

Dorman Products, Inc.  
Form 10-K  
February 25, 2014  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K**

(Mark One)

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

For the fiscal year ended December 28, 2013

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 0-18914

**DORMAN PRODUCTS, INC.**

(Exact name of registrant as specified in its charter)

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

**23-2078856**  
(I.R.S Employer  
Identification No.)

**3400 East Walnut Street, Colmar, Pennsylvania 18915**  
(Address of principal executive offices) (Zip Code)

**(215) 997-1800**  
(Registrant's telephone number, including area code)

**Securities registered pursuant to Section 12(b) of the Act:**

| Title of each class:  | Name of each exchange on which registered: |
|---|--|
| <b>Common Stock, \$0.01 Par Value</b>                                   | <b>The NASDAQ Global Select Market</b>     |
| <b>Securities registered pursuant to Section 12(g) of the Act: None</b> |  |

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Securities Act. Yes  No

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

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

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

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

As of February 18, 2014 the registrant had 36,502,600 shares of common stock, \$0.01 par value, outstanding. The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant as of June 29, 2013 was \$1,005,064,313.

**DOCUMENTS INCORPORATED BY REFERENCE**

Certain portions of the registrant's definitive proxy statement, in connection with its Annual Meeting of Shareholders, to be filed with the Securities and Exchange Commission within 120 days after December 28, 2013, are incorporated by reference into Part III of this annual report on Form 10-K.

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|               |                          |
|---------------|--------------------------|
| References to | Refers to the year ended |
| Fiscal 2009   | December 26, 2009        |
| Fiscal 2010   | December 25, 2010        |
| Fiscal 2011   | December 31, 2011        |
| Fiscal 2012   | December 29, 2012        |
| Fiscal 2013   | December 28, 2013        |

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PART I

**Item 1. Business.**

**General**

Dorman Products, Inc. was incorporated in Pennsylvania in October 1978. As used herein, unless the context otherwise requires, "Dorman", the Company, we, us, or our refers to Dorman Products, Inc. and its subsidiaries.

We are a leading supplier of replacement parts and fasteners for passenger cars, light trucks, and heavy duty trucks in the automotive aftermarket. We distribute and market approximately 150,000 different stock keeping units (SKUs) of automotive replacement parts, many of which we design and engineer. We believe we are the dominant aftermarket supplier of original equipment dealer exclusive items. Original equipment dealer exclusive parts are those which were traditionally available to consumers only from original equipment manufacturers or used parts from salvage yards and include, among other parts, intake manifolds, exhaust manifolds, window regulators, radiator fan assemblies, tire pressure monitor sensors, complex electronics devices, and exhaust gas recirculation (EGR) coolers. Fasteners include such items as oil drain plugs, wheel bolts, and wheel lug nuts. Approximately 85% of our products are sold under brands that we own and the remainder is sold for resale under customers' private labels, other brands or in bulk. Our products are sold primarily in the United States through automotive aftermarket retailers (such as AutoZone, Advance Auto Parts, and O'Reilly Auto Parts), national, regional and local warehouse distributors (such as Carquest and NAPA) and specialty markets and salvage yards. We distribute automotive replacement parts internationally, with sales primarily into Europe, Mexico, the Middle East, Asia and Canada.

**The Automotive Aftermarket**

The automotive replacement parts market is made up of two components: parts for passenger cars and light trucks, which accounted for projected industry sales of approximately \$239.1 billion in 2013<sup>1</sup>, and parts for medium and heavy duty trucks, which accounted for projected industry sales of approximately \$79.1 billion in 2013<sup>1</sup>. We market products primarily for passenger cars and light trucks, including those with diesel engines and, more recently, for medium and heavy duty trucks. Two distinct groups of end-users buy replacement vehicle (automotive and truck) parts: (i) individual consumers, who purchase parts to perform do-it-yourself repairs on their own vehicles; and (ii) professional installers, which include vehicle repair shops and the dealership service departments. The individual consumer market is typically supplied through retailers and through the retail arms of warehouse distributors. Vehicle repair shops generally purchase parts through local independent parts wholesalers and through national parts distributors. Automobile dealership service departments generally obtain parts through the distribution systems of vehicle manufacturers and specialized national and regional parts distributors.

Spending in the light vehicle aftermarket can be generally grouped into three categories: discretionary, maintenance and repair. Discretionary, such as accessories and performance, tends to move in-line with consumer discretionary spending. Maintenance is composed of products and services, such as oil and oil changes, and tends to be less correlated with discretionary spending. The repair segment consists mainly of replacement parts which fail over time and tends to be less cyclical as it is largely comprised of parts necessary for a vehicle to function properly or safely. We believe the majority of our products fall into the repair segment. The increasing complexity of automobiles and the number of different makes and models of automobiles have resulted in a significant increase in the number of products required to service the domestic and foreign automotive fleet. Accordingly, the number of parts required to be carried by retailers and wholesale distributors has increased substantially. The requirement to include more products in inventory and the significant consolidation among distributors of automotive replacement parts have in turn resulted in larger distributors.

Retailers and others who purchase aftermarket automotive repair and replacement parts for resale are constrained to a finite amount of space in which to display and stock products. Thus, the reputation for quality, customer service, and line profitability which a supplier enjoys are significant factors in a purchaser's decision as to which product lines to carry in the limited space available. Further, because of the efficiencies achieved through the ability to order all or part of a complete line of products from one supplier (with possible volume discounts), as opposed to satisfying the same requirements through a variety of different sources, retailers and other purchasers of automotive parts seek to purchase products from fewer but stronger suppliers.

<sup>1</sup> Source: AATA Fact Book 2014



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**Brands and Products**

We sell approximately 150,000 different SKUs of automotive replacement parts and fasteners to meet a variety of needs. Our DORMAN® NEW SINCE 1918 marketing campaign positions our brands under a single corporate umbrella. DORMAN® Our products are now sold under one of the eight DORMAN® sub-brands as follows:

- DORMAN® - Automotive replacement parts, such as intake manifolds, exhaust manifolds, oil cooler lines, window regulators, harmonic balancers and radiator fan assemblies.
- OE Solutions
- DORMAN® - Automotive replacement parts, including window handles, switches, door hardware, interior trim parts, headlamp aiming screws and retainer rings, radiator parts, battery hold-down bolts and repair kits, valve train parts and power steering filler caps.
- HELP! ®
- DORMAN® - A value line of automotive replacement parts, including mass air flow sensors, belt tensioners, and idler pulleys.
- TECHoice
- DORMAN® - A line of application specific and general automotive hardware that is a necessary element to a complete repair. Product categories include body hardware, general automotive fasteners, oil drain plugs, and wheel hardware.
- AutoGrade
- DORMAN® - A selection of electrical connectors, wire, tools, testers, and accessories.
- Conduct-Tite!®
- DORMAN® - Value priced technician quality brake and clutch program.
- FirstStop
- DORMAN® - A line of heavy duty aftermarket parts for class 4-8 heavy vehicles. Coverage includes coolant tubes, door handles and other body parts, fluid reservoirs, headlights and lighting, hood components, window regulators, and wiper transmissions.
- HD Solutions
- DORMAN® - A broad selection of remanufactured plug & play hybrid drive batteries including batteries for the Toyota Prius and Camry hybrid vehicles (Gen 1 and Gen 2) and Honda Civic, Insight, and Accord hybrid vehicles (Gen 1 and Gen 2).
- Hybrid Drive
- Batteries

We also generate revenues from the sale of parts that we package for ourselves, or others, for sale in bulk or under the private labels of parts manufacturers and national warehouse distributors (such as Carquest and NAPA).

We group our products into four major classes: power-train, automotive body, chassis, and hardware. The following table represents each of the four classes as a percentage of net sales for each of the last three fiscal years.

|                 | Percentage of Net Sales |                   |                   |
|-----------------|-------------------------|-------------------|-------------------|
|                 | Year Ended              |                   |                   |
|                 | December 28, 2013       | December 29, 2012 | December 31, 2011 |
| Power-train     | 36%                     | 33%               | 33%               |
| Automotive Body | 30%                     | 30%               | 28%               |
| Chassis         | 25%                     | 26%               | 27%               |
| Hardware        | 9%                      | 11%               | 12%               |
| Total           | 100%                    | 100%              | 100%              |

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Our power-train product line includes intake and exhaust manifolds, cooling products, harmonic balancers, fluid lines, fluid reservoirs, connectors, 4 wheel drive components and axles, drain plugs, and other engine, transmission and axle components. Our line of automotive body products include door handles and hinges, window lift motors, window regulators, switches and handles, wiper components, lighting, electrical, and other interior and exterior automotive body components. Chassis products include brake hardware and hydraulics, wheel and axle hardware, suspension arms, knuckles, links, bushings, and other suspension, steering and brake components. Hardware products include threaded bolts, auto body and home fasteners, automotive and home electrical wiring components, and other hardware assortments and merchandise.

Our HD Solutions brand of New to the Heavy Duty Aftermarket parts provides coverage for medium and heavy duty vehicles in a variety of product lines including coolant tubes, door handles and other body parts, fluid reservoirs, headlights and lighting, hood components, window regulators, wiper transmissions, and many other parts. Our Heavy Duty Aftermarket parts feature re-engineered replacement parts aimed at increasing durability, complete kits that yield time and cost savings, and products that enable technicians to replace just the failed component part rather than an entire assembly.



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In May 2013, we purchased Re-Involt Technologies, LLC., a leader in hybrid battery remanufacturing, and subsequently launched our Hybrid Drive Battery program. The program provides broad coverage for the most popular hybrid vehicles in service. Our hybrid drive battery packs are completely remanufactured and are extensively tested to ensure performance. Our hybrid drive batteries are plug and play direct replacements, ready to install and requiring no programming time or expense thus saving the service technicians time and the hybrid vehicle owner's money.

In September 2011, our Board of Directors approved the exit from the international portion of our ScanTech business, which was headquartered outside of Stockholm, Sweden. ScanTech marketed and distributed a line of Volvo and Saab replacement parts throughout the world. As part of the exit, ScanTech's North American business, which was serviced from Sweden, was transferred to our U.S. distribution centers, while ScanTech's international business was liquidated.

We warrant our products against certain defects in material and workmanship when used as designed on the vehicle on which it was originally installed. We offer a limited lifetime warranty on all of our products. Our warranty limits the customer's remedy to the repair or replacement of the part that is defective.

## **Product Development**

Product development is central to our business. The development of a broad range of products, many of which are not conveniently or economically available elsewhere, has in part, enabled us to grow to our present size and is important to our future growth. In developing our products, our strategy has been to design and package parts so as to make them better and easier to install and/or use than the original parts they replace and to sell automotive parts for the broadest possible range of uses. Each new product idea is reviewed by our product management staff, as well as by members of the production, sales, finance, marketing, legal, and administrative staffs.

Through careful evaluation, exacting design and precise tooling, we are frequently able to offer products which fit a broader range of makes and models, as well as a wider range of application years than the original equipment parts they replace. One such innovation is our replacement spare tire hoist, which through several mechanical design changes we are able to offer a part that replaces three original equipment parts, and now fits common domestic models over a thirteen year range. By selecting an appropriate micro controller and making other customizations, our Xenon headlight control module fits a range of domestic models from GM and Chrysler, as well as models from BMW, Mercedes Benz, Volkswagen and Volvo. This flexibility assists retailers and other purchasers in maximizing the productivity of the limited space available for each class of part sold. Further, where possible, we improve our parts so that they are better than the parts they replace. Our replacement sway bar kits are solid bars that ensure they are will not exhibit the same failure modes as the hollow bars they replace. Finally, we make every attempt to look at the repair through the eyes of the end user, and redesign many of our items to make installation easier. Our split brake dust shields allow for a replacement that does not require removal of the vehicle's rear axle, and several of our replacement key fobs come with a disposable programmer that easily pairs the key fob to the car and eliminates the need for expensive programming tools. In addition, we often package different items in complete kits to further aid installation.

Ideas for expansion of our product lines arise through a variety of sources. We maintain an in-house product management staff that routinely generates ideas for new parts and the expansion of existing lines. Further, we maintain an 800 telephone number and an Internet site for New Product Suggestions and receive, either through our sales force or product development team, many ideas from our customers and end-users as to which types of presently unavailable parts the ultimate consumers are seeking.

## **Sales and Marketing**

We market our products to three groups of purchasers who in turn supply individual consumers and professional installers. As of December 28, 2013:

(i) approximately 43% of our revenues were generated from sales to automotive aftermarket retailers (such as AutoZone, Advance Auto Parts, and O'Reilly Auto Parts), local independent parts wholesalers and national general merchandise chain retailers. We sell many of our products to virtually all major chains of automotive aftermarket retailers;

(ii) approximately 49% of our revenues were generated from sales to automotive parts distributors (such as Carquest and NAPA), which may be local, regional or national in scope, and which may also engage in retail sales; and

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(iii) the balance of our revenues (approximately 8%) are generated from international sales and sales to special markets, which include, among others, mass merchants (such as Wal-Mart), salvage yards and the parts distribution systems of parts manufacturers.

We use a number of different methods to sell our products. Our more than 50 person direct sales force and sales support staff solicits purchases of our products directly from customers, as well as manages the activities of approximately 20 independent manufacturers' representative agencies worldwide. We use independent manufacturers' representative agencies to help service existing automotive retail, automotive and heavy duty parts distribution customers, providing frequent on-site contact. We increase sales by securing new customers, by adding new product lines and expanding product selection within existing customers. For certain of our major customers, and our private label purchasers, we rely primarily upon the direct efforts of our sales force who, together with our marketing department and our executive officers, coordinate the more complex pricing and ordering requirements of these accounts.

Our sales efforts are not directed merely at selling individual products, but rather more broadly towards selling groups of related products that can be displayed on attractive Dorman-designed display systems, thereby maximizing each customer's ability to present our product line within the confines of the available area.

We prepare a number of on-line catalogs, application guides and training materials designed to describe our products and other applications as well as to train our customers' sales teams in the promotion and sale of our products. A catalog of all our parts is available on our website.

We currently service more than 3,100 active accounts. During fiscal 2013, fiscal 2012 and fiscal 2011, four customers (AutoZone, Advance Auto Parts, O'Reilly Auto Parts and Genuine Parts Co.) each accounted for more than 10% and in the aggregate accounted for 57% of net sales in each period.

## **Manufacturing**

Substantially all of our products are manufactured by third parties. Because numerous manufacturers are available to manufacture our products, we are not dependent upon the services of any one manufacturer or any small group of them. No one manufacturer supplies more than 10% of our products. In fiscal 2013, as a percentage of our total dollar volume of purchases, approximately 25% of our products were purchased from various suppliers throughout the United States and the balance of our products were purchased directly from vendors in a variety of foreign countries.

Once a new product has been identified, our engineering department produces detailed proprietary engineering drawings and prototypes which are used to solicit bids for manufacture from a variety of vendors in the United States and abroad. After a vendor is selected, the vendor produces tooling which we then own. A pilot run of the product is produced and subjected to rigorous testing by our engineering department and, on occasion, by outside testing laboratories and facilities in order to evaluate the precision of manufacture and the resiliency and structural integrity of the materials used. If acceptable, the product then moves into full production.

## **Packaging, Inventory and Shipping**

Finished products are received at one or more of our facilities, depending on the type of part. It is our practice to inspect samples of shipments based upon vendor performance. If cleared, these shipments of finished parts are logged into our computerized production tracking systems and staged for packaging, if necessary.

We employ a variety of custom-designed packaging machines which include blister sealing, skin film sealing, clamshell sealing, bagging and boxing lines. Packaged product contains our label (or a private label), a part number, a universal packaging bar code suitable for electronic scanning, a description of the part and, if appropriate, installation instructions. Products are also sold in bulk to automotive parts manufacturers and packagers. Computerized tracking systems, mechanical counting devices and experienced workers combine to assure that the proper variety and numbers of parts meet the correct packaging materials at the appropriate places and times to produce the required quantities of finished products.

Completed inventory is stocked in the warehouse portions of our facilities and is organized to facilitate the most efficient methods of retrieving product to fill customer orders. We strive to maintain a level of inventory to adequately meet current customer order demand with additional inventory to satisfy new customer orders and special programs. We maintain a safety stock of inventory to compensate for fluctuations in demand and delivery.

We ship our products from all of our locations by contract carrier, common carrier or parcel service. Products are generally shipped to the customer's main warehouses for redistribution within their network. In certain circumstances, at the request of the customer, we ship directly to

the customer's stores either via smaller direct ship orders or consolidated store orders that are cross docked.

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### **Competition**

The replacement automotive parts industry is highly competitive. Various competitive factors affecting the automotive aftermarket are price, product quality, breadth of product line, range of applications and customer service. Substantially all of our products are subject to competition with similar products manufactured by other manufacturers of aftermarket automotive repair and replacement parts. Some of these competitors are divisions and subsidiaries of companies much larger than us, and possess a longer history of operations and greater financial and other resources than we do. We also face competition from automobile manufacturers who sell through their dealerships many of the same replacement parts that we sell, although these manufacturers generally sell parts only for cars they produce. Further, some of our private label customers also compete with us.

