

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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to 240.14a-12

iRobot Corporation

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - 1) Title of each class of securities to which transaction applies:
 - 2) Aggregate number of securities to which transaction applies:
 - 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - 4) Proposed maximum aggregate value of transaction:
 - 5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- 1) Amount previously paid:
- 2) Form, Schedule or Registration Statement No.:
- 3) Filing Party:
- 4) Date Filed:

iRobot



**JMP Securities
Technology Conference
March 1, 2016**

Empowering People to Do More

iRobot Corporation (“iRobot” or the “Company”) plans to file with the SEC and mail to its stockholders a proxy statement in connection with the Company’s 2016 Annual Meeting. The proxy statement will contain important information about the Company, the 2016 Annual Meeting and related matters.

INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE PROXY STATEMENT AND ANY OTHER RELEVANT SOLICITATION MATERIALS WHEN THEY BECOME AVAILABLE BECAUSE THESE DOCUMENTS WILL CONTAIN IMPORTANT INFORMATION.

The proxy statement and other relevant solicitation materials (when they become available), and any and all documents filed by the Company with the SEC, may be obtained by investors and security holders free of charge at the SEC’s web site at www.sec.gov. In addition, the Company’s filings with the SEC, including the proxy statement and other relevant solicitation materials (when they become available), may be obtained, without charge, from the Company by directing a request to the Company at 8 Crosby Drive, Bedford, MA 01730, Attention: Investor Relations. Such materials are also available at www.irobot.com.

Certain Information Concerning Participants

The Company and its directors and officers and other persons may be deemed to be participants in the solicitation of proxies from the Company’s stockholders in connection with the 2016 Annual Meeting. Information about the Company’s directors and executive officers and their ownership of the Company’s common stock will be set forth in the definitive proxy statement for the Company’s 2016 Annual Meeting, which will be filed with the SEC. Stockholders may obtain additional information regarding the interests of the Company and its directors and executive officers by reading the proxy statement and other relevant solicitation materials (when they become available).

March 1, 2016

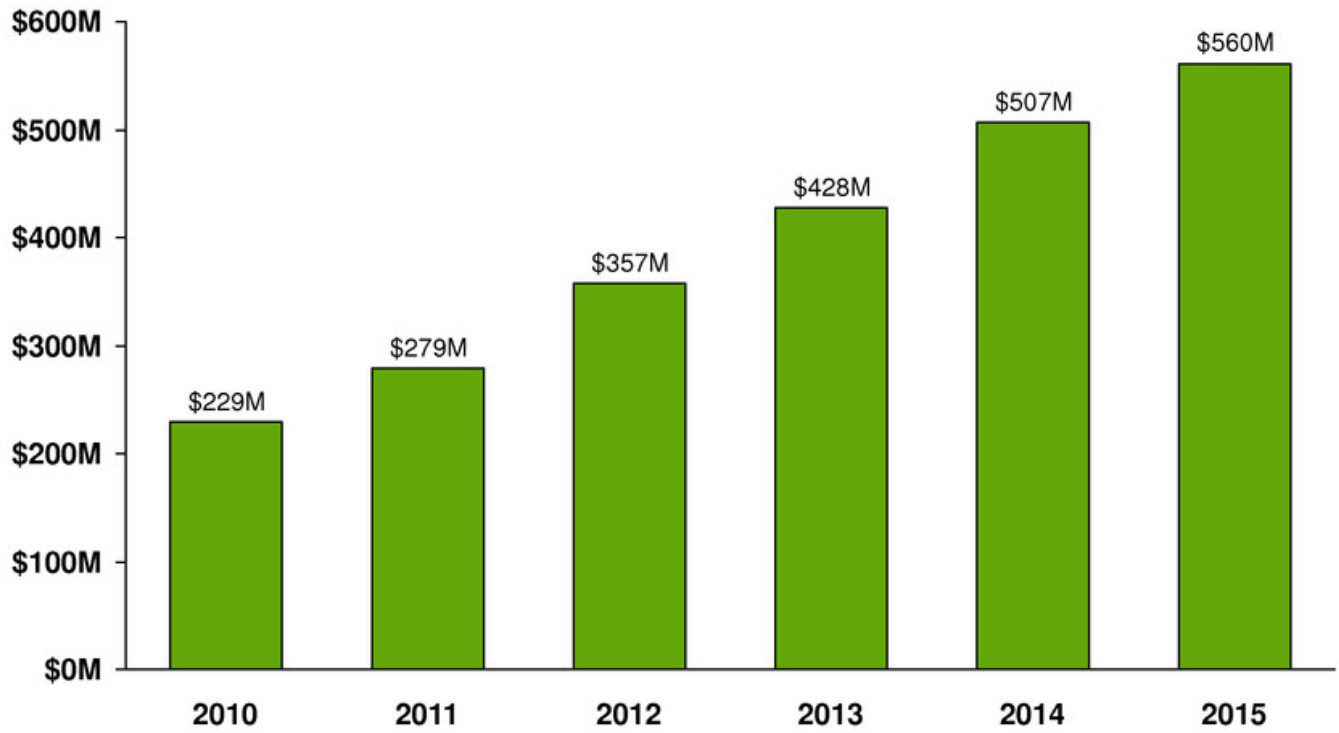
- Certain statements made in this presentation that are not based on historical information are forward-looking statements which are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995.
- These statements are neither promises nor guarantees, but are subject to a variety of risks and uncertainties, many of which are beyond our control, which could cause actual results to differ materially from those contemplated in these forward-looking statements.
- Investors are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. iRobot Corporation undertakes no obligation to update or revise the information contained in this presentation, whether as a result of new information, future events or circumstances or otherwise.
- This presentation contains various non-GAAP financial measures as defined by SEC Regulation G, including Adjusted EBITDA, which we define as Earnings Before Interest, Taxes, Depreciation, Amortization, merger and acquisition expenses, restructuring expenses, net intellectual property litigation expenses and non-cash stock compensation expense. The most directly comparable GAAP financial measures and a reconciliation of the differences between the GAAP financial measures and the non-GAAP financial measures are posted on the investor relations page of our web site at www.irobot.com.
- For additional disclosure regarding these and other risks faced by iRobot Corporation, see the disclosure contained in our public filings with the Securities and Exchange Commission.

