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

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**FORM 10-K**

**For the fiscal year ended December 31, 2013**

**of**

**ARRIS GROUP, INC.**

**A Delaware Corporation**

**IRS Employer Identification No. 46-1965727**

**SEC File Number 000-31254**

**3871 Lakefield Drive**

**Suwanee, GA 30024**

**(678) 473-2000**

Securities registered pursuant to Section 12(b) of the Act:  
Common Stock, \$0.01 par value — NASDAQ Global Market System

ARRIS Group, Inc. is a well-known seasoned issuer.

ARRIS Group, Inc. (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months and (2) has been subject to such filing requirements for the past 90 days.

Except as set forth in Item 10, ARRIS Group, Inc. is unaware of any delinquent filers pursuant to Item 405 of Regulation S-K.

ARRIS Group, Inc. is a large accelerated filer and is not a shell company.

ARRIS Group, Inc is required to submit electronically and post on its corporate web site interactive data files required to be submitted and posted pursuant to Rule 405 of Regulation S-T.

The aggregate market value of ARRIS Group, Inc.'s Common Stock held by non-affiliates as of June 28, 2013 was approximately \$2.0 billion (computed on the basis of the last reported sales price per share of such stock of \$14.35 on the NASDAQ Global Market System). For these purposes, directors, officers and 10% shareholders have been assumed to be affiliates.

As of January 31, 2014, 142,397,380 shares of ARRIS Group, Inc.'s Common Stock were outstanding.

Portions of ARRIS Group, Inc.'s Proxy Statement for its 2014 Annual Meeting of Stockholders are incorporated by reference into Part III.

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## PART I

### Item 1. *Business*

As used in this Annual Report, unless the context requires otherwise, “we,” “our,” “us,” “the Company,” and “ARRIS” refer to ARRIS Group, Inc. (and its predecessors) and our consolidated subsidiaries.

#### General

Our principal executive offices are located at 3871 Lakefield Drive, Suwanee, Georgia 30024, and our telephone number is (678) 473-2000. We maintain a website at [www.arrisi.com](http://www.arrisi.com). The information contained on our website is not part of, and is not incorporated by reference into, this Form 10-K. On our website we provide links to copies of the annual, quarterly and current reports that we file with the Securities and Exchange Commission (“SEC”), Section 16 reports that our officers and directors file with the SEC, any amendments to those reports, proxy materials for meetings of our shareholders, and all Company press releases. Investor presentations are also frequently posted on our website. Copies of our code of ethics and the charters of our standing board committees also are available on our website. We will provide investors copies of these documents in electronic or paper form upon request, free of charge.

#### Glossary of Terms

Below are commonly used acronyms in our industry and their meanings:

<u>Acronym</u>	<u>Terminology</u>
AdVOD	Linear and Demand Oriented Advertising
ARPU	Average Revenue Per User
BEQ	Broadband Edge QAM
BSR	Broadband Services Router
Cable VoIP	Cable Voice over Internet Protocol
CAM	Cable Access Module
CBR	Constant Bit Rate
CCAP	Converged Cable Access Platform
CE	Consumer Electronics
CMS	Content Management System
CMTS	Cable Modem Termination System
COTS	Commercial Off the Shelf
CPE	Customer Premises Equipment
CVeX	Converged Video Exchange
CWDM	Coarse Wave Division Multiplexing
DBS	Digital Broadcast Satellite
DCT	Digital Consumer Terminal
DOCSIS®	Data Over Cable Service Interface Specification
DPI	Digital Program Insertion
DRM	Digital Rights Management
DSL	Digital Subscriber Line
DTA	Digital Television Adapter
DVB	Digital Video Broadcasting
DVR	Digital Video Recorder
DWDM	Dense Wave Division Multiplexing
EMTA	Embedded Multimedia Terminal Adapter
EPON	Ethernet over Passive Optical Network
eQAM	Edge Quadrature Amplitude Modulator
FPGA	Field Programmable Gate Arrays
FTTH	Fiber to the Home
FTTP	Fiber to the Premises
GAAP	Generally Accepted Accounting Principles
GHZ	Gigahertz
GPA	General Purchase Agreements

