

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 2012 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</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>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>002</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>04/01/1990</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan <u>04/01/1990</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; include room or suite number (employer, if for a single-employer plan) <u>KOFAX, INC.</u> <u>15211 LAGUNA CANYON ROAD</u> <u>IRVINE, CA 92618</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>33-0114967</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>949-783-1000</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>541519</u></td> </tr> </table>	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>	
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	Filed with authorized/valid electronic signature. Signature of plan administrator	<u>10/15/2013</u> Date	<u>LYNNE SCHEID</u> 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
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address KOFAX, INC. 15211 LAGUNA CANYON ROAD IRVINE, CA 92618	3b Administrator's EIN 33-0114967 3c Administrator's telephone number 949-783-1000
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
5 Total number of participants at the beginning of the plan year	5 577
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 427
b Retired or separated participants receiving benefits.....	6b 0
c Other retired or separated participants entitled to future benefits.....	6c 229
d Subtotal. Add lines 6a , 6b , and 6c	6d 656
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 1
f Total. Add lines 6d and 6e	6f 657
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g 571
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h 6
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics 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 Characteristics 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
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
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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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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 37 65 60	RECORDKEEPER	4769	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 225 FRANKLIN STREET BOSTON, MA 02111	0.40%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
BARON SMALL CAP - DST SYSTEMS, INC. 43-1581814	0.40%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
MUTUAL GBL DISCVRY A - FRANKLIN TEM 94-3167260	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 P.O. BOX 8480 BOSTON, MA 02266	0.27%	
(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
(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
(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
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(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
(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 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>KOFAX INC 401(K) SALARY SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>	
C Plan or DFE 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	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: <u>FID MGD INC PORT</u>		
b Name of sponsor of entity listed in (a): <u>FIDELITY MANAGEMENT TRUST COMPANY</u>		
c EIN-PN <u>04-3022712-024</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>4184604</u>
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)
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)

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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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
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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 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</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	0
	(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)	370739	413760
	(9) Value of interest in common/collective trusts	1c(9)	3304507	4184604
	(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)	31352960	37031637
	(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	35028228	41630001

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	35028228	41630001
---	-----------	----------	----------

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) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	674950	
(B) Participants	2a(1)(B)	4036220	
(C) Others (including rollovers)	2a(1)(C)	495761	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		5206931
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)	19845	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		19845
(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)	929859	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		929859
(3) Rents	2b(3)		
(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)		
(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)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		84374
(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)		3774251
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		10015260

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	4425472	
(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)		4425472
f Corrective distributions (see instructions)	2f		504
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)	5011	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		5011
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		4430987

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		5584273
l Transfers of assets:			
(1) To this plan.....	2l(1)		1017500
(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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

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.).....

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.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
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.)		X	
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.).....		X	
e Was this plan covered by a fidelity bond?.....	X		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?		X	
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?		X	
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?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
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.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
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.		X	

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)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

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 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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
---------------	----------------------

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
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

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 lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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 lines (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 line 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, 2012 and 2011 and
For the Year Ended December 31, 2012

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, 2012 and 2011 and

For the Year Ended December 31, 2012

Kofax, Inc.
401(k) Salary Savings Plan

Contents

Independent Auditor's Report	3-4
 Financial Statements	
Statements of Net Assets Available for Benefits as of December 31, 2012 and 2011	6
Statement of Changes in Net Assets Available for Benefits for the Year Ended December 31, 2012	7
Notes to Financial Statements	8-15
 Supplemental Schedule	
Schedule of Assets (Held at End of Year) at December 31, 2012	17

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 Auditor's Report

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

We were engaged to audit the accompanying financial statements of Kofax, Inc. 401(k) Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

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. 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, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.



