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

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**FORM 10-Q**

R Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the quarterly period ended January 31, 2013

OR

o Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission File Number 0-21180

**intuit.**

**INTUIT INC.**

*(Exact name of registrant as specified in its charter)*

**Delaware**  
*(State of incorporation)*

**77-0034661**  
*(IRS employer identification no.)*

**2700 Coast Avenue, Mountain View, CA 94043**  
*(Address of principal executive offices)*

**(650) 944-6000**  
*(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 R No o

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 during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes R No o

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. (Check one):

Large accelerated filer R      Accelerated filer o      Non-accelerated filer o      Smaller reporting company o  
(Do not check if a 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 o No R

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date. 296,388,841 shares of Common Stock, \$0.01 par value, were outstanding at February 22, 2013.

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- EX-101.INS XBRL Instance Document
- EX-101.SCH XBRL Taxonomy Extension Schema
- EX-101.CAL XBRL Taxonomy Extension Calculation Linkbase
- EX-101.LAB XBRL Taxonomy Extension Label Linkbase
- EX-101.PRE XBRL Taxonomy Extension Presentation Linkbase
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**PART I**  
**ITEM 1**  
**FINANCIAL STATEMENTS**

**INTUIT INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
(Unaudited)

	Three Months Ended		Six Months Ended	
	January 31, 2013	January 31, 2012	January 31, 2013	January 31, 2012
<i>(In millions, except per share amounts)</i>				
Net revenue:				
Product	\$ 402	\$ 419	\$ 629	\$ 641
Service and other	566	580	986	933
Total net revenue	<u>968</u>	<u>999</u>	<u>1,615</u>	<u>1,574</u>
Costs and expenses:				
Cost of revenue:				
Cost of product revenue	40	52	72	84
Cost of service and other revenue	162	150	307	282
Amortization of acquired technology	6	3	11	6
Selling and marketing	372	330	623	546
Research and development	179	164	357	327
General and administrative	109	95	207	187
Amortization of other acquired intangible assets	7	10	14	31
Total costs and expenses	<u>875</u>	<u>804</u>	<u>1,591</u>	<u>1,463</u>
Operating income from continuing operations	93	195	24	111
Interest expense	(7)	(15)	(15)	(30)
Interest and other income, net	1	3	3	14
Income before income taxes	87	183	12	95
Income tax provision (benefit)	16	62	(8)	32
Net income from continuing operations	71	121	20	63
Net income (loss) from discontinued operations	—	(3)	32	(9)
Net income	<u>\$ 71</u>	<u>\$ 118</u>	<u>\$ 52</u>	<u>\$ 54</u>
Basic net income per share from continuing operations	\$ 0.24	\$ 0.41	\$ 0.07	\$ 0.21
Basic net income (loss) per share from discontinued operations	—	(0.01)	0.11	(0.03)
Basic net income per share	<u>\$ 0.24</u>	<u>\$ 0.40</u>	<u>\$ 0.18</u>	<u>\$ 0.18</u>
Shares used in basic per share calculations	<u>296</u>	<u>297</u>	<u>296</u>	<u>298</u>
Diluted net income per share from continuing operations	\$ 0.23	\$ 0.40	\$ 0.07	\$ 0.21
Diluted net income (loss) per share from discontinued operations	—	(0.01)	0.10	(0.03)
Diluted net income per share	<u>\$ 0.23</u>	<u>\$ 0.39</u>	<u>\$ 0.17</u>	<u>\$ 0.18</u>
Shares used in diluted per share calculations	<u>303</u>	<u>306</u>	<u>302</u>	<u>307</u>
Dividends declared per common share	<u>\$ 0.17</u>	<u>\$ 0.15</u>	<u>\$ 0.34</u>	<u>\$ 0.30</u>

See accompanying notes.

**INTUIT INC.**  
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
(Unaudited)

<i>(In millions)</i>	Three Months Ended		Six Months Ended	
	January 31, 2013	January 31, 2012	January 31, 2013	January 31, 2012
Net income	\$ 71	\$ 118	\$ 52	\$ 54
Other comprehensive income (loss), net of income taxes:				
Unrealized losses on available-for-sale debt securities	—	—	—	(1)
Unrealized gains on available-for-sale equity securities	—	—	3	—
Foreign currency translation gains (losses)	—	—	1	(5)
Total other comprehensive income (loss), net	—	—	4	(6)
Comprehensive income	\$ 71	\$ 118	\$ 56	\$ 48

See accompanying notes.

**INTUIT INC.**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(Unaudited)

<i>(In millions)</i>	<b>January 31, 2013</b>	<b>July 31, 2012</b>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 399	\$ 393
Investments	279	351
Accounts receivable, net	541	183
Income taxes receivable	157	53
Deferred income taxes	142	184
Prepaid expenses and other current assets	110	69
Current assets before funds held for customers	1,628	1,233
Funds held for customers	284	290
Total current assets	1,912	1,523
Long-term investments	88	75
Property and equipment, net	599	567
Goodwill	2,191	2,200
Acquired intangible assets, net	187	213
Other assets	112	106
Total assets	<u>\$ 5,089</u>	<u>\$ 4,684</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 213	\$ 157
Accrued compensation and related liabilities	183	231
Deferred revenue	649	443
Other current liabilities	267	144
Current liabilities before customer fund deposits	1,312	975
Customer fund deposits	284	290
Total current liabilities	1,596	1,265
Long-term debt	499	499
Other long-term obligations	202	176
Total liabilities	2,297	1,940
Commitments and contingencies		
Stockholders' equity:		
Preferred stock	—	—
Common stock and additional paid-in capital	3,186	3,018
Treasury stock, at cost	(4,986)	(4,911)
Accumulated other comprehensive income	29	25
Retained earnings	4,563	4,612
Total stockholders' equity	2,792	2,744
Total liabilities and stockholders' equity	<u>\$ 5,089</u>	<u>\$ 4,684</u>

See accompanying notes.

**INTUIT INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
(Unaudited)

*(In millions, except shares in thousands)*

	Shares of Common Stock	Common Stock and Additional Paid-In Capital	Treasury Stock	Accumulated Other Comprehensive Income	Retained Earnings	Total Stockholders' Equity
<b>Balance at July 31, 2012</b>	295,289	\$ 3,018	\$ (4,911)	\$ 25	\$ 4,612	\$ 2,744
Components of comprehensive income:						
Net income	—	—	—	—	52	52
Other comprehensive income, net of income taxes	—	—	—	4	—	4
Comprehensive income						56
Issuance of treasury stock under employee stock plans	4,814	16	125	—	—	141
Tax benefit from share-based compensation plans	—	56	—	—	—	56
Stock repurchases under stock repurchase programs	(3,361)	—	(200)	—	—	(200)
Cash dividends declared (\$0.34 per share)	—	—	—	—	(101)	(101)
Share-based compensation expense	—	96	—	—	—	96
<b>Balance at January 31, 2013</b>	<b>296,742</b>	<b>\$ 3,186</b>	<b>\$ (4,986)</b>	<b>\$ 29</b>	<b>\$ 4,563</b>	<b>\$ 2,792</b>

*(In millions, except shares in thousands)*

	Shares of Common Stock	Common Stock and Additional Paid-In Capital	Treasury Stock	Accumulated Other Comprehensive Income	Retained Earnings	Total Stockholders' Equity
<b>Balance at July 31, 2011</b>	300,597	\$ 2,886	\$ (4,316)	\$ 15	\$ 4,031	\$ 2,616
Components of comprehensive income:						
Net income	—	—	—	—	54	54
Other comprehensive loss, net of income taxes	—	—	—	(6)	—	(6)
Comprehensive income						48
Issuance of treasury stock under employee stock plans	5,590	(39)	150	—	(5)	106
Tax benefit from share-based compensation plans	—	45	—	—	—	45
Stock repurchases under stock repurchase programs	(11,411)	—	(586)	—	—	(586)
Cash dividends declared (\$0.30 per share)	—	—	—	—	(89)	(89)
Share-based compensation expense	—	83	—	—	—	83
<b>Balance at January 31, 2012</b>	<b>294,776</b>	<b>\$ 2,975</b>	<b>\$ (4,752)</b>	<b>\$ 9</b>	<b>\$ 3,991</b>	<b>\$ 2,223</b>

See accompanying notes.

**INTUIT INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Unaudited)

<i>(In millions)</i>	Three Months Ended		Six Months Ended	
	January 31, 2013	January 31, 2012	January 31, 2013	January 31, 2012
<b>Cash flows from operating activities:</b>				
Net income	\$ 71	\$ 118	\$ 52	\$ 54
Adjustments to reconcile net income to net cash provided by operating activities:				
Depreciation	42	44	82	88
Amortization of acquired intangible assets	16	17	30	45
Share-based compensation expense	47	43	96	83
Pre-tax gain on sale of discontinued operations	—	—	(53)	—
Deferred income taxes	(5)	(12)	48	(17)
Tax benefit from share-based compensation plans	12	15	56	45
Excess tax benefit from share-based compensation plans	(12)	(14)	(56)	(43)
Other	5	8	9	2
Total adjustments	105	101	212	203
Changes in operating assets and liabilities:				
Accounts receivable	(357)	(426)	(358)	(421)
Prepaid expenses, income taxes receivable and other assets	(17)	60	(145)	(18)
Accounts payable	46	45	58	84
Accrued compensation and related liabilities	48	27	(48)	(47)
Deferred revenue	233	207	217	182
Income taxes payable	1	—	1	1
Other liabilities	126	128	122	112
Total changes in operating assets and liabilities	80	41	(153)	(107)
<b>Net cash provided by operating activities</b>	<b>256</b>	<b>260</b>	<b>111</b>	<b>150</b>
<b>Cash flows from investing activities:</b>				
Purchases of available-for-sale debt securities	(123)	(146)	(210)	(343)
Sales of available-for-sale debt securities	109	130	190	266
Maturities of available-for-sale debt securities	74	48	95	89
Net change in money market funds and other cash equivalents held to satisfy customer fund obligations	(75)	(9)	6	84
Net change in customer fund deposits	75	9	(6)	(84)
Purchases of property and equipment	(45)	(48)	(115)	(92)
Proceeds from divestiture of businesses	—	—	60	—
Other	(17)	1	(22)	15
<b>Net cash used in investing activities</b>	<b>(2)</b>	<b>(15)</b>	<b>(2)</b>	<b>(65)</b>
<b>Cash flows from financing activities:</b>				
Net proceeds from issuance of treasury stock under employee stock plans	68	61	141	106
Purchases of treasury stock	(100)	(331)	(200)	(586)
Cash dividends paid to stockholders	(51)	(44)	(101)	(89)
Excess tax benefit from share-based compensation plans	12	14	56	43
<b>Net cash used in financing activities</b>	<b>(71)</b>	<b>(300)</b>	<b>(104)</b>	<b>(526)</b>
Effect of exchange rates on cash and cash equivalents	—	(1)	1	(4)
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>183</b>	<b>(56)</b>	<b>6</b>	<b>(445)</b>
Cash and cash equivalents at beginning of period	216	333	393	722
<b>Cash and cash equivalents at end of period</b>	<b>\$ 399</b>	<b>\$ 277</b>	<b>\$ 399</b>	<b>\$ 277</b>

See accompanying notes.

**INTUIT INC.**  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(UNAUDITED)

**1. Description of Business and Summary of Significant Accounting Policies**

*Description of Business*

Intuit Inc. provides business and financial management solutions for small businesses, consumers, accounting professionals and financial institutions. With flagship products and services that include QuickBooks, TurboTax and Quicken, we help customers solve important financial management problems, such as running a small business, paying bills, filing income tax returns, and managing personal finances. ProSeries and Lacerte are Intuit's tax preparation offerings for professional accountants. Our Financial Services business provides digital banking solutions to banks and credit unions. Incorporated in 1984 and headquartered in Mountain View, California, we sell our products and services primarily in the United States.

*Basis of Presentation*

These condensed consolidated financial statements include the financial statements of Intuit and its wholly owned subsidiaries. We have eliminated all significant intercompany balances and transactions in consolidation. We have included all adjustments, consisting only of normal recurring items, which we considered necessary for a fair presentation of our financial results for the interim periods presented.

We acquired Demandforce, Inc. in May 2012 and we have included the results of operations for that business in our consolidated results of operations from the date of acquisition. As discussed in Note 4, we sold our Intuit Websites business in September 2012. We have reclassified our financial statements for all periods prior to the sale to reflect that business as discontinued operations. Unless noted otherwise, discussions in these notes pertain to our continuing operations.

These unaudited condensed consolidated financial statements and accompanying notes should be read together with the audited consolidated financial statements in Item 8 of our Annual Report on Form 10-K for the fiscal year ended July 31, 2012. Results for the six months ended January 31, 2013 do not necessarily indicate the results we expect for the fiscal year ending July 31, 2013 or any other future period.

*Seasonality*

Our QuickBooks, Consumer Tax and Accounting Professionals businesses are highly seasonal. Revenue from our QuickBooks software products tends to be highest during our second and third fiscal quarters. Sales of income tax preparation products and services are heavily concentrated in the period from November through April. Seasonal patterns mean that our total net revenue is usually highest during our second quarter ending January 31 and third quarter ending April 30. We typically report losses in our first quarter ending October 31 and fourth quarter ending July 31. During these quarters, revenue from our tax businesses is minimal while core operating expenses such as research and development continue at relatively consistent levels.

*Significant Accounting Policies*

We describe our significant accounting policies in Note 1 to the financial statements in Item 8 of our Annual Report on Form 10-K for the fiscal year ended July 31, 2012. There have been no changes to our significant accounting policies during the first six months of fiscal 2013.

*Computation of Net Income (Loss) Per Share*

We compute basic net income or loss per share using the weighted average number of common shares outstanding during the period. We compute diluted net income per share using the weighted average number of common shares and dilutive potential common shares outstanding during the period. Dilutive potential common shares include shares issuable upon the exercise of stock options and upon the vesting of restricted stock units (RSUs) under the treasury stock method.

We include stock options with combined exercise prices, unrecognized compensation expense and tax benefits that are less than the average market price for our common stock, and RSUs with unrecognized compensation expense and tax benefits that are less than the average market price for our common stock, in the calculation of diluted net income per share. We exclude stock options with combined exercise prices, unrecognized compensation expense and tax benefits that are greater than the average market price for our common stock, and RSUs with unrecognized compensation expense and tax benefits that are greater than the average market price for our common stock, from the calculation of diluted net income per share because their effect is anti-dilutive. Under the treasury stock method, the amount that must be paid to exercise stock options, the amount of compensation expense for future service that we have not yet recognized for stock options and RSUs, and the amount of tax benefits that will be recorded in additional paid-in capital when the awards become deductible are assumed to be used to repurchase shares.



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In loss periods, basic net loss per share and diluted net loss per share are the same since the effect of potential common shares is anti-dilutive and therefore excluded.

The following table presents the composition of shares used in the computation of basic and diluted net income per share for the periods indicated.

	Three Months Ended		Six Months Ended	
	January 31, 2013	January 31, 2012	January 31, 2013	January 31, 2012
<i>(In millions, except per share amounts)</i>				
<b>Numerator:</b>				
Net income from continuing operations	\$ 71	\$ 121	\$ 20	\$ 63
Net income (loss) from discontinued operations	—	(3)	32	(9)
Net income	\$ 71	\$ 118	\$ 52	\$ 54
<b>Denominator:</b>				
Shares used in basic per share amounts:				
Weighted average common shares outstanding	296	297	296	298
Shares used in diluted per share amounts:				
Weighted average common shares outstanding	296	297	296	298
Dilutive common equivalent shares from stock options and restricted stock awards	7	9	6	9
Dilutive weighted average common shares outstanding	303	306	302	307
<b>Basic and diluted net income per share:</b>				
Basic net income per share from continuing operations	\$ 0.24	\$ 0.41	\$ 0.07	\$ 0.21
Basic net income (loss) per share from discontinued operations	—	(0.01)	0.11	(0.03)
Basic net income per share	\$ 0.24	\$ 0.40	\$ 0.18	\$ 0.18
Diluted net income per share from continuing operations	\$ 0.23	\$ 0.40	\$ 0.07	\$ 0.21
Diluted net income (loss) per share from discontinued operations	—	(0.01)	0.10	(0.03)
Diluted net income per share	\$ 0.23	\$ 0.39	\$ 0.17	\$ 0.18
<b>Shares excluded from computation of diluted net income per share:</b>				
Weighted average stock options and restricted stock units excluded from computation due to anti-dilutive effect	3	3	3	3

*Concentration of Credit Risk and Significant Customers*

No customer accounted for 10% or more of total net revenue in the three or six months ended January 31, 2013 or January 31, 2012. Due to the seasonality of our small business, consumer tax and personal finance offerings, one customer accounted for 13% of gross accounts receivable at January 31, 2013. No customer accounted for 10% or more of gross accounts receivable at July 31, 2012.

*Recent Accounting Pronouncements*

ASU 2013-02, "Comprehensive Income (Topic 220)"

In February 2013 the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2013-02, "Comprehensive Income (Topic 220): Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income." This update amends Accounting Standards Codification (ASC) Topic 220, "Comprehensive Income," to require reporting entities to provide information about the amounts reclassified from accumulated other comprehensive income by component. In addition, reporting entities will be required to present, either on the face of the statement of operations or in the footnotes to the financial statements, significant amounts reclassified from accumulated other comprehensive income by statement of operations line item. ASU 2013-02 is effective prospectively for reporting periods beginning after December 15, 2012, which

means that it will be effective for our fiscal quarter beginning February 1, 2013. We do not believe that adoption of ASU 2013-02 will have a significant impact on our consolidated financial statements.

## 2. Fair Value Measurements

The authoritative guidance defines fair value as the price that would be received from the sale of an asset or paid to transfer a liability in an orderly transaction between market participants on the measurement date. When determining fair value, we consider the principal or most advantageous market for an asset or liability and assumptions that market participants would use when pricing the asset or liability. In addition, we consider and use all valuation methods that are appropriate in estimating the fair value of an asset or liability.

The authoritative guidance establishes a fair value hierarchy that is based on the extent and level of judgment used to estimate the fair value of assets and liabilities. In general, the authoritative guidance requires us to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. An asset or liability's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the measurement of its fair value. The three levels of input defined by the authoritative guidance are as follows:

- **Level 1** uses unadjusted quoted prices that are available in active markets for identical assets or liabilities.
- **Level 2** uses inputs other than quoted prices included in Level 1 that are either directly or indirectly observable through correlation with market data. These include quoted prices in active markets for similar assets or liabilities; quoted prices for identical or similar assets or liabilities in markets that are not active; and inputs to valuation models or other pricing methodologies that do not require significant judgment because the inputs used in the model, such as interest rates and volatility, can be corroborated by readily observable market data for substantially the full term of the assets or liabilities.
- **Level 3** uses one or more significant inputs that are supported by little or no market activity and that are significant to the determination of fair value. Level 3 assets and liabilities include those whose fair value measurements are determined using pricing models, discounted cash flow methodologies or similar valuation techniques and significant management judgment or estimation.

### *Assets and Liabilities Measured at Fair Value on a Recurring Basis*

The following table summarizes financial assets and financial liabilities that we measured at fair value on a recurring basis at the dates indicated, classified in accordance with the fair value hierarchy described above.

<i>(In millions)</i>	January 31, 2013				July 31, 2012			
	Level 1	Level 2	Level 3	Total Fair Value	Level 1	Level 2	Level 3	Total Fair Value
<b>Assets:</b>								
Cash equivalents, primarily money market funds	\$ 325	\$ —	\$ —	\$ 325	\$ 333	\$ —	\$ —	\$ 333
Available-for-sale debt securities:								
Municipal bonds	—	206	—	206	—	260	—	260
Municipal auction rate securities	—	—	33	33	—	—	41	41
Corporate notes	—	143	—	143	—	142	—	142
U.S. agency securities	—	105	—	105	—	124	—	124
Available-for-sale corporate equity securities	37	—	—	37	33	—	—	33
<b>Total available-for-sale securities</b>	<b>37</b>	<b>454</b>	<b>33</b>	<b>524</b>	<b>33</b>	<b>526</b>	<b>41</b>	<b>600</b>
<b>Total assets measured at fair value on a recurring basis</b>	<b>\$ 362</b>	<b>\$ 454</b>	<b>\$ 33</b>	<b>\$ 849</b>	<b>\$ 366</b>	<b>\$ 526</b>	<b>\$ 41</b>	<b>\$ 933</b>
<b>Liabilities:</b>								
Senior notes (1)	\$ —	\$ 621	\$ —	\$ 621	\$ —	\$ 582	\$ —	\$ 582

(1) Carrying value on our balance sheet at January 31, 2013 was \$499 million and at July 31, 2012 was \$499 million. See Note 6.

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The following table summarizes our cash equivalents and available-for-sale debt and equity securities by balance sheet classification and level in the fair value hierarchy at the dates indicated.

