AAON INC
Form 10-Q
August 03, 2017

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

FORM 10-Q
[a] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2017
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: 0-18953

AAON, INC.
(Exact name of registrant as specified in its charter)

Nevada	87-0448736
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

2425 South Yukon, Tulsa, Oklahoma 74107
(Address of principal executive offices)
(Zip Code)

(918) 583-2266
(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 [ü] 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 [ü] No [ ] Not Applicable [ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See definition of "large accelerated filer", "accelerated filer", "small reporting company", and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer [ü]	Accelerated filer [ ]
Non-accelerated filer [ ] (Do not check if a smaller reporting company)	Smaller reporting company [ ]
	Emerging growth company [ ]

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.[ ]

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

As of July 28, 2017, registrant had outstanding a total of 52,603,622 shares of its $.004 par value Common Stock.

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements.
AAON, Inc. and Subsidiaries
Consolidated Balance Sheets
(Unaudited)

Assets	June 30, 2017	December 31, 2016
	(in thousands, except share and per share data)	
Current assets:		
Cash and cash equivalents	$33,552	$ 24,153
Certificates of deposit	5,520	5,512
Investments held to maturity at amortized cost	12,732	14,083
Accounts receivable, net	43,114	43,001
Income tax receivable	809	6,239
Note receivable	26	25
Inventories, net	63,075	47,352
Prepaid expenses and other	888	616
Total current assets	159,716	140,981
Property, plant and equipment:		
Land	2,233	2,233
Buildings	83,401	78,806
Machinery and equipment	168,375	158,216
Furniture and fixtures	13,458	12,783
Total property, plant and equipment	267,467	252,038
Less: Accumulated depreciation	142,839	137,146
Property, plant and equipment, net	124,628	114,892
Note receivable	667	657
Total assets	$285,011	$ 256,530
Liabilities and Stockholders' Equity		
Current liabilities:		
Revolving credit facility	$—	$ —
Accounts payable	14,108	7,102
Dividends payable	6,849	—
Accrued liabilities	34,293	31,940
Total current liabilities	55,250	39,042
Deferred revenue	1,542	1,498
Deferred tax liabilities	9,895	9,531
Donations	577	561
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, $.001 par value, 5,000,000 shares authorized, no shares issued	—	—
Common stock, $.004 par value, 100,000,000 shares authorized, 52,615,921 and 52,651,448 issued and outstanding at June 30, 2017 and December 31, 2016, respectively	210	211
Additional paid-in capital	—	—
Retained earnings	217,537	205,687

Total stockholders' equity	217,747	205,898
Total liabilities and stockholders' equity	$285,011	$ 256,530

The accompanying notes are an integral part of these consolidated financial statements.

AAON, Inc. and Subsidiaries
Consolidated Statements of Income
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
	(in thousands, except share and per share data)			
Net sales	$101,326	$102,319	$187,404	$187,741
Cost of sales	69,648	69,572	130,740	129,263
Gross profit	31,678	32,747	56,664	58,478
Selling, general and administrative expenses	11,971	10,561	22,501	19,474
Loss (gain) on disposal of assets	48	(12)	47	(20)
Income from operations	19,659	22,198	34,116	39,024
Interest income, net	71	67	131	141
Other income, net	34	10	45	127
Income before taxes	19,764	22,275	34,292	39,292
Income tax provision	5,970	7,550	10,281	13,016
Net income	$13,794	$14,725	$24,011	$26,276
Earnings per share:				
Basic	$0.26	$0.28	$0.46	$0.47
Diluted	$0.26	$0.27	$0.45	$0.47
Cash dividends declared per common share:	$0.13	$0.11	$0.13	$0.11
Weighted average shares outstanding:				
Basic	52,615,366	53,036,009	52,624,782	53,028,224
Diluted	53,151,134	53,574,702	53,176,425	53,563,676

The accompanying notes are an integral part of these consolidated financial statements.

AAON, Inc. and Subsidiaries
Consolidated Statements of Stockholders' Equity
(Unaudited)

	Common Stock		Paid-in	Retained	
	Shares	Amount	Capital	Earnings	Total
	(in thousands)				
Balances at December 31, 2016	52,651	$ 211	$ —	$205,687	$205,898
Net income	—	—	—	24,011	24,011
Stock options exercised and restricted stock awards granted	261	—	1,573	—	1,573
Share-based compensation	—	—	3,529	—	3,529
Stock repurchased and retired	(296)	(1)	(5,102)	(5,331)	(10,434)
Dividends	—	—	—	(6,830)	(6,830)
Balances at June 30, 2017	52,616	$ 210	$ —	$217,537	$217,747

The accompanying notes are an integral part of these consolidated financial statements.

AAON, Inc. and Subsidiaries
Consolidated Statements of Cash Flows
(Unaudited)

	Six Months Ended June 30,	
	2017	2016
Operating Activities	(in thousands)	
Net income	$24,011	$26,276
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	7,281	6,346
Amortization of bond premiums	29	151
Provision for losses on accounts receivable, net of adjustments	141	(42)
Provision for excess and obsolete inventories	260	308
Share-based compensation	3,529	2,043
Loss (gain) on disposition of assets	47	(20)
Foreign currency transaction gain	(24)	(48)
Interest income on note receivable	(13)	(14)
Deferred income taxes	364	(1,851)
Changes in assets and liabilities:		
Accounts receivable	(254)	(8,417)
Income taxes	5,430	4,033
Inventories	(15,983)	(1,934)
Prepaid expenses and other	(272)	(550)
Accounts payable	6,801	1,848
Deferred revenue	118	220
Accrued liabilities and donations	2,295	1,252
Net cash provided by operating activities	33,760	29,601
Investing Activities		
Capital expenditures	(16,847)	(15,825)
Proceeds from sale of property, plant and equipment	7	1
Investment in certificates of deposits	(5,280)	(4,112)
Maturities of certificates of deposits	5,272	6,000
Purchases of investments held to maturity	(13,241)	(9,782)
Maturities of investments	14,063	3,801
Proceeds from called investments	500	1,010
Principal payments from note receivable	26	26
Net cash used in investing activities	(15,500)	(18,881)
Financing Activities		
Borrowings under revolving credit facility	—	761
Payments under revolving credit facility	—	(761)
Stock options exercised	1,573	1,255
Repurchase of stock	(9,368)	(7,233)
Employee taxes paid by withholding shares	(1,066)	(441)
Net cash used in financing activities	(8,861)	(6,419)
Net increase in cash and cash equivalents	9,399	4,301
Cash and cash equivalents, beginning of period	24,153	7,908
Cash and cash equivalents, end of period	$33,552	$12,209

The accompanying notes are an integral part of these consolidated financial statements.

AAON, Inc. and Subsidiaries
Notes to the Consolidated Financial Statements
(Unaudited)

1. General

Basis of Presentation

The accompanying unaudited consolidated financial statements of AAON, Inc., a Nevada corporation, and our operating subsidiaries, all of which are wholly-owned, (collectively, the "Company") have been prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP") for interim financial information and with the rules and regulations of the Securities and Exchange Commission ("SEC"). These financial statements have not been audited by the Company's independent registered public accounting firm, except that the consolidated balance sheet at December 31, 2016 is derived from audited consolidated financial statements. Accordingly, they do not include all of the information and notes required by U.S. GAAP for complete financial statements. The financial statements reflect all adjustments (all of which are of a normal recurring nature) which are, in the opinion of management, necessary for a fair statement of the results for the interim periods presented. Interim results are not necessarily indicative of the results that may be expected for a full year. Certain disclosures have been condensed in or omitted from these consolidated financial statements. The accompanying unaudited financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2016. All intercompany balances and transactions have been eliminated in consolidation.