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Los Angeles, CA 90067

Other Matter

The supplemental *Schedule of Assets (Held at End of Year)* as of or for the year ended December 31, 2012 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the 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 11, 2013

Financial Statements

Kofax, Inc.
401(k) Salary Savings Plan

Statements of Net Assets Available for Benefits

<i>December 31,</i>	2012	2011
Assets		
Cash	\$ -	\$ 22
Investments, at fair value:		
Mutual funds	37,031,637	31,352,960
Common collective trusts	4,184,604	3,304,507
Total cash and Investments	41,216,241	34,657,489
Notes receivable from participant loans	413,760	370,739
Total assets	41,630,001	35,028,228
Adjustment from fair value to contract value for fully benefit-responsive investment contracts (common collective trusts)	(119,752)	(81,502)
Net assets available for benefits	\$ 41,510,249	\$ 34,946,726

See accompanying 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>	<i>2012</i>
Additions	
Interest income on notes receivable from participant loans	\$ 19,844
Net investment income:	
Interest income	975,983
Net appreciation in fair value of investments	3,774,253
Total investment income	4,750,236
Contributions:	
Participants	4,036,220
Employer, net	674,950
Rollover	495,761
Total contributions	5,206,931
Transfers of assets from Merged-in Plan	1,017,500
Total additions	10,994,511
Deductions	
Benefits paid to participants and beneficiaries	4,425,977
Administrative expenses	5,011
Total deductions	4,430,988
Net increase in assets available for benefits	6,563,523
Net assets available for benefits, beginning of year	34,946,726
Net assets available for benefits, end of year	\$ 41,510,249

See accompanying 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”).

The Plan is administered by the trustees of the Plan and all contributions are held in accounts maintained by Fidelity Management Trust Company (“Fidelity” or the “Custodian”), the Custodian and record keeper.

Transfer of Assets from Merged-in Plan

Effective January 1, 2012, the Atalasoft, Inc. Retirement Plan (the “Merged-in Plan”) was merged into the Plan and their net assets amounting to \$1,017,500 were transferred accordingly. Participant account balances including receivables from participant loans were transferred into the Plan in accordance with the Adoption Agreement as approved by the Plan Sponsor.

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 2012 and 2011.

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

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.

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, 2012, the Company amended the Plan to allow for participants who completed one year of service to be fully vested in employer matching contributions and non-elective 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, 2012. 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. As of December 31, 2012, participant loans had maturity dates through December 2021.

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, 2012 and 2011, forfeited non-vested amounts totaled \$49,704 and \$28,948, respectively. During the year ended December 31, 2012, amounts of \$2,300 and \$81,745 were used with funds from forfeited non-vested accounts to pay plan expenses and to reduce employer contributions, respectively.

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

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.

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.

Investment Contracts

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.

Kofax, Inc.
401(k) Salary Savings Plan

Notes to Financial Statements

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 value of the common collective trusts as \$4,184,604 and \$3,304,507 at December 31, 2012 and 2011, respectively. The contract value of the CCTs was less than the fair value by \$119,752 and \$81,502 at December 31, 2012 and 2011, respectively.

Purchases and sales of securities are reflected on a trade-date basis. Interest and dividend income is recorded on the accrual basis. The Plan presents in the statement of changes in net assets available for plan benefits the net appreciation (depreciation) in the fair value of its investments, which consists of realized gains or losses and the unrealized appreciation (depreciation) on those investments.

Notes receivable from participants are measured at their unpaid balance including any accrued but unpaid interest. Delinquent loans are reclassified as distributions based upon the terms of the Plan document.

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 Participant Loans

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 2012, there were no deemed distributions.

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 Statements of Net Assets Available for Benefits and the Statement of Changes in Net Assets Available for Benefits.

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

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.

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. The adoption of ASU 2011-04 did not have a material impact 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, 2012 and 2011 are as follows:

<i>December 31,</i>	2012	2011
Fidelity Contrafund	\$ 6,113,068	\$ 5,553,465
Fidelity Managed Income Portfolio	4,184,604	3,304,507
Fidelity Low-Priced Stock	2,893,167	2,460,115
Spartan 500 Index	2,211,811	2,045,257
Fidelity Investment Grade Bond	*	2,023,635

* Represents less than 5% of the Plan's net assets.

