

STANDEX INTERNATIONAL CORP/DE/  
Form 10-Q  
May 02, 2014

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

**FORM 10-Q**

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2014

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number 1-7233

**STANDEX INTERNATIONAL CORPORATION**

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

DELAWARE  
*(State of incorporation)*

31-0596149  
*(IRS Employer Identification No.)*

11 KEEWAYDIN DRIVE, SALEM, NEW HAMPSHIRE  
*(Address of principal executive offices)*

03079  
*(Zip Code)*

(603) 893-9701

*(Registrant's telephone number, including area code)*

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES  NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES  NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller Reporting Company

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES  NO

The number of shares of Registrant's Common Stock outstanding on April 29, 2014 was 12,774,636



**STANDEX INTERNATIONAL CORPORATION**

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**PART I. FINANCIAL INFORMATION****ITEM 1**

**STANDEX INTERNATIONAL CORPORATION**  
**Unaudited Condensed Consolidated Balance Sheets**

| (In thousands, except per share data)             | <b>March 31, 2014</b> | <b>June 30, 2013</b> |
|---|-----------------------|----------------------|
| <b>ASSETS</b>                                     |                       |                      |
| Current assets:                                   |                       |                      |
| Cash and cash equivalents                         | \$ 57,487             | \$ 51,064            |
| Accounts receivable, net                          | 100,802               | 102,268              |
| Inventories                                       | 96,042                | 84,956               |
| Prepaid expenses and other current assets         | 11,682                | 7,776                |
| Income taxes receivable                           | 2,991                 | -                    |
| Deferred tax asset                                | 11,703                | 12,237               |
| Total current assets                              | 280,707               | 258,301              |
| Property, plant, and equipment, net               | 98,748                | 95,020               |
| Goodwill  | 113,056               | 111,905              |
| Intangible assets, net                            | 25,152                | 25,837               |
| Deferred tax asset                                | 1,103                 | -                    |
| Other non-current assets                          | 22,509                | 19,510               |
| Total non-current assets                          | 260,568               | 252,272              |
| Total assets                                      | \$ 541,275            | \$ 510,573           |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>       |                       |                      |
| Current Liabilities:                              |                       |                      |
| Accounts payable                                  | \$ 65,829             | \$ 69,854            |
| Accrued expenses                                  | 47,811                | 46,981               |
| Income taxes payable                              | 4,917                 | 1,638                |
| Total current liabilities                         | 118,557               | 118,473              |
| Long-term debt                                    | 45,061                | 50,072               |
| Accrued pension and other non-current liabilities | 48,578                | 51,040               |

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|  |            |            |
|--|------------|------------|
| Total non-current liabilities  | 93,639     | 101,112    |
| Stockholders' equity:  |            |            |
| Common stock, par value \$1.50 per share -<br>60,000,000<br>shares authorized, 27,984,278 issued,<br>12,622,719 and<br>12,549,806 outstanding at March 31, 2014<br>and June 30, 2013 | 41,976     | 41,976     |
| Additional paid-in capital   | 42,247     | 37,199     |
| Retained earnings  | 575,251    | 546,031    |
| Accumulated other comprehensive loss   | (58,871)   | (65,280)   |
| Treasury shares (15,361,559 shares at<br>March 31, 2014<br>and 15,434,472 shares at June 30, 2013)   | (271,524)  | (268,938)  |
| Total stockholders' equity   | 329,079    | 290,988    |
| Total liabilities and stockholders' equity   | \$ 541,275 | \$ 510,573 |

See notes to unaudited condensed consolidated financial statements

**STANDEX INTERNATIONAL CORPORATION**  
**Unaudited Condensed Consolidated Statements of Operations**

|   | Three Months Ended |             | Nine Months Ended |             |
|---|--------------------|-------------|-------------------|-------------|
|   | March 31,          |             | March 31,         |             |
| (In thousands, except per share data)                           | <b>2014</b>        | <b>2013</b> | <b>2014</b>       | <b>2013</b> |
| Net sales   | \$ 178,802         | \$ 165,970  | \$ 534,618        | \$517,985   |
| Cost of sales   | 120,179            | 113,419     | 359,315           | 349,899     |
| Gross profit  | 58,623             | 52,551      | 175,303           | 168,086     |
| Selling, general, and administrative expenses                   | 42,995             | 39,754      | 128,028           | 120,175     |
| Restructuring costs   | 1,381              | 1,075       | 5,831             | 2,295       |
| Other operating (income) expense, net                           | -                  | -           | (1,962)           | -           |
| Total operating expenses  | 44,376             | 40,829      | 131,897           | 122,470     |
| Income from operations  | 14,247             | 11,722      | 43,406            | 45,616      |
| Interest expense  | (557)              | (643)       | (1,709)           | (1,869)     |
| Other non-operating income (expense)                            | 3,457              | (209)       | 3,977             | (79)        |
| Income from continuing operations before income taxes           | 17,147             | 10,870      | 45,674            | 43,668      |
| Provision for income taxes                                      | 3,938              | 1,199       | 11,709            | 11,046      |
| Income from continuing operations                               | 13,209             | 9,671       | 33,965            | 32,622      |
| Income (loss) from discontinued operations, net of income taxes | 11                 | (110)       | (1,146)           | (270)       |
| Net income (loss)   | \$ 13,220          | \$ 9,561    | \$ 32,819         | \$ 32,352   |
| Basic earnings (loss) per share:                                |                    |             |                   |             |
| Continuing operations   | \$ 1.05            | \$ 0.77     | \$ 2.69           | \$ 2.60     |
| Discontinued operations   | -                  | (0.01)      | (0.09)            | (0.02)      |
| Total   | \$ 1.05            | \$ 0.76     | \$ 2.60           | \$ 2.58     |



Diluted earnings (loss) per share:

|                          |    |      |    |        |    |        |    |        |
|--------------------------|----|------|----|--------|----|--------|----|--------|
| Continuing operations    | \$ | 1.04 | \$ | 0.76   | \$ | 2.66   | \$ | 2.55   |
| Discontinued operations  |    | -    |    | (0.01) |    | (0.09) |    | (0.02) |
| Total                    | \$ | 1.04 | \$ | 0.75   | \$ | 2.57   | \$ | 2.53   |
| Cash dividends per share | \$ | 0.10 | \$ | 0.08   | \$ | 0.28   | \$ | 0.23   |

See notes to unaudited condensed consolidated financial statements

**STANDEX INTERNATIONAL CORPORATION**  
**Unaudited Condensed Consolidated Statements of Comprehensive Income**

|   | <b>Three Months Ended</b> |             | <b>Nine Months Ended</b> |             |
|---|---------------------------|-------------|--------------------------|-------------|
|   | <b>March 31,</b>          |             | <b>March 31,</b>         |             |
| <b>(In thousands)</b>   | <b>2014</b>               | <b>2013</b> | <b>2014</b>              | <b>2013</b> |
| Net income (loss)   | \$ 13,220                 | \$ 9,561    | \$ 32,819                | \$ 32,352   |
| Other comprehensive income (loss):                                  |                           |             |                          |             |
| Defined benefit pension plans:                                      |                           |             |                          |             |
| Actuarial gains (losses) and other changes in unrecognized costs    | \$ (53)                   | \$ 667      | \$ (811)                 | \$ 278      |
| Amortization of unrecognized costs                                  | 1,102                     | 1,661       | 3,625                    | 6,066       |
| Derivative instruments:   |                           |             |                          |             |
| Change in unrealized gains and (losses)                             | (47)                      | (66)        | (167)                    | (275)       |
| Amortization of unrealized gains and (losses) into interest expense | 252                       | 261         | 774                      | 786         |
| Foreign currency translation adjustments                            | (945)                     | (3,717)     | 4,027                    | (491)       |
| Other comprehensive income (loss) before tax                        | \$ 309                    | \$ (1,194)  | \$ 7,448                 | \$ 6,364    |
| Income tax provision (benefit):                                     |                           |             |                          |             |
| Defined benefit pension plans:                                      |                           |             |                          |             |
| Actuarial gains (losses) and other changes in unrecognized costs    | \$ 12                     | \$ (167)    | \$ 479                   | \$ (69)     |
| Amortization of unrecognized costs                                  | (388)                     | (600)       | (1,287)                  | (2,211)     |
| Derivative instruments:   | 18                        | 25          | 63                       | 104         |

|   |    |        |      |            |
|---|----|--------|------|------------|
| Change in unrealized gains and (losses)                             |    |        |      |            |
| Amortization of unrealized gains and (losses) into interest expense |    | (96)   | (98) | (294)      |
| Income tax provision benefit to other comprehensive income (loss)   | \$ | (454)  | \$   | (840)      |
| Other comprehensive income (loss), net of tax                       |    | (145)  |      | (2,034)    |
| Comprehensive income (loss)   | \$ | 13,075 | \$   | 7,527      |
|   |    |        |      | 6,409      |
|   |    |        |      | \$ (2,473) |
|   |    |        |      | \$ 39,228  |
|   |    |        |      | \$ 36,243  |

**STANDEX INTERNATIONAL CORPORATION**  
**Unaudited Condensed Consolidated Statements of Cash Flows**

| (In thousands)  | <b>Nine Months Ended<br/>March 31,</b> |             |
|---|--|-------------|
|   | <b>2014</b>                            | <b>2013</b> |
| Cash flows from operating activities  |  |             |
| Net income  | \$ 32,819                              | \$ 32,352   |
| (Income) loss from discontinued operations  | 1,146                                  | 270         |
| Income from continuing operations   | 33,965                                 | 32,622      |
| Adjustments to reconcile net income to net cash provided by operating activities: |  |             |
| Depreciation and amortization   | 11,283                                 | 11,626      |
| Stock-based compensation  | 5,454                                  | 2,808       |
| Non-cash portion of restructuring charge  | 3,755                                  | -           |
| Disposal of real estate and equipment   | 925                                    | -           |
| Life insurance benefit  | (3,353)                                | -           |
| Contributions to defined benefit plans  | (1,093)                                | (4,161)     |
| Net changes in operating assets and liabilities                                   | (15,147)                               | (23,455)    |
| Net cash provided by (used in) operating activities - continuing operations       | 35,789                                 | 19,440      |
| Net cash (used in) operating activities - discontinued operations                 | (1,938)                                | (3,006)     |
| Net cash provided by (used in) operating activities                               | 33,851                                 | 16,434      |
| Cash flows from investing activities  |  |             |
| Expenditures for property, plant, and equipment                                   | (16,284)                               | (12,389)    |
| Expenditures for acquisitions, net of cash acquired                               | -                                      | (39,613)    |
| Proceeds from sales of real estate and equipment                                  | -                                      | 24          |
| Other investing activity  | 617                                    | (435)       |