We are engaged in the engineering, manufacturing, marketing and sale of air conditioning and heating equipment consisting of standard, semi-custom and custom rooftop units, chillers, packaged outdoor mechanical rooms, air handling units, makeup air units, energy recovery units, condensing units, geothermal/water-source heat pumps and coils.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Because these estimates and assumptions require significant judgment, actual results could differ from those estimates and could have a significant impact on our results of operations, financial position and cash flows. We reevaluate our estimates and assumptions as needed, but at a minimum on a quarterly basis. The most significant estimates include, but are not limited to, the allowance for doubtful accounts, inventory reserves, warranty accrual, worker's compensation accrual, medical insurance accrual, income taxes and share-based compensation. Actual results could differ materially from those estimates.

Accounting Policies

A comprehensive discussion of our critical accounting policies and management estimates is included in Management's Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for the year ended December 31, 2016.

Recent Accounting Pronouncements

Changes to U.S. GAAP are established by the Financial Accounting Standards Board ("FASB") in the form of Accounting Standards Updates ("ASUs") to the FASB's Accounting Standards Codification.

We consider the applicability and impact of all ASUs. ASUs not listed below were assessed and determined to be either not applicable or are expected to have minimal impact on our consolidated financial statements and notes thereto.

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers, which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The ASU will replace most existing revenue recognition guidance in U.S. GAAP when it becomes effective. In August 2015, with the issuance of ASU 2015-14, the FASB amended the effective date for us to January 1, 2018.

The following ASUs were issued in 2016 along with ASU 2014-09 with the same effective dates and transition requirements:

- ASU 2016-08, Principal versus Agent Considerations (Reporting Revenue Gross versus Net), which provides implementation guidance for Topic 606 on principal versus agent considerations.

- ASU 2016-10, Identifying Performance Obligations and Licensing, which provides clarification for two aspects of Topic 606: identifying performance obligations and the licensing implementation guidance.
- ASU 2016-12, Revenue from Contracts with Customers, which further amends Topic 606.
- ASU 2016-20, Technical Corrections and Improvements to Topic 606, Revenue from Contracts with Customers, which further amends Topic 606.

The Company plans to adopt using the retrospective transition method. The Company has begun assessing the impact of ASU 2015-09 and believes the impact will not be material to the consolidated financial statements. Once we adopt ASU 2014-09, we do not anticipate that our internal control framework will materially change, but rather that existing internal controls will be modified and augmented, as necessary, to consider our new revenue recognition policy effective January 1, 2018.

In January 2016, the FASB issued ASU 2016-01, Recognition and Measurement of Financial Assets and Financial Liabilities, which will address certain aspects of recognition, measurement, presentation and disclosure of financial instruments. The ASU becomes effective in the annual reporting period beginning after December 31, 2017, including interim reporting periods. We do not expect ASU 2016-01 will have a material effect on our consolidated financial statements and notes thereto.

In May 2017, the FASB issued ASU 2017-09, Scope of Modification Accounting, which addresses changes to the terms or conditions of a share-based payment award. The ASU becomes effective in the annual reporting period beginning after December 15, 2017, including interim reporting periods. We do not expect ASU 2017-09 will have a material effect on our consolidated financial statements and notes thereto.

2. Revenue Recognition

We recognize revenues from sales of products when the title and risk of ownership pass to the customer. Final sales prices are fixed based on purchase orders. Sales allowances and customer incentives are treated as reductions to sales and are provided for based on historical experiences and current estimates. Sales of our products are moderately seasonal with the peak period being July - November of each year.

In addition, the Company presents revenues net of sales tax and net of certain payments to our independent manufacturer representatives (“Representatives”). Representatives are national companies that are in the business of providing HVAC units and other related products and services to customers. The end user customer orders a bundled group of products and services from the Representative and expects the Representative to fulfill the order. Only after the specifications are agreed to by the Representative and the customer, and the decision is made to use an AAON HVAC unit, will we receive notice of the order. We establish the amount we must receive for our HVAC unit (“minimum sales price”), but do not control the total order price that is negotiated by the Representative with the end user customer.

We are responsible for billings and collections resulting from all sales transactions, including those initiated by our Representatives. The Representatives submit the total order price to us for invoicing and collection. The total order price includes our minimum sales price and an additional amount which may include both the Representatives’ fee and amounts due for additional products and services required by the customer. These additional products and services may include controls purchased from another manufacturer to operate the unit, start-up services, and curbs for supporting the unit (“Third Party Products”). All are associated with the purchase of a HVAC unit but may be provided by the Representative or another third party. The Company is under no obligation related to Third Party Products.

The Representatives’ fee and Third Party Products amounts (“Due to Representatives”) are paid only after all amounts associated with the order are collected from the customer. The amount of payments to our Representatives were $12.6

million and $13.7 million for the three months ended June 30, 2017 and 2016, respectively. The amounts of payments to our Representatives were $24.5 million and $27.7 million for the six months ended June 30, 2017 and 2016, respectively.

The Company also sells extended warranties on parts for various lengths of time ranging from 6 months to 10 years. Revenue for these separately priced warranties is deferred and recognized on a straight-line basis over the separately priced warranty period.

3. Investments

Certificates of Deposit – We held $5.5 million in certificates of deposit at June 30, 2017 and December 31, 2016, respectively. At June 30, 2017, the certificates of deposit bear interest ranging from 0.85% to 1.10% per annum and have various maturities ranging from less than one month to approximately 12 months.

Investments Held to Maturity – Our investments held to maturity are comprised of $12.7 million of corporate notes and bonds with original maturities ranging from less than two months to approximately 10 months. The investments have moderate risk with S&P ratings ranging from AAA to BBB-.

We record the amortized cost basis and accrued interest of the corporate notes and bonds in the Consolidated Balance Sheets. We record the interest and amortization of bond premium to interest income in the Consolidated Statements of Income.

The following summarizes the amortized cost and estimated fair value of our investments held to maturity as of June 30, 2017 and December 31, 2016:

	Amortized Cost	Gross Unrealized Gain	Gross Unrealized (Loss)	Fair Value
June 30, 2017:	(in thousands)			
Current assets:				
Investments held to maturity	$12,732	$ —	$ (25)	$12,707
Non current assets:				
Investments held to maturity	—	—	—	—
Total	$12,732	$ —	$ (25)	$12,707
December 31, 2016:				
Current assets:				
Investments held to maturity	$14,083	$ —	$ (12)	$14,071
Non current assets:				
Investments held to maturity	—	—	—	—
Total	$14,083	$ —	$ (12)	$14,071

4. Accounts Receivable

Accounts receivable and the related allowance for doubtful accounts are as follows:

	June 30, 2017	December 31, 2016
	(in thousands)	
Accounts receivable	$43,195	$ 43,091
Less: Allowance for doubtful accounts	(81)	(90)
Total, net	$43,114	$ 43,001

	Three months ended June 30, 2017	Three months ended June 30, 2016	Six months ended June 30, 2017	Six months ended June 30, 2016
Allowance for doubtful accounts:	(in thousands)			
Balance, beginning of period	$274	$ 238	$90	$ 115
Provisions for losses on accounts receivables, net of recoveries	(43)	(165)	141	(42)
Accounts receivable written off	(150)	—	(150)	—
Balance, end of period	$81	$ 73	$81	$ 73

5. Inventories

Inventories are valued at the lower of cost or market. Cost is determined by the first-in, first-out ("FIFO") method. We establish an allowance for excess and obsolete inventories based on product line changes, the feasibility of substituting parts and the need for supply and replacement parts.