(In millions)	January 31, 2013				July 31, 2012			
	Level 1	Level 2	Level 3	Total Fair Value	Level 1	Level 2	Level 3	Total Fair Value
<b>Cash equivalents:</b>								
In cash and cash equivalents	\$ 216	\$ —	\$ —	\$ 216	\$ 219	\$ —	\$ —	\$ 219
In funds held for customers	109	—	—	109	114	—	—	114
Total cash equivalents	\$ 325	\$ —	\$ —	\$ 325	\$ 333	\$ —	\$ —	\$ 333
<b>Available-for-sale securities:</b>								
In investments	\$ —	\$ 279	\$ —	\$ 279	\$ —	\$ 351	\$ —	\$ 351
In funds held for customers	—	175	—	175	—	175	—	175
In long-term investments	37	—	33	70	33	—	41	74
Total available-for-sale securities	\$ 37	\$ 454	\$ 33	\$ 524	\$ 33	\$ 526	\$ 41	\$ 600

We value our Level 1 assets, consisting primarily of money market funds, using quoted prices in active markets for identical instruments. Financial assets whose fair values we measure on a recurring basis using Level 2 inputs consist of municipal bonds, corporate notes and U.S. agency securities. We measure the fair values of these assets with the help of a pricing service that either provides quoted market prices in active markets for identical or similar securities or uses observable inputs for their pricing without applying significant adjustments. Our fair value processes include controls that are designed to ensure that we record appropriate fair values for our Level 2 investments. These controls include comparison to pricing provided by a secondary pricing service or investment manager, validation of pricing sources and models, review of key model inputs, analysis of period-over-period price fluctuations, and independent recalculation of prices where appropriate.

Financial liabilities whose fair values we measure using Level 2 inputs consist of debt. See Note 6, “*Long-Term Obligations*,” for more information. We measure the fair value of our senior notes based on their trading prices and the interest rates we could obtain for other borrowings with similar terms.

Financial assets whose fair values we measure using significant unobservable (Level 3) inputs consist of municipal auction rate securities that are no longer liquid. There were no transfers between Level 1, Level 2, and Level 3 of the fair value hierarchy during the six months ended January 31, 2013.

The following table presents a reconciliation of activity for our Level 3 assets for the six months ended January 31, 2013.

(In millions)	Six Months Ended January 31, 2013
Beginning balance	\$ 41
Settlements at par	(8)
Ending balance	\$ 33

We estimated the fair values of these municipal auction rate securities at January 31, 2013 and July 31, 2012 using a discounted cash flow model whose key inputs included the projected future interest rates; the likely timing of principal repayments; publicly available pricing data for recently issued student loan backed securities that are not subject to auctions; and the impact of the reduced liquidity for auction rate securities. Any significant changes in the inputs to the model may have a significant impact on the estimated fair values of these securities.

Using our discounted cash flow model we determined that the fair values of the municipal auction rate securities we held at January 31, 2013 were approximately equal to their par values. As a result, we recorded no decrease in the fair values of those securities for the six months then ended. These securities are included in long-term investments on our balance sheets at

January 31, 2013 and July 31, 2012 based on the maturities of the underlying securities at those dates. We do not intend to sell our municipal auction rate securities and it is not more likely than not that we will be required to sell them before recovery at par, which may be at maturity. Based on our expected operating cash flows and our other sources of cash, we do not believe that the reduction in liquidity of our municipal auction rate securities will have a material impact on our overall ability to meet our liquidity needs.

### 3. Cash and Cash Equivalents, Investments and Funds Held for Customers

We consider highly liquid investments with maturities of three months or less at the date of purchase to be cash equivalents. Cash equivalents consist primarily of AAA-rated money market funds in all periods presented. Investments consist of available-for-sale investment-grade debt securities that we carry at fair value. Funds held for customers consist of cash and cash equivalents and investment grade available-for-sale debt securities. Long-term investments consist primarily of illiquid municipal auction rate securities and an available-for-sale corporate equity investment that we intend to hold for more than twelve months, both of which we carry at fair value. See Note 2, "Fair Value Measurements," for more information. Except for direct obligations of the United States government, securities issued by agencies of the United States government, and money market funds, we diversify our investments in debt securities by limiting our holdings with any individual issuer.

The following table summarizes our cash and cash equivalents, investments and funds held for customers by balance sheet classification at the dates indicated.

(In millions)	January 31, 2013		July 31, 2012	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
<b>Classification on balance sheets:</b>				
Cash and cash equivalents	\$ 399	\$ 399	\$ 393	\$ 393
Investments	279	279	350	351
Funds held for customers	284	284	289	290
Long-term investments	55	88	47	75
Total cash and cash equivalents, investments, and funds held for customers	<u>\$ 1,017</u>	<u>\$ 1,050</u>	<u>\$ 1,079</u>	<u>\$ 1,109</u>

The following table summarizes our cash and cash equivalents, investments and funds held for customers by investment category at the dates indicated.

(In millions)	January 31, 2013		July 31, 2012	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
<b>Type of issue:</b>				
Total cash and cash equivalents	\$ 509	\$ 509	\$ 508	\$ 508
Available-for-sale debt securities:				
Municipal bonds	206	206	259	260
Municipal auction rate securities	33	33	41	41
Corporate notes	142	143	141	142
U.S. agency securities	105	105	124	124
Total available-for-sale debt securities	486	487	565	567
Available-for-sale corporate equity securities	5	37	5	33
Other long-term investments	17	17	1	1
Total cash and cash equivalents, investments, and funds held for customers	<u>\$ 1,017</u>	<u>\$ 1,050</u>	<u>\$ 1,079</u>	<u>\$ 1,109</u>

We use the specific identification method to compute gains and losses on investments. We include realized gains and losses on our available-for-sale debt securities in interest and other income, net in our statements of operations. Gross realized gains and losses on our available-for-sale debt securities for the six months ended January 31, 2013 and January 31, 2012 were not significant.

We accumulate unrealized gains and losses on our available-for-sale debt and equity securities, net of income taxes, in accumulated other comprehensive income in the stockholders' equity section of our balance sheets. Gross unrealized gains and losses on our available-for-sale debt securities at January 31, 2013 and July 31, 2012 were not significant. The cumulative gross unrealized gain on our available-for-sale corporate equity security was approximately \$33 million at January 31, 2013.

We periodically review our investment portfolios to determine if any investment is other-than-temporarily impaired due to changes in credit risk or other potential valuation concerns. We believe that the investments we held at January 31, 2013 were not other-than-temporarily impaired. Unrealized losses at January 31, 2013 were not significant and were due to changes in interest rates, including market credit spreads, and not due to increased credit risks associated with specific securities. We do not intend to sell these investments and it is not more likely than not that we will be required to sell them before recovery at par, which may be at maturity.

The following table summarizes our available-for-sale debt securities classified by the stated maturity date of the security at the dates indicated.

<i>(In millions)</i>	January 31, 2013		July 31, 2012	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Due within one year	\$ 191	\$ 191	\$ 218	\$ 218
Due within two years	132	133	134	135
Due within three years	92	92	131	132
Due after three years	71	71	82	82
Total available-for-sale debt securities	\$ 486	\$ 487	\$ 565	\$ 567

Available-for-sale debt securities due after three years in the table above include our municipal auction rate securities. See Note 2, "Fair Value Measurements," for more information. All of the remaining securities in that category had effective maturities of three years or less due to interest reset dates or mandatory call dates.

#### 4. Discontinued Operations

On September 17, 2012 we sold our Intuit Websites business, which was a component of our Financial Management Solutions reporting segment, for approximately \$60 million in cash and recorded a gain on disposal of approximately \$32 million, net of income taxes.

We have segregated the operating results of Intuit Websites from continuing operations in our statements of operations for all periods prior to the sale. Net revenue from Intuit Websites was \$9 million for the six months ended January 31, 2013. Net revenue from Intuit Websites was \$19 million for the three months ended January 31, 2012 and \$38 million for the six months ended January 31, 2012.

Net assets held for sale at July 31, 2012 consisted primarily of operating assets and liabilities that were not material, so we have not segregated them on our balance sheets. Because operating cash flows from the Intuit Websites business were also not material for any period presented, we have not segregated them from continuing operations on our statements of cash flows.

#### 5. Current Liabilities

##### *Unsecured Revolving Credit Facility*

On February 17, 2012 we entered into an agreement with certain institutional lenders for a \$500 million unsecured revolving credit facility that will expire on February 17, 2017. Advances under the credit facility will accrue interest at rates that are equal to, at our election, either JP Morgan's alternate base rate plus a margin that ranges from 0.0% to 0.5% or LIBOR plus a margin that ranges from 0.9% to 1.5%. Actual margins under either election will be based on our senior debt credit ratings. The agreement includes customary affirmative and negative covenants, including financial covenants that require us to maintain a

ratio of total debt to annual earnings before interest, taxes, depreciation and amortization (EBITDA) of not greater than 3.25 to 1.00 as of any date and a ratio of annual EBITDA to interest payable of not less than 3.00 to 1.00 as of the last day of each fiscal quarter. We remained in compliance with these covenants at all times during the quarter ended January 31, 2013. We may use amounts borrowed under this credit facility for general corporate purposes, including future acquisitions. To date we have not borrowed under this credit facility.

*Other Current Liabilities*

Other current liabilities were as follows at the dates indicated:

<i>(In millions)</i>	January 31, 2013	July 31, 2012
Reserve for product returns	\$ 85	\$ 19
Reserve for rebates	58	17
Current portion of license fee payable	10	10
Current portion of deferred rent	8	8
Interest payable	10	10
Executive deferred compensation plan liabilities	60	56
Other	36	24
Total other current liabilities	<u>\$ 267</u>	<u>\$ 144</u>

The balances of several of our other current liabilities, particularly our reserves for product returns and rebates, are affected by the seasonality of our business. See Note 1, "Description of Business and Summary of Significant Accounting Policies - Seasonality," for more information.

**6. Long-Term Obligations**

*Long-Term Debt*

On March 12, 2007 we issued \$500 million of 5.40% senior unsecured notes due on March 15, 2012 (the 2012 Notes) and \$500 million of 5.75% senior unsecured notes due on March 15, 2017 (the 2017 Notes) (together, the Notes), for a total principal amount of \$1 billion. In March 2012 we repaid the 2012 Notes when they became due using cash from operations. We carried the 2017 Notes at face value less the unamortized discount in long-term debt on our balance sheets at January 31, 2013 and July 31, 2012. The 2017 Notes are redeemable by Intuit at any time, subject to a make-whole premium, and include covenants that limit our ability to grant liens on our facilities and to enter into sale and leaseback transactions, subject to significant allowances. We paid \$14 million in cash for interest on the Notes during the six months ended January 31, 2013 and \$28 million during the six months ended January 31, 2012.

*Other Long-Term Obligations*

Other long-term obligations were as follows at the dates indicated:

<i>(In millions)</i>	January 31, 2013	July 31, 2012
Total license fee payable	\$ 56	\$ 54
Total deferred rent	55	53
Long-term deferred revenue	45	42
Long-term income tax liabilities	43	41
Long-term deferred income tax liabilities	15	—
Other	7	5
Total long-term obligations	<u>221</u>	<u>195</u>
Less current portion (included in other current liabilities)	<u>(19)</u>	<u>(19)</u>
Long-term obligations due after one year	<u>\$ 202</u>	<u>\$ 176</u>

## **7. Income Taxes**

### *Effective Tax Rate*

We compute our provision for or benefit from income taxes by applying the estimated annual effective tax rate to income or loss from recurring operations and adding the effects of any discrete income tax items specific to the period.

In January 2013 the American Taxpayer Relief Act of 2012 was signed into law. The Act includes a reinstatement of the federal research and experimentation credit through December 31, 2013 that was retroactive to January 1, 2012. We recorded a discrete tax benefit of approximately \$12 million for the retroactive effect during the three months ended January 31, 2013.

Our effective tax rate for the three months ended January 31, 2013 was approximately 18% and we recorded an \$8 million tax benefit on pretax income of \$12 million for the six months ended January 31, 2013. Excluding discrete tax benefits primarily related to the reinstatement of the federal research and experimentation credit, our effective tax rate for the three and six months ended January 31, 2013 was approximately 33% and did not differ significantly from the federal statutory rate of 35%. The benefits we received from the domestic production activities deduction and the federal research and experimentation credit were substantially offset by state income taxes in both periods.

Our effective tax rates for the three and six months ended January 31, 2012 were approximately 34% and 33% and did not differ significantly from the federal statutory rate of 35%. The benefits we received from the domestic production activities deduction and the federal research and experimentation credit were substantially offset by state income taxes in both periods.

### *Unrecognized Tax Benefits and Other Considerations*

The total amount of our unrecognized tax benefits at July 31, 2012 was \$38 million. Net of related deferred tax assets, unrecognized tax benefits were \$28 million at that date. If we were to recognize these net benefits, our income tax expense would reflect a favorable net impact of \$28 million. There were no material changes to these amounts during the six months ended January 31, 2013. We do not believe that it is reasonably possible that there will be a significant increase or decrease in our unrecognized tax benefits over the next 12 months.

## **8. Stockholders' Equity**

### *Stock Repurchase Programs*

Intuit's Board of Directors has authorized a series of common stock repurchase programs. Shares of common stock repurchased under these programs become treasury shares. We repurchased 3.4 million shares for \$200 million under these programs during the six months ended January 31, 2013 and 11.4 million shares for \$586 million under these programs during the six months ended January 31, 2012. At January 31, 2013, we had authorization from our Board of Directors to expend up to an additional \$1.5 billion for stock repurchases through August 15, 2014. Future stock repurchases under the current program are at the discretion of management, and authorization of future stock repurchase programs is subject to the final determination of our Board of Directors.

Repurchased shares of our common stock are held as treasury shares until they are reissued or retired. When we reissue treasury stock, if the proceeds from the sale are more than the average price we paid to acquire the shares we record an increase in additional paid-in capital. Conversely, if the proceeds from the sale are less than the average price we paid to acquire the shares, we record a decrease in additional paid-in capital to the extent of increases previously recorded for similar transactions and a decrease in retained earnings for any remaining amount.

### *Dividends on Common Stock*

During the six months ended January 31, 2013 we declared and paid quarterly cash dividends of \$0.34 per share of outstanding common stock that totaled approximately \$101 million. In February 2013 our Board of Directors declared a quarterly cash dividend of \$0.17 per share of outstanding common stock payable on April 18, 2013 to stockholders of record at the close of business on April 10, 2013. Future declarations of dividends and the establishment of future record dates and payment dates are subject to the final determination of our Board of Directors.

*Share-Based Compensation Expense*

The following table summarizes the total share-based compensation expense that we recorded for the periods shown.

	Three Months Ended		Six Months Ended	
	January 31, 2013	January 31, 2012	January 31, 2013	January 31, 2012
<i>(In millions, except per share amounts)</i>				
Cost of revenue	\$ 2	\$ 2	\$ 4	\$ 3
Selling and marketing	17	15	35	29
Research and development	14	14	28	26
General and administrative	14	12	29	25
Total share-based compensation expense	47	43	96	83
Income tax benefit	(16)	(14)	(32)	(27)
Decrease in net income	\$ 31	\$ 29	\$ 64	\$ 56
Decrease in net income per share:				
Basic	\$ 0.10	\$ 0.10	\$ 0.22	\$ 0.19
Diluted	\$ 0.10	\$ 0.09	\$ 0.21	\$ 0.18

*Share-Based Awards Available for Grant*

A summary of share-based awards available for grant under our 2005 Equity Incentive Plan for the six months ended January 31, 2013 was as follows:

	Shares Available for Grant
<i>(Shares in thousands)</i>	
Balance at July 31, 2012	21,760
Options granted	(106)
Restricted stock units granted (1)	(901)
Share-based awards canceled/forfeited/expired (1)(2)	1,399
Balance at January 31, 2013	22,152

- (1) Under the terms of our Amended and Restated 2005 Equity Incentive Plan, as amended through July 24, 2012 (2005 Equity Incentive Plan), RSUs granted from the pool of shares available for grant on or after November 1, 2010 reduce the pool by 2.3 shares for each share granted. RSUs forfeited and returned to the pool of shares available for grant increase the pool by 2.3 shares for each share forfeited.
- (2) Stock options and restricted stock units canceled, expired or forfeited under our 2005 Equity Incentive Plan, are returned to the pool of shares available for grant. Stock options and restricted stock units canceled, expired or forfeited under older expired plans are not returned to the pool of shares available for grant.



*Stock Option Activity and Related Share-Based Compensation Expense*

A summary of stock option activity for the six months ended January 31, 2013 was as follows:

	Options Outstanding	
	Number of Shares	Weighted Average Exercise Price Per Share
<i>(Shares in thousands)</i>		
Balance at July 31, 2012	18,061	\$ 37.49
Options granted	106	60.30
Options exercised	(3,880)	32.37
Options canceled or expired	(336)	40.67
Balance at January 31, 2013	13,951	\$ 39.02
Exercisable at January 31, 2013	8,620	\$ 32.68

At January 31, 2013, there was approximately \$53 million of unrecognized compensation cost related to non-vested stock options that we expect to recognize as expense in the future. We will adjust unrecognized compensation cost for future changes in estimated forfeitures. We expect to recognize that cost over a weighted average vesting period of 2.0 years.

*Restricted Stock Unit Activity and Related Share-Based Compensation Expense*

A summary of restricted stock unit activity for the six months ended January 31, 2013 was as follows:

	Restricted Stock Units	
	Number of Shares	Weighted Average Grant Date Fair Value
<i>(Shares in thousands)</i>		
Nonvested at July 31, 2012	9,607	\$ 46.79
Granted	392	60.30
Vested	(875)	34.80
Forfeited	(511)	47.08
Nonvested at January 31, 2013	8,613	\$ 48.61

At January 31, 2013, there was approximately \$216 million of unrecognized compensation cost related to non-vested RSUs and restricted stock that we expect to recognize as expense in the future. We will adjust unrecognized compensation cost for future changes in estimated forfeitures. We expect to recognize that cost over a weighted average vesting period of 2.1 years.

**9. Litigation**

On January 13, 2012, two putative class actions were filed against Intuit Inc. in connection with our TurboTax income tax preparation software: *Smith v. Intuit Inc.* (U.S. District Court, Northern District of California) and *Quildon v. Intuit Inc.* (California Superior Court, Santa Clara County). The plaintiffs in both cases had asserted that the fees charged for the refund processing service offered within TurboTax are “refund anticipation loans” and the disclosures about those fees do not comply with California and federal laws. The *Smith* case was brought in federal court on behalf of a proposed nationwide class and subclasses; the *Quildon* case was brought in state court on behalf of a proposed California class and subclasses. In January 2013, for the purposes of settlement and without any admission of wrongdoing or liability, Intuit reached an agreement in principle to resolve all claims raised in the *Smith* and *Quildon* matters for an amount that is not material to our consolidated financial statements. We accrued that amount in the second quarter of fiscal 2013. The terms of the proposed settlement are subject to the approval of the court, which could approve, reject, or suggest modifications to those terms. We currently believe that the likelihood of a material change to the proposed settlement amount is remote.

Intuit is subject to certain routine legal proceedings, as well as demands, claims and threatened litigation, that arise in the normal course of our business, including assertions that we may be infringing patents or other intellectual property rights of others. We currently believe that, in addition to any amounts accrued, the amount of potential losses, if any, for any pending claims of any type (either alone or combined) will not have a material impact on our consolidated financial statements. The

ultimate outcome of any litigation is uncertain and, regardless of outcome, litigation can have an adverse impact on Intuit because of defense costs, negative publicity, diversion of management resources and other factors. Our failure to obtain necessary license or other rights, or litigation arising out of intellectual property claims could adversely affect our business.

#### **10. Segment Information**

We have defined seven reportable segments based on factors such as how we manage our operations and how our chief operating decision maker views results. We define the chief operating decision maker as our Chief Executive Officer and our Chief Financial Officer. Our chief operating decision maker organizes and manages our business primarily on the basis of product and service offerings.

All of our business segments except Other Businesses operate primarily in the United States and sell primarily to customers in the United States. International total net revenue was less than 5% of consolidated total net revenue for all periods presented.

We include expenses such as corporate selling and marketing, product development, and general and administrative expenses and share-based compensation expenses that are not allocated to specific segments in unallocated corporate items. Unallocated corporate items also include amortization of acquired technology, amortization of other acquired intangible assets, and goodwill and intangible asset impairment charges.

The accounting policies of our reportable segments are the same as those described in the summary of significant accounting policies in Note 1 to the financial statements in Item 8 of our Annual Report on Form 10-K for the fiscal year ended July 31, 2012. Except for goodwill and purchased intangible assets, we do not generally track assets by reportable segment and, consequently, we do not disclose total assets by reportable segment.

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The following table shows our financial results by reportable segment for the periods indicated. Results for our Financial Management Solutions segment have been adjusted for all periods presented to exclude results for our Intuit Websites business, which we classified as discontinued operations in the fourth quarter of fiscal 2012. See Note 4, “Discontinued Operations,” for more information.