iRobot | The Consumer Robot Company

- **Focused** on the Consumer as our Customer
- **Leading today**
 - Product & Technology
 - Our large and growing Market
- **Leading tomorrow**
 - Investing in our Product & Technology future
 - Accelerating sustainable growth



More than 25 years of global robotic-technology market leadership



Strong continued revenue growth; revenue doubled between 2011-2015

Defense and Security Products



110 FirstLook®



310 SUGV

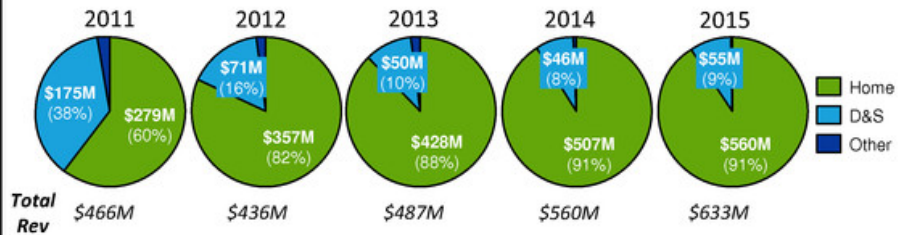


510 PackBot®

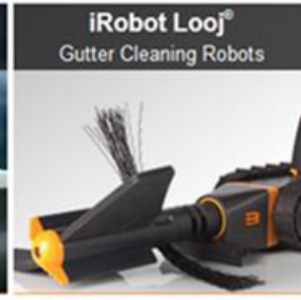


710 Kobra™

iRobot Revenue Share Over Time



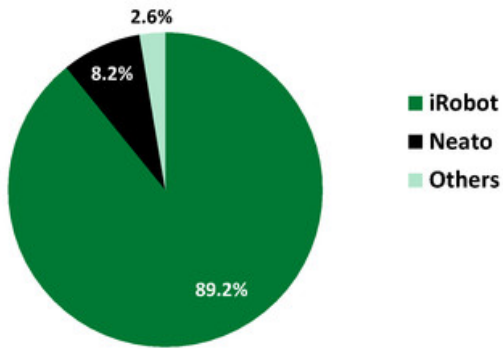
- Size and growth of Home Segment presents a much larger opportunity
- February 4, 2016 – Announced the anticipated sale of the D&S business to Arlington Capital Partners.
- What does this mean?
 - 1) Allows iRobot to become laser focused on home market
 - 2) Monetize our technologies through businesses that are closest to our core competencies and the most significant growth opportunities



