

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2011 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>			
A This return/report is for:	☐ a multiemployer plan;	☐ a multiple-employer plan; or	
	☒ a single-employer plan;	☐ a DFE (specify) ____	
B This return/report is:	☐ the first return/report;	☐ the final return/report;	
	☐ an amended return/report;	☐ a short plan year return/report (less than 12 months).	
C If the plan is a collectively-bargained plan, check here.	☐		
D Check box if filing under:	☒ Form 5558;	☐ automatic extension;	☐ the DFVC program;
	☐ special extension (enter description)		

Part II	Basic Plan Information —enter all requested information		
1a Name of plan <u>KOFAX INC 401(K) SALARY SAVINGS PLAN</u>	1b Three-digit plan number (PN) ►	<u>002</u>	
	1c Effective date of plan	<u>04/01/1990</u>	
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>KOFAX, INC.</u> <u>15211 LAGUNA CANYON ROAD</u> <u>IRVINE, CA 92618</u>	2b Employer Identification Number (EIN) <u>33-0114967</u>	2c Sponsor's telephone number <u>949-783-1000</u>	2d Business code (see instructions) <u>541519</u>

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/10/2012</u>	<u>LYNNE SCHEID</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2011)
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3a Plan administrator's name and address (if same as plan sponsor, enter "Same") KOFAX, INC. 15211 LAGUNA CANYON ROAD IRVINE, CA 92618	3b Administrator's EIN 33-0114967 3c Administrator's telephone number 949-783-1000
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	599
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	362
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	215
d Subtotal. Add lines 6a , 6b , and 6c	6d	577
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	577
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	535
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	9

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

2E 2F 2G 2J 2K 2T 3D

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) ☒ **R** (Retirement Plan Information)
- (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1) ☒ **H** (Financial Information)
- (2) ☐ **I** (Financial Information – Small Plan)
- (3) ☐ **A** (Insurance Information)
- (4) ☒ **C** (Service Provider Information)
- (5) ☒ **D** (DFE/Participating Plan Information)
- (6) ☐ **G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>KOFAX INC 401(K) SALARY SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>KOFAX, INC.</u>	D Employer Identification Number (EIN) <u>33-0114967</u>

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
FID.INV.INST.OPS.CO.

04-2647786

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 65 37 60	RECORDKEEPER	7080	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation ABF LG CAP VAL INV - STATE STREET B 04-1867445		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 0.40%		
(a) Enter service provider name as it appears on line 2 FIDELITY INVESTMENTS INSTITUTIONAL		
(b) Service Codes (see instructions) 60		
(c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation BARON SMALL CAP - DST SYSTEMS, INC. 43-1581814		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 0.40%		
(a) Enter service provider name as it appears on line 2 FIDELITY INVESTMENTS INSTITUTIONAL		
(b) Service Codes (see instructions) 60		
(c) Enter amount of indirect compensation 0		
(d) Enter name and EIN (address) of source of indirect compensation MUTUAL GBL DISCVRY A - FRANKLIN TEM 94-3167260		
(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 0.40%		

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PIMCO TOT RETURN ADM - BOSTON FINAN 330 W. 9TH STREET KANSAS CITY, MO 66160	0.26%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning	01/01/2011	and ending	12/31/2011
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A Name of plan KOFAX INC 401(K) SALARY SAVINGS PLAN	B Three-digit plan number (PN)	002
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C Plan or DFE sponsor's name as shown on line 2a of Form 5500 KOFAX, INC.	D Employer Identification Number (EIN) 33-0114967
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Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: FID MGD INC PORT

b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY

c EIN-PN 04-3022712-024	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3304507
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a Name of MTIA, CCT, PSA, or 103-12 IE:
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b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:
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b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:
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b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:
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b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:
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b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:
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b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>		
A Name of plan <u>KOFAX INC 401(K) SALARY SAVINGS PLAN</u>	B Three-digit plan number (PN) ►	<u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>KOFAX, INC.</u>	D Employer Identification Number (EIN) <u>33-0114967</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1	Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)		
	(2) Participant contributions	1b(2)		
	(3) Other	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	22	22
	(2) U.S. Government securities	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)	288462	370739
	(9) Value of interest in common/collective trusts	1c(9)	3501410	3304507
	(10) Value of interest in pooled separate accounts	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	32002752	31352960
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	35792646	35028228

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	35792646	35028228
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	553947	
(B) Participants	2a(1)(B)	3686995	
(C) Others (including rollovers)	2a(1)(C)	276503	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		4517445

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	15536	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		15536

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	739527	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		739527

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		96137
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-1724769
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		3643876

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	4399256	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		4399256
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	9038	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		9038
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		4408294

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-764418
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: BDO

(2) EIN: 13-5381590

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....	☒	☐	1098173
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....	☐	☒	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	☐	☒	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....	☐	☒	
e Was this plan covered by a fidelity bond?.....	☒	☐	1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	☐	☒	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	☐	☒	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	☐	☒	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	☒	☐	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....	☐	☒	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....	☐	☒	
l Has the plan failed to provide any benefit when due under the plan?	☐	☒	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....	☐	☒	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	☐	☒	

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?

If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>KOFAX INC 401(K) SALARY SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>KOFAX, INC.</u>	D Employer Identification Number (EIN) <u>33-0114967</u>

Part I	Distributions
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All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. Complete as many entries as needed to report all applicable employers.

