

GORMAN RUPP CO  
Form 10-Q  
July 31, 2018

**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 June 30, 2018**

**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 1-6747**

**The Gorman-Rupp Company**

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

**Ohio**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**34-0253990**  
**(I.R.S. Employer**  
**Identification No.)**

**600 South Airport Road, Mansfield, Ohio**  
**(Address of principal executive offices)**

**44903**  
**(Zip Code)**

**Registrant's telephone number, including area code (419) 755-1011**

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

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

Edgar Filing: GORMAN RUPP CO - Form 10-Q

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 the definitions of large accelerated filer, accelerated filer, smaller reporting company and emerging growth company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

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

There were 26,117,045 shares of common stock, without par value, outstanding at July 27, 2018.

**The Gorman-Rupp Company**

**Three and six months ended June 30, 2018 and 2017**

**PART I. FINANCIAL INFORMATION**

|  |  |    |
|--|--|----|
| Item 1.                                  | <u>Financial Statements (Unaudited)</u>  |    |
|  | <u>Consolidated Statements of Income</u>   | 3  |
|  | - <u>Three months ended June 30, 2018 and 2017</u>   |    |
|  | - <u>Six months ended June 30, 2018 and 2017</u>   |    |
|  | <u>Consolidated Statements of Comprehensive Income</u>                                       | 3  |
|  | - <u>Three months ended June 30, 2018 and 2017</u>   |    |
|  | - <u>Six months ended June 30, 2018 and 2017</u>   |    |
|  | <u>Consolidated Balance Sheets</u>   | 4  |
|  | - <u>June 30, 2018 and December 31, 2017</u>   |    |
|  | <u>Consolidated Statements of Cash Flows</u>   | 5  |
|  | - <u>Six months ended June 30, 2018 and 2017</u>   |    |
|  | <u>Notes to Consolidated Financial Statements (Unaudited)</u>                                | 6  |
| Item 2.                                  | <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u> | 12 |
| Item 3.                                  | <u>Quantitative and Qualitative Disclosures about Market Risk</u>                            | 20 |
| Item 4.                                  | <u>Controls and Procedures</u>   | 20 |
| <b><u>PART II. OTHER INFORMATION</u></b> |  |    |
| Item 1.                                  | <u>Legal Proceedings</u>   | 20 |
| Item 1A.                                 | <u>Risk Factors</u>  | 20 |
| Item 6.                                  | <u>Exhibits</u>  | 21 |
| EX-31.1                                  | <u>Section 302 Principal Executive Officer (PEO) Certification</u>                           | 23 |
| EX-31.2                                  | <u>Section 302 Principal Financial Officer (PFO) Certification</u>                           | 24 |
| EX-32                                    | <u>Section 1350 Certifications</u>   | 25 |

**PART I. FINANCIAL INFORMATION****ITEM 1 FINANCIAL STATEMENTS (UNAUDITED)****THE GORMAN-RUPP COMPANY****CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)**

|   | Three Months Ended<br>June 30, |            | Six Months Ended<br>June 30, |            |
|---|--------------------------------|------------|------------------------------|------------|
| <i>(Dollars in thousands, except per share amounts)</i> | 2018                           | 2017       | 2018                         | 2017       |
| Net sales   | \$ 111,827                     | \$ 97,872  | \$ 208,431                   | \$ 190,475 |
| Cost of products sold                                   | 81,962                         | 70,627     | 152,360                      | 140,978    |
| Gross profit  | 29,865                         | 27,245     | 56,071                       | 49,497     |
| Selling, general and administrative expenses            | 14,872                         | 14,084     | 29,228                       | 27,678     |
| Operating income  | 14,993                         | 13,161     | 26,843                       | 21,819     |
| Other income (expense), net                             | (2,407)                        | (1,354)    | (1,601)                      | (2,692)    |
| Income before income taxes                              | 12,586                         | 11,807     | 25,242                       | 19,127     |
| Income taxes  | 2,413                          | 3,959      | 5,452                        | 6,214      |
| Net income  | \$ 10,173                      | \$ 7,848   | \$ 19,790                    | \$ 12,913  |
| Earnings per share                                      | \$ 0.39                        | \$ 0.30    | \$ 0.76                      | \$ 0.49    |
| Cash dividends per share                                | \$ 0.125                       | \$ 0.115   | \$ 0.250                     | \$ 0.230   |
| Average number of shares outstanding                    | 26,107,670                     | 26,096,881 | 26,107,149                   | 26,095,013 |

*See notes to consolidated financial statements (unaudited).*

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)**

|  | Three Months<br>Ended<br>June 30, |           | Six Months Ended<br>June 30, |           |
|--|-----------------------------------|-----------|------------------------------|-----------|
| <i>(Dollars in thousands)</i>  | 2018                              | 2017      | 2018                         | 2017      |
| Net income   | \$ 10,173                         | \$ 7,848  | \$ 19,790                    | \$ 12,913 |
| Cumulative translation adjustments                                   | (1,855)                           | 1,317     | (1,666)                      | 1,864     |
| Pension and postretirement medical liability adjustments, net of tax | 1,921                             | 1,280     | 2,431                        | 2,556     |
| Other comprehensive income   | 66                                | 2,597     | 765                          | 4,420     |
| Comprehensive income   | \$ 10,239                         | \$ 10,445 | \$ 20,555                    | \$ 17,333 |

*See notes to consolidated financial statements (unaudited).*

---

**THE GORMAN-RUPP COMPANY**
**CONSOLIDATED BALANCE SHEETS (UNAUDITED)**

| <i>(Thousands of dollars)</i>   | June 30,<br>2018 | December 31,<br>2017 |
|---|------------------|----------------------|
| Assets  |                  |                      |
| Current assets:   |                  |                      |
| Cash and cash equivalents   | \$ 83,721        | \$ 79,680            |
| Accounts receivable, net  | 74,058           | 67,369               |
| Inventories, net  | 79,418           | 74,967               |
| Prepaid and other   | 5,297            | 5,918                |
| Total current assets  | 242,494          | 227,934              |
| Property, plant and equipment, net  | 115,426          | 117,071              |
| Other assets  | 7,574            | 7,779                |
| Prepaid pension assets  | 8,087            | 4,313                |
| Goodwill and other intangible assets, net   | 36,966           | 37,918               |
| Total assets  | \$ 410,547       | \$ 395,015           |
| Liabilities and equity  |                  |                      |
| Current liabilities:  |                  |                      |
| Accounts payable  | \$ 16,446        | \$ 15,798            |
| Payroll and employee related liabilities  | 14,585           | 12,027               |
| Commissions payable   | 8,514            | 7,589                |
| Deferred revenue and customer deposits  | 3,332            | 4,098                |
| Accrued expenses  | 5,308            | 6,184                |
| Total current liabilities   | 48,185           | 45,696               |
| Postretirement benefits   | 15,190           | 15,737               |
| Other long-term liabilities   | 7,605            | 8,087                |
| Total liabilities   | 70,980           | 69,520               |
| Equity:   |                  |                      |
| Common shares, without par value:   |                  |                      |
| Authorized 35,000,000 shares;   |                  |                      |
| Outstanding 26,108,045 shares at June 30, 2018 and 26,106,623 shares at December 31, 2017 (after deducting treasury shares of 940,751 and 942,173, respectively), at stated capital amounts | 5,100            | 5,100                |
| Additional paid-in capital  | 564              | 526                  |
| Retained earnings   | 345,647          | 332,378              |
| Accumulated other comprehensive loss  | (11,744)         | (12,509)             |
| Total equity  | 339,567          | 325,495              |
| Total liabilities and equity  | \$ 410,547       | \$ 395,015           |