### **Proprietary Rights**

While we take steps to register our trademarks when possible, we believe that our business is not heavily dependent on such trademark registration. Similarly, while we actively seek patent protection for the products and improvements which we develop, we do not believe that patent protection is critical to the success of our business. Rather, the quality, price and availability of our product is critical to our success.

### **Employees**

At December 28, 2013, we had 1,452 employees worldwide, essentially all of which were employed full-time. Of these employees, 894 were engaged in production, inventory, and quality control, 294 were involved in engineering, product development and purchasing, 113 were employed in sales and customer service, and the remaining 151 were devoted to administration.

No domestic employees are covered by any collective bargaining agreement. We consider our relations with our employees to be generally good.

### **Available Information**

Our Internet address is [www.dormanproducts.com](http://www.dormanproducts.com). The information on this website is not and should not be considered part of this Form 10-K and is not incorporated by reference in this Form 10-K. This website is, and is only intended to be, for reference purposes only. We make available free of charge on our web site our annual report on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as soon as reasonably practicable after we electronically file such material with, or furnish it to, the Securities and Exchange Commission (the "SEC"). In addition, we will provide, at no cost, paper or electronic copies of our reports and other filings made with the SEC. Requests should be directed to: Dorman Products, Inc. Office of General Counsel, 3400 East Walnut Street, Colmar, Pennsylvania 18915.

### **Item 1A. Risk Factors**

In addition to the other information set forth in this report, you should carefully consider the following factors, which could materially affect our business, financial condition or future results. The risks described below are not the only risks we face. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially affect our business, financial conditions or results of operations.

#### **We May Lose Business to Competitors.**

Competition within the automotive aftermarket parts business is intense. We compete in North America with both original equipment parts manufacturers and with companies that, like us, supply parts only to the automotive aftermarket. We expect such competition to continue. If we are unable to compete successfully in our industry we could lose customers.

#### **Unfavorable Economic Conditions May Adversely Affect Our Business.**

Adverse changes in economic conditions, including inflation, recession, or instability in the financial markets or credit markets may either lower demand for our products or increase our operational costs, or both. Such conditions may also materially



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impact our customers, suppliers and other parties with whom we do business. Our revenue will be adversely affected if demand for our products declines. The impact of unfavorable economic conditions may also impair the ability of our customers to pay for products they have purchased. As a result, reserves for doubtful accounts and write-offs of accounts receivables may increase and failure to collect a significant portion of amounts due on those receivables could have a material adverse effect on our results of operations and financial condition.

### **The Loss or Decrease in Sales Among One of Our Top Customers Could Have a Substantial Negative Impact on Our Sales and Operating Results.**

A significant percentage of our sales has been, and will continue to be, concentrated among a relatively small number of customers. During fiscal 2013, fiscal 2012 and fiscal 2011, four customers (AutoZone, Advance Auto Parts, O'Reilly Auto Parts and Genuine Parts Co.) each accounted for more than 10% and in the aggregate accounted for 57% of net sales in each period. We anticipate that this concentration of sales among customers will continue in the future. The loss of a significant customer or a substantial decrease in sales to such a customer could have a material adverse effect on our sales and operating results.

### **Customer Consolidation in the Automotive Aftermarket May Lead to Customer Contract Terms Less Favorable to Us Which May Negatively Impact Our Financial Results.**

The automotive aftermarket has been consolidating over the past several years. By way of example, in October 2013, Advance Auto Parts agreed to acquire General Parts International, Inc. (Carquest), one of the largest automotive parts distributors. As a result of such consolidations, many of our customers have grown larger and therefore have more leverage in the arms-length negotiations of agreements with us for the sale of our products. Customers may require us to provide extended payment terms and returns of slow moving product in order to obtain new or retain existing business. While we attempt to avoid or minimize such concessions, in some cases payment terms to customers have been extended and returns of product have exceeded historical levels. The product returns primarily affect our profit levels while payment terms extensions generally reduce operating cash flow and require additional capital to finance the business. We expect both of these trends to continue for the foreseeable future.

### **The Cancellation or Rescheduling of Orders May Cause Our Operating Results to Fluctuate.**

The cancellation or rescheduling of orders may cause our operating results to fluctuate. Although we make every reasonable effort to maintain ongoing relationships with our customers, there is an ongoing risk that orders may be cancelled or rescheduled due to fluctuations in our customers' business needs or overall market demand for our products. Additionally, although we serve more than 3,100 individual accounts, the cancellation or rescheduling of orders by larger customers may still have a material adverse effect on our operating results from time to time.

### **Our Business May be Negatively Impacted By Foreign Currency Fluctuations and Our Dependence on Foreign Suppliers.**

In fiscal 2013, approximately 75% of our products were purchased from vendors in a variety of foreign countries. The products generally are purchased through purchase orders with the purchase price specified in U.S. dollars. Accordingly, we generally do not have exposure to fluctuations in the relationship between the dollar and various foreign currencies between the time of execution of the purchase order and payment for the product. To the extent that the dollar decreases in value relative to foreign currencies in the future, the price of the product in dollars for new purchase orders may increase.

The largest portion of our overseas purchases is from China. Since January 2011, the Chinese Yuan has increased approximately 7.9% relative to the U.S. Dollar. A continued increase in the value of the Yuan relative to the U.S. Dollar will likely result in an increase in the cost of products that we purchase from China.

As a result of the magnitude of our foreign sourcing, our business may be subject to risks, including the following:

uncertainty caused by the elimination of import quotas and the possible imposition of additional quotas or antidumping or countervailing duties or other retaliatory or punitive trade measures;

imposition of duties, taxes and other charges on imports;

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significant devaluation of the dollar against foreign currencies;

restrictions on the transfer of funds to or from foreign countries;

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political instability, military conflict or terrorism involving the United States or any of the countries where our products are manufactured, which could cause a delay in transportation or an increase in costs of transportation, raw materials or finished product or otherwise disrupt our business operations; and

disease, epidemics and health-related concerns could result in closed factories, reduced workforces, scarcity of raw materials and scrutiny and embargoing of goods produced in infected areas.

If these risks limit or prevent us from acquiring products from foreign suppliers or significantly increase the cost of our products, our operations could be seriously disrupted until alternative suppliers are found, which could negatively impact our business.

### **We Extend Credit to Our Customers Who May Be Unable to Pay In the Future.**

We regularly extend credit to our customers. A significant percentage of our accounts receivable have been, and will continue to be concentrated among a relatively small number of automotive retailers and automotive parts distributors in the United States. Our five largest customers accounted for 81% and 86% of total accounts receivable as of December 28, 2013 and December 29, 2012, respectively. Management continually monitors the credit terms and credit limits of these and other customers. If any of these customers were unable to pay, our business and financial condition would be adversely affected.

### **The Loss of a Key Vendor Could Lead to Increased Costs and Lower Profit Margins.**

The majority of the products we sell are purchased from a number of foreign vendors. If any of our existing vendors fail to meet our needs, we believe that sufficient capacity exists in the open market to supply any shortfall that may result. Nevertheless, it is not always possible to replace a vendor without a disruption in our operations and replacement of a significant vendor is often at higher prices.

### **Limited Shelf Space May Adversely Affect Our Ability to Expand Our Product Offerings.**

Since the amount of space available to a retailer and other purchasers of our products is limited, our products compete with other automotive aftermarket products, some of which are entirely dissimilar and otherwise non-competitive (such as car waxes and engine oil), for shelf and floor space. No assurance can be given that additional space will be available in our customers' stores to support the expansion of the number of products that we offer.

### **If We Do Not Continue to Develop New Products and Bring Them to Market, Our Business, Financial Condition and Results of Operations Could Be Materially Impacted.**

The development and production of new products is often accompanied by design and production delays and related costs typically associated with the development and production of new products. While we expect and plan for such delays and related costs, we cannot predict with precision the time and expense required to overcome these initial problems so that the products comply with specifications. There is a risk that we may not be able to introduce or bring to full-scale production new products as quickly as we expected in our product introduction plans, which could have a material adverse effect on our business, financial condition, and results of operations.

### **An Increase in Patent Filings by Original Equipment Manufacturers Could Negatively Impact Our Ability to Develop New Products.**

We have seen an increase in patent requests for new designs made by original equipment manufacturers. If original equipment manufacturers are able to obtain patents on new designs at a rate higher than historical levels, we could be restricted or prohibited from selling aftermarket products covered by such items until such patents expire, which could have an adverse impact on our business.

### **Quality Problems with Our Products Could Damage Our Reputation and Adversely Affect Our Business.**

We have experienced, and in the future may experience, reliability, quality, or compatibility problems in products after their production and sale to customers. Product quality problems could result in damage to our reputation, loss of customers, a decrease in revenue, litigation, unexpected expenses, and a loss of market share. We have invested and will continue to invest in our engineering, design, and quality infrastructure in an effort to reduce and potentially eliminate these problems; however, there can be no assurance that we can successfully remedy all of these issues. To the extent we experience significant quality problems in the future our business and results of operations may be negatively impacted.





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### **Loss of Third-Party Transportation Providers Upon Whom We Depend or Increases in Fuel Prices Could Increase Our Costs or Cause a Disruption in Our Operations.**

We depend upon third-party transportation providers for delivery of our products to us and to our customers. Strikes, slowdowns, transportation disruptions or other conditions in the transportation industry, including, but not limited to, shortages of truck drivers, disruptions in rail service, decreases in ship building or increases in fuel prices, could increase our costs and disrupt our operations and our ability to service our customers on a timely basis.

### **We May Not Properly Execute, or Realize Anticipated Cost Savings or Benefits from, Our Ongoing Information Technology Initiatives.**

Our success is partly dependent on properly executing, and realizing cost savings or other benefits from, our ongoing information technology initiatives. These initiatives are primarily designed to make us more efficient in the development, acquisition and distributions of our products, which is necessary in our highly competitive industry. These initiatives are often complex, and a failure to implement them properly may, in addition to not meeting projected cost savings or benefits, result in an interruption to our business functions.

### **Unfavorable Results of Legal Proceedings Could Materially Adversely Affect Us.**

We are subject to various legal proceedings and claims that have arisen out of the ordinary course of our business which are not yet resolved and additional claims may arise in the future. Although we currently believe that resolving all of these matters, individually or in the aggregate, will not have a material adverse impact on our financial position, legal claims and proceedings are subject to inherent uncertainty and our view on these matters may change in the future. Regardless of merit, litigation may be both time-consuming and disruptive to our operations and cause significant expense and diversion of management attention. Should we fail to prevail in certain matters, we may be faced with significant monetary damages or injunctive relief that would materially adversely affect our business and financial condition and operating results.

### **We Have No History of Paying Regular Dividends And Do Not Intend to Pay Regular Dividends.**

On December 5, 2012, we announced a special cash dividend of \$1.50 per share payable on December 28, 2012 to shareholders of record at the close of business on December 17, 2012. This special cash dividend notwithstanding, we do not intend to pay regular cash dividends. Rather, for the foreseeable future, we intend to retain our earnings, if any, for the operation and continued expansion of our business.

### **Dorman's Chairman of the Board and Chief Executive Officer and His Family Members Have a Controlling Influence on the Company.**

As of February 18, 2014, Steven L. Berman, our Chairman and Chief Executive Officer and director of Dorman Products, Inc., and his family members beneficially own approximately 26% of the outstanding Common Stock and have a controlling influence over the election of the Board of Directors and the outcome of most corporate actions requiring shareholder approval (including certain fundamental transactions) and the affairs of the Company. Such concentration of ownership may have the effect of delaying, preventing or deterring a change in control of the Company, could deprive shareholders of an opportunity to receive a premium for their common stock as part of a sale of the Company and might ultimately affect the market price of our common stock.

### **Our Success Depends on the Efforts of Our Management Team.**

The success of our business will continue to be dependent upon Steven L. Berman, Chairman of the Board and Chief Executive Officer, Secretary and Treasurer, other executive officers and key employees and our ability to attract and retain other skilled managers. The loss of the services of any of these individuals for an extended period of time could have a material adverse effect on our business.

### **Our Operations, Revenues and Operating Results, and the Operations of Our Third Party Manufacturers, Suppliers and Customers, may be Subject to Quarter to Quarter Fluctuations and Disruptions from Events Beyond Our or Their Control.**

Our operations, revenues and operating results, as well as the operations of our third party manufacturers, suppliers and customers, may be subject to quarter to quarter fluctuations and disruptions from a variety of causes outside of our or their control, including work stoppages, market volatility, acts of war, terrorism, cyber incidents, pandemics, fire, earthquake, flooding, changes in weather patterns, weather or seasonal fluctuations or other climate-based changes, including hurricanes or tornadoes, or other natural disasters. If a major disruption were to occur at our operations or the operations of our third party manufacturers, suppliers or customers, it could result in harm to people or the natural environment, delays in shipments of products to customers or suspension of operations, any of which could have a material adverse effect on our business, revenues and operating results.



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**New Regulations Related to Conflict Minerals Could Adversely Impact Our Business.**

The Dodd-Frank Wall Street Reform and Consumer Protection Act ( Dodd-Frank ) contains provisions to improve transparency and accountability concerning the supply of certain minerals, known as conflict minerals , originating from the Democratic Republic of Congo (DRC) and adjoining countries. In August, 2012, as required by Dodd-Frank, the SEC adopted rules requiring disclosure regarding the use of conflict minerals. The new rules required us to begin due diligence efforts during 2013 to determine the sources of conflict minerals used in our products. The implementation of these rules could adversely affect the sourcing, supply, and pricing of materials used in our products.as the number of suppliers who provide conflict-free minerals may be limited. We may also suffer reputational harm if we determine that certain of our products contain minerals not determined to be conflict-free or if we are unable to modify our products to avoid the use of such materials. We may also face challenges in satisfying customers who may require that our products be certified as containing conflict-free minerals.

**Item 1B. Unresolved Staff Comments.**

None

**Item 2. Properties.**

Facilities

We currently have 15 warehouse and office facilities located throughout the United States, Canada, China and India. Two of these facilities are owned and the remainder are leased. Our headquarters and principal warehouse facilities are as follows:

| Location      | Description   |
|---------------|---|
| Colmar, PA    | Corporate Headquarters                              |
|               | Warehouse and office - 339,500 sq. ft. (leased) (1) |
| Warsaw, KY    | Warehouse and office - 710,500 sq. ft. (owned)      |
| Portland, TN  | Warehouse and office - 475,000 sq. ft. (leased)     |
| Louisiana, MO | Warehouse and office - 90,000 sq. ft. (owned)       |
| Sanford, NC   | Warehouse and office - 8,000 sq. ft. (leased)       |

- (1) We lease the Colmar facility from a partnership of which Steven L. Berman, Chairman of the Board and Chief Executive Officer of the Company, and his family members are partners. Under our lease agreement we paid rent of \$4.51 per square foot (\$1.5 million per year) in fiscal 2013. The rents payable will be adjusted on January 1 of each year to reflect annual changes in the Consumer Price Index for All Urban Consumers U.S. City Average, All Items. On November 15, 2012, we entered into a new lease with the partnership that expires on December 31, 2017. In the opinion of the Audit Committee, the terms of this lease are no less favorable than those which could have been obtained from an unaffiliated party.

**Item 3. Legal Proceedings.**

We are a party to or otherwise involved in legal proceedings that arise in the ordinary course of business, such as various claims and legal actions involving contracts, competitive practices, trademark and patent rights, product liability claims and other matters arising out of the conduct of our business. In the opinion of management, none of the actions, individually or in the aggregate, would likely have a material financial impact on the Company and we believe the range of reasonably possible losses from current matters is immaterial.

**Item 4. Mine Safety Disclosures.**

Not applicable

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Executive Officers of the Registrant.

The following table sets forth certain information with respect to our executive officers:

| Name                | Age | Position with the Company   |
|---------------------|-----|---|
| Steven L. Berman    | 54  | Chairman of the Board, Chief Executive Officer, Secretary and Treasurer |
| Mathias J. Barton   | 54  | President and Director  |
| Jeffrey L. Darby    | 46  | Senior Vice President, Sales and Marketing                              |
| Michael B. Kealey   | 39  | Senior Vice President, Product  |
| Thomas J. Knoblauch | 57  | Vice President, General Counsel and Assistant Secretary                 |
| Matthew S. Kohnke   | 42  | Chief Financial Officer   |

Steven L. Berman is Chairman of the Board, Chief Executive Officer, Secretary and Treasurer of the Company. Mr. Berman became Chairman, Chief Executive Officer, Secretary and Treasurer in January 2011. He previously held the positions of President, Secretary and Treasurer and a director of the Company from October 24, 2007 to January 30, 2011. Prior to October 24, 2007, he served as Executive Vice President, Secretary and Treasurer and a director of the Company since its inception in 1978. He attended Temple University.

