

DIAMOND HILL INVESTMENT GROUP INC

Form 10-Q

May 09, 2007

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**U.S. 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, 2007  
Commission file number 000-24498  
DIAMOND HILL INVESTMENT GROUP, INC  
(Exact name of registrant as specified in its charter)**

Ohio

65-0190407

(State of incorporation)

(I.R.S. Employer Identification No.)

325 John H. McConnell Blvd, Suite 200, Columbus, Ohio 43215

(Address, including Zip Code, of principal executive offices)

(614) 255-3333

(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, and (2) has been subject to such filing requirements for the past 90 days. Yes:  No:

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

Large accelerated filer:  Accelerated filer:  Non-accelerated filer:

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 outstanding of the issuer's common stock, as of the latest practicable date, April 30, 2007 is 2,139,245 shares

DIAMOND HILL INVESTMENT GROUP, INC.

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**Table of Contents****PART I FINANCIAL INFORMATION****ITEM 1: Financial Statements****Diamond Hill Investment Group, Inc.****Consolidated Balance Sheets (unaudited)**

	3/31/2007	12/31/2006
<b>ASSETS</b>		
Cash and cash equivalents	\$ 4,230,734	\$ 9,836,989
Investment portfolio	18,990,962	19,108,682
Accounts receivable	5,247,928	6,924,008
Prepaid expenses	1,139,981	869,501
Furniture and equipment, net of depreciation and other assets	587,899	497,297
Total assets	\$ 30,197,504	\$ 37,236,477
<b>LIABILITIES AND SHAREHOLDERS EQUITY</b>		
Liabilities		
Accounts payable and accrued expenses	1,128,344	1,217,114
Accrued incentive compensation	2,388,330	13,637,000
Current and deferred taxes	1,899,106	1,899,106
Total Liabilities	5,415,780	16,753,220
Commitments and contingencies		
Shareholders Equity		
Common stock, no par value 7,000,000 shares authorized; 2,140,319 issued 2,138,881 outstanding at March 31, 2007 1,838,435 outstanding at December 31, 2006	19,650,661	16,515,256
Preferred stock, undesignated, 1,000,000 shares authorized and unissued		
Treasury stock, at cost 1,438 shares at March 31, 2007 10,037 shares at December 31, 2006	(116,022)	(95,736)
Deferred compensation	(2,461,193)	(2,355,499)
Retained earnings	7,708,278	6,419,236
Total shareholders equity	24,781,724	20,483,257
Total liabilities and shareholders equity	\$ 30,197,504	\$ 37,236,477

See notes to consolidated financial statements.

**Table of Contents****Diamond Hill Investment Group, Inc.  
Consolidated Statements of Income (unaudited)**

	Three Months Ended March 31,	
	2007	2006
<b>REVENUES:</b>		
Investment advisory	\$ 7,881,405	\$ 3,381,657
Performance incentive	4,297	1,613,227
Mutual fund administration, net	1,469,041	585,232
Total revenue	9,354,743	5,580,116
<b>OPERATING EXPENSES:</b>		
Compensation and related costs	4,667,463	3,372,511
General and administrative	566,412	247,935
Sales and marketing	101,494	57,444
Third party distribution	379,334	91,030
Mutual fund administration	552,974	316,941
Total operating expenses	6,267,677	4,085,861
<b>NET OPERATING INCOME</b>	<b>3,087,066</b>	<b>1,494,255</b>
Investment return	(30,460)	425,118
<b>INCOME BEFORE TAXES</b>	<b>3,056,606</b>	<b>1,919,373</b>
Income tax provision	(1,062,193)	(666,761)
<b>NET INCOME</b>	<b>\$ 1,994,413</b>	<b>\$ 1,252,612</b>
Earnings per share		
Basic	\$ 0.98	\$ 0.71
Diluted	\$ 0.91	\$ 0.58
Weighted average shares outstanding		
Basic	2,029,958	1,762,818
Diluted	2,195,772	2,172,183

See notes to consolidated financial statements.