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

Kofax, Inc.
401(k) Salary Savings Plan

Financial Statements and
Supplemental Schedule
As of December 31, 2011 and 2010 and
For the Year Ended December 31, 2011

The report accompanying these financial statements was issued by BDO USA, LLP, a Delaware limited liability partnership and the U.S. member of BDO International Limited, a UK company limited by guarantee.



Kofax, Inc.
401(k) Salary Savings Plan

Financial Statements and Supplemental Schedule
As of December 31, 2011 and 2010 and
For the Year Ended December 31, 2011

Kofax, Inc.
401(k) Salary Savings Plan

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Note: All other schedules have been omitted since the information is either disclosed elsewhere in the financial statements or not required by 29 CFR 2520.103-10 of the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



Independent Auditors' Report

Plan Committee
Kofax, Inc.
401(k) Salary Savings Plan
Irvine, California

We were engaged to audit the statements of net assets available for benefits of the Kofax, Inc. 401(k) Salary Savings Plan (the "Plan") as of December 31, 2011 and 2010, the related statement of changes in net assets available for benefits for the year ended December 31, 2011 and the supplemental schedule of assets (held at end of year) as of December 31, 2011. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2011 and 2010 and for the year ended December 31, 2011 that the information provided to the Plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The supplemental schedule is presented for the purposes of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the investment information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

BDO USA, LLP

October 8, 2012

Financial Statements

Kofax, Inc.
401(k) Salary Savings Plan

Statements of Net Assets Available for Benefits

<i>December 31,</i>	2011	2010
Assets		
Cash	\$ 22	\$ 22
Investments, at fair value:		
Mutual funds	31,352,960	32,002,752
Common collective trusts	3,304,507	3,501,410
Total cash and Investment	34,657,489	35,504,184
Receivables:		
Notes receivable from participants	370,739	288,462
Total assets	35,028,228	35,792,646
Adjustment from fair value to contract value for fully benefit-responsive investment contracts (common collective trusts)	(81,502)	(28,470)
Net assets available for benefits	\$ 34,946,726	\$ 35,764,176

See accompanying independent auditors' report and notes to financial statements.

Kofax, Inc.
401(k) Salary Savings Plan

Statement of Changes in Net Assets Available for Benefits

<i>Year ended December 31,</i>	2011
Changes in net assets attributed to:	
Net investment income (loss):	
Interest income	\$ 782,632
Net depreciation in fair value of investments	(1,724,768)
Total net investment loss	(942,136)
Contributions:	
Participants	3,686,995
Employer, net	553,946
Rollover	276,503
Total contributions	4,517,444
Interest income on notes receivable from participants	15,536
Total additions	3,590,844
Deductions from net assets attributed to:	
Benefits paid to participants and beneficiaries	4,399,256
Administrative expenses	9,038
Total deductions	4,408,294
Net decrease in assets available for benefits	(817,450)
Net assets available for benefits, beginning of year	35,764,176
Net assets available for benefits, end of year	\$ 34,946,726

See accompanying independent auditors' report and notes to financial statements.

Kofax, Inc.
401(k) Salary Savings Plan
Notes to Financial Statements

1. Description of Plan

The following description of the Kofax, Inc. 401(k) Salary Savings Plan (the “Plan”) provides only general information. Participants should refer to the Plan agreement or Summary Plan Description for a more complete description of the Plan’s provisions.

General

The Plan, established April 1, 1990, is a contributory, defined contribution 401(K) Salary Savings Plan available to qualifying employees of Kofax, Inc. (the “Company”). The Company’s Senior Vice President of Human Resources has been appointed as the Plan’s administrator. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

Eligibility

To be eligible to participate in the Plan, an employee must have attained the age of 21, have completed at least three months of service, and be a regular or part-time employee.

The Plan allows consultants, who have attained the age of 21 and have completed at least 1,000 hours of service during an Eligibility Computation Period, to be eligible to participate in the Plan.

Contributions

Participants may contribute up to 60% of pretax annual compensation, as defined in the Plan, up to the maximum allowable under the Internal Revenue Code (“IRC”) each year. Participants who have attained age 50 or greater before the end of the Plan year are eligible to make catch-up contributions. Participants may contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants may also elect to contribute a percentage of eligible compensation to the Plan on an after-tax basis.

The Company may, at its discretion, make matching contributions of a specified percent to participants who are employed on the last day of the Plan year and who have at least 1,000 hours of service during the year.

Additionally, the Company may also make discretionary employee contributions in an amount determined at Plan year-end by the Board of Directors. The Company matched 50% of the first \$4,000 of employees’ contributions in 2011 and 2010.

Participant Accounts

Each participant’s account is credited with the participant’s contribution and an allocation of the Company’s matching contribution and Plan earnings and expenses.

The Company’s matching contributions are allocated in accordance with participant allocation elections. Plan earnings are allocated based on participant earnings or account balance, as defined. The benefits to which a participant is entitled are the benefits that can be provided from a participant’s account.

Kofax, Inc.
401(k) Salary Savings Plan
Notes to Financial Statements

Vesting

Eligible participants are immediately vested in their voluntary contributions and any income or loss thereon. Employer contributions and earnings vest at a rate of 20% per year beginning after two years of service.

Effective January 1, 2011, the Company amended the Plan to allow for participants who completed one year of service to be fully vested in employer matching contributions and nonelective contributions and any earnings thereon.