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|  |           |           |
|--|-----------|-----------|
| Net cash (used in) investing activities                      | (15,667)  | (52,413)  |
| Cash flows from financing activities                         |           |           |
| Borrowings on revolving credit facility                      | 50,000    | 100,500   |
| Payments of revolving credit facility                        | (55,000)  | (80,723)  |
| Short-term borrowings, net                                   | -         | 326       |
| Activity under share-based payment plans                     | 353       | 206       |
| Excess tax benefit from share-based payment activity         | 1,498     | 1,990     |
| Purchases of treasury stock                                  | (5,548)   | (8,274)   |
| Cash dividends paid  | (3,529)   | (2,887)   |
| Net cash provided by (used in) financing activities          | (12,226)  | 11,138    |
| Effect of exchange rate changes on cash and cash equivalents | 465       | 301       |
| Net change in cash and cash equivalents                      | 6,423     | (24,540)  |
| Cash and cash equivalents at beginning of year               | 51,064    | 54,749    |
| Cash and cash equivalents at end of period                   | \$ 57,487 | \$ 30,209 |

See notes to unaudited condensed consolidated financial statements

## **STANDEX INTERNATIONAL CORPORATION**

### **NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

1)

#### **Management Statement**

In the opinion of management, the accompanying unaudited condensed consolidated financial statements contain all adjustments necessary to present fairly the results of operations for the three and nine months ended March 31, 2014 and 2013, the cash flows for the nine months ended March 31, 2014 and 2013 and the financial position of the Company at March 31, 2014. The interim results are not necessarily indicative of results for a full year. The unaudited condensed consolidated financial statements and notes do not contain information which would substantially duplicate the disclosures contained in the audited annual consolidated financial statements and notes for the year ended June 30, 2013. The condensed consolidated balance sheet at June 30, 2013 was derived from audited financial statements, but does not include all disclosures required by accounting principles generally accepted in the United States of America. The financial statements contained herein should be read in conjunction with the Annual Report on Form 10-K and in particular the audited consolidated financial statements for the year ended June 30, 2013. Unless otherwise noted, references to years are to the Company's fiscal years.

2)

#### **Acquisition**

In July 2012, the Company acquired Meder electronic AG (Meder), a German manufacturer of magnetic reed switch, reed relay, and reed sensor products. Meder, whose products and geographic markets are complementary to Standex Electronics, is reported under the Electronics Products Group. This investment substantially broadens the global footprint, product line offerings, and end-user markets of the Electronics segment.

The Company paid \$43.2 million in cash for 100% of the equity of Meder. Acquired intangible assets of \$8.2 million consist of \$3.4 million of trademarks, which are indefinite-lived, and \$4.8 million of customer relationships, which are amortized over a period of 10 years. Acquired goodwill of \$12.1 million is not deductible for income tax purposes due to the nature of the transaction. The Company finalized the purchase price allocation during the quarter ended

December 31, 2012.

The components of the fair value of the Meder acquisition, including the initial allocation of the purchase price and subsequent measurement period adjustments, are as follows (in thousands):

|   | <b>Meder Electronic</b> |         |
|---|-------------------------|---------|
| Fair value of business combination:                   |                         |         |
| Cash payments   | \$                      | 43,181  |
| Less: cash acquired                                   |                         | (3,568) |
| Total   | \$                      | 39,613  |
| Identifiable assets acquired and liabilities assumed: |                         |         |
| Current Assets  | \$                      | 20,246  |
| Property, plant, and equipment                        |                         | 11,060  |
| Identifiable intangible assets                        |                         | 8,200   |
| Goodwill  |                         | 12,063  |
| Other non-current assets                              |                         | 222     |
| Liabilities Assumed                                   |                         | (8,642) |
| Deferred taxes  |                         | (3,536) |
| Total   | \$                      | 39,613  |

3)

**Discontinued Operations**

In pursuing our business strategy we have divested certain businesses and recorded activities of these businesses as discontinued operations. In December 2011, the Company entered into a plan to divest its Air Distribution Products ( ADP ) business unit in order to allow the Company to focus its financial assets and managerial resources on its remaining portfolio of businesses. On March 30, 2012, the Company completed the sale of the ADP business. During the first quarter of fiscal year 2014, the Company received notice that its obligations under a guarantee provided to the buyers of ADP were triggered as a result of its withdrawal from a multi-employer pension plan in which the Company previously participated. As a result, the Company recorded a charge of \$1.2 million in excess of the value of the guarantee already recorded. The Company settled this obligation during the second quarter of 2014.

Assets and liabilities related to discontinued operations appear in the condensed consolidated balance sheets are as follows (in thousands):

|   | <b>March 31, 2014</b> | <b>June 30, 2013</b> |
|---|-----------------------|----------------------|
| Current assets                                    | \$ 166                | \$ 483               |
| Other non-current assets                          | 3,014                 | 3,000                |
| Accrued expenses                                  | 1,136                 | 795                  |
| Accrued pension and other non-current liabilities | 1,437                 | 3,219                |

4)

**Fair Value Measurements**

The financial instruments shown below are presented at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Where available, fair value is based on observable market prices or parameters or derived from such prices or parameters. Where observable prices or inputs are not available, valuation models may be applied.



Assets and liabilities recorded at fair value in the consolidated balance sheet are categorized based upon the level of judgment associated with the inputs used to measure their fair values. Hierarchical levels directly related to the amount of subjectivity associated with the inputs to fair valuation of these assets and liabilities and the methodologies used in valuation are as follows:

**Level 1** Quoted prices in active markets for identical assets and liabilities. The Company's deferred compensation plan assets consist of shares in various mutual funds (for the deferred compensation plan, investments are participant-directed) which invest in a broad portfolio of debt and equity securities. These assets are valued based on publicly quoted market prices for the funds' shares as of the balance sheet dates.

**Level 2** Inputs, other than quoted prices in an active market, that are observable either directly or indirectly through correlation with market data. For foreign exchange forward contracts and interest rate swaps, the Company values the instruments based on the market price of instruments with similar terms, which are based on spot and forward rates as of the balance sheet dates. The Company has considered the creditworthiness of counterparties in valuing all assets and liabilities.

**Level 3** Unobservable inputs based upon the Company's best estimate of what market participants would use in pricing the asset or liability.

During the three and nine months ended March 31, 2014, there were no transfers of assets or liabilities between level 1 and level 2 of the fair value measurement hierarchy. The Company's policy is to recognize transfers between levels as of the date they occur.

Cash and cash equivalents, accounts receivable, and accounts payable are carried at cost, which approximates fair value.

|   | <b>March 31, 2014</b> |                |                |                |
|---|-----------------------|----------------|----------------|----------------|
|   | <b>Total</b>          | <b>Level 1</b> | <b>Level 2</b> | <b>Level 3</b> |
| <b>Assets</b>   |                       |                |                |                |
| Marketable securities -<br>deferred compensation plan | \$ 3,047              | \$ 3,047       | \$ -           | \$ -           |
| Foreign exchange contracts                            | 782                   | -              | 782            | -              |
| <b>Liabilities</b>                                    |                       |                |                |                |

|   |    |              |    |                |    |                |    |                |
|---|----|--------------|----|----------------|----|----------------|----|----------------|
| Interest rate swaps                                   | \$ | 1,285        | \$ | -              | \$ | 1,285          | \$ | -              |
| Foreign exchange contracts                            |    | 2,691        |    | -              |    | 2,691          |    | -              |
| <b>June 30, 2013</b>                                  |    |              |    |                |    |                |    |                |
|   |    | <b>Total</b> |    | <b>Level 1</b> |    | <b>Level 2</b> |    | <b>Level 3</b> |
| <b>Assets</b>   |    |              |    |                |    |                |    |                |
| Marketable securities -<br>deferred compensation plan | \$ | 2,478        | \$ | 2,478          | \$ | -              | \$ | -              |
| Foreign exchange contracts                            |    | 37           |    | -              |    | 37             |    | -              |
| <b>Liabilities</b>                                    |    |              |    |                |    |                |    |                |
| Interest rate swaps                                   | \$ | 1,875        | \$ | -              | \$ | 1,875          | \$ | -              |
| Foreign exchange contracts                            |    | 1,443        |    | -              |    | 1,443          |    | -              |

Items presented at fair value at March 31, 2014 and June 30, 2013 consisted of the following (in thousands):

5)

#### **Inventories**

Inventories are comprised of the following (in thousands):

|                 | <b>March 31, 2014</b> |        | <b>June 30, 2013</b> |        |
|-----------------|-----------------------|--------|----------------------|--------|
| Raw materials   | \$                    | 41,588 | \$                   | 37,906 |
| Work in process |                       | 26,726 |                      | 24,112 |
| Finished goods  |                       | 27,728 |                      | 22,938 |
| Total           | \$                    | 96,042 | \$                   | 84,956 |

Distribution costs associated with the sale of inventory are recorded as a component of selling, general and administrative expenses in the accompanying unaudited condensed consolidated statements of operations and were \$4.6 million and \$15.8 million for the three and nine months ended March 31, 2014 and \$4.9 million and \$15.9 million for the three and nine months ended March 31, 2013, respectively.

6)

**Goodwill**

Changes to goodwill during the nine months ended March 31, 2014 were as follows (in thousands):

|                                   | <b>June 30, 2013</b> |                                   |                   | <b>March 31, 2014</b>             |                   |
|-----------------------------------|----------------------|-----------------------------------|-------------------|-----------------------------------|-------------------|
|                                   | <b>Gross</b>         | <b>Accumulated<br/>Impairment</b> | <b>Net</b>        | <b>Translation<br/>Adjustment</b> | <b>Net</b>        |
| Food Service<br>Equipment Group   | \$ 63,729            | \$ (17,939)                       | \$ 45,790         | \$ 6                              | \$ 45,796         |
| Engraving Group                   | 20,614               | -                                 | 20,614            | 135                               | 20,749            |
| Engineering Technologies<br>Group | 10,861               | -                                 | 10,861            | 1,017                             | 11,878            |
| Electronics Products<br>Group     | 31,582               | -                                 | 31,582            | (7)                               | 31,575            |
| Hydraulics Products<br>Group      | 3,058                | -                                 | 3,058             | -                                 | 3,058             |
| <b>Total</b>                      | <b>\$ 129,844</b>    | <b>\$ (17,939)</b>                | <b>\$ 111,905</b> | <b>\$ 1,151</b>                   | <b>\$ 113,056</b> |

7)

**Intangible Assets**

Intangible assets consist of the following (in thousands):

|                             | <b>Customer<br/>Relationships</b> | <b>Trademarks</b> | <b>Other</b> | <b>Total</b> |
|-----------------------------|-----------------------------------|-------------------|--------------|--------------|
| <b>March 31, 2014</b>       |                                   |                   |              |              |
| Cost                        | \$ 33,249                         | \$ 13,022         | \$ 2,760     | \$ 49,031    |
| Accumulated<br>amortization | (21,821)                          | -                 | (2,058)      | (23,879)     |
| Balance, March 31, 2014     | \$ 11,428                         | \$ 13,022         | \$ 702       | \$ 25,152    |

**June 30, 2013**

|                          |    |          |    |        |    |         |    |          |
|--------------------------|----|----------|----|--------|----|---------|----|----------|
| Cost                     | \$ | 31,850   | \$ | 12,878 | \$ | 4,228   | \$ | 48,956   |
| Accumulated amortization |    | (19,529) |    | -      |    | (3,590) |    | (23,119) |
| Balance, June 30, 2013   | \$ | 12,321   | \$ | 12,878 | \$ | 638     | \$ | 25,837   |

Amortization expense for the three and nine months ended March 31, 2014 was \$0.6 million and \$2.0 million, respectively. Amortization expense for the three and nine months ended March 31, 2013 was \$0.6 million and \$2.0 million, respectively. At March 31, 2014, amortization expense is estimated to be \$0.7 million in the remainder of 2014, \$2.4 million in 2015, \$1.9 million in 2016, \$1.5 million in 2017, \$1.4 million in 2018, and \$4.2 million thereafter.