**Table of Contents****Diamond Hill Investment Group, Inc.  
Consolidated Statement of Shareholders' Equity (unaudited)**

	Shares Outstanding	Common Stock	Treasury Stock	Deferred Compensation	Retained Earnings (Deficit)	Total
Balance at January 1, 2007	1,838,435	\$ 16,515,256	\$ (95,736)	\$ (2,355,499)	\$ 6,419,236	\$ 20,483,257
Deferred compensation	3,000	333,720		(333,720)		
Recognition of current year deferred compensation				228,026		228,026
Issuance of stock grants	57,254	5,628,641				5,628,641
FAS 123R compensation expense		3,015				3,015
Tax benefit from options and warrants exercised		1,062,192				1,062,192
Payment of taxes withheld related to option exercises	(81,833)	(7,675,676)				(7,675,676)
Purchase of treasury stock related to option exercises	(15,554)		(1,342,148)			(1,342,148)
Sale of treasury stock	24,153	122,811	1,321,862		(705,371)	739,302
Exercise of options/warrants for common stock	313,426	3,660,702				3,660,702
Net income					1,994,413	1,994,413
Balance at March 31, 2007	2,138,881	\$ 19,650,661	\$ (116,022)	\$ (2,461,193)	\$ 7,708,278	\$ 24,781,724

See notes to consolidated financial statements.

**Table of Contents****Diamond Hill Investment Group, Inc.  
Consolidated Statements of Cash Flow (unaudited)**

	Three Months Ended March 31,	
	2007	2006
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net Income	\$ 1,994,413	\$ 1,252,612
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation on furniture and equipment	27,140	10,161
Amortization of deferred compensation	228,026	21,394
(Increase) decrease in accounts receivable	1,676,080	(649,339)
Increase in deferred taxes	1,062,193	666,761
Stock option expense	3,015	15,411
(Increase) decrease in unrealized gains	155,820	(378,792)
Increase (decrease) in accrued liabilities	(11,337,440)	1,074,328
Other changes in assets and liabilities	(270,480)	(78,644)
Net cash provided by (used in) operating activities	(6,461,233)	1,933,892
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Purchase of property and equipment	(117,742)	(10,200)
Investment portfolio activity	(38,100)	(2,117,903)
Net cash used in investing activities	(155,842)	(2,128,103)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Payment of taxes withheld on option/warrant exercises	(7,675,676)	
Proceeds from common stock issuance	8,706,782	176,157
Purchase of treasury stock	(1,342,148)	
Sale of treasury stock	1,321,862	64,619
Net cash provided by financing activities	1,010,820	240,776
<b>CASH AND CASH EQUIVALENTS</b>		
Net change during the period	(5,606,255)	46,565
At beginning of period	9,836,989	2,532,334
At end of period	\$ 4,230,734	\$ 2,578,899

Cash paid during the period for:

Interest

Income taxes

See notes to consolidated financial statements.



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**Diamond Hill Investment Group, Inc.**

**Notes to Consolidated Financial Statements (unaudited)**

Note 1 Organization

Diamond Hill Investment Group, Inc. (the Company) was incorporated as a Florida corporation in April 1990 and in May 2002 merged into an Ohio corporation formed for the purpose of reincorporating in Ohio, where the Company's principal place of business is located. The Company has two operating subsidiaries.

Diamond Hill Capital Management, Inc. (DHCM), an Ohio corporation, is a wholly owned subsidiary of the Company and a registered investment adviser. DHCM is the investment adviser to the Diamond Hill Funds (the Funds), a series of open-end mutual funds, private investment funds (the Private Funds), and also offers advisory services to institutional and individual investors.

Diamond Hill GP (Cayman) Ltd. (DHGP) was incorporated in the Cayman Islands as an exempted company on May 18, 2006 for the purpose of acting as the general partner of a Cayman Islands exempted limited partnership, which partnership will act as a master fund for Diamond Hill Offshore Ltd., a Cayman Islands exempted company; and Diamond Hill Investment Partners II, L.P., an Ohio limited partnership. Diamond Hill GP (Cayman) Ltd. has no operating activity.

Note 2 Significant Accounting Policies

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the reported amounts of revenues and expenses for the periods. Actual results could differ from those estimates. The following is a summary of the Company's significant accounting policies:

Reclassifications

Certain prior year amounts have been reclassified to conform to the current year financial presentation.

Principles of Consolidation

The accompanying consolidated financial statements include the operations of the Company, DHCM, and DHGP. All material inter-company transactions and balances have been eliminated in consolidation.