Notes receivable from participants

Participant may borrow from their accounts up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. The loans are secured by the balance in the participant's account. The Company determines the appropriate interest rate based on the interest rates for loans of comparable quality and duration extended by banks and other financial institutions in the business of lending money for loans under similar circumstances. Interest rates range from 4.75% to 10% on loans outstanding as of December 31, 2011. Loans are repayable ratably through periodic payroll deductions over a term not exceeding five years, or ten years for loans used for the purchase of a primary residence.

Payment of Benefits

On termination of service, death, disability, or retirement, a participant will receive a lump-sum amount equal to the value of the participant's vested interest in his or her account. Additionally, under certain circumstances of financial hardship, the participant is allowed to withdraw funds from the Plan. Balances under \$1,000 may be paid out at the discretion of the Company.

Forfeitures

Forfeitures resulting from the non-vested portions of accounts of participants who terminated prior to being fully vested are generally used first to pay the administrative expenses of the Plan, and any remaining amounts may be used to reduce future Company contributions. At December 31, 2011 and 2010, forfeited non-vested amounts totaled \$28,948 and \$89,015, respectively. During the year ended December 31, 2011, amounts of \$4,605 and \$124,778 were used with funds from forfeited non-vested accounts to pay plan expenses and to reduce employer contributions, respectively.

Administrative Expenses

Certain administrative functions are performed by officers or employees of the Company. No officers or employees received compensation from the Plan. Certain administrative expenses of the Plan are paid directly by the Plan from the forfeiture account. If there are insufficient funds in the forfeiture account, administrative expenses are then paid by the Plan sponsor. Participants are responsible for asset maintenance fees, loan fees, and distribution fees.

Kofax, Inc.
401(k) Salary Savings Plan
Notes to Financial Statements

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared under the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America.

As described in the Plan Accounting – Defined Contribution Pension Plans topic of the Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 962, investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for plan benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan.

The Plan invests in the Fidelity Managed Income Portfolio which is a common collective trust (“CCT”). It invests in fully benefit-responsive investment contracts issued by insurance companies and other financial institutions, and in fixed income securities (see Investment Valuation and Income Recognition). The Plan’s Statements of Net Assets Available for Benefits present the fair value of these investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein, and disclosures of contingent assets and liabilities. Actual results could materially differ from those estimates.

Investment Valuation and Income Recognition

The Plan’s investments are stated at fair value. The Plan’s investments in mutual funds are stated at fair value based on quoted market prices of the net assets value of shares held by the Plan at year-end. Shares of the common collective trust are valued at net unit value as determined by the trustee at year end except when holding fully benefit-responsive investment contracts. The fair value of such investment contracts held by the CCT is determined using the market price of the underlying securities and the value of the investment contracts.

The Plan holds shares of CCTs that have investments in fully benefit-responsive investment contracts. For purposes of the Statements of Net Assets Available for Benefits, these CCTs are stated at fair value with an adjustment from fair value to contract value.

The Plan’s trustee certified the fair market value of the common collective trusts as \$3,304,507 and \$3,501,410 at December 31, 2011 and 2010, respectively. The contract value of the CCTs was less than the fair value by \$81,502 and \$28,470 at December 31, 2011 and 2010, respectively.

Kofax, Inc.
401(k) Salary Savings Plan
Notes to Financial Statements

Net Appreciation (Depreciation) in Fair Value of Investments

Realized and unrealized appreciation (depreciation) in the fair value of investments is based on the difference between the fair value of the assets at the beginning of the year, or at the time of purchase for assets purchased during the year, and the related fair value on the day investments are sold with respect to realized appreciation (depreciation), or on the last day of the year for unrealized appreciation (depreciation). Realized and unrealized appreciation (depreciation) is recorded in the accompanying Statement of Changes in Net Assets Available for Benefits as net appreciation (depreciation) in fair value of investments.

Payment of Benefits

Benefits are recorded when paid.

Notes receivable from participants

Notes receivable from participants are measured at the unpaid principal balance plus unpaid accrued interest. The Plan classifies all notes receivable from participants in default if any scheduled repayment remains unpaid as of the last business day of the calendar quarter following the calendar quarter in which a receivable is initially considered past due. Defaulted receivables are deemed distributed and recorded as benefits paid to participants in the Statement of Changes in Net Assets Available for Benefits. During 2011, there were no deemed distributions.

Recently Issued Accounting Pronouncements

In May 2011, the FASB issued ASU 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS* ("ASU 2011-04"). ASU 2011-04 amended ASC 820, *Fair Value Measurements and Disclosures*, to provide a consistent definition of fair value and improve the comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with U.S. GAAP and IFRS. Some of the amendments clarify the application of existing fair value measurement and disclosure requirements, while other amendments change a particular principle or requirement for measuring fair value or disclosing information about fair value measurements. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. Plan management is currently evaluating the effect that the provisions of ASU 2011-04 will have on the Plan's financial statements.

3. Investments

The Plan's investments that represent 5% or more of the fair value of the Plan's net assets as of December 31, 2011 and 2010 are as follows:

<i>December 31,</i>	2011	2010
Fidelity Contrafund	\$ 5,553,465	\$ 6,233,423
Fidelity Managed Income Portfolio	3,304,507	3,501,410
Fidelity Low-Priced Stock	2,460,115	2,598,099
Spartan 500 Index	2,045,257	2,521,007
Fidelity Investment Grade Bond	2,023,635	1,819,354

Kofax, Inc.
401(k) Salary Savings Plan
Notes to Financial Statements

During 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value as follows:

<i>Year ended December 31,</i>	<i>2011</i>
Mutual Funds	\$ (1,724,768)
Net depreciation	\$ (1,724,768)

4. Fair Value Measurements

ASC 820 *Fair Value Measurements and Disclosure* provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurement) and lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described as follows:

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2 – Quoted prices in markets that are not considered to be active for financial instruments for which all the significant inputs are observable, either directly, or indirectly.