**8)**

**Debt**

As of March 31, 2014, the Company's debt is due as follows (in thousands):

**Fiscal Year**

|            |    |        |
|------------|----|--------|
| 2014       | \$ | 8      |
| 2015       |    | 15     |
| 2016       |    | 15     |
| 2017       |    | 45,015 |
| 2018       |    | 8      |
| Thereafter |    | -      |
|            | \$ | 45,061 |

***Bank Credit Agreements***

The Company has in place a five-year \$225 million unsecured Revolving Credit Facility ( Credit Agreement , the facility ), which expires in January 2017 and includes a letter of credit sub-facility with a limit of \$30 million and a \$100 million accordion feature. As of March 31, 2014 the Company has used \$11.3 million against the letter of credit sub-facility. The Company had the ability to borrow \$168.7 million under the facility.

At March 31, 2014, the carrying value of the current borrowings under the facility approximated fair value.

## 9) Derivative Financial Instruments

### *Interest Rate Swaps*

From time to time as dictated by market opportunities, the Company enters into interest rate swap agreements designed to manage exposure to interest rates on the Company's variable rate indebtedness. The Company recognizes all derivatives on its balance sheet at fair value. The Company has designated its interest rate swap agreements, including those that are forward-dated, as cash flow hedges, and changes in the fair value of the swaps are recognized in other comprehensive income until the hedged items are recognized in earnings. Hedge ineffectiveness, if any, associated with the swaps will be reported by the Company in interest expense.

The Company's effective swap agreements convert the base borrowing rate on \$45 million of debt due under our revolving credit agreement from a variable rate equal to LIBOR to a weighted average fixed rate of 2.40% at March 31, 2014. The fair value of the swaps recognized in accrued expenses and in other comprehensive income is as follows (in thousands, except percentages):

| Effective Date     | Notional Amount | Fixed Rate | Maturity           | Fair Value     |               |
|--------------------|-----------------|------------|--------------------|----------------|---------------|
|                    |                 |            |                    | March 31, 2014 | June 30, 2013 |
| June 1, 2010       | \$ 5,000        | 2.495%     | May 24, 2015       | \$ (135)       | \$ (205)      |
| June 1, 2010       | 5,000           | 2.495%     | May 24, 2015       | (135)          | (205)         |
| June 8, 2010       | 10,000          | 2.395%     | May 26, 2015       | (258)          | (389)         |
| June 9, 2010       | 5,000           | 2.340%     | May 26, 2015       | (126)          | (190)         |
| June 18, 2010      | 5,000           | 2.380%     | May 24, 2015       | (129)          | (194)         |
| September 21, 2011 | 5,000           | 1.280%     | September 21, 2013 | -              | (14)          |
| September 21, 2011 | 5,000           | 1.595%     | September 22, 2014 | (37)           | (83)          |
| March 15, 2012     | 10,000          | 2.745%     | March 15, 2016     | (465)          | (595)         |
|                    |                 |            |                    | \$ (1,285)     | \$ (1,875)    |

The Company reported no losses for the three and nine months ended March 31, 2014, as a result of hedge ineffectiveness. Future changes in these swap arrangements, including termination of the agreements, may result in a reclassification of any gain or loss reported in accumulated other comprehensive income (loss) into earnings as an adjustment to interest expense. Accumulated other comprehensive income (loss) related to these instruments is being

amortized into interest expense concurrent with the hedged exposure.

### *Foreign Exchange Contracts*

Forward foreign currency exchange contracts are used to limit the impact of currency fluctuations on certain anticipated foreign cash flows, such as foreign sales, foreign purchases of materials, and loan payments to and from subsidiaries. The Company enters into such contracts for hedging purposes only. For hedges of intercompany loan payments, the Company has not elected hedge accounting due to the general short-term nature and predictability of the transactions, and records derivative gains and losses directly to the statement of operations. At March 31, 2014 and June 30, 2013, the Company had outstanding forward contracts related to hedges of intercompany loans with net unrealized (losses) of (\$1.9) million and (\$1.4) million, respectively, which approximate the unrealized gains and losses on the related loans. The notional amounts of the Company's forward contracts, by currency, are as follows (in thousands):

| Currency               | Notional Amount<br>(in native currency) |               |
|------------------------|---|---------------|
|                        | March 31, 2014                          | June 30, 2013 |
| Euro                   | 43,094                                  | 48,349        |
| British Pound Sterling | 2,000                                   | 2,580         |
| Canadian Dollar        | 3,600                                   | 3,600         |
| United States Dollar   | 1,139                                   | -             |

The table below presents the fair value of derivative financial instruments as well as their classification on the balance sheet (in thousands):

| Derivative designated as<br>hedging instruments | Assets Derivatives |               |
|---|--------------------|---------------|
|   | March 31, 2014     | June 30, 2013 |
| Balance Sheet                                   | Balance Sheet      | Balance Sheet |

|                            | <b>Line Item</b> | <b>Fair Value</b> | <b>Line Item</b> | <b>Fair Value</b> |
|----------------------------|------------------|-------------------|------------------|-------------------|
| Foreign exchange contracts | Other Assets     | \$ 782            | Other Assets     | \$ 37             |

| <b>Liability Derivatives</b>                        |                      |                   |                      |                   |
|---|----------------------|-------------------|----------------------|-------------------|
| <b>March 31, 2014</b>                               |                      |                   | <b>June 30, 2013</b> |                   |
| <b>Derivative designated as hedging instruments</b> | <b>Balance Sheet</b> | <b>Fair Value</b> | <b>Balance Sheet</b> | <b>Fair Value</b> |
|   | <b>Line Item</b>     |                   | <b>Line Item</b>     |                   |
| Interest rate swaps                                 | Accrued Liabilities  | \$ 1,285          | Accrued Liabilities  | \$ 1,875          |
| Foreign exchange contracts                          | Accrued Liabilities  | 2,691             | Accrued Liabilities  | 1,443             |
|   |                      | \$ 3,976          |                      | \$ 3,318          |

The table below presents the amount of gain (loss) recognized in comprehensive income on our derivative financial instruments (effective portion) designated as hedging instruments and their classification within comprehensive income for the periods ended (in thousands):

|                     | <b>Three Months Ended</b> |             | <b>Nine Months Ended</b> |             |
|---------------------|---------------------------|-------------|--------------------------|-------------|
|                     | <b>March 31,</b>          |             | <b>March 31,</b>         |             |
|                     | <b>2014</b>               | <b>2013</b> | <b>2014</b>              | <b>2013</b> |
| Interest rate swaps | \$ (47)                   | \$ (66)     | \$ (167)                 | \$ (275)    |

The table below presents the amount reclassified from accumulated other comprehensive income (loss) to Net Income for the periods ended (in thousands):

| <b>Details about Accumulated</b>                    | <b>Three Months Ended</b> |             | <b>Nine Months Ended</b> |             | <b>Affected line item in the Statements of Operations</b> |
|---|---------------------------|-------------|--------------------------|-------------|---|
| <b>Other Comprehensive Income (Loss) Components</b> | <b>March 31,</b>          |             | <b>March 31,</b>         |             |   |
|   | <b>2014</b>               | <b>2013</b> | <b>2014</b>              | <b>2013</b> |   |
| Interest rate swaps                                 | \$ 252                    | \$ 261      | \$ 774                   | \$ 786      | Interest expense  |

**Retirement Benefits**

The Company has defined benefit pension plans covering certain current and former employees both inside and outside of the U.S. The Company's pension plan for U.S. salaried employees was frozen as of December 31, 2007, and participants in the plan ceased accruing future benefits. The Company's pension plan was frozen for substantially all remaining participants as of July 31, 2013, and replaced with a defined contribution benefit plan.

Net Periodic Benefit Cost for the Company's U.S. and Foreign pension benefit plans for the three and nine months ended March 31, 2014 and 2013 consisted of the following components (in thousands):

|                                    | <b>U.S. Plans</b>         |             | <b>Non-U.S. Plans</b>     |             |
|------------------------------------|---------------------------|-------------|---------------------------|-------------|
|                                    | <b>Three Months Ended</b> |             | <b>Three Months Ended</b> |             |
|                                    | <b>March 31,</b>          |             | <b>March 31,</b>          |             |
|                                    | <b>2014</b>               | <b>2013</b> | <b>2014</b>               | <b>2013</b> |
| Service cost                       | \$ 49                     | \$ 176      | \$ 12                     | \$ 11       |
| Interest cost                      | 2,810                     | 2,735       | 438                       | 416         |
| Expected return on plan assets     | (3,378)                   | (3,698)     | (391)                     | (333)       |
| Recognized net actuarial loss      | 923                       | 1,894       | 208                       | 224         |
| Amortization of prior service cost | 14                        | 26          | -                         | (15)        |
| Net periodic benefit cost          | \$ 418                    | \$ 1,133    | \$ 267                    | \$ 303      |

|                                    | <b>U.S. Plans</b>        |             | <b>Non-U.S. Plans</b>    |             |
|------------------------------------|--------------------------|-------------|--------------------------|-------------|
|                                    | <b>Nine Months Ended</b> |             | <b>Nine Months Ended</b> |             |
|                                    | <b>March 31,</b>         |             | <b>March 31,</b>         |             |
|                                    | <b>2014</b>              | <b>2013</b> | <b>2014</b>              | <b>2013</b> |
| Service cost                       | \$ 183                   | \$ 527      | \$ 35                    | \$ 31       |
| Interest cost                      | 8,430                    | 8,206       | 1,282                    | 1,258       |
| Expected return on plan assets     | (10,134)                 | (11,093)    | (1,143)                  | (1,012)     |
| Recognized net actuarial loss      | 3,018                    | 5,683       | 608                      | 681         |
| Amortization of prior service cost | 43                       | 76          | -                        | (43)        |
| Net periodic benefit cost          | \$ 1,540                 | \$ 3,399    | \$ 782                   | \$ 915      |

The Company expects to pay \$1.5 million in prescribed contributions to its U.K. defined benefit plan and other unfunded defined benefit plans in both the U.S. and Europe during fiscal year 2014. Contributions of \$1.1 million and



\$4.2 million were made during the nine months ended March 31, 2014 and 2013 respectively. Contributions in fiscal year 2013 included a \$3.25 million voluntary contribution made in July 2012, retroactive to June 2012, in order to take advantage of legislation that allowed our U.S. plan to be 100% funded under Pension Protection Act rules at June 30, 2012.

11)

### **Income Taxes**

The Company's effective tax rate for the three months ended March 31, 2014 was 23.0% compared with 11.0% for the three months ended March 31, 2013. The lower effective tax rate in 2013 is primarily due to non-recurring tax benefits recorded discretely in the prior year.