*See notes to consolidated financial statements (unaudited).*

---

**THE GORMAN-RUPP COMPANY**
**CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)**

|   | Six Months Ended<br>June 30, |           |
|---|------------------------------|-----------|
| <i>(Thousands of dollars)</i>   | 2018                         | 2017      |
| Cash flows from operating activities:   |                              |           |
| Net income  | \$ 19,790                    | \$ 12,913 |
| Adjustments to reconcile net income to net cash provided by operating activities: |                              |           |
| Depreciation and amortization   | 7,210                        | 7,433     |
| Pension expense   | 3,660                        | 4,696     |
| Contributions to pension plan   | (4,000)                      | (2,000)   |
| Changes in operating assets and liabilities:                                      |                              |           |
| Accounts receivable, net  | (7,254)                      | (649)     |
| Inventories, net  | (5,214)                      | 3,227     |
| Accounts payable  | 966                          | 461       |
| Commissions payable   | 1,025                        | (3,642)   |
| Income taxes  | (3,839)                      | 3,227     |
| Accrued expenses and other  | (2,886)                      | (2,687)   |
| Benefit obligations   | 4,879                        | 1,008     |
| Net cash provided by operating activities   | 14,337                       | 23,987    |
| Cash used for investing activities:   |                              |           |
| Capital additions   | (5,479)                      | (3,345)   |
| Proceeds (purchases) of short-term investments, net                               | 2,969                        | (5,999)   |
| Net cash used for investing activities  | (2,510)                      | (9,344)   |
| Cash used for financing activities:   |                              |           |
| Cash dividends  | (6,527)                      | (6,002)   |
| Other   | (459)                        |           |
| Net cash used for financing activities  | (6,986)                      | (6,002)   |
| Effect of exchange rate changes on cash   | (800)                        | 729       |
| Net increase in cash and cash equivalents   | 4,041                        | 9,370     |
| Cash and cash equivalents:  |                              |           |
| Beginning of period   | 79,680                       | 57,604    |
| End of period   | \$ 83,721                    | \$ 66,974 |

*See notes to consolidated financial statements (unaudited).*



---

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

*(Amounts in tables in thousands of dollars, except for per share amounts)*

### NOTE 1 - BASIS OF PRESENTATION OF FINANCIAL STATEMENTS

The accompanying unaudited consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles ( U.S. GAAP ) for interim financial information and in accordance with the instructions to Form 10-Q and do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. The consolidated financial statements include the accounts of The Gorman-Rupp Company (the Company or Gorman-Rupp ) and its wholly-owned subsidiaries. All significant intercompany accounts and transactions have been eliminated. In the opinion of management of the Company, all adjustments considered necessary for a fair presentation have been included. Operating results for the three and six months ended June 30, 2018 are not necessarily indicative of results that may be expected for the year ending December 31, 2018. For further information, refer to the consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017, from which related information herein has been derived.

Certain prior year amounts have been reclassified to conform to the three and six months ended June 30, 2018 presentation and reflect the adoption of certain accounting standard updates. These reclassifications had no impact on the Company's previously reported net income, consolidated balance sheets, or consolidated statements of cash flows.

### NOTE 2 - RECENTLY ISSUED ACCOUNTING STANDARDS

The Company considers the applicability and impact of all Accounting Standard Updates ( ASUs ). ASUs not listed below were assessed and determined either to be not applicable or are expected to have minimal impact on the Company's consolidated financial statements.

#### Recently Adopted Accounting Standards

In March 2017, the FASB issued ASU No. 2017-07, Compensation Retirement Benefits (Topic 715) Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost, which provides additional guidance on the presentation of net periodic pension and postretirement benefit costs in the income statement and on the components eligible for capitalization. The amendments in this ASU require that an employer report the service cost component of the net periodic benefit costs in the same income statement line item as other compensation costs arising from services rendered by employees during the period. The non-service-cost components of net periodic benefit costs are to be presented in the income statement separately from the service cost components and outside a subtotal of income from operations. The ASU also allows for the capitalization of the service cost components, when applicable (i.e., as a cost of internally-manufactured inventory or a self-constructed asset). The ASU is effective for fiscal years, and interim periods within those years, beginning after December 15, 2017. The Company adopted ASU 2017-07 on January 1, 2018 on a retrospective basis. As permitted by this ASU, previously disclosed components of postretirement net periodic benefit costs were used as an estimation basis for applying the retrospective presentation as a practical expedient. See Note 7 for further details.

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers (Topic 606), which supersedes most current revenue recognition guidance, including industry-specific guidance, and requires entities to recognize revenue in a way that depicts the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled to in exchange for those goods or services. Subsequent accounting standards updates have been issued, which amend and/or clarify the application of ASU 2014-09. On January 1, 2018, the Company adopted Topic 606 using the modified retrospective method. See Note 3 for further details.

**Recently Issued Accounting Standards Not Yet Adopted**

In February 2018, the FASB issued ASU No. 2018-02, Income Statement Reporting Comprehensive Income (Topic 220) Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income, which allows a reclassification from accumulated other comprehensive income to retained earnings for stranded tax effects resulting from the U.S. Tax Cuts and Jobs Act ( Tax Act ) signed into law in December 2017. The guidance is effective for fiscal years, and interim periods within those years, beginning after December 15, 2018 and early adoption is permitted. The Company currently does not expect the adoption of ASU 2018-02 will have a material impact on its consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842), which requires lessees to recognize assets and liabilities on the balance sheet for the rights and obligations created by all leases with a term of more than one year. Accounting by lessors will remain similar to existing U.S. GAAP. Subsequent accounting standards updates have been issued, which amend and/or clarify the application of ASU 2016-02. The guidance is effective for fiscal years, and interim periods within those years, beginning after December 15, 2018 and early adoption is permitted. The Company currently does not expect the adoption of ASU 2016-02 will have a material impact on its consolidated financial statements as its future minimum lease commitments are not material.

### NOTE 3 - REVENUE

#### Adoption of ASU 2014-09, Revenue from Contracts with Customers (Topic 606)

On January 1, 2018, the Company adopted ASU 2014-09 using the modified retrospective method applied to those contracts which were not completed as of December 31, 2017. Results for reporting periods beginning after January 1, 2018 are presented under Accounting Standards Codification ( ASC ) Topic 606, while prior period amounts are not adjusted and continue to be reported in accordance with historic accounting guidance under ASC Topic 605. After assessment of the cumulative impact of adopting ASU 2014-09, it was determined that the cumulative effect adjustment required under the new guidance was immaterial and therefore the Company did not record a retrospective adjustment to the opening balance of retained earnings at January 1, 2018.