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<u>Acronym</u>	<u>Terminology</u>
HD	High Definition
HD-DVR	High Definition Digital Video Recorder
HDTV	High Definition Television
HEVC	High Efficiency Video Coding
HFC	Hybrid Fiber-Coaxial
IFRS	International Financial Reporting Standards
ILEC	Incumbent Local Exchange Carrier
IP	Internet Protocol
IPR	Intellectual Property Rights
IPTV	Internet Protocol Television
IRD	Integrated Receiver / Decoder
LAN	Local Area Network
Mbps	Megabits per Second
MPEG	Moving Picture Experts Group
MPEG-2	Moving Picture Experts Group, Standard No. 2
MPEG-4	Moving Picture Experts Group, Standard No. 4
M-CMTS	Modular CMTS
MSO	Multiple Systems Operator
MSP	Media Services Platform
MTA	Multimedia Terminal Adapter
MVPD	Multichannel Video Programming Distributors
NGNA	Next Generation Network Architecture
NDVR	Network Digital Video Recorder
NPVR	Network Personal Video Recorder
NSM	Network Service Manager
NIU	Network Interface Unit
OLT	Optical Line Termination
ONU	Optical Network Unit
OEM	Original Equipment manufacturer
OSS	Operations Support System
OTT	Over-the-Top
PC	Personal Computer
PCS	Post Contract Support
PCT	Patent Convention Treaty
PON	Passive Optical Network
PSTN	Public-Switched Telephone Network
PVR	Personal Video Recorder
QAM	Quadrature Amplitude Modulation
QoS	Quality of Service
RDK	Reference Design Kit
RF	Radio Frequency
RFOG	Radio Frequency over Glass
RGU	Revenue Generating Unit
SCTE	Society of Cable Telecommunication Engineers
SD	Standard Definition
SDV	Switched Digital Video
SLA	Service Level Agreement
STB	Set Top Box
TVE	TV Everywhere
UHD	Ultra High Definition
Triple Play	Bundled Offering of Internet, Telephone and TV
VAR	Value-Added Reseller
VOD	Video on Demand
VoIP	Voice over Internet Protocol
VPN	Virtual Private Network
VSP	Video Services Platform / Video Service Provider
VSOE	Vendor-Specific Objective Evidence

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## Overview

ARRIS is a global media entertainment and data communications solutions provider, headquartered in Suwanee, Georgia. We operate in two business segments, Customer Premises Equipment (“CPE”) and Network & Cloud (“N&C”), specializing in enabling multichannel video programming distributors (“MVPDs”), including cable, telephone, and digital broadcast satellite operators, and media programmers to deliver rich media, voice, and IP data services to end consumer subscribers. We are a leading developer, manufacturer and supplier of interactive set-top boxes, end-to-end digital video and Internet Protocol Television (“IPTV”) distribution systems, broadband access infrastructure platforms, and associated data and voice Customer Premises Equipment. Our solutions are complemented by a broad array of services and systems integration that bring localized expertise to every touchpoint in the delivery process. This lends a customized approach to serving each of our primary markets.

## Industry Overview

Over the last 15 years, technology innovations have significantly improved how video is delivered to the consumer. Analog video distribution has given way to digital video compression, and now the use of Internet Protocol (“IP”) is further transforming how content is managed and consumed. These changes increase programming choices for consumers and enable new consumer experiences including Ultra High Definition TV, video anytime and anywhere and interactive media and broadband services. As a result, cable operators, telcos and web-based companies are compelled to continually invest and upgrade their network and expand their video, voice, data and mobile services. The evolution of service delivery networks is accelerating as service providers leverage all IP networks and enable distribution of video content to IP connected devices in and outside of the home, known as TV Everywhere (“TVE”).

Providing these advanced services to consumers is a highly competitive business. Our customers compete aggressively to provide a range of services from facilities-based quad play packages (video, high-speed data, voice and mobile) to specialized web-based individual services. The competitive environment is driving service providers to enhance and expand their offerings by adding more high definition (“HD”) channels, and now Ultra High Definition content (also referred to as 4K or 8K), increasing data speeds and expanded mobile services providing converged media experiences that bridge conventional TV and Internet services. This, in turn, is driving service providers to regularly upgrade their video and broadband networks and in-home devices, such as set-top boxes, data modems and gateways.

Although the U.S. has one of the most advanced suite of video and home entertainment offerings in the world, service providers continue to strive to further advance their capabilities to differentiate and gain share. U.S. Cable operators and telcos are investing extensively to deploy enhanced user interfaces, higher broadband speeds, additional programming, integrated home networking and monitoring services, all with higher reliability.

While the majority of our revenues are generated in the U.S. market, our international business represented 32.1% of our sales in 2013. The majority of global TV households have only begun to adopt these technologies and represents an additional growth opportunity. During 2012, digital TV households that purchase video programming from cable, satellite and telco providers grew by approximately 17.4% worldwide (source: Television WORLD 2008 — 2018) and global residential broadband households grew by approximately 12.1% (source: Internet WORLD 2008 — 2018). We expect this trend to continue for as digital TV households are expected to grow by 30% to 35% (source: Television WORLD 2008 — 2018) and residential broadband households are expected to grow by 25% to 30% (source: Internet WORLD 2008 — 2018) from the end of 2012 through 2015.

The consumer viewing experience is expanding beyond the TV and consumers now also watch video programming on IP-enabled devices, such as PCs, tablets and smartphones. Video delivery requires substantially more bandwidth than other data services, and its growth is driving operators to upgrade their network and CPE. This expanded data capacity is allowing new content providers and aggregators to use the service providers’ high speed data networks to provide over-the-top (“OTT”) services to consumers. These OTT providers sell content directly to the consumer and deliver it to the consumer’s IP-enabled devices and web-capable BluRay players,

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