The Company's effective tax rate for the nine months ended March 31, 2014 was 25.6% compared with 25.3% for the nine months ended March 31, 2013.

In September 2013, the U.S. Department of the Treasury and the Internal Revenue Service released final regulations relating to guidance on applying tax rules to amounts paid to acquire, produce, or improve tangible personal property as well as rules for materials and supplies. These final regulations will be effective for Standex's fiscal year ending June 30, 2015. The Company is currently assessing these rules and their impact to the financial statements, if any.

12)

### **Earnings Per Share**

The following table sets forth a reconciliation of the number of shares (in thousands) used in the computation of basic and diluted earnings per share:

**Three Months Ended**

**Nine Months Ended**

|                                      | <b>March 31,</b> |             | <b>March 31,</b> |             |
|--------------------------------------|------------------|-------------|------------------|-------------|
|                                      | <b>2014</b>      | <b>2013</b> | <b>2014</b>      | <b>2013</b> |
| Basic - Average shares outstanding   | 12,620           | 12,554      | 12,604           | 12,564      |
| Effect of dilutive securities:       |                  |             |                  |             |
| Unvested stock awards                | 117              | 215         | 154              | 224         |
| Diluted - Average shares outstanding | 12,737           | 12,769      | 12,758           | 12,788      |

Earnings available to common stockholders are the same for computing both basic and diluted earnings per share. No options to purchase common stock were excluded as anti-dilutive from the calculation of diluted earnings per share for the three and nine months ended March 31, 2014 and 2013, respectively.

37,049 and 33,111 performance stock units are excluded from the diluted earnings per share calculation as the performance criteria have not been met for the nine months ended March 31, 2014 and 2013, respectively.

### 13)

#### Comprehensive Income (Loss)

The components of the Company's accumulated other comprehensive loss are as follows (in thousands):

|   | <b>March 31, 2014</b> |          | <b>June 30, 2013</b> |          |
|---|-----------------------|----------|----------------------|----------|
| Foreign currency translation adjustment                 | \$                    | 7,772    | \$                   | 3,745    |
| Unrealized pension losses, net of tax                   |                       | (65,851) |                      | (67,857) |
| Unrealized losses on derivative instruments, net of tax |                       | (792)    |                      | (1,168)  |
| Total   | \$                    | (58,871) | \$                   | (65,280) |

### 14)

#### Contingencies

In March, 2013, the Company entered into a settlement agreement to terminate the redhibition action that had been pending in Lafayette, Louisiana since August, 2008. The plaintiff, Ultra Pure Water Technologies, Inc. ( Ultra Pure ) had filed a suit against the Company seeking lost profit damages for alleged defects in Master-Bilt ice merchandisers

that were sold to Master-Bilt's customer, which then sold them to Ultra Pure. A settlement was reached during trial. The terms of the settlement provide that all claims against the Company are dismissed with prejudice, in exchange for a payment of \$6.0 million, of which the Company contributed \$2.6 million, net of \$3.4 million paid directly by insurers in the matter. The Company recorded a \$2.6 million payment during the third quarter of fiscal year 2013 as a component of selling, general, and administrative expenses. No fault or liability on the part of the Company is admitted under the terms of the settlement. The court has approved the terms of the settlement.

From time to time, the Company is subject to various claims and legal proceedings, including claims related to environmental remediation, either asserted or unasserted, that arise in the ordinary course of business. While the outcome of these proceedings and claims cannot be predicted with certainty, the Company's management does not believe that the outcome of any of the currently existing legal matters will have a material impact on the Company's consolidated financial position, results of operations or cash flow. The Company accrues for losses related to a claim or litigation when the Company's management considers a potential loss probable and can reasonably estimate such potential loss.

15)

#### **Industry Segment Information**

The Company has determined that it has five reportable segments organized around the types of product sold:

**Food Service Equipment Group** – an aggregation of seven operating segments that manufacture and sell commercial food service equipment.

**Engraving Group** – provides mold texturizing, roll engraving and process machinery for a number of industries.

**Engineering Technologies Group** – provides customized solutions in the fabrication and machining of engineered components for the aerospace, energy, aviation, medical, oil and gas, and general industrial markets.

**Electronics Products Group** – manufacturing and selling of electronic components for applications throughout the end-user market spectrum.

Hydraulics Products Group manufacturing and selling of single- and double-acting telescopic and piston rod hydraulic cylinders.

Net sales and income (loss) from continuing operations by segment for the three months and nine months ended March 31, 2014 and 2013 were as follows (in thousands):

| Segment:  | Three Months Ended March 31, |            |                        |           |
|---|------------------------------|------------|------------------------|-----------|
|   | Net Sales                    |            | Income from Operations |           |
|   | 2014                         | 2013       | 2014                   | 2013      |
| Food Service Equipment Group                          | \$ 88,873                    | \$ 86,606  | \$ 7,168               | \$ 5,287  |
| Engraving Group                                       | 27,278                       | 23,820     | 5,957                  | 3,365     |
| Engineering Technologies Group                        | 22,347                       | 19,584     | 4,296                  | 3,411     |
| Electronics Products Group                            | 30,672                       | 27,785     | 5,283                  | 4,780     |
| Hydraulics Products Group                             | 9,632                        | 8,175      | 1,477                  | 1,437     |
| Restructuring costs                                   |                              |            | (1,381)                | (1,075)   |
| Corporate   |                              |            | (8,553)                | (5,483)   |
| Sub-total   | \$ 178,802                   | \$ 165,970 | \$ 14,247              | \$ 11,722 |
| Interest expense                                      |                              |            | (557)                  | (643)     |
| Other non-operating income                            |                              |            | 3,457                  | (209)     |
| Income from continuing operations before income taxes |                              |            | \$ 17,147              | \$ 10,870 |

| Segment:                              | Nine Months Ended March 31, |            |                        |           |
|---------------------------------------|-----------------------------|------------|------------------------|-----------|
|                                       | Net Sales                   |            | Income from Operations |           |
|                                       | 2014                        | 2013       | 2014                   | 2013      |
| Food Service Equipment Group          | \$ 287,290                  | \$ 291,745 | \$ 23,388              | \$ 28,329 |
| Engraving Group                       | 80,689                      | 70,839     | 16,550                 | 12,393    |
| Engineering Technologies Group        | 56,935                      | 53,341     | 8,834                  | 8,748     |
| Electronics Products Group            | 85,277                      | 80,518     | 14,813                 | 11,969    |
| Hydraulics Products Group             | 24,427                      | 21,542     | 3,710                  | 3,371     |
| Restructuring costs                   |                             |            | (5,831)                | (2,295)   |
| Other operating income (expense), net |                             |            | 1,962                  | -         |
| Corporate                             |                             |            | (20,020)               | (16,899)  |
| Sub-total                             | \$ 534,618                  | \$ 517,985 | \$ 43,406              | \$ 45,616 |

|   |           |           |
|---|-----------|-----------|
| Interest expense                                      | (1,709)   | (1,869)   |
| Other non-operating income                            | 3,977     | (79)      |
| Income from continuing operations before income taxes | \$ 45,674 | \$ 43,668 |

Net sales include only transactions with unaffiliated customers and include no intersegment sales. Income (loss) from operations by segment excludes interest expense and other non-operating income (expense).

## 16) Restructuring

The Company has undertaken cost reduction and facility consolidation initiatives that have resulted in severance, restructuring, and related charges. A summary of charges by initiative is as follows (in thousands):

|                                      | Three Months Ended<br>March 31, 2014                            |        |          | Nine Months Ended<br>March 31, 2014                             |          |          |
|--------------------------------------|---|--------|----------|---|----------|----------|
|                                      | Involuntary<br>Employee<br>Severance<br>and<br>Benefit<br>Costs | Other  | Total    | Involuntary<br>Employee<br>Severance<br>and<br>Benefit<br>Costs | Other    | Total    |
| 2014<br>Restructuring<br>initiatives | \$ 637  | \$ 744 | \$ 1,381 | \$ 1,172  | \$ 4,587 | \$ 5,759 |
| Prior year<br>initiatives            | -   | -      | -        | 72  | -        | 72       |
|                                      | \$ 637  | \$ 744 | \$ 1,381 | \$ 1,244  | \$ 4,587 | \$ 5,831 |
|                                      | Three Months Ended<br>March 31, 2013                            |        |          | Nine Months Ended<br>March 31, 2013                             |          |          |
|                                      | Involuntary<br>Employee<br>Severance                            | Other  | Total    | Involuntary<br>Employee<br>Severance and                        | Other    | Total    |

|                        | <b>Benefit Costs</b>             |        |          |          |          |          |
|------------------------|----------------------------------|--------|----------|----------|----------|----------|
|                        | <b>and<br/>Benefit<br/>Costs</b> |        |          |          |          |          |
| Prior year initiatives | \$ 404                           | \$ 671 | \$ 1,075 | \$ 1,004 | \$ 1,291 | \$ 2,295 |

*2014 Restructuring Initiatives*

On August 23, 2013 the Company announced a consolidation of its Cheyenne, Wyoming plant into its Mexico facility and other cooking solutions operations in North America. The Company expects to record a pre-tax restructuring charge related to the Food Service Equipment segment during fiscal 2014 in the range of \$7.5 to \$8.0 million, which includes a non-cash charge of \$3.3 million related to the impairment of long-lived assets recorded during the first quarter of fiscal year 2014.