	June 30, 2017	December 31, 2016
	(in thousands)	
Raw materials	$55,930	$ 43,438
Work in process	2,867	2,279
Finished goods	5,920	3,017
	64,717	48,734
Less: Allowance for excess and obsolete inventories	(1,642)	(1,382)
Total, net	$63,075	$ 47,352

The related changes in the allowance for excess and obsolete inventories account are as follows:

	Three months ended		Six months ended	
	June 30, 2017	June 30, 2016	June 30, 2017	June 30, 2016
Allowance for excess and obsolete inventories:	(in thousands)			
Balance, beginning of period	$1,442	$ 894	$1,382	$ 757
Provisions for excess and obsolete inventories	200	171	260	308
Inventories written off	—	—	—	—
Balance, end of period	$1,642	$ 1,065	$1,642	$ 1,065

6. Supplemental Cash Flow Information

	Three months ended		Six months ended	
	June 30, 2017	June 30, 2016	June 30, 2017	June 30, 2016
Supplemental disclosures:	(in thousands)			
Interest paid	$—	$—	$—	$—
Income taxes paid	$4,127	$10,329	$4,488	$10,847
Non-cash investing and financing activities:				
Non-cash capital expenditures	$(874)	$1,047	$224	$1,312
Dividends declared	6,849	5,834	6,849	5,834

7. Warranties

The Company has warranties with various terms ranging from 18 months for parts to 25 years for certain heat exchangers. The Company has an obligation to replace parts or service its products if conditions under the warranty are met. A provision is made for estimated warranty costs at the time the related products are sold based upon the warranty period, historical trends, new products and any known identifiable warranty issues.

The Company has been working on modifications and refinements to its warranty policy. These modifications more clearly define what qualifies as a warranty claim and puts a deadline for when claims may be submitted. This has increased our warranty reserve and increased our warranty expense for the three and six months ended June 30, 2017, as detailed below.

Changes in the warranty accrual are as follows:

	Three months ended		Six months ended	
	June 30, 2017	June 30, 2016	June 30, 2017	June 30, 2016
Warranty accrual:	(in thousands)			
Balance, beginning of period	$7,812	$8,130	$7,936	$8,469
Payments made	(2,312)	(1,004)	(3,654)	(1,657)
Provisions	3,102	1,328	4,320	1,642
Balance, end of period	$8,602	$8,454	$8,602	$8,454
Warranty expense:	$3,102	$1,328	$4,320	$1,642

8. Accrued Liabilities

Accrued liabilities are as follows:

	June 30, 2017	December 31, 2016
	(in thousands)	
Warranty	$8,602	$ 7,936
Due to representatives	10,152	9,907
Payroll	3,238	4,129
Profit sharing	2,156	1,967
Worker's compensation	661	580
Medical self-insurance	623	872
Customer prepayments	4,010	2,256
Donations	600	600
Employee benefits and other	4,251	3,693
Total	$34,293	$ 31,940

9. Revolving Credit Facility

Our revolving credit facility, which is provided by BOKF, NA dba Bank of Oklahoma, formerly known as Bank of Oklahoma, N.A. ("Bank of Oklahoma"), provides for maximum borrowings of $30.0 million. Under the line of credit, there is one standby letter of credit totaling $0.8 million. Borrowings available under the revolving credit facility at June 30, 2017 were $29.2 million. Interest on borrowings is payable monthly at LIBOR plus 2.5%. No fees are associated with the unused portion of the committed amount. We had no outstanding balance under the revolving credit facility at June 30, 2017 and December 31, 2016. The termination date of the revolving credit facility is July 27, 2018.

As of June 30, 2017, we were in compliance with our financial covenants. These covenants require that we meet certain parameters related to our tangible net worth and total liabilities to tangible net worth ratio. At June 30, 2017, our tangible net worth was $217.7 million and met the requirement of being at or above $125.0 million. Our total liabilities to tangible net worth ratio was 0.31 to 1, and met the requirement of not being above 2 to 1.

10. Income Taxes

The provision (benefit) for income taxes consists of the following:

	Three months ended		Six months ended	
	June 30, 2017	June 30, 2016	June 30, 2017	June 30, 2016
	(in thousands)			
Current	$6,326	$8,371	$9,917	$14,867
Deferred	(356)	(821)	364	(1,851)
	$5,970	$7,550	$10,281	$13,016

The reconciliation of the Federal statutory income tax rate to the effective income tax rate is as follows:

	Three months ended		Six months ended	
	June 30, 2017	June 30, 2016	June 30, 2017	June 30, 2016
Federal statutory rate	35.0 %	35.0 %	35.0 %	35.0 %
State income taxes, net of Federal benefit	4.5	4.9	4.0	5.0
Domestic manufacturing deduction	(3.1)	(3.5)	(3.0)	(3.5)
Excess tax benefits	(4.8)	(1.7)	(5.8)	(2.9)
Other	(1.4)	(0.8)	(0.2)	(0.5)
Effective tax rate	30.2 %	33.9 %	30.0 %	33.1 %

The Company's estimated annual 2017 effective tax rate, excluding discrete events, is approximately 36%. Additionally, as noted in Note 11, the Company early adopted ASU 2016-09, Improvements to Employee Share-Based Payment Accounting, applying the changes for excess tax benefits and tax deficiencies prospectively effective January 1, 2016. As a result, excess tax benefits and deficiencies are reported as an income tax benefit or expense on the statement of income rather than as a component of additional paid-in capital on the statement of equity. Excess tax benefits and deficiencies are treated as discrete items to the income tax provision in the reporting period in which they occur.

We file income tax returns in the U.S., state and foreign income tax returns jurisdictions. We are subject to U.S. examinations for tax years 2013 to present, and to non-U.S. income tax examinations for the tax years of 2012 to present. In addition, we are subject to state and local income tax examinations for the tax years 2012 to present. The Company continues to evaluate its need to file returns in various state jurisdictions. Any interest or penalties would be recognized as a component of income tax expense.

11. Share-Based Compensation

On May 22, 2007, our stockholders adopted a Long-Term Incentive Plan (“LTIP”) which provided an additional 3.3 million shares that could be granted in the form of stock options, stock appreciation rights, restricted stock awards, performance units and performance awards. Since inception of the LTIP, non-qualified stock options and restricted stock awards were granted with the same vesting schedule as the previous plan. Under the LTIP, the exercise price of shares granted could not be less than 100% of the fair market value at the date of the grant.

