VALSPAR CORP
Form 10-Q
June 04, 2014
Table of Contents

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

FORM 10-Q

(Mark One)
x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended April 25, 2014

or

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from ______________________ to __________________

Commission File Number 1-3011

THE VALSPAR CORPORATION

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	**36-2443580** (I.R.S. Employer Identification No.)
901 3rd Avenue South, Minneapolis, Minnesota (Address of principal executive offices)	**55402** (Zip Code)

(612) 851-7000
(Registrant s telephone number, including area code)

N/A
(Former name, former address and former fiscal year, if changed since last report)

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

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

Large accelerated filer x	Accelerated filer o
Non-accelerated filer o	Smaller reporting company o

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

As of May 27, 2014, The Valspar Corporation had 83,507,529 shares of common stock outstanding, excluding 34,935,095 shares held in treasury. We had no other classes of stock outstanding.

THE VALSPAR CORPORATION

Index to Form 10-Q
for the Quarter Ended April 25, 2014

Table of Contents

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

THE VALSPAR CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS
(DOLLARS IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

ASSETS	April 25, 2014 (Unaudited)	October 25, 2013 (Note)	April 26, 2013 (Unaudited)
CURRENT ASSETS:			
Cash and cash equivalents	$ 116,503	$ 216,150	$ 228,309
Restricted cash	2,966	3,550	20,423
Accounts and notes receivable less allowance (4/25/14 $14,694; 10/25/13 $16,939; 4/26/13 $10,609)	852,678	771,396	711,599
Inventories	497,579	438,982	432,837
Deferred income taxes	40,754	41,855	43,697
Prepaid expenses and other	112,018	108,357	94,810
TOTAL CURRENT ASSETS	1,622,498	1,580,290	1,531,675
GOODWILL	1,144,042	1,144,670	1,070,557
INTANGIBLES, NET	603,978	608,990	549,576
OTHER ASSETS	76,527	48,810	37,469
LONG-TERM DEFERRED INCOME TAXES	7,021	9,274	5,092
Property, plant and equipment, gross	1,679,475	1,630,641	1,436,354
Less accumulated depreciation	(1,041,379)	(997,166)	(883,092)
PROPERTY, PLANT AND EQUIPMENT, NET	638,096	633,475	553,262
TOTAL ASSETS	$ 4,092,162	$ 4,025,509	$ 3,747,631

NOTE: The Balance Sheet at October 25, 2013 has been derived from the audited consolidated financial statements at that date.

See Notes to Condensed Consolidated Financial Statements

Table of Contents

THE VALSPAR CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS - CONTINUED
(DOLLARS IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

LIABILITIES AND STOCKHOLDERS EQUITY	April 25, 2014 (Unaudited)	October 25, 2013 (Note)	April 26, 2013 (Unaudited)
CURRENT LIABILITIES:			
Short-term debt	$ 556,672	$ 441,165	$ 328,133
Current portion of long-term debt			31,615
Trade accounts payable	606,614	618,787	507,386
Income taxes	33,810	4,748	22,634
Other accrued liabilities	382,000	415,873	330,116
TOTAL CURRENT LIABILITIES	1,579,096	1,480,573	1,219,884
LONG-TERM DEBT, NET OF CURRENT PORTION	1,092,419	1,037,392	1,012,550
DEFERRED INCOME TAXES	238,664	242,387	217,137
OTHER LONG-TERM LIABILITIES	134,117	142,607	155,791
TOTAL LIABILITIES	3,044,296	2,902,959	2,605,362
STOCKHOLDERS EQUITY:			
Common stock (par value $0.50; authorized 250,000,000 shares; shares issued, including shares in treasury 118,442,624)	59,220	59,220	59,220
Additional paid-in capital	442,087	444,609	421,965
Retained earnings	1,744,315	1,648,980	1,531,713
Accumulated other comprehensive income (loss)	49,687	53,419	47,219
Less cost of common stock in treasury (4/25/14 34,677,821 shares; 10/25/13 32,648,667 shares; 4/26/13 30,514,962 shares)	(1,247,443)	(1,083,678)	(917,848)
TOTAL STOCKHOLDERS EQUITY	1,047,866	1,122,550	1,142,269
TOTAL LIABILITIES AND STOCKHOLDERS EQUITY	$ 4,092,162	$ 4,025,509	$ 3,747,631

NOTE: The Balance Sheet at October 25, 2013 has been derived from the audited consolidated financial statements at that date.