During 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in the amount of \$3,774,253.

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;

Kofax, Inc.
401(k) Salary Savings Plan

Notes to Financial Statements

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, 2012:

	Level 1	Level 2	Level 3	Total
Mutual Funds	\$ 37,031,637	\$ -	\$ -	\$ 37,031,637
Common Collective Trust	-	4,184,604	-	4,184,604
Total	\$ 37,031,637	\$ 4,184,604	\$ -	\$ 41,216,241

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

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.

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

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>	2012	2011
Net assets available for benefits per the financial statements	\$ 41,510,249	\$ 34,946,726
Adjustment to reflect fair value of fully benefit-responsive investment contract	119,752	81,502
Net assets available for benefits per the Form 5500	\$ 41,630,001	\$ 35,028,228

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

<i>Year ended December 31,</i>	2012
Net income as reported on Form 5500	\$ 5,584,273
Transfer of assets from Merged-in Plan	1,017,500
Adjustment from fair value to contract value for fully benefit-responsive investment contract (common collective trust):	
Beginning of period	81,502
End of period	(119,752)
Net increase in assets available for benefits as reported on the accompanying financial statements	\$ 6,563,523

6. Information Certified by the Custodian

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, Fidelity Management Trust Company, the Custodian, who holds the assets and executes transactions of the Plan, has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

<i>December 31,</i>	2012	2011
Mutual funds	\$ 37,031,637	\$ 31,352,960
Common collective trust	4,184,604	3,304,507
Notes receivable from participant loans	413,760	370,739

<i>Year ended December 31,</i>	2012
Interest Income	\$ 975,983
Net appreciation in fair value of investments	3,774,253
Interest income on notes receivables from participant loans	19,844

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

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 non-forfeitable.

8. Tax Status

The Internal Revenue Service has determined and informed the Plan Committee, in a letter dated March 31, 2008, 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, 2012, 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.

9. Parties-in-Interest Transactions

The Custodian and the Company are parties-in-interest as defined by ERISA. The Custodian invests certain Plan assets in its collective investment funds. The fees paid to the Custodian qualify as party-in-interest transactions permitted by the Department of Labor's Rules and Regulations and are exempt under Section 408(b)(8) of the IRC. Parties-in-interest are defined under Department of Labor Regulations as any fiduciary of the Plan, any party rendering services to the Plan, the employer, and certain other parties.

10. Subsequent Events

The Company evaluates subsequent events in accordance with ASC 855, *Subsequent Events*. The Company evaluated subsequent events through October 11, 2013, 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, 2012