Beginning in the first quarter of fiscal 2013, we moved the segment revenue and operating results for our Mint business from Personal Finance in our Other Businesses segment to our Financial Services segment. Since segment revenue and operating results for Mint were not significant for any period presented, we did not reclassify previously reported segment results to reflect this change. As a result of the reorganization of the reporting structure of Personal Finance and synergies achieved during the time it was managed as one business, we allocated a portion of the total goodwill associated with that reporting unit to Personal Finance and a portion to Mint, which was transferred to the Financial Services reporting unit. We based the allocation of the total goodwill on the fair value of the remaining Personal Finance reporting unit compared with the fair value of the Mint component at the time of the transfer. The subsequent financial performance of the Personal Finance reporting unit relative to the projections used for the allocation of goodwill will determine the realizability of that goodwill.

(In millions)	Three Months Ended		Six Months Ended	
	January 31, 2013	January 31, 2012	January 31, 2013	January 31, 2012
<b>Net revenue:</b>				
Financial Management Solutions	\$ 208	\$ 179	\$ 388	\$ 328
Employee Management Solutions	144	128	279	249
Payment Solutions	117	99	231	193
Consumer Tax	216	295	252	336
Accounting Professionals	123	131	155	158
Financial Services	93	92	186	181
Other Businesses	67	75	124	129
Total net revenue	<u>\$ 968</u>	<u>\$ 999</u>	<u>\$ 1,615</u>	<u>\$ 1,574</u>
<b>Operating income from continuing operations:</b>				
Financial Management Solutions	\$ 75	\$ 69	\$ 133	\$ 120
Employee Management Solutions	85	72	170	147
Payment Solutions	24	23	46	47
Consumer Tax	24	114	(3)	86
Accounting Professionals	72	81	62	67
Financial Services	20	25	35	43
Other Businesses	10	12	16	9
Total segment operating income	<u>310</u>	<u>396</u>	<u>459</u>	<u>519</u>
Unallocated corporate items:				
Share-based compensation expense	(47)	(43)	(96)	(83)
Other common expenses	(157)	(145)	(314)	(288)
Amortization of acquired technology	(6)	(3)	(11)	(6)
Amortization of other acquired intangible assets	(7)	(10)	(14)	(31)
Total unallocated corporate items	<u>(217)</u>	<u>(201)</u>	<u>(435)</u>	<u>(408)</u>
Total operating income from continuing operations	<u>\$ 93</u>	<u>\$ 195</u>	<u>\$ 24</u>	<u>\$ 111</u>

**ITEM 2  
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION  
AND RESULTS OF OPERATIONS**

Our Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) includes the following sections:

- Executive Overview that discusses at a high level our operating results and some of the trends that affect our business.
- Significant changes since our most recent Annual Report on Form 10-K in the Critical Accounting Policies and Estimates that we believe are important to understanding the assumptions and judgments underlying our financial statements.
- Results of Operations that includes a more detailed discussion of our revenue and expenses.
- Liquidity and Capital Resources which discusses key aspects of our statements of cash flows, changes in our balance sheets, and our financial commitments.

You should note that this MD&A discussion contains forward-looking statements that involve risks and uncertainties. Please see Item 1A in Part II of this Quarterly Report on Form 10-Q for important information to consider when evaluating such statements.

You should read this MD&A in conjunction with the financial statements and related notes in Part I, Item 1 of this report and our Annual Report on Form 10-K for the fiscal year ended July 31, 2012. We acquired Demandforce, Inc. in May 2012 and we have included the results of operations for that business in our consolidated results of operations from the date of acquisition. We have also reclassified our financial statements for all periods presented to reflect our Intuit Websites business as discontinued operations. See "Results of Operations – Discontinued Operations" later in this Item 2 for more information. Unless otherwise noted, the following discussion pertains only to our continuing operations.

**Executive Overview**

This overview provides a high-level discussion of our business and growth strategy as well as the trends, opportunities, challenges, and risks that affect our performance and operating results. Understanding our growth strategy and the trends that affect our business provides context for the discussion of financial results and future opportunities which follows this overview. This summary is not intended to be exhaustive, nor is it a substitute for the detailed discussion and analysis provided elsewhere in this Quarterly Report on Form 10-Q.

*About Intuit*

Intuit is a leading provider of business and financial management solutions for small businesses, consumers, accounting professionals and financial institutions. We organize our portfolio of businesses into four principal categories – Small Business Group, Tax, Financial Services and Other Businesses. These categories include seven financial reporting segments.

**Small Business Group:** This category includes three segments – Financial Management Solutions, Employee Management Solutions, and Payment Solutions – targeting the small business market and represented 39% of our revenue in fiscal 2012.

- Our Financial Management Solutions segment includes QuickBooks financial and business management software and services; QuickBooks technical support; financial supplies; and Demandforce, which provides online marketing and customer communication solutions.
- Our Employee Management Solutions segment provides payroll products and services.
- Our Payment Solutions segment provides merchant services, including credit and debit card processing, electronic check conversion and automated clearing house services; Web-based transaction processing services for online merchants; and GoPayment mobile payment processing services.

**Tax:** This category includes two segments – Consumer Tax and Accounting Professionals – and represented 45% of our revenue in fiscal 2012.

- Our Consumer Tax segment includes TurboTax income tax preparation products and services for consumers and small businesses.
- Our Accounting Professionals segment includes Lacerte, ProSeries and Intuit Tax Online professional tax products and services. This segment also includes QuickBooks Premier Accountant Edition and the QuickBooks ProAdvisor Program for accounting professionals.

**Financial Services:** This segment consists primarily of digital banking solutions - both online and mobile - for financial institutions and Mint online personal finance services. This segment represented 9% of our revenue in fiscal 2012.

**Other Businesses:** This segment represented 7% of our revenue in fiscal 2012 and includes our global businesses, primarily in Canada, the United Kingdom, and Singapore; Quicken personal finance products and services; and Intuit Health online patient-to-provider communication solutions.

#### *Our Growth Strategy*

We see significant opportunities to drive future growth, based on our assessment of key technology and demographic trends and our focus on building – and enabling others to build – innovative offerings to simplify the business of life for our customers. In the first quarter of fiscal 2013 we refined our three-point growth strategy:

- *Focus on the product – we call it “Delivering awesome product experiences.”* Customers increasingly demand anytime, anywhere, any device access to their information. Therefore, we are increasingly focused on reimagining our products with a mobile-first, and in some cases mobile-only, design. Our TurboTax solutions, for example, let customers prepare and file their entire tax returns online, via tablet, mobile phone or the desktop. In addition, we believe that a key factor in growing our customer base is to deliver an amazing first-use experience, so our customers can get the value they expect as easily and quickly as possible.
- *Creating network effect platforms – we call it “Enabling the contributions of others.”* We expect to solve problems faster and more efficiently for our growing base of customers by moving to more open platforms with application programming interfaces that enable the contributions of end users and third-party developers. One example of this is QuickBooks Online, which now allows small business customers all over the world to contribute to localizing the product.
- *Leveraging our data for our customers' benefit – we call it “Enabling data to create delight.”* Our 60 million customers are generating valuable data that we seek to appropriately use to deliver better products and breakthrough benefits by eliminating the need to enter data, helping them make better decisions and improving transactions and interactions.

#### *Industry Trends and Seasonality*

The industry in which we operate is dynamic and highly competitive, and we expect it to remain so in the future. The markets for software and related services, especially highly-available connected services, are characterized by rapid technological change, shifting customer needs, and frequent new product introductions and enhancements. Competition and expertise in many of the markets we serve, particularly small business services, consumer tax, and online and mobile banking, have grown over the past few years and we expect this trend to continue. There are also large, cloud-based service companies who innovate quickly and serve small businesses and consumers. While today our competition with such companies may be limited, as we and those companies grow, our competition with them may increase. In recent years the widespread availability of the Internet, the emergence of mobile devices, and the explosion of social media have accelerated the pace of change and revolutionized the way that people throughout the world manage important financial tasks. The result is a global market that is shifting from traditional services that are paper-based, human-produced, and brick-and-mortar bound, to one where people understand, demand, and embrace the benefits of connected services. This trend toward connected services is the primary driver of the strategies in all of our businesses.

Our QuickBooks, Consumer Tax and Accounting Professionals businesses are highly seasonal. Revenue from our QuickBooks software products tends to be highest during our second and third fiscal quarters. Sales of income tax preparation products and services are heavily concentrated from November through April. In our Consumer Tax business, a greater proportion of our revenue has shifted to later in this seasonal period due in part to the growth in sales of TurboTax Online, for which we recognize revenue when tax returns are printed or electronically filed. The seasonality of our Consumer Tax and Accounting Professionals revenue is also affected by the timing of the availability of tax forms from taxing agencies and the ability of those agencies to receive electronic tax return submissions. Delays in the availability of tax forms or the ability of taxing agencies to receive submissions can cause revenue to shift between our fiscal quarters. These seasonal patterns mean that our total net revenue is usually highest during our second quarter ending January 31 and third quarter ending April 30. We typically report losses in our first quarter ending October 31 and fourth quarter ending July 31. During these quarters, revenue from our tax businesses is minimal while core operating expenses such as research and development continue at relatively consistent levels. We believe the seasonality of our revenue and profitability is likely to continue in the future. In our MD&A we often focus on year-to-date results for our seasonal businesses as they are generally more meaningful than quarterly results.

Federal tax legislation occurred on January 2, 2013 and the Internal Revenue Service announced that it would accept no 2012 federal income tax returns before January 30, 2013, about two weeks later than the previous tax season and just two days before the end of our second fiscal quarter. As a result, we believe that some consumers delayed purchasing tax software and filing their federal tax returns, and we estimate this will shift approximately \$140 million in revenue for our Consumer Tax offerings from the second quarter of fiscal 2013 to the third quarter of fiscal 2013. See “*Results of Operations - Business Segment Results*” later in this Item 2 for more information.

#### *Key Challenges and Risks*

Our growth strategy depends upon our ability to initiate and embrace disruptive technology trends, to enter new markets, and to drive broad adoption of the products and services we develop and market. Our future growth also increasingly depends on the strength of our third-party business relationships and our ability to continue to develop, maintain and strengthen new and existing relationships. To remain competitive and continue to grow, we are investing significant resources in our product development, marketing, and sales capabilities, and we expect to continue to do so in the future.

As we continue transitioning to offer more connected services, the ongoing operation and availability of our information technology and communication systems and those of our external service providers is becoming increasingly important. Because we help customers manage their financial lives, we face risks associated with the hosting, collection, use and retention of personal customer information and data. We are investing significant management attention and resources in our information technology infrastructure and in our privacy and security capabilities, and we expect to continue to do so in the future.

For a complete discussion of the most significant risks and uncertainties affecting our business, please see “*Forward-Looking Statements and Risk Factors*” in Item 1A of this Report.

#### *Overview of Financial Results*

The most important financial indicators that we use to assess our business are revenue growth and operating income growth for the company as a whole and for each business segment; operating income margin; earnings per share; and cash flow from operations. We also track certain non-financial drivers of revenue growth and, when material, identify them in the applicable discussions of business segment results below. These non-financial indicators include, for example, customer growth and retention, and, in certain businesses, transaction volume. Customers for our connected services offerings have generally grown faster than those for our traditional software offerings, reflecting our strategic focus on connected services over the past few years. Connected services generated \$2.7 billion or 64% of our total revenue in fiscal 2012, compared with 50% of our total revenue five years ago. We expect connected services revenue as a percentage of our total revenue to continue to grow in the future. We track transaction volume in businesses such as our Payments Solutions business, where total credit and debit card transaction volume, which correlates strongly with the macroeconomic environment, contributes to revenue growth.

Total net revenue for the first six months of fiscal 2013 was \$1.6 billion, an increase of 3% compared with the same period of fiscal 2012. Our Small Business Group was the key driver of revenue growth in the first six months of fiscal 2013. Revenue in our Small Business Group grew 17% compared with the same period a year ago due to growth in connected services offerings and our May 2012 acquisition of Demandforce. Revenue in our Consumer Tax segment was down 25% in the first six months of fiscal 2013. As discussed in “*Industry Trends and Seasonality*” above, we believe that the delay in the Internal Revenue Service’s acceptance of 2012 federal income tax returns will shift some Consumer Tax revenue from the second quarter of fiscal 2013 to the third quarter of fiscal 2013.

Operating income from continuing operations for the first six months of fiscal 2013 was \$24 million, a decrease of 78% compared with the same period of fiscal 2012. Higher revenue was more than offset by higher costs and expenses, including higher spending for staffing and for advertising and other marketing programs. Net income from continuing operations decreased 68% in the first six months of fiscal 2013 compared with the same period of fiscal 2012 due to the lower operating income partially offset by a discrete tax benefit that we recorded in the fiscal 2013 period. Diluted net income per share from continuing operations for the first six months of fiscal 2013 decreased 67% to \$0.07, in line with the decrease in net income.

We ended the first six months of fiscal 2013 with cash, cash equivalents and investments totaling \$678 million. During the first six months of fiscal 2013 we generated cash from operations, from the issuance of common stock under employee stock plans, and from the sale of our Intuit Websites business. During the same period we used cash for the repurchase of shares of our common stock under our stock repurchase programs, for the payment of cash dividends, and for capital expenditures. At January 31, 2013, we had authorization from our Board of Directors to expend up to an additional \$1.5 billion for stock repurchases through August 15, 2014.

**Critical Accounting Policies and Estimates**

In preparing our financial statements, we make estimates, assumptions and judgments that can have a significant impact on our net revenue, operating income or loss, and net income or loss, as well as on the value of certain assets and liabilities on our balance sheet. We believe that the estimates, assumptions and judgments involved in the accounting policies described in Management's Discussion and Analysis of Financial Condition and Results of Operations in Item 7 of our Annual Report on Form 10-K for the fiscal year ended July 31, 2012 have the greatest potential impact on our financial statements, so we consider them to be our critical accounting policies and estimates. We believe that there were no significant changes in those critical accounting policies and estimates during the first six months of fiscal 2013. Senior management has reviewed the development and selection of our critical accounting policies and estimates and their disclosure in this Quarterly Report on Form 10-Q with the Audit and Risk Committee of our Board of Directors.

**Results of Operations****Financial Overview**

<i>(Dollars in millions, except per share amounts)</i>	Q2 FY13	Q2 FY12	\$ Change	% Change	YTD Q2 FY13	YTD Q2 FY12	\$ Change	% Change
Total net revenue	\$ 968	\$ 999	\$ (31)	(3)%	\$ 1,615	\$ 1,574	\$ 41	3%
Operating income from continuing operations	93	195	(102)	(52)%	24	111	(87)	(78)%
Net income from continuing operations	71	121	(50)	(41)%	20	63	(43)	(68)%
Diluted net income per share from continuing operations	\$ 0.23	\$ 0.40	\$ (0.17)	(43)%	\$ 0.07	\$ 0.21	\$ (0.14)	(67)%

**Current Fiscal Quarter**

Total net revenue decreased \$31 million or 3% in the second quarter of fiscal 2013 compared with the same quarter of fiscal 2012. Revenue was up 16% in our Small Business Group. Financial Management Solutions segment revenue increased 17%, or 6% excluding revenue from Demandforce, which we acquired in May 2012. Higher organic revenue in this segment was driven by continuing growth in QuickBooks Online revenue. Employee Management Solutions segment revenue increased 13% due to favorable offering mix, improved customer adoption of payroll direct deposit services, and price increases for desktop payroll customers. Payment Solutions segment revenue increased 18% due to fee structure changes and higher total card transaction volume. In our tax businesses, Consumer Tax segment revenue was down 27% and Accounting Professionals segment revenue declined 7%. We believe that some Consumer Tax revenue will shift from the second quarter of fiscal 2013 to the third quarter of fiscal 2013 as discussed in "Executive Overview - Industry Trends and Seasonality" above. See "Business Segment Results" later in this Item 2 for more information about the results for all of our business segments.

Operating income from continuing operations decreased 52% in the second quarter of fiscal 2013 compared with the same quarter of fiscal 2012 due to the decrease in revenue described above and higher costs and operating expenses. Total operating expenses increased \$68 million in the fiscal 2013 quarter due to higher expenses for staffing and for advertising and other marketing programs in our Financial Management Solutions and Consumer Tax segments. See "Operating Expenses" later in this Item 2 for more information.

Net income from continuing operations decreased 41% in the second quarter of fiscal 2013 compared with the same quarter of fiscal 2012. Interest expense was lower in the second quarter of fiscal 2013 due to the repayment of debt in fiscal 2012. Our effective tax rate for the second quarter of fiscal 2013 was 18% and our effective tax rate for the second quarter of fiscal 2012 was 34%. See "Non-Operating Income and Expenses - Interest Expense," "Interest and Other Income, Net," and "Income Taxes" later in this Item 2 for more information. Diluted net income per share from continuing operations for the second quarter of fiscal 2013 decreased 43% to \$0.23, in line with the decrease in net income for that quarter.

*Fiscal Year to Date*

Total net revenue increased \$41 million or 3% in the first six months of fiscal 2013 compared with the same period of fiscal 2012. Revenue was up 17% in our Small Business Group, which was the main driver of revenue growth in the fiscal 2013 period. Financial Management Solutions segment revenue increased 18%, or 7% excluding revenue from Demandforce, which we acquired in May 2012. Higher organic revenue in this segment was driven by continuing growth in QuickBooks Online revenue. Employee Management Solutions segment revenue increased 12% due to favorable offering mix, improved customer adoption of payroll direct deposit services, and price increases for desktop payroll customers. Payment Solutions segment revenue increased 19% due to fee structure changes and higher total card transaction volume. In our tax businesses, Consumer Tax segment revenue decreased 25% and Accounting Professionals segment revenue declined 2%. We believe that some Consumer Tax revenue will shift from the second quarter of fiscal 2013 to the third quarter of fiscal 2013 as discussed in “*Executive Overview - Industry Trends and Seasonality*” above. See “*Business Segment Results*” later in this Item 2 for more information about the results for all of our business segments.

Operating income from continuing operations decreased 78% in the first six months of fiscal 2013 compared with the same period of fiscal 2012. The increase in revenue described above was more than offset by higher costs and operating expenses. Total operating expenses increased \$110 million in the fiscal 2013 period due to higher expenses for staffing and for advertising and other marketing programs in our Financial Management Solutions and Consumer Tax segments. See “*Operating Expenses*” later in this Item 2 for more information.

Net income from continuing operations decreased 68% in the first six months of fiscal 2013 compared with the same period of fiscal 2012. Interest expense was lower in the fiscal 2013 period due to the repayment of debt in fiscal 2012. We recorded a \$10 million gain on the sale of a stock warrant in interest and other income in the first quarter of fiscal 2012. We recorded an \$8 million income tax benefit on pretax income of \$12 million for the first six months of fiscal 2013 due to the retroactive reinstatement of the research and experimentation tax credit. Our effective tax rate for the first six months of fiscal 2012 was 33%. See “*Non-Operating Income and Expenses – Interest Expense,*” “*Interest and Other Income, Net,*” and “*Income Taxes*” later in this Item 2 for more information. Diluted net income per share from continuing operations for the first six months of fiscal 2013 decreased 67% to \$0.07, in line with the decrease in net income for that period.

***Business Segment Results***

The information below is organized in accordance with our seven reportable business segments. All of our business segments except Other Businesses operate primarily in the United States and sell primarily to customers in the United States. International total net revenue was less than 5% of consolidated total net revenue for all periods presented.

Segment operating income or loss is segment net revenue less segment cost of revenue and operating expenses. See “*Executive Overview – Industry Trends and Seasonality*” earlier in this Item 2 for a description of the seasonality of our business. Segment expenses do not include certain costs, such as corporate selling and marketing, product development, and general and administrative expenses and share-based compensation expenses, which are not allocated to specific segments. These unallocated costs totaled \$410 million in the first six months of fiscal 2013 and \$371 million in the first six months of fiscal 2012. Unallocated costs increased in the fiscal 2013 period due to increases in corporate product development and selling and marketing expenses in support of the growth of our businesses, and to a lesser extent to increases in share-based compensation expenses. Segment expenses also do not include amortization of acquired technology, amortization of other acquired intangible assets, and goodwill and intangible asset impairment charges. See Note 10 to the financial statements in Part I, Item 1 of this report for reconciliations of total segment operating income or loss to consolidated operating income or loss for each fiscal period presented.

Beginning in the first quarter of fiscal 2013, we moved the segment revenue and operating results for our Mint business from Personal Finance in our Other Businesses segment to our Financial Services segment. Since segment revenue and operating results for Mint were not significant for any period presented, we did not reclassify previously reported segment results to reflect this change. As a result of the reorganization of the reporting structure of Personal Finance and synergies achieved during the time it was managed as one business, we allocated a portion of the total goodwill associated with that reporting unit to Personal Finance and a portion to Mint, which was transferred to the Financial Services reporting unit. We based the allocation of the total goodwill on the fair value of the remaining Personal Finance reporting unit compared with the fair value of the Mint component at the time of the transfer. The subsequent financial performance of the Personal Finance reporting unit relative to the projections used for the allocation of goodwill will determine the realizability of that goodwill.

We calculate revenue growth rates and segment operating margin figures using dollars in thousands. Those results may vary from figures calculated using the dollars in millions presented below.