See Notes to Condensed Consolidated Financial Statements

Table of Contents

THE VALSPAR CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)
(DOLLARS IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

	Three Months Ended		Six Months Ended	
	April 25, 2014	April 26, 2013	April 25, 2014	April 26, 2013
Net sales	$ 1,130,178	$ 1,031,219	$ 2,086,297	$ 1,906,461
Cost of sales	741,151	685,997	1,372,111	1,266,888
Restructuring charges cost of sales	8,269	6,669	14,375	6,669
Gross profit	380,758	338,553	699,811	632,904
Research and development	35,585	34,161	66,143	66,435
Selling, general and administrative	201,512	171,221	388,747	339,767
Restructuring charges	587	2,651	6,287	2,651
Operating expenses	237,684	208,033	461,177	408,853
Income (loss) from operations	143,074	130,520	238,634	224,051
Interest expense	15,756	15,988	31,688	31,861
Other (income)/expense net	318	27	689	977
Income (loss) before income taxes	127,000	114,505	206,257	191,213
Income taxes	41,041	37,597	66,745	59,276
Net income (loss)	$ 85,959	$ 76,908	$ 139,512	$ 131,937
Net income (loss) per common share basic	$ 1.02	$ 0.87	$ 1.65	$ 1.48
Net income (loss) per common share diluted	$ 0.99	$ 0.84	$ 1.60	$ 1.44
Average number of common shares outstanding				
- basic	84,161,922	88,416,020	84,654,825	88,946,806
- diluted	86,523,938	91,165,745	87,081,533	91,781,907
Dividends paid per common share	$ 0.26	$ 0.23	$ 0.52	$ 0.46

See Notes to Condensed Consolidated Financial Statements

THE VALSPAR CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)
(DOLLARS IN THOUSANDS)

	Three Months Ended		Six Months Ended	
	April 25, 2014	April 26, 2013	April 25, 2014	April 26, 2013
Net income (loss)	$ 85,959	$ 76,908	$ 139,512	$ 131,937
Other comprehensive income (loss)	(4,672)	(8,094)	(3,732)	(3,053)
Comprehensive income (loss)	$ 81,287	$ 68,814	$ 135,780	$ 128,884

See Notes to Condensed Consolidated Financial Statements

Table of Contents

THE VALSPAR CORPORATION AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)
(DOLLARS IN THOUSANDS)

	Six Months Ended	
	April 25, 2014	April 26, 2013
OPERATING ACTIVITIES:		
Net income (loss)	$ 139,512	$ 131,937
Adjustments to reconcile net income (loss) to net cash (used in)/provided by operating activities:		
Depreciation	48,522	38,907
Amortization	4,112	3,270
Stock-based compensation	9,677	9,173
(Gain)/loss on asset divestitures	(3,020)	(1,602)
Changes in certain assets and liabilities, net of effects of acquired businesses:		
(Increase)/decrease in accounts and notes receivable	(84,361)	(31,227)
(Increase)/decrease in inventories and other assets	(89,808)	(86,744)
Increase/(decrease) in trade accounts payable and other accrued liabilities	(52,701)	(56,189)
Increase/(decrease) in income taxes payable	20,890	8,277
Increase/(decrease) in other deferred liabilities	(952)	7,051
Other	(2,598)	(3,175)
Net Cash (Used In)/Provided By Operating Activities	(10,727)	19,678
INVESTING ACTIVITIES:		
Purchases of property, plant and equipment	(50,621)	(30,105)
Acquisition of businesses, net of cash acquired		(34,811)
Divestiture of businesses	4,716	
Cash proceeds on disposal of assets	1,525	6,211
(Increase)/decrease in restricted cash	585	(516)
Net Cash (Used In)/Provided By Investing Activities	(43,795)	(59,221)
FINANCING ACTIVITIES:		
Net change in other borrowings	62,252	(5,752)
Net proceeds (repayments) of commercial paper	103,422	226,948
Proceeds from sale of treasury stock	7,532	15,008
Treasury stock purchases	(177,103)	(190,215)
Excess tax benefit from stock-based compensation	8,835	11,703
Dividends paid	(44,180)	(41,120)
Net Cash (Used In)/Provided By Financing Activities	(39,242)	16,572
Increase/(Decrease) in Cash and Cash Equivalents	(93,764)	(22,971)
Effect of exchange rate changes on Cash and Cash Equivalents	(5,883)	(2,047)
Cash and Cash Equivalents at Beginning of Period	216,150	253,327
Cash and Cash Equivalents at End of Period	$ 116,503	$ 228,309

See Notes to Condensed Consolidated Financial Statements

THE VALSPAR CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
APRIL 25, 2014
(DOLLARS IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

NOTE 1 BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements of The Valspar Corporation have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles (GAAP) for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the quarter ended April 25, 2014 are not necessarily indicative of the results that may be expected for the year ending October 31, 2014.

Certain amounts in the 2013 financial statements have been reclassified to conform to the 2014 presentation. Such reclassifications had no effect on net income (loss), cash flows or stockholders equity as previously reported.

The Condensed Consolidated Balance Sheet at October 25, 2013 has been derived from the audited consolidated financial statements at that date but does not include all of the information and footnotes required by GAAP for complete financial statements.

For further information, refer to the consolidated financial statements and footnotes thereto included in our annual report on Form 10-K for the year ended October 25, 2013.