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>Common Collective Trust:</i>				
*	Fidelity Managed Income Portfolio	4,064,852 units	**	\$ 4,184,604
<i>Mutual Funds:</i>				
*	Fidelity Contrafund	78,807 units	**	6,113,068
*	Fidelity Low Price Stock	73,245 units	**	2,893,167
*	Spartan 500 Index	43,807 units	**	2,211,811
*	Fidelity Investment Grade Bond	239,328 units	**	1,914,621
*	Fidelity OTC Portfolio	29,925 units	**	1,813,161
*	Fidelity Assets Manager 70%	94,632 units	**	1,640,918
*	Fidelity Overseas	49,751 units	**	1,607,949
*	Fidelity Magellan	21,759 units	**	1,594,311
*	Fidelity Freedom 2040	186,845 units	**	1,543,340
*	Fidelity Freedom 2025	124,190 units	**	1,484,066
*	Pimco Total Return Admin	117,412 units	**	1,319,706
*	Fidelity Diversified International	43,454 units	**	1,301,010
*	Fidelity Freedom 2030	81,886 units	**	1,165,233
*	Fidelity Middle Cap Stock	34,455 units	**	1,012,279
*	Fidelity Growth Strategies	48,236 units	**	998,977
*	Fidelity Strategic Income	84,974 units	**	966,157
*	Fidelity Emerging Markets	33,302 units	**	772,949
*	ABF LG Cap Value INV	34,876 units	**	716,356
*	Baron Small Cap	26,236 units	**	687,915
*	Spartan U.S. Bond Index	57,815 units	**	687,416
*	Fidelity Value	7,880 units	**	601,542
*	Fidelity Freedom 2035	48,454 units	**	573,216
*	Fidelity Freedom 2020	38,839 units	**	555,790
*	Fidelity Freedom 2015	45,858 units	**	541,587
*	Mutual Global Discovery A	19,072 units	**	539,157
*	Fidelity Small Cap Stock	21,617 units	**	391,050
*	Fidelity Dividend Growth	12,880 units	**	385,107
*	Fidelity Freedom Income	26,393 units	**	309,060
*	Fidelity Freedom 2045	27,534 units	**	269,286
*	Fidelity Freedom 2050	17,447 units	**	168,191
*	Fidelity Freedom 2000	7,083 units	**	87,623
*	Fidelity Freedom 2005	7,413 units	**	83,103
*	Fidelity Freedom 2010	5,844 units	**	82,515
<i>Total Mutual Funds</i>				37,031,637
*	Notes receivable from participants	Note receivables from participants maturing through December 2021 bearing interest rates of 4.75%-10.00%		413,760
<i>Total Assets:</i>				\$ 41,630,001

* 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, 2012 and 2011 and
For the Year Ended December 31, 2012

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, 2012 and 2011 and

For the Year Ended December 31, 2012

Kofax, Inc.
401(k) Salary Savings Plan

Contents

Independent Auditor's Report	3-4
 Financial Statements	
Statements of Net Assets Available for Benefits as of December 31, 2012 and 2011	6
Statement of Changes in Net Assets Available for Benefits for the Year Ended December 31, 2012	7
Notes to Financial Statements	8-15
 Supplemental Schedule	
Schedule of Assets (Held at End of Year) at December 31, 2012	17

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 Auditor's Report

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

We were engaged to audit the accompanying financial statements of Kofax, Inc. 401(k) Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

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. 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, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.



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4th Floor
Los Angeles, CA 90067

Other Matter

The supplemental *Schedule of Assets (Held at End of Year)* as of or for the year ended December 31, 2012 is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the 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 11, 2013

Financial Statements

Kofax, Inc.
401(k) Salary Savings Plan

Statements of Net Assets Available for Benefits

<i>December 31,</i>	2012	2011
Assets		
Cash	\$ -	\$ 22
Investments, at fair value:		
Mutual funds	37,031,637	31,352,960
Common collective trusts	4,184,604	3,304,507
Total cash and Investments	41,216,241	34,657,489
Notes receivable from participant loans	413,760	370,739
Total assets	41,630,001	35,028,228
Adjustment from fair value to contract value for fully benefit-responsive investment contracts (common collective trusts)	(119,752)	(81,502)
Net assets available for benefits	\$ 41,510,249	\$ 34,946,726

See accompanying 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>	<i>2012</i>
Additions	
Interest income on notes receivable from participant loans	\$ 19,844
Net investment income:	
Interest income	975,983
Net appreciation in fair value of investments	3,774,253
Total investment income	4,750,236
Contributions:	
Participants	4,036,220
Employer, net	674,950
Rollover	495,761
Total contributions	5,206,931
Transfers of assets from Merged-in Plan	1,017,500
Total additions	10,994,511
Deductions	
Benefits paid to participants and beneficiaries	4,425,977
Administrative expenses	5,011
Total deductions	4,430,988
Net increase in assets available for benefits	6,563,523
Net assets available for benefits, beginning of year	34,946,726
Net assets available for benefits, end of year	\$ 41,510,249

See accompanying 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”).

The Plan is administered by the trustees of the Plan and all contributions are held in accounts maintained by Fidelity Management Trust Company (“Fidelity” or the “Custodian”), the Custodian and record keeper.