#### Disaggregation of Revenue

The following tables disaggregate total net sales by major product category and geographic location:

|   | Product Category   |           |                  |            |
|---|--------------------|-----------|------------------|------------|
|   | Three Months Ended |           | Six Months Ended |            |
|   | June 30,           |           | June 30,         |            |
|   | 2018               | 2017      | 2018             | 2017       |
| Pumps and pump systems                            | \$ 97,784          | \$ 84,020 | \$ 178,611       | \$ 161,485 |
| Repair parts for pumps and pump systems and other | 14,043             | 13,852    | 29,820           | 28,990     |
| Total net sales                                   | \$ 111,827         | \$ 97,872 | \$ 208,431       | \$ 190,475 |

|                   | Geographic Location |           |                  |            |
|-------------------|---------------------|-----------|------------------|------------|
|                   | Three Months Ended  |           | Six Months Ended |            |
|                   | June 30,            |           | June 30,         |            |
|                   | 2018                | 2017      | 2018             | 2017       |
| United States     | \$ 71,519           | \$ 63,456 | \$ 135,952       | \$ 122,628 |
| Foreign countries | 40,308              | 34,416    | 72,479           | 67,847     |
| Total net sales   | \$ 111,827          | \$ 97,872 | \$ 208,431       | \$ 190,475 |

International sales represented approximately 36% and 35% of total net sales for the second quarter of 2018 and 2017, respectively, and were made to customers in many different countries around the world.

**Performance Obligations**

A performance obligation is a promise in a contract to transfer a distinct good or service to a customer, and is the unit of account in ASC Topic 606. The transaction price for a customer contract is allocated to each distinct performance obligation and recognized as revenue when, or as, the Company's performance obligation is satisfied. Substantially all of our customer contracts are fixed-price contracts and the majority of our customer contracts have a single performance obligation, as the promise to transfer the individual goods or services is not separately identifiable from other promises in the contract. For customer contracts with multiple performance obligations, the Company allocates revenue to each performance obligation based on its relative standalone selling price, which is generally determined based on standalone selling prices charged to customers or using expected cost plus margin.

All of the Company's performance obligations, and associated revenue, are generally transferred to customers at a point in time, with the exception of certain highly customized pump products, which are transferred to the customer over time. Revenue from performance obligations transferred to the customer over time and recognized in the second quarter of 2018 was \$0.5 million greater than what would have been recorded prior to the adoption of ASU 2014-09.

On June 30, 2018, the Company had \$128.9 million of remaining performance obligations, also referred to as backlog. The Company expects to recognize as revenue substantially all of its remaining performance obligations within one year.

### Contract Balances

The timing of revenue recognition, billings and cash collections results in billed accounts receivable, unbilled receivables (contract assets), and customer advances and deposits (contract liabilities) on the consolidated balance sheets. For certain highly customized pump products, revenue is recognized over time before the customer is invoiced, resulting in contract assets. Sometimes the Company receives advances or deposits from its customers before revenue is recognized, resulting in contract liabilities. These contract assets and liabilities are reported on the consolidated balance sheets as a component of Other Assets and Deferred Revenue and customer deposits, respectively, on a contract-by-contract basis at the end of each reporting period.

The beginning and ending balances of the Company's contract assets and liabilities as of June 30, 2018 are as follows:

|                      | Beginning<br>balances at<br>December 31,<br>2017 | Ending<br>balances at<br>June 30,<br>2018 |
|----------------------|--|---|
| Contract assets      | \$   | \$ 586                                    |
| Contract liabilities | \$ 4,098   | \$ 3,332                                  |

Revenue recognized for the six months ended June 30, 2018 that was included in the contract liability balance at December 31, 2017 was \$3.3 million.

### NOTE 4 - INVENTORIES

Inventories are stated at the lower of cost or net realizable value. The costs for approximately 71% of inventories at June 30, 2018 and 72% at December 31, 2017 were determined using the last-in, first-out (LIFO) method, with the remainder determined using the first-in, first-out (FIFO) method applied on a consistent basis. Replacement cost approximated current cost and the excess over LIFO cost was approximately \$61.4 million and \$59.7 million at June 30, 2018 and December 31, 2017, respectively. An actual valuation of inventory under the LIFO method is made at the end of each year based on the inventory levels and costs at that time. Interim LIFO calculations are based on management's estimate of expected year-end inventory levels and costs, and are subject to the final year-end LIFO inventory valuation.

Allowances for excess and obsolete inventory totaled \$5.2 million and \$4.9 million at June 30, 2018 and December 31, 2017, respectively.

The major components of net inventories are as follows:

Edgar Filing: GORMAN RUPP CO - Form 10-Q

|                              | June 30,<br>2018 | December 31,<br>2017 |
|------------------------------|------------------|----------------------|
| Raw materials and in-process | \$ 21,531        | \$ 17,528            |
| Finished parts               | 49,211           | 48,247               |
| Finished products            | 8,676            | 9,192                |
| Total net inventories        | \$ 79,418        | \$ 74,967            |

**NOTE 5 - PROPERTY, PLANT AND EQUIPMENT**

Property, plant and equipment, net consist of the following:

|                                    | June 30,<br>2018 | December 31,<br>2017 |
|------------------------------------|------------------|----------------------|
| Land                               | \$ 4,141         | \$ 4,187             |
| Buildings                          | 106,366          | 106,437              |
| Machinery and equipment            | 175,053          | 170,615              |
|                                    | 285,560          | 281,239              |
| Less accumulated depreciation      | (170,134)        | (164,168)            |
| Property, plant and equipment, net | \$ 115,426       | \$ 117,071           |

**NOTE 6 - PRODUCT WARRANTIES**

A liability is established for estimated future warranty and service claims based on historical claims experience and specific product failures. The Company expenses warranty costs directly to cost of products sold. Changes in the Company's product warranty liability are:

|                              | June 30, |          |
|------------------------------|----------|----------|
|                              | 2018     | 2017     |
| Balance at beginning of year | \$ 1,098 | \$ 1,435 |
| Provision                    | 586      | 815      |
| Claims                       | (686)    | (1,012)  |
| Balance at end of period     | \$ 998   | \$ 1,238 |

**NOTE 7 - PENSION AND OTHER POSTRETIREMENT BENEFITS**

The Company sponsors a defined benefit pension plan (the Plan) covering certain domestic employees. Benefits are based on each covered employee's years of service and compensation. The Plan is funded in conformity with the funding requirements of applicable U.S. regulations. The Plan was closed to new participants effective January 1, 2008. Employees hired after this date, in eligible locations, participate in an enhanced 401(k) plan instead of the Plan. Employees hired prior to this date continue to accrue benefits under the Plan. The Company has contributed \$4.0 million to the Plan in the first six months of 2018 and does not expect to make any further contributions during the remainder of the year.

Additionally, the Company sponsors defined contribution pension plans made available to all domestic and Canadian employees. The Company funds the cost of these benefits as incurred.

The Company also sponsors a non-contributory defined benefit postretirement health care plan that provides health benefits to certain domestic and Canadian retirees and their spouses. The Company funds the cost of these benefits as incurred.





