by Renesas. Share based expenses recognized by the Business were specifically identified based on employees of Timing Product Business participating in Renesas' share based compensation plan. All unvested Renesas's equity awards held by transferring employees are forfeited upon the closing of the Transaction.

13. RELATIONSHIP WITH PARENT AND RELATED ENTITIES

Historically, the Timing Product Business has been managed and operated in the normal course of business with other subsidiaries, business, and affiliates of Renesas. Accordingly, certain shared costs have been allocated to the Business and are reflected as expenses in the Interim Statements of Revenue and Direct Expenses.

Timing Product Business products are not sold to other Renesas entities for further resale or combination into external customer solutions. All revenue presented in the Interim Combined Financial Statements represents third-party revenue from external customers only.

All products are assembled, tested and stored at an affiliated entity in Malaysia. The products are then shipped directly from Malaysia to external customers, with the related sales invoiced by entities in Malaysia and the United States. Such arrangements are reflected as revenue in these Interim Combined Financial Statements.

Intercompany arrangements between Renesas entities are conducted for internal operational and legal entity purposes only and do not represent third-party transactions. Accordingly, such intercompany activities are not reflected in the Interim Statements of Revenue and Direct expenses. The expenses presented in the Interim Combined Financial Statements include only costs that are directly attributable to the Timing Product Business and do not include intercompany charges.

Functional costs incurred by Renesas for services that were provided to or on behalf of the Timing Product Business were historically recorded at division or corporate level. These include costs associated with comingled facilities shared by the Business and other Renesas businesses, costs for field application engineers within the global sales organization that directly supports the Business, and costs associated with licensing, implementation, ongoing technology support for design automation system, which are all directly associated with operating the Business. The costs are allocated to the Business using consistent and reasonable methods such as net sales and headcount. Functional costs allocated and recorded in the Interim Statements of Revenue and Direct Expenses for the three and six months ended June 30, 2026, and 2025 are as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2026	2025	2026	2025
Research and development	$ 565	$ 1,008	$ 1,332	$ 1,943
Selling, general and administrative	999	947	2,045	1,847
Total	$ 1,564	$ 1,955	$ 3,377	$ 3,790

14. COMMITMENTS AND CONTINGENCIES

As the Timing Product Business conducts business worldwide, it is possible that the Business may become a party to lawsuits, arbitration, investigation by regulatory authorities and other legal proceedings in various countries (“Legal Matters”). Currently, the Business is not involved in any Legal Matters.

15. SUBSEQUENT EVENTS

The Interim Combined Financial Statements have been derived from historical information previously presented in Renesas’s consolidated financial statements. Subsequent events and transactions for disclosure purposes have been evaluated through July 30, 2026, the date on which the Interim Combined Financial Statements became available to be issued. Other than the closing of the Transaction described in Note 1. Description of the Transaction and Basis of Presentation, no other events or transactions were identified that would require disclosure in the Interim Combined Financial Statements.

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UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION

The following unaudited pro forma condensed combined financial information presents the pro forma effects of the acquisition of certain net assets of the Timing Product Business of Renesas Electronics Corporation by SiTime Corporation on July 1, 2026, along with effects of other related transactions described below.

Acquisition

On February 4, 2026, SiTime Corporation, a Delaware corporation (“SiTime” or the “Company”), entered into an Asset Purchase Agreement (the “Asset Purchase Agreement”) with Renesas Electronics America Inc., a subsidiary of Renesas Electronics Corporation (“Renesas” or “Seller”), pursuant to which Renesas agreed to sell, and to cause certain of its affiliates to sell, transfer, assign and convey to SiTime all of their right, title and interest in, to and under certain assets related to the Timing Product Business of Renesas Electronics Corporation (the “Timing Product Business”) for an aggregate purchase price of approximately $1.5 billion in cash (“Cash Consideration”) and a number of shares of common stock, $0.0001 par value per share, of SiTime (“Common Stock” and such consideration, the “Stock Consideration”), subject to certain adjustments as set forth in the Asset Purchase Agreement (the “Acquisition”).

On July 1, 2026 (the “Closing Date”), SiTime completed the Acquisition (the “Closing”). At the Closing, SiTime paid Cash Consideration of approximately $1.5 billion and issued 3,558,691 shares of Common Stock as Stock Consideration.

The Asset Purchase Agreement contains various representations and warranties and covenants by the parties to such agreement. SiTime and Renesas entered into related agreements ancillary to the Acquisition that became effective upon Closing, including certain documents related to intellectual property matters and resale registration rights.

On the Closing Date, SiTime and Renesas also entered into a Transition Services Agreement (“TSA”) pursuant to which, following the Closing, each of SiTime and Renesas has agreed to provide or cause to be provided to the other certain transitional services for specified periods following the Closing Date in connection with the operation of the Timing Product Business and Renesas’s operation of its remaining business. The TSA includes customary provisions regarding service fees, reimbursement of expenses, invoicing and payment, the standard of care applicable to the performance of services, intellectual property ownership and licensing, confidentiality, indemnification, limitation of liability, and termination, as well as a cap on the Company’s aggregate fees and out-of-pocket costs (other than amounts payable under purchase orders).

The Acquisition has been accounted for as a business combination using the acquisition method of accounting in accordance with Accounting Standards Codification (“ASC”) Topic 805, “Business Combinations” (“ASC 805”) under U.S. GAAP, with SiTime as the accounting acquirer. Under this method of accounting, the purchase price of the Acquisition has been allocated to the assets acquired and liabilities assumed based on their preliminary fair values as of the Closing Date. The excess purchase price over the fair values of identifiable assets acquired and liabilities assumed is recorded as goodwill.