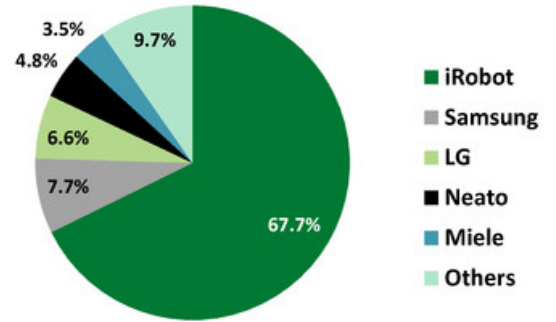
Flagship product
Driving iRobot revenue growth
NEW iRobot Roomba® 980
Vacuum Cleaning Robot

More Than 15 Million Home Robots Sold Since 2002
Currently Sold in More Than 60 Countries

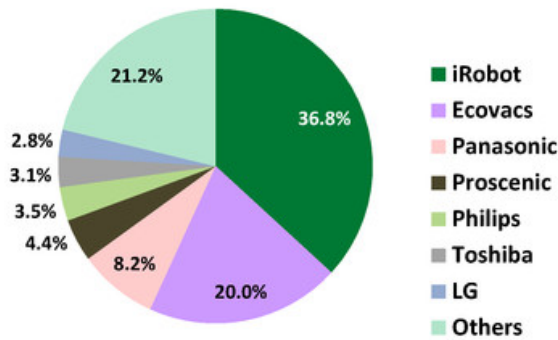
North America



EMEA

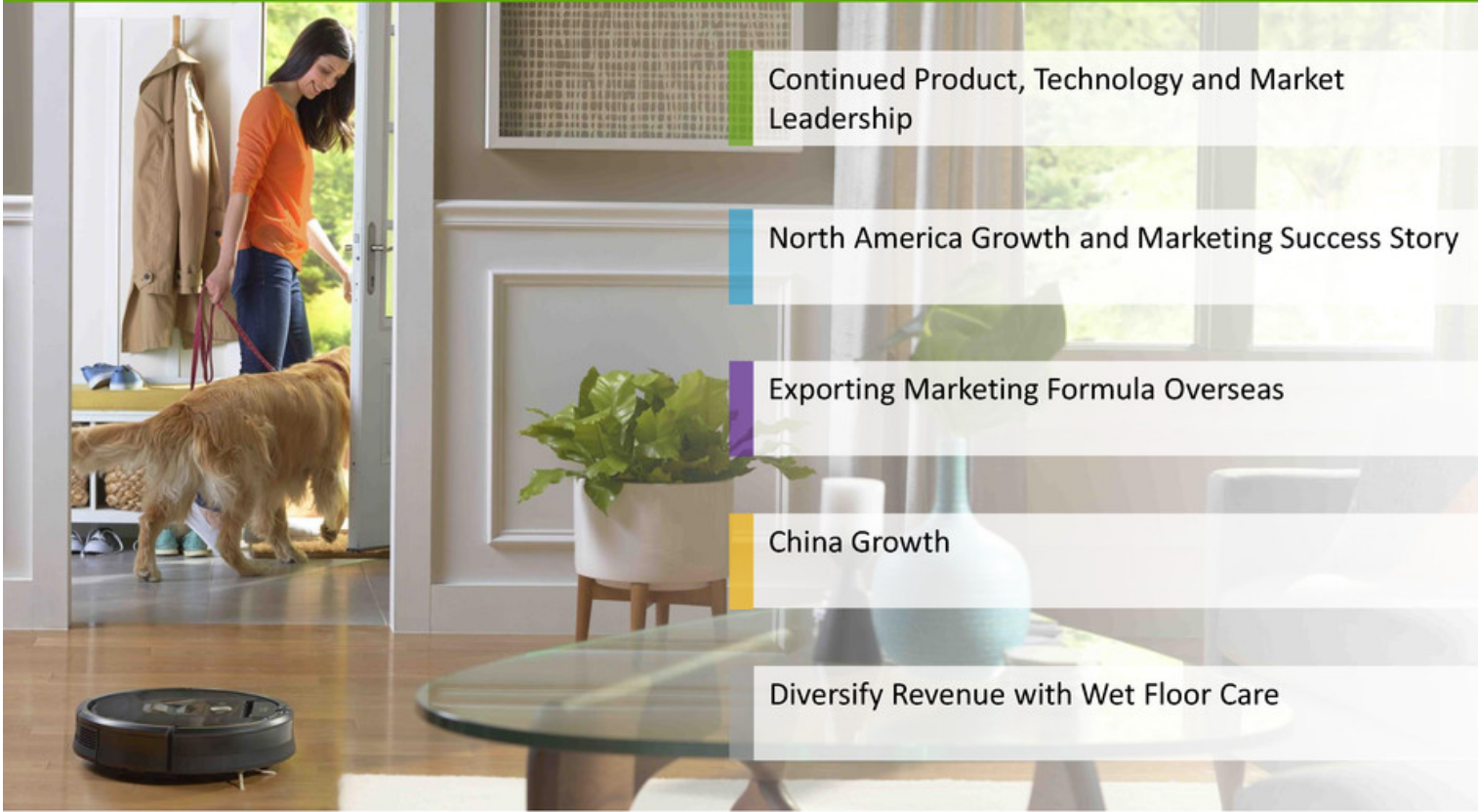


APAC



Global RVC segment share constant at 62% 2014-2015 (incl. China on-line); China's rapid growth represents exciting opportunity

Source: 2015 NPD, GfK, and iRobot internal data; Robotic Vacuum Cleaners >\$200 retail prices; includes China On-line
 March 1, 2016



Continued Product, Technology and Market Leadership

North America Growth and Marketing Success Story