The following tables present the components of net periodic benefit costs:

|                                    | Pension Benefits   |          | Postretirement Benefits |        |
|------------------------------------|--------------------|----------|-------------------------|--------|
|                                    | Three Months Ended |          | Three Months Ended      |        |
|                                    | June 30,           |          | June 30,                |        |
|                                    | 2018               | 2017     | 2018                    | 2017   |
| Service cost                       | \$ 602             | \$ 671   | \$ 194                  | \$ 312 |
| Interest cost                      | 632                | 650      | 141                     | 204    |
| Expected return on plan assets     | (1,103)            | (1,191)  |                         |        |
| Amortization of prior service cost |                    |          | (282)                   |        |
| Recognized actuarial loss (gain)   | 421                | 459      | (104)                   | (169)  |
| Settlement loss                    | 2,229              | 1,713    |                         |        |
| Net periodic benefit cost          | \$ 2,781           | \$ 2,302 | \$ (51)                 | \$ 347 |

|                                    | Pension Benefits |          | Postretirement Benefits |        |
|------------------------------------|------------------|----------|-------------------------|--------|
|                                    | Six Months Ended |          | Six Months Ended        |        |
|                                    | June 30,         |          | June 30,                |        |
|                                    | 2018             | 2017     | 2018                    | 2017   |
| Service cost                       | \$ 1,295         | \$ 1,422 | \$ 388                  | \$ 624 |
| Interest cost                      | 1,238            | 1,319    | 282                     | 407    |
| Expected return on plan assets     | (2,307)          | (2,387)  |                         |        |
| Amortization of prior service cost |                  |          | (565)                   |        |
| Recognized actuarial loss (gain)   | 818              | 949      | (207)                   | (337)  |
| Settlement loss                    | 2,616            | 3,393    |                         |        |
| Net periodic benefit cost          | \$ 3,660         | \$ 4,696 | \$ (102)                | \$ 694 |

During the three and six months ended June 30, 2018, the Company recorded settlement losses relating to retirees that received lump-sum distributions from the Company's defined benefit pension plan totaling \$2.2 million and \$2.6 million, respectively. These charges were the result of lump-sum payments to retirees which exceeded the Plan's actuarial service and interest cost thresholds.

The Company adopted ASU 2017-07 on January 1, 2018 on a retrospective basis as discussed in Note 2. Pursuant to the amendments in this ASU, the service cost component is now included in cost of products sold and selling, general and administrative expenses. The non-service cost components of net periodic benefit costs are now included in other income (expense), net in the consolidated statements of income. The Company utilized the practical expedient approach, based on amounts previously disclosed, to reclassify non-service components of net periodic benefit cost from cost of products sold and selling, general and administrative expenses, into other income (expense), net on the consolidated statements of income.

The following table summarizes the amounts reclassified into other income (expense), net for the three and six months ended June 30, 2017:

Three                  Six

Edgar Filing: GORMAN RUPP CO - Form 10-Q

|  | Months ended |            |
|--|--------------|------------|
|  | June 30,     |            |
|  | 2017         | 2017       |
| Cost of products sold                        | \$ (1,100)   | \$ (2,157) |
| Selling, general and administrative expenses | (567)        | (1,187)    |
| Total amount reclassified                    | \$ (1,667)   | \$ (3,344) |

**NOTE 8 - ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)**

The following table summarizes reclassifications out of accumulated other comprehensive income (loss):

|  | Three Months Ended<br>June 30, |          | Six Months Ended<br>June 30, |          |
|--|--------------------------------|----------|------------------------------|----------|
|  | 2018                           | 2017     | 2018                         | 2017     |
| Pension and other postretirement benefits: |                                |          |                              |          |
| Recognized actuarial loss (a)              | \$ 317                         | \$ 290   | \$ 611                       | \$ 612   |
| Settlement loss (b)                        | 2,229                          | 1,713    | 2,616                        | 3,393    |
| Total before income tax                    | \$ 2,546                       | \$ 2,003 | \$ 3,227                     | \$ 4,005 |
| Income tax                                 | (625)                          | (723)    | (796)                        | (1,449)  |
| Net of income tax                          | \$ 1,921                       | \$ 1,280 | \$ 2,431                     | \$ 2,556 |

(a) The recognized actuarial loss is included in the computation of net periodic benefit cost. See Note 7 for additional details.

(b) The settlement loss is included in other income (expense), net on the consolidated statements of income.

The following tables summarize changes in balances for each component of accumulated other comprehensive income (loss):

|                              | Currency<br>Translation<br>Adjustments | Pension and<br>Other<br>Postretirement<br>Benefits | Accumulated<br>Other<br>Comprehensive<br>Income<br>(Loss) |
|------------------------------|--|--|---|
| Balance at December 31, 2017 | \$ (5,321)                             | \$ (7,188)   | \$ (12,509)   |
| Reclassification adjustments |  | 3,227  | 3,227   |
| Current period credit        | (1,666)                                |  | (1,666)   |
| Income tax expense           |  | (796)  | (796)   |
| Balance at June 30, 2018     | \$ (6,987)                             | \$ (4,757)   | \$ (11,744)   |

|                              | Currency<br>Translation<br>Adjustments | Pension and<br>Other<br>Postretirement<br>Benefits | Accumulated<br>Other<br>Comprehensive<br>Income<br>(Loss) |
|------------------------------|--|--|---|
| Balance at December 31, 2016 | \$ (8,842)                             | \$ (11,623)  | \$ (20,465)   |
| Reclassification adjustments |  | 4,005  | 4,005   |
| Current period credit        | 1,864                                  |  | 1,864   |
| Income tax expense           |  | (1,449)  | (1,449)   |

|                          |            |            |             |
|--------------------------|------------|------------|-------------|
| Balance at June 30, 2017 | \$ (6,978) | \$ (9,067) | \$ (16,045) |
|--------------------------|------------|------------|-------------|

**NOTE 9 - INCOME TAXES**

The Tax Act enacted in December 2017 reduced the federal corporate tax rate on U.S. earnings to 21% and moved from a global taxation regime to a modified territorial regime. The Company’s lower effective income tax rates of 19.2% and 21.6% for the second quarter and first six months of 2018, respectively, compared to 33.5% and 32.5% for the second quarter and first six months of 2017, were due primarily to the Tax Act.

During the second quarter of 2018, the Company recorded an adjustment of \$0.2 million of income tax expense to the provisional amounts the Company recorded in the fourth quarter of 2017 regarding transitional impacts of the Tax Act. The provisional amounts are based on the Company’s current analysis of the Tax Act. Given the significant complexity of the Tax Act and the potential for additional guidance from the U.S. Treasury, Securities and Exchange Commission or the Financial Accountings Standards Board related to the Tax Act, these estimates may be adjusted during the remainder of 2018. Adjustments to the provisional amounts recorded in the fourth quarter of 2017 will affect the Company’s tax expense in the period that the final adjustments are determined, which will be no later than the fourth quarter of 2018.

The Company is evaluating certain aspects of the Tax Act, including the deferred tax effects of the global intangible low-taxed income ( GILTI ) provision of the Tax Act. Under U.S. GAAP, the Company is allowed to make an accounting policy election to either recognize deferred taxes for temporary differences expected to reverse as GILTI in future years or provide for the tax expense related to GILTI resulting from those items in the year the tax is incurred. As of June 30, 2018, the Company included GILTI related to current-year operations in its estimated annual effective tax rate, but has not yet made a policy decision regarding whether to record deferred taxes on GILTI. The policy decision will be made no later than the fourth quarter of 2018, and any impact of the decision will be recorded in the period the decision is made.