Financing

In connection with the execution of the Asset Purchase Agreement, on February 4, 2026, SiTime entered into a debt financing commitment letter (the “Commitment Letter”) with Wells Fargo Securities, LLC and Wells Fargo Bank, National Association (collectively, “Wells Fargo”), pursuant to which Wells Fargo committed to provide debt financing of up to $900 million in the form of a 364-day senior secured bridge loan facility (the “Bridge Facility”) to fund a portion of the Cash Consideration. In lieu of the Bridge Facility, SiTime funded a portion of the Cash Consideration through the issuance of the Notes described below (the “Permanent Financing”). The commitments under the Bridge Facility were terminated in connection with the issuance of the Notes.

In May 2026, SiTime issued $1.35 billion aggregate principal amount of 0% Convertible Senior Notes due 2031 (the “Notes”), which included the full exercise of the initial purchasers’ option to purchase an additional $150 million principal amount of the Notes. The Notes are general unsecured obligations of SiTime and will mature on June 15, 2031, unless earlier converted, redeemed or repurchased. The Notes do not bear regular cash interest. The total net proceeds from the issuance of the Notes, after deducting initial purchasers’ discounts and commissions and debt issuance costs, were approximately $1.32 billion.

In connection with the issuance of the Notes, SiTime entered into privately negotiated capped call transactions (the “Capped Call Transactions”). The Capped Call Transactions meet the conditions under the related accounting criteria for equity classification, with the premium paid recorded as a reduction to additional paid-in capital.

The Notes and the Capped Call Transactions were completed prior to June 30, 2026 and are reflected in SiTime’s historical unaudited condensed consolidated balance sheet as of June 30, 2026. Accordingly, no Financing Adjustments related to the Notes or the Capped Call Transactions are presented in the unaudited pro forma condensed combined balance sheet. Financing Adjustments related to the unaudited pro forma condensed combined balance sheet and income statements are further described in Note 7.

At the Closing, the Cash Consideration was funded through cash on hand, including the net proceeds from the Notes. No borrowings were made under the Bridge Facility, and no such borrowings are reflected in the unaudited pro forma condensed combined financial information. Bridge Facility commitment fees of approximately $3.2 million were recorded in prepaid expenses and other current assets as of June 30, 2026 and became due upon the Closing on July 1, 2026. The unaudited pro forma condensed combined balance sheet reflects the elimination of the prepaid amount, with a corresponding adjustment to accumulated deficit. The commitment fees are recognized as interest expense in the unaudited pro forma condensed combined income statement for the year ended December 31, 2025, consistent with assuming the related financing occurred on January 1, 2025. Refer to Note 7 for further details.

Other Considerations

The unaudited pro forma condensed combined balance sheet as of June 30, 2026 is prepared using SiTime's unaudited condensed consolidated balance sheet as of June 30, 2026 and Timing Product Business' unaudited statement of assets acquired and liabilities assumed as of June 30, 2026, giving effect to (i) the Acquisition as if it had been completed on June 30, 2026 and (ii) the assumptions and adjustments described in the accompanying notes to the unaudited pro forma condensed combined financial information.

The unaudited pro forma condensed combined income statement for the six months ended June 30, 2026 is prepared using SiTime's unaudited condensed consolidated income statement for the six months ended June 30, 2026 and Timing Product Business' unaudited statement of revenue and direct expenses for the six months ended June 30, 2026; the unaudited pro forma condensed combined income statement for the year ended December 31, 2025 is prepared using SiTime's audited consolidated income statement for the year ended December 31, 2025 and Timing Product Business' audited statement of revenue and direct expenses for the year ended December 31, 2025. The unaudited pro forma condensed combined income statements give effect to (i) the Acquisition and Permanent Financing as if they had been completed on January 1, 2025, the beginning of SiTime's most recently completed fiscal year, and (ii) the assumptions and adjustments described in the accompanying notes to the unaudited pro forma condensed combined financial information.

The unaudited pro forma condensed combined financial information was derived from and should be read in conjunction with:

- the accompanying notes to the unaudited pro forma condensed combined financial information
- the separate historical unaudited condensed consolidated financial statements and accompanying notes as of and for the six months ended June 30, 2026, as included in SiTime's Quarterly Report on Form 10-Q;
- the separate historical audited consolidated financial statements and accompanying notes for the year ended December 31, 2025, as included in SiTime's Annual Report on Form 10-K;
- the Timing Product Business' historical unaudited combined financial statements as of and for the six months ended June 30, 2026, derived from the underlying accounting records of Renesas' Timing Product Business; and
- the Timing Product Business' separate historical audited combined financial statements for the year ended December 31, 2025, derived from the underlying accounting records of Renesas' Timing Product Business.

The unaudited pro forma condensed combined financial information is provided for informational purposes only and is not indicative of the operating results that would have occurred if the Acquisition and the Permanent Financing had been completed as of the dates set forth above, nor is it indicative of the future results of SiTime following the Acquisition.

In determining the preliminary estimates of the fair values of the assets acquired and liabilities assumed of the Timing Product Business in connection with the Acquisition, SiTime used a preliminary valuation analysis, along with other relevant assumptions, including market participant assumptions. The purchase price allocation relating to the Acquisition remains preliminary and is subject to change, as additional information becomes available and as additional analyses are performed. There can be no assurance that the final valuations will not result in material changes to the preliminary purchase price allocation. The unaudited pro forma condensed combined financial information does not give effect to the potential impact of any anticipated synergies or dis-synergies, operating efficiencies or inefficiencies, or any integration costs resulting from the Acquisition, and does not purport to project the future operating results or financial position of SiTime following the Acquisition.