NOTE 2 ACQUISITIONS

On August 1, 2013, we purchased all the outstanding shares of Inver Holding S.r.l. (Inver Group) for total consideration of approximately $210,000, including the assumption of Inver Group s existing debt. Inver Group is an Italian-based industrial coatings company serving customers in Italy, France, the UK, Germany and other countries. The acquisition strengthens our presence in the large European industrial coatings market and broadens our range of technologies for the general industrial product line. Inver Group had net sales of approximately $200,000 in 2012. The acquisition was recorded in our Coatings segment in the fourth quarter of fiscal year 2013 at fair value and an allocation of the purchase price has been completed, with the exception of certain tax items. The assets, liabilities and operating results have been included in our financial statements from the date of acquisition.

On December 28, 2012, we purchased Ace Hardware Corporation s paint manufacturing business (Ace Paints), including two manufacturing facilities near Chicago, IL for approximately $35,000. We manufacture and supply paint to Ace Hardware Corporation for sale at Ace retail locations. The acquisition was recorded in our Paints segment at fair value and an allocation of the purchase price has been completed. The assets, liabilities and operating results have been included in our financial statements from the date of acquisition.

Pro forma results of operations for the acquisitions noted above are not presented, as they were immaterial to the reported results.

NOTE 3 INVENTORIES

Our major classes of inventories consist of the following:

	April 25, 2014	October 25, 2013	April 26, 2013
Manufactured products	$ 316,652	$ 267,680	$ 267,673
Raw materials, supplies and work-in-progress	180,927	171,302	165,164
Total Inventories	$ 497,579	$ 438,982	$ 432,837

NOTE 4 GOODWILL AND OTHER INTANGIBLE ASSETS

The carrying amount of goodwill as of April 25, 2014 is $1,144,042, a decrease of $628 from the end of fiscal year 2013. The decrease was primarily due to foreign currency translation.

Total intangible asset amortization expense for the six months ended April 25, 2014 was $4,112, compared to $3,270 for the same period last year. Estimated annual amortization expense for each of the five succeeding fiscal years based on the intangible assets as of April 25, 2014 is expected to be approximately $9,000.

THE VALSPAR CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
APRIL 25, 2014
(DOLLARS IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

NOTE 5 GUARANTEES AND CONTRACTUAL OBLIGATIONS

Furniture Protection Plans and Warranties: We sell extended furniture protection plans and offer warranties for certain products. In the U.S., revenue related to furniture protection plans is deferred and recognized over the contract life. Historical claims data is used to forecast claims payments over the contract period and revenue is recognized based on the forecasted claims payments. Actual claims costs are reflected in earnings in the period incurred. Anticipated losses are charged to earnings when identified. For product warranties, we estimate the costs that may be incurred under these warranties based on historical claims data and record a liability in the amount of such costs at the time revenue is recognized. Anticipated losses are charged to earnings when identified.

We periodically assess the adequacy of these recorded amounts and adjust as necessary. Provisions for estimated losses on uncompleted contracts are made in the period in which such losses can be estimated. The extended furniture protection plans that we enter into have fixed prices. To the extent the actual costs to complete contracts differ from the amounts estimated as of the date of the financial statements, gross margin would be affected in future periods when we revise our estimates.

Changes in the recorded amounts included in other accrued liabilities and other long-term liabilities during the period are as follows:

	Six Months Ended			
		April 25, 2014		April 26, 2013
Beginning balance, October	$	78,818	$	80,272
Additional net deferred revenue/accrual made during the period		7,355		7,139
Payments made during the period		(2,677)		(3,980)
Ending Balance	$	83,496	$	83,431

Contractual Purchase Commitments: We are obligated to make payments under contractual purchase commitments, including unconditional purchase obligations. The majority of our unconditional purchase obligations relate to the supply of raw materials and have a five-year term. The contracts require the purchase of minimum quantities of raw materials at current market prices. We have estimated our payment obligations under existing contracts using current market prices. Payments for contracts with remaining terms in excess of one year are summarized below:

		April 25, 2014
Remainder of 2014	$	
2015		48,247
2016		75,007
2017		
2018		
Thereafter		
Total	$	123,254

Total payments relating to unconditional purchase obligations were approximately $17,645 and $32,659 in the three- and six-month periods ended April 25, 2014, respectively, compared to $8,752 and $21,089 in the three- and six-month periods ended April 26, 2013, respectively.

Table of Contents

THE VALSPAR CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
APRIL 25, 2014
(DOLLARS IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

NOTE 6 FAIR VALUE MEASUREMENT

We measure certain assets and liabilities at fair value and disclose the fair value of certain assets and liabilities recorded at cost in the Condensed Consolidated Financial Statements on both a recurring and non-recurring basis. Fair value is defined as an exit price, or the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value accounting rules establish a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs. Observable inputs must be used when available. Observable inputs are inputs that market participants would use in valuing the asset or liability based on market data obtained from independent sources. Unobservable inputs are inputs that reflect our assumptions about the factors market participants would use in valuing the asset or liability based upon the best information available. Assets and liabilities measured at fair value are to be categorized into one of the three hierarchy levels based on the inputs used in the valuation. We classify assets and liabilities in their entirety based on the lowest level of input significant to the fair value measurement. Transfers of instruments between levels are recorded based on end of period values. There were no transfers between levels for all periods presented. The three levels are defined as follows:

Level 1: Observable inputs based on quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Observable inputs based on quoted prices for similar assets and liabilities in active markets, or quoted prices for identical assets and liabilities in inactive markets.