Exporting Marketing Formula Overseas

China Growth

Diversify Revenue with Wet Floor Care



Smart

iAdapt® 2.0 Navigation with Visual Localization helps Roomba® seamlessly and efficiently navigate an entire level of your home, recharging as needed until the job is done.



Simple

The iRobot HOME App lets you Clean and Schedule conveniently—anytime, anywhere.* Or just press **CLEAN** on the robot.

*Some features available only through the iRobot® HOME App.



Clean

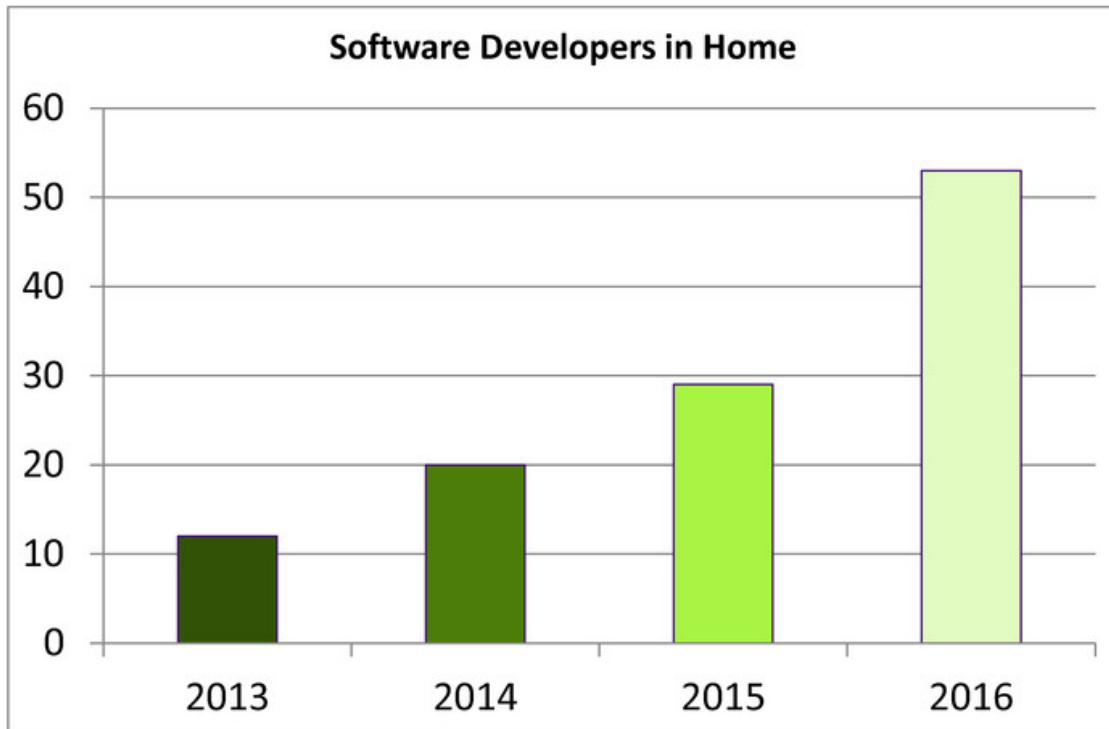
The AeroForce™ Cleaning System with Carpet Boost provides up to 10x the air power* by automatically increasing the performance of the Gen 3 motor on carpet and rugs, where dust and dirt hide.