Mathias J. Barton joined the Company in November 1999 as Senior Vice President, Chief Financial Officer. He became co-President of the Company in February 2011 and President in August 2013. Mr. Barton was appointed as a member of our Board of Directors in January 2014. Prior to joining the Company, Mr. Barton was Senior Vice President and Chief Financial Officer of Central Sprinkler Corporation, a manufacturer and distributor of automatic fire sprinklers, valves and component parts. From May 1989 to September 1998, Mr. Barton was employed by Rapidforms, Inc., a manufacturer of business forms and other products, most recently as Executive Vice President and Chief Financial Officer. He is a graduate of Temple University.

Jeffrey L. Darby joined the Company in November 1998 as a National Account Manager. He became Senior Vice President, Sales and Marketing in February 2011. Prior to joining the Company, Mr. Darby worked for Federal Mogul Corporation/Moog Automotive, an automotive parts supplier, beginning in 1990. He holds an MBA Degree from Fairleigh Dickenson University and a B.A. Degree from William Paterson University.

Michael B. Kealey joined Dorman Products in November of 2002, as a Product Manager. He became Senior Vice President, Product in February 2011. He previously held the positions of Vice President Product from January 2007 through January 2011, and Director Product Management from April 2003 through December 2006. Prior to joining the company, Mr. Kealey was employed by Eastern Warehouse Distributors, Inc., a distributor of automotive replacement parts, most recently as Vice President Purchasing. He attended Temple University.

Thomas J. Knoblauch joined the Company in April 2005 as Vice President and General Counsel. In May 2005, Mr. Knoblauch was appointed Assistant Secretary. Prior to joining the Company he was Corporate Counsel at SunGard Data Systems, Inc. a software and technology services company, from 1996 to 2000 and General Counsel at Rosenbluth International, Inc., a corporate travel company, from 2000 to May 2005. He is a graduate of Widener University, St. Joseph's University, the Widener University School of Law, and the Temple University Beasley School of Law Graduate Tax Program. Mr. Knoblauch is a member of both the Pennsylvania and New York Bar.

Matthew S. Kohnke joined Dorman Products in May 2002 as Vice President Corporate Controller. He became Vice President and Chief Financial Officer of the Company in February 2011. Prior to joining the Company, Mr. Kohnke worked for Arthur Andersen LLP, beginning as an intern in January 1992 and advancing to manager in the Audit and Business Advisory practice. He is a graduate of Villanova University.

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## PART II

**Item 5. Market for Registrant's Common Equity, Related Shareholder Matters and Issuer Purchases of Equity Securities.**

Our shares of common stock are traded publicly on the NASDAQ Global Select Market under the ticker symbol DORM. At February 18, 2014 there were 166 holders of record of common stock, representing more than 5,900 beneficial owners. The last price for our common stock on February 18, 2014, as reported by the NASDAQ Global Select Market, was \$51.83 per share. On December 28, 2012, we paid a special cash dividend to all common stockholders of record on December 17, 2012 of \$1.50 for each share of common stock outstanding. We do not presently contemplate paying regular or special dividends in the foreseeable future. The range of high and low sales prices for our common stock for each quarterly period of fiscal 2013 and fiscal 2012 are as follows:

|                | Fiscal 2013 |          | Fiscal 2012 <sup>(1)</sup> |          |
|----------------|-------------|----------|----------------------------|----------|
|                | High        | Low      | High                       | Low      |
| First Quarter  | \$ 38.45    | \$ 32.70 | \$ 25.67                   | \$ 18.05 |
| Second Quarter | 47.21       | 33.63    | 26.06                      | 21.94    |
| Third Quarter  | 52.43       | 44.94    | 31.95                      | 24.11    |
| Fourth Quarter | 56.42       | 46.49    | 34.97                      | 28.90    |

- (1) On June 15, 2012, we paid a stock dividend to all shareholders of our common stock of record on June 1, 2012 of one share of common stock for each share of common stock outstanding. All share price information has been adjusted to reflect the stock dividend paid on June 15, 2012.

For the information regarding our equity compensation plans, see Item 12, Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

**Stock Performance Graph.** Below is a line graph comparing the cumulative total shareholder return for our common stock with the cumulative total shareholder return for the Automotive Parts & Accessories Peer Group of the Morningstar Group Index (formerly Hemscott Group Index) and the NASDAQ Composite Market Index for the period from December 27, 2008 to December 28, 2013. The Automotive Parts & Accessories Peer Group is comprised of 130 public companies and the information was furnished by Morningstar, Inc. through Zacks Investment Research, Inc. The graph assumes \$100 invested on December 27, 2008 in our common stock and each of the indices, and that the dividends were reinvested when and as paid. In calculating the cumulative total shareholder returns, the companies included are weighted according to the stock market capitalization of such companies.

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**Stock Repurchases**

During the last three months of the fiscal year ended December 28, 2013, we purchased shares of our Common Stock as follows:

| Period                                      | Total Number of Shares Purchased (1) | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs | Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs (2) |
|---|--------------------------------------|------------------------------|--|--|
| September 29, 2013 through October 26, 2013 | 4,030                                | \$ 48.29                     |  |  |
| October 27, 2013 through November 23, 2013  | 3,140                                | \$ 47.30                     |  |  |
| November 24, 2013 through December 28, 2013 | 11,196                               | \$ 51.69                     |  | \$ 10,000,000  |
| Total                                       | 18,366                               | \$ 50.19                     |  | \$ 10,000,000  |

- (1) Includes 1,956 shares of our common stock withheld from participants for income tax withholding purposes in connection with the vesting of restricted stock grants during the period. The restricted stock was issued to participants pursuant to our 2008 Stock Option and Incentive Plan. Also includes 16,410 shares purchased from the Dorman Products, Inc. 401(k) Plan and Trust (as described in Note 12 to the Notes to Consolidated Financial statements in this annual report on Form 10-K).
- (2) On December 12, 2013 we announced that our Board of Directors authorized the purchase of up to \$10 million of our outstanding common stock. This stock repurchase authorization expires at the end of 2014. Under this program, share repurchases may be made from time to time depending on market conditions, share price and availability and other factors at our discretion. We did not purchase any shares under this program during the quarter ended December 28, 2013.

**Item 6. Selected Financial Data.**

| (in thousands, except per share data)          | December 28, 2013 | December 29, 2012 (c) | Fiscal year ended (1)<br>December 31, 2011 (d) | December 25, 2010 | December 26, 2009 |
|--|-------------------|-----------------------|--|-------------------|-------------------|
| <b>Statement of Operations Data:</b>           |                   |                       |  |                   |                   |
| Net sales                                      | \$ 664,466        | \$ 570,420            | \$ 513,432                                     | \$ 438,205        | \$ 358,519        |
| Income from operations                         | 127,939           | \$ 104,231            | 87,637   | 76,807            | 44,098            |
| Income from continuing operations              | 81,920            | 66,405                | 56,202   | 48,101            | 26,968            |
| Income (loss) from discontinued operations (a) |                   | 4,557                 | (2,925)  | (1,963)           | (473)             |
| Net income                                     | \$ 81,920         | \$ 70,962             | \$ 53,277                                      | \$ 46,138         | \$ 26,495         |
| <b>Earnings per share</b>                      |                   |                       |  |                   |                   |
| <b>Basic</b>                                   |                   |                       |  |                   |                   |
| Income from continuing operations              | \$ 2.25           | \$ 1.84               | \$ 1.57  | \$ 1.35           | \$ 0.76           |
| Income (loss) from discontinued operations     |                   | 0.12                  | (0.08)   | (0.06)            | (0.01)            |
| Net income                                     | \$ 2.25           | \$ 1.96               | \$ 1.49  | \$ 1.29           | \$ 0.75           |
| <b>Diluted</b>                                 |                   |                       |  |                   |                   |
| Income from continuing operations              | \$ 2.24           | \$ 1.82               | \$ 1.55  | \$ 1.33           | \$ 0.75           |

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|  |                |                |                |                |                |        |
|--|----------------|----------------|----------------|----------------|----------------|--------|
| Income (loss) from discontinued operations |                |                | 0.12           | (0.08)         | (0.06)         | (0.01) |
| <b>Net income</b>                          | <b>\$ 2.24</b> | <b>\$ 1.94</b> | <b>\$ 1.47</b> | <b>\$ 1.27</b> | <b>\$ 0.74</b> |        |
| <b>Balance Sheet Data:</b>                 |                |                |                |                |                |        |
| Total assets                               | \$ 529,169     | \$ 412,683     | \$ 382,116     | \$ 326,960     | \$ 260,203     |        |
| Working capital                            | \$ 340,702     | \$ 272,364     | \$ 265,600     | \$ 218,935     | \$ 173,153     |        |
| Long-term debt                             | \$             | \$             | \$             | \$             | \$ 266         |        |
| Dividends paid (b)                         | \$             | \$ 54,716      | \$             | \$             | \$             |        |
| Shareholders' equity                       | \$ 413,641     | \$ 332,872     | \$ 317,103     | \$ 263,153     | \$ 215,335     |        |

- (1) We operate on a fifty-two, fifty-three week period ending on the last Saturday of the calendar year.
- (a) On September 21, 2011, we announced our plan to exit the international portion of our ScanTech business due to continued operating losses and to focus on growing our North American business. The results of ScanTech have been presented as a discontinued operation in the Statement of Operations data presented above.
- (b) On December 5, 2012, we announced a special cash dividend of \$1.50 per share of common stock payable on December 28, 2012 to shareholders of record at the close of business on December 17, 2012.



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- (c) Net income from discontinued operations includes a reclassification of approximately \$3.0 million of a previously recognized currency translation adjustments from accumulated other comprehensive income to net income (\$0.08 per share) and \$1.4 million of benefits related to foreign tax credits we expect to utilize in the future (\$0.04 per share).
- (d) Net income from discontinued operations includes charges of \$2.2 million to write down inventory and tooling (\$0.06 per share) and \$0.4 million to write down other assets and to accrue employee-related costs (\$0.01 per share).

### **Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.**

#### **Cautionary Statement Regarding Forward Looking Statements**

Certain statements in this document constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. While forward-looking statements sometimes are presented with numerical specificity, they are based on various assumptions made by management regarding future circumstances over many of which the Company has little or no control. Forward-looking statements may be identified by words including anticipate, believe, estimate, expect, and similar expressions. The Company cautions readers that forward-looking statements, including, without limitation, those relating to future business prospects, revenues, working capital, liquidity, and income, are subject to certain risks and uncertainties that would cause actual results to differ materially from those indicated in the forward-looking statements. Factors that could cause actual results to differ from forward-looking statements include but are not limited to competition in the automotive aftermarket industry, unfavorable economic conditions, loss of suppliers, loss of third-party transportation providers, an increase in patent filings by original equipment manufacturers, quality problems, delay in the development and design of new products, space limitations on our customers' shelves, concentration of the Company's sales and accounts receivable among a small number of customers, the impact of consolidation in the automotive aftermarket industry, foreign currency fluctuations, timing and amount of customers' orders of Company's products, dependence on senior management, disruption from events beyond the Company's control, and other risks and factors identified from time to time in the reports the Company files with the SEC. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, estimated or projected. For additional information concerning factors that could cause actual results to differ materially from the information contained in this report, reference is made to the information in Part I, Item 1A Risk Factors.

#### **Overview**

We are a leading supplier of replacement parts and fasteners for passenger cars, light trucks, and heavy duty trucks in the automotive aftermarket. We distribute and market approximately 150,000 different SKU's of automotive replacement parts, many of which we design and engineer. These SKU's are sold under our various brand names, under our customers' private label brands or in bulk. We believe we are the dominant aftermarket supplier of original equipment dealer exclusive items. Original equipment dealer exclusive parts are those parts which were traditionally available to consumers only from original equipment manufacturers or salvage yards. These parts include, among other parts, intake manifolds, exhaust manifolds, window regulators, radiator fan assemblies, tire pressure monitor sensors, complex electronics devices, and exhaust gas recirculation (EGR) coolers.

We generate virtually all of our revenues from customers in the North American automotive aftermarket, primarily in the United States and Canada. Our products are sold through automotive aftermarket retailers; national, regional and local warehouse distributors and specialty markets; and salvage yards. We distribute automotive replacement parts outside the United States, with sales into Europe, Mexico, the Middle East, Asia and Canada.

#### **Executive Overview**

We achieved record net sales and net income in 2013. Net sales from continuing operations increased 16% over fiscal 2012 levels to \$664.5 million, while net income from continuing operations increased 23% to \$81.9 million. We believe our strong financial results have been driven by favorable industry dynamics, sales growth resulting from new product sales, continued investments in new product development and a commitment to process improvements.

The automotive aftermarket has benefited from some of the factors affecting the general economy, including the impact of the recent recession, continued high unemployment, and high gas prices. We believe vehicle owners have become more likely to keep their current vehicles longer and perform necessary repairs and maintenance in order to keep those vehicles well maintained as a result of these factors. According to data published by Polk, a division of IHS Automotive, the average age of vehicles increased to 11.4 years as of August 2013. The number of miles driven is another important statistic that impacts our business. Generally, as vehicles are driven more miles, the more likely it is that parts will fail. The combination of the vehicle age increase and number of miles driven has accounted for a portion of our sales growth.



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The overall automotive aftermarket in which we compete has benefited from the conditions mentioned above. However, our customer base has consolidated in recent years. As a result, our customers regularly seek more favorable pricing, product returns and extended payment terms when negotiating with us. We attempt to avoid or minimize these concessions as much as possible, but we have granted pricing concessions, increased customer payment terms and allowed higher level of product returns in certain cases. These concessions impact our profit levels and may require additional capital to finance the business. We expect our customers to continue to exert pressure on our margins as the customer base continues to consolidate.

New product development is a critical success factor for us and is our primary vehicle for growth. We have made incremental investments to increase our new product development efforts each year since 2003 in an effort to grow our business and strengthen our relationships with our customers. The investments are primarily in the form of increased product development resources, increased customer and end-user awareness programs and customer service improvements. These investments have enabled us to provide an expanding array of new product offerings and grow revenues at levels that exceed market growth rates.

In 2012, we introduced a new line of products to be marketed for the medium and heavy duty truck aftermarket. We believe that this market provides many of the same opportunities for growth that the automotive aftermarket has provided us over the past several years. Our focus here is on Formerly Dealer Only parts as it is on the automotive side of the business. We launched the initial program with a limited offering, but have made additional investments in new product development efforts to expand our product offering. We currently have approximately 300 SKU s in our medium and heavy duty product line. Revenues from this product line were approximately 1% of our net sales in 2013.

In September 2013, we launched our Hybrid Drive Battery program which provides broad coverage for the most popular hybrid vehicles in service. Our hybrid drive battery packs are completely remanufactured and are extensively tested to ensure performance. Our hybrid drive batteries are plug and play direct replacements, ready to install and requiring no programming time or expense thus saving the service technicians time and the hybrid vehicle owner s money.

We may experience significant fluctuations from quarter to quarter in our results of operations due to the timing of orders placed by our customers. Generally, the second and third quarters have the highest level of customer orders. The introduction of new products and product lines to customers may cause significant fluctuations from quarter to quarter.

We operate on a fifty-two, fifty-three week period ended on the last Saturday of the calendar year. The fiscal years ended December 28, 2013 and December 29, 2012 were fifty-two week periods. The fiscal year ended December 31, 2011 was a fifty-three week period.

### **Discontinued Operations**

On September 21, 2011, we announced our plan to exit the international portion of our ScanTech business due to continued operating losses and to focus on growing our North American business. ScanTech was headquartered outside Stockholm, Sweden and distributed a line of Volvo and Saab replacement parts throughout the world. ScanTech s results of operations have been presented as a discontinued operation in the Consolidated Statement of Operations.

### **Results of Operations**

The following table sets forth, for the periods indicated, the percentage of net sales represented by certain items in our Consolidated Statements of Operations:

|  | Percentage of Net Sales<br>For the Year Ended |                   |                   |
|--|---|-------------------|-------------------|
|  | December 28, 2013                             | December 29, 2012 | December 31, 2011 |
| Net sales                                    | 100.0%  | 100.0%            | 100.0%            |
| Cost of goods sold                           | 60.7  | 62.3              | 63.1              |
| Gross profit                                 | 39.3  | 37.7              | 36.9              |
| Selling, general and administrative expenses | 20.0  | 19.4              | 19.8              |
| Income from operations                       | 19.3  | 18.3              | 17.1              |

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|   |       |       |       |
|---|-------|-------|-------|
| Interest expense, net                                 | 0.1   | 0.0   | 0.1   |
| Income from continuing operations before income taxes | 19.2  | 18.3  | 17.0  |
| Provision for income taxes                            | 6.9   | 6.7   | 6.1   |
| Net income from continuing operations                 | 12.3% | 11.6% | 10.9% |

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***Fiscal Year Ended December 28, 2013 Compared to Fiscal Year Ended December 29, 2012***

Net sales increased 16% to \$664.5 million from \$570.4 million last year. Our revenue growth was primarily driven by strong overall demand for our new products, especially those new products introduced in the preceding 24 months.