Segment Information

SFAS No. 131, Disclosures about Segments of an Enterprise and Related Information, establishes disclosure requirements relating to operating segments in annual and interim financial statements. Management has determined that the Company operates in one business segment, namely as an investment adviser managing mutual funds, separate accounts, and private investment funds.

Cash and Cash Equivalents

Cash and cash equivalents include demand deposits and money market funds.

Accounts Receivable

Accounts receivable are recorded when they are due and are presented in the balance sheet, net of any allowance for doubtful accounts. Accounts receivable are written off when they are determined to be uncollectible. Any allowance for doubtful accounts is estimated based on the Company's historical losses, existing conditions in the industry, and the financial stability of those individuals or entities that owe the receivable. No allowance for doubtful accounts was deemed necessary at March 31, 2007 or December 31, 2006.

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Note 2 **Significant Accounting Policies (Continued)**

**Valuation of Investment Portfolio**

Investments in mutual funds are valued at their current net asset value. Investments in Private Funds are valued based on readily available market quotations. The market value adjustments on the investments are recorded in the Consolidated Statement of Income as investment returns.

**Limited Partnership Interests**

DHCM is the managing member of Diamond Hill General Partner, LLC, the General Partner of Diamond Hill Investment Partners, LP ( DHIP ) and Diamond Hill Investment Partners II, LP ( DHIP II ), each a limited partnership whose underlying assets consist of marketable securities. DHCM s investment in DHIP and DHIP II is accounted for using the equity method, under which DHCM s share of the net earnings or losses from the partnership is reflected in income as earned and distributions received are reflected as reductions from the investment. Several directors, officers and employees of the Company invest in DHIP and DHIP II through Diamond Hill General Partner, LLC. These individuals receive no remuneration as a result of their personal investment in DHIP or DHIP II. The capital of Diamond Hill General Partner, LLC is not subject to a management fee or an incentive fee.

**Property and Equipment**

Property and equipment, consisting of computer equipment, furniture, and fixtures, is carried at cost less accumulated depreciation. Depreciation is calculated using the straight-line method over estimated lives of three to seven years.

**Treasury Stock**

Treasury stock purchases are accounted for under the cost method. The subsequent issuances of these shares are accounted for based on their weighted-average cost basis.

**Revenue Recognition**

The Company earns substantially all of its revenue from investment advisory and fund administration services. Mutual fund investment advisory and administration fees, calculated as a percentage of assets under management, are recorded as revenue as services are performed. Managed account and private investment fund clients provide for monthly or quarterly management fees, in addition to quarterly or annual performance fees.

EITF Abstract Topic No. D-96, Accounting for Management Fees Based on a Formula, identifies two methods by which incentive revenue may be recorded. Under Method 1, incentive fees are recorded at the end of the contract period; under Method 2, the incentive fees are recorded periodically and calculated as the amount that would be due under the formula at any point in time as if the contract was terminated at that date. Management has chosen the more conservative method ( Method 1 ), in which incentive fees are recorded at the end of the contract period for the specific client in which the incentive fee applies. All clients have a contractual period that ends on December 31. Some clients also have a contractual period that ends on each calendar quarter end.

**Table of Contents****Note 2 Significant Accounting Policies (Continued)****Revenue Recognition – Mutual Fund Administration**

DHCM has an administrative, fund accounting and transfer agency services agreement with Diamond Hill Funds, an Ohio business trust, under which DHCM performs certain services for each series of the trust. These services include mutual fund administration, accounting, transfer agency and other related functions. For performing these services, each series of the trust compensates DHCM a fee at an annual rate of 0.36% for Class A and Class C shares and 0.18% for Class I shares times each series' average daily net assets. In fulfilling its role under this agreement, DHCM has engaged several third-party providers, and the cost for their services is paid by DHCM. A portion of these expenses could, and are typically, paid for directly by the Funds and are classified below as fund related. These expenses include, among others, fund custody, registration fees, legal and audit fees. DHCM's agreement, however, requires that DHCM pay for all fund administration expenses, including those that could be paid directly by the Funds. In addition, DHCM finances the up-front commissions paid to brokers who sell C shares of the Diamond Hill Funds. As financier, DHCM advances the commission to the selling broker at the time of sale. This commission advance is capitalized and amortized over 12 months to correspond with the payments DHCM receives from the principal underwriter to recoup this commission payment. Mutual fund administration ( admin ) gross and net revenue are summarized below:

	Three Months Ended March 31,	
	2007	2006
Mutual fund admin revenue, gross	\$ 2,036,346	\$ 1,043,371
Mutual fund admin, fund related expense	576,821	477,451
Mutual fund admin revenue, net of fund related expenses	1,459,525	565,920
C-Share broker commission advance repayments	412,200	245,520
C-Share broker commission amortization	402,684	226,208
C-Share financing activity, net	9,516	19,312
Mutual fund administration revenue, net	\$ 1,469,041	\$ 585,232

**Income Taxes**

Deferred income tax assets and liabilities are determined using the liability (or balance sheet) method. Under this method, the net deferred tax asset or liability is determined based on the tax effects of the various temporary differences between the book and tax bases of the various balance sheet assets and liabilities and gives current recognition to changes in tax rates and laws.

In June 2006, the FASB issued interpretation No. 48, Accounting for the Uncertainty in Income Taxes – an interpretation of FASB Statement No. 109 (FIN 48). FIN 48 clarifies certain aspects of accounting for uncertain tax positions, including issues related to the recognition and measurement of those tax positions. The provisions of FIN 48 are effective for fiscal years beginning after December 15, 2006. Management is currently evaluating the potential impact of the adoption of this interpretation.

**Earnings Per Share**

Basic earnings per share ( EPS ) excludes dilution and is computed by dividing net income (loss) by the weighted average number of common shares outstanding for the period. Diluted EPS reflects the potential dilution of EPS that could occur if options, warrants, and restricted stock units to issue common stock were exercised.

**Table of Contents**Note 3 Investment Portfolio

As of March 31, 2007, the Company held investments worth approximately \$19.0 million with a cost basis of approximately \$16.0 million. The following table summarizes the market value of these investments as of March 31, 2007 and December 31, 2006:

	March 31, 2007	December 31, 2006
Diamond Hill Small Cap Fund	\$ 65,084	\$ 65,371
Diamond Hill Small-Mid Cap Fund	333,879	330,546
Diamond Hill Large Cap Fund	293,795	292,369
Diamond Hill Select Fund	343,960	342,121
Diamond Hill Long-Short Fund	292,934	295,953
Diamond Hill Financial Long-Short Fund	294,689	300,000
Diamond Hill Strategic Income Fund	3,004,922	2,916,069
Diamond Hill Investment Partners, L.P.	9,612,083	9,744,285
Diamond Hill Investment Partners II, L.P.	4,749,616	4,821,968
<b>Total Investment Portfolio</b>	<b>\$ 18,990,962</b>	<b>\$ 19,108,682</b>

DHCM is the managing member of the General Partner of DHIP and DHIP II, whose underlying assets consist primarily of marketable securities. The General Partner is contingently liable for all of the partnership's liabilities. Summary financial information, including the Company's carrying value and income from these partnerships at March 31, 2007 and December 31, 2006 and for the three and twelve months then ended, is as follows:

	March 31, 2007	December 31, 2006
Total assets	\$397,790,171	\$357,375,152
Total liabilities	131,782,049	146,918,057
Net assets	266,008,122	210,457,095
Net income	(4,148,973)	35,961,019
DHCM's portion of net assets	14,361,699	14,566,253
DHCM's portion of net income	(204,555)	6,515,194

DHCM's income from these partnerships includes its pro-rata capital allocation and its share of an incentive allocation from the limited partners.

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Note 4 Capital Stock

Common Shares

The Company has only one class of securities, Common Shares.

Authorization of Preferred Shares

The Company's Articles of Incorporation authorize the issuance of 1,000,000 shares of blank check preferred shares with such designations, rights and preferences, as may be determined from time to time by the Company's Board of Directors. The Board of Directors is empowered, without shareholder approval, to issue preferred stock with dividend, liquidation, conversion, voting, or other rights, which could adversely affect the voting or other rights of the holders of the Common Shares. There were no shares of preferred stock issued or outstanding at March 31, 2007 or December 31, 2006.

