

AMERICAN WOODMARK CORP
Form 10-Q
March 01, 2012

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 January 31, 2012

OR

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

For the transition period from _____ to _____

Commission file number 000-14798

American Woodmark Corporation
(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction of
incorporation or organization)

54-1138147
(I.R.S. Employer
Identification No.)

3102 Shawnee Drive, Winchester,
Virginia
(Address of principal executive offices)

22601
(Zip Code)

(540) 665-9100
(Registrant's telephone number, including area code)

Not Applicable
(Former name, former address and former fiscal year, if changed
since last report)

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

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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.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer (Do not check if a smaller reporting company)	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act). Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

As of February 23, 2012, 14,379,875 shares of the Registrant’s Common Stock were outstanding.

AMERICAN WOODMARK CORPORATION

FORM 10-Q

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

AMERICAN WOODMARK CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands, except share data)
(Unaudited)

	January 31, 2012	April 30, 2011
ASSETS		
Current Assets		
Cash and cash equivalents	\$59,227	\$55,420
Customer receivables, net	25,011	31,067
Inventories	22,138	24,471
Income taxes receivable and other	2,114	3,799
Deferred income taxes	7,367	5,659
Total Current Assets	115,857	120,416
Property, plant, and equipment, net	78,602	100,628
Restricted cash	14,403	14,419
Promotional displays, net	5,403	7,330
Deferred income taxes	32,415	21,178
Other assets	14,412	4,399
	\$261,092	\$268,370
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities		
Accounts payable	\$15,171	\$18,569
Accrued compensation and related expenses	19,683	15,607
Current maturities of long-term debt	972	928
Accrued marketing expenses	5,731	7,408
Other accrued expenses	7,307	8,332
Total Current Liabilities	48,864	50,844
Long-term debt, less current maturities	23,887	24,655
Defined benefit pension liabilities	51,964	36,726
Other long-term liabilities	1,801	2,180
Shareholders' Equity		
Preferred stock, \$1.00 par value; 2,000,000 shares authorized, none issued	--	--
Common stock, no par value; 40,000,000 shares authorized; issued and outstanding 14,379,875 shares at January 31, 2012; 14,295,540 shares at April 30, 2011	95,722	92,408
Retained earnings	67,402	83,495
Accumulated other comprehensive loss - Defined benefit pension plans	(28,548)	(21,938)
Total Shareholders' Equity	134,576	153,965

	\$261,092	\$268,370
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See accompanying notes to condensed consolidated financial statements

AMERICAN WOODMARK CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except share and per share data)
(Unaudited)

	Three Months Ended		Nine Months Ended	
	January 31		January 31	
	2012	2011	2012	2011
Net sales	\$ 119,976	\$ 111,443	\$ 379,593	\$ 328,359
Cost of sales and distribution	105,388	99,279	330,484	291,992
Gross Profit	14,588	12,164	49,109	36,367
Selling and marketing expenses	13,671	16,069	44,155	45,977
General and administrative expenses	6,273	5,421	18,780	17,283
Restructuring charges	10,347	16	10,362	55
Operating Loss	(15,703)	(9,342)	(24,188)	(26,948)
Interest expense	132	141	406	433
Other income	(182)	(174)	(510)	(579)
Loss Before Income Taxes	(15,653)	(9,309)	(24,084)	(26,802)
Income tax benefit	(6,539)	(3,481)	(9,278)	(10,172)
Net Loss	\$(9,114)	\$(5,828)	\$(14,806)	\$(16,630)
Net Loss Per Share				
Weighted average shares outstanding				
Basic	14,361,953	14,263,320	14,330,863	14,241,883
Diluted	14,361,953	14,263,320	14,330,863	14,241,883
Net loss per share				
Basic	\$(0.63)	\$(0.41)	\$(1.03)	\$(1.17)
Diluted	\$(0.63)	\$(0.41)	\$(1.03)	\$(1.17)
Cash dividends per share	\$0.00	\$0.09	\$0.09	\$0.27

See accompanying notes to condensed consolidated financial statements

AMERICAN WOODMARK CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(Unaudited)

	Nine Months Ended January 31	
	2012	2011
Operating Activities		
Net loss	\$(14,806)	\$(16,630)
Adjustments to reconcile net loss to net cash provided (used) by operating activities:		
Depreciation and amortization	17,204	20,358
Net loss on disposal of property, plant, and equipment	109	130
Impairment loss related to restructuring activities	5,413	--
Gain on sale of assets held for sale	--	(60)
Stock-based compensation expense	2,606	2,849
Deferred income taxes	(8,812)	(8,648)
Pension contributions less than expense	4,403	5,180
Tax benefit from stock-based compensation	--	(80)
Other non-cash items	(212)	(711)
Changes in operating assets and liabilities:		
Customer receivables	6,265	(319)
Inventories	1,266	1,485
Income taxes receivable and other assets	272	5,548
Accounts payable	(3,398)	1,985
Accrued compensation and related expenses	4,076	(5,358)
Other accrued expenses	(964)	1,984
Net Cash Provided by Operating Activities	13,422	7,713
Investing Activities		
Payments to acquire property, plant, and equipment	(5,215)	(3,623)
Proceeds from sales of property, plant, and equipment	15	3
Proceeds from sale of assets held for sale	--	1,474
Investment in promotional displays	(2,388)	(2,154)
Net Cash Used by Investing Activities	(7,588)	(4,300)
Financing Activities		
Payments of long-term debt	(774)	(739)
Restricted cash	16	--
Proceeds from issuance of common stock	18	400
Payment of dividends	(1,287)	(3,845)
Tax benefit from stock-based compensation	--	80
Net Cash Used by Financing Activities		