Level 3: Unobservable inputs that reflect an entity s own assumptions about what inputs a market participant would use in pricing the asset or liability based on the best information available in the circumstances.

Recurring Fair Value Measurements

The following tables provide information by level for assets and liabilities that are recorded at fair value on a recurring basis:

	Fair Value at April 25, 2014	Fair Value Measurements Using Inputs Considered as Level 1	Level 2	Level 3
Assets				
Cash equivalents	**$ 2,334**	$ 2,334	$	$
Restricted cash [1]	**2,966**	2,966		
Total Assets	**$ 5,300**	$ 5,300	$	$
Liabilities				
Foreign currency contracts [2]	**$ 492**	$	$ 492	$
Total Liabilities	**$ 492**	$	$ 492	$

	Fair Value at October 25, 2013	Fair Value Measurements Using Inputs Considered as Level 1	Level 2	Level 3
Assets				
Cash equivalents	**$ 69,671**	$ 69,671	$	$
Restricted cash [1]	**3,550**	3,550		
Total Assets	**$ 73,221**	$ 73,221	$	$
Liabilities				
Foreign currency contracts [2]	**$ 145**	$	$ 145	$
Total Liabilities	**$ 145**	$	$ 145	$

[1] Restricted cash represents cash that is restricted from withdrawal for contractual or legal reasons.

[2] In the Condensed Consolidated Balance Sheets, foreign currency contracts are included in prepaid expenses and other when in an asset position and other accrued liabilities when in a liability position. The fair market value was estimated using observable market data for similar financial instruments. See Note 7 for additional information on derivative financial instruments.

Table of Contents

- 10 -

THE VALSPAR CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
APRIL 25, 2014
(DOLLARS IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

	Fair Value at April 26, 2013	Fair Value Measurements Using Inputs Considered as Level 1	Level 2	Level 3
Assets				
Cash equivalents	**$ 65,886**	$ 65,886	$	$
Restricted cash [1]	**20,423**	20,423		
Foreign currency contracts[2]	**56**		56	
Total Assets	**$ 86,365**	$ 86,309	$ 56	$

[1] Restricted cash represents cash that is restricted from withdrawal for contractual or legal reasons.

[2] In the Condensed Consolidated Balance Sheets, foreign currency contracts are included in prepaid expenses and other when in an asset position and other accrued liabilities when in a liability position. The fair market value was estimated using observable market data for similar financial instruments. See Note 7 for additional information on derivative financial instruments.

The following tables provide information regarding the estimated fair value of our outstanding debt, which is recorded at carrying value in the Condensed Consolidated Balance Sheets:

	Fair Value at April 25, 2014	Fair Value Measurements Using Inputs Considered as Level 1	Level 2	Level 3
Debt [3]				
Publicly traded debt	**$ 1,095,964**	$ 1,095,964	$	$
Non-publicly traded debt	**648,787**		648,787	
Total Debt	**$ 1,744,751**	$ 1,095,964	$ 648,787	$

	Fair Value at October 25, 2013	Fair Value Measurements Using Inputs Considered as Level 1	Level 2	Level 3
Debt [3]				
Publicly traded debt	**$ 1,097,309**	$ 1,097,309	$	$
Non-publicly traded debt	**478,557**		478,557	
Total Debt	**$ 1,575,866**	$ 1,097,309	$ 478,557	$

	Fair Value at April 26, 2013	Fair Value Measurements Using Inputs Considered as Level 1	Level 2	Level 3
Debt [3]				
Publicly traded debt	**$ 1,156,643**	$ 1,156,643	$	$
Non-publicly traded debt	**371,876**		371,876	
Total Debt	**$ 1,528,519**	$ 1,156,643	$ 371,876	$

[3] Debt is recorded at carrying value of $1,649,091, $1,478,557 and $1,372,298 on the Condensed Consolidated Balance Sheet as of April 25, 2014, October 25, 2013 and April 26, 2013, respectively. The fair value of our publicly traded debt is based on quoted prices (unadjusted) in active markets. The fair value of our non-publicly traded debt was estimated using a discounted cash flow analysis based on our current borrowing costs for debt with similar maturities. In addition, the carrying values of our commercial paper included in non-publicly traded debt approximate the financial instrument s fair value as the maturities are less than three months. See Note 9 for additional information on debt.

Nonrecurring Fair Value Measurements

We measure certain assets at fair value on a nonrecurring basis. These assets primarily include assets acquired and liabilities assumed as part of an acquisition, as well as property, plant and equipment when the planned use of the asset changes. See Note 2 for additional information on our acquisitions and Note 15 for additional information on restructuring.