Cost of goods sold, as a percentage of net sales, decreased to 60.7% in fiscal 2013 from 62.3% in fiscal 2012. A favorable change in sales mix towards higher margin new products and the positive effects of price increases in select customer groups contributed to the improved gross margin during fiscal 2013. In addition, lower transportation costs were partially offset by \$0.8 million of higher excess and obsolete inventory charges in the 2013 period compared to the same period in 2012.

Selling, general and administrative expenses in fiscal 2013 increased approximately 20% to \$133.0 million compared to \$111.0 million in fiscal 2012. The spending increase was primarily due to higher variable costs associated with our 16% sales growth, \$3.7 million in additional investments in product management and other resources to support our new product growth efforts and \$3.2 million of depreciation and other related support costs associated with our enterprise resource planning system implementation. In addition, in January 2013 one large customer changed the way it distributes our product through its network. As a result, our selling, general and administrative costs increased by approximately \$4.6 million in fiscal 2013. Also, financing costs associated with the accounts receivable sales program increased \$0.8 million in fiscal 2013 compared to fiscal 2012.

Interest expense, net, was \$0.2 million in fiscal 2013 compared to \$0.1 million in fiscal 2012.

Our effective tax rate was 35.9% in fiscal 2013 compared to 36.2% in fiscal 2012. The effective tax rate in fiscal 2013 benefited from increased research and development tax credits and from lower state income taxes.

***Fiscal Year Ended December 29, 2012 Compared to Fiscal Year Ended December 31, 2011***

Net sales increased 11% over the prior year to \$570.4 million from \$513.4 million last year. Excluding the impact of an additional \$4.8 million in sales due to a fifty-third week in fiscal 2011, revenues increased 12% over fiscal 2011 levels. Our revenue growth was driven by overall strong demand for our products and higher new product sales.

Cost of goods sold, as a percentage of net sales decreased to 62.3% in fiscal 2012 from 63.1% in the same period last year. Lower transportation costs contributed approximately one-half of the difference. The remaining variance was primarily the result of a favorable sales mix towards higher margin products, and provisions for excess and obsolete inventory were \$1.0 million lower in fiscal 2012 than in fiscal 2011.

Selling, general and administrative expenses in fiscal 2012 increased 9% to \$111.0 million from \$101.6 million in fiscal 2011. The spending increase in fiscal 2012 was primarily the result of approximately \$3.2 million of increased payroll expenses due to investments in additional product management and other resources to support our product development and growth efforts, \$1.7 million of higher incentive compensation expenses and \$0.9 million of increased financing costs associated with our accounts receivable sales programs. However, selling, general and administrative expenses decreased to 19.4% of net sales from 19.8% of net sales as we were able to leverage our expenses over growing net sales.

Interest expense, net, was \$0.1 million in fiscal 2012 and fiscal 2011.

Our effective tax rate increased to 36.2% in fiscal 2012 from 35.8% in the prior year. The effective tax rate in fiscal 2011 was favorably impacted by the 2011 receipt of tax exempt life insurance proceeds to fund an officer's death benefit.

**Liquidity and Capital Resources**

Historically, we have financed our growth through a combination of cash flow from operations, accounts receivable sales programs provided by certain customers and through the issuance of senior indebtedness through our bank credit facility and senior note agreements. Cash and cash equivalents as of December 28, 2013 increased to \$60.6 million from \$27.7 million as of December 29, 2012 primarily due to increased operating cash flow which was not fully offset by capital expenditures. Working capital was \$340.7 million at December 28, 2013 compared to \$272.4 million at December 29, 2012. We had no long-term debt or borrowings under our Revolving Credit Facility at December 28, 2013 or December 29, 2012. Shareholders' equity was \$413.6 million at December 28, 2013 and \$332.9 million at December 29, 2012.

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Over the past several years we have continued to extend payment terms to certain customers as a result of customer requests and market demands. These extended terms have resulted in increased accounts receivable levels and significant uses of cash flow. We participate in accounts receivable sales programs with several customers which allow us to sell our accounts receivable to financial institutions to offset the negative cash flow impact of these payment terms extensions. During fiscal 2013 and fiscal 2012,

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we sold approximately \$406.4 million and \$312.7 million, respectively, under these programs. We had the ability to sell significantly more accounts receivable under these programs if the needs of the business warranted. We expect continued pressure to extend our payment terms for the foreseeable future. Further extensions of customer payment terms will result in additional uses of cash flow or increased costs associated with the sale of accounts receivable.

We have a \$30.0 million Revolving Credit Facility which expires in June 2015. Borrowings under the facility are on an unsecured basis with interest rates ranging from LIBOR plus 75 basis points to LIBOR plus 250 basis points based upon the achievement of certain benchmarks related to the ratio of funded debt to earnings before interest, taxes, depreciation and amortization ( EBITDA ). The interest rate at December 28, 2013 was LIBOR plus 75 basis points (0.92%). There were no borrowings under the Revolving Credit Facility as of December 28, 2013. As of December 28, 2013, we had three letters of credit outstanding for approximately \$0.9 million in the aggregate which were issued to secure ordinary course of business transactions. We had approximately \$29.1 million available under the facility at December 28, 2013, net of these letters of credit. The loan agreement also contains covenants, the most restrictive of which pertain to net worth and the ratio of debt to EBITDA. As of December 28, 2013, we were in compliance with all financial covenants contained in the Revolving Credit Facility.

**Off-Balance Sheet Arrangements**

Our business activities do not include the use of unconsolidated special purpose entities, and there are no significant business transactions that have not been reflected in the accompanying financial statements.

**Contractual Obligations and Commercial Commitments**

We have obligations for future minimum rental and similar commitments under non-cancellable operating leases as well as contingent obligations related to outstanding letters of credit. These obligations as of December 28, 2013 are summarized in the tables below (in thousands):

| Contractual Obligations | Total     | Payments Due by Period |           |           |            |
|-------------------------|-----------|------------------------|-----------|-----------|------------|
|                         |           | Less than 1 year       | 1-3 years | 3-5 years | Thereafter |
| Operating leases        | \$ 12,548 | \$ 3,115               | \$ 5,686  | \$ 3,747  | \$         |
|                         | \$ 12,548 | \$ 3,115               | \$ 5,686  | \$ 3,747  | \$         |

  

| Other Commercial Commitments | Total Amount Committed | Amount of Commitment Expiration Per Period |           |           |            |
|------------------------------|------------------------|--|-----------|-----------|------------|
|                              |                        | Less than 1 year                           | 1-3 years | 3-5 years | Thereafter |
| Letters of Credit            | \$ 850                 | \$   | \$ 850    | \$        | \$         |
|                              | \$ 850                 | \$   | \$ 850    | \$        | \$         |

We have excluded from the table above unrecognized tax benefits due to the uncertainty of the amount and period of payment. As of December 28, 2013, the Company has gross unrecognized tax benefits of \$1.2 million (see Note 10, Income Taxes, to the Consolidated Financial Statements).

**Cash Flows**

Below is a table setting forth the key lines of our Consolidated Statements of Cash Flows:

| (in thousands)                        | December 28,<br>2013 | December 29,<br>2012 | December 31,<br>2011 |
|---------------------------------------|----------------------|----------------------|----------------------|
| Cash provided by operating activities | \$ 61,559            | \$ 48,911            | \$ 38,063            |

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|  |                  |                    |                  |
|--|------------------|--------------------|------------------|
| Cash used in investing activities                            | (26,563)         | (18,078)           | (18,102)         |
| Cash used in financing activities                            | (2,111)          | (53,390)           | (4)              |
| Effect of exchange rate changes on cash and cash equivalents |                  | 69                 | (224)            |
| <b>Net increase (decrease) in cash and cash equivalents</b>  | <b>\$ 32,885</b> | <b>\$ (22,488)</b> | <b>\$ 19,733</b> |

Cash provided by operating activities in fiscal 2013 increased by \$12.6 million compared to fiscal 2012 primarily due to a \$11.0 million increase in net income in fiscal 2013 compared to fiscal 2012. The sales growth in fiscal 2013 and fiscal 2012 resulted in additional accounts receivable, inventory and accounts payable. In addition, the timing of Chinese New Year and purchases to support anticipated future growth resulted in increased inventory and accounts payable in fiscal 2013 compared to fiscal 2012.



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Cash provided by operating activities in fiscal 2012 increased by \$10.8 million compared to fiscal 2011 primarily due to a \$17.7 million increase in net income which was partially offset by a \$3.0 million non-cash foreign exchange gain resulting from the substantial liquidation of our ScanTech subsidiary in fiscal 2012 and \$1.7 million increase in working capital needs in fiscal 2012. Due to our growth during the periods of fiscal 2012 and fiscal 2011, accounts receivable, inventory and accounts payable increased.

Investing activities used \$26.6 million of cash in fiscal 2013 and \$18.1 million of cash in each of fiscal 2012 and fiscal 2011 as a result of additions to property, plant and equipment. Capital spending in each period was related to the following significant projects:

In the third quarter of fiscal 2010, we began a project to replace our enterprise resource planning ( ERP ) system. This project is expected to cost between \$36 million and \$39 million for capitalized software, installation services and internal costs through 2014. Through December 28, 2013, we have paid \$22.7 million for the project, of which \$7.4 million was spent in fiscal 2013, \$8.7 million was spent in fiscal 2012 and \$4.8 was spent in fiscal 2011. The installation of the new ERP system was completed at one of our subsidiaries in January 2013 without any disruption to our operations.

During fiscal 2013, we completed a second expansion of our distribution facility in Warsaw, Kentucky. We spent \$5.7 million on this project in fiscal 2013. During fiscal 2011, we completed our first expansion. We spent \$6.3 million on this project in fiscal 2011.

The remaining capital spending in each period was related to tooling associated with new products, scheduled equipment replacements and other capital projects.

Additionally, we used approximately \$1.9 million of cash on hand in fiscal 2013 to acquire certain assets and assume certain liabilities of a remanufacturer of hybrid battery systems.

Cash used by financing activities was \$2.1 million in fiscal 2013 compared to \$53.4 million in fiscal 2012. On December 5, 2012 we announced a special cash dividend of \$1.50 per share payable on December 28, 2012 to shareholders of record at the close of business on December 17, 2012. Total cash payments resulting from this dividend were \$54.7 million in fiscal 2012. The remaining sources and uses of cash from financing activities in each period result from stock option activity and the repurchase of common stock from our 401(k) Plan.

Based on our current operating plan, we believe that our sources of available capital are adequate to meet our ongoing cash needs for at least the next twelve months.

### **Foreign Currency**

In fiscal 2013, approximately 75% of our products were purchased from vendors in a variety of foreign countries. The products generally are purchased through purchase orders with the purchase price specified in U.S. dollars. Accordingly, we generally do not have exposure to fluctuations in the relationship between the dollar and various foreign currencies between the time of execution of the purchase order and payment for the product. To the extent that the dollar decreases in value relative to foreign currencies in the future, the price of the product in dollars for new purchase orders may increase.

The largest portion of our overseas purchases comes from China. Since January 2011, the value of the Chinese Yuan has increased approximately 7.9% relative to the U.S. Dollar. A continued increase in the value of the Yuan relative to the U.S. Dollar will likely result in an increase in the cost of products that we purchase from China.

### **Impact of Inflation**

The overall impact of inflation has not resulted in a significant change in labor costs or the cost of general services utilized. The cost of many commodities that are used in our products has fluctuated over time resulting in increases and decreases in the prices of our products. In addition, we have periodically experienced increased transportation costs as a result of higher fuel prices. We will attempt to offset cost increases by passing along selling price increases to customers, using alternative suppliers and by sourcing purchases from other countries. However there

can be no assurance that we will be successful in these efforts.

**Related-Party Transactions**

We have a noncancelable operating lease for our primary operating facility from a partnership in which Steven L. Berman, our Chairman and Chief Executive Officer, and his family members are partners. Total annual rental payments each year to the partnership under the lease arrangement was \$1.5 million in each of fiscal 2013 and fiscal 2012 and was \$1.4 million in fiscal 2011. In the opinion of our Audit Committee, the terms and rates of this lease are no less favorable than those which could have been obtained from an unaffiliated party.

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We are a partner in a joint venture with one of our suppliers. Purchases from this joint venture were \$5.6 million, \$5.4 million and \$1.7 million in fiscal 2013, fiscal 2012 and fiscal 2011, respectively.

### **Critical Accounting Policies**

Our discussion and analysis of our financial condition and results of operations are based upon the Consolidated Financial Statements, which have been prepared in accordance with U.S. generally accepted accounting principles. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets and liabilities, the disclosure of contingent liabilities and the reported amounts of revenues and expenses. We regularly evaluate our estimates and judgments, including those related to revenue recognition, bad debts, customer credits, inventories, goodwill and income taxes. Estimates and judgments are based upon historical experience and on various other assumptions believed to be accurate and reasonable under the circumstances. Actual results may differ materially from these estimates due to different assumptions or conditions. We believe the following critical accounting policies affect our more significant estimates and judgments used in the preparation of our Consolidated Financial Statements.

**Allowance for Doubtful Accounts.** The preparation of our financial statements requires us to make estimates of the collectability of our accounts receivable. We specifically analyze accounts receivable and historical bad debts, customer creditworthiness, current economic trends and changes in customer payment patterns when evaluating the adequacy of the allowance for doubtful accounts. A significant percentage of our accounts receivable have been, and will continue to be, concentrated among a relatively small number of automotive retailers and warehouse distributors in the United States. Our five largest customers accounted for 81% and 86% of net accounts receivable as of December 28, 2013 and December 29, 2012, respectively. A bankruptcy or financial loss associated with a major customer could have a material adverse effect on our sales and operating results.

**Revenue Recognition and Allowance for Customer Credits.** Revenue is recognized from product sales when goods are shipped, title and risk of loss have been transferred to the customer and collection is reasonably assured. We record estimates for cash discounts, product returns and warranties, other discounts and promotional rebates in the period of the sale ( Customer Credits ). The provision for Customer Credits is recorded as a reduction from gross sales and reserves for Customer Credits are shown as a reduction of accounts receivable. Accrued customer rebates which we expect to settle in cash are classified as other accrued liabilities. Actual Customer Credits have not differed materially from estimated amounts for each period presented. Amounts billed to customers for shipping and handling are included in net sales. Costs associated with shipping and handling are included in cost of goods sold.

**Excess and Obsolete Inventory Reserves.** We must make estimates of potential future excess and obsolete inventory costs. We provide reserves for discontinued and excess inventory based upon historical demand, forecasted usage, estimated customer requirements and product line updates. We maintain contact with our customer base in order to understand buying patterns, customer preferences and the life cycle of our products. Changes in customer requirements are factored into the reserves as needed.

**Goodwill.** Goodwill is reviewed for impairment on an annual basis or whenever events or changes in circumstances indicate the carrying value of the goodwill may be impaired. In regards to the annual test, we have the option to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If we determine it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then performing the two-step impairment test is unnecessary. During fiscal 2013 and fiscal 2012, we assessed the qualitative factors which could affect the fair values of our reporting units and determined that it was not more likely than not that the fair values of each reporting unit was less than its carrying amount.

**Income Taxes.** We follow the asset and liability method of accounting for deferred income taxes. Under this method, income tax expense is recognized for the amount of taxes payable or refundable for the current year and for the change in the deferred tax liabilities and assets for the future tax consequences of events that have been recognized in an entity's financial statements or tax returns. We must make assumptions, judgments and estimates to determine our current provision for income taxes and also our deferred tax assets and liabilities and any valuation allowance to be recorded against a deferred tax asset. Our judgments, assumptions and estimates relative to the current provision for income taxes takes into account current tax laws, our interpretation of current tax laws and possible outcomes of current and future audits conducted by tax authorities. Changes in tax laws or our interpretation of tax laws and the resolution of current and future tax audits could significantly impact the amounts provided for income taxes in our Consolidated Financial Statements. Our assumptions, judgments and estimates relative to the value of a deferred tax asset takes into account predictions of the amount and category of future taxable income. Actual operating results and the underlying amount and category of income in future years could render our current assumptions, judgments and estimates of recoverable net deferred taxes inaccurate. Any of the assumptions, judgments and estimates mentioned above could cause our actual income tax obligations to differ from our estimates.



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**New and Recently Adopted Accounting Pronouncements**

Refer to Note 2, New and Recently Adopted Accounting Pronouncements, to the Notes of Consolidated Financial Statements included in this annual report on Form 10-K, which is incorporated herein.