UNAUDITED PRO FORMA CONDENSED COMBINED BALANCE SHEET
As of June 30, 2026
(dollars in Thousands)

	SiTime Corporation (Historical)	Timing Product Business Reclassified (Note 3)	Transaction Accounting Adjustments	Notes	Financing Adjustments	Notes	Pro Forma Combined
Assets:							
Current assets:							
Cash and cash equivalents	$ 1,921,141	$ -	$ (1,499,250)	5(i)	$ -		$ 389,264
			(32,627)	5(ii)	-		
Accounts receivable, net	88,706	-	-		-		88,706
Inventories	103,904	1,370	1,370	5(iii)	-		106,644
Prepaid expenses and other current assets	20,114	-	69	5(i)	(3,150)	7(i)	17,033
Total current assets	$ 2,133,865	$ 1,370	$ (1,530,438)		$ (3,150)		$ 601,647
Property and equipment, net	114,387	5,667	-		-		120,054
Intangible assets, net	136,023	35,599	2,084,427	5(iv)	-		2,253,959
			(2,090)	5(i)			
Right-of-use assets, net	9,859	1,249	(1,249)	5(v)	-		11,101
			1,242	5(vi)			
Goodwill	87,098	382,299	1,495,388	5(vii)	-		1,964,785
Other assets	24,291	-	-		-		24,291
Total assets	**$ 2,505,523**	**$ 426,184**	**$ 2,047,280**		**$ (3,150)**		**$ 4,975,837**
Liabilities and stockholders' equity:							
Current liabilities:							
Accounts payable	$ 28,895	$ -	$ -		$ -		$ 28,895
Accrued expenses and other current liabilities	80,841	236	(222)	5(v)	-		72,630
			163	5(vi)			
			27	5(i)			
			(8,415)	5(ii)			
Total current liabilities	$ 109,736	$ 236	$ (8,447)		$ -		$ 101,525
Convertible senior notes, net	1,317,556		-		-		1,317,556
Other non-current liabilities	53,179	1,154	(1,154)	5(v)	-		54,258
			1,079	5(vi)			
Total liabilities	$ 1,480,471	$ 1,390	$ (8,522)		$ -		$ 1,473,339
Commitments and contingencies							
Stockholders' equity:							
Common stock	3	-	-		-		3
Additional paid-in capital	1,237,014	424,794	(424,794)	5(viii)	-		3,741,822
			2,504,808	5(i)			
Accumulated deficit	(211,965)	-	(24,212)	5(ii)	(3,150)	7(i)	(239,327)
Total stockholders' equity	1,025,052	424,794	2,055,802		(3,150)		3,502,498
Total liabilities and stockholders' equity	**$ 2,505,523**	**$ 426,184**	**$ 2,047,280**		**$ (3,150)**		**$ 4,975,837**

See accompanying notes to unaudited pro forma condensed combined financial information.

UNAUDITED PRO FORMA CONDENSED COMBINED INCOME STATEMENT
For the Six Months Ended June 30, 2026
(dollars in Thousands)

	SiTime Corporation (Historical)	Timing Product Business Reclassified (Note 3)	Transaction Accounting Adjustments	Notes	Financing Adjustments	Notes	Pro Forma Combined
Revenue	$ 270,999	$ 153,038	$ (1,404)	6(i)	$ -		$ 422,633
Cost of revenue	104,902	57,004	(1,404)	6(i)	-		229,506
			67,032	6(ii)	-		
			1,972	6(ix)			
Gross profit	166,097	96,034	(69,004)		-		193,127
Operating expenses:					-		-
Research and development	68,854	16,559	5,169	6(iv)	-		91,030
			448	6(ix)			
Selling, general and administrative	85,237	3,595	406	6(iv)	-		89,244
			6	6(v)	-		
Acquisition-related costs	16,129	-	-		-		16,129
Total operating expenses	170,220	20,154	6,029		-		196,403
Income (loss) from operations	**$ (4,123)**	**$ 75,880**	**$ (75,033)**		**$ -**		**$ (3,276)**
Interest income	19,854	-	(3,536)	6(vii)	-		16,318
Interest expense	(2,247)	-	-		(2,523)	7(ii)	(4,770)
Other expense, net	(492)				-		(492)
Income (loss) before income taxes	**$ 12,992**	**$ 75,880**	**$ (78,569)**		**$ (2,523)**		**$ 7,780**
Income tax expense	(53)	-	-	6(viii)	-	7(iii)	(53)
Net income (loss)	**$ 12,939**	**$ 75,880**	**$ (78,569)**		**$ (2,523)**		**$ 7,727**
Weighted average shares outstanding							
Basic	26,397		-				29,956
Diluted	27,335		-		-		30,963
Earnings per share							
Basic	0.49		-		-		0.26
Diluted	0.47		-		-		0.25

See accompanying notes to unaudited pro forma condensed combined financial information.