On May 24, 2016, our stockholders adopted the 2016 Long-Term Incentive Plan ("2016 Plan") which provides for approximately 3.8 million shares, comprised of 3.4 million new shares provided for under the 2016 Plan and approximately 0.4 million shares that were available for issuance under the previous LTIP, that are now authorized for issuance under the 2016 Plan, that can be granted in the form of stock options, stock appreciation rights, restricted stock awards, performance awards, dividend equivalent rights, and other awards. Under the 2016 Plan, the exercise price of shares granted may not be less than 100% of the fair market value at the date of the grant. The 2016 Plan will be administered by the Compensation Committee of the Board of Directors or such other committee of the Board of Directors as is designated by the Board of Directors (the “Committee”). Membership on the Committee shall be limited to independent directors. The Committee may delegate certain duties to one or more officers of the Company as provided in the 2016 Plan. The Committee will determine the persons to whom awards are to be made, determine the type, size and terms of awards, interpret the 2016 Plan, establish and revise rules and regulations relating to the 2016 Plan and make any other determinations that it believes necessary for the administration of the 2016 Plan.

The compensation cost related to unvested stock options not yet recognized as of June 30, 2017 is $10.0 million and is expected to be recognized over a weighted-average period of 2.5 years.

The following weighted average assumptions were used to determine the fair value of the stock options granted on the original grant date for expense recognition purposes for options granted during the six months ended June 30, 2017 and 2016 using a Black Scholes Model:

	Six months ended June 30, 2017	June 30, 2016
Director and Officers:		
Expected dividend rate	$0.26	$0.22
Expected volatility	30.81 %	42.38 %
Risk-free interest rate	1.90 %	2.02 %
Expected life (in years)	5.0	8.0
Employees:		
Expected dividend rate	$0.26	$0.22
Expected volatility	30.75 %	41.82 %
Risk-free interest rate	1.89 %	1.76 %
Expected life (in years)	5.0	8.0

The expected term of the options is based on evaluations of historical and expected future employee exercise behavior. The risk-free interest rate is based on the U.S. Treasury rates at the date of grant with maturity dates approximately equal to the expected life at the grant date. Volatility is based on historical volatility of our stock over time periods equal to the expected life at grant date.

The following is a summary of stock options vested and exercisable as of June 30, 2017:

Range of Exercise Prices	Number of Shares	Weighted Average Remaining Contractual Life (in years)	Weighted Average Exercise Price	Intrinsic Value (in thousands)
$4.54-$22.76	378,504	4.85	$ 10.98	$ 9,792
$23.57-$32.80	33,985	7.95	25.34	391
$32.85-$37.30	—	—	—	—
Total	412,489	5.10	$ 12.16	$ 10,183

The following is a summary of stock options vested and exercisable as of June 30, 2016:

Range of Exercise Prices	Number of Shares	Weighted Average Remaining Contractual Life (in years)	Weighted Average Exercise Price	Intrinsic Value (in thousands)
$4.54-$8.65	344,958	5.06	$ 7.67	$ 6,843

$8.70-$22.76	37,505	7.39	15.77	440
$23.57-$28.27	7,664	8.66	23.57	30
Total	390,127	5.35	$ 8.76	$ 7,313

A summary of option activity under the plans is as follows:

Options	Shares	Weighted Average Exercise Price
Outstanding at December 31, 2016	1,450,704	$ 21.33
Granted	389,660	34.42
Exercised	(154,368)	10.19
Forfeited or Expired	(64,886)	30.51
Outstanding at June 30, 2017	1,621,110	$ 25.17
Exercisable at June 30, 2017	412,489	$ 12.16

The total intrinsic value of options exercised during the six months ended June 30, 2017 and 2016 was $4.0 million and $3.4 million, respectively. The cash received from options exercised during the six months ended June 30, 2017 and 2016 was $1.6 million and $1.3 million, respectively. The impact of these cash receipts is included in financing activities in the accompanying Consolidated Statements of Cash Flows.

Since 2007, as part of the LTIP and since May 2016 as part of the 2016 Plan, the Compensation Committee of the Board of Directors has authorized and issued restricted stock awards to directors and key employees. Restricted stock awards granted to directors vest one-third each year. All other restricted stock awards vest at a rate of 20% per year. The fair value of restricted stock awards is based on the fair market value of AAON, Inc. common stock on the respective grant dates, reduced for the present value of dividends.

These awards are recorded at their fair value on the date of grant and compensation cost is recorded using straight-line vesting over the service period. At June 30, 2017, unrecognized compensation cost related to unvested restricted stock awards was approximately $8.3 million, which is expected to be recognized over a weighted average period of 2.0 years.

A summary of the unvested restricted stock awards is as follows:

Restricted stock	Shares	Weighted Average Grant Date Fair Value
Unvested at December 31, 2016	408,162	$ 20.47
Granted	123,151	33.96
Vested	(121,956)	21.09
Forfeited	(16,161)	22.86
Unvested at June 30, 2017	393,196	$ 24.41

A summary of share-based compensation is as follows:

	Three months ended		Six months ended	
	June 30, 2017	June 30, 2016	June 30, 2017	June 30, 2016
Grant date fair value of awards during the period:	(in thousands)			
Options	$633	$1,279	$3,507	$2,059
Restricted stock	1,582	1,043	4,182	2,942
Total	$2,215	$2,322	$7,689	$5,001
Share-based compensation expense:				
Options	$703	$404	$1,430	$741
Restricted stock	1,181	691	2,099	1,302
Total	$1,884	$1,095	$3,529	$2,043
Income tax benefit/(deficiency) related to share-based compensation:				
Options	$494	$417	$1,285	$1,130
Restricted stock	432	(33)	705	(1)
Total	$926	$384	$1,990	$1,129

In March 2016, the FASB issued ASU 2016-09, Improvements to Employee Share-Based Payment Accounting, which makes several modifications to Topic 718 including: accounting for excess tax benefits and deficiencies; classifying excess tax benefits on the statement of cash flows; accounting for forfeitures; classifying awards that permit share repurchases to satisfy statutory tax-withholding requirement; and classifying tax payments on behalf of employees on the statement of cash flows. The ASU became effective for interim and annual reporting periods beginning after December 31, 2016. We early adopted the ASU effective January 1, 2016.

The Company previously applied a forfeiture rate to its share-based compensation expense and adjusted expense to actual as awards vested and/or were forfeited. Upon adoption of ASU 2016-09, the Company accounts for forfeitures as they occur, rather than estimating forfeitures as of an award's grant date.

Tax payments made on behalf of an employee by repurchasing shares of stock are now shown separately as cash outflows from financing activities on the statement of cash flows. This provision was retrospectively adopted and prior period cash flows have been reclassified to conform with this presentation.

Additionally, the Company retrospectively adopted the provision to classify excess tax benefits and deficiencies as cash flows from operating activities as part of cash payments for taxes on the statement of cash flows. Prior period cash flows have been reclassified to conform with this presentation.