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*(Amounts in tables in thousands of dollars, except for per share amounts)*

The following discussion and analysis of the Company's financial condition and results of operations should be read in conjunction with the consolidated financial statements, and notes thereto, and the other financial data included elsewhere in this Quarterly Report on Form 10-Q. The following discussion should also be read in conjunction with the Company's audited consolidated financial statements, and notes thereto, and Management's Discussion and Analysis of Financial Condition and Results of Operations included in its Annual Report on Form 10-K for the year ended December 31, 2017.

### Executive Overview

The following discussion of Results of Operations includes certain non-GAAP financial data and measures such as adjusted earnings before interest, taxes, depreciation and amortization and adjusted earnings per share amounts which exclude non-cash pension settlement charges in 2018 and 2017. Management utilizes these adjusted financial data and measures to assess comparative operations against those of prior periods without the distortion of non-comparable factors. The Gorman-Rupp Company believes that these non-GAAP financial data and measures also will be useful to investors in assessing the continuing strength of the Company's underlying operations from period to period. Provided below is a reconciliation of adjusted earnings per share amounts and adjusted earnings before interest, taxes, depreciation and amortization.

|   | Three Months<br>Ended<br>June 30, |          | Six Months Ended<br>June 30, |           |
|---|-----------------------------------|----------|------------------------------|-----------|
|   | 2018                              | 2017     | 2018                         | 2017      |
| <b>Adjusted earnings per share:</b>                           |                                   |          |                              |           |
| Reported earnings per share - GAAP basis                      | \$ 0.39                           | \$ 0.30  | \$ 0.76                      | \$ 0.49   |
| Plus pension settlement charge per share                      | 0.07                              | 0.05     | 0.08                         | 0.09      |
| Non-GAAP adjusted earnings per share                          | \$ 0.46                           | \$ 0.35  | \$ 0.84                      | \$ 0.58   |
| <b>Adjusted earnings before interest, taxes, depreciation</b> |                                   |          |                              |           |
| <b>and amortization:</b>                                      |                                   |          |                              |           |
| Reported net income - GAAP basis                              | \$ 10,173                         | \$ 7,848 | \$ 19,790                    | \$ 12,913 |
| Plus income taxes   | 2,413                             | 3,959    | 5,452                        | 6,214     |

Edgar Filing: GORMAN RUPP CO - Form 10-Q

|  |           |           |           |           |
|--|-----------|-----------|-----------|-----------|
| Plus depreciation and amortization   | 3,610     | 3,679     | 7,210     | 7,433     |
| Non-GAAP earnings before interest, taxes, depreciation and amortization          | 16,196    | 15,486    | 32,452    | 26,560    |
| Plus pension settlement charge   | 2,229     | 1,713     | 2,616     | 3,393     |
| Non-GAAP adjusted earnings before interest, taxes, depreciation and amortization | \$ 18,425 | \$ 17,199 | \$ 35,068 | \$ 29,953 |

The Gorman-Rupp Company ( we , our or the Company ) is a leading designer, manufacturer and international marketer of pumps and pump systems for use in diverse water, wastewater, construction, dewatering, industrial, petroleum, original equipment, agriculture, fire protection, heating, ventilating and air conditioning (HVAC), military and other liquid-handling applications. The Company attributes its success to long-term product quality, applications and performance combined with timely delivery and service, and continually seeks to develop initiatives to improve performance in these key areas.

We actively pursue growth opportunities through organic growth, international business expansion and acquisitions.

We regularly invest in training for our employees, in new product development and in modern manufacturing equipment, technology and facilities all designed to increase production efficiency and capacity and drive growth by delivering innovative solutions to our customers. We believe that the diversity of our markets is a major contributor to the generally stable financial growth we have produced over the past 80 plus years.

The Company places a strong emphasis on cash flow generation and maintaining excellent liquidity and financial flexibility. This focus has afforded us the ability to reinvest our cash resources and preserve a strong balance sheet to position us for future acquisition and product development opportunities. The Company had no bank debt as of June 30, 2018. The Company's cash position increased \$4.0 million during the first six months of 2018 to \$83.7 million at June 30, 2018 and the Company generated \$35.1 million in adjusted earnings before interest, taxes, depreciation and amortization during the same period.

Capital expenditures for the first six months of 2018 were \$5.5 million and consisted primarily of machinery and equipment. Capital expenditures for the full-year 2018 are presently planned to be in the range of \$10-\$15 million and expected to be financed through internally generated funds.

Net sales for the second quarter of 2018 were \$111.8 million compared to \$97.9 million for the second quarter of 2017, an increase of 14.3% or \$14.0 million, due primarily to increased sales volume in most of our markets. Domestic sales increased 12.7% or \$8.1 million and international sales increased 17.1% or \$5.9 million compared to the same period in 2017.

Gross profit was \$29.9 million for the second quarter of 2018, resulting in gross margin of 26.7%, compared to gross profit of \$27.2 million and gross margin of 27.8% for the same period in 2017. The second quarter of 2017 included the recording of a one-time legal settlement that resulted in a favorable impact of 50 basis points. The remaining 60 basis point decrease in gross margin was largely driven by product mix and, to a lesser extent, higher material costs.

Selling, general and administrative expenses ( SG&A ) was \$14.9 million and 13.3% of net sales for the second quarter of 2018 compared to \$14.1 million and 14.4% of net sales for the same period in 2017. Although SG&A increased due principally to personnel costs, SG&A as a percentage of sales improved 110 basis points as a result of increased sales volume.

Operating income was \$15.0 million, resulting in operating margin of 13.4% for the second quarter of 2018, compared to operating income of \$13.2 million and operating margin of 13.4% for the same period in 2017.

The Company's effective tax rate decreased to 19.2% for the second quarter of 2018 from 33.5% for the second quarter of 2017, due primarily to the impact of the U.S. Tax Cuts and Jobs Act ( Tax Act ) enacted in December 2017. Excluding discrete impacts of pension plan contributions and transition tax adjustments, the effective tax rate for the second quarter of 2018 was 22.1%.

Net income was \$10.2 million for the second quarter of 2018 compared to \$7.8 million in the second quarter of 2017, and earnings per share were \$0.39 and \$0.30 for the respective periods. A non-cash pension settlement charge reduced

second quarter of 2018 earnings by \$0.07 per share and second quarter of 2017 earnings by \$0.05 per share.

Net sales for the first six months of 2018 were \$208.4 million compared to \$190.5 million for the first six months of 2017, an increase of 9.4% or \$18.0 million. Domestic sales increased 10.9% or \$13.3 million and international sales increased 6.8% or \$4.7 million compared to the same period in 2017.

Gross profit was \$56.1 million for the first six months of 2018, resulting in gross margin of 26.9%, compared to gross profit of \$49.5 million and gross margin of 26.0% for the same period in 2017. The 90 basis point increase in gross margin was largely driven by favorable product mix.



SG&A was \$29.2 million and 14.0% of net sales for the first six months of 2018 compared to \$27.7 million and 14.5% of net sales for the same period in 2017. Although SG&A increased due principally to personnel costs, SG&A as a percentage of sales improved 50 basis points as a result of increased sales volume.

Operating income was \$26.8 million, resulting in operating margin of 12.9% for the first six months of 2018, compared to operating income of \$21.8 million and operating margin of 11.5% for the same period in 2017. Operating margin improved 140 basis points due principally to increased sales volume and favorable product mix.

The Company's effective tax rate decreased to 21.6% for the first six months of 2018 from 32.5% for the first six months of 2017, due primarily to the impact of the Tax Act enacted in December 2017. Excluding discrete impacts of pension plan contributions and transition tax adjustments, the effective tax rate for the first six months of 2018 was 23.1%.