UNAUDITED PRO FORMA CONDENSED COMBINED INCOME STATEMENT
For the Year Ended December 31, 2025
(dollars in Thousands)

	SiTime Corporation (Historical)	Timing Product Business Reclassified (Note 3)	Transaction Accounting Adjustments	Notes	Financing Adjustments	Notes	Pro Forma Combined
Revenue	$ 326,660	$ 207,744	$ (1,589)	6(i)	$ -		$ 532,815
Cost of revenue	151,674	96,086	(1,589)	6(i)	-		434,223
			185,064	6(ii)			
			1,370	6(iii)			
			1,618	6(ix)			
Gross profit	174,986	111,658	(188,052)		-		98,592
Operating expenses:							
Research and development	118,893	29,347	11,702	6(iv)	-		164,305
			4,363	6(ix)			
Selling, general and administrative	116,504	6,158	921	6(iv)	-		127,183
			-	6(v)	-		
			3,600	6(ix)			
Acquisition related costs	6,567	-	24,212	6(vi)	-		30,779
Total operating expenses	241,964	35,505	44,798		-		322,267
Income (loss) from operations	**$ (66,978)**	**$ 76,153**	**$ (232,850)**		**$ -**		**$ (223,675)**
Interest income	24,830	-	(7,861)	6(vii)	-		16,969
Interest expense	-	-	-		(9,608)	7(ii)	(9,608)
Other expense, net	(157)				-		(157)
Income (loss) before income taxes	**$ (42,305)**	**$ 76,153**	**$ (240,711)**		**$ (9,608)**		**$ (216,471)**
Income tax expense	(598)	-	-	6(viii)	-	7(iii)	(598)
Net income (loss)	**$ (42,903)**	**$ 76,153**	**$ (240,711)**		**$ (9,608)**		**$ (217,069)**
Weighted average shares outstanding							
Basic	24,967		-		-		28,526
Diluted	24,967		-		-		28,526
Earnings per share							
Basic	(1.72)		-		-		(7.61)
Diluted	(1.72)		-		-		(7.61)

See accompanying notes to unaudited pro forma condensed combined financial information.

Notes to Unaudited Pro Forma Condensed Combined Financial Information

Note 1. Basis of Presentation

The unaudited pro forma condensed combined financial information was prepared in accordance with Article 11 of Regulation S-X. The historical information of SiTime Corporation and Timing Product Business is presented in accordance with accounting principles generally accepted in the United States of America.

The unaudited pro forma condensed combined balance sheet is presented as if the Acquisition had occurred on June 30, 2026, and the unaudited pro forma condensed combined income statements for the six months ended June 30, 2026, and for the year ended December 31, 2025, give effect to the Acquisition and Permanent Financing as if they had occurred on January 1, 2025.

The Notes and the Capped Call Transactions were completed prior to June 30, 2026 and are reflected in SiTime's historical unaudited condensed consolidated balance sheet as of June 30, 2026. Accordingly, no Financing Adjustments related to the Notes or the Capped Call Transactions are presented in the unaudited pro forma condensed combined balance sheet. The unaudited pro forma condensed combined balance sheet includes a Financing Adjustment related to the elimination of Bridge Facility commitment fees recorded in prepaid expenses and other current assets as of June 30, 2026. Financing Adjustments to the unaudited pro forma condensed combined balance sheet and income statements are further described in Note 7.

The unaudited pro forma condensed combined financial information is prepared using the acquisition method of accounting in accordance with the business combination accounting guidance in Accounting Standards Codification Topic 805, Business Combinations, with SiTime considered the accounting acquirer for the Acquisition.

The unaudited pro forma condensed combined financial information does not give effect to the potential impact of any anticipated synergies or dis-synergies, operating efficiencies or inefficiencies, or integration costs that may result from the Acquisition. The pro forma adjustments represent the Company's best estimates and are based on currently available information and assumptions that the Company believes are reasonable under the circumstances.

All terms defined in this section of the report are used solely for purposes of this section and do not apply to any other section of this Form 8-K/A.

Note 2. Significant Accounting Policies

The accounting policies used in the preparation of the unaudited pro forma condensed combined financial information are those set forth in SiTime's audited financial statements as of and for the year ended December 31, 2025. Management is performing a comprehensive review of the accounting policies between the two entities. Management has not made any adjustments to the pro forma condensed combined financial information related to any potential policy differences other than the adjustments described in Note 3 below. Management may identify additional differences in accounting policies which, when conformed, could have a material impact on the consolidated financial statements of SiTime following the Acquisition.

Note 3. Reclassification and Accounting Policy Adjustments

Certain reclassifications and accounting policy adjustments are reflected in the pro forma adjustments to conform Timing Product Business' presentation to SiTime's presentation in the unaudited pro forma condensed combined balance sheet and income statements. These reclassifications have no effect on the previously reported stockholders' equity, or income from continuing operations of SiTime or Timing Product Business. The pro forma condensed combined information may not reflect all reclassifications necessary to conform Timing Product Business' presentation to that of SiTime due to limitations on the availability of information as of the date of this Form 8-K/A. Additional accounting policy differences and reclassification adjustments may be identified as more information becomes available.