The following table displays the prior period quantitative effects on the consolidated financial statements:

	Three months ended June 30, 2016		Six months ended June 30, 2016	
	As Reported	As Restated	As Reported	As Restated
	(in thousands, except share and per share data)			
Consolidated Statement of Income				
Income tax provision	$7,934	$ 7,550	$14,145	$ 13,016
Net income	14,341	14,725	25,147	26,276
Earnings per share:				
Basic	$0.27	$ 0.28	$0.47	$ 0.47
Diluted	0.27	0.27	0.47	0.47
Weighted average shares outstanding:				
Diluted	53,401,258	53,574,702	53,395,365	53,563,676
Consolidated Statement of Cash Flows				
Change in income taxes			$5,162	$ 4,033

12. Earnings Per Share

Basic net income per share is calculated by dividing net income by the weighted average number of shares of common stock outstanding during the period. Diluted net income per share assumes the conversion of all potentially dilutive securities and is calculated by dividing net income by the sum of the weighted average number of shares of common stock outstanding plus all potentially dilutive securities. Dilutive common shares consist primarily of stock options and restricted stock awards.

ASU 2016-09 impacts the calculation of diluted weighted average shares under the treasury stock method as the Company no longer increases or decreases the assumed proceeds from an employee vesting in, or exercising, a share-based payment award by the amount of excess tax benefits or deficiencies taken to additional paid-in capital.

	Three months ended		Six months ended	
	June 30, 2017	June 30, 2016	June 30, 2017	June 30, 2016
	(in thousands, except share and per share data)			
Numerator:				
Net income	$13,794	$ 14,725	$24,011	$ 26,276
Denominator:				
Basic weighted average shares	52,615,366	53,036,009	52,624,782	53,028,224
Effect of dilutive stock options and restricted stock	535,768	538,693	551,643	535,452
Diluted weighted average shares	53,151,134	53,574,702	53,176,425	53,563,676
Earnings per share:				
Basic	$0.26	$ 0.28	$0.46	$ 0.47
Diluted	$0.26	$ 0.27	$0.45	$ 0.47
Anti-dilutive shares:				
Shares	760,438	504,954	772,202	498,043

13. Stockholders' Equity

Stock Repurchase - The Board has authorized three stock repurchase programs for the Company. The Company may purchase shares on the open market from time to time, up to a total of 5.7 million shares. The Board must authorize the timing and amount of these purchases. Effective May 24, 2016, the Board authorized up to $25.0 million in open market repurchases and on June 2, 2016, the Company executed a repurchase agreement in accordance with the rules and regulations of the SEC allowing the Company to repurchase an aggregate amount of $25.0 million or a total of approximately 2.0 million shares from the open market. The agreement expired on April 15, 2017. The Company also has a stock repurchase arrangement by which employee-participants in our 401(k) savings and investment plan are entitled to have shares in AAON, Inc. stock in their accounts sold to the Company. The maximum number of shares to be repurchased is contingent upon the number of shares sold by employee-participants. Lastly, the Company repurchases shares of AAON, Inc. stock from certain of its directors and employees for payment of statutory tax withholdings on stock transactions. Al1 other repurchases from directors or employees are contingent upon Board approval. All repurchases are done at current market prices.

Our repurchase activity is as follows:

	Six Months Ended June 30,						Inception to date		
	2017			2016					
Program	Shares	Total $	$ per share	Shares	Total $	$ per share	Shares	Total $	$ per share
Open market	8,676	$283,654	$32.69	10,230	$265,402	$25.94	3,843,495	$61,232,115	$15.93
401(k)	258,051	9,083,606	35.20	274,147	6,967,393	25.41	6,340,494	74,816,326	11.80
Directors and employees	30,158	1,066,450	35.36	17,128	440,828	25.74	1,903,790	16,730,059	8.79
Total	296,885	$10,433,710	$35.14	301,505	$7,673,623	$25.45	12,087,779	$152,778,500	$12.64

Dividends - At the discretion of the Board of Directors, we pay semi-annual cash dividends. Board approval is required to determine the date of declaration and amount for each semi-annual dividend payment.

Our recent dividends are as follows:

Declaration Date	Record Date	Payment Date	Dividend per Share
May 24, 2016	June 10, 2016	July 1, 2016	$ 0.11
November 9, 2016	December 2, 2016	December 23, 2016	$ 0.13
May 16, 2017	June 9, 2017	July 7, 2017	$ 0.13

14. Commitments and Contingencies

We are subject to various claims and legal actions that arise in the ordinary course of business. We closely monitor these claims and legal actions and frequently consult with our legal counsel to determine whether they may, when resolved, have a material adverse effect on our financial position, results of operations or cash flows and we accrue and/or disclose loss contingencies as appropriate. We have concluded that the likelihood is remote that the ultimate resolution of any pending litigation or claims will be material or have a material adverse effect on the Company's business, financial position, results of operations or cash flows.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and the notes thereto, which are included in this report, and our audited consolidated financial statements and the notes thereto, which are included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2016. This discussion contains or incorporates by reference "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are not historical facts, but rather are based on expectations, estimates, assumptions and projections about our industry, business and future financial results, based on information available at the time this report is filed with the SEC or, with respect to any document incorporated by reference, available at the time that such document was prepared. Our actual results could differ materially from the results contemplated by these forward-looking statements due to a number of factors, including those identified in the section entitled "Forward-Looking Statements" in this Item 2 of this Quarterly Report on Form 10-Q and in the section entitled "Risk Factors" in Item 1A of our Annual Report on Form 10-K for the fiscal year ended December 31, 2016. We do not assume any obligation to update or revise any forward-looking statements to reflect changed assumptions, the occurrence of anticipated or unanticipated events, new information or circumstances or otherwise, except as required by law.

Overview

We engineer, manufacture and market air conditioning and heating equipment consisting of standard, semi-custom and custom rooftop units, chillers, packaged outdoor mechanical rooms, air handling units, makeup air units, energy recovery units, condensing units, geothermal/water-source heat pumps and coils. These products are marketed and sold to retail, manufacturing, educational, lodging, supermarket, medical and other commercial industries. We market our products to all 50 states in the United States and certain provinces in Canada. Foreign sales were approximately $5.5 million of our total net sales for the six months just ended and $7.9 million of our sales during the same period of 2016.

Our business can be affected by a number of economic factors, including the level of economic activity in the markets in which we operate. The uncertainty of the economy has negatively impacted the commercial and industrial new construction markets. A further decline in economic activity could result in a decrease in our sales volume and profitability. Sales in the commercial and industrial new construction markets correlate closely to the number of new homes and buildings that are built, which in turn is influenced by cyclical factors such as interest rates, inflation, consumer spending habits, employment rates and other macroeconomic factors over which we have no control.

We sell our products to property owners and contractors through a network of manufacturers' representatives and our internal sales force. The demand for our products is influenced by national and regional economic and demographic factors. The commercial and industrial new construction market is subject to cyclical fluctuations in that it is generally tied to housing starts, but has a lag factor of six to 18 months. Housing starts, in turn, are affected by such factors as interest rates, the state of the economy, population growth and the relative age of the population. When new construction is down, we emphasize the replacement market. The new construction market in 2016 through the second quarter of 2017 continued to be unpredictable and uneven. Thus, we continue to emphasize promotion of the benefits of AAON equipment to property owners in the replacement market.

The principal components of cost of goods sold are labor, raw materials, component costs, factory overhead, freight and engineering expense. The principal high volume raw materials used in our manufacturing processes are steel, copper and aluminum, and are obtained from domestic suppliers. We also purchase from domestic manufacturers certain components, including compressors, motors and electrical controls.