Net income was \$19.8 million for the first six months of 2018 compared to \$12.9 million in the first six months of 2017, and earnings per share were \$0.76 and \$0.49 for the respective periods. A non-cash pension settlement charge reduced the first six months of 2018 earnings by \$0.08 per share and the first six months of 2017 earnings by \$0.09 per share.

The Company's backlog of orders was \$128.9 million at June 30, 2018 compared to \$103.6 million at June 30, 2017 and \$114.0 million at December 31, 2017. The backlog at June 30, 2018 increased 24.4% as compared to June 30, 2017 driven by increased incoming orders in most of the markets the Company serves, most notably in the municipal and fire protection markets.

On July 26, 2018, the Board of Directors authorized the payment of a quarterly dividend of \$0.125 per share on the common stock of the Company, payable September 10, 2018, to shareholders of record as of August 15, 2018. This will mark the 274th consecutive quarterly dividend paid by The Gorman-Rupp Company. The dividend yield at June 30, 2018 was 1.4%.

The Company currently expects to continue its exceptional history of paying regular quarterly dividends and increased annual dividends. However, any future dividends will be reviewed individually and declared by our Board of Directors at its discretion, dependent on our assessment of the Company's financial condition and business outlook at the applicable time.

## **Outlook**

We are pleased with the second quarter and six months of 2018 financial results. Incoming orders have increased 15% in the first six months of 2018 as compared to the first six months of 2017 across the majority of our markets, and we remain encouraged going in to the second half of the year. Although the agriculture market has improved somewhat, it remains soft compared to historical levels. We have begun to experience higher material costs due to the recent tariff increases and are carefully monitoring the impact of these on our material costs and sales. However, increased emphasis on infrastructure improvements at both the federal and state levels, coupled with the impact of lower taxes, could be additional positive factors over the next several years. Our underlying fundamentals remain strong and we believe that we remain well positioned to drive long-term growth. Our strong balance sheet provides us with the flexibility to continue to evaluate acquisition opportunities and new product development that we expect will help add value to our operations over the longer term.

The Tax Act enacted in December 2017 reduced the federal corporate tax rate on U.S. earnings to 21% and moved from a global taxation regime to a modified territorial regime. The Company's lower effective income tax rates of 19.2% and 21.6% for the second quarter and first six months of 2018, respectively, compared to 33.5% and 32.5% for the second quarter and first six months of 2017, respectively, were due primarily to the Tax Act. Excluding discrete

impacts of pension plan contributions and transition tax adjustments, the effective income tax rates for the second quarter and first six months of 2018 would have been 22.1% and 23.1%, respectively. The Company's current estimate of its full year effective income tax rate is between 23% and 25%.

**Three Months Ended June 30, 2018 vs. Three Months Ended June 30, 2017****Net Sales**

|           | Three Months Ended<br>June 30, |           | \$        |          |
|-----------|--------------------------------|-----------|-----------|----------|
|           | 2018                           | 2017      | Change    | % Change |
| Net Sales | \$ 111,827                     | \$ 97,872 | \$ 13,955 | 14.3%    |

Net sales for the second quarter of 2018 were \$111.8 million compared to \$97.9 million for the second quarter of 2017, an increase of 14.3% or \$14.0 million. Domestic sales increased 12.7% or \$8.1 million and international sales increased 17.1% or \$5.9 million compared to the same period in 2017.

Sales in our water markets increased 17.3% or \$11.8 million in the second quarter of 2018 compared to the second quarter of 2017. Sales in the fire protection market increased \$5.5 million with increases both domestically and internationally due to improved economic conditions, including increased commercial building activity. Sales in the municipal market increased \$3.9 million due primarily to positive municipal economic sentiment. In addition, sales of repair parts increased \$1.8 million, and sales in the agriculture and construction markets each increased \$0.3 million.

Sales increased 7.3% or \$2.2 million in non-water markets during the second quarter of 2018 compared to the second quarter of 2017. Sales in the industrial market increased \$3.1 million due principally to increased capital spending related to oil and gas drilling activity. This increase was partially offset by decreased sales in the OEM market of \$0.5 million and decreased sales in the petroleum market of \$0.4 million.

International sales were \$40.3 million in the second quarter of 2018 compared to \$34.4 million in the same period last year and represented 36% and 35% of total sales for the Company in each of the two periods, respectively. International sales increased most notably in the fire protection, industrial and construction markets and decreased in the OEM market.

**Cost of Products Sold and Gross Profit**

|                       | Three Months Ended<br>June 30, |              | \$        |          |
|-----------------------|--------------------------------|--------------|-----------|----------|
|                       | 2018                           | 2017         | Change    | % Change |
| Cost of products sold | \$ 81,962                      | \$ 70,627    | \$ 11,335 | 16.0%    |
| <i>% of Net sales</i> | <i>73.3%</i>                   | <i>72.2%</i> |           |          |
| <i>Gross Margin</i>   | <i>26.7%</i>                   | <i>27.8%</i> |           |          |

Gross profit was \$29.9 million for the second quarter of 2018, resulting in gross margin of 26.7%, compared to gross profit of \$27.2 million and gross margin of 27.8% for the same period in 2017. The second quarter of 2017 included the recording of a one-time legal settlement that resulted in a favorable impact of 50 basis points. The remaining 60 basis point decrease in gross margin was largely driven by product mix and, to a lesser extent, higher material costs.

**Selling, General and Administrative Expenses (SG&A)**

Edgar Filing: GORMAN RUPP CO - Form 10-Q

|  | Three Months Ended |              | \$ Change | % Change |
|--|--------------------|--------------|-----------|----------|
|  | June 30,           |              |           |          |
|  | 2018               | 2017         |           |          |
| Selling, general and administrative expenses | \$ 14,872          | \$ 14,084    | \$ 788    | 5.6%     |
| <i>% of Net sales</i>                        | <i>13.3%</i>       | <i>14.4%</i> |           |          |

SG&A was \$14.9 million and 13.3% of net sales for the second quarter of 2018 compared to \$14.1 million and 14.4% of net sales for the same period in 2017. Although SG&A increased due principally to personnel costs, SG&A as a percentage of sales improved 110 basis points as a result of increased sales volume.

**Operating Income**

|                       | Three Months Ended<br>June 30, |              |           |          |
|-----------------------|--------------------------------|--------------|-----------|----------|
|                       | 2018                           | 2017         | \$ Change | % Change |
| Operating income      | \$ 14,993                      | \$ 13,161    | \$ 1,832  | 13.9%    |
| <i>% of Net sales</i> | <i>13.4%</i>                   | <i>13.4%</i> |           |          |

Operating income was \$15.0 million, resulting in operating margin of 13.4% for the second quarter of 2018, compared to operating income of \$13.2 million and operating margin of 13.4% for the same period in 2017.