Note 5 Stock-Based Compensation

Equity Incentive Plans

*2005 Employee and Director Equity Incentive Plan*

At the Company's annual shareholder meeting on May 12, 2005, shareholders approved the 2005 Employee and Director Equity Incentive Plan ( 2005 Plan ). The 2005 Plan is intended to facilitate the Company's ability to attract and retain staff, provide additional incentive to employees, directors and consultants, and to promote the success of the Company's business. The Plan authorizes the issuance of Common Shares of the Company in various forms of stock or option grants. As of March 31, 2007 shares available for issuance under the Plan are 443,250. The Plan provides that the Board of Directors, or a committee appointed by the Board, may grant awards and otherwise administer the Plan.

*1993 Non-qualified and Incentive Stock Option Plan*

The Company adopted a Non-Qualified and Incentive Stock Option Plan in 1993 that authorized the grant of options to purchase an aggregate of 500,000 shares of the Company's Common Stock. The Plan provides that the Board of Directors, or a committee appointed by the Board, may grant options and otherwise administer the Option Plan. This Plan expired by its terms in November 2003. Options outstanding under this Plan are not affected by the Plan's expiration.

Equity Compensation Grants

On May 13, 2004 the Company's shareholders approved terms and conditions of certain equity compensation grants to three key employees. Under the approved terms a total of 75,000 shares of restricted stock and restricted stock units were issued to the key employees on May 31, 2004. The restricted stock and restricted stock units are restricted from sale and do not vest until May 31, 2009.

401(k) Plan

The Company sponsors a 401(k) plan whereby all employees participate in the plan. Employees may contribute a portion of their compensation subject to certain limits based on federal tax laws. The Company makes matching contributions of Common Shares of the Company with a value equal to 200 percent of the first six percent of an employee's compensation contributed to the plan. Employees become fully vested in the matching contributions after six plan years of employment. For the three months ended March 31, 2007 and 2006, expense attributable to the plan was \$100,985 and \$71,393, respectively.

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Note 5 Stock-Based Compensation (Continued)

Effective October 1, 2005, the Company adopted SFAS No. 123(R), Accounting for Stock-Based Compensation ( SFAS 123R ). SFAS 123R requires all share-based payments to employees and directors, including grants of stock options, to be recognized as expense in the income statement based on their fair values. The amount of compensation is measured at the fair value of the options when granted, and this cost is expensed over the required service period, which is normally the vesting period of the options. SFAS 123R applies to the Company for options granted or modified after October 1, 2005. SFAS 123R also requires compensation cost to be recorded for prior option grants that vest after the date of adoption.

No options were granted in 2007 or 2006.

**Table of Contents**Note 5 Stock-Based Compensation (Continued)

Stock option and warrant transactions under the various plans are summarized below:

	Options		Warrants	
	Shares	Weighted Average Exercise Price	Shares	Weighted Average Exercise Price
Oustanding December 31, 2005	303,002	14.48	259,400	12.78
Granted				
Expired / Forfeited				
Exercised	5,000	14.38	2,000	11.25
Oustanding March 31, 2006	298,002	\$ 14.48	257,400	\$ 12.79
Oustanding December 31, 2006	283,102	14.60	249,400	12.57
Granted				
Expired / Forfeited			2,000	10.63
Exercised	114,002	20.29	222,000	8.65
Oustanding March 31, 2007	169,100	\$ 10.76	25,400	\$ 47.00
Exercisable March 31, 2007	129,100	\$ 12.70	25,400	\$ 47.00

The company withheld from issuance 81,833 shares of the 222,000 warrants exercised to fulfill tax withholding requirements related to employee compensation earned on the exercises.

Options and warrants outstanding and exercisable at March 31, 2007 are as follows:

Number	Options			Number	Warrants		
	Remaing Life In Years	Number Exercisable	Exercise Price		Remaing Life In Years	Number Exercisable	Exercise Price
Outstanding				Outstanding			
10,000	3.36	10,000	7.95	14,000	1.12	14,000	73.75
10,000	3.72	10,000	8.44	400	1.76	400	22.20
39,100	3.73	39,100	28.10	3,000	2.12	3,000	22.50
10,000	4.01	10,000	8.45	6,000	2.92	6,000	11.25
30,000							