Activity in the reserves related to fiscal year 2014 restructuring initiatives is as follows (in thousands):

|   | <b>Involuntary<br/>Employee<br/>Severance and<br/>Benefit Costs</b> |   | <b>Other</b> | <b>Total</b> |
|---|---|---|--------------|--------------|
| Restructuring liabilities at June 30, 2013  | \$ -  | - | \$ -         | \$ -         |
| Additions and adjustments                   | 1,172   | - | 1,245        | 2,417        |
| Payments                                    | (759)   | - | (1,245)      | (2,004)      |
| Restructuring liabilities at March 31, 2014 | \$ 413  | - | \$ -         | \$ 413       |

*Prior Year Initiatives*

Activity in the reserve related to the prior year restructuring initiatives is as follows (in thousands):

|  | <b>Involuntary<br/>Employee<br/>Severance and<br/>Benefit Costs</b> |   | <b>Other</b> | <b>Total</b> |
|--|---|---|--------------|--------------|
| Restructuring liabilities at June 30, 2013 | \$ 10   | - | \$ -         | \$ 10        |

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|   |    |      |    |   |    |      |
|---|----|------|----|---|----|------|
| Additions and adjustments                   |    | 72   |    | - |    | 72   |
| Payments                                    |    | (82) |    | - |    | (82) |
| Restructuring liabilities at March 31, 2014 | \$ | -    | \$ | - | \$ | -    |

The Company's total restructuring expenses by segment are as follows (in thousands):

|                                    | Three Months Ended<br>March 31, 2014                      |        |        | Nine Months Ended<br>March 31, 2014                       |          |          |
|------------------------------------|---|--------|--------|---|----------|----------|
|                                    | Involuntary<br>Employee<br>Severance and<br>Benefit Costs | Other  | Total  | Involuntary<br>Employee<br>Severance and<br>Benefit Costs | Other    | Total    |
| Food Service<br>Equipment<br>Group | \$ 178  | \$ 722 | \$ 900 | \$ 452  | 4,518    | \$ 4,970 |
| Engraving<br>Technologies<br>Group | 460   | \$ 21  | 481    | 606   | 20       | 626      |
| Electronics<br>Products<br>Group   | -   | \$ -   | -      | 187   | 48       | 235      |
|                                    | \$ 638  | \$ 743 | \$ 381 | \$ 1,245  | \$ 4,586 | \$ 5,831 |

|                                      | Three Months Ended<br>March 31, 2013                      |        |       | Nine Months Ended<br>March 31, 2013                       |       |        |
|--------------------------------------|---|--------|-------|---|-------|--------|
|                                      | Involuntary<br>Employee<br>Severance and<br>Benefit Costs | Other  | Total | Involuntary<br>Employee<br>Severance and<br>Benefit Costs | Other | Total  |
| Food Service<br>Equipment<br>Group   | \$ 52   | \$ 2   | \$ 54 | \$ 180  | \$ 24 | \$ 204 |
| Engineering<br>Technologies<br>Group | 44  | \$ -   | 44    | 44  | -     | 44     |
| Engraving<br>Technologies<br>Group   | 181   | \$ 649 | 830   | 653   | 1,235 | 1,888  |
|                                      | 127   | \$ 20  | 147   | 127   | 32    | 159    |

Electronics  
Products  
Group

\$ 404 \$ 671 \$ 1,075 \$ 1,004 \$ 1,291 \$ 2,295

## ITEM 2.

### MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*Statements contained in this Quarterly Report on Form 10-Q that are not based on historical facts are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of forward-looking terminology such as should, could, "may," will, expect, "believe," "estimate," "anticipate," intends, "continue," or similar terms or variations of those terms or the negative of those terms. There are many factors that affect the Company's business and the results of its operations and may cause the actual results of operations in future periods to differ materially from those currently expected or desired. These factors include, but are not limited to material adverse or unforeseen legal judgments, fines, penalties or settlements, conditions in the financial and banking markets, including fluctuations in exchange rates and the inability to repatriate foreign cash, general and international recessionary economic conditions, including the impact, length and degree of the current slow growth conditions on the customers and markets we serve and more specifically conditions in the food service equipment, automotive, construction, aerospace, energy, transportation and general industrial markets, lower-cost competition, the relative mix of products which impact margins and operating efficiencies, both domestic and foreign, in certain of our businesses, the impact of higher raw material and component costs, particularly steel, petroleum based products and refrigeration components, an inability to realize the expected cost savings from restructuring activities, effective completion of plant consolidations, cost reduction efforts, restructuring including procurement savings and productivity enhancements, capital management improvements, strategic capital expenditures, and the implementation of lean enterprise manufacturing techniques, the inability to achieve the savings expected from the sourcing of raw materials from and diversification efforts in emerging markets, the inability to attain expected benefits from strategic alliances or acquisitions and the inability to achieve synergies contemplated by the Company. Other factors that could impact the Company include changes to future pension funding requirements. In addition, any forward-looking statements represent management's estimates only as of the day made and should not be relied upon as representing management's estimates as of any*



*subsequent date. While the Company may elect to update forward-looking statements at some point in the future, the Company and management specifically disclaim any obligation to do so, even if management's estimates change.*

## Overview

We are a leading manufacturer of a variety of products and services for diverse commercial and industrial market segments. We have five reportable segments: Food Service Equipment Group, ( Food Service Equipment ); Engraving Group, ( Engraving ); Engineering Technologies Group, ( Engineering Technologies ); Electronics Products Group, ( Electronics ); and the Hydraulics Products Group, ( Hydraulics ). Our business objective is to provide value-added, technology-driven solutions to our customers. Our strategic objective is to identify those businesses which are best able to meet our objectives and invest in them by taking advantage of organic growth and acquisition opportunities, enhancing our global footprint, and pursuing operational excellence in order to improve operating margins and working capital management.

Our business strategy emphasizes organic growth initiatives in addition to the completion of strategic acquisitions. The development and execution of top line initiatives that provide opportunities for market share gains is a top priority for each of our businesses. Our Company is engaged in strategic growth programs through capital investment in new product introductions, value engineering and performance enhancements for existing products, expanding of product offerings through private labeling and sourcing agreements, geographic expansion of sales coverage, the development of new sales channels, leveraging strategic customer relationships, developing energy efficient products, creating new applications for existing products and technologies, and next generation products and services for our end-user markets. In addition, our Company is actively investing in strategic capital investments to improve quality, reduce costs, and improve manufacturing efficiencies.

As part of this ongoing strategy, beginning in the first quarter of fiscal 2014, the Company, in our efforts to reduce cost and improve productivity across the Food Service Equipment Group, announced that we will consolidate operations in the Cooking Solutions Cheyenne, Wyoming plant into its Mexico facility and other Food Service operations in North America. Once complete, we expect to realize \$4.0 million per year in annual savings. The Cheyenne consolidation is on track and schedule to be substantially complete by fiscal year end. As we move through fiscal year 2014 we continue to evaluate our products and production processes and expect to execute similar cost reductions and restructuring programs on an ongoing basis. In addition to the focus on improving our cost structure, we have improved the Company's liquidity through better working capital management, and the sale of excess land and buildings.

Because of the diversity of the Company's businesses, end-user markets and geographic locations, management does not use specific external indices to predict the future performance of the Company, other than general information about broad macroeconomic trends. Each of our individual business unit serves niche markets and attempts to identify trends other than general business and economic conditions which are specific to their businesses and which could impact their performance. Those units report pertinent information to senior management, which uses it, to the extent relevant, to assess the future performance of the Company. A description of any such material trends is described below in the applicable segment analysis.

We monitor a number of key performance indicators ( KPIs ) including net sales, income from operations, backlog, effective income tax rate, and gross profit margin. A discussion of these KPIs is included within the discussion below.

We may also supplement the discussion of these KPIs by identifying the impact of foreign exchange rates, acquisitions, and other significant items when they have a material impact on the discussed KPI. We believe that the discussion of these items provides enhanced information to investors by disclosing their consequence on the overall trend in order to provide a clearer comparative view of the KPI where applicable. For discussion of the impact of foreign exchange rates on KPIs, the Company calculates the impact as the difference between the current period KPI calculated at the current period exchange rate as compared to the KPI calculated at the historical exchange rate for the prior period. For discussion of the impact of acquisitions, we isolate the effect to the KPI amount that would have existed regardless of our acquisition. Sales resulting from synergies between the acquisition and existing operations of the Company are considered organic growth for the purposes of our discussion.

Unless otherwise noted, references to years are to fiscal years.

## Results from Continuing Operations

|                                    | Three Months Ended |            | Nine Months Ended |            |
|------------------------------------|--------------------|------------|-------------------|------------|
|                                    | March 31,          |            | March 31,         |            |
| (Dollar amounts in thousands)      | 2014               | 2013       | 2014              | 2013       |
| Net sales                          | \$ 178,802         | \$ 165,970 | \$ 534,618        | \$ 517,985 |
| Gross profit margin                | 32.8%              | 31.7%      | 32.8%             | 32.4%      |
| Income from operations             | 14,247             | 11,722     | 43,406            | 45,616     |
| Backlog (realizable within 1 year) | 146,458            | 120,007    | 146,458           | 120,007    |

|                                | Three Months Ended | Nine Months Ended |
|--------------------------------|--------------------|-------------------|
|                                | March 31, 2014     | March 31, 2014    |
| (In thousands)                 |                    |                   |
| Net sales, prior period        | \$ 165,970         | \$ 517,985        |
| Components of change in sales: |                    |                   |
| Effect of exchange rates       | 817                | 2,396             |
| Organic sales change           | 12,015             | 14,237            |
| Net sales, current period      | \$ 178,802         | \$ 534,618        |

Net sales for the third quarter of 2014 increased \$12.8 million, or 7.7%, when compared to the prior year quarter. This change was primarily due to organic sales increases at all segments and foreign exchange favorable by \$0.8 million primarily at Electronics.

Net sales in the nine months ended March 31, 2014 increased \$16.6 million, or 3.2%, when compared to the prior year. This change was due to organic sales increases at Engraving, Engineering Technologies, Electronics, and Hydraulics partially offset by a decrease at Food Service Equipment. Foreign exchange was favorable primarily at Electronics.

### **Gross Profit Margin**

Our gross margin for the third quarter of 2014 is 32.8% compared to the prior year of 31.7%. Stronger margins were achieved at Engraving, Hydraulics, Engineering Technologies and Food Service Equipment mostly related to increased volume and a favorable sales mix.

Our gross margin for the nine months ended March 31, 2014 is 32.8% compared to the prior year period of 32.4%. Stronger margins were achieved at Engraving and Electronics mostly related to increased volume and a favorable sales mix. Margin declines were experienced in both Food Service Equipment and Engineering Technologies related to sales mix. During fiscal 2013, Engineering Technologies benefited from a \$0.7 million one-time customer contract settlement while margins at Electronics were negatively impacted by a \$1.5 million expense related to a one-time step up of inventory to fair value from the Meder acquisition.

### **Selling, General, and Administrative Expenses**

Selling, General, and Administrative Expenses for the third quarter of 2014 were \$43.0 million, or 24.0% of sales, compared to \$39.8 million, or 24.0% of sales, during the prior year quarter. The increase was driven by \$1.4 million of management transition costs and \$1.9 million related to increased selling, distribution, and compensation expenses due to improved performance.

Selling, General, and Administrative Expenses for the nine months ended March 31, 2014 was \$128.0 million, or 23.9% of sales, compared to \$120.2 million, or 23.2% of sales, during the prior year. The increase was driven by \$3.6 million of management transition costs and \$3.2 million related to increased selling, distribution, and compensation expenses due to improved performance. The charge for management transition expense includes search fees, relocation and other costs associated with the hiring of a new chief executive officer ( CEO ) and the acceleration of stock incentive compensation expenses related to the retiring CEO.

### **Other Operating (Income) Expense, net**

During the nine months ended March 31, 2014 we recorded a \$2.0 million net gain from insurance proceeds we received related to a catastrophic failure of a large vertical machining center located at our Engineering Technologies facility in Massachusetts. Insurance proceeds of \$3.0 million were partially offset by the write-off of the net book value of the machine of \$1.0 million. We have acquired a replacement machine for approximately \$2.9 million and anticipate being operational in the latter half of the first quarter of 2015. We anticipate additional capital expenditures of \$1.5 million in the fourth quarter to be fully reimbursed by the insurance company. We have secured an outsourcing solution which will avoid customer interruption. We expect the incremental cost of goods sold associated with the outsourcing, procurement, and installation of the replacement machine will be fully reimbursed by insurance.