Table of Contents

THE VALSPAR CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
APRIL 25, 2014
(DOLLARS IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

NOTE 7 DERIVATIVE FINANCIAL INSTRUMENTS

We use derivative financial instruments to manage interest rate and foreign currency exchange risks. We enter into derivative financial instruments with high-credit quality counterparties and diversify our positions among such counterparties to reduce our exposure to credit losses. We do not have any credit-risk-related contingent features in our derivative contracts as of April 25, 2014.

At April 25, 2014, we had $16,289 notional amount of foreign currency contracts that mature during fiscal year 2014. These foreign currency contracts have been designated as cash flow hedges with unrealized gains or losses recorded in accumulated other comprehensive income (loss). Gains and losses are reclassified from accumulated other comprehensive income (loss) to other expense (income) in the Statement of Operations when the underlying hedged item is realized. At April 26, 2013, we had $5,864 and $2,572 notional amount of foreign currency contracts maturing in fiscal year 2013 and 2014, respectively. There was no material ineffectiveness related to these hedges during the quarter or year-to-date periods ended April 25, 2014 or April 26, 2013.

At April 25, 2014 and April 26, 2013, we had no treasury lock contracts in place. The accumulated other comprehensive loss amount in our Condensed Consolidated Balance Sheets as of April 25, 2014 and April 26, 2013 represents the unamortized gains and losses, net of tax, from treasury lock contracts settled in previous periods. Unamortized gains and loss are reclassified ratably to interest expense in our Condensed Consolidated Statements of Operations over the term of the related debt.

Our derivative assets and liabilities subject to fair value measurement (see Note 6) include the following:

	Fair Value at April 25, 2014	Fair Value at October 25, 2013	Fair Value at April 26, 2013
Assets			
Prepaid expenses and other			
Foreign currency contracts	$	$	$ 56
Total Assets	$	$	$ 56
Liabilities			
Accrued liabilities other			
Foreign currency contracts	$ 492	$ 145	$
Total Liabilities	$ 492	$ 145	$

Derivative gains (losses) recognized in AOCI[1] and on the Condensed Consolidated Statements of Operations for the three and six months ended April 25, 2014 and April 26, 2013, respectively, are as follows:

Three Months Ended April 25, 2014	**Amount of Gain (Loss) recognized in AOCI[1]**	**Statement of Operations Classification**	**Gain (Loss) in Income[1]**
Derivatives designated as cash flow hedges			
Foreign currency contracts	$ (94)	Other income / (expense), net	$ (105)
Treasury lock contracts	319	Interest expense	(319)
Total derivatives designated as cash flow hedges	$ 225	Total	$ (424)

Three Months Ended April 26, 2013		Amount of Gain (Loss) recognized in AOCI[1]	Statement of Operations Classification		Gain (Loss) in Income[1]
Derivatives designated as cash flow hedges					
Foreign currency contracts	$	61	Other income / (expense), net	$	97
Treasury lock contracts		319	Interest expense		(319)
Total derivatives designated as cash flow hedges	$	380	Total	$	(222)

1 Accumulated other comprehensive income (loss) (AOCI) is included in the Condensed Consolidated Balance Sheets in the Stockholders Equity section and is reported net of tax. The amounts disclosed in the above table are reported pretax and represent the quarterly derivative activity.

THE VALSPAR CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
APRIL 25, 2014
(DOLLARS IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

Six Months Ended April 25, 2014		**Amount of Gain (Loss) recognized in AOCI**[1]	**Statement of Operations Classification**		**Gain (Loss) in Income**[1]
Derivatives designated as cash flow hedges					
Foreign currency contracts	$	(347)	Other income / (expense), net	$	(221)
Treasury lock contracts		639	Interest expense		(639)
Total derivatives designated as cash flow hedges	$	292	Total	$	(860)

Six Months Ended April 26, 2013		**Amount of Gain (Loss) recognized in AOCI**[1]	**Statement of Operations Classification**		**Gain (Loss) in Income**[1]
Derivatives designated as cash flow hedges					
Foreign currency contracts	$	41	Other income / (expense), net	$	42
Treasury lock contracts		638	Interest expense		(638)
Total derivatives designated as cash flow hedges	$	679	Total	$	(596)

1 Accumulated other comprehensive income (loss) (AOCI) is included in the Condensed Consolidated Balance Sheets in the Stockholders Equity section and is reported net of tax. The amounts disclosed in the above table are reported pretax and represent the year-to-date derivative activity.

NOTE 8 DEBT

Debt consists of the following:

		April 25, 2014		October 25, 2013		April 26, 2013
Short-term debt	$	556,672	$	441,165	$	328,133
Current portion of long-term debt						31,615
Long-term debt		1,092,419		1,037,392		1,012,550
Total Debt	$	1,649,091	$	1,478,557	$	1,372,298

The increase in total debt from October 25, 2013 was primarily due to commercial paper and revolving credit facility borrowings to fund share repurchases, capital expenditures, and seasonal cash flow requirements.

Our credit facilities have covenants that require us to maintain certain financial ratios. We were in compliance with these covenants as of April 25, 2014. Our debt covenants do not limit, nor are they reasonably likely to limit, our ability to obtain additional debt or equity financing.