### Financial Management Solutions

<i>(Dollars in millions)</i>	Q2 FY13	Q2 FY12	% Change	YTD Q2 FY13	YTD Q2 FY12	% Change
Product revenue	\$ 112	\$ 116		\$ 201	\$ 205	
Service and other revenue	96	63		187	123	
Total segment revenue	\$ 208	\$ 179	17%	\$ 388	\$ 328	18%
% of total revenue	22%	18%		24%	21%	
Segment operating income	\$ 75	\$ 69	6%	\$ 133	\$ 120	9%
% of related revenue	36%	39%		34%	37%	

Financial Management Solutions (FMS) product revenue is derived primarily from QuickBooks desktop software products and financial supplies such as paper checks, envelopes, invoices, business cards and business stationery. FMS service and other revenue is derived primarily from QuickBooks Online; QuickBooks technical support plans; Demandforce, which provides online marketing and customer communication solutions for small businesses; QuickBase; and royalties from small business online services.

FMS total net revenue increased \$29 million or 17% in the second quarter of fiscal 2013 and \$60 million or 18% in the first six months of fiscal 2013 compared with the same periods of fiscal 2012. When adjusted to exclude revenue from Demandforce, which we acquired in May 2012, FMS revenue was 6% higher in the second quarter of fiscal 2013 and 7% higher in the first six months of fiscal 2013. U.S. QuickBooks Online subscribers grew 24%, driving the organic revenue growth in this segment in both fiscal 2013 periods. U.S. QuickBooks desktop units were down 18% in the second quarter of fiscal 2013 compared with the second quarter of fiscal 2012, due in part to smaller discounts in the retail channel and a continuing trend toward customer adoption of our online QuickBooks offerings.

FMS segment operating income as a percentage of related revenue decreased in the second quarter and first six months of fiscal 2013 compared with the same periods of fiscal 2012. The increases in segment revenue described above were partially offset by higher segment costs and expenses that included costs and expenses for Demandforce. For the first six months of fiscal 2013 staffing expenses were about \$39 million higher, driven by an increase in headcount, and advertising and other marketing program expenses also increased.

### Employee Management Solutions

<i>(Dollars in millions)</i>	Q2 FY13	Q2 FY12	% Change	YTD Q2 FY13	YTD Q2 FY12	% Change
Product revenue	\$ 74	\$ 69		\$ 145	\$ 137	
Service and other revenue	70	59		134	112	
Total segment revenue	\$ 144	\$ 128	13%	\$ 279	\$ 249	12%
% of total revenue	15%	13%		17%	16%	
Segment operating income	\$ 85	\$ 72	17%	\$ 170	\$ 147	16%
% of related revenue	59%	57%		61%	59%	

Employee Management Solutions (EMS) product revenue is derived primarily from QuickBooks Basic Payroll and QuickBooks Enhanced Payroll, which are products sold on a subscription basis that offer payroll tax tables, payroll reports, federal and state payroll tax forms, and electronic tax payment and filing to small businesses that prepare their own payrolls. EMS service and other revenue is derived primarily from QuickBooks Online Payroll, QuickBooks Assisted Payroll, Intuit Online Payroll, Intuit Full Service Payroll, fees for payroll direct deposit services, and fees for other small business payroll and employee management services. Service and other revenue for this segment also includes interest earned on funds held for customers.

EMS total net revenue increased \$16 million or 13% in the second quarter of fiscal 2013 and \$30 million or 12% in the first six months of fiscal 2013 compared with the same periods of fiscal 2012. Revenue was higher in the fiscal 2013 periods due to customer growth in our Enhanced desktop payroll and online payroll solutions, improved customer adoption of payroll direct

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deposit services, and price increases for desktop payroll customers. At January 31, 2013, total U.S. payroll customers were up 3% while U.S. online payroll customers were up 18% compared with January 31, 2012.

EMS segment operating income as a percentage of related revenue increased slightly in the second quarter and first six months of fiscal 2013 compared with the same periods of fiscal 2012. Segment operating income was consistent in these periods due to the increases in segment revenue described above and relatively stable segment operating expenses.

*Payment Solutions*

<i>(Dollars in millions)</i>	Q2 FY13	Q2 FY12	% Change	YTD Q2 FY13	YTD Q2 FY12	% Change
Product revenue	\$ 7	\$ 6		\$ 13	\$ 12	
Service and other revenue	110	93		218	181	
Total segment revenue	\$ 117	\$ 99	18%	\$ 231	\$ 193	19%
% of total revenue	12%	10%		14%	12%	
Segment operating income	\$ 24	\$ 23	8%	\$ 46	\$ 47	(1)%
% of related revenue	21%	23%		20%	24%	

Payment Solutions product revenue is derived primarily from QuickBooks Point of Sale solutions, which help retailers process and track sales electronically and integrate with QuickBooks financial software. Payment Solutions service and other revenue is derived primarily from merchant services for small businesses that include credit card, debit card, electronic benefits, and gift card processing services; check verification, check guarantee and electronic check conversion, including automated clearing house (ACH) and Check21 capabilities; Web-based transaction processing services for online merchants; and GoPayment mobile payment processing services.

Payment Solutions total net revenue increased \$18 million or 18% in the second quarter of fiscal 2013 and \$38 million or 19% in the first six months of fiscal 2013 compared with the same periods of fiscal 2012. Higher revenue in the fiscal 2013 periods was driven by fee structure changes and 9% higher U.S. total credit and debit card transaction volume. Our U.S. merchant customer base grew 12% in the first six months of fiscal 2013 compared with the same period of fiscal 2012.

Payment Solutions segment operating income as a percentage of related revenue decreased in the second quarter and first six months of fiscal 2013 compared with the same periods of fiscal 2012. The increases in segment revenue described above were offset by higher segment costs and expenses, including higher chargeback losses from mobile offerings in cost of revenue and higher staffing expenses associated with an increase in headcount.

*Consumer Tax*

<i>(Dollars in millions)</i>	Q2 FY13	Q2 FY12	% Change	YTD Q2 FY13	YTD Q2 FY12	% Change
Product revenue	\$ 54	\$ 63		\$ 61	\$ 74	
Service and other revenue	162	232		191	262	
Total segment revenue	\$ 216	\$ 295	(27)%	\$ 252	\$ 336	(25)%
% of total revenue	22%	30%		16%	21%	
Segment operating income (loss)	\$ 24	\$ 114	(79)%	\$ (3)	\$ 86	(103)%
% of related revenue	11%	38%		(1)%	25%	

Consumer Tax product revenue is derived primarily from TurboTax federal and state consumer and small business desktop tax return preparation software. Consumer Tax service and other revenue is derived primarily from TurboTax Online tax return preparation services and electronic tax filing services. Due to the seasonal nature of our Consumer Tax business, we will not have substantially complete results for the 2012 tax season until the third quarter of fiscal 2013.

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Consumer Tax segment revenue decreased \$84 million or 25% in the first six months of fiscal 2013 compared with the same period of fiscal 2012. Federal tax legislation occurred on January 2, 2013 and the Internal Revenue Service announced that it would accept no federal income tax returns before January 30, 2013, about two weeks later than for the previous tax season and just two days before the end of our second fiscal quarter. As a result, we believe that some consumers delayed purchasing tax software and filing their federal tax returns, and we estimate that approximately \$140 million in revenue for our Consumer Tax offerings will shift from the second quarter of fiscal 2013 to the third quarter of fiscal 2013.

Consumer Tax segment operating income as a percentage of related revenue was significantly lower in the first six months of fiscal 2013 compared with the same period of fiscal 2012 due to the revenue shift described above and, to a lesser extent, to higher expenses for advertising and other marketing programs in the fiscal 2013 period.

*Accounting Professionals*

<i>(Dollars in millions)</i>	Q2 FY13	Q2 FY12	% Change	YTD Q2 FY13	YTD Q2 FY12	% Change
Product revenue	\$ 120	\$ 126		\$ 148	\$ 149	
Service and other revenue	3	5		7	9	
Total segment revenue	<u>\$ 123</u>	<u>\$ 131</u>	(7)%	<u>\$ 155</u>	<u>\$ 158</u>	(2)%
% of total revenue	13%	13%		10%	10%	
Segment operating income	<u>\$ 72</u>	<u>\$ 81</u>	(11)%	<u>\$ 62</u>	<u>\$ 67</u>	(8)%
% of related revenue	59%	61%		40%	42%	

Accounting Professionals product revenue is derived primarily from Lacerte and ProSeries professional tax preparation software products and from QuickBooks Premier Accountant Edition and ProAdvisor Program for professional accountants. Accounting Professionals service and other revenue is derived primarily from Intuit Tax Online tax return preparation services, electronic tax filing services, bank product transmission services and training services. Due to the seasonal nature of our Accounting Professionals business, we will not have substantially complete results for the 2012 tax season until the third quarter of fiscal 2013.

Accounting Professionals total net revenue decreased \$3 million or 2% in the first six months of fiscal 2013 compared with the same period of fiscal 2012. The slight decline in revenue was due to our launch of a new professional tax offering that has different revenue timing compared with our existing offerings.

Accounting Professionals segment operating income as a percentage of related revenue was slightly lower in the first six months of fiscal 2013 compared with the same period of fiscal 2012 due to the decrease in revenue described above.

*Financial Services*

<i>(Dollars in millions)</i>	Q2 FY13	Q2 FY12	% Change	YTD Q2 FY13	YTD Q2 FY12	% Change
Product revenue	\$ —	\$ —		\$ —	\$ —	
Service and other revenue	93	92		186	181	
Total segment revenue	<u>\$ 93</u>	<u>\$ 92</u>	1 %	<u>\$ 186</u>	<u>\$ 181</u>	3 %
% of total revenue	9%	9%		11%	12%	
Segment operating income	<u>\$ 20</u>	<u>\$ 25</u>	(20)%	<u>\$ 35</u>	<u>\$ 43</u>	(19)%
% of related revenue	22%	28%		19%	24%	

Financial Services service and other revenue is derived primarily from online and mobile banking solutions that are hosted in our data centers and delivered as software as a service to financial institutions. Financial Services service and other revenue also includes fees for implementation services and online lead generation fees from our Mint personal finance business.

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Financial Services total net revenue increased 1% in the second quarter of fiscal 2013 and 3% in the first six months of fiscal 2013 compared with the same periods of fiscal 2012. Financial Services revenue increased 6% in the second quarter of fiscal 2013 and 8% in the first six months of fiscal 2013 when fiscal 2012 revenue is adjusted to exclude revenue from our corporate banking business, which we sold in March 2012, and fiscal 2013 revenue is adjusted to exclude Mint revenue, which we reported in our Other Businesses segment in fiscal 2012. Revenue growth in both fiscal 2013 periods was primarily driven by higher mobile banking revenue. Mobile banking revenue grew due to an increase in mobile banking end users and usage.

Financial Services segment operating income as a percentage of related revenue declined in the second quarter and first six months of fiscal 2013 compared with the same periods of fiscal 2012. The increases in segment revenue described above were more than offset by higher segment costs and expenses, including higher data center hosting expenses and slightly higher staffing expenses associated with a modest increase in headcount.

*Other Businesses*

<i>(Dollars in millions)</i>	Q2 FY13	Q2 FY12	% Change	YTD Q2 FY13	YTD Q2 FY12	% Change
Product revenue	\$ 35	\$ 39		\$ 61	\$ 64	
Service and other revenue	32	36		63	65	
Total segment revenue	\$ 67	\$ 75	(10)%	\$ 124	\$ 129	(4)%
% of total revenue	7%	7%		8%	8%	
Segment operating income	\$ 10	\$ 12	(17)%	\$ 16	\$ 9	72 %
% of related revenue	15%	16%		13%	7%	

Other Businesses consist primarily of Quicken; Intuit Health; and our global businesses, primarily in Canada, the United Kingdom, and Singapore. Quicken product revenue is derived primarily from Quicken personal finance desktop software products. Quicken service and other revenue is derived primarily from fees from consumer online transactions and Quicken Loans trademark royalties. Intuit Health service revenue is derived from online patient-to-provider communication services and fees for implementation services. In Canada, product revenue is derived primarily from localized versions of QuickBooks and Quicken as well as consumer desktop tax return preparation software and professional tax preparation products. Service and other revenue in Canada consists primarily of revenue from QuickBooks support plans, payroll services, and merchant payment processing services. In the United Kingdom, product revenue is derived primarily from localized versions of QuickBooks and QuickBooks Payroll. In Singapore and other international locations, service and other revenue is derived from QuickBooks Online.

Other Businesses total net revenue decreased 10% in the second quarter of fiscal 2013 and 4% in the first six months of fiscal 2013 compared with the same periods of fiscal 2012. Other Businesses revenue declined 3% in the second quarter of fiscal 2013 and increased 3% in the first six months of fiscal 2013 when fiscal 2012 revenue is adjusted to exclude Mint revenue, which we transferred to our Financial Services segment in fiscal 2013. Global revenue increased 3% in the first six months of fiscal 2013 compared with the same period of fiscal 2012, driven by growth in global small business revenue.

Other Businesses segment operating income as a percentage of related revenue increased in the first six months of fiscal 2013 compared with the same period of fiscal 2012. Segment costs and expenses were lower due to the transfer of Mint to our Financial Services segment in fiscal 2013.

### Cost of Revenue

<i>(Dollars in millions)</i>	Q2 FY13	% of Related Revenue	Q2 FY12	% of Related Revenue	YTD Q2 FY13	% of Related Revenue	YTD Q2 FY12	% of Related Revenue
Cost of product revenue	\$ 40	10%	\$ 52	12%	\$ 72	11%	\$ 84	13%
Cost of service and other revenue	162	29%	150	26%	307	31%	282	30%
Amortization of acquired technology	6	n/a	3	n/a	11	n/a	6	n/a
Total cost of revenue	<u>\$ 208</u>	<u>21%</u>	<u>\$ 205</u>	<u>21%</u>	<u>\$ 390</u>	<u>24%</u>	<u>\$ 372</u>	<u>24%</u>

Cost of product revenue as a percentage of product revenue decreased in the second quarter and first six months of fiscal 2013 compared with the same periods of fiscal 2012 due to favorable product mix. Cost of service and other revenue as a percentage of service and other revenue increased in the second quarter and first six months of fiscal 2013 compared with the same periods of fiscal 2012 due to growth in QuickBooks Online and online payroll offerings and lower data center hosting costs, partially offset by higher chargeback losses from mobile offerings in our Payment Solutions business.

### Operating Expenses

<i>(Dollars in millions)</i>	Q2 FY13	% of Total Net Revenue	Q2 FY12	% of Total Net Revenue	YTD Q2 FY13	% of Total Net Revenue	YTD Q2 FY12	% of Total Net Revenue
Selling and marketing	\$ 372	38%	\$ 330	33%	\$ 623	39%	\$ 546	34%
Research and development	179	19%	164	16%	357	22%	327	21%
General and administrative	109	11%	95	10%	207	12%	187	12%
Amortization of other acquired intangible assets	7	1%	10	1%	14	1%	31	2%
Total operating expenses	<u>\$ 667</u>	<u>69%</u>	<u>\$ 599</u>	<u>60%</u>	<u>\$ 1,201</u>	<u>74%</u>	<u>\$ 1,091</u>	<u>69%</u>

#### Current Fiscal Quarter

Total operating expenses as a percentage of total net revenue increased to 69% in the second quarter of fiscal 2013 from 60% in the same quarter of fiscal 2012. Total net revenue for the second quarter of fiscal 2013 decreased \$31 million while total operating expenses excluding amortization of other acquired intangible assets increased \$71 million. The increase in operating expenses included the addition of operating expenses for Demandforce, which we acquired in May 2012. Operating expenses increased about \$30 million for higher staffing expenses associated with higher headcount and about \$18 million for advertising and other marketing programs in our Financial Management Solutions and Consumer Tax segments.

#### Fiscal Year to Date

Total operating expenses as a percentage of total net revenue increased to 74% in the first six months of fiscal 2013 from 69% in the same period of fiscal 2012. Total net revenue for the first six months of fiscal 2013 grew \$41 million and total operating expenses excluding amortization of other acquired intangible assets increased \$127 million. The increase in operating expenses included the addition of operating expenses for Demandforce. Operating expenses increased about \$76 million for higher staffing expenses associated with higher headcount and about \$23 million for advertising and other marketing programs in our Financial Management Solutions and Consumer Tax segments.

**Non-Operating Income and Expenses***Interest Expense*

Interest expense of \$15 million for the first six months of fiscal 2013 and \$30 million for the first six months of fiscal 2012 consisted primarily of interest on senior notes that we issued in March 2007. See Note 6 to the financial statements in Part I, Item 1 of this report for more information.

*Interest and Other Income, Net*

<i>(In millions)</i>	Three Months Ended		Six Months Ended	
	January 31, 2013	January 31, 2012	January 31, 2013	January 31, 2012
Interest income	\$ —	\$ 2	\$ 1	\$ 4
Net gain (loss) on executive deferred compensation plan assets	3	1	4	(1)
Gain on disposition of stock warrants	—	—	—	10
Other	(2)	—	(2)	1
Total interest and other income, net	<u>\$ 1</u>	<u>\$ 3</u>	<u>\$ 3</u>	<u>\$ 14</u>

Interest and other income, net consists primarily of interest income and net gains on executive deferred compensation plan assets. Lower average invested balances and lower interest rates resulted in lower interest income in the second quarter and first six months of fiscal 2013 compared with the same periods of fiscal 2012. In accordance with authoritative guidance, we record gains and losses associated with executive deferred compensation plan assets in interest and other income and gains and losses associated with the related liabilities in operating expenses. The total amounts recorded in operating expenses are generally equal to the total amounts recorded in interest and other income.

In connection with our acquisition of Digital Insight Corporation in fiscal 2007, we acquired stock warrants for a privately held company. During the first quarter of fiscal 2012 that company was acquired and we recorded a gain of approximately \$10 million on the disposition of the warrants.

*Income Taxes*

We compute our provision for or benefit from income taxes by applying the estimated annual effective tax rate to income or loss from recurring operations and adding the effects of any discrete income tax items specific to the period. Our effective tax rate for the second quarter of fiscal 2013 was approximately 18% and we recorded an \$8 million tax benefit on pretax income of \$12 million for the first six months of fiscal 2013. Excluding discrete tax benefits primarily related to the retroactive reinstatement of the federal research and experimentation credit as described in Note 7 to the financial statements in Part I, Item 1 of this report, our effective tax rate for the second quarter and first six months of fiscal 2013 was approximately 33% and did not differ significantly from the federal statutory rate of 35%. Our effective tax rates for the second quarter and first six months of fiscal 2012 were approximately 34% and 33% and did not differ significantly from the federal statutory rate of 35%.

*Discontinued Operations*

On September 17, 2012 we sold our Intuit Websites business, which was a component of our Financial Management Solutions reporting segment, for approximately \$60 million in cash and recorded a gain on disposal of approximately \$32 million, net of income taxes. We have segregated the operating results of Intuit Websites from continuing operations in our statements of operations for all periods prior to the sale. See Note 4 to the financial statements in Part I, Item 1 of this report for more information.

**Liquidity and Capital Resources***Overview*

At January 31, 2013, our cash, cash equivalents and investments totaled \$678 million, a decrease of \$66 million from July 31, 2012 due to the factors discussed under "Statements of Cash Flows" below. Our primary source of liquidity has been cash from operations, which entails the collection of accounts receivable for products and services. Our primary uses of cash have been

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for research and development programs, selling and marketing activities, capital projects, acquisitions of businesses, debt service costs, repurchases of our common stock, and the payment of cash dividends. As discussed in “Executive Overview – Industry Trends and Seasonality” earlier in this Item 2, our business is subject to significant seasonality. The balance of our cash, cash equivalents and investments generally fluctuates with that seasonal pattern. We believe the seasonality of our business is likely to continue in the future.

The following table summarizes selected measures of our liquidity and capital resources at the dates indicated:

<i>(Dollars in millions)</i>	January 31, 2013	July 31, 2012	\$ Change	% Change
Cash, cash equivalents and investments	\$ 678	\$ 744	\$ (66)	(9)%
Long-term investments	88	75	13	17 %
Long-term debt	499	499	—	— %
Working capital	316	258	58	22 %
Ratio of current assets to current liabilities	1.2 : 1	1.2 : 1		

We expect to generate significant cash from operations during the rest of fiscal 2013. Since our operations are primarily domestic, approximately 80% of our cash and investments at January 31, 2013 were located in the U.S. and none of that cash was restricted. Our only significant debt consists of \$500 million in senior unsecured notes due in March 2017. We also have an unused \$500 million unsecured revolving line of credit facility available to us for general corporate purposes, including future acquisitions. These are both described later in this Item 2.

We evaluate, on an ongoing basis, the merits of acquiring technology or businesses, or establishing strategic relationships with and investing in other companies. Our strong liquidity profile enables us to respond nimbly to these kinds of opportunities.

Based on past performance and current expectations, we believe that our cash and cash equivalents, investments, and cash generated from operations will be sufficient to meet anticipated seasonal working capital needs, capital expenditure requirements, contractual obligations, commitments, debt service requirements, and other liquidity requirements associated with our operations for at least the next 12 months. We expect to return excess cash generated by operations to our stockholders through repurchases of our common stock and payment of cash dividends, after taking into account our operating and strategic cash needs.