The price levels of our raw materials have remained relatively consistent the past few years, but the market continues to be volatile and unpredictable as a result of the uncertainty related to the U.S. economy and a weakening global economy. For the six months ended June 30, 2017, the price for aluminum, galvanized steel and stainless steel increased by approximately 1.2%, 7.9%, and 0.9%, respectively, while the price for copper decreased by approximately 3.7% from the six months ended June 30, 2016.

In 2015, AAON initiated the design of a new Water Source Heat Pump product line and its affiliated manufacturing facility. We have brought the product into the marketplace and are in the final stages of completing this introduction into a $500-$600 million new market.

In 2016, we began construction of a 162,000 square foot laboratory building with ten testing cells contained within it. This unique laboratory will have capabilities beyond anything known to exist in the world and will elevate AAON's research and design capabilities accordingly. Completion of this lab in 2018 will therefore be quite significant.

The following are recent highlights and items that impacted our results of operations, cash flows and financial condition:

- Overall units sold increased approximately 5.3% as compared to the same period last year.
- Cash and cash equivalents increased $9.4 million primarily from cash inflows from operations.
- We invested $16.8 million in capital expenditures in connection with the construction of our new research and development lab, water source heat pump line and other internal projects.
- Increased warranty costs due modifications and refinements in our policy, which are expected to be short-term.

Backlog

The following table shows our historical backlog levels:

6/30/2017	12/31/2016	6/30/2016
(in thousands)		
$83,528	$ 49,127	$ 69,296

Results of Operations

Three Months Ended June 30, 2017 vs. Three Months Ended June 30, 2016

Units Sold

	Three Months Ended June 30,	
	2017	2016
Rooftop Units	4,173	4,759
Split Systems	1,397	937
Outdoor Mechanical Rooms	15	22
Water Source Heat Pumps	518	76
Total Units	6,103	5,794

Net Sales

	Three Months Ended June 30,			
	2017	2016	Change	% Change
	(in thousands, except unit data)			
Net sales	$101,326	$102,319	$(993)	(1.0)%
Total units	6,103	5,794	309	5.3 %

Total units sold for the three months ended June 30, 2017 are up, but net sales remain relatively flat due to changes in our product mix.

Cost of Sales

	Three Months Ended June 30,		Percent of Sales	
	2017	2016	2017	2016
	(in thousands)			
Cost of sales	$69,648	$69,572	68.7%	68.0%
Gross Profit	31,678	32,747	31.3%	32.0%

As noted in our raw material prices below, the Company has seen increases in our cost of sales due to the increased steel prices. This increase is offset slightly by better absorption of overhead.

The principal components of cost of sales are labor, raw materials, component costs, factory overhead, freight out and engineering expense. The principal high volume raw materials used in our manufacturing processes are steel, copper and aluminum, which are obtained from domestic suppliers.

Twelve-month average raw material cost per pound as of June 30:

	2017	2016	% Change
Copper	$3.37	$3.50	(3.7)%
Galvanized Steel	$0.41	$0.38	7.9 %
Stainless Steel	$1.18	$1.17	0.9 %
Aluminum	$1.68	$1.66	1.2 %

Selling, General and Administrative Expenses

	Three Months Ended June 30,		Percent of Sales	
	2017	2016	2017	2016
	(in thousands)			
Warranty	$3,102	$1,328	3.1 %	1.3 %
Profit Sharing	2,154	2,517	2.1 %	2.5 %
Salaries & Benefits	2,427	3,160	2.4 %	3.1 %
Stock Compensation	1,367	749	1.3 %	0.7 %
Advertising	171	448	0.2 %	0.4 %
Depreciation	154	214	0.2 %	0.2 %
Insurance	205	315	0.2 %	0.3 %
Professional Fees	262	281	0.3 %	0.3 %
Donations	189	103	0.2 %	0.1 %
Bad Debt Expense	(43)	(165)	— %	(0.2)%
Other	1,983	1,611	2.0 %	1.6 %
Total SG&A	$11,971	$10,561	11.8 %	10.3 %

The overall increase in SG&A was primarily due to increased warranty expenses. The Company has been working on modifications and refinements to its warranty policy. These modifications more clearly define what qualifies as a warranty claim and puts a deadline for when claims may be submitted. This has increased our warranty reserve and increased our warranty expense for the three months ended June 30, 2017.

Income Taxes

	Three Months Ended June 30,		Effective Tax Rate	
	2017	2016	2017	2016
	(in thousands)			
Income tax provision	$5,970	$7,550	30.2%	33.9%

The Company's estimated annual 2017 effective tax rate, excluding discrete events, is expected to be approximately 36.0%. Additionally, the Company early adopted ASU 2016-09, Improvements to Employee Share-Based Payment Accounting, applying the changes for excess tax benefits and tax deficiencies prospectively effective January 1, 2016. As a result, excess tax benefits and deficiencies are reported as an income tax benefit or expense on the statement of income rather than as a component of additional paid-in capital on the statement of equity. Excess tax benefits and deficiencies are treated as discrete items to the income tax provision in the reporting period in which they occur. For the three months ended June 30, 2017 and 2016, the Company recorded $1.0 million and $0.4 million, respectively, in excess tax benefits as an income tax benefit.

Six months ended June 30, 2017 vs. Six months ended June 30, 2016

Units Sold

	Six Months Ended June 30,	
	2017	2016
Rooftop Units	7,647	8,253
Split Systems	2,542	1,739
Outdoor Mechanical Rooms	39	31
Water Source Heat Pumps	896	139
Total Units	11,124	10,162

Net Sales

	Six Months Ended June 30,			
	2017	2016	Change	% Change
	(in thousands, except unit data)			
Net sales	$187,404	$187,741	$(337)	(0.2)%
Total units	11,124	10,162	962	9.5 %

Similar to our quarter results. the six months ended June 30, 2017 saw increases in total units sold but changes in our product mix to smaller and less expensive units.

Cost of Sales

	Six Months Ended June 30,		Percent of Sales	
	2017	2016	2017	2016
	(in thousands)			
Cost of sales	$130,740	$129,263	69.8%	68.9%
Gross Profit	56,664	58,478	30.2%	31.1%

As noted in our raw material prices below, the Company has seen increases in our cost of sales due to the increased steel prices. This increase is offset slightly by better absorption of overhead.

The principal components of cost of sales are labor, raw materials, component costs, factory overhead, freight out and engineering expense. The principal high volume raw materials used in our manufacturing processes are steel, copper and aluminum, which are obtained from domestic suppliers. Cost of sales increased overall due to increased commodity prices.