We maintain an unsecured revolving credit facility with a syndicate of banks. On December 16, 2013, we entered into an amended and restated $750,000 credit facility with a syndicate of banks with a maturity date of December 14, 2018. This facility replaced the previous $550,000 credit facility that was scheduled to expire December 31, 2014.

To ensure availability of funds, we maintain uncommitted bank lines of credit sufficient to cover outstanding short-term borrowings. These arrangements are reviewed periodically for renewal and modification.

NOTE 9 STOCK-BASED COMPENSATION

Compensation expense associated with our stock-based compensation plans was $4,673 ($2,883 after tax) and $9,677 ($5,970 after tax) for the three and six months ended April 25, 2014, respectively, compared to $1,219 ($789 after tax) and $9,173 ($5,884 after tax) for the three and six months ended April 26, 2013, respectively.

Table of Contents

THE VALSPAR CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
APRIL 25, 2014
(DOLLARS IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

NOTE 10 PENSIONS AND OTHER POSTRETIREMENT BENEFITS

We sponsor a number of defined benefit pension plans for certain hourly and salaried employees. The benefits for most of these plans are generally based on stated amounts for each year of service.

The net periodic benefit cost of our pension benefits is as follows:

	Three Months Ended		Six Months Ended	
	April 25, 2014	April 26, 2013	April 25, 2014	April 26, 2013
Service cost	$ 1,091	$ 1,157	$ 2,181	$ 2,562
Interest cost	3,711	3,300	7,411	6,645
Expected return on plan assets	(4,972)	(4,935)	(9,931)	(9,876)
Amortization of prior service cost	120	112	240	224
Recognized actuarial (gain)/loss	1,548	2,375	3,091	4,832
Net Periodic Benefit Cost	$ 1,498	$ 2,009	$ 2,992	$ 4,387

The net periodic benefit cost of our post-retirement medical benefits is as follows:

	Three Months Ended		Six Months Ended	
	April 25, 2014	April 26, 2013	April 25, 2014	April 26, 2013
Service cost	$ 38	$ 60	$ 76	$ 120
Interest cost	95	90	190	180
Amortization of prior service cost	(32)	(32)	(64)	(64)
Recognized actuarial (gain)/loss	92	117	184	234
Net Periodic Benefit Cost	$ 193	$ 235	$ 386	$ 470

NOTE 11 INCOME TAXES

At October 25, 2013, we had a $15,363 liability recorded for gross unrecognized tax benefits (excluding interest and penalties). Of this total, $14,485 represents the amount of unrecognized tax benefits that, if recognized, would affect the effective tax rate. During the first quarter of fiscal year 2014, we recorded a $1,200 income tax benefit related to a lapse in the statute of limitations for certain foreign unrecognized tax benefits. No adjustments to the unrecognized tax benefits were recorded during the second quarter of fiscal year 2014. There were no material adjustments to our recorded liability for unrecognized tax benefits during the first quarter and second quarter of fiscal year 2013. We recognize interest and penalties related to unrecognized tax benefits in income tax expense. As of October 25, 2013, we had accrued approximately $4,461 of interest and penalties relating to unrecognized tax benefits.

The effective tax rate for the six months ended April 25, 2014 was approximately 32.4%, compared to 31.0% for the six months ended April 26, 2013. The increase was primarily due to changes in the discrete expenses and benefits recorded in each of those periods. During the first quarter of fiscal year 2014, we recorded tax expense of $300 relating to foreign tax law changes. During the first quarter of fiscal year 2013, we recorded a $1,750 income tax benefit related to the retroactive extension of the U.S. Research and Development Credit and a $1,260 benefit for changes in the prior-year tax accrual estimates. A $1,000 income tax benefit was recorded during the second quarter of fiscal year 2014 related to foreign tax incentives. We did not record any discrete tax items in the second quarter of fiscal year 2013.

Table of Contents

THE VALSPAR CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
APRIL 25, 2014
(DOLLARS IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

NOTE 12 NET INCOME (LOSS) PER COMMON SHARE

The following table presents the net income (loss) per common share calculations for the three and six months ended April 25, 2014 and April 26, 2013:

	Three Months Ended		Six Months Ended	
	April 25, 2014	April 26, 2013	April 25, 2014	April 26, 2013
Basic				
Net income (loss)	$ 85,959	$ 76,908	$ 139,512	$ 131,937
Weighted-average common shares outstanding basic	84,161,922	88,416,020	84,654,825	88,946,806
Net Income (Loss) per Common Share Basic	$ 1.02	$ 0.87	$ 1.65	$ 1.48
Diluted				
Net income (loss)	$ 85,959	$ 76,908	$ 139,512	$ 131,937
Weighted-average common shares outstanding basic	84,161,922	88,416,020	84,654,825	88,946,806
Diluted effect of stock options and unvested restricted stock	2,362,016	2,749,725	2,426,708	2,835,101
Equivalent average common shares outstanding diluted	86,523,938	91,165,745	87,081,533	91,781,907
Net Income (Loss) per Common Share Diluted	$ 0.99	$ 0.84	$ 1.60	$ 1.44