**Net Income**

|                            | Three Months Ended<br>June 30, |              |            |          |
|----------------------------|--------------------------------|--------------|------------|----------|
|                            | 2018                           | 2017         | \$ Change  | % Change |
| Income before income taxes | \$ 12,586                      | \$ 11,807    | \$ 779     | 6.6%     |
| <i>% of Net sales</i>      | <i>11.3%</i>                   | <i>12.1%</i> |            |          |
| Income taxes               | \$ 2,413                       | \$ 3,959     | \$ (1,546) | (39.1)%  |
| <i>Effective tax rate</i>  | <i>19.2%</i>                   | <i>33.5%</i> |            |          |
| Net income                 | \$ 10,173                      | \$ 7,848     | \$ 2,325   | 29.6%    |
| <i>% of Net sales</i>      | <i>9.1%</i>                    | <i>8.0%</i>  |            |          |
| Earnings per share         | \$ 0.39                        | \$ 0.30      | \$ 0.09    | 30.0%    |

The Company's effective tax rate decreased to 19.2% for the second quarter of 2018 from 33.5% for the second quarter of 2017, due primarily to the impact of the Tax Act enacted in December 2017. Excluding discrete impacts of pension plan contributions and transition tax adjustments, the effective tax rate for the second quarter of 2018 was 22.1%.

The increase in net income in the second quarter of 2018 compared to the same period in 2017 was due primarily to increased sales volume and the decrease in the effective tax rate. Net income in the second quarters of 2018 and 2017 included non-cash pension settlement charges of \$1.7 million and \$1.1 million, net of income taxes, respectively.

Earnings per share for the second quarters of 2018 and 2017 included non-cash pension settlement charges of \$0.07 and \$0.05 per share, respectively.

**Six Months Ended June 30, 2018 vs. Six Months Ended June 30, 2017****Net Sales**

|           | Six Months Ended<br>June 30, |            |           |          |
|-----------|------------------------------|------------|-----------|----------|
|           | 2018                         | 2017       | \$ Change | % Change |
| Net Sales | \$ 208,431                   | \$ 190,475 | \$ 17,956 | 9.4%     |

Net sales for the first six months of 2018 were \$208.4 million compared to \$190.5 million for the first six months of 2017, an increase of 9.4% or \$18.0 million. Domestic sales increased 10.9% or \$13.3 million and international sales increased 6.8% or \$4.7 million compared to the same period in 2017.

Sales in our water markets increased 10.0% or \$13.2 million in the first six months of 2018 compared to the first six months of 2017. Sales in the fire protection market increased \$4.7 million due primarily to improved economic conditions domestically and sales in the construction market increased \$4.0 million due primarily to sales to rental market customers related to increased oil and gas drilling activity. Sales of repair parts increased \$2.8 million, sales in the municipal market increased \$1.0 million and sales in the agriculture market increased \$0.7 million.

Sales increased 8.0% or \$4.8 million in non-water markets during the first six months of 2018 compared to the first six months of 2017. Sales in the industrial market increased \$4.6 million due principally to increased capital spending related to oil and gas drilling activity. In addition, sales in the petroleum market increased \$0.6 million. These increases were partially offset by decreased sales in the OEM market of \$0.4 million.

International sales were \$72.5 million in the first six months of 2018 compared to \$67.8 million in the same period last year and represented 35% and 36% of total sales for the Company in each of the two periods, respectively. International sales increased most notably in the industrial and repair parts markets and decreased in the agriculture and OEM markets.

### Cost of Products Sold and Gross Profit

|                       | Six Months Ended<br>June 30, |              | \$ Change | % Change |
|-----------------------|------------------------------|--------------|-----------|----------|
|                       | 2018                         | 2017         |           |          |
| Cost of products sold | \$ 152,360                   | \$ 140,978   | \$ 11,382 | 8.1%     |
| <i>% of Net sales</i> | <i>73.1%</i>                 | <i>74.0%</i> |           |          |
| <i>Gross Margin</i>   | <i>26.9%</i>                 | <i>26.0%</i> |           |          |

Gross profit was \$56.1 million for the first six months of 2018, resulting in gross margin of 26.9%, compared to gross profit of \$49.5 million and gross margin of 26.0% for the same period in 2017. The 90 basis point increase in gross margin was largely driven by favorable product mix.

### Selling, General and Administrative Expenses (SG&A)

|  | Six Months Ended<br>June 30, |              | \$ Change | % Change |
|--|------------------------------|--------------|-----------|----------|
|  | 2018                         | 2017         |           |          |
| Selling, general and administrative expenses | \$ 29,228                    | \$ 27,678    | \$ 363    | 1.3%     |
| <i>% of Net sales</i>                        | <i>14.0%</i>                 | <i>14.5%</i> |           |          |

SG&A was \$29.2 million and 14.0% of net sales for the first six months of 2018 compared to \$27.7 million and 14.5% of net sales for the same period in 2017. Although SG&A increased due principally to personnel costs, SG&A as a percentage of sales improved 50 basis points as a result of increased sales volume.

### Operating Income

|                       | Six Months Ended<br>June 30, |              | \$ Change | % Change |
|-----------------------|------------------------------|--------------|-----------|----------|
|                       | 2018                         | 2017         |           |          |
| Operating income      | \$ 26,843                    | \$ 21,819    | \$ 8,368  | 45.3%    |
| <i>% of Net sales</i> | <i>12.9%</i>                 | <i>11.5%</i> |           |          |

Operating income was \$26.8 million, resulting in operating margin of 12.9% for the first six months of 2018, compared to operating income of \$21.8 million and operating margin of 11.5% for the same period in 2017. Operating margin improved 140 basis points due principally to increased sales volume and favorable product mix.





**Net Income**

|                            | Six Months Ended |              | \$ Change | % Change |
|----------------------------|------------------|--------------|-----------|----------|
|                            | June 30,         |              |           |          |
|                            | 2018             | 2017         |           |          |
| Income before income taxes | \$ 25,242        | \$ 19,127    | \$ 6,115  | 32.0%    |
| <i>% of Net sales</i>      | <i>12.1%</i>     | <i>10.0%</i> |           |          |
| Income taxes               | \$ 5,452         | \$ 6,214     | \$ (762)  | (12.3)%  |
| <i>Effective tax rate</i>  | <i>21.6%</i>     | <i>32.5%</i> |           |          |
| Net income                 | \$ 19,790        | \$ 12,913    | \$ 6,877  | 53.3%    |
| <i>% of Net sales</i>      | <i>9.5%</i>      | <i>6.8%</i>  |           |          |
| Earnings per share         | \$ 0.76          | \$ 0.49      | \$ 0.27   | 55.1%    |

The Company's effective tax rate decreased to 21.6% for the first six months of 2018 from 32.5% for the first six months of 2017, due primarily to the impact of the Tax Act enacted in December 2017. Excluding discrete impacts of pension plan contributions and transition tax adjustments, the effective tax rate for the first six months of 2018 was 23.1%.

The increase in net income in the first six months of 2018 compared to the same period in 2017 was due primarily to increased sales volume, improved gross margin and the decrease in the effective tax rate. Net income in the first six months of 2018 and 2017 included non-cash pension settlement charges of \$2.0 million and \$2.3 million, net of income taxes, respectively.

Earnings per share for the first six months of 2018 and 2017 included non-cash pension settlement charges of \$0.08 and \$0.09 per share, respectively.

**Liquidity and Capital Resources**

Cash and cash equivalents totaled \$83.7 million and there was no outstanding bank debt at June 30, 2018. The Company had \$22.6 million available in bank lines of credit after deducting \$8.4 million in outstanding letters of credit primarily related to customer orders. The Company was in compliance with its debt covenants, including limits on additional borrowings and maintenance of certain operating and financial ratios, at June 30, 2018 and December 31, 2017.