**Item 7A. Quantitative and Qualitative Disclosures about Market Risk.**

Our market risk is the potential loss arising from adverse changes in interest rates. Substantially all of our available credit and accounts receivable sale programs bear interest rates tied to LIBOR. Under the terms of our Revolving Credit Facility and customer-sponsored programs to sell accounts receivable, a change in either the lender's base rate, LIBOR or discount rates under the accounts receivable sale programs would affect the rate at which we could borrow funds thereunder. A one percentage point increase in LIBOR or the discount rates on the accounts receivable sale programs would increase our interest expense on our variable rate debt, if any, and accounts receivable financing costs by approximately \$2.7 million in fiscal 2013 and \$1.8 million in fiscal 2012. This estimate assumes that our variable rate debt balance and the level of sales of accounts receivable remains constant for an annual period and the interest rate change occurs at the beginning of the period. The hypothetical changes and assumptions may be different from what actually occurs in the future.

Historically we have not and currently do not intend to use derivative financial instruments for trading or to speculate on changes in interest rates or commodity prices. We are not exposed to any significant market risks, foreign currency exchange risks, or interest rate risks from the use of derivative instruments. We did not hold any foreign exchange forward contracts at December 28, 2013.

**Item 8. Financial Statements and Supplementary Data.**

Our financial statement schedule that is filed with this annual report on Form 10-K is listed in Part IV Item 15 Exhibits, Financial Statements, Schedules.

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**Report of Independent Registered Public Accounting Firm**

The Board of Directors and Shareholders

Dorman Products, Inc.:

We have audited the accompanying consolidated balance sheets of Dorman Products, Inc. and subsidiaries as of December 28, 2013 and December 29, 2012, and the related consolidated statements of operations, comprehensive income, shareholders' equity, and cash flows for each of the fiscal years in the three-year period ended December 28, 2013. In connection with our audits of the consolidated financial statements, we also have audited the financial statement schedule listed under Item 15(a)(2). These consolidated financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Dorman Products, Inc. and subsidiaries as of December 28, 2013 and December 29, 2012, and the results of their operations and their cash flows for each of the fiscal years in the three-year period ended December 28, 2013, in conformity with U.S. generally accepted accounting principles. Also in our opinion, the related financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Dorman Products, Inc.'s internal control over financial reporting as of December 28, 2013, based on criteria established in Internal Control - Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated February 25, 2014 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

KPMG LLP

Philadelphia, PA

February 25, 2014

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## DORMAN PRODUCTS, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF OPERATIONS

| (in thousands, except per share data)                 | For the Year Ended   |                      |                      |
|---|----------------------|----------------------|----------------------|
|   | December 28,<br>2013 | December 29,<br>2012 | December 31,<br>2011 |
| Net sales   | \$ 664,466           | \$ 570,420           | \$ 513,432           |
| Cost of goods sold                                    | 403,498              | 355,211              | 324,165              |
| Gross profit  | 260,968              | 215,209              | 189,267              |
| Selling, general and administrative expenses          | 133,029              | 110,978              | 101,630              |
| Income from operations                                | 127,939              | 104,231              | 87,637               |
| Interest expense, net                                 | 189                  | 123                  | 103                  |
| Income from continuing operations before income taxes | 127,750              | 104,108              | 87,534               |
| Provision for income taxes                            | 45,830               | 37,703               | 31,332               |
| Income from continuing operations                     | 81,920               | 66,405               | 56,202               |
| Income (loss) from discontinued operations            |                      | 4,557                | (2,925)              |
| Net income  | \$ 81,920            | \$ 70,962            | \$ 53,277            |
| Earnings Per Share:                                   |                      |                      |                      |
| Basic:  |                      |                      |                      |
| Income from continuing operations                     | \$ 2.25              | \$ 1.84              | \$ 1.57              |
| Income (loss) from discontinued operations            |                      | 0.12                 | (0.08)               |
| Net income  | \$ 2.25              | \$ 1.96              | \$ 1.49              |
| Diluted:  |                      |                      |                      |
| Income from continuing operations                     | \$ 2.24              | \$ 1.82              | \$ 1.55              |
| Income (loss) from discontinued operations            |                      | 0.12                 | (0.08)               |
| Net income  | \$ 2.24              | \$ 1.94              | \$ 1.47              |
| Weighted Average Shares Outstanding:                  |                      |                      |                      |
| Basic   | 36,347               | 36,124               | 35,866               |
| Diluted   | 36,624               | 36,494               | 36,370               |

See accompanying Notes to Consolidated Financial Statements

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DORMAN PRODUCTS, INC. AND SUBSIDIARIES  
 CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

| (in thousands)                     | December 28,<br>2013 | For the Year Ended<br>December 29,<br>2012 | December 31,<br>2011 |
|------------------------------------|----------------------|--|----------------------|
| Net income                         | \$ 81,920            | \$ 70,962                                  | \$ 53,277            |
| Other comprehensive (loss) income: |                      |  |                      |
| Currency translation adjustments   |                      | (2,810)                                    | 58                   |
| Comprehensive income               | \$ 81,920            | \$ 68,152                                  | \$ 53,335            |

See accompanying Notes to Consolidated Financial Statements



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## DORMAN PRODUCTS, INC. AND SUBSIDIARIES

## CONSOLIDATED BALANCE SHEETS

| (in thousands, except share data)  | December 28,<br>2013 | December 29,<br>2012 |
|--|----------------------|----------------------|
| <b>Assets</b>  |                      |                      |
| <b>Current assets:</b>   |                      |                      |
| Cash and cash equivalents  | \$ 60,593            | \$ 27,708            |
| Accounts receivable, less allowance for doubtful accounts and customer credits of \$65,879 and \$56,512  | 180,777              | 140,180              |
| Inventories  | 164,421              | 145,270              |
| Deferred income taxes  | 20,798               | 20,559               |
| Prepays and other current assets   | 5,851                | 2,332                |
| <b>Total current assets</b>  | <b>432,440</b>       | <b>336,049</b>       |
| Property, plant and equipment, net   | 64,786               | 48,758               |
| Goodwill and intangible assets, net  | 30,089               | 26,553               |
| Other assets   | 1,854                | 1,323                |
| <b>Total</b>   | <b>\$ 529,169</b>    | <b>\$ 412,683</b>    |
| <b>Liabilities and shareholders' equity</b>  |                      |                      |
| <b>Current liabilities:</b>  |                      |                      |
| Accounts payable   | \$ 61,255            | \$ 42,387            |
| Accrued compensation   | 11,779               | 9,843                |
| Other accrued liabilities  | 18,704               | 11,455               |
| <b>Total current liabilities</b>   | <b>91,738</b>        | <b>63,685</b>        |
| Other long-term liabilities  | 5,310                | 3,447                |
| Deferred income taxes  | 18,480               | 12,679               |
| Commitments and contingencies (Note 11)  |                      |                      |
| <b>Shareholders' equity:</b>   |                      |                      |
| Common stock, par value \$0.01; authorized 50,000,000 shares; issued and outstanding 36,464,958 and 36,477,506 shares in 2013 and 2012, respectively | 365                  | 365                  |
| Additional paid-in capital   | 43,119               | 41,007               |
| Retained earnings  | 370,157              | 291,500              |
| <b>Total shareholders' equity</b>  | <b>413,641</b>       | <b>332,872</b>       |
| <b>Total</b>   | <b>\$ 529,169</b>    | <b>\$ 412,683</b>    |

See accompanying Notes to Consolidated Financial Statements.

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## DORMAN PRODUCTS, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF SHAREHOLDERS EQUITY

(in thousands, except share data)

|  | Common Stock<br>Shares<br>Issued | Par<br>Value | Additional<br>Paid-In<br>Capital | Cumulative<br>Translation<br>Adjustments | Retained<br>Earnings | Total      |
|--|----------------------------------|--------------|----------------------------------|--|----------------------|------------|
| <b>Balance at December 25, 2010</b>                    | 35,774,688                       | \$ 358       | \$ 34,744                        | \$ 2,752                                 | \$ 225,299           | \$ 263,153 |
| Common stock issued under Employee Stock Purchase Plan | 1,984                            |              | 28                               |  |                      | 28         |
| Shares issued under Incentive Stock Plan               | 291,318                          | 3            | 626                              |  |                      | 629        |
| Compensation expense under Incentive Stock Plan        |                                  |              | 620                              |  |                      | 620        |
| Purchase and cancellation of common stock              | (90,268)                         | (1)          | (80)                             |  | (1,505)              | (1,586)    |
| Issuance of non-vested stock                           | 178,800                          | 2            | (2)                              |  |                      |            |
| Other stock related activity                           |                                  |              | 924                              |  |                      | 924        |
| Net income   |                                  |              |                                  |  | 53,277               | 53,277     |
| Currency translation adjustments (net of tax)          |                                  |              |                                  | 58                                       |                      | 58         |
| <b>Balance at December 31, 2011</b>                    | 36,156,522                       | \$ 362       | \$ 36,860                        | \$ 2,810                                 | \$ 277,071           | \$ 317,103 |
| Shares issued under Incentive Stock Plan               | 394,861                          | 4            | 1,602                            |  |                      | 1,606      |
| Compensation expense under Incentive Stock Plan        |                                  |              | 1,007                            |  |                      | 1,007      |
| Purchase and cancellation of common stock              | (70,208)                         | (1)          | (97)                             |  | (1,845)              | (1,943)    |
| Issuance of non-vested stock, net of cancellations     | 5,000                            |              |                                  |  |                      |            |
| Other stock related activity                           | (8,669)                          |              | 1,635                            |  | 28                   | 1,663      |
| Dividends paid   |                                  |              |                                  |  | (54,716)             | (54,716)   |
| Net income   |                                  |              |                                  |  | 70,962               | 70,962     |
| Currency translation adjustments (net of tax)          |                                  |              |                                  | (2,810)                                  |                      | (2,810)    |
| <b>Balance at December 29, 2012</b>                    | 36,477,506                       | \$ 365       | \$ 41,007                        | \$                                       | \$ 291,500           | \$ 332,872 |
| Shares issued under Incentive Stock Plan               | 93,509                           | 1            | 550                              |  |                      | 551        |
| Compensation expense under Incentive Stock Plan        |                                  |              | 960                              |  |                      | 960        |
| Purchase and cancellation of common stock              | (78,580)                         | (1)          | (142)                            |  | (3,346)              | (3,489)    |
| Cancellations of non-vested stock, net of issuances    | (17,626)                         |              |                                  |  |                      |            |
| Other stock related activity                           | (9,851)                          |              | 744                              |  | 83                   | 827        |
| Net income   |                                  |              |                                  |  | 81,920               | 81,920     |
| <b>Balance at December 28, 2013</b>                    | 36,464,958                       | \$ 365       | \$ 43,119                        | \$                                       | \$ 370,157           | \$ 413,641 |

See accompanying Notes to Consolidated Financial Statements.

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## DORMAN PRODUCTS, INC. AND SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CASH FLOWS

| (in thousands)  | For the Year Ended   |                      |                      |
|---|----------------------|----------------------|----------------------|
|   | December 28,<br>2013 | December 29,<br>2012 | December 31,<br>2011 |
| <b>Cash Flows from Operating Activities:</b>                                  |                      |                      |                      |
| Net income  | \$ 81,920            | \$ 70,962            | \$ 53,277            |
| Adjustments to reconcile net income to cash provided by operating activities: |                      |                      |                      |
| Depreciation, amortization and accretion                                      | 10,159               | 8,225                | 7,737                |
| Asset write-downs   |                      |                      | 2,583                |
| Provision for doubtful accounts   | 194                  | 266                  | 318                  |
| Provision (benefit) for deferred income tax                                   | 267                  | (2,384)              | (1,997)              |
| Provision for non-cash stock compensation                                     | 960                  | 1,007                | 620                  |
| Foreign exchange gain   |                      | (2,987)              |                      |
| Changes in assets and liabilities:  |                      |                      |                      |
| Accounts receivable   | (40,791)             | (9,730)              | (22,962)             |
| Inventories   | (19,045)             | (29,405)             | 2,794                |
| Prepays and other current assets  | 840                  | 293                  | (439)                |
| Other assets  | (376)                | (144)                | (406)                |
| Accounts payable  | 17,627               | 10,738               | (2,377)              |
| Accrued compensation and other liabilities                                    | 9,804                | 2,070                | (1,085)              |
| <b>Cash provided by operating activities</b>                                  | <b>61,559</b>        | <b>48,911</b>        | <b>38,063</b>        |
| <b>Cash Flows from Investing Activities:</b>                                  |                      |                      |                      |
| Property, plant and equipment additions                                       | (24,666)             | (18,078)             | (18,102)             |
| Acquisition   | (1,897)              |                      |                      |
| <b>Cash used in investing activities</b>                                      | <b>(26,563)</b>      | <b>(18,078)</b>      | <b>(18,102)</b>      |
| <b>Cash Flows from Financing Activities:</b>                                  |                      |                      |                      |
| Dividends paid  |                      | (54,716)             |                      |
| Proceeds from exercise of stock options                                       | 551                  | 1,606                | 629                  |
| Other stock related activity  | 827                  | 1,663                | 953                  |
| Purchase and cancellation of common stock                                     | (3,489)              | (1,943)              | (1,586)              |
| <b>Cash used in financing activities</b>                                      | <b>(2,111)</b>       | <b>(53,390)</b>      | <b>(4)</b>           |
| <b>Effect of exchange rate changes on Cash and Cash Equivalents</b>           |                      | <b>69</b>            | <b>(224)</b>         |
| <b>Net Increase (Decrease) in Cash and Cash Equivalents</b>                   | <b>32,885</b>        | <b>(22,488)</b>      | <b>19,733</b>        |
| <b>Cash and Cash Equivalents, Beginning of Year</b>                           | <b>27,708</b>        | <b>50,196</b>        | <b>30,463</b>        |
| <b>Cash and Cash Equivalents, End of Year</b>                                 | <b>\$ 60,593</b>     | <b>\$ 27,708</b>     | <b>\$ 50,196</b>     |
| <b>Supplemental Cash Flow Information</b>                                     |                      |                      |                      |
| Cash paid for interest expense  | \$ 201               | \$ 219               | \$ 222               |
| Cash paid for income taxes  | \$ 44,291            | \$ 35,329            | \$ 33,398            |

See accompanying Notes to Consolidated Financial Statements.

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DORMAN PRODUCTS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 28, 2013

**1. Summary of Significant Accounting Policies**

Dorman Products, Inc. (Dorman, the Company, we, us, or our) is a leading supplier of Original Equipment (OE) Dealer Exclusive automotive replacement parts, automotive hardware, brake products and household hardware to the Automotive Aftermarket and Mass Merchandise markets. Dorman products are marketed under the OE Solutions, HELP®, TECHoice, AutoGrade, Conduct-Tite, FirstStop, Renew HD Solutions and Hybrid Drive Batteries brand names.

We operate on a fifty-two, fifty-three week period ending on the last Saturday of the calendar year. The fiscal years ended December 28, 2013 and December 29, 2012 were fifty-two week periods. The fiscal year ended December 31, 2011 was a fifty-three week period.

**Principles of Consolidation.** The Consolidated Financial Statements include our accounts and the accounts of our wholly-owned subsidiaries. All material intercompany accounts and transactions have been eliminated in consolidation.

**Use of Estimates in the Preparation of Financial Statements.** The preparation of financial statements in accordance with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**Reclassifications.** The previously reported Consolidated Financial Statements include an adjustment to present accrued customer rebates which may be settled in cash as an accrued liability. The effect of this reclassification adjustment was a \$6.4 million increase to accounts receivable and other accrued liabilities as of December 29, 2012. We believe the adjustment is inconsequential to any previous annual or interim Consolidated Financial Statements. Additionally, certain other amounts in the prior-years Consolidated Financial Statements have been reclassified to conform with current-year presentation.

**Cash and Cash Equivalents.** We consider all highly liquid short-term investments with original maturities of three months or less to be cash equivalents.

**Sales of Accounts Receivable.** We have entered into several customer sponsored programs administered by unrelated financial institutions that permit us to sell certain accounts receivable at discounted rates to the financial institutions. Transactions under these agreements were accounted for as sales of accounts receivable and were removed from our Consolidated Balance Sheet at the time of the sales transactions. During fiscal 2013, fiscal 2012 and fiscal 2011, we sold \$406.4 million, \$312.7 million and \$208.8 million, respectively, pursuant to these agreements. If receivables had not been sold, \$267.8 million and \$180.5 million of additional receivables would have been outstanding at December 28, 2013 and December 29, 2012, respectively, based on standard payment terms. Selling, general and administrative expenses include \$5.2 million, \$4.4 million and \$3.5 million in fiscal 2013, fiscal 2012 and fiscal 2011, respectively, of financing costs associated with these accounts receivable sales programs.