Basic earnings per share are based on the weighted-average number of common shares outstanding during each period. In computing diluted earnings per share, the number of common shares outstanding is increased by common stock options with exercise prices lower than the average market prices of common shares during each period and reduced by the number of shares assumed to have been purchased with proceeds from the exercised options. If we are in a net loss position, these shares are excluded as they are antidilutive. Potential common shares of 264,238 and 283,504 related to our outstanding stock options were excluded from the computation of diluted earnings per share for the three and six months ended April 25, 2014, respectively, as inclusion of these shares would have been antidilutive. Potential common shares of 256,251 and 227,728 related to our outstanding stock options were excluded from the computation of diluted earnings per share for the three and six months ended April 26, 2013, respectively, as inclusion of these shares would have been antidilutive.

NOTE 13 ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

Accumulated other comprehensive income (loss), net of tax, consisted of the following for the three and six months ended April 25, 2014 and April 26, 2013:

Three Months Ended April 25, 2014	Foreign Currency Translation[1]	Benefit Obligations[2]	Financial Instruments[3]	Accumulated Other Comprehensive Income (Loss)
Balance, January 24, 2014	$ 132,876	$ (69,217)	$ (9,300)	$ 54,359
Other comprehensive income before reclassifications	(6,502)		(199)	(6,701)
Amounts reclassified from accumulated other comprehensive income	$	$ 1,728	$ 301	$ 2,029
Balance, April 25, 2014	**$ 126,374**	**$ (67,489)**	**$ (9,198)**	**$ 49,687**

Three Months Ended April 26, 2013	Foreign Currency Translation[1]	Benefit Obligations[2]	Financial Instruments[3]	Accumulated Other Comprehensive Income (Loss)

Balance, January 25, 2013	$	164,475	$	(99,407)	$	(9,755)	$	55,313
Other comprehensive income (loss), net of tax		(8,351)				257		(8,094)
Balance, April 26, 2013	**$**	**156,124**	**$**	**(99,407)**	**$**	**(9,498)**	**$**	**47,219**

1 We deem our foreign investments to be permanent in nature and therefore do not provide for taxes on foreign currency translation adjustments.

2 Taxes on benefit obligations are recorded in the fourth quarter of each fiscal year.

3 Amounts reclassified from accumulated other comprehensive income for financial instruments were net of taxes of $123 and $246 for the three- and six-months ended April 25, 2014.

Table of Contents

THE VALSPAR CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
APRIL 25, 2014
(DOLLARS IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

Six Months Ended April 25, 2014	Foreign Currency Translation[1]	Benefit Obligations[2]	Financial Instruments[3]	Accumulated Other Comprehensive Income (Loss)
Balance, October 25, 2013	$ 133,603	$ (70,940)	$ (9,244)	$ 53,419
Other comprehensive income before reclassifications	(7,229)		(568)	(7,797)
Amounts reclassified from accumulated other comprehensive income	$	$ 3,451	$ 614	$ 4,065
Balance, April 25, 2014	**$ 126,374**	**$ (67,489)**	**$ (9,198)**	**$ 49,687**

Six Months Ended April 26, 2013	Foreign Currency Translation[1]	Benefit Obligations[2]	Financial Instruments[3]	Accumulated Other Comprehensive Income (Loss)
Balance, October 26, 2012	$ 159,610	$ (99,407)	$ (9,931)	$ 50,272
Other comprehensive income (loss), net of tax	(3,486)		433	(3,053)
Balance, April 26, 2013	**$ 156,124**	**$ (99,407)**	**$ (9,498)**	**$ 47,219**

1 We deem our foreign investments to be permanent in nature and therefore do not provide for taxes on foreign currency translation adjustments.

2 Taxes on benefit obligations are recorded in the fourth quarter of each fiscal year.

3 Amounts reclassified from accumulated other comprehensive income for financial instruments were net of taxes of $123 and $246 for the three- and six-months ended April 25, 2014.

Amounts related to financial instruments are reclassified to net income based on the nature of the adjustment. See Note 7 for further information on financial instrument reclassifications.

Amounts related to pension and post-retirement medical adjustments are reclassified to pension cost, which is allocated to cost of sales and operating expenses based on salaries and wages, approximately as follows (in thousands):

	Three Months Ended April 25, 2014
Cost of sales	$ 668
Research and Development	220
Selling, General and Administrative	840
Total Before Income Taxes	$ 1,728

	Six Months Ended April 25, 2014
Cost of sales	$ 1,341
Research and Development	442
Selling, General and Administrative	1,668
Total Before Income Taxes	$ 3,451

NOTE 14 SEGMENT INFORMATION

Based on the nature of our products, technology, manufacturing processes, customers and regulatory environment, we aggregate our operating segments into two reportable segments: Coatings and Paints. We are required to report segment information in the same way that management internally organizes its business for assessing performance and making decisions regarding allocation of resources. We evaluate the performance of operating segments and allocate resources based on profit or loss from operations before interest expense and taxes (EBIT).