Level 3 – Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

An asset's fair value measurement within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of observable inputs and minimize the use of unobservable inputs. Where quoted prices are available in an active market for identical instruments, investment securities are classified within level 1 of the valuation hierarchy. If quoted market prices are not available, then fair value are estimated by using pricing models, quoted prices of securities with similar characteristics or discounted cash flows. In cases where there is limited activity or less transparency around inputs to the valuation, investment securities are classified within level 3 of the valuation hierarchy.

The following table set forth by level, within the fair value hierarchy, the Plan's investment assets measured at fair value as of December 31, 2011:

	Level 1	Level 2	Level 3	Total
Mutual Funds	\$ 31,352,960	\$ -	\$ -	\$ 31,352,960
Common Collective Trust	-	3,304,507	-	3,304,507
Total	\$ 31,352,960	\$ 3,304,507	\$ -	\$ 34,657,467

Kofax, Inc.
401(k) Salary Savings Plan

Notes to Financial Statements

The following table set forth by level, within the fair value hierarchy, the Plan's investment assets measured at fair value as of December 31, 2010:

	Level 1	Level 2	Level 3	Total
Mutual Funds	\$ 32,002,752	\$ -	\$ -	\$ 32,002,752
Common Collective Trust	-	3,501,410	-	3,501,410
Total	\$ 32,002,752	\$ 3,501,410	\$ -	\$ 35,504,162

The Plan's investments that are measured at fair value on a recurring basis, such as money market funds, mutual funds, and equity securities are generally classified within level 1 of the fair value hierarchy. The fair values of these investments are based on quoted market prices in active markets. The Plan also invests in a common collective trust for which the valuation is based on the values of the underlying investments. Based on the nature of the underlying investments in a common collective trust, this investment asset has been classified as level 2.

5. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the form 5500:

<i>December 31,</i>	2011	2010
Net assets available for benefits per the financial statements	\$34,946,726	\$ 35,764,176
Adjustment to reflect fair value of fully benefit-responsive investment contract	81,502	28,470
Net assets available for benefits per the Form 5500	\$35,028,228	\$ 35,792,646

The following is a reconciliation of the changes in net assets available for benefits as reported on Form 5500 with that reported in the accompanying financial statements:

<i>Year ended December 31,</i>	2011
Total investment income as reported on Form 5500	\$ (764,418)
Adjustment from fair value to contract value for fully benefit-responsive investment contract (common collective trust):	
Beginning of period	28,470
End of period	(81,502)
Net decrease in assets available for benefits as reported on the accompanying financial statements	\$ (817,450)

Kofax, Inc.
401(k) Salary Savings Plan
Notes to Financial Statements

6. Information Certified by the Custodian and Trustee

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Accordingly, the trustee has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

<i>December 31,</i>	2011	2010
Mutual funds	\$ 31,352,960	\$ 32,002,752
Common collective trust	3,304,507	3,501,410

<i>Year ended December 31,</i>	2011
Interest Income	\$ 782,632
Net depreciation in fair value of investments	(1,724,768)

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

7. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provision of ERISA. In the event of plan termination, participants' accounts will become fully vested and nonforfeitable.

8. Income Tax Status

The internal Revenue Service has determined and informed the Plan Committee, in a letter dated May 1, 1995, that the Plan is qualified and the trust established under the Plan is tax-exempt under the appropriate section of the IRC. Although the Plan has been amended since receiving the determination letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that, as of December 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

Kofax, Inc.
401(k) Salary Savings Plan
Notes to Financial Statements

9. Parties-in-interest Transactions

Certain Plan investments are shares of mutual funds managed by Fidelity Management Trust Company, which is the trustee as defined by the Plan, and therefore, these transactions qualify as party-in-interest.

10. Commitments and Contingencies

By letter dated April 4, 2011, the United States Department of Labor ("DOL") initiated a limited review of the Plan's operations. As a result of the DOL investigation and review of Plan records for the period January 1, 2007 through October 31, 2011, DOL proposed an immaterial adjustment to each participant account for delay in remittance of contributions. The result of DOL's investigation had no significant impact on the Plan's financial statements issued for the years ended December 31, 2007 through December 31, 2011.

11. Risks and Uncertainties

The Plan provides for various investment options in any combination of fixed-income securities, mutual funds, and other investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the Statement of Net Assets Available for Benefits and the Statement of Changes in Net Assets Available for benefits.

The Plan's exposure to credit loss in the event of nonperformance of investments is limited to the carrying value of such instruments. The Plan's provision as well as those ERISA and the participants' investment preference dictate the Plan's concentration of credit risk and market risk.

12. Subsequent Events

The Company evaluates subsequent events in accordance with ASC 855, *Subsequent Events*. The Company evaluated subsequent events through October 8, 2012, which is when these audited financial statements were available to be issued. The Company is not aware of any significant events that would have a material impact on its financial statements.