*Statements of Cash Flows*

The following table summarizes selected items from our statements of cash flows for the first six months of each of fiscal 2013 and fiscal 2012. See the financial statements in Part I, Item 1 of this report for complete statements of cash flows for those periods.

<i>(Dollars in millions)</i>	Six Months Ended		
	January 31, 2013	January 31, 2012	\$ Change
Net cash provided by (used in):			
Operating activities	\$ 111	\$ 150	\$ (39)
Investing activities	(2)	(65)	63
Financing activities	(104)	(526)	422
Effect of exchange rate changes on cash	1	(4)	5
Increase (decrease) in cash and cash equivalents	\$ 6	\$ (445)	\$ 451

During the first six months of fiscal 2013 we generated cash from operations, from the issuance of common stock under employee stock plans, and from the sale of our Intuit Websites business. We used part of the cash we generated from operations to pay accrued bonuses for the prior fiscal year and to fund a seasonal increase in accounts receivable. During the same period we also used cash for the repurchase of shares of our common stock under our stock repurchase programs, for the payment of cash dividends, and for capital expenditures.

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During the first six months of fiscal 2012 we generated cash from operations and from the issuance of common stock under employee stock plans. We used part of the cash we generated from operations to pay accrued bonuses for the prior fiscal year and to fund a seasonal increase in accounts receivable. During the same period we also used cash for the repurchase of shares of our common stock under our stock repurchase programs, for the payment of cash dividends, and for capital expenditures.

### *Stock Repurchase Programs and Dividends on Common Stock*

As described in Note 8 to the financial statements in Part I, Item 1 of this report, during the first six months of fiscal 2013 we continued to repurchase shares of our common stock under repurchase programs that our Board of Directors has authorized. At January 31, 2013, we had authorization from our Board of Directors to expend up to an additional \$1.5 billion for stock repurchases through August 15, 2014. We currently expect to continue repurchasing our common stock on a quarterly basis; however, future stock repurchases under the current program are at the discretion of management, and authorization of future stock repurchase programs is subject to the final determination of our Board of Directors.

During the first six months of fiscal 2013 we also continued to pay quarterly cash dividends on shares of our outstanding common stock. In February 2013 our Board of Directors declared a quarterly cash dividend of \$0.17 per share of outstanding common stock payable on April 18, 2013 to stockholders of record at the close of business on April 10, 2013. We currently expect to continue paying comparable cash dividends on a quarterly basis; however, future declarations of dividends and the establishment of future record dates and payment dates are subject to the final determination of our Board of Directors.

### *Unsecured Revolving Credit Facility*

On February 17, 2012 we entered into an agreement with certain institutional lenders for a \$500 million unsecured revolving credit facility that will expire on February 17, 2017. See Note 5 to the financial statements in Part I, Item 1 of this report for a description of the key terms of this agreement, including the covenants. We remained in compliance with those covenants at all times during the quarter ended January 31, 2013. We may use amounts borrowed under this credit facility for general corporate purposes, including future acquisitions. To date we have not borrowed under the credit facility. We monitor counterparty risk associated with the institutional lenders that are providing the credit facility. We currently believe that the credit facility will be available to us should we choose to borrow under it.

### *Cash Held by Foreign Subsidiaries*

Our cash, cash equivalents and investments totaled \$678 million at January 31, 2013. Of this amount, approximately 20% was held by our foreign subsidiaries and subject to repatriation tax considerations. We intend to permanently reinvest a significant portion of our earnings from foreign operations, and we currently do not anticipate that we will need funds generated from foreign operations to fund our domestic operations. In the event that funds from foreign operations are needed to fund operations in the United States, if U.S. taxes have not been previously provided on the related earnings we would provide for and pay additional U.S. taxes at the time we change our intention with regard to the reinvestment of those earnings.

### **Off-Balance Sheet Arrangements**

At January 31, 2013, we did not have any significant off-balance sheet arrangements, as defined in Item 303(a)(4)(ii) of Regulation S-K.

### **Contractual Obligations**

We presented our contractual obligations at July 31, 2012 in our Annual Report on Form 10-K for the fiscal year then ended. There were no significant changes in those obligations during the first six months of fiscal 2013.

### **Recent Accounting Pronouncements**

For a description of recent accounting pronouncements, if any, and the potential impact of these pronouncements on our consolidated financial statements, see Note 1 to the financial statements in Part I, Item 1 of this Quarterly Report on Form 10-Q.



**ITEM 3  
QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

**Investment Risk**

There has been significant deterioration and instability in the financial markets since 2008. This period of extraordinary disruption and readjustment in the financial markets has exposed us to investment risks beyond those typically inherent in investment securities. The value and liquidity of the securities in which we invest could deteriorate rapidly and the issuers of these securities could be subject to credit rating downgrades. In light of the current market conditions and these additional risks, we actively monitor market conditions and developments specific to the securities in which we invest. We believe that we take a conservative approach to investing our funds in that we invest only in highly-rated securities and diversify our portfolio of investments. While we believe we take prudent measures to mitigate investment related risks, such risks cannot be fully eliminated because of market circumstances that are outside our control.

Our investments consist of instruments that meet quality standards consistent with our investment policy. This policy specifies that, except for direct obligations of the United States government, securities issued by agencies of the United States government, and money market funds, we diversify our investments by limiting our holdings with any individual issuer. We do not hold derivative financial instruments or European sovereign debt in our portfolio of investments. See Note 3 to the financial statements in Part I, Item 1 of this Quarterly Report on Form 10-Q for a summary of the cost and fair value of our investments by type of issue.

**Interest Rate Risk**

Our cash equivalents and investments are subject to market risk due to changes in interest rates. Interest rate movements affect the interest income we earn on cash equivalents and investments and the fair value of those investments. Should the Federal Reserve Target Rate increase by 25 basis points from the level of January 31, 2013, the value of our investments would decrease by approximately \$1 million. Should the Federal Reserve Target Rate increase by 100 basis points from the level of January 31, 2013, the value of our investments would decrease by approximately \$5 million.

We are also exposed to the impact of changes in interest rates as they affect our \$500 million revolving credit facility. Advances under the credit facility accrue interest at rates that are equal to JP Morgan's alternate base rate plus a margin that ranges from 0.0% to 0.5% or the London InterBank Offered Rate (LIBOR) plus a margin that ranges from 0.9% to 1.5%, in both cases based on our senior debt credit ratings. Consequently, our interest expense would fluctuate with changes in the general level of these interest rates if we were to borrow any amounts under the credit facility. No amounts are currently outstanding under the credit facility.

On March 12, 2007 we issued \$500 million of 5.75% senior unsecured notes due on March 15, 2017. We carry these senior notes at face value less unamortized discount on our balance sheets. Since these senior notes bear interest at fixed rates, we have no financial statement risk associated with changes in interest rates. However, the fair value of these notes fluctuates when interest rates change. See Note 2 and Note 6 to the financial statements in Part I, Item 1 of this Quarterly Report on Form 10-Q for more information.

**Impact of Foreign Currency Rate Changes**

The functional currencies of our international operating subsidiaries are the local currencies. We translate the assets and liabilities of our foreign subsidiaries at the exchange rates in effect on the balance sheet date. We translate their revenue, costs and expenses at the average rates of exchange in effect during the period. We include translation gains and losses in the stockholders' equity section of our balance sheets. We include net gains and losses resulting from foreign exchange transactions in interest and other income, net in our statements of operations.

Since we translate foreign currencies (primarily Canadian dollars, British pounds, Indian rupees and Singapore dollars) into U.S. dollars for financial reporting purposes, currency fluctuations can have an impact on our financial results. The historical impact of currency fluctuations on our financial results has generally been immaterial. We believe that our exposure to currency exchange fluctuation risk is not significant because our international subsidiaries invoice customers and satisfy their financial obligations almost exclusively in their local currencies.

Although the impact of currency fluctuations on our financial results has generally been immaterial in the past and we believe that for the reasons cited above currency fluctuations will not be significant in the future, there can be no guarantee that the impact of currency fluctuations will not be material in the future. As of January 31, 2013, we did not engage in foreign currency hedging activities.

**ITEM 4**  
**CONTROLS AND PROCEDURES**

*Evaluation of Disclosure Controls and Procedures*

Based upon an evaluation of the effectiveness of disclosure controls and procedures, Intuit's Chief Executive Officer (CEO) and Chief Financial Officer (CFO) have concluded that as of the end of the period covered by this Quarterly Report on Form 10-Q, our disclosure controls and procedures as defined under Exchange Act Rule 13a-15(e) and 15d-15(e) were effective to provide reasonable assurance that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified by the Securities and Exchange Commission and is accumulated and communicated to management, including the CEO and CFO, as appropriate to allow timely decisions regarding required disclosure.

*Changes in Internal Control over Financial Reporting*

During our most recent fiscal quarter, there has not occurred any change in our internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**PART II**  
**ITEM 1**  
**LEGAL PROCEEDINGS**

See Note 9 to the financial statements in Part I, Item 1 of this Quarterly Report on Form 10-Q for a description of legal proceedings.

**ITEM 1A**  
**RISK FACTORS**

*Forward-Looking Statements and Risk Factors*

This Quarterly Report on Form 10-Q contains forward-looking statements. All statements in this report, other than statements that are purely historical, are forward-looking statements. Words such as “expect,” “anticipate,” “intend,” “plan,” “believe,” “forecast,” “estimate,” “seek,” and similar expressions also identify forward-looking statements. In this report, forward-looking statements include, without limitation, the following:

- our expectations and beliefs regarding future conduct and growth of the business;
- our expectation of a shift in revenue as a result of late tax legislation;
- our expectation that we will solve problems faster and more efficiently for our growing base of customers by moving to more open platforms with application programming interfaces that enable the contributions of end users and third-party developers;
- our expectation that we will continue to invest significant resources in our product development, marketing and sales capabilities in the future;
- our expectation that connected services revenue as a percentage of our total revenue will continue to grow in the future;
- the assumptions underlying our Critical Accounting Policies and Estimates, including our estimates regarding product rebate and return reserves; the collectability of accounts receivable; stock volatility and other assumptions used to estimate the fair value of share-based compensation; the fair value of goodwill; and expected future amortization of acquired intangible assets;
- our belief that the investments we hold are not other-than-temporarily impaired;
- our belief that the reduction in liquidity of the municipal auction rate securities we hold will not have a material impact on our overall ability to meet our liquidity needs;
- our expectation that we will continue to repurchase our common stock on a quarterly basis;
- our expectation that we will continue to pay a comparable cash dividend on a quarterly basis;
- our belief that our exposure to currency exchange fluctuation risk will not be significant in the future;
- our assessments and estimates that determine our effective tax rate;
- our belief that it is not reasonably possible that there will be a significant increase or decrease in our unrecognized tax benefits over the next 12 months;
- our belief that we will not need funds generated from foreign operations to fund our domestic operations;
- our belief that our cash and cash equivalents, investments and cash generated from operations will be sufficient to meet our seasonal working capital needs, capital expenditure requirements, contractual obligations, commitments, debt service requirements and other liquidity requirements associated with our operations for at least the next 12 months;
- our expectation that we will return excess cash generated by operations to our stockholders through repurchases of our common stock and payment of cash dividends;
- our beliefs regarding seasonality, competition and other trends that affect our businesses; and
- our assessments and beliefs regarding the future outcome of pending legal proceedings and the liability, if any, that Intuit may incur as a result of those proceedings.

We caution investors that forward-looking statements are only predictions based on our current expectations about future events and are not guarantees of future performance. We encourage you to read carefully all information provided in this Quarterly

Report and in our other filings with the Securities and Exchange Commission before deciding to invest in our stock or to maintain or change your investment. These forward-looking statements are based on information as of the filing date of this Quarterly Report, and we undertake no obligation to publicly revise or update any forward-looking statement for any reason.

Because forward-looking statements involve risks and uncertainties, there are important factors that may cause actual results to differ materially from those contained in the forward-looking statements. These factors include the following:

***We face intense competitive pressures that may harm our operating results.***

We face intense competition in all of our businesses, and we expect competition to remain intense in the future. Our competitors and potential competitors range from large and established entities to emerging start-ups. Our competitors may introduce superior products and services, reduce prices, have greater technical, marketing and other resources, have greater name recognition, have larger installed bases of customers, have well-established relationships with our current and potential customers, advertise aggressively or beat us to market with new products and services. In addition, we may face competition from existing companies, with large established consumer user-bases and broad-based platforms, who may change or expand the focus of their business strategies and target our customers, such as small businesses and financial institutions. We also face intensified competition from providers of free accounting, tax, payments, banking and other financial services. In order to compete, we have also introduced free offerings in several categories, but we may not be able to attract customers or effectively monetize all of these offerings, and customers who have formerly paid for Intuit's products and services may elect to use free offerings instead. These competitive factors may diminish our revenue and profitability and harm our ability to acquire and retain customers.

Our consumer tax business also faces significant competition from the public sector, where we face the risk of federal and state taxing authorities developing software or other systems to facilitate tax return preparation and electronic filing at no charge to taxpayers. These or similar programs may be introduced or expanded in the future, which may cause us to lose customers and revenue. Although the Free File Alliance has kept the federal government from being a direct competitor to Intuit's tax offerings, it has fostered additional online competition and may cause us to lose significant revenue opportunities. The current agreement with the Free File Alliance is scheduled to expire in October 2014. We anticipate that governmental encroachment at both the federal and state levels may present a continued competitive threat to our business for the foreseeable future.

***Future revenue growth depends upon our ability to adapt to technological change and successfully introduce new and enhanced products, services and business models.***

The software as a service (SaaS), desktop software and mobile technology industries are characterized by rapidly changing technology, evolving industry standards and frequent new product introductions. As we continue to grow our software as a service, mobile and other offerings, we must continue to innovate and develop new products and features to meet changing customer needs and attract and retain talented software developers. We need to continue to develop our skills, tools and capabilities to capitalize on existing and emerging technologies, which require us to devote significant resources.

A number of our businesses also derive a significant amount of their revenue from one-time upfront license fees and rely on customer upgrades and service offerings to generate a significant portion of their revenues. In addition, our consumer and professional tax businesses depend significantly on revenue from customers who return each year to use our updated tax preparation and filing software and services. As our existing products mature, encouraging customers to purchase product upgrades becomes more challenging unless new product releases provide features and functionality that have meaningful incremental value. If we are not able to develop and clearly demonstrate the value of new or upgraded products or services to our customers, our revenues may be harmed. In addition, as we continue to introduce and expand our new business models, including offerings that are subscription-based or that are free to end users, we may be unsuccessful in monetizing or increasing customer adoption of these offerings.

The number of people who access products and services through devices other than personal computers, including mobile phones, smartphones, and handheld computers such as tablets, has increased dramatically in the past few years. We have limited experience to date in developing products and services for users of these alternative devices, and the versions of our products and services developed for these devices may not be compelling to users. Even if we are able to attract new users through these mobile offerings, the amount of revenue that we derive per user from mobile offerings may be less than the revenue that we have historically derived from users of personal computers. As new devices and new platforms are continually being released, it is difficult to predict the problems we may encounter in developing versions of our products and services for use on these alternative devices and we may need to devote significant resources to the creation, support, and maintenance of such offerings. If we are slow to develop products and technologies that are compatible with these alternative devices, or if our competitors are able to achieve those results more quickly than us, we will fail to capture a significant share of an increasingly important portion of the market for online services, which could adversely affect our business.

In some cases, we may expend a significant amount of resources and management attention on offerings that do not ultimately succeed in their markets. We have encountered difficulty in launching new products and services in the past. If we misjudge customer needs in the future, our new products and services may not succeed and our revenues and earnings may be harmed. We have also invested, and in the future expect to invest, in new business models, geographies, strategies and initiatives. Such endeavors may involve significant risks and uncertainties, including distraction of management from current operations, expenses associated with the initiatives and inadequate return on investments. Because these new initiatives are inherently risky, they may not be successful and may harm our financial condition and operating results.

***Business interruption or failure of our information technology and communication systems may impair the availability of our products and services, which may damage our reputation and harm our future financial results.***

As we continue to transition our business to more connected services, we become more dependent on the continuing operation and availability of our information technology and communication systems and those of our external service providers. We do not have redundancy for all of our systems, many of our critical applications reside in only one of our data centers, and our disaster recovery planning may not account for all eventualities. We also do not maintain real-time back-up of all our data, and in the event of significant system disruption we may experience loss of data or processing capabilities, which may cause us to lose customers and may materially harm our reputation and our operating results. In addition, we are in the process of updating our customer facing applications and the supporting information technology infrastructure to meet our customers' expectations for continuous service availability. Any difficulties in upgrading these applications or infrastructure or failure of our systems or those of our service providers may result in interruptions in our service, which may reduce our revenues and profits, cause us to lose customers and damage our reputation. Any prolonged interruptions at any time may result in lost customers, additional refunds of customer charges, negative publicity and increased operating costs, any of which may significantly harm our business, financial condition and results of operations.

We are in the process of migrating our applications and infrastructure to new data centers. If we do not execute the transition to the new data centers in an effective manner, we may experience unplanned service disruptions or unforeseen increases in costs which may harm our operating results and our business.

Our business operations, data centers, information technology and communications systems are vulnerable to damage or interruption from natural disasters, human error, malicious attacks, fire, power loss, telecommunications failures, computer viruses, computer denial of service attacks, terrorist attacks and other events beyond our control. The majority of our research and development activities, our corporate headquarters, our principal information technology systems, and other critical business operations are located near major seismic faults. We do not carry earthquake insurance for direct quake-related losses. Our future financial results may be materially harmed in the event of a major earthquake or other natural or man-made disaster.

We rely on internal systems and external systems maintained by manufacturers, distributors and other service providers to take and fulfill customer orders, handle customer service requests and host certain online activities. Any interruption or failure of our internal or external systems may prevent us or our service providers from accepting and fulfilling customer orders or cause company and customer data to be unintentionally disclosed. Our continuing efforts to upgrade and expand our network security and other information systems as well as our high-availability capabilities may be costly, and problems with the design or implementation of system enhancements may harm our business and our results of operations.

***Our hosting, collection, use and retention of personal customer information and data create risk that may harm our business.***

A number of our businesses collect, use and retain large amounts of personal customer information and data, including credit card numbers, tax return information, bank account numbers and passwords, personal and business financial data, social security numbers, healthcare information and payroll information. We may also develop new business models that use certain personal information, or data derived from personal information. In addition, we collect and maintain personal information of our employees in the ordinary course of our business. Some of this personal customer and employee information is held, and some transactions are executed, by third parties. In addition, as many of our products and services are Web-based and mobile-application-based, the amount of data we store for our users on our servers and the servers of our vendors that provide hosting services (including personal information) has been increasing and will continue to increase as we further transition our businesses to connected services. We and our vendors use commercially available security technologies to protect transactions and personal information. We use security and business controls to limit access and use of personal information and require our vendors to implement similar controls. However, we may not have the ability to effectively monitor the implementation of security measures of our vendors, and, in any event, individuals or third parties may be able to circumvent these security and business measures, and errors in the storage, use or transmission of personal information may result in a breach of customer or employee privacy or theft of assets, which may require notification under applicable data privacy regulations. We employ contractors, temporary and seasonal employees who may have access to the personal information of customers and employees or who may execute transactions in the normal course of their duties. While we conduct background checks of our employees

and other individuals and limit access to systems and data, it is possible that one or more of these individuals may circumvent these controls, resulting in a security breach.

We are subject to laws, rules and regulations relating to the collection, use, and security of user data. New laws in this area have been passed by several jurisdictions, and other jurisdictions are considering imposing additional restrictions. These new laws may be interpreted and applied inconsistently from jurisdiction to jurisdiction and our current data protection policies and practices may not be consistent with those interpretations and applications. In addition, the ability to execute transactions and the possession and use of personal information and data in conducting our business subjects us to legislative and regulatory burdens that may require notification to customers or employees of a security breach, restrict our use of personal information and hinder our ability to acquire new customers or market to existing customers. As our business continues to expand to new industry segments that may be more highly regulated for privacy and data security, and to countries outside the United States that have more strict data protection laws, our compliance requirements and costs may increase. We have incurred — and may continue to incur — significant expenses to comply with mandatory privacy and security standards and protocols imposed by law, regulation, industry standards or contractual obligations.

A major breach of our security measures or those of third parties that provide hosting services for us, execute transactions or hold and manage personal information may have serious negative consequences for our businesses, including possible fines, penalties and damages, reduced customer demand for our services, harm to our reputation and brands, further regulation and oversight by federal or state agencies, and loss of our ability to provide financial transaction services or accept and process customer credit card orders or tax returns. From time to time, we detect, or receive notices from customers or public or private agencies that they have detected, vulnerabilities in our servers, our software or third-party software components that are distributed with our products. The existence of vulnerabilities, even if they do not result in a security breach, may harm customer confidence and require substantial resources to address, and we may not be able to discover or remediate such security vulnerabilities before they are exploited. In addition, hackers develop and deploy viruses, worms and other malicious software programs that may attack our offerings. Although this is an industry-wide problem that affects software across platforms, it is increasingly affecting our offerings because hackers tend to focus their efforts on the more popular programs and offerings and we expect them to continue to do so. If hackers were able to circumvent our security measures, or if we were unable to detect an intrusion into our systems and contain such intrusion in a reasonable amount of time, we may lose personal information. Although we have commercially available network and application security, internal control measures, and physical security procedures to safeguard our systems, there can be no assurance that a security breach, intrusion, loss or theft of personal information will not occur, which may harm our business, customer reputation and future financial results and may require us to expend significant resources to address these problems, including notification under data privacy regulations.