**Inventories.** Inventories are stated at the lower of cost or market. Cost is determined by the first-in, first-out method. We provide reserves for discontinued and excess inventory based upon historical demand, forecasted usage, estimated customer requirements and product line updates.

**Property and Depreciation.** Property, plant and equipment are recorded at cost and depreciated over their estimated useful lives, which range from three to thirty-nine years, using the straight-line method for financial statement reporting purposes and accelerated methods for income tax purposes. The costs of maintenance and repairs are expensed as incurred. Renewals and betterments are capitalized. Gains and losses on disposals are included in operating results.

Estimated useful lives by major asset category are as follows:

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|  |                |
|--|----------------|
| Buildings and building improvements            | 10 to 39 years |
| Machinery, equipment and tooling               | 3 to 10 years  |
| Software and computer equipment                | 3 to 10 years  |
| Furniture, fixtures and leasehold improvements | 3 to 15 years  |

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Long-lived assets, including property, plant and equipment, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset or asset group may not be recoverable. The impairment review is a two-step process. First, recoverability is measured by comparing the carrying amount of an asset to the estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount exceeds the estimated undiscounted future cash flows, the second step of the impairment test is performed and an impairment charge is recognized in the amount by which the carrying amount of the asset exceeds its fair value. Assets to be disposed of would be separately presented in the balance sheet and reported at the lower of the carrying amount or fair value less costs to sell, and are no longer depreciated. The assets and liabilities of a disposal group classified as held for sale would be presented separately in the appropriate asset and liability sections of the balance sheet.

**Goodwill.** Goodwill is reviewed for impairment on an annual basis or whenever events or changes in circumstances indicate the carrying value of the goodwill may be impaired. In regards to the annual test, we have the option to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If we determine it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, then performing the two-step impairment test is unnecessary. During fiscal 2013 and fiscal 2012, we assessed the qualitative factors which could affect the fair values of our reporting units and determined that it was not more likely than not that the fair values of each reporting unit was less than its carrying amount.

**Other Assets.** Other assets consist primarily of deposits and the equity value of an investment in a joint venture.

**Other Accrued Liabilities.** Other accrued liabilities consist primarily of accrued customer rebates which we expect to settle in cash of \$13.7 million and \$6.4 million as of December 28, 2013 and December 29, 2012, respectively. Also included are accrued commissions, product warranties, insurance liabilities and other current liabilities.

**Product Warranties.** We warrant our products against certain defects in material and workmanship when used as designed on the vehicle on which it was originally installed. We offer a limited lifetime warranty on all of our products. Our warranty limits the customer's remedy to the repair or replacement of the part that is defective. Estimated warranty costs are based upon actual experience and forecasts using the best historical and current claim information available.

The following table summarizes the activity of our product warranty liability included in other accrued liabilities in the accompanying Consolidated Balance Sheets:

| (in thousands)                | 2013    | 2012   | 2011  |
|-------------------------------|---------|--------|-------|
| Balance at beginning of year  | \$ 286  | \$ 70  | \$ 25 |
| Provisions for warranty costs | 1,249   | 1,064  | 586   |
| Claims paid                   | (1,445) | (848)  | (541) |
| Balance at end of year        | \$ 90   | \$ 286 | \$ 70 |

**Revenue Recognition.** Revenue is recognized from product sales when goods are shipped, title and risk of loss have been transferred to the customer and collection is reasonably assured. We record estimates for cash discounts, product returns and warranties, discounts and promotional rebates in the period of the sale ( Customer Credits ). The provision for Customer Credits is recorded as a reduction from gross sales and reserves for Customer Credits are shown as a reduction of accounts receivable. Accrued customer credits which we expect to settle in cash are classified as other accrued liabilities. Actual Customer Credits have not differed materially from estimated amounts for each period presented. Amounts billed to customers for shipping and handling are included in net sales. Costs associated with shipping and handling are included in cost of goods sold.

**Research and Development.** Research and development costs are expensed as incurred. Research and development costs totaling \$13.4 million in fiscal 2013, \$10.5 million in fiscal 2012 and \$8.6 million in fiscal 2011 have been recorded in selling, general and administrative expenses in the Consolidated Statements of Operations.

**Stock-Based Compensation.** At December 28, 2013 and December 29, 2012, we had one stock-based employee compensation plan, which is described more fully in Note 12, Capital Stock. We record equity-classified compensation expense for all awards granted. The fair value of stock options granted was determined using the Black-Scholes model. The value of restricted stock issued is based on the fair value of our common stock on the grant date.

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**Income Taxes.** We follow the asset and liability method of accounting for deferred income taxes. Deferred tax assets and liabilities are determined based on the difference between the financial statement and tax bases of assets and liabilities. Deferred tax assets or liabilities at the end of each period are determined using the tax rate expected to be in effect when taxes are actually paid or recovered.

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**Foreign Currency Translation.** Assets and liabilities of our foreign subsidiaries are translated into U.S. dollars at the rate of exchange prevailing at the end of the year. Income statement accounts are translated at the average exchange rate prevailing during the year. Translation adjustments resulting from this process are recorded directly in shareholders' equity.

**Comprehensive Income.** Comprehensive income includes all changes to shareholders' equity during a period, except those resulting from investment by and distributions to shareholders. Components of comprehensive income include net income and changes in foreign currency translation adjustments.

**Concentrations of Risk.** Financial instruments that potentially subject us to concentrations of credit risk consist primarily of cash equivalents and accounts receivable. All cash equivalents are managed within established guidelines which limit the amount which may be invested with one issuer. A significant percentage of our accounts receivable have been, and will continue to be, concentrated among a relatively small number of automotive retailers and warehouse distributors in the United States. Our five largest customers accounted for 81% and 86% of net accounts receivable as of December 28, 2013 and December 29, 2012, respectively. We continually monitor the credit terms and credit limits to these and other customers. In fiscal 2013, approximately 75% of our products were purchased from suppliers located in a variety of foreign countries, with the largest portion coming from China.

**Fair Value Disclosures.** The carrying value of financial instruments such as cash, accounts receivable, accounts payable, and other current assets and liabilities approximate their fair value based on the short-term nature of these instruments. We did not hold any foreign currency forward contracts at December 28, 2013 or December 29, 2012.

### **2. New and Recently Adopted Accounting Pronouncements**

In June 2011, the Financial Accounting Standards Board ( FASB ) issued an update to its authoritative guidance which allows only two options for presenting the components of net income and other comprehensive income: (1) in a single continuous financial statement or (2) in two separate but consecutive financial statements. The guidance is effective in two stages. The requirement to present a single continuous statement or two separate but consecutive statements was effective for us beginning January 1, 2012. The second stage requires us to disclose the effects of reclassification adjustments from other comprehensive income to net income and was effective for us on December 30, 2012. For items reclassified in their entirety, we are required to disclose the effect of the reclassification on each line of net income that is affected by the reclassification adjustment. For items not reclassified in their entirety, we are required to add a cross reference to the U.S. GAAP disclosure that includes additional information about the effect of the reclassification. The adoption of these updates affect presentation only and therefore did not impact our results of operations, financial condition or cash flows. Other comprehensive loss of \$2.8 million for the fiscal year ended December 29, 2012 is related to currency translation adjustments at our discontinued operations which is discussed in Note 4.

### **3. Acquisition**

On May 17, 2013, we acquired certain assets and assumed certain liabilities of Re-Involt Technologies, LLC, a remanufacturer of hybrid battery systems, primarily to expand our product portfolio. The purchase price was approximately \$3.7 million, comprised of \$1.9 million in cash and \$1.8 million of estimated contingent payments to the former owner. The contingent payment arrangement is based upon future earnings levels of the acquired business. In connection with this acquisition, we recorded \$3.6 million in goodwill and other intangible assets, all of which are expected to be deductible for tax purposes. The financial results of the acquired business have been included in the Consolidated Financial Statements since the acquisition date.

### **4. Discontinued Operations**

On September 21, 2011, we announced our plan to exit the international portion of our ScanTech business due to continued operating losses and to focus on growing our North American business. ScanTech was headquartered outside Stockholm, Sweden and distributed a line of Volvo and Saab replacement parts throughout the world.

The following table summarizes ScanTech's net sales and income (loss) before taxes which have been presented as a discontinued operation in the Consolidated Statements of Operations:



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| (in thousands)             | December 28,<br>2013 | December 29,<br>2012 | December 31,<br>2011 |
|----------------------------|----------------------|----------------------|----------------------|
| Net sales                  | \$                   | \$ 2,907             | \$ 15,855            |
| Income (loss) before taxes |                      | 3,203                | (3,027)              |

During fiscal 2012, we reclassified approximately \$3.0 million of previously recorded currency translation adjustments from accumulated other comprehensive income to net income as a result of the substantial liquidation of our investment and recorded a deferred tax asset of \$1.4 million related to foreign tax credits we expect to utilize in the future. In fiscal 2011, we recorded charges of \$2.2 million to write-down inventory and tooling and \$0.4 million for other asset write-downs and employee related costs.

**Table of Contents****5. Inventories**

Inventories include the cost of material, freight, direct labor and overhead utilized in the processing of our products. Inventories were as follows:

| (in thousands)      | December 28,<br>2013 | December 29,<br>2012 |
|---------------------|----------------------|----------------------|
| Bulk product        | \$ 63,550            | \$ 49,121            |
| Finished product    | 97,742               | 93,466               |
| Packaging materials | 3,129                | 2,683                |
| <b>Total</b>        | <b>\$ 164,421</b>    | <b>\$ 145,270</b>    |

**6. Property, Plant and Equipment**

Property, plant and equipment consists of the following:

| (in thousands)                                 | December 28,<br>2013 | December 29,<br>2012 |
|--|----------------------|----------------------|
| Buildings                                      | \$ 26,859            | \$ 20,460            |
| Machinery, equipment and tooling               | 58,620               | 48,830               |
| Furniture, fixtures and leasehold improvements | 3,833                | 3,384                |
| Software and computer equipment                | 53,915               | 48,299               |
| <b>Total</b>                                   | <b>143,227</b>       | <b>120,973</b>       |
| Less-accumulated depreciation and amortization | (78,441)             | (72,215)             |
| <b>Property, plant and equipment, net</b>      | <b>\$ 64,786</b>     | <b>\$ 48,758</b>     |

**7. Long-Term Debt**

Our Revolving Credit Facility, which provides for borrowings up to \$30.0 million, will expire in June 2015. Borrowings under the facility are on an unsecured basis with interest at rates ranging from LIBOR plus 75 basis points to LIBOR plus 250 basis points based upon the achievement of certain benchmarks related to the ratio of funded debt to EBITDA. The interest rate at December 28, 2013 was LIBOR plus 75 basis points (0.92 %). There were no borrowings under the Revolving Credit Facility at December 28, 2013 or December 29, 2012. We did not borrow under the Revolving Credit Facility during 2013 or 2012. The loan agreement also contains covenants, the most restrictive of which pertain to net worth and the ratio of debt to EBITDA. We are in compliance with all financial covenants contained in the Revolving Credit Facility as of December 28, 2013.

**8. Operating Lease Commitments and Rent Expense**

We lease certain equipment and operating facilities, including our primary operating facility which is leased from a partnership described in Note 9, Related Party Transactions, under non-cancelable operating leases. Approximate future minimum rental payments as of December 28, 2013 under these leases are summarized as follows:

|                |          |
|----------------|----------|
| (in thousands) |          |
| 2014           | \$ 3,115 |

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|              |                  |
|--------------|------------------|
| 2015         | 2,843            |
| 2016         | 2,843            |
| 2017         | 2,853            |
| 2018         | 894              |
| Thereafter   |                  |
| <b>Total</b> | <b>\$ 12,548</b> |

Rent expense, including payments for short-term equipment and storage rentals, was \$3.7 million in each of fiscal 2013 and fiscal 2011 and, \$3.5 million in fiscal 2012.

**Table of Contents****9. Related Party Transactions**

We have a non-cancelable operating lease for our primary operating facility from a partnership in which Steven L. Berman, our Chairman and Chief Executive Officer, and his family members are partners. Total rental payments each year to the partnership under the lease arrangement were \$1.5 million in each of fiscal 2013 and fiscal 2012, and were \$1.4 million in fiscal 2011. During 2012, we entered into a new lease with the partnership which expires December 31, 2017. In the opinion of our Audit Committee, the terms and rates of this lease are no less favorable than those which could have been obtained from an unaffiliated party.

We are a partner in a joint venture with one of our suppliers. Purchases from this joint venture were \$5.6 million, \$5.4 million and \$1.7 million in fiscal 2013, fiscal 2012 and fiscal 2011, respectively.

**10. Income Taxes**

The components of the income tax provision (benefit) are as follows:

| (in thousands)   | 2013             | 2012             | 2011             |
|------------------|------------------|------------------|------------------|
| <b>Current:</b>  |                  |                  |                  |
| Federal          | \$ 42,458        | \$ 37,192        | \$ 30,952        |
| State            | 3,105            | 2,895            | 2,377            |
|                  | 45,563           | 40,087           | 33,329           |
| <b>Deferred:</b> |                  |                  |                  |
| Federal          | 249              | (2,214)          | (1,927)          |
| State            | 18               | (170)            | (70)             |
|                  | 267              | (2,384)          | (1,997)          |
| <b>Total</b>     | <b>\$ 45,830</b> | <b>\$ 37,703</b> | <b>\$ 31,332</b> |

Also, the income tax benefit related to our discontinued operations was \$1.4 million and \$0.1 million for the years ended December 29, 2012 and December 31, 2011, respectively.

The following is a reconciliation of income taxes at the statutory tax rate to the Company's effective tax rate:

|  | 2013         | 2012         | 2011         |
|--|--------------|--------------|--------------|
| Federal taxes at statutory rate                        | 35.0%        | 35.0%        | 35.0%        |
| State taxes, net of federal tax benefit                | 1.6          | 1.7          | 1.7          |
| Proceeds from 2011 receipt of officer's life insurance |              |              | (0.8)        |
| Stock-based compensation                               |              | 0.1          | 0.1          |
| Research and development tax credit                    | (0.7)        | (0.3)        |              |
| Other  |              | (0.3)        | (0.2)        |
| <b>Effective tax rate</b>                              | <b>35.9%</b> | <b>36.2%</b> | <b>35.8%</b> |

At December 28, 2013, we have \$1.2 million of unrecognized tax benefits, \$0.9 million of which would affect our effective tax rate if recognized.

The following table summarizes the change in uncertain tax benefits for the three years ended December 28, 2013:

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| (in thousands)   | 2013     | 2012     | 2011     |
|--|----------|----------|----------|
| Balance at beginning of year                                     | \$ 1,785 | \$ 2,161 | \$ 2,532 |
| Reductions due to lapses in statutes of limitations              | (30)     | (44)     | (65)     |
| Reductions due to payments for tax positions settled             | (271)    | (379)    | (702)    |
| Reductions due to reversals of prior year positions              | (736)    | (651)    | (210)    |
| Additions based on tax positions taken during the current period | 453      | 698      | 606      |
| Balance at end of year   | \$ 1,201 | \$ 1,785 | \$ 2,161 |

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We recognize interest and penalties related to uncertain tax positions in income tax expense. As of December 28, 2013, we have approximately \$0.2 million of accrued interest related to uncertain tax positions.

Deferred income taxes result from timing differences in the recognition of revenue and expense for tax and financial statement purposes. The sources of temporary differences are as follows:

| (in thousands)                 | December 28,<br>2013 | December 29,<br>2012 |
|--------------------------------|----------------------|----------------------|
| <b>Assets:</b>                 |                      |                      |
| Inventories                    | \$ 6,546             | \$ 6,779             |
| Accounts receivable            | 12,390               | 10,847               |
| Accrued expenses               | 1,928                | 2,079                |
| Other                          | 417                  | 1,764                |
| <br>                           |                      |                      |
| Gross deferred tax assets      | 21,281               | 21,469               |
| <b>Liabilities:</b>            |                      |                      |
| Depreciation                   | 9,136                | 3,367                |
| Goodwill                       | 9,343                | 9,231                |
| Other                          | 484                  | 991                  |
| <br>                           |                      |                      |
| Gross deferred tax liabilities | 18,963               | 13,589               |
| <br>                           |                      |                      |
| Net deferred tax assets        | \$ 2,318             | \$ 7,880             |

Based on our history of taxable income and our projection of future earnings, we believe that it is more likely than not that sufficient taxable income will be generated in the foreseeable future to realize the remaining net deferred tax assets.

We file income tax returns in the United States. All years before 2010 are closed for federal tax purposes. In regard to state tax, we are currently under examination by one state tax authority for years 2008-2010. Tax years before 2009 are closed for the remaining states in which we file. We filed tax returns in Sweden through 2012 and all years prior to 2008 are closed. It is reasonably possible that audit settlements, the conclusion of current examinations or the expiration of the statute of limitations could impact the Company's unrecognized tax benefits.