Supplemental Schedule

Kofax, Inc
401(k) Salary Savings Plan

Schedule of Assets (Held at End of Year) - December 31, 2011

EIN: 33-0114967
Plan Number: 002
Form Number: 5500

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment, including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Date	(d) Cost	(e) Current Value
<i>Cash:</i>				
*	Fidelity Retirement Money Market	22	**	\$ 22
<i>Common Collective Trust:</i>				
*	Fidelity Managed Income Portfolio	3,223,005 units	**	3,304,507
<i>Mutual Funds:</i>				
*	Fidelity Contrafund	82,322 units	**	5,553,465
*	Fidelity Low Price Stock	68,853 units	**	2,460,115
*	Spartan 500 Index	45,971 units	**	2,045,257
*	Fidelity Investment Grade Bond	262,129 units	**	2,023,635
*	Fidelity Overseas	48,273 units	**	1,278,274
*	Fidelity Magellan	19,988 units	**	1,258,873
*	Fidelity Assets Manager 70%	94,744 units	**	1,462,849
*	Fidelity Diversified International	42,870 units	**	1,094,047
*	Fidelity Growth Strategies	51,190 units	**	952,643
*	Fidelity Freedom 2025	114,924 units	**	1,242,324
*	Fidelity OTC Portfolio	28,532 units	**	1,560,719
*	Fidelity Middle Cap Stock	38,294 units	**	1,020,907
*	Fidelity Emerging Markets	28,484 units	**	584,495
*	Pimco Total Return Admin	84,174 units	**	914,969
*	ABF LG Cap Value INV	31,317 units	**	552,428
*	Fidelity Small Cap Stock	32,668 units	**	540,326
*	Fidelity Freedom 2040	129,680 units	**	954,447
*	Fidelity Strategic Income	66,140 units	**	714,976
*	Fidelity Value	7,383 units	**	468,573
*	Fidelity Freedom 2030	55,322 units	**	710,338
*	Fidelity Dividend Growth	17,605 units	**	455,448
*	Baron Small Cap	21,689 units	**	497,323
*	Fidelity Freedom 2020	35,111 units	**	460,639
*	Fidelity US Bond Index	45,841 units	**	540,004
*	Fidelity Freedom 2035	42,636 units	**	449,806
*	Mutual Global Discovery A	13,392 units	**	363,455
*	Fidelity Freedom 2015	40,798 units	**	445,924
*	Fidelity Freedom 2010	4,862 units	**	63,688
*	Fidelity Freedom Income	29,315 units	**	329,495
*	Fidelity Freedom 2000	8,318 units	**	98,818
*	Fidelity Freedom 2045	17,147 units	**	149,011
*	Fidelity Freedom 2005	7,018 units	**	73,829
*	Fidelity Freedom 2050	3,730 units	**	31,860
<i>Total Mutual Funds</i>				31,352,960
*	Notes receivable from participants	Note receivables from participants with interest rates of 4.75%-10.00%		370,739
Total Assets:				\$ 35,028,228

* Indicates parties-in-interest to the Plan as defined by ERISA.

** All investments are participant-directed; therefore, disclosure of cost is not required.

Kofax, Inc.
401(k) Salary Savings Plan

Financial Statements and
Supplemental Schedule
As of December 31, 2011 and 2010 and
For the Year Ended December 31, 2011

The report accompanying these financial statements was issued by BDO USA, LLP, a Delaware limited liability partnership and the U.S. member of BDO International Limited, a UK company limited by guarantee.



Kofax, Inc.
401(k) Salary Savings Plan

Financial Statements and Supplemental Schedule
As of December 31, 2011 and 2010 and
For the Year Ended December 31, 2011

Kofax, Inc.
401(k) Salary Savings Plan

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Note: All other schedules have been omitted since the information is either disclosed elsewhere in the financial statements or not required by 29 CFR 2520.103-10 of the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



Independent Auditors' Report

Plan Committee
Kofax, Inc.
401(k) Salary Savings Plan
Irvine, California

We were engaged to audit the statements of net assets available for benefits of the Kofax, Inc. 401(k) Salary Savings Plan (the "Plan") as of December 31, 2011 and 2010, the related statement of changes in net assets available for benefits for the year ended December 31, 2011 and the supplemental schedule of assets (held at end of year) as of December 31, 2011. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of December 31, 2011 and 2010 and for the year ended December 31, 2011 that the information provided to the Plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The supplemental schedule is presented for the purposes of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the investment information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

BDO USA, LLP

October 8, 2012

Financial Statements

Kofax, Inc.
401(k) Salary Savings Plan

Statements of Net Assets Available for Benefits

<i>December 31,</i>	2011	2010
Assets		
Cash	\$ 22	\$ 22
Investments, at fair value:		
Mutual funds	31,352,960	32,002,752
Common collective trusts	3,304,507	3,501,410
Total cash and Investment	34,657,489	35,504,184
Receivables:		
Notes receivable from participants	370,739	288,462
Total assets	35,028,228	35,792,646
Adjustment from fair value to contract value for fully benefit-responsive investment contracts (common collective trusts)	(81,502)	(28,470)
Net assets available for benefits	\$ 34,946,726	\$ 35,764,176

See accompanying independent auditors' report and notes to financial statements.

Kofax, Inc.
401(k) Salary Savings Plan

Statement of Changes in Net Assets Available for Benefits

<i>Year ended December 31,</i>	2011
Changes in net assets attributed to:	
Net investment income (loss):	
Interest income	\$ 782,632
Net depreciation in fair value of investments	(1,724,768)
Total net investment loss	(942,136)
Contributions:	
Participants	3,686,995
Employer, net	553,946
Rollover	276,503
Total contributions	4,517,444
Interest income on notes receivable from participants	15,536
Total additions	3,590,844
Deductions from net assets attributed to:	
Benefits paid to participants and beneficiaries	4,399,256
Administrative expenses	9,038
Total deductions	4,408,294
Net decrease in assets available for benefits	(817,450)
Net assets available for benefits, beginning of year	35,764,176
Net assets available for benefits, end of year	\$ 34,946,726

See accompanying independent auditors' report and notes to financial statements.