***If we are unable to develop, manage and maintain critical third party business relationships, our business may be adversely affected.***

Our growth is dependent on the strength of our business relationships and our ability to continue to develop, maintain and leverage new and existing relationships. We rely on various third party partners, including software and service providers, suppliers, vendors, manufacturers, distributors, contractors, financial institutions, core processors, licensing partners and development partners, among others, in many areas of our business in order to deliver our offerings and operate our business. We also rely on third parties to support the operation of our business by maintaining our physical facilities, equipment, power systems and infrastructure. In certain instances, these third party relationships are sole source or limited source relationships and can be difficult to replace or substitute depending on the level of integration of the third party's products or services into, or with, our offerings and/or the general availability of such third party's products and services. In addition, there may be few or no alternative third party providers or vendors in the market. Further, there can be no assurance that we will be able to adequately retain third party contractors engaged to help us operate our business. The failure of third parties to provide acceptable and high quality products, services and technologies or to update their products, services and technologies may result in a disruption to our business operations and our customers, which may reduce our revenues and profits, cause us to lose customers and damage our reputation. 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.

In particular, we have relationships with banks, credit unions or other financial institutions, both as customers and as suppliers of certain critical services we offer to our other customers. If macroeconomic conditions or other factors cause any of these institutions to fail, consolidate, stop providing certain services or institute cost-cutting efforts, our business and financial results may suffer and we may be unable to offer those services to our customers.

We increasingly utilize the distribution platforms of third parties like Apple's App Store and Google Play for Android for the distribution of certain of our product offerings. Although we benefit from the strong brand recognition and large user base of these distribution platforms to attract new customers, the platform owners have wide discretion to change the pricing structure, terms of service and other policies with respect to us and other developers. Any adverse changes by these third parties could adversely affect our financial results.

***Increased government regulation of our businesses may harm our operating results.***

Many of our businesses are in highly regulated areas, including our tax, payroll, payments, financial services, prepaid debit card and healthcare businesses. There have been significant new regulations and heightened focus by the government on many of these areas. In addition, as we seek to grow our business, we may expand into more highly-regulated businesses or countries, which may subject us to increased regulatory scrutiny. The application of these laws and regulations to our businesses is often unclear and compliance with these regulations may involve significant costs or require changes to our business practices that result in reduced revenue. Any changes that we may incur as a result of any such regulations may not be sustained over time depending on a number of factors, including market and industry reactions to such regulations.

In order to meet regulatory standards, we may be required to increase investment in compliance and auditing functions or new technologies. In addition, government authorities may enact other laws, rules or regulations that place new burdens or restrictions on our business or determine that our operations are directly subject to existing rules or regulations, such as requirements related to data collection, use, transmission, retention, processing and security, which may make our business more costly, less efficient or impossible to conduct, and may require us to modify our current or future products or services, which may harm our future financial results.

The tax preparation industry continues to receive heightened attention from federal and state governments. New legislation, regulation, public policy considerations, litigation by the government or private entities, or new interpretations of existing laws may result in greater oversight of the tax preparation industry, restrict the types of products and services that we can offer or the prices we can charge, or otherwise cause us to change the way we operate our tax businesses or offer our tax products and services. This in turn may increase our cost of doing business and limit our revenue opportunities. In addition, if our practices are not consistent with new interpretations of existing laws, we may become subject to lawsuits, penalties, and other liabilities that did not previously apply. We are also required to comply with a variety of state revenue agency standards in order to successfully operate our tax preparation and electronic filing services. Changes in state-imposed requirements by one or more of the states, including the required use of specific technologies or technology standards, may significantly increase the costs of providing those services to our customers and may prevent us from delivering a quality product to our customers in a timely manner.

Our Financial Services business provides services to banks, credit unions and other financial institutions that are subject to extensive and complex federal and state regulation. As a result, our financial institution customers require that our products and services comply with the regulations applicable to these customers. If we are unable to comply with these regulations, we may incur significant costs and penalties, face litigation or governmental proceedings, and lose our ability to sell to these customers. Any of these adverse events may harm our future financial results and our reputation.

***If we fail to process transactions effectively or fail to adequately protect against disputed or potential fraudulent activities, our revenue and earnings may be harmed.***

Our operations process a significant volume and dollar value of transactions on a daily basis, especially in our payroll and payments businesses. Due to the size and volume of transactions that we handle, effective processing systems and controls are essential to ensure that transactions are handled appropriately. Despite our efforts, it is possible that we may make errors or that funds may be misappropriated due to fraud. The systems supporting our business are comprised of multiple technology platforms that are difficult to scale. If we are unable to effectively manage our systems and processes we may be unable to process customer data in an accurate, reliable and timely manner, which may harm our business. In our payments processing service business, if merchants for whom we process payment transactions are unable to pay refunds due to their customers in connection with disputed or fraudulent merchant transactions, we may be required to pay those amounts and our payments may exceed the amount of the customer reserves we have established to make such payments.

The online tax preparation, payroll administration and online payments industries have been experiencing an increasing amount of fraudulent activities by third parties. Although we do not believe that any of this activity is uniquely targeted at our business, this type of fraudulent activity may adversely impact our own operations in our consumer tax, payroll, and payments businesses. In addition to any direct damages and potential fines that may result from such fraud, which may be substantial, a loss of confidence in our controls may seriously harm our business and damage our brand. As fraud detection and prevention abilities improve across the various industries in which we operate, we may implement risk control mechanisms that could make it more difficult for legitimate customers to obtain and use our products as well as prevent the sale of our products to those parties seeking to facilitate fraudulent activity, which could result in lost revenue and negatively impact our operating results.

***Third parties claiming that we infringe their proprietary rights may cause us to incur significant legal expenses and prevent us from selling our products.***

As the number of products in the software industry increases and the functionality of these products further overlap, and as we acquire technology through acquisitions or licenses, we may become increasingly subject to infringement claims, including patent, copyright, and trademark infringement claims. Litigation may be necessary to determine the validity and scope of the patent rights of others. We have received an increasing number of allegations of patent infringement claims in the past and expect to receive more claims in the future based on allegations that our offerings infringe upon patents held by third parties. Some of these claims are the subject of pending litigation against us and against some of our customers. These claims may involve patent holding companies or other adverse patent owners who have no relevant product revenues of their own, and against whom our own patents may provide little or no deterrence. The ultimate outcome of any allegation is uncertain and, regardless of outcome, any such claim, with or without merit, may be time consuming to defend, result in costly litigation, divert management's time and attention from our business, require us to stop selling, delay shipping or redesign our products, or require us to pay monetary damages for royalty or licensing fees, or to satisfy indemnification obligations that we have with some of our customers. Our failure to obtain necessary license or other rights, or litigation arising out of intellectual property claims may harm our business.

***We rely on third party intellectual property in our products and services.***

Many of our products and services include intellectual property of third parties, which we license under agreements that must be renewed or renegotiated from time to time. We may not be able to obtain licenses to these third party technologies or content on reasonable terms, or at all. If we are unable to obtain the rights necessary to use this intellectual property in our products and services, we may not be able to sell the affected offerings, and customers who are currently using the affected product may be disrupted, which may in turn harm our future financial results, damage our brand, and result in customer loss. Also, we and our customers have been and may continue to be subject to infringement claims as a result of the third party intellectual property incorporated in to our offerings. Although we try to mitigate this risk and we may not be ultimately liable for any potential infringement, pending claims require us to use significant resources, require management attention and could result in loss of customers.

Some of our offerings include third-party software that is licensed under so-called "open source" licenses, some of which may include a requirement that, under certain circumstances, we make available, or grant licenses to, any modifications or derivative works we create based upon the open source software. Although we have established internal review and approval processes to mitigate these risks, we may not be sure that all open source software is submitted for approval prior to use in our products. Many of the risks associated with usage of open source may not be eliminated, and may, if not properly addressed, harm our business.

***Our intellectual property rights are valuable, and any inability to protect them could reduce the value of our products, services, and brand.***

Our patents, trademarks, trade secrets, copyrights and other intellectual property rights are important assets for us. We aggressively protect our intellectual property rights by relying on federal, state and common law rights in the U.S. and internationally, as well as a variety of administrative procedures. We also rely on contractual restrictions to protect our proprietary rights in products and services. The efforts that we take to protect our proprietary rights may not always be sufficient or effective. Protecting our intellectual property rights is costly and time consuming and may not be successful in every location. Any significant impairment of our intellectual property rights could harm our business, our brand and our ability to compete.

Policing unauthorized use and copying of our products is difficult, expensive, and time consuming. Current U.S. laws that prohibit copying give us only limited practical protection from software piracy and the laws of many other countries provide very little protection. We frequently encounter unauthorized copies of our software being sold through online marketplaces. Although we continue to evaluate and put in place technology solutions to attempt to lessen the impact of piracy and engage in efforts to educate consumers and public policy leaders on these issues and cooperate with industry groups in their efforts to combat piracy, we expect piracy to be a persistent problem that results in lost revenues and increased expenses.

***Because competition for our key employees is intense, we may not be able to attract, retain and develop the highly skilled employees we need to support our planned growth.***

Much of our future success depends on the continued service and availability of skilled personnel, including members of our executive team, and those in technical, marketing and staff positions. Experienced personnel in the software, mobile technologies, data security, and software as a service industries are in high demand and competition for their talents is intense, especially in California and India, where the majority of our employees are located. Also, as we strive to continue to adapt to technological change and introduce new and enhanced products and business models, we must be able to secure, maintain and



develop the right quality and quantity of engaged and committed talent. Although we strive to be an employer of choice, we may not be able to continue to successfully attract, retain and develop key personnel which may cause our business to suffer.

***As our product and service offerings become more tightly integrated, we may be required to recognize the related revenue over relatively longer periods of time.***

Our expanding range of products and services, and the combinations in which we offer them, generate different revenue streams than our traditional desktop software businesses, and the accounting policies that apply to revenue from these offerings are complex. For example, as we offer more online services bundled with software products, we may be required to defer a higher percentage of our software product revenue into future fiscal periods. In addition, as we offer more services on a subscription basis, we recognize revenue from those services over the periods in which the services are provided. This may result in significant shifts of revenue from quarter to quarter, or from one fiscal year to the next.

***The nature of our products and services necessitates timely product launches, and if we experience significant product quality problems or delays, it may harm our revenue, earnings and reputation.***

All of our tax products and many of our non-tax products have rigid development timetables that increase the risk of errors in our products and the risk of launch delays. Our tax preparation software product development cycle is particularly challenging due to the need to incorporate unpredictable tax law and tax form changes each year and because our customers expect high levels of accuracy and a timely launch of these products to prepare and file their taxes by the tax filing deadline. Due to the complexity of our products and the condensed development cycles under which we operate, our products sometimes contain “bugs” that may unexpectedly interfere with the operation of the software. The complexity of our products may also make it difficult for us to consistently deliver offerings that contain the features, functionality and level of accuracy that our customers expect. When we encounter problems we may be required to modify our code, distribute patches to customers who have already purchased the product and recall or repackage existing product inventory in our distribution channels. If we encounter development challenges or discover errors in our products late in our development cycle it may cause us to delay our product launch date. Any major defects or launch delays may lead to loss of customers and revenue, negative publicity, customer and employee dissatisfaction, reduced retailer shelf space and promotions, and increased operating expenses, such as inventory replacement costs, legal fees or payments resulting from our commitment to reimburse penalties and interest paid by customers due solely to calculation errors in our consumer tax preparation products.

***Our businesses are highly seasonal and our quarterly results could fluctuate significantly.***

Several of our businesses are highly seasonal which historically has caused significant quarterly fluctuations in our financial results. Revenue and operating results are usually strongest during the second and third fiscal quarters ending January 31 and April 30 due to our tax businesses contributing most of their revenue during those quarters and the timing of the release of our small business software products and upgrades. We typically experience lower revenues, and operating losses, in the first and fourth quarters ending October 31 and July 31. Our financial results may also fluctuate from quarter to quarter and year to year due to a variety of factors, including changes in product sales mix that affect average selling prices; product release dates; the timing of delivery of federal and state tax forms; any delay in our ability to successfully submit electronically filed tax returns with government agencies; changes in consumer behavior; the timing of our discontinuation of support for older product offerings; changes to our bundling strategy, such as the inclusion of upgrades with certain offerings; changes to how we communicate the availability of new functionality in the future (any of which may impact the pattern of revenue recognition); and the timing of acquisitions, divestitures, and goodwill and acquired intangible asset impairment charges. Any fluctuations in our operating results may adversely affect our stock price.

***We are frequently a party to litigation and regulatory inquiries which could result in an unfavorable outcome and have an adverse effect on our business, financial condition, results of operation and cash flows.***

We are subject to various legal proceedings, claims and regulatory inquiries that have arisen out of the ordinary conduct of our business and are not yet resolved and additional claims and inquiries may arise in the future. The number and significance of these claims and inquiries have increased as our businesses have evolved. Any proceedings, claims or inquiries initiated by or against us, whether successful or not, may be time consuming; result in costly litigation, damage awards, consent decrees, injunctive relief or increased costs of business; require us to change our business practices or products; require significant amounts of management time; result in diversion of significant operations resources; or otherwise harm of business and future financial results. For further information about specific litigation, see Part II, Item 1, “*Legal Proceedings.*”

***The continued global economic downturn may harm our business and financial condition.***

The continued global economic downturn has caused disruptions and extreme volatility in global financial markets and increased rates of default and bankruptcy, and has impacted consumer and small business spending. These macroeconomic

developments have affected and may continue to negatively affect our business and financial condition. In particular, because the majority of our revenue is derived from sales within the U.S., economic conditions in the U.S. have an even greater impact on us than companies with a more diverse international presence. Potential new customers may not purchase or delay purchase of our products and services, and many of our existing customers may discontinue purchasing or delay upgrades of our existing products and services, thereby negatively impacting our revenues and future financial results. Decreased consumer spending levels may also reduce credit and debit card transaction processing volumes causing reductions in our payments revenue. Poor economic conditions and high unemployment has caused, and may continue to cause, a significant decrease in the number of tax returns filed, which may have a significant effect on the number of tax returns we prepare and file. In addition, weakness in the end-user consumer and small business markets may negatively affect the cash flow of our distributors and resellers who may, in turn, delay paying their obligations to us, which may increase our credit risk exposure and cause delays in our recognition of revenue or future sales to these customers. Additionally, if macroeconomic or other factors continue to cause banks, credit unions, mortgage lenders and other financial institutions to fail, or result in further cost-cutting efforts or consolidation of these entities, we may lose current or potential customers, achieve less revenue per customer and/or lose valuable relationships with such of these entities that provide critical services to our customers. Any of these events may harm our business and our future financial results.

***We regularly invest resources to update and improve our internal information technology systems and software platforms. Should our investments not succeed, or if delays or other issues with new or existing internal technology systems and software platforms disrupt our operations, our business could be harmed.***

We rely on our network and data center infrastructure and internal technology systems for many of our development, marketing, operational, support, sales, accounting and financial reporting activities. We are continually investing resources to update and improve these systems and environments in order to meet existing, as well as the growing and changing requirements of our business and customers. If we experience prolonged delays or unforeseen difficulties in updating and upgrading our systems and architecture, we may experience outages and may not be able to deliver certain offerings and develop new offerings and enhancements that we need to remain competitive. Such improvements and upgrades are often complex, costly and time consuming. In addition such improvements can be challenging to integrate with our existing technology systems, or may uncover problems with our existing technology systems. Unsuccessful implementation of hardware or software updates and improvements could result in outages, disruption in our business operations, loss of revenue or damage to our reputation.

***Our international operations are subject to increased risks which may harm our business, operating results, and financial condition.***

In addition to uncertainty about our ability to generate revenues from our foreign operations and expand into international markets, there are risks inherent in doing business internationally, including:

- trade barriers and changes in trade regulations;
- difficulties in developing, staffing, and simultaneously managing a large number of varying foreign operations as a result of distance, language, and cultural differences;
- stringent local labor laws and regulations;
- profit repatriation restrictions, and foreign currency exchange restrictions;
- political or social unrest, economic instability, repression, or human rights issues;
- geopolitical events, including acts of war and terrorism;
- import or export regulations;
- compliance with U.S. laws such as the Foreign Corrupt Practices Act, and local laws prohibiting corrupt payments to government officials;
- different and more stringent user protection, data protection, privacy and other laws; and
- risks related to other government regulation or required compliance with local laws.

Violations of the complex foreign and U.S. laws and regulations that apply to our international operations may result in fines, criminal actions or sanctions against us, our officers or our employees, prohibitions on the conduct of our business and damage to our reputation. Although we have implemented policies and procedures designed to promote compliance with these laws, there can be no assurance that our employees, contractors or agents will not violate our policies. These risks inherent in our international operations and expansion increase our costs of doing business internationally and may result in harm to our business, operating results, and financial condition.

***If actual product returns exceed returns reserves, our future financial results may be harmed.***

We ship more desktop software products to our distributors and retailers than we expect them to sell, in order to reduce the risk that distributors or retailers may run out of products. This is particularly true for our Consumer Tax products, which have a short selling season and for which returns occur primarily in our fiscal third and fourth quarters. Like many software companies that sell their products through distributors and retailers, we have historically accepted significant product returns. We establish reserves against revenue for product returns in our financial statements based on estimated returns and we closely monitor product sales and inventory in the retail channel in an effort to maintain adequate reserves. In the past, returns have not differed significantly from these reserves. However, if we experience actual returns that significantly exceed reserves, it may result in lower net revenue.

***Unanticipated changes in our income tax rates may affect our future financial results.***

Our future effective income tax rates may be favorably or unfavorably affected by unanticipated changes in the valuation of our deferred tax assets and liabilities, or by changes in tax laws or their interpretation. In addition, we are subject to the continuous examination of our income tax returns by the Internal Revenue Service and other tax authorities. We regularly assess the likelihood of adverse outcomes resulting from these examinations to determine the adequacy of our provision for income taxes. These continuous examinations may result in unforeseen tax-related liabilities, which may harm our future financial results.

***Amortization of acquired intangible assets and impairment charges may cause significant fluctuation in our net income.***

Our acquisitions have resulted in significant expenses, including amortization and impairment of acquired technology and other acquired intangible assets, and impairment of goodwill. Total costs and expenses in these categories were approximately \$53 million in fiscal 2012, \$85 million in fiscal 2011, and \$85 million in fiscal 2010. Although under current accounting rules goodwill is not amortized, we may incur impairment charges related to the goodwill already recorded and to goodwill arising out of future acquisitions. We test the impairment of goodwill annually in our fourth fiscal quarter or more frequently if indicators of impairment arise. The timing of the formal annual test may result in charges to our statement of operations in our fourth fiscal quarter that may not have been reasonably foreseen in prior periods. The total costs and expenses for fiscal 2011 included a goodwill and intangible asset impairment charge of \$30 million for our Intuit Health reporting unit. We recorded the goodwill and intangible assets for that reporting unit on our balance sheet in May 2010 in connection with our acquisition of Medfusion, Inc. At January 31, 2013, we had \$2.2 billion in goodwill and \$187 million in net acquired intangible assets on our balance sheet, both of which may be subject to impairment charges in the future. New acquisitions, and any impairment of the value of acquired intangible assets, may have a significant negative impact on our future financial results.

***Our acquisition and divestiture activities may disrupt our ongoing business, may involve increased expenses and may present risks not contemplated at the time of the transactions.***

We have acquired and may continue to acquire companies, products and technologies that complement our strategic direction. Acquisitions involve significant risks and uncertainties, including:

- inability to successfully integrate the acquired technology and operations into our business and maintain uniform standards, controls, policies, and procedures;
- inability to realize synergies expected to result from an acquisition;
- challenges retaining the key employees, customers, resellers and other business partners of the acquired operation;
- the internal control environment of an acquired entity may not be consistent with our standards and may require significant time and resources to improve;
- unidentified issues not discovered in our due diligence process, including product or service quality issues, intellectual property issues and legal contingencies.

Because acquisitions and divestitures are inherently risky, our transactions may not be successful and may, in some cases, harm our operating results or financial condition. Although we typically fund our acquisitions through cash available from operations, if we were to use debt to fund acquisitions or for other purposes, our interest expense and leverage would increase significantly, and if we were to issue equity securities as consideration in an acquisition, current shareholders' percentage ownership and earnings per share would be diluted.

***We have \$500 million in debt outstanding and may incur other debt in the future, which may adversely affect our financial condition and future financial results.***

In fiscal 2007 we issued \$500 million in senior unsecured notes due in March 2012 and \$500 million in senior unsecured notes due in March 2017. We repaid the March 2012 notes when they became due using cash from operations. As the March 2017 debt matures, we will have to expend significant resources to either repay or refinance these notes. If we decide to refinance the

notes, we may be required to do so on different or less favorable terms or we may be unable to refinance the notes at all, both of which may adversely affect our financial condition.