Refer to the table below for a summary of reclassification adjustments made to conform the presentation of Timing Product Business' Historical Statement of Assets Acquired and Liabilities Assumed with that of SiTime's Historical Balance Sheet:

SiTime Corporation Historical Balance Sheet line item	Timing Product Business Historical Statement of Assets Acquired and Liabilities Assumed line item	Timing Product Business As of June 30, 2026	Reclassification Adjustments	Notes	Timing Product Business Reclassified As of June 30, 2026
Assets					
Current assets					
Inventories	Inventory, net	$ 1,370	-		$ 1,370
Total current assets		**1,370**	**-**		**1,370**
Property and equipment, net	Property, plant, and equipment, net	5,667	-		5,667
Intangible assets, net	Intangible assets, net	35,599	-		35,599
Right-of-use assets, net	Right-of-use assets, net	1,249	-		1,249
Goodwill	Goodwill	382,299	-		382,299
Total assets		**$ 426,184**	**$ -**		**$ 426,184**
Liabilities and Stockholders' Equity					
Current liabilities					
Accrued expenses and other current liabilities		$ -	$ 236	3(a), (b)	$ 236
	Warranty and return liabilities	14	(14)	3(a)	-
	Lease liability – current	222	(222)	3(b)	-
Total current liabilities		**236**	**-**		**236**
Other non-current liabilities			1,154	3(b)	1,154
	Lease liability – non-current	1,154	(1,154)	3(b)	-
Total liabilities		**1,390**	**-**		**1,390**
Commitments and contingencies					
Stockholders' equity					
Additional paid-in capital		-	424,794	3(c)	424,794
Total stockholders' equity		-	424,794		424,794
Total liabilities and stockholders' equity	**Net assets acquired**	**$ 424,794**	**$ 424,794**		**$ 426,184**

(a) Reclassification of $14 thousand of warranty and return liabilities to accrued expenses and other current liabilities.
(b) Reclassification of lease liabilities, including $0.2 million of current lease liabilities to accrued expenses and other current liabilities and $1.2 million of non-current lease liabilities to other non-current liabilities.
(c) As the financial statements have been prepared to reflect the assets and liabilities attributable to Timing Product Business, the net assets acquired amount of $424.8 million has been recorded within Additional paid-in capital to address the difference arising from the net presentation. This amount is subsequently eliminated as part of the pro forma transaction accounting adjustments, as described in Note 5(viii).

Refer to the table below for a summary of reclassifications made to conform the presentation of Timing Product Business Historical Statement of Revenue and Direct Expenses with that of SiTime Historical Income Statement for the six months ended June 30, 2026:

SiTime Corporation Historical Income Statement line item	Timing Product Business Historical Statement of Revenue and Direct Expenses line item	Timing Product Business for the six-month period ended June 30, 2026	Reclassification Adjustments	Notes	Timing Product Business Reclassified for the six-month period ended June 30, 2026
Revenue	Product revenue	$ 153,038			$ 153,038
	Direct expenses:				
Cost of revenue			57,004	3(d), 3(g)	57,004
	Cost of Sales (exclusive of amortization shown separately below)	34,192	(34,192)	3(d)	-
Gross profit					**$ 96,034**
Operating expense:					
Research and development			16,559	3(e)	16,559
	Research and development (exclusive of amortization shown separately below)	16,559	(16,559)	3(e)	-
Selling, general and administrative			3,595	3(f), 3(g)	3,595
	Selling, general and administrative (exclusive of amortization shown separately below)	3,579	(3,579)	3(f)	-
	Amortization of intangible assets	22,828	(22,828)	3(g)	-
Total operating expenses					20,154
Income (loss) from operations					**75,880**
Income (loss) before income taxes					**75,880**
Net income (loss)	**Revenue less direct expenses**	**$ 75,880**	**-**		**$ 75,880**

(d) Reflects the adjustment to reclassify $34.2 million of Cost of Sales (exclusive of amortization shown separately below) to Cost of revenue.
(e) Reflects the adjustment to reclassify $16.6 million of Research and development (exclusive of amortization shown separately below) to Research and development.
(f) Reflects the adjustment to reclassify $3.6 million of Selling, general and administrative (exclusive of amortization shown separately below) to Selling, general and administrative.
(g) Reflects the adjustment to reclassify $22.8 million of amortization expense related to intangible assets based on the nature of the underlying assets, of which $22.7 million was reclassified to cost of revenue.

Refer to the table below for a summary of reclassifications made to conform the presentation of Timing Product Business Historical Statement of Revenue and Direct Expenses with that of SiTime Historical Income Statement for the year ended December 31, 2025:

SiTime Corporation Historical Income Statement line item	Timing Product Business Historical Statement of Revenue and Direct Expenses line item		Timing Product Business for the year ended December 31, 2025		Reclassification Adjustments	Notes		Timing Product Business Reclassified for the year ended December 31, 2025
Revenue	Product revenue	$	207,744	$	-		$	207,744
	Direct expenses:							
Cost of revenue					96,086	3(h), 3(k)		96,086
	Cost of Sales (exclusive of amortization shown separately below)		50,461		(50,461)	3(h)		-
Gross profit							**$**	**111,658**
Operating expense:								
Research and development					29,347	3(i)		29,347
	Research and development (exclusive of amortization shown separately below)		29,347		(29,347)	3(i)		-
Selling, general and administrative					6,158	3(j), 3(k)		6,158
	Selling, general and administrative (exclusive of amortization shown separately below)		6,124		(6,124)	3(j)		-
	Amortization of intangible assets		45,659		(45,659)	3(k)		-
Total operating expenses								35,505
Income (loss) from operations								**76,153**
Income (loss) before income taxes								**76,153**
Net Income (loss)	**Revenue less direct expenses**	**$**	**76,153**		**-**		**$**	**76,153**

(h) Reflects the adjustment to reclassify $50.5 million of Cost of Sales (exclusive of amortization shown separately below) to Cost of revenue.
(i) Reflects the adjustment to reclassify $29.3 million of Research and development (exclusive of amortization shown separately below) to Research and development.
(j) Reflects the adjustment to reclassify $6.1 million of Selling, general and administrative (exclusive of amortization shown separately below) to Selling, general and administrative.
(k) Reflects the adjustment to reclassify $45.7 million of amortization expense related to intangible assets based on the nature of the underlying assets, of which $45.6 million was reclassified to cost of revenue and $0.1 million to selling, general and administrative expenses.