Kofax, Inc.
401(k) Salary Savings Plan
Notes to Financial Statements

1. Description of Plan

The following description of the Kofax, Inc. 401(k) Salary Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement or Summary Plan Description for a more complete description of the Plan's provisions.

General

The Plan, established April 1, 1990, is a contributory, defined contribution 401(K) Salary Savings Plan available to qualifying employees of Kofax, Inc. (the "Company"). The Company's Senior Vice President of Human Resources has been appointed as the Plan's administrator. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Eligibility

To be eligible to participate in the Plan, an employee must have attained the age of 21, have completed at least three months of service, and be a regular or part-time employee.

The Plan allows consultants, who have attained the age of 21 and have completed at least 1,000 hours of service during an Eligibility Computation Period, to be eligible to participate in the Plan.

Contributions

Participants may contribute up to 60% of pretax annual compensation, as defined in the Plan, up to the maximum allowable under the Internal Revenue Code ("IRC") each year. Participants who have attained age 50 or greater before the end of the Plan year are eligible to make catch-up contributions. Participants may contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants may also elect to contribute a percentage of eligible compensation to the Plan on an after-tax basis.

The Company may, at its discretion, make matching contributions of a specified percent to participants who are employed on the last day of the Plan year and who have at least 1,000 hours of service during the year.

Additionally, the Company may also make discretionary employee contributions in an amount determined at Plan year-end by the Board of Directors. The Company matched 50% of the first \$4,000 of employees' contributions in 2011 and 2010.

Participant Accounts

Each participant's account is credited with the participant's contribution and an allocation of the Company's matching contribution and Plan earnings and expenses.

The Company's matching contributions are allocated in accordance with participant allocation elections. Plan earnings are allocated based on participant earnings or account balance, as defined. The benefits to which a participant is entitled are the benefits that can be provided from a participant's account.

Kofax, Inc.
401(k) Salary Savings Plan
Notes to Financial Statements

Vesting

Eligible participants are immediately vested in their voluntary contributions and any income or loss thereon. Employer contributions and earnings vest at a rate of 20% per year beginning after two years of service.

Effective January 1, 2011, the Company amended the Plan to allow for participants who completed one year of service to be fully vested in employer matching contributions and nonelective contributions and any earnings thereon.

Notes receivable from participants

Participant may borrow from their accounts up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. The loans are secured by the balance in the participant's account. The Company determines the appropriate interest rate based on the interest rates for loans of comparable quality and duration extended by banks and other financial institutions in the business of lending money for loans under similar circumstances. Interest rates range from 4.75% to 10% on loans outstanding as of December 31, 2011. Loans are repayable ratably through periodic payroll deductions over a term not exceeding five years, or ten years for loans used for the purchase of a primary residence.

Payment of Benefits

On termination of service, death, disability, or retirement, a participant will receive a lump-sum amount equal to the value of the participant's vested interest in his or her account. Additionally, under certain circumstances of financial hardship, the participant is allowed to withdraw funds from the Plan. Balances under \$1,000 may be paid out at the discretion of the Company.

Forfeitures

Forfeitures resulting from the non-vested portions of accounts of participants who terminated prior to being fully vested are generally used first to pay the administrative expenses of the Plan, and any remaining amounts may be used to reduce future Company contributions. At December 31, 2011 and 2010, forfeited non-vested amounts totaled \$28,948 and \$89,015, respectively. During the year ended December 31, 2011, amounts of \$4,605 and \$124,778 were used with funds from forfeited non-vested accounts to pay plan expenses and to reduce employer contributions, respectively.

Administrative Expenses

Certain administrative functions are performed by officers or employees of the Company. No officers or employees received compensation from the Plan. Certain administrative expenses of the Plan are paid directly by the Plan from the forfeiture account. If there are insufficient funds in the forfeiture account, administrative expenses are then paid by the Plan sponsor. Participants are responsible for asset maintenance fees, loan fees, and distribution fees.

Kofax, Inc.
401(k) Salary Savings Plan
Notes to Financial Statements

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared under the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America.

As described in the Plan Accounting – Defined Contribution Pension Plans topic of the Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 962, investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for plan benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan.

The Plan invests in the Fidelity Managed Income Portfolio which is a common collective trust (“CCT”). It invests in fully benefit-responsive investment contracts issued by insurance companies and other financial institutions, and in fixed income securities (see Investment Valuation and Income Recognition). The Plan’s Statements of Net Assets Available for Benefits present the fair value of these investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein, and disclosures of contingent assets and liabilities. Actual results could materially differ from those estimates.

Investment Valuation and Income Recognition

The Plan’s investments are stated at fair value. The Plan’s investments in mutual funds are stated at fair value based on quoted market prices of the net assets value of shares held by the Plan at year-end. Shares of the common collective trust are valued at net unit value as determined by the trustee at year end except when holding fully benefit-responsive investment contracts. The fair value of such investment contracts held by the CCT is determined using the market price of the underlying securities and the value of the investment contracts.

The Plan holds shares of CCTs that have investments in fully benefit-responsive investment contracts. For purposes of the Statements of Net Assets Available for Benefits, these CCTs are stated at fair value with an adjustment from fair value to contract value.