We have also entered into a \$500 million five-year revolving credit facility. Although we have no current plans to request any advances under this credit facility, we may use the proceeds of any future borrowing for general corporate purposes, including future acquisitions.

This debt may adversely affect our financial condition and future financial results by, among other things:

- increasing our vulnerability to downturns in our business, to competitive pressures and to adverse economic and industry conditions;
- requiring the dedication of a portion of our expected cash from operations to service our indebtedness, thereby reducing the amount of expected cash flow available for other purposes, including capital expenditures and acquisitions; and
- limiting our flexibility in planning for, or reacting to, changes in our businesses and our industries.

Our current revolving credit facility imposes restrictions on us, including restrictions on our ability to create liens on our assets and the ability of our subsidiaries to incur indebtedness, and require us to maintain compliance with specified financial ratios. Our ability to comply with these ratios may be affected by events beyond our control. In addition, our short- and long-term debt includes covenants that may adversely affect our ability to incur certain liens or engage in certain types of sale and leaseback transactions. If we breach any of the covenants under our short- and long-term debt or our revolving credit facility and do not obtain a waiver from the lenders, then, subject to applicable cure periods, any outstanding indebtedness may be declared immediately due and payable.

In addition, changes by any rating agency to our credit rating may negatively impact the value and liquidity of both our debt and equity securities. If our credit ratings are downgraded or other negative action is taken, the interest rate payable by us under our revolving credit facility may increase. In addition, any downgrades in our credit ratings may affect our ability to obtain additional financing in the future and may affect the terms of any such financing.

***We are subject to risks associated with information disseminated through our services.***

The laws relating to the liability of online services companies for information such as online content disseminated through their services are subject to frequent challenges. In spite of settled law in the U.S., claims are made against online services companies by parties who disagree with the content. Where our online content is accessed on the internet outside of the U.S., challenges may be brought under foreign laws which do not provide the same protections for online services companies as in the U.S. These challenges in either U.S. or foreign jurisdictions may rise to legal claims alleging defamation, libel, invasion of privacy, negligence, copyright or trademark infringement, or other theories based on the nature and content of the materials disseminated through the services. Certain of our services include content generated by users of our online services. Although this content is not generated by us, claims of defamation or other injury may be made against us for that content. Any costs incurred as a result of this potential liability may harm our business.

***Our stock price may be volatile and your investment could lose value.***

Our stock price is subject to changes in recommendations or earnings estimates by financial analysts, changes in investors' or analysts' valuation measures for our stock, our credit ratings and market trends unrelated to our performance. Furthermore, speculation in the press or investment community about our strategic position, financial condition, results of operations, business or security of our products, can cause changes in our stock price. These factors, as well as general economic and political conditions and the timing of announcements in the public market regarding new products, product enhancements or technological advances by our competitors or us, and any announcements by us of acquisitions, major transactions, or management changes may adversely affect our stock price. Further, any changes in the amounts or frequency of share repurchases or dividends may also adversely affect our stock price. A significant drop in our stock price could expose us to the risk of securities class actions lawsuits, which may result in substantial costs and divert management's attention and resources, which may adversely affect our business.

***Our business depends on our strong reputation and the value of our brands.***

Developing and maintaining awareness of our brands is critical to achieving widespread acceptance of our existing and future products and services and is an important element in attracting new customers. Adverse publicity (whether or not justified) relating to events or activities attributed to us, our employees or agents may tarnish our reputation and reduce the value of our brands. Damage to our reputation and loss of brand equity may reduce demand for our products and services and thus have an adverse effect on our future financial results, as well as require additional resources to rebuild our reputation and restore the value of the brands.

**ITEM 2**  
**UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS****PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS**

Stock repurchase activity during the three months ended January 31, 2013 was as follows:

<b>Period</b>	<b>Total Number of Shares Purchased</b>	<b>Average Price Paid per Share</b>	<b>Total Number of Shares Purchased as Part of Publicly Announced Plans</b>	<b>Approximate Dollar Value of Shares That May Yet Be Purchased Under the Plans</b>
November 1, 2012 through November 30, 2012	840,000	\$ 59.55	840,000	\$ 1,590,037,922
December 1, 2012 through December 31, 2012	779,800	\$ 60.43	779,800	\$ 1,542,914,795
January 1, 2013 through January 31, 2013	46,565	\$ 61.33	46,565	\$ 1,540,059,014
Total	<u>1,666,365</u>	\$ 60.01	<u>1,666,365</u>	

**Notes:**

1. All of the shares purchased as part of publicly announced plans during the three months ended January 31, 2013 were purchased under a plan we announced on August 18, 2011 under which we are authorized to repurchase up to \$2 billion of our common stock from time to time over a three-year period ending on August 15, 2014. At January 31, 2013, authorization from our Board of Directors to expend up to \$1.5 billion remained available under that plan.

**ITEM 6  
EXHIBITS**

We have filed the following exhibits as part of this report:

<u>Exhibit Number</u>	<u>Exhibit Description</u>	<u>Filed Herewith</u>	<u>Incorporated by Reference</u>
10.01+	Form of Director Restricted Stock Units Initial Grant Agreement	X	
10.02+	Form of Director Restricted Stock Units Initial Grant Agreement for Mid-Year Directors	X	
10.03+	Form of Director Restricted Stock Units Succeeding Grant Agreement	X	
10.04+	Form of Director Restricted Stock Units Succeeding Grant Agreement for Mid-Year Directors	X	
10.05+	Form of Director Restricted Stock Units Conversion Grant Agreement	X	
31.01	Certification of Chief Executive Officer	X	
31.02	Certification of Chief Financial Officer	X	
32.01*	Section 1350 Certification (Chief Executive Officer)	X	
32.02*	Section 1350 Certification (Chief Financial Officer)	X	
101.INS	XBRL Instance Document	X	
101.SCH	XBRL Taxonomy Extension Schema	X	
101.CAL	XBRL Taxonomy Extension Calculation Linkbase	X	
101.LAB	XBRL Taxonomy Extension Label Linkbase	X	
101.PRE	XBRL Taxonomy Extension Presentation Linkbase	X	
101.DEF	XBRL Taxonomy Extension Definition Linkbase	X	

+ Indicates a management contract or compensatory plan or arrangement.

\* This exhibit is intended to be furnished and shall not be deemed “filed” for purposes of the Securities Exchange Act of 1934, as amended.

**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.

**INTUIT INC.  
(Registrant)**

Date: March 1, 2013

By: /s/ R. NEIL WILLIAMS

R. Neil Williams

Senior Vice President and Chief Financial Officer (Authorized Officer and Principal Financial Officer)

**EXHIBIT INDEX**

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10.02+	Form of Director Restricted Stock Units Initial Grant Agreement for Mid-Year Directors	X	
10.03+	Form of Director Restricted Stock Units Succeeding Grant Agreement	X	
10.04+	Form of Director Restricted Stock Units Succeeding Grant Agreement for Mid-Year Directors	X	
10.05+	Form of Director Restricted Stock Units Conversion Grant Agreement	X	
31.01	Certification of Chief Executive Officer	X	
31.02	Certification of Chief Financial Officer	X	
32.01*	Section 1350 Certification (Chief Executive Officer)	X	
32.02*	Section 1350 Certification (Chief Financial Officer)	X	
101.INS	XBRL Instance Document	X	
101.SCH	XBRL Taxonomy Extension Schema	X	
101.CAL	XBRL Taxonomy Extension Calculation Linkbase	X	
101.LAB	XBRL Taxonomy Extension Label Linkbase	X	
101.PRE	XBRL Taxonomy Extension Presentation Linkbase	X	
101.DEF	XBRL Taxonomy Extension Definition Linkbase	X	

+ Indicates a management contract or compensatory plan or arrangement.

\* This exhibit is intended to be furnished and shall not be deemed “filed” for purposes of the Securities Exchange Act of 1934, as amended.



Award No.[ ]

INTUIT INC. 2005 EQUITY INCENTIVE PLAN GRANT AGREEMENT

Director Restricted Stock Units- Two-Year Vesting (Initial Grant)

Intuit Inc., a Delaware corporation (the "Company"), hereby grants you a restricted stock unit award ("Award") pursuant to the Company's 2005 Equity Incentive Plan, as amended (the "Plan"), for the number of shares of the Company's Common Stock, \$0.01 par value per share ("Common Stock") set forth below. All capitalized terms in this Grant Agreement ("Agreement") that are not defined in this Agreement have the meanings given to them in the Plan. This Award is subject to all of the terms and conditions of the Plan, which is incorporated into this Agreement by reference. This Agreement is not meant to interpret, extend, or change the Plan in any way, or to represent the full terms of the Plan. If there is any discrepancy, conflict or omission between this Agreement and the provisions of the Plan, the provisions of the Plan shall apply.

Name of Participant: [ ]
Address: [ ]
[ ]

Number of Shares: [RSUs covering number of Shares equal to \$75,000]
Date of Grant: [First business day after the participant becomes a member of the Board]
Vesting Schedule: Your award will vest on the following date(s) provided that you do not experience a Termination (as such term is defined in the Plan) (each date, a "Vesting Date").
50% on [1st anniversary of the Date of Grant]
50% on [2nd anniversary of the Date of Grant]

- 1. Termination: In the event you experience a Termination prior to a Vesting Date, the following provisions will govern the vesting of this Award:
(a) Termination Generally: In the event of your Termination prior to a Vesting Date for any reason other than due to your death or Total Disability (or pursuant to Section 1(d), below), this Award will cease to vest and you will have no right or claim to the unvested portion of the Award, which shall terminate immediately following your Termination under this Section 1(a).
(b) Termination due to Death: In the event of your Termination prior to a Vesting Date due to your death, this Award will vest on the date of your Termination as to 100% of the Number of Shares.
(c) Termination due to Total Disability: In the event of your Termination prior to a Vesting Date due to your Total Disability, this Award will vest on the date of your Termination as to 100% of the Number of Shares. Total Disability is defined in Section 10.5(d) of the Plan.
(d) In the event that the date of the annual meeting of the Company's stockholders occurs within twelve months of the prior year's annual meeting of the Company's stockholders and you experience a Termination on the date of such annual meeting, your Award shall be deemed to have vested in the next installment of the Award that otherwise would have vested on the first day of the twelfth month following such meeting (but only to the extent that an installment of the Award was due to vest on such following meeting).
2. Corporate Transaction: In the event of a Corporate Transaction (as defined in the Plan, subject to the sentence that follows), this Award will vest as to 100% of the Shares. Any transaction included in the definition of Corporate Transaction per the Plan that does not constitute a "change in the ownership or effective control" of the Company, or "change in the ownership of a substantial portion of the assets" of the Company within the meaning of Treasury Regulations 1.409A-3(a)(5) and 1.409A-3(i)(5) shall not be treated as a Corporate Transaction for purposes of this Award.
3. Automatic Deferral; Issuance of Shares under this Award: Payment of the Award shall be automatically deferred until the earliest of: (a) five years from the Date of Grant; (b) Termination (for any reason); or (c) a Corporate Transaction (as described in Section 2, above) (the first to occur, the "Settlement Date"). The Company will issue you the Shares subject to this Award (a) as soon as practicable after the Settlement Date, and in no case later than December 31 of the year in which the Settlement Date occurs, or (b) in the event that you voluntarily make a valid election to further defer payment of

the Award at a time and in the manner permitted under Section 409A of the Code, at the time specified in your election. All issuances of Shares will be subject to the requirements of Section 409A of the Code. Until the date the Shares are issued to you, you will have no rights as a stockholder of the Company.

4. Rights as a Stockholder; Dividend Equivalent Rights. You shall have no voting or other rights as a stockholder with respect to the Shares of Common Stock underlying the Award until such Shares of Common Stock have been issued to you. Notwithstanding the preceding sentence, you shall be entitled to receive payment of the equivalent of any and all dividends declared by the Company on its Common Stock on each date on which dividends are paid on and after the date of grant of the Award in an amount equal to the amount of such dividends multiplied by the number of Shares of Common Stock underlying the then outstanding portion of the Award. These dividend equivalents shall be paid upon the later of (a) the date dividends are paid to the common stockholders of the Company, or (b) the date the Restricted Stock Units with respect to which such dividend equivalents are payable become vested and the underlying Shares of Common Stock are issued (it being understood that no dividend equivalents will be paid with respect to Shares underlying any Restricted Stock Units that do not vest, but that dividend equivalent rights equal to the dividends declared on the Company's Common Stock from and after the date of grant of the unvested Restricted Stock Units shall be paid as and when such Restricted Stock Units vest and the underlying Shares of Common Stock are issued).
5. Taxes: You are ultimately liable and responsible for all taxes owed by you in connection with this Award. The Company makes no representation or undertaking regarding the tax treatment of the grant, vesting, or settlement of this Award or the subsequent sale of any of the Shares. The Company does not commit and is under no obligation to structure this Award to reduce or eliminate your tax liability.
6. Disputes: Any question concerning the interpretation of this Agreement and any controversy that may arise under this Agreement, shall be determined by the Committee. Such decision by the Committee shall be final and binding.
7. Choice of Law: Because this Agreement relates to terms and conditions under which you may be issued shares of Common Stock of Intuit Inc., a Delaware corporation, an essential term of this Agreement is that it shall be governed by the laws of the State of Delaware, without regard to choice of law principles of Delaware or other jurisdictions. Any action, suit, or proceeding relating to this Agreement or the Award granted hereunder shall be brought in the state or federal courts of competent jurisdiction in Santa Clara County in the State of California.

This Agreement, together with the Plan and any documentation evidencing a deferral of your Restricted Stock Units (which are incorporated by reference), constitute the entire agreement between you and the Company with respect to this Award, and supersede all prior agreements or promises with respect to the Award. Except as provided in the Plan, this Agreement may be amended only by a written document signed by the Company and you. Subject to the terms of the Plan, the Company may assign any of its rights and obligations under this Agreement, and this Agreement shall be binding on, and inure to the benefit of, the successors and assigns of the Company. Subject to the restrictions on transfer of an Award described in Section 14 of the Plan, this Agreement shall be binding on your permitted successors and assigns (including heirs, executors, administrators and legal representatives). All notices required under this Agreement, your deferral documentation or the Plan must be mailed or hand-delivered, (1) in the case of the Company, to the Company at its address set forth in this Agreement, or at such other address designated in writing by the Company to you, and (2) in the case of you, at the address recorded in the books and records of the Company as your then current home address.

The Company has signed this Agreement effective as of the Date of Grant.

INTUIT INC.  
2632 Marine Way  
Mountain View, California 94043

By:

Brad D. Smith, President and Chief Executive Officer

Award No. [ ]

INTUIT INC. 2005 EQUITY INCENTIVE PLAN GRANT AGREEMENT  
FOR NEWLY APPOINTED MID-YEAR DIRECTORS

Director Restricted Stock Units- Two-Year Vesting (Initial Grant)

Intuit Inc., a Delaware corporation (the “Company”), hereby grants you a restricted stock unit award (“Award”) pursuant to the Company’s 2005 Equity Incentive Plan, as amended (the “Plan”), for the number of shares of the Company’s Common Stock, \$0.01 par value per share (“Common Stock”) set forth below. All capitalized terms in this Grant Agreement (“Agreement”) that are not defined in this Agreement have the meanings given to them in the Plan. This Award is subject to all of the terms and conditions of the Plan, which is incorporated into this Agreement by reference. This Agreement is not meant to interpret, extend, or change the Plan in any way, or to represent the full terms of the Plan. If there is any discrepancy, conflict or omission between this Agreement and the provisions of the Plan, the provisions of the Plan shall apply.

**Name of Participant:** [ ]  
**Address:** [ ]  
[ ]

**Number of Shares:** [RSUs covering number of Shares equal to \$75,000]  
**Date of Grant:** [First business day after the participant becomes a member of the Board]  
**Vesting Schedule:** Your award will vest on the following date(s) provided that you do not experience a Termination (as such term is defined in the Plan) (each date, a “Vesting Date”).  
50% on [1<sup>st</sup> day of 12<sup>th</sup> calendar month following the Date of Grant] (the “Initial Vesting Date”)  
50% on [1<sup>st</sup> anniversary of the Initial Vesting Date]

1. **Termination:** In the event you experience a Termination prior to a Vesting Date, the following provisions will govern the vesting of this Award:
  - (a) **Termination Generally:** In the event of your Termination prior to a Vesting Date for any reason other than due to your death or Total Disability (or pursuant to Section 1(d), below), this Award will cease to vest and you will have no right or claim to the unvested portion of the Award, which shall terminate immediately following your Termination under this Section 1(a).
  - (b) **Termination due to Death:** In the event of your Termination prior to a Vesting Date due to your death, this Award will vest on the date of your Termination as to 100% of the Number of Shares.
  - (c) **Termination due to Total Disability:** In the event of your Termination prior to a Vesting Date due to your Total Disability, this Award will vest on the date of your Termination as to 100% of the Number of Shares. Total Disability is defined in Section 10.5(d) of the Plan.
  - (d) In the event that the date of the annual meeting of the Company’s stockholders occurs within twelve months of the prior year’s annual meeting of the Company’s stockholders and you experience a Termination on the date of such annual meeting, your Award shall be deemed to have vested in the next installment of the Award that otherwise would have vested on the first day of the twelfth month following such meeting (but only to the extent that an installment of the Award was due to vest on such following meeting).
2. **Corporate Transaction:** In the event of a Corporate Transaction (as defined in the Plan, subject to the sentence that follows), this Award will vest as to 100% of the Shares. Any transaction included in the definition of Corporate Transaction per the Plan that does not constitute a “change in the ownership or effective control” of the Company, or “change in the ownership of a substantial portion of the assets” of the Company within the meaning of Treasury Regulations 1.409A-3(a)(5) and 1.409A-3(i)(5) shall not be treated as a Corporate Transaction for purposes of this Award.
3. **Automatic Deferral; Issuance of Shares under this Award:** Payment of the Award shall be automatically deferred until the earliest of: (a) five years from the Date of Grant; (b) Termination (for any reason); or (c) a Corporate Transaction (as described in Section 2, above) (the first to occur, the “Settlement Date”). The Company will issue you the Shares subject

to this Award as soon as practicable after the Settlement Date, and in no case later than December 31 of the year in which the Settlement Date occurs. All issuances of Shares will be subject to the requirements of Section 409A of the Code. Until the date the Shares are issued to you, you will have no rights as a stockholder of the Company.

4. Rights as a Stockholder; Dividend Equivalent Rights. You shall have no voting or other rights as a stockholder with respect to the Shares of Common Stock underlying the Award until such Shares of Common Stock have been issued to you. Notwithstanding the preceding sentence, you shall be entitled to receive payment of the equivalent of any and all dividends declared by the Company on its Common Stock on each date on which dividends are paid on and after the date of grant of the Award in an amount equal to the amount of such dividends multiplied by the number of Shares of Common Stock underlying the then outstanding portion of the Award. These dividend equivalents shall be paid upon the later of (a) the date dividends are paid to the common stockholders of the Company, or (b) the date the Restricted Stock Units with respect to which such dividend equivalents are payable become vested and the underlying Shares of Common Stock are issued (it being understood that no dividend equivalents will be paid with respect to Shares underlying any Restricted Stock Units that do not vest, but that dividend equivalent rights equal to the dividends declared on the Company's Common Stock from and after the date of grant of the unvested Restricted Stock Units shall be paid as and when such Restricted Stock Units vest and the underlying Shares of Common Stock are issued).
5. Taxes: You are ultimately liable and responsible for all taxes owed by you in connection with this Award. The Company makes no representation or undertaking regarding the tax treatment of the grant, vesting, or settlement of this Award or the subsequent sale of any of the Shares. The Company does not commit and is under no obligation to structure this Award to reduce or eliminate your tax liability.
6. Disputes: Any question concerning the interpretation of this Agreement and any controversy that may arise under this Agreement, shall be determined by the Committee. Such decision by the Committee shall be final and binding.
7. Choice of Law: Because this Agreement relates to terms and conditions under which you may be issued shares of Common Stock of Intuit Inc., a Delaware corporation, an essential term of this Agreement is that it shall be governed by the laws of the State of Delaware, without regard to choice of law principles of Delaware or other jurisdictions. Any action, suit, or proceeding relating to this Agreement or the Award granted hereunder shall be brought in the state or federal courts of competent jurisdiction in Santa Clara County in the State of California.

This Agreement, together with the Plan (which is incorporated by reference), constitutes the entire agreement between you and the Company with respect to this Award, and supersedes all prior agreements or promises with respect to the Award. Except as provided in the Plan, this Agreement may be amended only by a written document signed by the Company and you. Subject to the terms of the Plan, the Company may assign any of its rights and obligations under this Agreement, and this Agreement shall be binding on, and inure to the benefit of, the successors and assigns of the Company. Subject to the restrictions on transfer of an Award described in Section 14 of the Plan, this Agreement shall be binding on your permitted successors and assigns (including heirs, executors, administrators and legal representatives). All notices required under this Agreement or the Plan must be mailed or hand-delivered, (1) in the case of the Company, to the Company at its address set forth in this Agreement, or at such other address designated in writing by the Company to you, and (2) in the case of you, at the address recorded in the books and records of the Company as your then current home address.