## **Income from Operations**

Income from operations for the third quarter of 2014 was \$14.2 million compared to \$11.7 million during the prior year quarter. The increase of \$2.5 million or 22.2% is primarily the result of increased volume at our segments, \$0.3 million of restructuring expense, and favorable comparable year over year experience due to isolated performance issues in the prior year, which have been resolved.

Income from operations for the nine months ended March 31, 2014 was \$43.4 million compared to \$45.6 million during the prior year. The decrease of \$2.2 million or 4.8% in income is primarily the result of \$3.5 million of increased restructuring expenses incurred in connection with the announced closure of our Cooking Solutions facility in Cheyenne, Wyoming. These expenses include \$3.3 million of non-cash impairment of the land and building associated with the facility. These expenses were partially offset by favorable comparable year over year experience due to isolated performance issues in the third quarter of the prior year.

## **Interest Expense**

Interest expense for the third quarter ended March 31, 2014 remained flat at \$0.6 million. Interest expense for the nine months ended March 31, 2014 was \$1.7 million compared to \$1.9 million during the prior year. Interest rate swaps have essentially fixed our interest rate expense over the periods.

## **Other Non-Operating Income (Expense)**

Other non-operating income (expense) for the third quarter of 2014 was \$3.5 million. This amount consisted primarily of \$3.4 million gain on the portion of proceeds for a life insurance policy triggered by the death of a former executive. This life insurance policy relates to an inactive program for key executives. There are six retired executives remaining in this program and current management is indelible to participate.

## Income Taxes

The Company's effective tax rate for the three months ended March 31, 2014 was 23.0% compared with 11.0% for the three months ended March 31, 2013. The lower effective tax rate in 2013 is primarily due to non-recurring tax benefits recorded discreetly in the prior year.

The Company's effective tax rate for the nine months ended March 31, 2014 was 25.6% compared with 25.3% for the nine months ended March 31, 2013.

In September 2013, the U.S. Department of the Treasury and the Internal Revenue Service released final regulations relating to guidance on applying tax rules to amounts paid to acquire, produce, or improve tangible personal property as well as rules for materials and supplies. These final regulations will be effective for Standex's fiscal year ending June 30, 2015. The Company is currently assessing these rules and their impact to the financial statements, if any.

## Backlog

Backlog includes all active or open orders for goods and services that have a firm fixed customer purchase order with defined delivery dates. Backlog also includes any future deliveries based on executed customer contracts, so long as such deliveries are based on agreed upon delivery schedules. Backlog is not generally a significant factor in the Company's businesses medium to long term because relatively short delivery periods and rapid inventory turnover are characteristic of most of its products with the exception of Engineering Technologies. Backlog increased \$26.5 million, or 22.0%, to \$146.5 million at March 31, 2014, from \$120.0 million at March 31, 2013. Backlog has increased double digits at all of our segments.

## Segment Analysis

### Food Service Equipment Group

|                                    | Three Months Ended |          |        | Nine Months Ended |           |        |
|------------------------------------|--------------------|----------|--------|-------------------|-----------|--------|
|                                    | March 31,          |          | %      | March 31,         |           | %      |
| (In thousands, except percentages) | 2014               | 2013     | Change | 2014              | 2013      | Change |
| Net sales                          | \$88,873           | \$86,606 | 2.6%   | \$287,290         | \$291,745 | -1.5%  |

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|                         |       |       |       |        |        |        |
|-------------------------|-------|-------|-------|--------|--------|--------|
| Income from operations  | 7,168 | 5,287 | 35.6% | 23,388 | 28,329 | -17.4% |
| Operating income margin | 8.1%  | 6.1%  |       | 8.1%   | 9.7%   |        |

Net sales in the third quarter of fiscal 2014 increased \$2.3 million, or 2.6%, when compared to the prior year quarter. Refrigeration Solutions sales increased approximately 3% in the quarter with strong growth from the dollar store market, distribution, and general dealer markets, particularly in the cabinet business. This strong growth in sales offset reduced sales to the drug retail market and to several major food service chain customers who experienced delays and slowdowns in new store openings due to weather related issues which directly impacted walk-in sales. We continue to see increased sales volume on new value engineered refrigerated merchandising cabinets which are replacing our legacy design cabinets. Cooking Solutions experienced a volume increase of approximately 8% in the quarter as growth in the dealer channel, grocery retail and convenience store customers overcame a slight sales decline to chains. Specialty Solutions experienced a 2.5% sales decline driven by lower sales of customized products to dealers.

Net sales in the nine months ended March 31, 2014 decreased \$4.5 million, or 1.5%, when compared to the prior year. Refrigeration Solutions sales were up slightly as dollar store and dealer channel sales growth was offset by reduced sales in the drug retail market and with key chain and convenience store customers who we believe have temporarily delayed capital spending. Cooking Solutions experienced a 1.5% decline due to general softness in national account and after-market parts sales. United Kingdom retail grocery market continued to experience reduced sales volumes due to economic conditions. These declines were partially overcome by sales growth in the core dealer markets in the United States. Specialty Solutions experienced a 6.3% year-to-date decline in sales driven by a reduction in government related and general dealer projects, coupled with a shift to more lower margin sales to buying groups and the volume reduction of a key chain customer that has recently returned to historically normal volume levels.

Income from operations in the third quarter of fiscal 2014 increased \$1.9 million or 35.6%, when compared to the prior year quarter. The operating income increase was primarily driven by the \$2.6 million sales volume increase coupled with non-repeating items in the prior year, cost reductions and customer mix improvements in Refrigeration Solutions and Cooking Solutions. Once complete, we expect to realize \$4.0 million per year in annual savings from the Cheyenne, Wyoming plant consolidation. The consolidation is on track and scheduled to be complete by fiscal year end. Specialty Solutions operating income generally declined in line with the volume decrease.

Income from operations in the nine months ended March 31, 2014 decreased \$4.9 million, or 17.4%, when compared to the prior year. The operating income decrease was driven by a \$4.5 million sales volume decline and unfavorable sales mix. Additionally, Specialty Solutions recorded an inventory write-down during the first quarter of fiscal year 2014. The issues that affected the performance of Specialty Solutions in the first quarter were rectified and did not repeat in the remainder of the year.

## Engraving Group

| (In thousands, except percentages) | Three Months Ended |          |        | Nine Months Ended |          |        |
|------------------------------------|--------------------|----------|--------|-------------------|----------|--------|
|                                    | March 31,          |          | %      | March 31,         |          | %      |
|                                    | 2014               | 2013     | Change | 2014              | 2013     | Change |
| Net sales                          | \$27,278           | \$23,820 | 14.5%  | \$80,689          | \$70,839 | 13.9%  |
| Income from operations             | 5,957              | 3,365    | 77.0%  | 16,550            | 12,393   | 33.5%  |
| Operating income margin            | 21.8%              | 14.1%    |        | 20.5%             | 17.5%    |        |

Net sales in the third quarter of fiscal year 2014 increased by \$3.5 million, or 14.5%, when compared to the prior year quarter. Mold texturizing sales to original equipment manufacturers remained strong worldwide as a large number of new automobile model launch activity occurred during the quarter. We expect strong automotive launches to continue in the fourth quarter. Particularly strong growth was realized in China and in North America. European sales posted solid growth at 8%. The roll, plate and machinery business continued to experience lower sales with weak demand.

Net sales for the nine months ended March 31, 2014 increased \$9.8 million or 13.9% when compared to the prior year. Mold texturing sales growth has been driven by the large number of new model car launches this year worldwide.

Income from operations in the third quarter of fiscal year 2014 increased by \$2.6 million or 77.0% when compared to the prior year quarter. Higher volumes drove strong performance results at our mold texturing business worldwide. We have been able to resolve some of the operational issues experienced during the prior year quarter in Brazil, resulting in better performance in 2014.

Income for the nine months ended March 31, 2014 increased by \$4.2 million, or 33.5%, when compared to the prior year. As noted, higher volume worldwide at our mold texturing business drove strong profit performance which was partially offset by weak operational performance in roll, plate and machinery business.

### Engineering Technologies Group

| (In thousands, except percentages) | Three Months Ended |          |        | Nine Months Ended |          |        |
|------------------------------------|--------------------|----------|--------|-------------------|----------|--------|
|                                    | March 31,          |          | %      | March 31,         |          | %      |
|                                    | 2014               | 2013     | Change | 2014              | 2013     | Change |
| Net sales                          | \$22,347           | \$19,584 | 14.1%  | \$56,935          | \$53,341 | 6.7%   |
| Income from operations             | 4,296              | 3,411    | 25.9%  | 8,834             | 8,748    | 1.0%   |
| Operating income margin            | 19.2%              | 17.4%    |        | 15.5%             | 16.4%    |        |

Net sales in the third quarter of fiscal year 2014 increased by \$2.8 million, or 14.1%, when compared to the prior year quarter. Sales in the aerospace and defense markets increased by double digits during the quarter and our aerospace market expects to experience continued sales volume growth with our core customer. The aerospace market is particularly active with a number of new programs in development. Sales in the oil and gas market tripled year-over-year, reflecting the project-driven nature of this business in combination with additional market penetration. During the quarter, we were awarded a major contract in the commercial aviation market relating to the Airbus A320. Sales in the land-based gas turbine market were down mainly due to decreased sales to one of our large OEM customers in the gas turbine market.

Net sales for the nine months ended March 31, 2014 increased by \$3.6 million, or 6.7%, compared to the prior year. The improvement was primarily due to a significant increase in the oil and gas market, up over 200% compared to the prior year. Year-to-date sales in the land-based gas turbine market were up by double digits compared to last year as a result of strong market demand and easier year-over-year comparisons due to reduced sales volume. Year to date aerospace sales are down from the prior period, which included a one-time contract settlement with a large aerospace customer in the second quarter of fiscal 2013.

Income from operations in the third quarter of fiscal year 2014 increased by \$0.9 million, or 25.9%, when compared to the prior year quarter. The increase was primarily due to higher sales volume and an improved product mix.

Income from operations for the nine months ended March 31, 2014 increased by \$0.1 million, or 1.0%, when compared to the prior year. Higher volume of developmental projects during the year has resulted in lower margins.

## Electronics Products Group

|                                    | Three Months Ended |           |        | Nine Months Ended |           |        |
|------------------------------------|--------------------|-----------|--------|-------------------|-----------|--------|
|                                    | March 31,          |           | %      | March 31,         |           | %      |
| (In thousands, except percentages) | 2014               | 2013      | Change | 2014              | 2013      | Change |
| Net sales                          | \$ 30,672          | \$ 27,785 | 10.4%  | \$ 85,277         | \$ 80,518 | 5.9%   |
| Income from operations             | 5,283              | 4,780     | 10.5%  | 14,813            | 11,969    | 23.8%  |
| Operating income margin            | 17.2%              | 17.2%     |        | 17.4%             | 14.9%     |        |

Net sales in the third quarter of fiscal year 2014 increased \$2.9 million, or 10.4%, when compared to the prior year quarter. The increase was the result of new programs for magnetics and sensors, which we expect to continue in the fourth quarter. The effect of foreign exchange rates accounted for \$0.6 million of net sales increases compared to the prior year. During the quarter, we continued to advance and benefit from lean enterprise activities and cost reduction



initiatives throughout the business.