Note 4. Calculation of Acquisition Consideration and Preliminary Purchase Price Allocation

The unaudited pro forma condensed combined financial information reflects the acquisition of Timing Product Business for a preliminary acquisition consideration of approximately $4.0 billion. The fair value of the acquisition consideration transferred on the Closing Date includes approximately $1.5 billion of cash consideration; the fair value of 3,558,691 shares of SiTime common stock transferred, valued using the closing price of SiTime common stock of $703.84 per share on July 1, 2026; the fair value of Timing Product Business replacement awards attributable to pre-combination services; the settlement of the pre-existing relationship between SiTime and Timing Product Business, and a reduction for SiTime transaction expenses borne by the Seller. The calculation of preliminary acquisition consideration is as follows:

Consideration transferred ***(In thousands)***		**Amounts**
Cash consideration	$	1,499,250
Stock consideration, 3,558,691 shares at $703.84 per share		2,504,749
Pre-combination portion of replacement award arrangements (a)		86
Settlement of pre-existing relationships (b)		2,090
Acquirer's transaction expenses borne by the Seller (c)		(69)
Fair value of purchase consideration transferred	**$**	**4,006,106**

(a) Represents the estimated fair value of replacement awards attributable to pre-combination service, comprising approximately $59 thousand related to equity-settled awards and approximately $27 thousand related to cash-settled awards. In accordance with ASC 805, the portion attributable to pre-combination service is included in purchase consideration, while the portion attributable to post-combination service is recognized as compensation expense over the applicable requisite service periods, as described in Note 6(iv).

(b) Represents the contract-based royalty intangible asset arising from a pre-existing arrangement between SiTime and Timing Product Business relating to intellectual property of Aura Semiconductor Pvt. Ltd. ("Aura"), which is settled as part of the business combination in accordance with ASC 805. The amount associated with this balance has been included in the determination of purchase consideration, with the corresponding derecognition of the related asset in Note 5(i). The Company has evaluated the underlying contractual terms of the royalty arrangement and concluded that they are consistent with prevailing market conditions. Accordingly, no off-market element has been identified, and no separate gain or loss has been recognized upon settlement.

(c) Represents the portion of Malaysian stamp duty taxes contractually borne by Renesas under the Asset Purchase Agreement. As SiTime is legally obligated as transferee to remit the full amount, the entire stamp duty is recognized as an acquisition-related cost as part of Note 6(vi). Renesas' share is recorded as a receivable within prepaid expenses and other current assets, with a corresponding reduction of the consideration transferred because the seller-funded payment is for the benefit of SiTime and is accounted for separately from the business combination in accordance with ASC 805.

Preliminary Purchase Price Allocation

Under the acquisition method of accounting, Timing Product Business' identifiable assets acquired and liabilities assumed by SiTime have been recorded at their acquisition-date fair values. The excess of the purchase consideration over the fair value of the identifiable net assets acquired is recorded as goodwill. The pro forma adjustments are preliminary, are based on estimates of the fair values and useful lives of the assets acquired and liabilities assumed and are presented to illustrate the estimated effect of the Acquisition. The final determination of purchase price allocation will be completed within the measurement period, which will not exceed one year from the Closing Date. The final amounts allocated could differ significantly from those presented in the unaudited pro forma condensed combined financial information. Accordingly, the preliminary purchase price allocation is subject to adjustment as additional information becomes available and additional analyses and final valuations are completed. There can be no assurance that these analyses and valuations will not result in material changes to the preliminary fair values set forth below. The following table presents the preliminary allocation of the acquisition consideration to Timing Product Business' identifiable tangible and intangible assets acquired and liabilities assumed by SiTime, as if the acquisition had been completed on June 30, 2026, based on Timing Product Business' unaudited statement of assets acquired and liabilities assumed as of June 30, 2026, adjusted for the reclassifications and accounting policy adjustments discussed in Note 3, with the excess recorded as goodwill:

Preliminary allocation of consideration transferred

(In thousands)		**Fair value**
Inventories	$	2,740
Property and equipment, net		5,667
Intangible assets, net		2,120,026
Right-of-use assets, net		1,242
Total assets	**$**	**2,129,675**
Accrued expenses and other current liabilities		177
Other non-current liabilities		1,079
Net assets acquired (a)	**$**	**2,128,419**
Estimated purchase consideration (b)		4,006,106
Goodwill (b) – (a)	**$**	**1,877,687**

Goodwill represents the excess of the preliminary estimated purchase consideration over the estimated fair value of the underlying net assets acquired. Goodwill will not be amortized but instead will be reviewed for impairment annually on the first day of the fourth fiscal quarter, or more frequently if facts and circumstances warrant a review. Goodwill is attributable to the assembled workforce of Timing Product Business, and planned growth within existing and new markets, and customers. Goodwill recognized in the acquisition is expected to be deductible for tax purposes.

SiTime has not reflected deferred tax assets or liabilities in connection with the Acquisition because the transaction was completed as an asset purchase for U.S. federal income tax purposes, and SiTime received a stepped-up tax basis in the assets acquired and liabilities assumed equal to their respective fair values as of the date of the Acquisition. Therefore, there is no material basis difference in the assets acquired and liabilities assumed. There is also no change to SiTime's valuation allowance position in the U.S. due to the Acquisition. The final allocation of the purchase price for U.S. federal income tax purposes has not been completed.