Twelve-month average raw material cost per pound as of June 30:

	2017	2016	% Change
Copper	$3.37	$3.50	(3.7)%
Galvanized Steel	$0.41	$0.38	7.9 %
Stainless Steel	$1.18	$1.17	0.9 %
Aluminum	$1.68	$1.66	1.2 %

Selling, General and Administrative Expenses

	Six Months Ended June 30,		Percent of Sales	
	2017	2016	2017	2016
	(in thousands)			
Warranty	$4,320	$1,642	2.3 %	0.9 %
Profit Sharing	3,810	4,450	2.0 %	2.4 %
Salaries & Benefits	5,428	6,202	2.9 %	3.3 %
Stock Compensation	2,445	1,405	1.3 %	0.7 %
Advertising	1,137	757	0.6 %	0.4 %
Depreciation	312	437	0.2 %	0.2 %
Insurance	449	643	0.2 %	0.3 %
Professional Fees	839	839	0.4 %	0.4 %
Donations	403	212	0.2 %	0.1 %
Bad Debt Expense	141	(62)	0.1 %	— %
Other	3,217	2,949	1.7 %	1.6 %
Total SG&A	$22,501	$19,474	12.0%	10.4 %

The overall increase in SG&A was primarily due to increased warranty expenses. The Company has been working on modifications and refinements to its warranty policy. These modifications more clearly define what qualifies as a warranty claim and puts a deadline for when claims may be submitted. This has increased our warranty reserve and increased our warranty expense for six months ended June 30, 2017.

Income Taxes

	Six Months Ended June 30,		Effective Tax Rate	
	2017	2016	2017	2016
	(in thousands)			
Income tax provision	$10,281	$13,016	30.0%	33.1%

The Company's estimated annual 2017 effective tax rate, excluding discrete events, is expected to be approximately 36.0%. Additionally, the Company early adopted ASU 2016-09, Improvements to Employee Share-Based Payment Accounting, applying the changes for excess tax benefits and tax deficiencies prospectively effective January 1, 2016. As a result, excess tax benefits and deficiencies are reported as an income tax benefit or expense on the statement of income rather than as a component of additional paid-in capital on the statement of equity. Excess tax benefits and deficiencies are treated as discrete items to the income tax provision in the reporting period in which they occur. For the six months ended June 30, 2017 and 2016, the Company recorded $1.9 million and $1.1 million, respectively, in excess tax benefits as an income tax benefit.

Liquidity and Capital Resources

Our working capital and capital expenditure requirements are generally met through net cash provided by operations and the occasional use of our revolving credit facility.

Our cash and investments increased $8.1 million from December 31, 2016 to June 30, 2017 and totaled $51.8 million at June 30, 2017.

Under the line of credit, there was one standby letter of credit of $0.8 million as of June 30, 2017. At June 30, 2017, we have $29.2 million of borrowings available under the revolving credit facility. No fees are associated with the unused portion of the committed amount.

We had no outstanding balance under the revolving credit facility at June 30, 2017 and December 31, 2016. Interest on borrowings is payable monthly at LIBOR plus 2.5%. The termination date of the revolving credit facility is July 27, 2018.

At June 30, 2017, we were in compliance with all of the covenants under the revolving credit facility. We are obligated to comply with certain financial covenants under the revolving credit facility. These covenants require that we meet certain parameters related to our tangible net worth and total liabilities to tangible net worth ratio. At June 30, 2017, our tangible net worth was $217.7 million, which meets the requirement of being at or above $125.0 million. Our total liabilities to tangible net worth ratio was 0.31 to 1.0 which meets the requirement of not being above 2 to 1.

The Board has authorized three stock repurchase programs for the Company. The Company may purchase shares on the open market from time to time, up to a total of 5.7 million shares. The Board must authorize the timing and amount of these purchases. Effective May 24, 2016, the Board authorized up to $25.0 million in open market repurchases and on June 2, 2016, the Company executed a repurchase agreement in accordance with the rules and regulations of the SEC allowing the Company to repurchase an aggregate amount of $25.0 million or a total of approximately 2.0 million shares from the open market. The agreement expired on April 15, 2017. The Company also has a stock repurchase arrangement by which employee-participants in our 401(k) savings and investment plan are entitled to have shares in AAON, Inc. stock in their accounts sold to the Company. The maximum number of shares to be repurchased is contingent upon the number of shares sold by employee-participants. Lastly, the Company repurchases shares of AAON, Inc. stock from certain of its directors and employees for payment of statutory tax

withholdings on stock transactions. Any other repurchases from directors or employees are contingent upon Board approval. All repurchases are done at current market prices.

Our repurchase activity is as follows:

	Six Months Ended June 30, 2017			2016			Inception to date		
Program	Shares	Total $	$ per share	Shares	Total $	$ per share	Shares	Total $	$ per share
Open market	8,676	$283,654	$32.69	10,230	$265,402	$25.94	3,843,495	$61,232,115	$15.93
401(k)	258,051	9,083,606	35.20	274,147	6,967,393	25.41	6,340,494	74,816,326	11.80
Directors and employees	30,158	1,066,450	35.36	17,128	440,828	25.74	1,903,790	16,730,059	8.79
Total	296,885	$10,433,710	$35.14	301,505	$7,673,623	$25.45	12,087,779	$152,778,500	$12.64

Dividends - At the discretion of the Board of Directors, we pay semi-annual cash dividends. Board approval is required to determine the date of declaration and amount for each semi-annual dividend payment.

Our recent dividends are as follows:

Declaration Date	Record Date	Payment Date	Dividend per Share
May 24, 2016	June 10, 2016	July 1, 2016	$ 0.11
November 9, 2016	December 2, 2016	December 23, 2016	$ 0.13
May 16, 2017	June 9, 2017	July 7, 2017	$ 0.13

Based on historical performance and current expectations, we believe our cash and cash equivalents balance, the projected cash flows generated from our operations, our existing committed revolving credit facility (or comparable financing) and our expected ability to access capital markets will satisfy our working capital needs, capital expenditures and other liquidity requirements associated with our operations in 2017 and the foreseeable future.

Statement of Cash Flows

The following table reflects the major categories of cash flows for the six months ended June 30, 2017 and 2016. For additional details, see the Condensed Consolidated Statements of Cash Flows in the condensed consolidated financial statements.

	Six months ended June 30,	
	2017	2016
	(in thousands)	
Operating Activities		
Net Income	$24,011	$26,276
Income statement adjustments, net	11,614	6,873
Changes in assets and liabilities:		
Accounts receivable	(254)	(8,417)
Income taxes	5,430	4,033
Inventories	(15,983)	(1,934)
Prepaid expenses and other	(272)	(550)
Accounts payable	6,801	1,848
Deferred revenue	118	220
Accrued liabilities & donations	2,295	1,252
Net cash provided by operating activities	33,760	29,601
Investing Activities		
Capital expenditures	(16,847)	(15,825)
Purchases of investments	(18,521)	(13,894)
Maturities of investments and proceeds from called investments	19,835	10,811
Other	33	27
Net cash used in investing activities	(15,500)	(18,881)
Financing Activities		
Stock options exercised	1,573	1,255
Repurchase of stock	(9,368)	(7,233)
Employee taxes paid by withholding shares	(1,066)	(441)
Net cash used in financing activities	$(8,861)	$(6,419)

Cash Flows Provided by Operating Activities

Cash outflows for inventory purchases has increased related to increased volume of unit sales as we enter the peak season for the Company as well increased offerings in product mix. This is offset by better collections of our accounts receivable in part from our prepayment program with customers.

Cash Flows Provided by Investing Activities

The decrease in the net outflow is due to maturity of our investment portfolio versus the timing of reinvestment. The capital expenditure program for 2017 is estimated to be approximately $48.5 million.

Cash Flows Used in Financing Activities

While the number of shares repurchased remained relatively consistent as compared to the prior year, the increase in the Company's share price drove the increased cash outflows for buyback activity.