Net sales in the nine months ended March 31, 2014 increased \$4.8 million, or 5.9%, when compared to the prior year.

The increase was primarily due to new business in Europe and North America for magnetic and sensor products and general market improvements. Favorable exchange rates accounted for \$1.9 million of the sales growth.

Income from operations in the third quarter of fiscal year 2014 increased \$0.5 million, or 10.5%, when compared to the prior year quarter. The increase was the result of higher sales volume, cost savings from synergies derived from the Meder acquisition, and operational performance improvement which resulted in improved material costs partially offset by lower margin sales mix.

Income from operations in the nine months ended March 31, 2014 increased \$2.8 million, or 23.8%, when compared to the prior year. The increase was primarily due to higher sales volume, procurement savings and cost improvements from the consolidation of facilities in China partially offset by lower margin sales mix. Purchase accounting expenses of \$1.5 million, primarily related to a one-time step up of inventory to fair value from the Meder acquisition during the first quarter of fiscal year 2013 also contributed to the income increase.

## Hydraulics Products Group

|                                    | Three Months Ended |          |        | Nine Months Ended |           |        |
|------------------------------------|--------------------|----------|--------|-------------------|-----------|--------|
|                                    | March 31,          |          | %      | March 31,         |           | %      |
| (In thousands, except percentages) | 2014               | 2013     | Change | 2014              | 2013      | Change |
| Net sales                          | \$ 9,632           | \$ 8,175 | 17.8%  | \$ 24,427         | \$ 21,542 | 13.4%  |
| Income from operations             | 1,477              | 1,437    | 2.8%   | 3,710             | 3,371     | 10.1%  |
| Operating income margin            | 15.3%              | 17.6%    |        | 15.2%             | 15.6%     |        |

Net sales in the third quarter of fiscal year 2014 increased \$1.5 million, or 17.8%, when compared to the prior year quarter. The increase can be partially attributed to the continued market share gains in the North American refuse truck market, increased sales in the dump trailer market plus sales resulting from new applications on construction infrastructure vehicles.

Net sales in the nine months ended March 31, 2014 increased \$2.9 million or 13.4%, when compared to the prior year.

The increase was primarily due to organic growth from new customer platforms in the North American roll off refuse truck market along with recovery in our traditional North America dump truck markets.

Income from operations in the third quarter of fiscal year 2014 increased \$0.1 million, or 2.8%, when compared to the prior year quarter. The increase was primarily the result of higher sales volume, cost containments and process improvements achieved at our manufacturing facilities located in the U.S. and China. Profitability was negatively impacted by expansion into the competitive refuse market plus investments made in selling and marketing expenses.

We anticipate good demand for production from both our U.S. and China facilities moving into the upcoming months.

Income from operations in the nine months ended March 31, 2014 increased \$0.3 million or 10.1%, when compared to the period year. The increase was primarily due to the impact of higher sales volume, cost reductions, value engineering projects and process improvements achieved at our manufacturing facilities located in the U.S. and China offset by sales increases in lower margin markets.

## Corporate and Other

| (In thousands, except percentages)    | Three Months Ended |           |          | Nine Months Ended |            |          |
|---------------------------------------|--------------------|-----------|----------|-------------------|------------|----------|
|                                       | March 31, 2014     | 2013      | % Change | March 31, 2014    | 2013       | % Change |
| Income (loss) from operations:        |                    |           |          |                   |            |          |
| Corporate                             | \$(8,553)          | \$(5,483) | 56.0%    | \$(20,020)        | \$(16,899) | 18.5%    |
| Restructuring                         | (1,381)            | \$(1,075) | 28.5%    | (5,831)           | \$(2,295)  | 154.1%   |
| Other operating income (expense), net | -                  | -         |          | 1,962             | -          |          |

Corporate expenses in the third quarter of fiscal year 2014 increased by \$3.0 million, or 56.0%, when compared to the prior year quarter. This increase is due to costs associated with management transition of \$1.4 million and \$2.1 million related to increased performance incentive compensation expense. Management transition expense includes search fees, relocation and other costs associated with the hiring of a new CEO and the acceleration of stock incentive compensation related to the retiring CEO.

Corporate expenses in the nine months ended March 31, 2014 increase by \$3.1 million, or 18.5%, when compared to the prior year. This was primarily due to management transition costs of \$3.6 million, offset by reductions in pension plan expense, as benefits accruing under the U.S. defined benefit pension plan were frozen for substantially all remaining participants, effective July 31, 2013.

During the third quarter of fiscal year 2014 we incurred restructuring expenses of \$1.4 million, which were the result of restructuring charges at Food Service Equipment related to the previously announced closure of the Cheyenne, Wyoming facility and headcount reductions at the Company's Engraving facility in Brazil.

During the nine months ended March 31, 2014 we incurred restructuring expenses of \$5.8 million, which were primarily the result of restructuring charges at Food Service Equipment related to a non-cash impairment charge and other costs associated with the announced closure of the Cheyenne, Wyoming facility.

During the nine months ended March 31, 2014 we recorded a \$2.0 million net gain from insurance proceeds we received related to a catastrophic failure of a large vertical machining center located at our Engineering Technologies facility in Massachusetts. Insurance proceeds of \$3.0 million were partially offset by the write-off of the net book value of the machine of \$1.0 million. We have acquired a replacement machine for approximately \$2.9 million and anticipate being operational in the latter half of the first quarter of 2015. We anticipate additional capital expenditures of \$1.5 million in the fourth quarter to be fully reimbursed by the insurance company. We have secured an outsourcing solution which will avoid customer interruption. We expect the incremental cost of goods sold associated with the outsourcing, procurement, and installation of the replacement machine will be fully reimbursed by insurance.

## **Discontinued Operations**

In pursuing our business strategy we have divested certain businesses and recorded activities of these businesses as discontinued operations. In December 2011, the Company entered into a plan to divest its Air Distribution Products (ADP) business unit in order to allow the Company to focus its financial assets and managerial resources on its remaining portfolio of businesses. On March 30, 2012, the Company completed the sale of the ADP business. During the first quarter of fiscal year 2014, the Company received notice that its obligations under a guarantee provided to the buyers of ADP were triggered as a result of its withdrawal from a multi-employer pension plan in which the Company previously participated. As a result, the Company recorded a charge of \$1.2 million in excess of the value of the guarantee already recorded. The Company settled this obligation during the second quarter of 2014.

Discontinued operations for the three and nine months ended March 31, 2014 and 2013 are as follows (in thousands):

|  | Three Months Ended |          | Nine Months Ended |          |
|--|--------------------|----------|-------------------|----------|
|  | March 31,          |          | March 31,         |          |
|  | 2014               | 2013     | 2014              | 2013     |
| Net sales  | \$ -               | \$ -     | \$ -              | \$ -     |
| Pre-tax earnings                                 | (63)               | (148)    | (1,706)           | (391)    |
| (Provision) benefit for taxes                    | 74                 | 38       | 560               | 121      |
| Net earnings (loss) from discontinued operations | \$ 11              | \$ (110) | \$ (1,146)        | \$ (270) |

### Liquidity and Capital Resources

At March 31, 2014, \$50.5 million of our total cash balance of \$57.5 million was held by foreign subsidiaries. Our intention is to either reinvest this cash in the foreign country in which it is located, or repatriate it to the United States if it is tax effective to do so. Based on the expected near-term liquidity needs of our various geographic locations and our currently available sources of domestic short-term liquidity, we currently do not anticipate the need to repatriate any permanently reinvested cash to fund domestic operations. The repatriation of cash balances from certain of our subsidiaries could have adverse tax consequences or be subject to capital controls; however, those balances are generally available without legal restrictions to fund ordinary business operations.

Net cash provided by operating activities from continuing operations for the nine months ended March 31, 2014, was \$35.8 million compared to cash provided by operations of \$19.4 million the prior year. The increase of \$16.4 million in cash provided by operating activities is primarily due to reduced cash paid of \$5.3 million from accounts payable, \$8.0 million from accrued liabilities, and \$4.8 million from taxes payable. Cash flow used in investing activities for the nine months ended March 31, 2014 consisted primarily of capital expenditures of \$16.3 million and other investing of \$0.6 million related to a net gain on insurance proceeds. Our financing activities for the nine months ended March 31, 2014 includes net payments of \$5.0 million, cash paid for dividends of \$3.5 million, and \$5.5 million of stock repurchased substantially from employees.

The Company has in place a five-year \$225 million unsecured Revolving Credit Facility ( Credit Agreement , the facility ), which expires in January 2017 and includes a letter of credit sub-facility with a limit of \$30 million and a \$100 million accordion feature. The Credit Agreement contains customary representations, warranties and restrictive covenants, as well as specific financial covenants. The Company s current financial covenants under the facility are as follows:

*Interest Coverage Ratio* - The Company is required to maintain a ratio of Earnings Before Interest and Taxes, as Adjusted ( Adjusted EBIT per the Credit Agreement ), to interest expense for the trailing twelve months of at least 3:1. Adjusted EBIT per the Credit Agreement specifically excludes extraordinary and certain other defined items such as non-cash restructuring and acquisition-related charges up to \$2 million, and goodwill impairment. At March 31, 2014, the Company's Interest Coverage Ratio was 30.9:1

*Leverage Ratio* - The Company's ratio of funded debt to trailing twelve month Adjusted EBITDA per the credit agreement, calculated as Adjusted EBIT per the Credit Agreement plus depreciation and amortization, may not exceed 3.5:1. At March 31, 2014, the Company's Leverage Ratio was 0.65:1

As of March 31, 2014, we had borrowings under our facility of \$45.0 million and the effective rate of interest for outstanding borrowings under the facility was 3.85%.

Funds borrowed under the facility may be used for the repayment of debt, working capital, capital expenditures, acquisitions (so long as certain conditions, including a specified funded debt to EBITDA leverage ratio is maintained), and other general corporate purposes.

Our primary cash requirements in addition to day-to-day operating needs include interest payments, capital expenditures, and dividends. Our primary sources of cash for these requirements are cash flows from continuing operations and borrowings under the facility. Our projected capital expenditures for the fiscal year 2014 are approximately \$23-\$24 million due to the replacement of the damaged machine at Engineering Technologies and additional capital spending to support our new long term customer contracts. We expect depreciation and amortization expense will be between \$13-\$14 million and \$2-\$3 million, respectively. During the first nine months of 2014 capital expenditures were \$16 million, depreciation and amortization expense was \$9.3 million, and \$2.0 million, respectively.

In order to manage our interest rate exposure, we are party to \$45.0 million of floating to fixed rate swaps. These swaps convert our interest payments from LIBOR to a weighted average interest rate of 2.40%.