*Compared to Roomba 600 & 700 Series AeroVac™ Systems

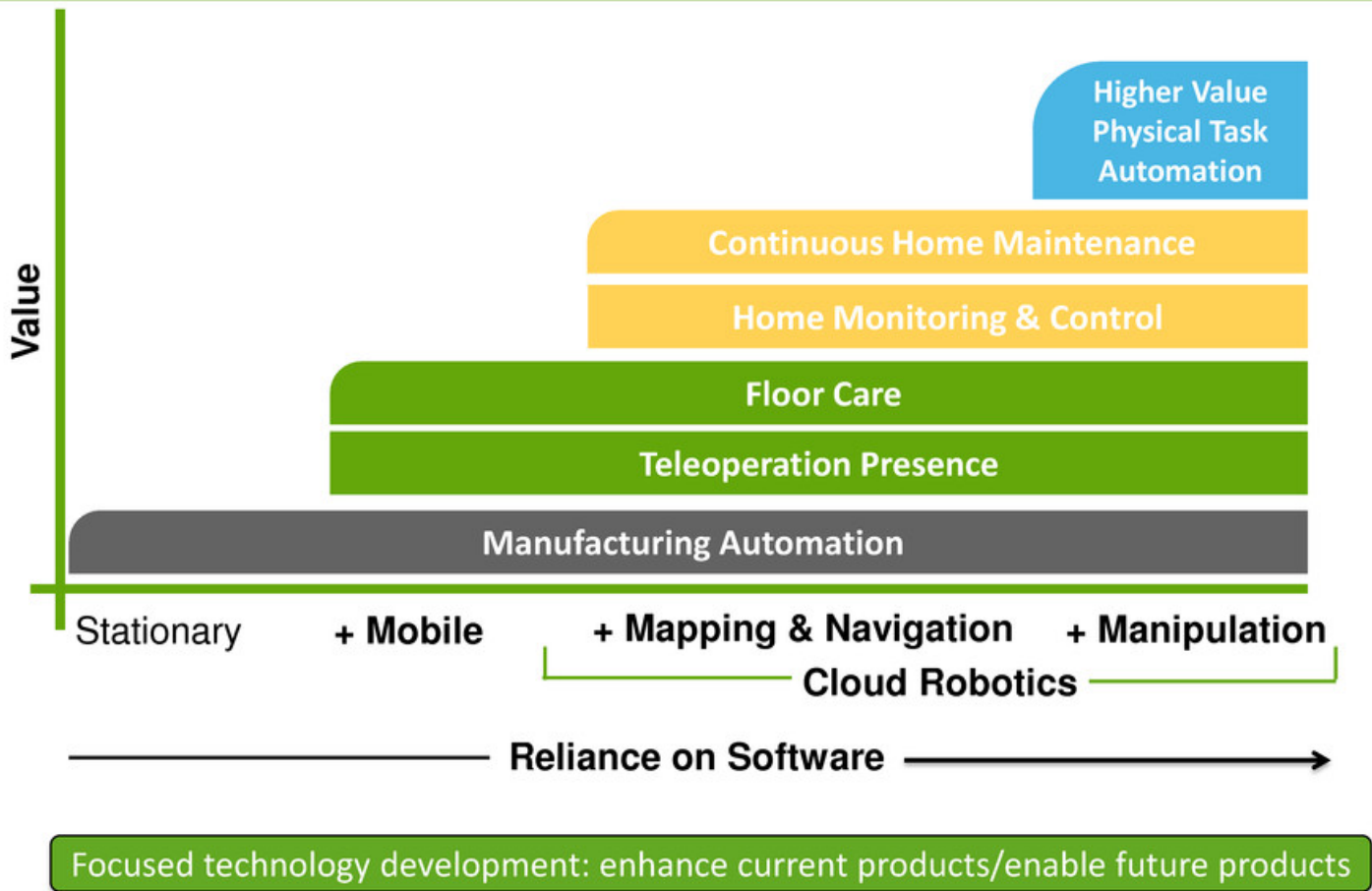
The Power to Change the Way You Clean



New features and functionality enabled through increased software content - key to differentiation and long-term success.