**11. Commitments and Contingencies**

**Shareholder Agreement.** A shareholder agreement was entered into in September 1990 and amended and restated on July 1, 2006. Under the agreement, each of the late Richard Berman, Steven Berman, Jordan Berman, Marc Berman, Fred Berman, Deanna Berman and additional shareholders named in the agreement has, among other things, granted the others of them rights of first refusal, exercisable on a pro rata basis or in such other proportions as the exercising shareholders may agree, to purchase shares of our common stock which any of them, or upon their deaths their respective estates, proposes to sell to third parties. We have agreed with these shareholders that, upon their deaths, to the extent that any of their shares are not purchased by any of these surviving shareholders and may not be sold without registration under the Securities Exchange Act of 1933, as amended (the "1933 Act"), we will use our best efforts to cause those shares to be registered under the 1933 Act. The expenses of any such registration will be borne by the estate of the deceased shareholder. The additional shareholders party to the agreement are trusts affiliated with the late Richard Berman, Steven Berman, Jordan Berman, Marc Berman or Fred Berman, or each person's respective spouse or children.

**Legal Proceedings.** We are a party to or otherwise involved in legal proceedings that arise in the ordinary course of business, such as various claims and legal actions involving contracts, competitive practices, patent rights, trademark rights, product liability claims and other matters arising out of the conduct of our business. In the opinion of management, none of the actions, individually or in the aggregate, would likely have a material financial impact on us and we believe the range of reasonably possible losses from current matters is immaterial.

**12. Capital Stock**

**Controlling Interest by Officers, Directors and Family Members.** As of February 18, 2014, the estate of the late Richard Berman, Sharyn Berman, Steven Berman, who is Chairman and Chief Executive Officer and director of the Company, his father and his brothers beneficially own approximately 26% of the outstanding shares of our Common Stock have a controlling influence over the election of our Board of Directors, the outcome of most corporate actions requiring shareholder approval (including certain fundamental transactions) and the affairs of the Company.

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**Undesignated Stock.** We have 50,000,000 shares authorized of undesignated capital stock for future issuance. The designation, rights and preferences of such shares will be determined by our Board of Directors.

**Dividend.** On December 5, 2012, we announced a special cash dividend of \$1.50 per share payable on December 28, 2012 to shareholders of record at the close of business on December 17, 2012. This dividend resulted in a cash payment of \$54.7 million to our shareholders.

**Incentive Stock Plan.** Our 2008 Stock Option and Stock Incentive Plan (the Plan) was approved by our shareholders on May 20, 2009. Under the terms of the Plan, our Board of Directors may grant up to 2,000,000 shares of common stock in the form of shares of restricted stock, incentive stock options and non-qualified stock options or combinations thereof to officers, directors, employees, consultants and advisors. Grants under the Plan must be made within ten years of the date the Plan was approved and stock options are exercisable upon the terms set forth in the grant agreement approved by the Board of Directors, but in no event more than ten years from the date of grant. At December 28, 2013, 1,724,826 shares were available for grant under the Plan.

We grant restricted stock to certain employees and members of our Board of Directors. The value of restricted stock issued is based on the fair value of our common stock on the grant date. Vesting of restricted stock is conditional based on continued employment or service for a specified period. Compensation cost related to the stock is recognized on a straight-line basis over the vesting period. We retain the restricted stock, and any dividends paid thereto, until the vesting provisions have been met. Compensation cost related to restricted stock was \$881,000, \$803,000 and \$426,000 before taxes in fiscal 2013, fiscal 2012 and fiscal 2011, respectively.

The following table summarizes our restricted stock activity for the three years ended December 28, 2013:

|                              | Shares   | Weighted<br>Average Price |
|------------------------------|----------|---------------------------|
| Balance at December 25, 2010 | 45,000   | \$ 7.84                   |
| Granted                      | 178,800  | \$ 19.12                  |
| Vested                       | (9,000)  | \$ 7.84                   |
| Cancelled                    | (10,000) | \$ 19.40                  |
| Balance at December 31, 2011 | 204,800  | \$ 17.12                  |
| Granted                      | 15,000   | \$ 26.70                  |
| Vested                       | (45,646) | \$ 16.84                  |
| Balance at December 29, 2012 | 174,154  | \$ 18.02                  |
| Granted                      | 25,500   | \$ 45.06                  |
| Vested                       | (47,069) | \$ 17.38                  |
| Cancelled                    | (43,126) | \$ 18.28                  |
| Balance at December 28, 2013 | 109,459  | \$ 24.47                  |

As of December 28, 2013, there was approximately \$2.1 million of unrecognized compensation cost related to nonvested restricted stock, which is expected to be recognized over a weighted-average period of approximately 2.8 years.

Cash flows resulting from tax deductions in excess of the tax effect of compensation cost recognized in the financial statements are classified as financing cash flows. The excess tax benefit generated from restricted shares which were vested in fiscal 2013 and fiscal 2012 was \$0.3 million in both periods and was credited to additional paid in capital.

We grant stock options to certain employees and members of our Board of Directors. We expense the grant-date fair value of stock options. Compensation cost is recognized on a straight-line basis over the vesting period which related services are performed. The compensation cost charged against income for the year ended December 28, 2013, December 29, 2012 and December 31, 2011 was \$79,000, \$204,000 and \$194,000 before taxes, respectively. The compensation costs were classified as selling, general and administrative expense in the Consolidated Statements of Operations. No cost was capitalized during fiscal 2013, fiscal 2012 or fiscal 2011.



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No stock options were granted in fiscal 2013 or fiscal 2011. In fiscal 2012, we used the Black-Scholes option valuation model to estimate the fair value of stock options granted. Expected volatility and expected dividend yield are based on the actual historical experience of our common stock. The expected life represents the period of time that options granted are expected to be outstanding and was calculated using historical option exercise data. The risk-free rate is based on the U.S. Treasury security with terms equal to the expected time of exercise as of the grant date. The weighted-average grant-date fair value of options granted during fiscal 2012 was \$11.05 per option. We included a forfeiture assumption of 5.4% in the calculation of expense in fiscal 2013, fiscal 2012 and fiscal 2011.

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The following table summarizes the valuation assumptions used to calculate the fair value of options granted:

|                                 |           |
|---------------------------------|-----------|
|                                 | 2012      |
| Expected dividend yield         | 0%        |
| Expected stock price volatility | 59%       |
| Risk-free interest rate         | 0.9%      |
| Expected life of options        | 4.7 years |

The following table summarizes our stock option stock option activity for the three years ended December 28, 2013:

|                              | Shares    | Option Price per Share |          | Weighted Average Price | Weighted Average Remaining Terms (years) | Aggregate Intrinsic Value |
|------------------------------|-----------|------------------------|----------|------------------------|--|---------------------------|
| Balance at December 25, 2010 | 990,900   | \$ 0.47                | \$ 19.37 | \$ 4.54                |  |                           |
| Exercised                    | (298,100) | \$ 0.47                | \$ 7.74  | \$ 2.41                |  |                           |
| Balance at December 31, 2011 | 692,800   | \$ 2.00                | \$ 19.37 | \$ 5.46                |  |                           |
| Granted                      | 20,000    |                        | \$ 22.71 | \$ 22.71               |  |                           |
| Exercised                    | (438,800) | \$ 2.00                | \$ 7.74  | \$ 4.27                |  |                           |
| Balance at December 29, 2012 | 274,000   | \$ 2.54                | \$ 22.71 | \$ 8.62                |  |                           |
| Exercised                    | (96,500)  | \$ 2.54                | \$ 22.71 | \$ 7.21                |  |                           |
| Cancelled                    | (36,000)  | \$ 7.74                | \$ 22.71 | \$ 16.98               |  |                           |
| Balance at December 28, 2013 | 141,500   | \$ 5.05                | \$ 19.37 | \$ 7.13                | 3.9                                      | \$ 6,786,000              |

Options exercisable at December 28, 2013 131,500 \$ 5.05 \$ 19.37 \$ 7.09 3.7 \$ 6,313,000

The total intrinsic value of stock options exercised during fiscal 2013 was \$3.3 million. As of December 28, 2013, there was approximately \$0.1 million of unrecognized compensation cost related to non-vested stock options, which is expected to be recognized over a weighted-average period of approximately 1.6 years.

The following table summarizes information concerning currently outstanding and exercisable options at December 28, 2013:

| Range of Exercise Price      | Number Outstanding | Options Outstanding                                 |                                 | Options Exercisable |                                 |
|------------------------------|--------------------|---|---------------------------------|---------------------|---------------------------------|
|                              |                    | Weighted-Average Remaining Contractual Life (years) | Weighted-Average Exercise Price | Number Exercisable  | Weighted-Average Exercise Price |
| \$ 5.05 \$5.67               | 29,000             | 4.9   | \$ 5.65                         | 29,000              | \$ 5.65                         |
| \$ 6.24 \$6.90               | 87,500             | 2.9   | \$ 6.65                         | 87,500              | \$ 6.65                         |
| \$ 7.74                      | 19,000             | 6.0   | \$ 7.74                         | 9,000               | \$ 7.74                         |
| \$19.37                      | 6,000              | 7.0   | \$ 19.37                        | 6,000               | \$ 19.37                        |
| Balance at December 28, 2013 | 141,500            | 3.9   | \$ 7.13                         | 131,500             | \$ 7.09                         |

Cash received from option exercises during fiscal 2013 and fiscal 2012 was \$0.6 million and \$1.6 million, respectively. The excess tax benefit generated from option exercises during fiscal 2013 and fiscal 2012 was approximately \$0.8 million and \$2.4 million, respectively, and was credited to additional paid in capital.

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**Performance-Based Long Term Award Program.** In December 2012, the Compensation Committee of our Board of Directors approved the Performance-Based Long Term Award Program which connects compensation for certain of our executives to the compounded annual growth in our pre-tax income, as defined in the program, over our most recent three fiscal years. At the discretion of the Compensation Committee, the Performance-Based Long Term Award will be paid in either cash or equity. If the award is paid in equity, it will be paid under the 2008 Stock Option and Stock Incentive Plan. This is a liability-classified award. For fiscal 2013, the Compensation Committee elected to settle the award in cash.

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**Employee Stock Purchase Plan.** In March 1992, our Board of Directors adopted the Employee Stock Purchase Plan which was subsequently approved by the shareholders. The Employee Stock Purchase Plan permitted the grant of options to purchase up to 1,200,000 shares of common stock by our employees. In any given year, employees were able purchase up to 4% of their annual compensation, with the option price set at 85% of the fair market value of the stock on the date of exercise. All options granted during any year expired on the last day of the fiscal year. During fiscal 2011, optionees exercised rights to purchase 1,984 shares at prices from \$12.68 to \$16.38 per share for total net proceeds of \$28,600. Our Board of Directors cancelled this plan effective December 31, 2011.

**401(k) Retirement Plan.** The Dorman Products, Inc. 401(k) Retirement Plan and Trust (the 401(k) Plan ) is a defined contribution profit sharing and 401(k) plan covering substantially all of our employees as of December 28, 2013. Annual contributions under the 401(k) Plan are determined by our Board of Directors. Total expense related to the 401(k) Plan was \$1.9 million, \$2.0 million and \$1.6 million in fiscal 2013, fiscal 2012 and fiscal 2011 respectively. At December 28, 2013, the 401(k) Plan held 422,968 shares of our common stock.

**Common Stock Repurchases.** We periodically repurchase, at the then current market price, and cancel common stock issued to the 401(k) Plan. Shares are generally purchased from the 401(k) Plan when participants sell units as permitted by the 401(k) Plan or elect to leave the 401(k) Plan upon retirement, termination or other reasons. During fiscal 2013, our Board of Directors approved the repurchase and cancellation of 78,580 shares of our common stock at an average price of \$44.39 per share. During fiscal 2012, our Board of Directors approved the repurchase and cancellation of 70,208 shares of our common stock at an average price of \$27.68 per share.

**Share Repurchase Program.** On December 12, 2013, we announced that our Board of Directors authorized the repurchase of up to \$10,000,000 of our outstanding common stock. No shares were repurchased under the program in fiscal 2013.

**13. Earnings Per Share**

Basic earnings per share was calculated by dividing our net income by the weighted average number of common shares outstanding during the period, excluding nonvested restricted stock which is considered to be contingently issuable. To calculate diluted earnings per share, common share equivalents are added to the weighted average number of common shares outstanding. Common share equivalents are computed based on the number of outstanding stock options and nonvested restricted stock as calculated using the treasury stock method. However, in periods when the exercise price of our stock options, by grant, is greater than our average stock price during the period, those common share equivalents are considered anti-dilutive and are excluded from the calculation of diluted earnings per share. Options to purchase 20,000 and 30,000 shares of common stock were outstanding at December 29, 2012 and December 31, 2011, respectively, but were excluded from the calculation of diluted earnings per share as their effect would have been anti-dilutive.

The following table sets forth the computation of basic earnings per share and diluted earnings per share:

| (in thousands, except per share data)       | 2013      | 2012      | 2011      |
|---|-----------|-----------|-----------|
| <b>Numerator:</b>                           |           |           |           |
| Income from continuing operations           | \$ 81,920 | \$ 66,405 | \$ 56,202 |
| Income (loss) from discontinued operations  |           | 4,557     | (2,925)   |
| Net income                                  | \$ 81,920 | \$ 70,962 | \$ 53,277 |
| <b>Denominator:</b>                         |           |           |           |
| Weighted average basic shares outstanding   | 36,347    | 36,124    | 35,866    |
| Effect of compensation awards               | 277       | 370       | 504       |
| Weighted average diluted shares outstanding | 36,624    | 36,494    | 36,370    |
| <b>Earnings Per Share:</b>                  |           |           |           |
| <b>Basic:</b>                               |           |           |           |
| Income from continuing operations           | \$ 2.25   | \$ 1.84   | \$ 1.57   |
| Income (loss) from discontinued operations  |           | 0.12      | (0.08)    |

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|  |         |         |         |
|--|---------|---------|---------|
| Net income                                 | \$ 2.25 | \$ 1.96 | \$ 1.49 |
| Diluted:                                   |         |         |         |
| Income from continuing operations          | \$ 2.24 | \$ 1.82 | \$ 1.55 |
| Income (loss) from discontinued operations |         | 0.12    | (0.08)  |
| Net income                                 | \$ 2.24 | \$ 1.94 | \$ 1.47 |

**Table of Contents****14. Business Segments**

We have determined that our business comprises a single reportable operating segment, namely, the sale of replacement parts for the automotive aftermarket.

During fiscal 2013, fiscal 2012 and fiscal 2011, our four largest customers (Autozone, Advance Auto Parts, O'Reilly Auto Parts and Genuine Parts Co.) each accounted for more than 10% of net sales and in the aggregate accounted for 57% of net sales in each period. Net sales to countries outside the United States, primarily to Europe, Mexico, the Middle East, Asia and Canada in fiscal 2013, fiscal 2012 and fiscal 2011 were \$33.2 million, \$23.5 million and \$13.9 million, respectively.

**15. Quarterly Results of Operations (Unaudited)**

The following is a summary of the unaudited quarterly Results of Operations for the fiscal years ended December 28, 2013 and December 29, 2012:

| (in thousands, except per share amounts) | First<br>Quarter | Second<br>Quarter | Third<br>Quarter | Fourth<br>Quarter |
|--|------------------|-------------------|------------------|-------------------|
|  | 2013             |                   |                  |                   |
| Net sales                                | \$ 154,443       | \$ 162,261        | \$ 177,953       | \$ 169,809        |
| Income from operations                   | 29,908           | 30,754            | 35,670           | 31,607            |
| Income from continuing operations        | 19,072           | 19,342            | 22,887           | 20,619            |
| Income from discontinued operations      |                  |                   |                  |                   |
| Net income                               | 19,072           | 19,342            | 22,887           | 20,619            |
| Diluted earnings per share               | 0.52             | 0.53              | 0.62             | 0.56              |
|  | 2012             |                   |                  |                   |
| Net sales                                | \$ 134,823       | \$ 144,172        | \$ 156,411       | \$ 135,014        |
| Income from operations                   | 24,407           | 25,727            | 31,131           | 22,966            |
| Income from continuing operations        | 15,294           | 16,106            | 19,756           | 15,249            |
| Income from discontinued operations      | 284              | 3,636             | 586              | 51                |
| Net income                               | 15,578           | 19,742            | 20,342           | 15,300            |
| Diluted earnings per share               | 0.43             | 0.54              | 0.56             | 0.42              |

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**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.**

None

**Item 9A. Controls and Procedures.**

**Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures**

We maintain disclosure controls and procedures designed to provide reasonable assurance that information required to be disclosed in reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosures.