Note 5. Transaction Accounting Adjustments to Unaudited Pro Forma Condensed Combined Balance Sheet

(i) Represents the preliminary acquisition consideration of approximately $4.0 billion, consisting of (a) approximately $1.5 billion of cash consideration paid at Closing, (b) the fair value of 3,558,691 shares of SiTime common stock issued, calculated using the closing price of SiTime common stock on the Closing Date, (c) the fair value of replacement awards attributable to pre-combination services, comprising approximately $59 thousand of equity-settled awards recorded in additional paid-in capital and approximately $27 thousand of cash-settled awards recorded in accrued expenses and other current liabilities, (d) the effective settlement of the pre-existing relationship between SiTime and Timing Product Business, comprising a contract-based royalty intangible asset of approximately $2.1 million settled as part of the business combination, and (e) a reduction for the portion of Malaysian stamp duty taxes contractually borne by Renesas, which is recorded as a receivable within prepaid expenses and other current assets. Refer to Note 4 for further details.

(ii) Reflects the assumed payment of approximately $32.6 million of unpaid non-recurring transaction-related expenses associated with the Acquisition. Of this amount, approximately $8.4 million had been accrued as of June 30, 2026 and is reflected as a reduction to accrued expenses and other current

liabilities. The remaining approximately $24.2 million had not been recognized in SiTime's historical financial statements as of June 30, 2026 and is reflected as an adjustment to accumulated deficit.

(iii) Reflects the adjustment to record the acquired inventory at its estimated fair value, determined based on the estimated selling price of the inventory in the ordinary course of business, less costs to sell, resulting in a fair value equal to historical inventory cost plus an estimated gross profit margin calculated on a cost basis.

(iv) Represents the net adjustment to the estimated fair value of intangible assets acquired in the Acquisition. Preliminary identifiable intangible assets in the pro forma financial information are provided in the table below. The estimated fair values of developed technology and brand assets were determined using the relief-from-royalty method. The estimated fair values of customer contracts and related relationships and order backlog were determined using the multi-period excess earnings method. The amortization related to these identifiable intangible assets is reflected as a pro forma adjustment in the unaudited pro forma condensed combined income statement, as further described in Note 6(ii). The identifiable intangible assets are preliminary and subject to change upon finalization of the purchase price allocation.

The general categories of the acquired identifiable intangible assets are the following:

(In thousands)		**Fair value**	**Estimated Useful Life (in years)**
Developed technology	$	1,600,000	11
Customer contracts and related relationships		462,000	12
Order backlog		51,000	1
Brand assets		7,000	6
Software		26	1
Total identifiable intangible assets	**$**	**2,120,026**	
Historical intangible assets carrying value		35,599	
Pro forma adjustment	**$**	**2,084,427**	

(v) Reflects the elimination of Timing Product Business' historical right-of-use asset and lease liabilities of approximately $1.2 million upon remeasurement of the lease balances in accordance with ASC 842.

(vi) Reflects the recognition of a right-of-use asset of approximately $1.2 million and corresponding current and non-current lease liabilities upon remeasurement of the lease balances using SiTime's incremental borrowing rate in accordance with ASC 842.

(vii) Represents the adjustment to goodwill based on the purchase price allocation.

(In thousands)		**Amounts**
Goodwill resulting from the Acquisition	$	1,877,687
Less: Timing Product Business' historical goodwill		(382,299)
Pro forma adjustment	**$**	**1,495,388**

(viii) Reflects the elimination of Timing Product Business' historical equity as of the Closing Date.

Note 6. Transaction Accounting Adjustments to Unaudited Pro Forma Condensed Combined Income Statement

(i) Reflects the elimination of intercompany royalty revenue and expense arising from the licensing arrangement between Aura Semiconductor Pvt. Ltd. ("Aura") and Timing Product Business following the settlement of the related contract-based royalty intangible asset recorded as a balance sheet adjustment in Note 5(i) above.

(ii) Represents the adjustment to record elimination of historical amortization expense and recognition of new amortization expense related to acquired identifiable intangible assets based on the estimated fair value and the associated estimated useful life. Amortization expense is calculated based on the estimated fair value of each of the identifiable intangible assets and the associated estimated useful life as discussed in Note 5(iv). The amortization is based on the periods over which the economic benefits of the intangible assets are expected to be realized, which are subject to adjustment as additional information becomes available.

Amortization Expense ***(In thousands)***		**For the Six Months Ended June 30, 2026**		**For the Year Ended December 31, 2025**
Developed technology	$	70,000	$	140,000
Customer contracts and related relationships		19,261		38,522
Order backlog		-		51,000
Brand assets		583		1,167
Total identifiable intangible assets	**$**	**89,844**	**$**	**230,689**

Less: historical amortization expense classified in cost of revenue		22,812		45,625
Pro forma adjustment for incremental amortization expense	**$**	**67,032**	**$**	**185,064**

(iii) Reflects the adjustment to cost of revenue to recognize the incremental fair value step-up associated with acquired inventory as the inventory is consumed, based on the assumption that the inventory has a turnover period of less than one year and is sold in the ordinary course of business within the pro forma periods presented.

(iv) Reflects the adjustment to recognize compensation expense of approximately $5.6 million for the six months ended June 30, 2026 and approximately $12.6 million for the year ended December 31, 2025 associated with equity-settled and cash-settled replacement awards, net of the reversal of expense previously recognized for the original Renesas awards.

(v) Represents the pro forma adjustment to record incremental lease expense based on the remeasurement of lease liabilities and right-of-use assets using SiTime's incremental borrowing rate, less historical lease expense.