Increased investment in software to drive differentiation & value creation



IP Strategy

Sword

Encourage or force competitors to design products that avoid iRobot's technology and brand identity

Shield

Ensure freedom to operate



Openness

Embrace open source and interoperability where appropriate

Enforcement

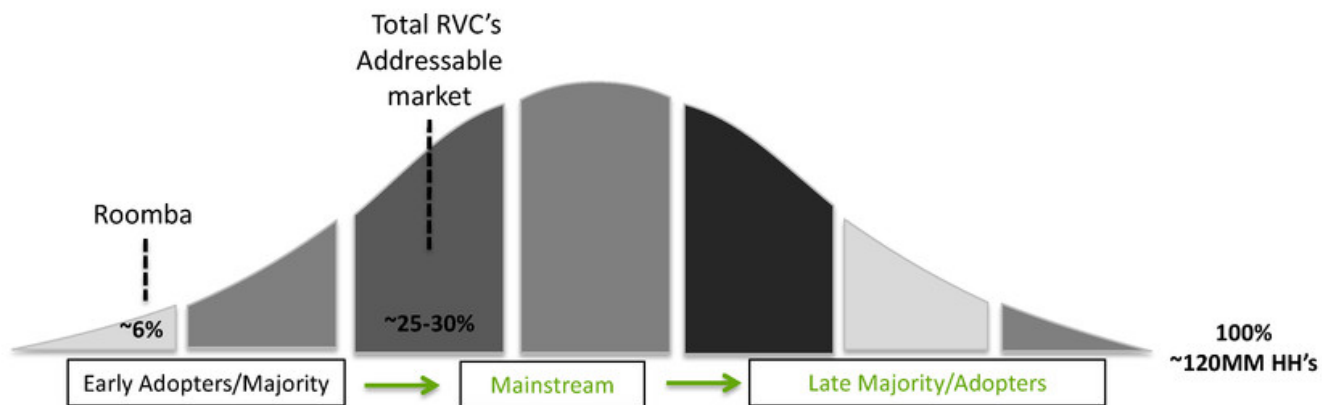
Stress test patent assets while pursuing business goals

IEEE Top 20 Patent Powerhouses Electronics - 2015

Rank	Company	Headquarters
1	Apple Inc.	US
2	Canon Inc.	Japan
3	Sony Corp.	Japan
4	LG Electronics Inc.	South Korea
5	Xerox	US
6	iRobot Corp.	US
7	Koninklijke Philips NV	Netherlands
8	TLC Corp.	China
9	Hitachi Ltd.	Japan
10	Lightning Science Group Corp	US
11	Fujifilm Holdings Corp.	Japan
12	Panasonic Corp.	Japan
13	Sharp Corp.	Japan
14	Eastman Kodak Corp.	US
15	Samsung SDI Co.	South Korea
16	Hon Hai Precision Industry Co.	Taiwan
17	TE Connectivity Ltd.	US
18	Dolby Laboratories Inc.	US
19	Nichia Corp.	Japan
20	Wistron Corp.	Taiwan

March 1, 2016

The addressable consumer market in the U.S. is estimated at 4X the current installed base



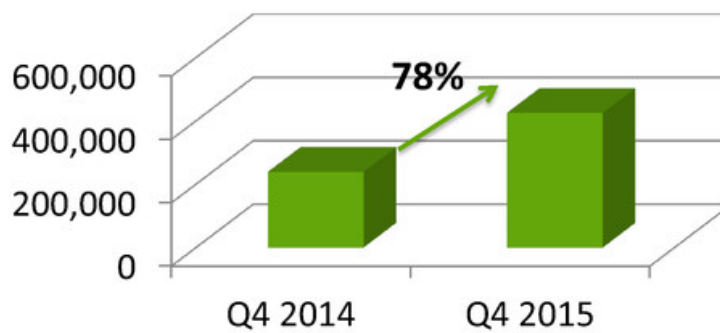
U.S. Household Adoption
iRobot enjoys a +80% share of the RVC segment – a category with significant upside adoption potential

Note: Adoption based on robots purchased
Source: iRobot, iRobot Demand Landscape Survey, TCG Analysis

Q2 marketing results applied to Q4 2015 programs to accelerate adoption:

- Sharper focus on high potential consumer target audiences
- Optimized positioning around “helping hand” in all communication
- Strong TV advertising copy using flagship Roomba 980
- Record Q4 2015 Revenue and Sell-through in U.S.