The following table sets forth our capitalization at March 31, 2014 and June 30, 2013:

| (In thousands)                 | <b>March 31,<br/>2014</b> | <b>June 30,<br/>2013</b> |
|--------------------------------|---------------------------|--------------------------|
| Long-term debt                 | \$ 45,061                 | \$ 50,072                |
| Less cash and cash equivalents | (57,487)                  | (51,064)                 |

|                      |    |          |    |         |
|----------------------|----|----------|----|---------|
| Net debt (cash)      |    | (12,426) |    | (992)   |
| Stockholders' equity |    | 329,079  |    | 290,988 |
| Total capitalization | \$ | 316,653  | \$ | 289,996 |

We sponsor a number of defined benefit and defined contribution retirement plans. The U.S. pension plan was frozen for substantially all remaining participants, effective July 31, 2013. We have evaluated the current and long-term cash requirements of these plans, and our existing sources of liquidity are expected to be sufficient to cover required contributions under ERISA and other governing regulations.

The fair value of the Company's U.S. defined benefit pension plan assets was \$210.7 million at March 31, 2014, as compared to \$200.2 million at the most recent measurement date, which occurred as of June 30, 2013. The next measurement date to determine plan assets and benefit obligations will be on June 30, 2014. During July 2012 we made a voluntary \$3.25 million contribution to the U.S. pension plan due to its retroactive treatment under the Pension Protection Act ( PPA ). As a result of this contribution and an additional voluntary contribution of \$6 million made in June 2012, we do not expect to make mandatory contributions to the plan until 2016. We do not expect contributions to our other defined benefit plans to be material in 2014. Any subsequent plan contributions will depend on the results of future actuarial valuations.

We have an insurance program in place to fund supplemental retirement income benefits for six retired executives. Current executives and new hires are not eligible for this program. At March 31, 2014, the underlying policies have a cash surrender value of \$17.5 million, less policy loans of \$9.8 million. As we have the legal right of offset, these amounts are reported net on our balance sheet.

In connection with the divestiture of ADP, the Company remained the lessee of ADP's Philadelphia, PA facility and administrative offices, with the purchaser subleasing a fractional portion of the building at current market rates. Additionally, the Company remained an obligor on an additional facility lease that was assumed in full by the buyer. In connection with the transaction, the Company's aggregate obligation with respect to the leases is \$2.8 million, of which \$1.4 million was recorded as a liability at March 31, 2014. The buyer's obligations under the respective sublease and assumed lease are secured by a cross-default provision in the purchaser's promissory note for a portion of the purchase price which is secured by mortgages on the ADP real estate sold in the transaction. During the third quarter, ADP amended their notice of intent to terminate their obligation under the Philadelphia sublease beginning September 2014. We expect to sublet this building at the current market rate and do not expect to have additional changes related to this obligation.

## Other Matters

*Inflation* Certain of our expenses, such as wages and benefits, occupancy costs and equipment repair and replacement, are subject to normal inflationary pressures. Inflation for medical costs can impact both our reserves for self-insured medical plans as well as our reserves for workers' compensation claims. We monitor the inflationary rate and make

adjustments to reserves whenever it is deemed necessary. Our ability to manage medical cost inflation is dependent upon our ability to manage claims and purchase insurance coverage to limit the maximum exposure to us.

*Foreign Currency Translation* Our primary functional currencies used by our non-U.S. subsidiaries are the Euro, British Pound Sterling (Pound), Mexican (Peso), Chinese (Yuan) and Canadian dollar.

*Environmental Matters* To the best of our knowledge, we believe that we are presently in substantial compliance with all existing applicable environmental laws and regulations and do not anticipate any instances of non-compliance that will have a material effect on our future capital expenditures, earnings or competitive position.

*Seasonality* We are a diversified business with generally low levels of seasonality, however our fiscal third quarter is typically the period with the lowest level of activity.

*Employee Relations* The Company has labor agreements with a number of unions in the United States and with European employees that belong to European trade unions. All union contracts expiring during fiscal year 2014 have been successfully renegotiated.

## **Critical Accounting Policies**

The condensed consolidated financial statements include the accounts of Standex International Corporation and all of its subsidiaries. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires us to make estimates and assumptions in certain circumstances that affect amounts reported in the accompanying condensed consolidated financial statements. Although we believe that materially different amounts would not be reported due to the accounting policies adopted, the application of certain accounting policies involves the exercise of judgment and use of assumptions as to future uncertainties and, as a result, actual results could differ from these estimates. Our Annual Report on Form 10-K for the year ended June 30, 2013 lists a number of accounting policies which we believe to be the most critical.

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

### **Risk Management**

We are exposed to market risks from changes in interest rates, commodity prices and changes in foreign currency exchange. To reduce these risks, we selectively use, from time to time, financial instruments and other proactive management techniques. We have internal policies and procedures that place financial instruments under the direction of the Treasurer and restrict all derivative transactions to those intended for hedging purposes only. The use of financial instruments for trading purposes (except for certain investments in connection with the non-qualified defined contribution plan) or speculation is strictly prohibited. The Company has no majority-owned subsidiaries that are excluded from the consolidated financial statements. Further, we have no interests in or relationships with any special purpose entities.

## **Exchange Rate Risk**

We are exposed to both transactional risk and translation risk associated with exchange rates. The transactional risk is mitigated, in large part, by natural hedges developed with locally denominated debt service on intercompany accounts.

We also mitigate certain of our foreign currency exchange rate risk by entering into forward foreign currency contracts from time to time. The contracts are used as hedges against anticipated foreign cash flows, such as dividends and loan payments, and are not used for trading or speculative purposes. The fair values of the forward foreign currency exchange contracts are sensitive to changes in foreign currency exchange rates, as an adverse change in foreign currency exchange rates from market rates would decrease the fair value of the contracts. However, any such losses or gains would generally be offset by corresponding gains and losses, respectively, on the related hedged asset or liability. At March 31, 2014, the aggregate fair value of the Company's open foreign exchange contracts was \$1.9 million.

Our primary translation risk is with the Euro, British Pound Sterling, Canadian Dollar, and Chinese Yuan. A hypothetical 10% appreciation or depreciation of the value of any of these foreign currencies to the U.S. Dollar at March 31, 2014, would not result in a material change in our operations, financial position, or cash flows. We do not hedge our translation risk. As a result, fluctuations in currency exchange rates can affect our stockholders' equity.

## **Interest Rate Risk**

Our interest rate exposure is limited primarily to interest rate changes on our variable rate borrowings. From time to time, we use interest rate swap agreements to modify our exposure to interest rate movements. The Company's currently effective swap agreements convert our base borrowing rate on \$45.0 million of debt due under our revolving Credit Agreement from a variable rate equal to LIBOR to a weighted average rate of 2.40% at March 31, 2014. Due to the impact of the swaps, an increase in interest rates would not have materially impacted our interest expense for the three months ended March 31, 2014.

The Company's effective rate on variable-rate borrowings, including the impact of interest rate swaps, under the revolving credit agreement increased from 3.65% at June 30, 2013 to 3.85% at March 31, 2014.



## **Concentration of Credit Risk**

We have a diversified customer base. As such, the risk associated with concentration of credit risk is inherently low. As of March 31, 2014, no one customer accounted for more than 5% of our consolidated outstanding receivables or of our sales.

## **Commodity Prices**

The Company is exposed to fluctuating market prices for all commodities used in its manufacturing processes. Each of our segments is subject to the effects of changing raw material costs caused by the underlying commodity price movements. In general, we do not enter into purchase contracts that extend beyond one operating cycle. While Standex considers our relationship with our suppliers to be good, there can be no assurances that we will not experience any supply shortage.

The Engineering Technologies, Food Service Equipment, Electronics Products, and Hydraulics Products Groups are all sensitive to price increases for steel products, other metal commodities and petroleum based products. In the past year, we have experienced price fluctuations for a number of materials including steel, copper wire, other metal commodities, refrigeration components and foam insulation. These materials are some of the key elements in the products manufactured in these segments. Wherever possible, we will implement price increases to offset the impact of changing prices. The ultimate acceptance of these price increases, if implemented, will be impacted by our affected divisions' respective competitors and the timing of their price increases.

## **ITEM 4.**

### **CONTROLS AND PROCEDURES**

At the end of the period covered by this Report, the management of the Company, including the Chief Executive Officer and the Chief Financial Officer, evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended ( "Exchange Act" )). Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of March 31, 2014 in ensuring that the information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's ("SEC") rules and forms, and that such information is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely

decisions regarding required disclosure.

There was no change in the Company's internal control over financial reporting during the quarterly period ended March 31, 2014 that has materially affected or is reasonably likely to materially affect the Company's internal control over financial reporting.

## PART II. OTHER INFORMATION

### ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

(c)

The following table provides information about purchases by the Company of equity securities that are registered by the Company pursuant to Section 12 of the Exchange Act:

#### Issuer Purchases of Equity Securities<sup>1</sup>

Quarter Ended March 31, 2014

| Period                         | (a) Total number of shares (or units) purchased | (b) Average price paid per share (or unit) | (c) Total number of shares (or units) purchased as part of publicly announced plans or programs | (d) Maximum number (or appropriate dollar value) of shares (or units) that may yet be purchased under the plans or programs |
|--------------------------------|---|--|---|---|
| January 1 - January 31, 2014   | 5,000   | \$ 62.52                                   | 5,000   | 524,702   |
| February 1 - February 28, 2014 | 1,011   | 56.36                                      | 1,011   | 523,691   |
| March 1 - March 31, 2014       | 1,298   | 55.32                                      | 1,298   | 522,393   |

|       |       |          |       |         |
|-------|-------|----------|-------|---------|
| Total | 7,309 | \$ 60.39 | 7,309 | 522,393 |
|-------|-------|----------|-------|---------|

1 The Company has a Stock Buyback Program (the Program ) which was originally announced on January 30, 1985. Under the Program, the Company may repurchase its shares from time to time, either in the open market or through private transactions, whenever it appears prudent to do so. The Company authorized, on December 15, 2003, the repurchase of 1.0 million shares and on August 20, 2013, authorized, an additional 0.5 million shares for repurchase pursuant to its Program. The Program has no expiration date, and the Company from time to time may authorize additional increases of share increments for buyback authority so as to maintain the Program.

## ITEM 5. OTHER INFORMATION

We are deeply saddened to announce that Edward J. Trainor, Former Chairman of the Board of Directors of our Company, passed-away on March 30, 2014.

## ITEM 6. EXHIBITS

(a)

Exhibits

31.1

Principal Executive Officer's Certification Pursuant to Rule 13a-14(a)/15d-14(a) and Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2

Principal Financial Officer's Certification Pursuant to Rule 13a-14(a)/15d-14(a) and Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

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Principal Executive Officer and Principal Financial Officer Certifications Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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The following materials from this Quarterly Report on Form 10-Q, formatted in Extensible Business Reporting Language (XBRL): (i) Condensed Consolidated Balance Sheets, (ii) Condensed Consolidated Statements of Operations, (iii) Condensed Consolidated Statements of Comprehensive Income, (iv) Condensed Consolidated

**ALL OTHER ITEMS ARE INAPPLICABLE**

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

STANDEX INTERNATIONAL CORPORATION

Date: May 2, 2014

/s/ THOMAS D. DEBYLE

Thomas D. DeByle

Vice President/Chief Financial Officer

(Principal Financial & Accounting Officer)

Date: May 2, 2014

/s/ SEAN C. VALASHINAS

Sean C. Valashinas

Chief Accounting Officer/Assistant Treasurer