The Plan’s trustee certified the fair market value of the common collective trusts as \$3,304,507 and \$3,501,410 at December 31, 2011 and 2010, respectively. The contract value of the CCTs was less than the fair value by \$81,502 and \$28,470 at December 31, 2011 and 2010, respectively.

Kofax, Inc.
401(k) Salary Savings Plan
Notes to Financial Statements

Net Appreciation (Depreciation) in Fair Value of Investments

Realized and unrealized appreciation (depreciation) in the fair value of investments is based on the difference between the fair value of the assets at the beginning of the year, or at the time of purchase for assets purchased during the year, and the related fair value on the day investments are sold with respect to realized appreciation (depreciation), or on the last day of the year for unrealized appreciation (depreciation). Realized and unrealized appreciation (depreciation) is recorded in the accompanying Statement of Changes in Net Assets Available for Benefits as net appreciation (depreciation) in fair value of investments.

Payment of Benefits

Benefits are recorded when paid.

Notes receivable from participants

Notes receivable from participants are measured at the unpaid principal balance plus unpaid accrued interest. The Plan classifies all notes receivable from participants in default if any scheduled repayment remains unpaid as of the last business day of the calendar quarter following the calendar quarter in which a receivable is initially considered past due. Defaulted receivables are deemed distributed and recorded as benefits paid to participants in the Statement of Changes in Net Assets Available for Benefits. During 2011, there were no deemed distributions.

Recently Issued Accounting Pronouncements

In May 2011, the FASB issued ASU 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS* ("ASU 2011-04"). ASU 2011-04 amended ASC 820, *Fair Value Measurements and Disclosures*, to provide a consistent definition of fair value and improve the comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with U.S. GAAP and IFRS. Some of the amendments clarify the application of existing fair value measurement and disclosure requirements, while other amendments change a particular principle or requirement for measuring fair value or disclosing information about fair value measurements. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. Plan management is currently evaluating the effect that the provisions of ASU 2011-04 will have on the Plan's financial statements.

3. Investments

The Plan's investments that represent 5% or more of the fair value of the Plan's net assets as of December 31, 2011 and 2010 are as follows:

<i>December 31,</i>	2011	2010
Fidelity Contrafund	\$ 5,553,465	\$ 6,233,423
Fidelity Managed Income Portfolio	3,304,507	3,501,410
Fidelity Low-Priced Stock	2,460,115	2,598,099
Spartan 500 Index	2,045,257	2,521,007
Fidelity Investment Grade Bond	2,023,635	1,819,354

Kofax, Inc.
401(k) Salary Savings Plan
Notes to Financial Statements

During 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) depreciated in value as follows:

<i>Year ended December 31,</i>	<i>2011</i>
Mutual Funds	\$ (1,724,768)
Net depreciation	\$ (1,724,768)

4. Fair Value Measurements

ASC 820 *Fair Value Measurements and Disclosure* provides a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurement) and lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described as follows:

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2 – Quoted prices in markets that are not considered to be active for financial instruments for which all the significant inputs are observable, either directly, or indirectly.

Level 3 – Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

An asset's fair value measurement within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of observable inputs and minimize the use of unobservable inputs. Where quoted prices are available in an active market for identical instruments, investment securities are classified within level 1 of the valuation hierarchy. If quoted market prices are not available, then fair value are estimated by using pricing models, quoted prices of securities with similar characteristics or discounted cash flows. In cases where there is limited activity or less transparency around inputs to the valuation, investment securities are classified within level 3 of the valuation hierarchy.

The following table set forth by level, within the fair value hierarchy, the Plan's investment assets measured at fair value as of December 31, 2011:

	Level 1	Level 2	Level 3	Total
Mutual Funds	\$ 31,352,960	\$ -	\$ -	\$ 31,352,960
Common Collective Trust	-	3,304,507	-	3,304,507
Total	\$ 31,352,960	\$ 3,304,507	\$ -	\$ 34,657,467

Kofax, Inc.
401(k) Salary Savings Plan

Notes to Financial Statements

The following table set forth by level, within the fair value hierarchy, the Plan's investment assets measured at fair value as of December 31, 2010:

	Level 1	Level 2	Level 3	Total
Mutual Funds	\$ 32,002,752	\$ -	\$ -	\$ 32,002,752
Common Collective Trust	-	3,501,410	-	3,501,410
Total	\$ 32,002,752	\$ 3,501,410	\$ -	\$ 35,504,162

The Plan's investments that are measured at fair value on a recurring basis, such as money market funds, mutual funds, and equity securities are generally classified within level 1 of the fair value hierarchy. The fair values of these investments are based on quoted market prices in active markets. The Plan also invests in a common collective trust for which the valuation is based on the values of the underlying investments. Based on the nature of the underlying investments in a common collective trust, this investment asset has been classified as level 2.

5. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the form 5500:

<i>December 31,</i>	2011	2010
Net assets available for benefits per the financial statements	\$34,946,726	\$ 35,764,176
Adjustment to reflect fair value of fully benefit-responsive investment contract	81,502	28,470
Net assets available for benefits per the Form 5500	\$35,028,228	\$ 35,792,646

The following is a reconciliation of the changes in net assets available for benefits as reported on Form 5500 with that reported in the accompanying financial statements:

<i>Year ended December 31,</i>	2011
Total investment income as reported on Form 5500	\$ (764,418)
Adjustment from fair value to contract value for fully benefit-responsive investment contract (common collective trust):	
Beginning of period	28,470
End of period	(81,502)
Net decrease in assets available for benefits as reported on the accompanying financial statements	\$ (817,450)

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6. Information Certified by the Custodian and Trustee

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Accordingly, the trustee has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

<i>December 31,</i>	2011	2010
Mutual funds	\$ 31,352,960	\$ 32,002,752
Common collective trust	3,304,507	3,501,410

<i>Year ended December 31,</i>	2011
Interest Income	\$ 782,632
Net depreciation in fair value of investments	(1,724,768)

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedule.

7. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provision of ERISA. In the event of plan termination, participants' accounts will become fully vested and nonforfeitable.

8. Income Tax Status

The internal Revenue Service has determined and informed the Plan Committee, in a letter dated May 1, 1995, that the Plan is qualified and the trust established under the Plan is tax-exempt under the appropriate section of the IRC. Although the Plan has been amended since receiving the determination letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the organization has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that, as of December 31, 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

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9. Parties-in-interest Transactions

Certain Plan investments are shares of mutual funds managed by Fidelity Management Trust Company, which is the trustee as defined by the Plan, and therefore, these transactions qualify as party-in-interest.

10. Commitments and Contingencies

By letter dated April 4, 2011, the United States Department of Labor ("DOL") initiated a limited review of the Plan's operations. As a result of the DOL investigation and review of Plan records for the period January 1, 2007 through October 31, 2011, DOL proposed an immaterial adjustment to each participant account for delay in remittance of contributions. The result of DOL's investigation had no significant impact on the Plan's financial statements issued for the years ended December 31, 2007 through December 31, 2011.

11. Risks and Uncertainties

The Plan provides for various investment options in any combination of fixed-income securities, mutual funds, and other investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the Statement of Net Assets Available for Benefits and the Statement of Changes in Net Assets Available for benefits.

The Plan's exposure to credit loss in the event of nonperformance of investments is limited to the carrying value of such instruments. The Plan's provision as well as those ERISA and the participants' investment preference dictate the Plan's concentration of credit risk and market risk.

12. Subsequent Events

The Company evaluates subsequent events in accordance with ASC 855, *Subsequent Events*. The Company evaluated subsequent events through October 8, 2012, which is when these audited financial statements were available to be issued. The Company is not aware of any significant events that would have a material impact on its financial statements.

Supplemental Schedule

Kofax, Inc 401(k) Salary Savings Plan

Schedule of Assets (Held at End of Year) - December 31, 2011

EIN: 33-0114967
Plan Number: 002
Form Number: 5500

(a)	(b) Identity of Issuer, Borrower, Lessor or Similar Party	(c) Description of Investment, including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Date	(d) Cost	(e) Current Value
<i>Cash:</i>				
*	Fidelity Retirement Money Market	22	**	\$ 22
<i>Common Collective Trust:</i>				
*	Fidelity Managed Income Portfolio	3,223,005 units	**	3,304,507
<i>Mutual Funds:</i>				
*	Fidelity Contrafund	82,322 units	**	5,553,465
*	Fidelity Low Price Stock	68,853 units	**	2,460,115
*	Spartan 500 Index	45,971 units	**	2,045,257
*	Fidelity Investment Grade Bond	262,129 units	**	2,023,635
*	Fidelity Overseas	48,273 units	**	1,278,274
*	Fidelity Magellan	19,988 units	**	1,258,873
*	Fidelity Assets Manager 70%	94,744 units	**	1,462,849
*	Fidelity Diversified International	42,870 units	**	1,094,047
*	Fidelity Growth Strategies	51,190 units	**	952,643
*	Fidelity Freedom 2025	114,924 units	**	1,242,324
*	Fidelity OTC Portfolio	28,532 units	**	1,560,719
*	Fidelity Middle Cap Stock	38,294 units	**	1,020,907
*	Fidelity Emerging Markets	28,484 units	**	584,495
*	Pimco Total Return Admin	84,174 units	**	914,969
*	ABF LG Cap Value INV	31,317 units	**	552,428
*	Fidelity Small Cap Stock	32,668 units	**	540,326
*	Fidelity Freedom 2040	129,680 units	**	954,447
*	Fidelity Strategic Income	66,140 units	**	714,976
*	Fidelity Value	7,383 units	**	468,573
*	Fidelity Freedom 2030	55,322 units	**	710,338
*	Fidelity Dividend Growth	17,605 units	**	455,448
*	Baron Small Cap	21,689 units	**	497,323
*	Fidelity Freedom 2020	35,111 units	**	460,639
*	Fidelity US Bond Index	45,841 units	**	540,004
*	Fidelity Freedom 2035	42,636 units	**	449,806
*	Mutual Global Discovery A	13,392 units	**	363,455
*	Fidelity Freedom 2015	40,798 units	**	445,924
*	Fidelity Freedom 2010	4,862 units	**	63,688
*	Fidelity Freedom Income	29,315 units	**	329,495
*	Fidelity Freedom 2000	8,318 units	**	98,818
*	Fidelity Freedom 2045	17,147 units	**	149,011
*	Fidelity Freedom 2005	7,018 units	**	73,829
*	Fidelity Freedom 2050	3,730 units	**	31,860
<i>Total Mutual Funds</i>				31,352,960
*	Notes receivable from participants	Note receivables from participants with interest rates of 4.75%-10.00%		370,739
Total Assets:				\$ 35,028,228

* Indicates parties-in-interest to the Plan as defined by ERISA.

** All investments are participant-directed; therefore, disclosure of cost is not required.