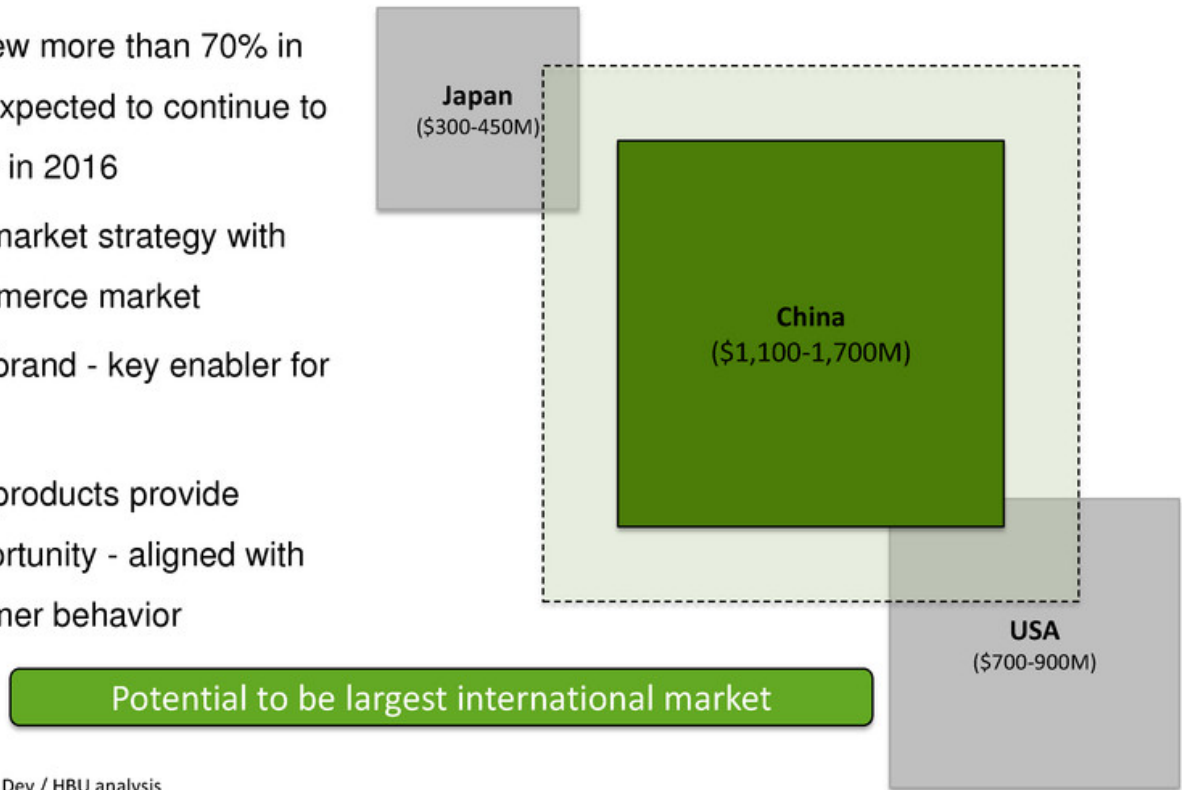
Sell-through Units



2016 - Exporting Successful Programs Into Overseas Markets

- Focused on premium and premium-mass market
- China sales grew more than 70% in 2015 and are expected to continue to grow materially in 2016
- Aligning go to market strategy with maturing ecommerce market
- Strengthening brand - key enabler for growth
- Wet floor care products provide significant opportunity - aligned with existing consumer behavior

+5 years forecast



Source: Parthenon analysis; Corp Dev / HBU analysis
March 1, 2016



Floor Mopping

Braava™



Floor Scrubbing

Scooba®

2016 and 3-year plan include investments to develop wet floor care to generate a secondary revenue stream

- Wet Floor Cleaning is a significant market and consumer need
- Incremental need to Roomba customer base
- Mopping aligned with Asian consumer behavior
- Trend towards more hard floors vs carpets
- Need to further communicate portfolio differences
- Wet floor cleaning market defined as devices and consumables



2013 – 2015: Delivering Profitable Growth

2016 Expectations

3-Year Financial Plan

	FY13	FY14	FY15
Revenue	\$487M	\$557M	\$617M
Gross Margin	45%	46%	47%
Opex % of Rev	39%	37%	37%
Adjusted EBITDA \$	\$62M	\$80M	\$92M
Adjusted EBITDA Margin	13%	14%	15%
EPS	\$0.94	\$1.25	\$1.47

13% CAGR

Quality, Scale & Process

Opex Discipline

Continuous Profit Improvement

Delivered improved profitability through 2015; Strategic investments planned for 2016

NOTE: Results include Defense and Security business.