Transfer of Assets from Merged-in Plan

Effective January 1, 2012, the Atalasoft, Inc. Retirement Plan (the “Merged-in Plan”) was merged into the Plan and their net assets amounting to \$1,017,500 were transferred accordingly. Participant account balances including receivables from participant loans were transferred into the Plan in accordance with the Adoption Agreement as approved by the Plan Sponsor.

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 2012 and 2011.

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

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.

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, 2012, the Company amended the Plan to allow for participants who completed one year of service to be fully vested in employer matching contributions and non-elective 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, 2012. 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. As of December 31, 2012, participant loans had maturity dates through December 2021.

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, 2012 and 2011, forfeited non-vested amounts totaled \$49,704 and \$28,948, respectively. During the year ended December 31, 2012, amounts of \$2,300 and \$81,745 were used with funds from forfeited non-vested accounts to pay plan expenses and to reduce employer contributions, respectively.

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

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.

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.

Investment Contracts

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.

Kofax, Inc.
401(k) Salary Savings Plan

Notes to Financial Statements

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 value of the common collective trusts as \$4,184,604 and \$3,304,507 at December 31, 2012 and 2011, respectively. The contract value of the CCTs was less than the fair value by \$119,752 and \$81,502 at December 31, 2012 and 2011, respectively.

Purchases and sales of securities are reflected on a trade-date basis. Interest and dividend income is recorded on the accrual basis. The Plan presents in the statement of changes in net assets available for plan benefits the net appreciation (depreciation) in the fair value of its investments, which consists of realized gains or losses and the unrealized appreciation (depreciation) on those investments.

Notes receivable from participants are measured at their unpaid balance including any accrued but unpaid interest. Delinquent loans are reclassified as distributions based upon the terms of the Plan document.

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 Participant Loans

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 2012, there were no deemed distributions.

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 Statements of Net Assets Available for Benefits and the Statement of Changes in Net Assets Available for Benefits.

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

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.

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. The adoption of ASU 2011-04 did not have a material impact 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, 2012 and 2011 are as follows:

<i>December 31,</i>	2012	2011
Fidelity Contrafund	\$ 6,113,068	\$ 5,553,465
Fidelity Managed Income Portfolio	4,184,604	3,304,507
Fidelity Low-Priced Stock	2,893,167	2,460,115
Spartan 500 Index	2,211,811	2,045,257
Fidelity Investment Grade Bond	*	2,023,635

* Represents less than 5% of the Plan's net assets.

During 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in the amount of \$3,774,253.

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;

Kofax, Inc.
401(k) Salary Savings Plan

Notes to Financial Statements

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, 2012:

	Level 1	Level 2	Level 3	Total
Mutual Funds	\$ 37,031,637	\$ -	\$ -	\$ 37,031,637
Common Collective Trust	-	4,184,604	-	4,184,604
Total	\$ 37,031,637	\$ 4,184,604	\$ -	\$ 41,216,241

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

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.

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

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>	2012	2011
Net assets available for benefits per the financial statements	\$ 41,510,249	\$ 34,946,726
Adjustment to reflect fair value of fully benefit-responsive investment contract	119,752	81,502
Net assets available for benefits per the Form 5500	\$ 41,630,001	\$ 35,028,228

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

<i>Year ended December 31,</i>	2012
Net income as reported on Form 5500	\$ 5,584,273
Transfer of assets from Merged-in Plan	1,017,500
Adjustment from fair value to contract value for fully benefit-responsive investment contract (common collective trust):	
Beginning of period	81,502
End of period	(119,752)
Net increase in assets available for benefits as reported on the accompanying financial statements	\$ 6,563,523

6. Information Certified by the Custodian

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, Fidelity Management Trust Company, the Custodian, who holds the assets and executes transactions of the Plan, has certified that the following data included in the accompanying financial statements and supplemental schedule is complete and accurate:

<i>December 31,</i>	2012	2011
Mutual funds	\$ 37,031,637	\$ 31,352,960
Common collective trust	4,184,604	3,304,507
Notes receivable from participant loans	413,760	370,739

<i>Year ended December 31,</i>	2012
Interest Income	\$ 975,983
Net appreciation in fair value of investments	3,774,253
Interest income on notes receivables from participant loans	19,844

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

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 non-forfeitable.