(vi) Reflects non-recurring transaction-related expenses of approximately $24.2 million incurred by SiTime, including legal, accounting, regulatory and other fees, and Malaysian stamp duty, directly associated with the Acquisition. These non-recurring expenses are not anticipated to affect the unaudited pro forma condensed combined income statement beyond twelve months after the Closing Date.

(vii) Reflects the partial derecognition of interest income on the portion of short-term investments assumed to be utilized to fund the cash consideration. The eliminated portion represents interest income that would not have been earned had the Acquisition been completed on January 1, 2025.

(viii) SiTime has historically determined that it is not more likely than not that its deferred tax assets will be realized in the United States and has maintained a full valuation allowance against its net U.S. deferred tax assets. For purposes of the unaudited pro forma condensed combined financial information, all revenue and expenses of Timing Product Business are reflected in SiTime's U.S. operations. Due to SiTime's net operating loss carryforwards and full valuation allowance, no preliminary income tax expense or benefit has been reflected for Timing Product Business' revenue and expenses or the pro forma adjustments.

(ix) Reflects the adjustment to recognize TSA fees associated with the Transition Services Agreement of approximately $2.4 million for the six months ended June 30, 2026, comprising approximately $2.0 million recorded in cost of revenue and $0.4 million recorded in research and development, and $9.6 million for the year ended December 31, 2025, comprising approximately $1.6 million recorded in cost of revenue, $4.4 million recorded in research and development, and $3.6 million recorded in selling, general, and administrative expenses.

Note 7. Financing Adjustments

(i) Reflects the elimination of approximately $3.2 million of commitment fees associated with the Bridge Facility that were recorded in prepaid expenses and other current assets as of June 30, 2026 and became due upon the Closing on July 1, 2026. The elimination of the prepaid amount is reflected as a Financing Adjustment to accumulated deficit in the unaudited pro forma condensed combined balance sheet. The commitment fees are recognized as interest expense in the unaudited pro forma condensed combined income statement for the year ended December 31, 2025, as described in Note 7(ii), consistent with assuming the related financing occurred on January 1, 2025. No related adjustment is reflected in the unaudited pro forma condensed combined income statement for the six months ended June 30, 2026.

(ii) Reflects pro forma financing expense of $2.5 million for the six months ended June 30, 2026, representing interest expense on the convertible notes recognized using the effective interest method, net of amounts already recorded in SiTime's historical results, and $9.6 million for the year ended December 31, 2025, comprising interest expense on the convertible notes and Bridge Facility commitment fees.

(iii) Due to SiTime's sufficient net operating loss carryforwards and full valuation allowance, no preliminary tax expense or benefit has been recorded for the financing adjustments. See Note 6(viii) above for further details.

Note 8. Earnings Per Share

Represents the pro forma basic and diluted net income (loss) per share attributable to common stockholders, calculated using SiTime's historical weighted-average common shares outstanding, adjusted for the 3,558,691 shares of SiTime common stock issued as Stock Consideration in connection with the Acquisition and, for diluted earnings per share, the effect of potential common shares when dilutive.

SiTime considered the potential dilutive effect of (a) SiTime's shares issuable under employee incentive plans, including shares issuable under employee incentive plans in connection with the Acquisition, (b) SiTime's restricted stock units, and (c) shares issuable upon conversion of the Notes. For the six months ended June 30, 2026, the potential common shares described in (a) are included in the computation of pro forma diluted net income per share as their effect is dilutive, while the potential common shares described in (b) and (c) are excluded as their effect would be anti-dilutive. For the year ended December 31, 2025, all potential common shares described in (a), (b) and (c) are excluded from the computation of pro forma diluted net loss per share as their effect would be anti-dilutive. The following table sets forth the computation of pro forma basic and diluted net income (loss) per share attributable to common stockholders for the periods presented:

(In thousands, except per share data)		**For the Six Months Ended June 30, 2026**		**For the Year Ended December 31, 2025**
Numerator:				
Pro forma net income (loss) attributable to common stockholders	$	7,727	$	(217,069)
Denominator:				
Historical SiTime weighted average shares outstanding		26,397		24,967

Shares of SiTime common stock to be issued in connection with the acquisition	3,559	3,559
Pro forma weighted average shares used (basic)	29,956	28,526
Historical SiTime weighted average shares outstanding	26,397	24,967
Shares of SiTime common stock to be issued in connection with the acquisition	3,559	3,559
Potentially dilutive impact of shares issuable under employee incentive plans	938	-
Potentially dilutive impact of shares issuable under employee incentive plans in connection with the acquisition	70	-
Pro forma weighted average shares used (Diluted)	30,963	28,526
Pro forma shares used in computing pro forma net income (loss) per share:		
Basic	29,956	28,526
Diluted	30,963	28,526
Pro forma net income (loss) per share attributable to common stock:		
Basic	$ 0.26	$ (7.61)
Diluted	$ 0.25	$ (7.61)

The following table presents the potential common shares outstanding that were excluded from the computation of pro forma diluted net income (loss) per share attributable to common stockholders for the periods presented because including them would have been anti-dilutive:

(In thousands, except per share data)	**For the Six Months Ended June 30, 2026**	**For the Year Ended December 31, 2025**
Historical SiTime restricted stock units	14	820
Restricted stock units to be issued in connection with the acquisition	-	70
Shares of SiTime common stock to be issued upon conversion of the convertible debt in connection with the acquisition	1,297	1,297
Pro forma potential dilutive securities	1,311	2,187