Free cash flow, a non-GAAP financial measure for reporting cash flow, is defined by the Company as adjusted earnings before interest, income taxes and depreciation and amortization, less capital expenditures and dividends. The Company believes free cash flow provides the Company and investors with an important perspective on cash available for investments, acquisitions and working capital requirements.

The following table reconciles adjusted earnings before interest, income taxes and depreciation and amortization as reconciled above to free cash flow:

| Six Months Ended |      |
|------------------|------|
| June 30,         |      |
| 2018             | 2017 |

Edgar Filing: GORMAN RUPP CO - Form 10-Q

Non-GAAP adjusted earnings before interest, taxes, depreciation

|                           |           |           |
|---------------------------|-----------|-----------|
| and amortization          | \$ 35,068 | \$ 29,953 |
| Less capital expenditures | (5,479)   | (3,345)   |
| Less cash dividends       | (6,527)   | (6,002)   |
| Non-GAAP free cash flow   | \$ 23,062 | \$ 20,606 |

**Financial Cash Flow**

|   | Six Months Ended |           |
|---|------------------|-----------|
|   | June 30,         |           |
|   | 2018             | 2017      |
| Beginning of period cash and cash equivalents | \$ 79,680        | \$ 57,604 |
| Net cash provided by operating activities     | 14,337           | 23,987    |
| Net cash used for investing activities        | (2,510)          | (9,344)   |
| Net cash used for financing activities        | (6,986)          | (6,002)   |
| Effect of exchange rate changes on cash       | (800)            | 729       |
| Net increase in cash and cash equivalents     | 4,041            | 9,370     |
| End of period cash and cash equivalents       | \$ 83,721        | \$ 66,974 |

The decrease in cash provided by operating activities in the first half of 2018 compared to the same period last year was primarily due to increased accounts receivable and inventory driven by higher sales volume and an increase in backlog, and higher income tax payments.

During the first half of 2018, investing activities of \$2.5 million primarily consisted of capital expenditures for machinery and equipment offset by proceeds from short-term investments of \$3.0 million. During the first half of 2017, investing activities of \$9.3 million primarily consisted of \$6.0 million of purchases of short-term investments and \$3.3 million of capital expenditures for machinery and equipment.

Net cash used for financing activities for the first half of 2018 of \$7.0 million and \$6.0 million for the first half of 2017 primarily consisted of dividend payments.

The Company currently expects to continue its exceptional history of paying regular quarterly dividends and increased annual dividends. However, any future dividends will be reviewed individually and declared by our Board of Directors at its discretion, dependent on our assessment of the Company's financial condition and business outlook at the applicable time.

**Critical Accounting Policies**

Our critical accounting policies are described in Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations, and in the notes to our Consolidated Financial Statements for the year ended December 31, 2017 contained in our Annual Report on Form 10-K for the year ended December 31, 2017. Any new accounting policies or updates to existing accounting policies as a result of new accounting pronouncements have been discussed in the notes to our consolidated financial statements in this Quarterly Report on Form 10-Q. The application of our critical accounting policies may require management to make judgments and estimates about the amounts reflected in the Consolidated Financial Statements. Management uses historical experience and all available information to make these estimates and judgments, and different amounts could be reported using different assumptions and estimates.

**Safe Harbor Statement**

In connection with the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, The Gorman-Rupp Company provides the following cautionary statement: This Form 10-Q contains various forward-looking statements based on assumptions concerning The Gorman-Rupp Company's operations, future results

and prospects. These forward-looking statements are based on current expectations about important economic, political, and technological factors, among others, and are subject to risks and uncertainties, which could cause the actual results or events to differ materially from those set forth in or implied by the forward-looking statements and related assumptions.

Such factors include, but are not limited to: (1) continuation of the current and projected future business environment; (2) highly competitive markets; (3) availability and costs of raw materials; (4) loss of key management; (5) cyber security threats; (6) acquisition performance and integration; (7) compliance with, and costs related to, a variety of import and export laws and regulations; (8) environmental compliance costs and liabilities; (9) exposure to fluctuations in foreign currency exchange rates; (10) conditions in foreign countries in which we conduct business; (11) changes in our tax rates and exposure to additional income tax liabilities;

(12) impairment in the value of intangible assets, including goodwill; (13) defined benefit pension plan settlement expense; (14) family ownership of common equity; and (15) risks described from time to time in our reports filed with the Securities and Exchange Commission. Except to the extent required by law, we do not undertake and specifically decline any obligation to review or update any forward-looking statements or to publicly announce the results of any revisions to any of such statements to reflect future events or developments or otherwise.

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

The Company is subject to market risk associated principally with changes in foreign currency exchange rates. The Company's foreign currency exchange rate risk is limited primarily to the Euro, the Canadian Dollar, the South African Rand and the British Pound. The Company manages its foreign exchange risk principally through invoicing customers in the same currency as the source of products. The foreign currency transaction gains (losses) for the first half of 2018 and the first half of 2017 were \$(0.5) million and \$0.4 million, respectively, and are reported within other income (expense), net on the Consolidated Statements of Income.

### **ITEM 4. CONTROLS AND PROCEDURES**

#### **Evaluation of Disclosure Controls and Procedures**

The Company maintains a set of disclosure controls and procedures designed to ensure that information required to be disclosed by the Company in reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms. The Company's disclosure controls and procedures are also designed to ensure that information required to be disclosed in Company reports filed under the Securities Exchange Act of 1934 is accumulated and communicated to the Company's Management, including the principal executive officer and the principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

An evaluation was carried out under the supervision and with the participation of the Company's Management, including the principal executive officer and the principal financial officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures as of the end of the period covered by this report on Form 10-Q. Based on that evaluation, the principal executive officer and the principal financial officer have concluded that the Company's disclosure controls and procedures were effective as of June 30, 2018.

#### **Changes in Internal Control Over Financial Reporting**

There were no changes in the Company's internal control over financial reporting that occurred during the last fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

## **PART II. OTHER INFORMATION**

### **ITEM 1. LEGAL PROCEEDINGS**

There are no material changes from the legal proceedings previously reported in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2017.

**ITEM 1A. RISK FACTORS**

There are no material changes from the risk factors previously reported in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2017.

**ITEM 6. EXHIBITS**

- Exhibit 31.1 Certification of Jeffrey S. Gorman, Chief Executive Officer, Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- Exhibit 31.2 Certification of James C. Kerr, Chief Financial Officer, Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- Exhibit 32 Certification pursuant to 18 U.S.C Section 1350, as adopted Pursuant to Section 906 of The Sarbanes-Oxley Act of 2002.
- Exhibit 101 Financial statements from the Quarterly Report on Form 10-Q of The Gorman-Rupp Company for the quarter ended June 30, 2018, formatted in eXtensible Business Reporting Language (XBRL): (i) the Consolidated Statements of Income, (ii) the Consolidated Statements of Comprehensive Income, (iii) the Consolidated Balance Sheets, (iv) the Consolidated Statements of Cash Flows and (v) the Notes to Consolidated Financial Statements.

**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.

The Gorman-Rupp Company  
(Registrant)

Date: July 31, 2018

By: /s/James C. Kerr  
James C. Kerr  
Chief Financial Officer