8. Tax Status

The Internal Revenue Service has determined and informed the Plan Committee, in a letter dated March 31, 2008, 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, 2012, 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.

9. Parties-in-Interest Transactions

The Custodian and the Company are parties-in-interest as defined by ERISA. The Custodian invests certain Plan assets in its collective investment funds. The fees paid to the Custodian qualify as party-in-interest transactions permitted by the Department of Labor's Rules and Regulations and are exempt under Section 408(b)(8) of the IRC. Parties-in-interest are defined under Department of Labor Regulations as any fiduciary of the Plan, any party rendering services to the Plan, the employer, and certain other parties.

10. Subsequent Events

The Company evaluates subsequent events in accordance with ASC 855, *Subsequent Events*. The Company evaluated subsequent events through October 11, 2013, 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, 2012

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>Common Collective Trust:</i>				
*	Fidelity Managed Income Portfolio	4,064,852 units	**	\$ 4,184,604
<i>Mutual Funds:</i>				
*	Fidelity Contrafund	78,807 units	**	6,113,068
*	Fidelity Low Price Stock	73,245 units	**	2,893,167
*	Spartan 500 Index	43,807 units	**	2,211,811
*	Fidelity Investment Grade Bond	239,328 units	**	1,914,621
*	Fidelity OTC Portfolio	29,925 units	**	1,813,161
*	Fidelity Assets Manager 70%	94,632 units	**	1,640,918
*	Fidelity Overseas	49,751 units	**	1,607,949
*	Fidelity Magellan	21,759 units	**	1,594,311
*	Fidelity Freedom 2040	186,845 units	**	1,543,340
*	Fidelity Freedom 2025	124,190 units	**	1,484,066
*	Pimco Total Return Admin	117,412 units	**	1,319,706
*	Fidelity Diversified International	43,454 units	**	1,301,010
*	Fidelity Freedom 2030	81,886 units	**	1,165,233
*	Fidelity Middle Cap Stock	34,455 units	**	1,012,279
*	Fidelity Growth Strategies	48,236 units	**	998,977
*	Fidelity Strategic Income	84,974 units	**	966,157
*	Fidelity Emerging Markets	33,302 units	**	772,949
*	ABF LG Cap Value INV	34,876 units	**	716,356
*	Baron Small Cap	26,236 units	**	687,915
*	Spartan U.S. Bond Index	57,815 units	**	687,416
*	Fidelity Value	7,880 units	**	601,542
*	Fidelity Freedom 2035	48,454 units	**	573,216
*	Fidelity Freedom 2020	38,839 units	**	555,790
*	Fidelity Freedom 2015	45,858 units	**	541,587
*	Mutual Global Discovery A	19,072 units	**	539,157
*	Fidelity Small Cap Stock	21,617 units	**	391,050
*	Fidelity Dividend Growth	12,880 units	**	385,107
*	Fidelity Freedom Income	26,393 units	**	309,060
*	Fidelity Freedom 2045	27,534 units	**	269,286
*	Fidelity Freedom 2050	17,447 units	**	168,191
*	Fidelity Freedom 2000	7,083 units	**	87,623
*	Fidelity Freedom 2005	7,413 units	**	83,103
*	Fidelity Freedom 2010	5,844 units	**	82,515
<i>Total Mutual Funds</i>				37,031,637
*	Notes receivable from participants	Note receivables from participants maturing through December 2021 bearing interest rates of 4.75%-10.00%		413,760
<i>Total Assets:</i>				\$ 41,630,001

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

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