March 1, 2016

- Strengthen our marketing capabilities globally and accelerate worldwide consumer adoption of Roomba to maintain our market-leading position in robotic vacuum cleaners
- Better position ourselves in China to capture an even larger share of the rapidly growing market for robotic floor care
- Develop our wet floor care business to generate a material, secondary revenue stream
- Scale the infrastructure to support future connected products
- Explore, develop and grow adjacent non-floor care Home Robot products that can generate meaningful diversified revenue streams
- Make continued operational improvements that can reduce product and operating costs

Based on expectations provided February 11, 2016



\$M (except EPS)	FY'16*	Q1'16*
Revenue	630 - 642	125 - 135
YoY Growth (including D&S)	2 - 4%	6 - 14%
YoY Home Only Growth	12 - 13%	11 - 15%
EPS	\$1.20 - \$1.40	(\$0.03) - \$0.04
EBITDA	80 - 90	8 - 11

Note: Expectations include the impact of a one quarter D&S stub period and one-time D&S divestiture costs estimated at \$0.10-\$0.12 loss combined.

Accelerated YoY revenue growth in Home; focus on strategic investments in 2016 to fuel continued growth in 2017-2018

*Expectations provided February 11, 2016

March 1, 2016

	FY16	FY17	FY18
Home Revenue Growth (Excludes D&S)	12-13%	Accelerating Growth Rate: Mid Teens	Accelerating Growth Rate: High Teens
Opex % of Rev	38-39%	Leverage vs. PY	Leverage vs. PY
Adjusted EBITDA Margin	13-14%	14-15%	14-15%

Driving accelerated revenue growth; improving profitability

2013 – Rebuild cash position post ER acquisition/announced first share repurchase program \$25M

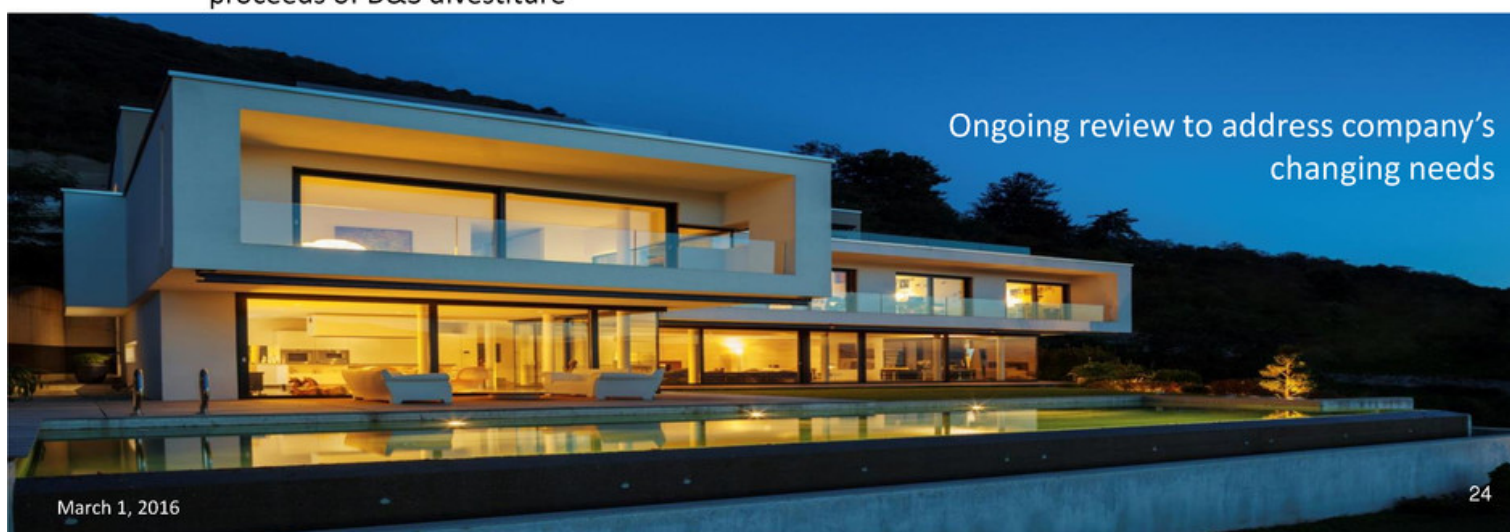
2014 – Expanded Share Repurchase Program to \$50M

2015 – Renewed \$50M Share Repurchase Program

- Repurchased \$37M during fiscal year

2016 – Increased Share Repurchase Program to more than \$100M

- Began purchasing shares under new anti-dilution repurchase plan January 4, 2016.
- Announced addition of Accelerated Stock Repurchase (ASR) Program partially funded from expected proceeds of D&S divestiture



- Accelerating revenue growth over next 3 years
- Strategic investments essential to future growth
- Addressable markets are large and growing
- iRobot's foundational technologies enable sustainable competitive advantage
- Strong balance sheet allows for acquisitions and stock repurchase



iRobot uniquely positioned to be a critical player in the connected home