Off-Balance Sheet Arrangements

We are not party to any off-balance sheet arrangements that have or are reasonably likely to have a material current or future effect on our financial condition, changes in financial condition, revenues, expenses, results of operations, liquidity, capital expenditures or capital resources.

Contractual Obligations

We had no material contractual purchase agreements as of June 30, 2017.

Critical Accounting Policies

There have been no material changes in the Company's critical accounting policies during the six months ended June 30, 2017.

Recent Accounting Pronouncements

See Note 1 of the Notes to the Consolidated Financial Statements for a discussion of recent accounting pronouncements.

Forward-Looking Statements

This Quarterly Report on Form 10-Q includes "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Words such as "expects", "anticipates", "intends", "plans", "believes", "seeks", "estimates", "v "should", and variations of such words and similar expressions are intended to identify such forward-looking statements. These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions, which are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date on which they are made. We undertake no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise. Important factors that could cause results to differ materially from those in the forward-looking statements include (1) the timing and extent of changes in raw material and component prices, (2) the effects of fluctuations in the commercial/industrial new construction market, (3) the timing and extent of changes in interest rates, as well as other competitive factors during the year, and (4) general economic, market or business conditions.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Commodity Price Risk

We are exposed to volatility in the prices of commodities used in some of our products and we may use fixed price cancellable and non-cancellable contracts with our major suppliers for periods of six to 18 months to manage this exposure.

Item 4. Controls and Procedures.

(a) Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this Quarterly Report on Form 10-Q, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer with the oversight of the Audit Committee, regarding the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended). Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded, as of the end of the period covered by this Quarterly Report, that our disclosure controls and procedures were effective.

(c) Changes in Internal Control over Financial Reporting

There have been no changes in internal control over financial reporting that occurred during our last fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings.

We are subject to various claims and legal actions that arise in the ordinary course of business. We closely monitor these claims and legal actions and frequently consult with our legal counsel to determine whether they may, when resolved, have a material adverse effect on our financial position, results of operations, or cash flows and we accrue and/or disclose loss contingencies as appropriate. We have concluded that the likelihood is remote that the ultimate resolution of any pending litigation or claims will be material or have a material adverse effect on the Company's business, financial position, results of operations or cash flows.

Item 1A. Risk Factors.

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, “Item 1A. Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2016. The risk factors described in our Annual Report could materially adversely affect our business, financial condition or future results. There have been no material changes to the risk factors included in our 2016 Annual Report.

Item 2. Unregistered Sales of Equity and Securities and Use of Proceeds.

On May 17, 2010, the Board authorized a stock buyback program, targeting open market repurchases of up to approximately 5% (2.9 million shares) of the Company's outstanding stock. In May 2015, the Board authorized repurchases up to an additional 2.75 million shares, or a total of approximately 5.7 million shares. In October 2015, the Board authorized $25.0 million for use under the Company's stock buyback program. Effective May 24, 2016, the Board authorized up to $25.0 million in open market repurchases and on June 2, 2016, the Company executed a repurchase agreement in accordance with the rules and regulations of the SEC allowing the Company to repurchase an aggregate amount of $25.0 million or a total of approximately 2.0 million shares from the open market. The agreement expired on April 15, 2017. We have repurchased a total of approximately 3.8 million shares under these programs for an aggregate price of $61.2 million, or an average price of $15.93 per share. We purchased the shares at current market prices.

On July 1, 2005, we entered into a stock repurchase arrangement by which employee-participants in our 401(k) savings and investment plan are entitled to have shares of AAON, Inc. stock in their accounts sold to the Company. The maximum number of shares to be repurchased is contingent upon the number of shares sold by employees. Through June 30, 2017, we repurchased approximately 6.3 million shares for an aggregate price of $74.8 million, or an average price of $11.80 per share. We purchased the shares at current market prices.

Periodically, the Company repurchases shares of AAON, Inc. stock from certain of its directors and employees. The number of shares to be repurchased is contingent upon Board approval. Through June 30, 2017, we repurchased approximately 1.9 million shares for an aggregate price of $16.7 million, or an average price of $8.79 per share. We purchased the shares at current market prices.

Repurchases during the second quarter of 2017 were as follows:

	ISSUER PURCHASES OF EQUITY SECURITIES			
Period	(a) Total Number	(b) Average Price Paid	(c) Total Number	(d) Maximum Number (or

	of Shares (or Units) Purchased	Per Share (or Unit)	of Shares (or Units) Purchased as part of Publicly Announced Plans or Programs	Approximate Dollar Value) of Shares (or Units) that may yet be Purchased under the Plans or Programs
April 2017	40,916	$ 35.63	40,916	—
May 2017	38,966	36.81	38,966	—
June 2017	18,075	36.88	18,075	—
Total	97,957	$ 36.33	97,957	—

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 4A. Submission of Matters to a Vote of Security Holders.

On May 16, 2017, the Company held its Annual Meeting. At the Annual Meeting, the Company's stockholders (i) elected each of the nominees listed below to the Company's Board of Directors to serve until the 2020 Annual Meeting of Stockholders, or until their respective successors are elected and qualified; (ii) ratified the selection of Grant Thornton, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2017; (iii) approved, on an advisory basis, the compensation of the Company's named executive officers and (iv) approved, on an advisory basis, the frequency of future advisory votes on executive compensation once every three years. The final results for the votes regarding each proposal are set forth below.

(i) The voting results with respect to the election of each director were as follows:

Nominees:	For	Against	Abstain	Broker Non-Votes
Stephen O. LeClair	46,452,649	385,737	18,883	3,588,836
Jack E. Short	46,631,954	206,478	18,837	3,588,836

(ii) The voting results with respect to the ratification of the selection of Grant Thornton, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2017 were as follows:

For	Against	Abstain	Broker Non-Votes
49,997,734	431,917	16,454	—

(iii) The voting results with respect to the approval, on an advisory basis, of the compensation of the Company's named executive officers were as follows:

For	Against	Abstain	Broker Non-Votes
45,127,570	1,499,511	230,188	3,588,836

(iv) The voting results with respect to the approval, on an advisory basis, the frequency of future advisory votes on executive compensation every three years were as follows:

Votes for One Year	Votes for Two Years	Votes for Three Years	Abstain	Broker Non-Votes
20,713,923	3,751,205	22,357,579	34,562	—

Item 5. Other Information.

At the May 16, 2017 Board of Directors meeting following the Annual Meeting, the Board of Directors declared a regular semi-annual cash dividend of $0.13 per share. The dividends were paid to stockholders of record as of the close of business on June 9, 2017, with a payment date of July 7, 2017.

Item 6. Exhibits.

(a) Exhibits

(i) Exhibit 31.1 Section 302 Certification of CEO
(ii) Exhibit 31.2 Section 302 Certification of CFO
(iii) Exhibit 32.1 Section 1350 Certification of CEO
(iv) Exhibit 32.2 Section 1350 Certification of CFO

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.

AAON, INC.

Dated: August 3, 2017 By: /s/ Norman H. Asbjornson
Norman H. Asbjornson
President/CEO

Dated: August 3, 2017 By: /s/ Scott M. Asbjornson
Scott M. Asbjornson
Chief Financial Officer