The Company has signed this Agreement effective as of the Date of Grant.

INTUIT INC.  
2632 Marine Way  
Mountain View, California 94043

By:

Brad D. Smith, President and Chief Executive Officer

Award No. [ ]

INTUIT INC. 2005 EQUITY INCENTIVE PLAN GRANT AGREEMENT

Director Restricted Stock Units- One-Year Vesting (Succeeding Grant)

Intuit Inc., a Delaware corporation (the "Company"), hereby grants you a restricted stock unit award ("Award") pursuant to the Company's 2005 Equity Incentive Plan, as amended (the "Plan"), for the number of shares of the Company's Common Stock, \$0.01 par value per share ("Common Stock") set forth below. All capitalized terms in this Grant Agreement ("Agreement") that are not defined in this Agreement have the meanings given to them in the Plan. This Award is subject to all of the terms and conditions of the Plan, which is incorporated into this Agreement by reference. This Agreement is not meant to interpret, extend, or change the Plan in any way, or to represent the full terms of the Plan. If there is any discrepancy, conflict or omission between this Agreement and the provisions of the Plan, the provisions of the Plan shall apply.

**Name of Participant:**   
**Address:**

**Number of Shares:** [RSUs covering number of Shares equal to \$260,000]  
**Date of Grant:** [First business day following annual meeting of the Company's stockholders]  
**Vesting Schedule:** Your award will vest on the following date(s) provided that you do not experience a Termination (as such term is defined in the Plan) (each date, a "Vesting Date").  
 100% on [the first day of the 12<sup>th</sup> calendar month following the Date of Grant]

1. **Termination:** In the event you experience a Termination prior to a Vesting Date, the following provisions will govern the vesting of this Award:
  - (a) **Termination Generally:** In the event of your Termination prior to a Vesting Date for any reason other than due to your death or Total Disability (or pursuant to Section 1(d), below), this Award will cease to vest and you will have no right or claim to the unvested portion of the Award, which shall terminate immediately following your Termination under this Section 1(a).
  - (b) **Termination due to Death:** In the event of your Termination prior to a Vesting Date due to your death, this Award will vest on the date of your Termination as to 100% of the Number of Shares.
  - (c) **Termination due to Total Disability:** In the event of your Termination prior to a Vesting Date due to your Total Disability, this Award will vest on the date of your Termination as to 100% of the Number of Shares. Total Disability is defined in Section 10.5(d) of the Plan.
  - (d) In the event that the date of the annual meeting of the Company's stockholders occurs within twelve months of the prior year's annual meeting of the Company's stockholders (or within twelve months of the Date of Grant, if such Date of Grant is later than the first business day following the date of such prior year's annual meeting of the Company's stockholders), in the event of your Termination on the date of such annual meeting your Award will vest on the date of your Termination as to 100% of the Number of Shares.
2. **Corporate Transaction:** In the event of a Corporate Transaction (as defined in the Plan, subject to the sentence that follows), this Award will vest as to 100% of the Shares. Any transaction included in the definition of Corporate Transaction per the Plan that does not constitute a "change in the ownership or effective control" of the Company, or "change in the ownership of a substantial portion of the assets" of the Company within the meaning of Treasury Regulations 1.409A-3(a)(5) and 1.409A-3(i)(5) shall not be treated as a Corporate Transaction for purposes of this Award.
3. **Automatic Deferral; Issuance of Shares under this Award:** Payment of the Award shall be automatically deferred until the earliest of: (a) five years from the Date of Grant; (b) Termination (for any reason); or (c) a Corporate Transaction (as described in Section 2, above) (the first to occur, the "Settlement Date"). The Company will issue you the Shares subject to this Award (a) as soon as practicable after the Settlement Date, and in no case later than December 31 of the year in which the Settlement Date occurs, or (b) in the event that you voluntarily make a valid election to further defer payment of the Award at a time and in the manner permitted under Section 409A of the Code, at the time specified in your election. All

issuances of Shares will be subject to the requirements of Section 409A of the Code. Until the date the Shares are issued to you, you will have no rights as a stockholder of the Company.

4. Rights as a Stockholder; Dividend Equivalent Rights. You shall have no voting or other rights as a stockholder with respect to the Shares of Common Stock underlying the Award until such Shares of Common Stock have been issued to you. Notwithstanding the preceding sentence, you shall be entitled to receive payment of the equivalent of any and all dividends declared by the Company on its Common Stock on each date on which dividends are paid on and after the date of grant of the Award in an amount equal to the amount of such dividends multiplied by the number of Shares of Common Stock underlying the then outstanding portion of the Award. These dividend equivalents shall be paid upon the later of (a) the date dividends are paid to the common stockholders of the Company, or (b) the date the Restricted Stock Units with respect to which such dividend equivalents are payable become vested and the underlying Shares of Common Stock are issued (it being understood that no dividend equivalents will be paid with respect to Shares underlying any Restricted Stock Units that do not vest, but that dividend equivalent rights equal to the dividends declared on the Company's Common Stock from and after the date of grant of the unvested Restricted Stock Units shall be paid as and when such Restricted Stock Units vest and the underlying Shares of Common Stock are issued).
5. Taxes: You are ultimately liable and responsible for all taxes owed by you in connection with this Award. The Company makes no representation or undertaking regarding the tax treatment of the grant, vesting, or settlement of this Award or the subsequent sale of any of the Shares. The Company does not commit and is under no obligation to structure this Award to reduce or eliminate your tax liability.
6. Disputes: Any question concerning the interpretation of this Agreement and any controversy that may arise under this Agreement, shall be determined by the Committee. Such decision by the Committee shall be final and binding.
7. Choice of Law: Because this Agreement relates to terms and conditions under which you may be issued shares of Common Stock of Intuit Inc., a Delaware corporation, an essential term of this Agreement is that it shall be governed by the laws of the State of Delaware, without regard to choice of law principles of Delaware or other jurisdictions. Any action, suit, or proceeding relating to this Agreement or the Award granted hereunder shall be brought in the state or federal courts of competent jurisdiction in Santa Clara County in the State of California.

This Agreement, together with the Plan and any documentation evidencing a deferral of your Restricted Stock Units (which are incorporated by reference), constitute the entire agreement between you and the Company with respect to this Award, and supersede all prior agreements or promises with respect to the Award. Except as provided in the Plan, this Agreement may be amended only by a written document signed by the Company and you. Subject to the terms of the Plan, the Company may assign any of its rights and obligations under this Agreement, and this Agreement shall be binding on, and inure to the benefit of, the successors and assigns of the Company. Subject to the restrictions on transfer of an Award described in Section 14 of the Plan, this Agreement shall be binding on your permitted successors and assigns (including heirs, executors, administrators and legal representatives). All notices required under this Agreement, your deferral documentation or the Plan must be mailed or hand-delivered, (1) in the case of the Company, to the Company at its address set forth in this Agreement, or at such other address designated in writing by the Company to you, and (2) in the case of you, at the address recorded in the books and records of the Company as your then current home address.

The Company has signed this Agreement effective as of the Date of Grant.

INTUIT INC.  
2632 Marine Way  
Mountain View, California 94043

By:

Brad D. Smith, President and Chief Executive Officer

Award No. [ ]

INTUIT INC. 2005 EQUITY INCENTIVE PLAN GRANT AGREEMENT  
FOR NEWLY APPOINTED MID-YEAR DIRECTORS

Director Restricted Stock Units- One-Year Vesting (Succeeding Grant)

Intuit Inc., a Delaware corporation (the "Company"), hereby grants you a restricted stock unit award ("Award") pursuant to the Company's 2005 Equity Incentive Plan, as amended (the "Plan"), for the number of shares of the Company's Common Stock, \$0.01 par value per share ("Common Stock") set forth below. All capitalized terms in this Grant Agreement ("Agreement") that are not defined in this Agreement have the meanings given to them in the Plan. This Award is subject to all of the terms and conditions of the Plan, which is incorporated into this Agreement by reference. This Agreement is not meant to interpret, extend, or change the Plan in any way, or to represent the full terms of the Plan. If there is any discrepancy, conflict or omission between this Agreement and the provisions of the Plan, the provisions of the Plan shall apply.

**Name of Participant:** [ ]  
**Address:** [ ]  
[ ]

**Number of Shares:** [RSUs covering number of Shares equal to pro-rata portion of \$260,000]  
**Date of Grant:** [First business day after participant becomes a member of the Board]  
**Vesting Schedule:** Your award will vest on the following date(s) provided that you do not experience a Termination (as such term is defined in the Plan) (each date, a "Vesting Date").  
100% on [the first day of the 12<sup>th</sup> calendar month following the Date of Grant]

1. **Termination:** In the event you experience a Termination prior to a Vesting Date, the following provisions will govern the vesting of this Award:
  - (a) **Termination Generally:** In the event of your Termination prior to a Vesting Date for any reason other than due to your death or Total Disability (or pursuant to Section 1(d), below), this Award will cease to vest and you will have no right or claim to the unvested portion of the Award, which shall terminate immediately following your Termination under this Section 1(a).
  - (b) **Termination due to Death:** In the event of your Termination prior to a Vesting Date due to your death, this Award will vest on the date of your Termination as to 100% of the Number of Shares.
  - (c) **Termination due to Total Disability:** In the event of your Termination prior to a Vesting Date due to your Total Disability, this Award will vest on the date of your Termination as to 100% of the Number of Shares. Total Disability is defined in Section 10.5(d) of the Plan.
  - (d) In the event that the date of the annual meeting of the Company's stockholders occurs within twelve months of the prior year's annual meeting of the Company's stockholders (or within twelve months of the Date of Grant, if such Date of Grant is later than the first business day following the date of such prior year's annual meeting of the Company's stockholders), and you experience a Termination on the date of such annual meeting, your Award will vest on the date of your Termination as to 100% of the Number of Shares.
2. **Corporate Transaction:** In the event of a Corporate Transaction (as defined in the Plan, subject to the sentence that follows), this Award will vest as to 100% of the Shares. Any transaction included in the definition of Corporate Transaction per the Plan that does not constitute a "change in the ownership or effective control" of the Company, or "change in the ownership of a substantial portion of the assets" of the Company within the meaning of Treasury Regulations 1.409A-3(a)(5) and 1.409A-3(i)(5) shall not be treated as a Corporate Transaction for purposes of this Award.
3. **Automatic Deferral: Issuance of Shares under this Award:** Payment of the Award shall be automatically deferred until the earliest of: (a) five years from the Date of Grant; (b) Termination (for any reason); or (c) a Corporate Transaction (as described in Section 2, above) (the first to occur, the "Settlement Date"). The Company will issue you the Shares subject to this Award as soon as practicable after the Settlement Date, and in no case later than December 31 of the year in which

the Settlement Date occurs. All issuances of Shares will be subject to the requirements of Section 409A of the Code. Until the date the Shares are issued to you, you will have no rights as a stockholder of the Company.

4. Rights as a Stockholder; Dividend Equivalent Rights. You shall have no voting or other rights as a stockholder with respect to the Shares of Common Stock underlying the Award until such Shares of Common Stock have been issued to you. Notwithstanding the preceding sentence, you shall be entitled to receive payment of the equivalent of any and all dividends declared by the Company on its Common Stock on each date on which dividends are paid on and after the date of grant of the Award in an amount equal to the amount of such dividends multiplied by the number of Shares of Common Stock underlying the then outstanding portion of the Award. These dividend equivalents shall be paid upon the later of (a) the date dividends are paid to the common stockholders of the Company, or (b) the date the Restricted Stock Units with respect to which such dividend equivalents are payable become vested and the underlying Shares of Common Stock are issued (it being understood that no dividend equivalents will be paid with respect to Shares underlying any Restricted Stock Units that do not vest, but that dividend equivalent rights equal to the dividends declared on the Company's Common Stock from and after the date of grant of the unvested Restricted Stock Units shall be paid as and when such Restricted Stock Units vest and the underlying Shares of Common Stock are issued).
5. Taxes: You are ultimately liable and responsible for all taxes owed by you in connection with this Award. The Company makes no representation or undertaking regarding the tax treatment of the grant, vesting, or settlement of this Award or the subsequent sale of any of the Shares. The Company does not commit and is under no obligation to structure this Award to reduce or eliminate your tax liability.
6. Disputes: Any question concerning the interpretation of this Agreement and any controversy that may arise under this Agreement, shall be determined by the Committee. Such decision by the Committee shall be final and binding.
7. Choice of Law: Because this Agreement relates to terms and conditions under which you may be issued shares of Common Stock of Intuit Inc., a Delaware corporation, an essential term of this Agreement is that it shall be governed by the laws of the State of Delaware, without regard to choice of law principles of Delaware or other jurisdictions. Any action, suit, or proceeding relating to this Agreement or the Award granted hereunder shall be brought in the state or federal courts of competent jurisdiction in Santa Clara County in the State of California.

This Agreement, together with the Plan (which is incorporated by reference), constitutes the entire agreement between you and the Company with respect to this Award, and supersedes all prior agreements or promises with respect to the Award. Except as provided in the Plan, this Agreement may be amended only by a written document signed by the Company and you. Subject to the terms of the Plan, the Company may assign any of its rights and obligations under this Agreement, and this Agreement shall be binding on, and inure to the benefit of, the successors and assigns of the Company. Subject to the restrictions on transfer of an Award described in Section 14 of the Plan, this Agreement shall be binding on your permitted successors and assigns (including heirs, executors, administrators and legal representatives). All notices required under this Agreement or the Plan must be mailed or hand-delivered, (1) in the case of the Company, to the Company at its address set forth in this Agreement, or at such other address designated in writing by the Company to you, and (2) in the case of you, at the address recorded in the books and records of the Company as your then current home address.

The Company has signed this Agreement effective as of the Date of Grant.

INTUIT INC.  
2632 Marine Way  
Mountain View, California 94043

By:

Brad D. Smith, President and Chief Executive Officer



Award No. [ ]

INTUIT INC. 2005 EQUITY INCENTIVE PLAN GRANT AGREEMENT

Director Restricted Stock Units- Quarterly Vesting (Conversion Grant)

Intuit Inc., a Delaware corporation (the "Company"), hereby grants you a restricted stock unit award ("Award") pursuant to the Company's 2005 Equity Incentive Plan, as amended (the "Plan"), for the number of shares of the Company's Common Stock, \$0.01 par value per share ("Common Stock") set forth below. All capitalized terms in this Grant Agreement ("Agreement") that are not defined in this Agreement have the meanings given to them in the Plan. This Award is subject to all of the terms and conditions of the Plan, which is incorporated into this Agreement by reference. This Agreement is not meant to interpret, extend, or change the Plan in any way, or to represent the full terms of the Plan. If there is any discrepancy, conflict or omission between this Agreement and the provisions of the Plan, the provisions of the Plan shall apply.

Name of Participant: [ ]
Address: [ ]
[ ]

Number of Shares: [RSUs covering number of Shares equal to \$[ ]]
Date of Grant: [First business day following annual meeting of the Company's stockholders]
Vesting Schedule: Your award will vest on the following date(s) provided that you do not experience a Termination (as such term is defined in the Plan) (each date, a "Vesting Date").
25% on the Date of Grant
25% on [the date following the April Board meeting]
25% on [the date following the July Board meeting]
25% on [the date following the October Board meeting]

- 1. Termination: In the event you experience a Termination prior to a Vesting Date,, this Award will cease to vest and you will have no right or claim to the unvested portion of the Award, which shall terminate immediately following your Termination under this Section 1:
2. Automatic Deferral; Issuance of Shares under this Award: Payment of the Award shall be automatically deferred until the earliest of: (a) five years from the Date of Grant; (b) Termination (for any reason); or (c) a Corporate Transaction (as defined in the Plan, subject to the sentence that follows)) (the first to occur, the "Settlement Date"). Any transaction included in the definition of Corporate Transaction per the Plan that does not constitute a "change in the ownership or effective control" of the Company, or "change in the ownership of a substantial portion of the assets" of the Company within the meaning of Treasury Regulations 1.409A-3(a)(5) and 1.409A-3(i)(5) shall not be treated as a Corporate Transaction for purposes of this Award. The Company will issue you the Shares subject to this Award (a) as soon as practicable after the Settlement Date, and in no case later than December 31 of the year in which the Settlement Date occurs, or (b) in the event that you voluntarily make a valid election to further defer payment of the Award at a time and in the manner permitted under Section 409A of the Code, at the time specified in your election. All issuances of Shares will be subject to the requirements of Section 409A of the Code. Until the date the Shares are issued to you, you will have no rights as a stockholder of the Company.
3. Rights as a Stockholder; Dividend Equivalent Rights. You shall have no voting or other rights as a stockholder with respect to the Shares of Common Stock underlying the Award until such Shares of Common Stock have been issued to you. Notwithstanding the preceding sentence, you shall be entitled to receive payment of the equivalent of any and all dividends declared by the Company on its Common Stock on each date on which dividends are paid on and after the date of grant of the Award in an amount equal to the amount of such dividends multiplied by the number of Shares of Common Stock underlying the then outstanding portion of the Award. These dividend equivalents shall be paid upon the later of (a) the date dividends are paid to the common stockholders of the Company, or (b) the date the Restricted Stock Units with respect to which such dividend equivalents are payable become vested and the underlying Shares of Common Stock are issued (it being understood that no dividend equivalents will be paid with respect to Shares underlying any Restricted Stock Units that do not vest, but that dividend equivalent rights equal to the dividends declared on the Company's Common Stock from and after the date of grant of the unvested Restricted Stock Units shall be paid as and when such Restricted Stock Units vest and the underlying Shares of Common Stock are issued).

4. Taxes: You are ultimately liable and responsible for all taxes owed by you in connection with this Award. The Company makes no representation or undertaking regarding the tax treatment of the grant, vesting, or settlement of this Award or the subsequent sale of any of the Shares. The Company does not commit and is under no obligation to structure this Award to reduce or eliminate your tax liability.
5. Disputes: Any question concerning the interpretation of this Agreement and any controversy that may arise under this Agreement, shall be determined by the Committee. Such decision by the Committee shall be final and binding.
6. Choice of Law: Because this Agreement relates to terms and conditions under which you may be issued shares of Common Stock of Intuit Inc., a Delaware corporation, an essential term of this Agreement is that it shall be governed by the laws of the State of Delaware, without regard to choice of law principles of Delaware or other jurisdictions. Any action, suit, or proceeding relating to this Agreement or the Award granted hereunder shall be brought in the state or federal courts of competent jurisdiction in Santa Clara County in the State of California.

This Agreement, together with the Plan and any documentation evidencing a deferral of your Restricted Stock Units (which are incorporated by reference), constitute the entire agreement between you and the Company with respect to this Award, and supersede all prior agreements or promises with respect to the Award. Except as provided in the Plan, this Agreement may be amended only by a written document signed by the Company and you. Subject to the terms of the Plan, the Company may assign any of its rights and obligations under this Agreement, and this Agreement shall be binding on, and inure to the benefit of, the successors and assigns of the Company. Subject to the restrictions on transfer of an Award described in Section 14 of the Plan, this Agreement shall be binding on your permitted successors and assigns (including heirs, executors, administrators and legal representatives). All notices required under this Agreement, your deferral documentation or the Plan must be mailed or hand-delivered, (1) in the case of the Company, to the Company at its address set forth in this Agreement, or at such other address designated in writing by the Company to you, and (2) in the case of you, at the address recorded in the books and records of the Company as your then current home address.

The Company has signed this Agreement effective as of the Date of Grant.

INTUIT INC.  
2632 Marine Way  
Mountain View, California 94043

By:

Brad D. Smith, President and Chief Executive Officer

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO  
EXCHANGE ACT RULE 13a-14(a)/15d-14(a)**

I, Brad D. Smith, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Intuit Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 1, 2013

By: /s/ Brad D. Smith

Brad D. Smith

President and Chief Executive Officer

(Principal Executive Officer)

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO  
EXCHANGE ACT RULE 13a-14(a)/15d-14(a)**

I, R. Neil Williams, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Intuit Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 1, 2013

By: /s/ R. NEIL WILLIAMS

R. Neil Williams

Senior Vice President and Chief Financial Officer

(Principal Financial Officer)

**Certification Pursuant to 18 U.S.C. Section 1350,  
As Adopted Pursuant to  
Section 906 of The Sarbanes-Oxley Act of 2002**

In connection with the Quarterly Report of Intuit Inc. (the "Company") on Form 10-Q for the quarter ended January 31, 2013 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Brad D. Smith, President and Chief Executive Officer of the Company, certifies pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ BRAD D. SMITH

Brad D. Smith  
President and Chief Executive Officer

Date: March 1, 2013

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

**Certification Pursuant to 18 U.S.C. Section 1350,  
As Adopted Pursuant to  
Section 906 of The Sarbanes-Oxley Act of 2002**

In connection with the Quarterly Report of Intuit Inc. (the "Company") on Form 10-Q for the quarter ended January 31, 2013 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), R. Neil Williams, Senior Vice President and Chief Financial Officer of the Company, certifies pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ R. Neil Williams

R. Neil Williams

Senior Vice President and Chief Financial Officer

Date: March 1, 2013

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.