Our management, with the participation of our Chief Executive Officer and our Chief Financial Officer, conducted an evaluation, as of the end of the period covered by this report, of the effectiveness of our disclosure controls and procedures, as such term is defined in Exchange Act Rule 13a-15(e). Based on this evaluation, our Chief Executive Officer and our Chief Financial Officer have concluded that, as of the end of the period covered by this report, our disclosure controls and procedures, as defined in Rule 13a-15(e), were effective at the reasonable assurance level.

**Management's Report on Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Exchange Act Rule 13a-15(f). Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, conducted an evaluation, as of December 28, 2013, of the effectiveness of our internal control over financial reporting based on the framework in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992). Based on this evaluation under the framework in Internal Control - Integrated Framework, our management concluded that, as of December 28, 2013, our internal control over financial reporting was effective.

Our independent registered public accounting firm, KPMG LLP, has issued a report on our internal control over financial reporting. Their report appears below.

**Changes in Internal Control Over Financial Reporting**

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, also conducted an evaluation of our internal control over financial reporting to determine whether any changes occurred during the quarter ended December 28, 2013 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. Based on that evaluation, there was no such change during the quarter ended December 28, 2013.

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**Report of Independent Registered Public Accounting Firm**

The Board of Directors and Shareholders

Dorman Products, Inc.:

We have audited Dorman Products, Inc.'s internal control over financial reporting as of December 28, 2013, based on criteria established in Internal Control-Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Dorman Products, Inc.'s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that material misstatement exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Dorman Products, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 28, 2013, based on criteria established in Internal Control-Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Dorman Products, Inc. and subsidiaries as of December 28, 2013 and December 29, 2012, and the related consolidated statements of operations, comprehensive income, shareholders' equity, and cash flows for each of the fiscal years in the three-year period ended December 28, 2013, and the related financial statement schedule listed under Item 15(a)(2), and our report dated February 25, 2014 expressed an unqualified opinion on those consolidated financial statements and the related financial statement schedule.

KPMG LLP

Philadelphia, PA

February 25, 2014

**Item 9B. Other Information.**

None



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## PART III

**Item 10. Directors, Executive Officers and Corporate Governance.**

Except for the information provided in Part I Item 4.1 Executive Officers of the Registrant and as set forth below, the required information is incorporated by reference from our definitive proxy statement for our 2014 Annual Meeting of Shareholders, including, but not necessarily limited to, the section entitled Proposal I Election of Directors, Committees of the Board of Directors Audit Committee and Section 16(a) Beneficial Ownership Reporting Compliance .

We have adopted a written code of ethics, Our Values and Standards of Business Conduct, which is applicable to all of our directors, officers and employees, including our Chief Executive Officer, Chief Financial Officer and Principal Accounting Officer, Controller and other executive officers (collectively, the Selected Officers ). We have also adopted a written code of ethics, Code of Ethics for Senior Financial Officers, which applies to our Chief Executive Officer, Chief Financial Officer, Controller and any other person performing similar functions (collectively, the Senior Financial Officers ). In accordance with the SEC's rules and regulations a copy of each code of ethics is posted on our website www.dormanproducts.com. We intend to disclose any changes in or waivers from our codes of ethics on our website at www.dormanproducts.com.

**Item 11. Executive Compensation.**

The required information is incorporated by reference from our definitive proxy statement for our 2014 Annual Meeting of Shareholders, including, but not necessarily limited to, the section entitled Proposal I Election of Directors Director Compensation, Executive Compensation and Compensation Committee Interlocks and Insider Participation .

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Shareholder Matters.**

Except for the information set forth below, the required information is incorporated by reference from our definitive proxy statement for our 2014 Annual Meeting of Shareholders, including, but not necessarily limited to, the section entitled Security Ownership of Certain Beneficial Owners and Management .

**Equity Compensation Plan Information**

The following table details information regarding our existing equity compensation plans as of December 28, 2013:

| Plan Category   | (a)<br>Number of securities to<br>be<br>issued upon<br>exercise of<br>outstanding<br>options,<br>warrants and<br>rights | (b)<br>Weighted-average<br>exercise price<br>of<br>outstanding options,<br>warrants and<br>rights | (c)<br>Number of securities<br>remaining<br>available for<br>future issuance<br>under<br>equity compensation plans<br>(excluding securities<br>reflected in column<br>(a)) |
|---|---|---|--|
| Equity compensation plans approved<br>by security holders     | 141,500   | \$ 7.13   | 1,724,826  |
| Equity compensation plans not<br>approved by security holders |   |   |  |
| <b>Total</b>  | <b>141,500</b>  | <b>\$ 7.13</b>  | <b>1,724,826</b>   |

**Item 13. Certain Relationships and Related Transactions, and Director Independence.**

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The required information is incorporated by reference from our definitive proxy statement for our 2014 Annual Meeting of Shareholders, including, but not necessarily limited to, the section entitled **Certain Relationships and Related Transactions** and **Governance of the Company The Board of Directors and Director Independence** .

### **Item 14. Principal Accounting Fees and Services.**

The required information is incorporated by reference from our definitive proxy statement for our 2014 Annual Meeting of Shareholders, including, but not necessarily limited to, the section entitled **Principal Accountant Fees and Services** and **Pre-Approval Policies and Procedures** .

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PART IV

**Item 15. Exhibits, Financial Statement Schedules.**

(a)(1) Consolidated Financial Statements. Our Consolidated Financial Statements and related documents are provided in Part II Item 8 Financial Statements and Supplementary Data of this annual report on Form 10-K:

Report of Independent Registered Public Accounting Firm.

Consolidated Statements of Operations for the years ended December 28, 2013, December 29, 2012 and December 31, 2011.

Consolidated Statements of Comprehensive Income for the years ended December 28, 2013, December 29, 2012 and December 31, 2011.

Consolidated Balance Sheets as of December 28, 2013 and December 29, 2012.

Consolidated Statements of Shareholders' Equity for the years ended December 28, 2013, December 29, 2012 and December 31, 2011.

Consolidated Statements of Cash Flows for the years ended December 28, 2013, December 29, 2012, and December 31, 2011.

Notes to Consolidated Financial Statements.

(a)(2) Consolidated Financial Statement Schedules. The following consolidated financial statement schedule of the Company and related documents are filed with this annual report on Form 10-K:

Schedule II Valuation and Qualifying Accounts.

(a)(3) Exhibits required by Item 601 of Regulation S-K and Item 15(b) of Form 10-K to be filed as part of this annual report on Form 10-K are listed below:

| Number | Title  |
|--------|--|
| 3.1    | Amended and Restated Articles of Incorporation of the Company. Incorporated by reference to the Exhibit filed with the Company's Current Report on Form 8-K dated May 24, 2007.  |
| 3.2    | Amended and Restated Bylaws of the Company. Incorporated by reference to the Exhibit filed with the Company's Current Report on Form 8-K dated July 31, 2009.  |
| 4.1    | Specimen Common Stock Certificate of the Company incorporated by reference to the Exhibit filed with the Company's Registration Statement on Form S-8 (Registration No. 333-160979).   |
| 4.2    | Amended and Restated Shareholders' Agreement dated July 1, 2006. Incorporated by reference to the Exhibit filed with the Company's Quarterly Report on Form 10-Q for the quarter ended September 27, 2008.   |
| 10.1   | Lease, dated December 1, 1990, between the Company and the Berman Real Estate Partnership, for premises located at 3400 East Walnut Street, Colmar, Pennsylvania. Incorporated by reference to the Exhibit filed with the Company's Registration Statement on Form S-1 and Amendments No. 1, No. 2, and No. 3 thereto (Registration No. 33-37264). |
| 10.1.1 | Amendment to Lease, dated September 10, 1993, between the Company and the Berman Real Estate Partnership, for premises located at 3400 East Walnut Street, Colmar, Pennsylvania. Incorporated by reference to the Exhibit filed with the Company's Registration Statement on Form S-1 and Amendment No. 1 thereto (Registration No. 33-68740).     |
| 10.1.2 | Assignment of Lease dated February 24, 1997, between the Company, the Berman Real Estate Partnership and BREP I, for the premises located at 3400 East Walnut Street, Colmar, Pennsylvania. Incorporated by reference to the Exhibit filed with the Company's Annual Report on Form 10-K for the fiscal year ended December 28, 1996.              |



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- 10.1.3 Amendment to Lease, dated April 1, 2002, between the Company and BREP I, for premises located at 3400 East Walnut Street, Colmar, Pennsylvania. Incorporated by reference to the Exhibit filed with the Company's Quarterly Report on Form 10-Q for the quarter ended June 29, 2002.
- 10.1.4 Amendment to Lease, dated December 12, 2007, between the Company and BREP I, for premises located at 3400 East Walnut Street, Colmar, Pennsylvania. Incorporated by reference to the Exhibit filed with the Company's Current Report on Form 8-K dated December 12, 2007.
- 10.1.5 Lease Agreement, dated December 29, 2012, by and between the Company and the BREPI, for the premises located at 3400 East Walnut Street, Colmar, Pennsylvania. Incorporated by reference to the Exhibit filed with the Company's Current Report on Form 8-K dated November 16, 2012.
- 10.2 Lease Agreement, dated January 31, 2006, by and between the Company and First Industrial, LP, for premises located at 3150 Barry Drive, Portland, Tennessee. Incorporated by reference to the Exhibit filed with the Company's Current Report on Form 8-K dated February 2, 2006.
- 10.2.1 Amendment to Lease Agreement, dated January 28, 2008, by and between the Company and First Industrial, LP, for premises located at 3150 Barry Drive, Portland, Tennessee. Incorporated by reference to the Exhibit filed with the Company's Current Report on Form 8-K dated January 29, 2008.
- 10.3 Third Amended and Restated Credit Agreement dated as of July 24, 2006, between the Company and Wachovia Bank, N.A. Incorporated by reference to the Exhibit filed with the Company's Current Report on Form 8-K dated May 24, 2005.
- 10.3.1 Amendment to the Amended and Restated Credit Agreement, dated December 24, 2007, by and between the Company and Wachovia Bank N.A. Incorporated by reference to the Exhibit filed with the Company's Current Report on Form 8-K dated January 2, 2008.
- 10.3.2 Second Amendment to the Amended and Restated Credit Agreement, dated April 26, 2010, by and between the Company and Wells Fargo Bank, National Association (successor by merger to Wachovia Bank, National Association). Incorporated by reference to the Exhibit filed with the Company's Current Report on Form 8-K dated April 27, 2010.
- 10.3.3 Amendment No. 3 to the Third Amended and Restated Credit Agreement, dated as of December 20, 2012, by and between the Company and Wells Fargo Bank, National Association (successor by merger to Wachovia Bank, National Association). Incorporated by reference to the Exhibit filed with the Company's Current Report on Form 8-K dated December 21, 2012.
- 10.4 Dorman Products, Inc. 2008 Stock Option and Stock Incentive Plan. Incorporated by reference to the Exhibit filed with the Company's Registration Statement on Form S-8 (Registration No. 333-160979).
- 10.4.1 Form of Incentive Stock Option Agreement pursuant to the Dorman Products, Inc. 2008 Stock Option and Stock Incentive Plan. Incorporated by reference to the Exhibit filed with the Company's Registration Statement on Form S-8 (Registration No. 333-160979).
- 10.4.2 Form of Non-Qualified Stock Option Agreement for Officers and other Key Employees pursuant to the Dorman Products, Inc. 2008 Stock Option and Stock Incentive Plan. Incorporated by reference to the Exhibit filed with the Company's Registration Statement on Form S-8 (Registration No. 333-160979).
- 10.4.3 Form of Non-Qualified Stock Option Agreement for Outside Directors and important Consultants and/or Advisors pursuant to the Dorman Products, Inc. 2008 Stock Option and Stock Incentive Plan. Incorporated by reference to the Exhibit filed with the Company's Registration Statement on Form S-8 (Registration No. 333-160979).
- 10.4.4 Form of Restricted Stock Agreement pursuant to the Dorman Products, Inc. 2008 Stock Option and Stock Incentive Plan. Incorporated by reference to the Exhibit filed with the Company's Registration Statement on Form S-8 (Registration No. 333-160979).
- 10.4.5 First Amendment to the Dorman Products, Inc. 2008 Stock Option and Stock Incentive Plan. Incorporated by reference to the Exhibit filed with the Company's Quarterly Report on Form 10-Q for the quarter ended September 28, 2013.
- 10.5 Dorman Products, Inc. Nonqualified Deferred Compensation Plan. Incorporated by reference to the Exhibit filed with the Company's Report on Form 8-K dated February 11, 2011.

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- 10.6 Employment Agreement, dated April 1, 2008, between the Company and Richard N. Berman. Incorporated by reference to the Exhibit filed with the Company's Current Report on Form 8-K dated April, 1, 2008.
- 10.7 Employment Agreement, dated April 1, 2008, between the Company and Steven L. Berman. Incorporated by reference to the Exhibit filed with the Company's Current Report on Form 8-K dated April, 1, 2008.
- 10.8 Executive Cash Bonus Plan, approved by the Company's shareholders at the 2010 Annual Shareholders Meeting held on May 20, 2010. Incorporated by reference to Exhibit filed with Company's Current Report on Form 8-K dated May 24, 2010.
- 10.9 General Release and Waiver signed by Joseph M. Beretta dated July 11, 2013. Incorporated by reference to the Exhibit filed with the Company's Quarterly Report on Form 10-Q for the quarter ended June 29, 2013.
- 10.10 Separation Agreement, dated February 25, 2011, between the Company and Jeffery Darby (filed with this report).
- 21 Subsidiaries of the Company.
- 23 Consent of Independent Registered Public Accounting Firm.
- 31.1 Certification of Chief Executive Officer as required by Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Chief Financial Officer as required by Section 302 of the Sarbanes-Oxley Act of 2002.
- 32 Certification of Chief Executive and Chief Financial Officer as required by Section 906 of the Sarbanes-Oxley Act of 2002.
- 101 The financial statements from the Dorman Products, Inc. annual report on Form 10-K for the year ended December 28, 2013, formatted in XBRL (eXtensible Business Reporting Language): (i) the Consolidated Statements of Operations for the years ended December 28, 2013, December 29, 2012 and December 31, 2011; (ii) Consolidated Statements of Comprehensive Income for the years ended December 28, 2013, December 29, 2012 and December 31, 2011; (iii) the Consolidated Balance Sheets as of December 28, 2013 and December 29, 2012; (iv) the Consolidated Statements of Shareholders' Equity for the years ended December 28, 2013, December 29, 2012 and December 31, 2011; (v) the Consolidated Statements of Cash Flows for the years ended December 28, 2013, December 29, 2012 and December 31, 2011; and (vi) the Notes to Consolidated Financial Statements.

Management Contracts and Compensatory Plans, Contracts or Arrangements.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

Dorman Products, Inc.

By: /s/ Steven L. Berman  
Steven L. Berman, Chairman and Chief Executive Officer

Date: February 25, 2014

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

| Signature                                  | Title  | Date              |
|--|--|-------------------|
| /s/ Steven L. Berman<br>Steven L. Berman   | Chief Executive Officer and<br>Chairman of the Board of Directors<br>(principal executive officer) | February 25, 2014 |
| /s/ Mathias J. Barton<br>Mathias J. Barton | President<br>Director  | February 25, 2014 |
| /s/ Matthew S. Kohnke<br>Matthew S. Kohnke | Chief Financial Officer<br>(principal financial and accounting officer)                            | February 25, 2014 |
| /s/ Richard T. Riley<br>Richard T. Riley   | Director   | February 25, 2014 |
| /s/ Paul R. Lederer<br>Paul R. Lederer     | Director   | February 25, 2104 |
| /s/ Edgar W. Levin<br>Edgar W. Levin       | Director   | February 25, 2014 |
| /s/ Robert M. Lynch<br>Robert M. Lynch     | Director   | February 25, 2014 |

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SCHEDULE II: Valuation and Qualifying Accounts

(in thousands)

|   | December<br>28, 2013 | For the Year Ended<br>December<br>29, 2012 | December<br>31, 2011 |
|---|----------------------|--|----------------------|
| <b>Allowance for doubtful accounts:</b> |                      |  |                      |
| Balance, beginning of period            | \$ 1,120             | \$ 1,397                                   | \$ 1,015             |
| Provision                               | 194                  | 266  | 516                  |
| Charge-offs                             | (33)                 | (228)                                      | (134)                |
| Discontinued operations                 |                      | (315)                                      |                      |
| Balance, end of period                  | \$ 1,281             | \$ 1,120                                   | \$ 1,397             |
| <b>Allowance for customer credits:</b>  |                      |  |                      |
| Balance, beginning of period            | \$ 55,392            | \$ 46,491                                  | \$ 41,909            |
| Provision                               | 141,559              | 127,597                                    | 111,224              |
| Credits issued                          | (132,353)            | (118,527)                                  | (106,642)            |
| Discontinued operations                 |                      | (169)                                      |                      |
| Balance, end of period                  | \$ 64,598            | \$ 55,392                                  | \$ 46,491            |