THE VALSPAR CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
APRIL 25, 2014
(DOLLARS IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

The Coatings segment aggregates our industrial product lines and our packaging product line. Industrial products include a broad range of decorative and protective coatings for metal, wood and plastic. Packaging products include both interior and exterior coatings used in metal packaging containers, principally food containers and beverage cans. The products of this segment are sold throughout the world.

The Paints segment aggregates our consumer paints and automotive refinish product lines. Consumer paint products include interior and exterior decorative paints, stains, primers, varnishes, high performance floor paints and specialty decorative products, such as enamels, aerosols and faux finishes primarily distributed for the do-it-yourself and professional markets in Australia, China and North America. Automotive paint products include refinish paints and aerosol spray paints sold through automotive refinish distributors, body shops and automotive supply distributors and retailers in many countries around the world.

Our remaining activities are included in Other and Administrative (formerly All Other). These activities include specialty polymers and colorants that are used internally and sold to other coatings manufacturers, as well as related products and furniture protection plans. Also included within Other and Administrative are our corporate administrative expenses. The administrative expenses include expenses not directly allocated to any other reportable segment.

In the following table, sales between segments are recorded at selling prices that are below market prices, generally intended to recover internal costs. Segment EBIT includes income realized on inter-segment sales. Comparative segment data for the three and six months ended April 25, 2014 and April 26, 2013 are as follows:

	Three Months Ended		Six Months Ended	
	April 25, 2014	April 26, 2013	April 25, 2014	April 26, 2013
Net Sales				
Coatings	$ 602,599	$ 536,699	$ 1,151,184	$ 1,034,315
Paints	471,830	437,954	833,235	767,033
Other and Administrative	98,872	98,159	188,587	179,776
Less Intersegment Sales	(43,123)	(41,593)	(86,709)	(74,663)
Total Net Sales	$ 1,130,178	$ 1,031,219	$ 2,086,297	$ 1,906,461
EBIT				
Coatings	$ 98,047	$ 80,236	$ 168,022	$ 154,576
Paints	50,423	52,902	81,420	75,445
Other and Administrative	(5,714)	(2,645)	(11,497)	(6,947)
Total EBIT	142,756	130,493	237,945	223,074
Interest Expense	15,756	15,988	31,688	31,861
Income Before Income Taxes	$ 127,000	$ 114,505	$ 206,257	$ 191,213

It is not practicable to obtain the information needed to disclose revenues attributable to each of our identified product lines within our reportable segments. Certain insignificant products formerly classified in the Paints segment are now classified in the Coatings segment.

NOTE 15 RESTRUCTURING

Restructuring charges in fiscal year 2014 related primarily to initiatives that began in fiscal year 2013, including the following: (i) actions in the Paints segment to consolidate manufacturing and distribution operations following the acquisition of Ace Hardware Corporation s paint manufacturing business, and ongoing profit improvement plans in Australia, (ii) actions in our Coatings segment to consolidate manufacturing operations in Europe following the acquisition of the Inver Group, and other actions to rationalize manufacturing operations and lower operating expenses, and (iii) overall initiatives to improve our global cost structure, including non-manufacturing headcount reductions. These restructuring activities resulted in pre-tax charges of $8,856 and $20,662 in the three and six months ended April 25, 2014, respectively, and

$9,320 for the three and six months ended April 26, 2013. Restructuring activities resulted in pre-tax charges of $36,433 for the full fiscal year 2013. Included in restructuring charges are non-cash asset impairment charges of $2,579 and $7,844 for the three and six months ended April 25, 2014, respectively, and $442 for the three and six months ended April 26, 2013. See Note 2 in Notes to Condensed Consolidated Financial Statements for further information on our Inver Group acquisition.

Table of Contents

THE VALSPAR CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
APRIL 25, 2014
(DOLLARS IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)

The expenses comprising the above restructuring initiatives included severance and employee benefits, asset impairments, professional services and site clean-up.

The following restructuring charges by segment were recorded in the 2014 and 2013 periods:

Six Months Ended April 25, 2014	Liability Beginning Balance 10/25/2013	Expense	Payments and Other Activity	Liability Ending Balance 4/25/2014
Coatings				
Severance and employee benefits	$ 18,899	$ 3,968	$ (7,756)	$ 15,111
Asset impairments		6,373	(6,373)	
Exit costs (consulting/site clean-up)	119	918	(920)	117
Total Coatings	19,018	11,259	(15,049)	15,228
Paints				
Severance and employee benefits	6,118	6,316	(4,297)	8,137
Asset impairments		1,471	(1,471)	
Exit costs (consulting/site clean-up)	2,196	1,368	(1,377)	2,187
Total Paints	8,314	9,155	(7,145)	10,324
Other and Administrative				
Severance and employee benefits	1,791	248	(1,512)	527
Total Other and Administrative	1,791	248	(1,512)	527
Total	$ 29,123	$ 20,662	$ (23,706)	$ 26,079

Six Months Ended April 26, 2013	Liability Beginning Balance 10/26/2012	Expense	Payments and Other Activity	Liability Ending Balance 4/26/2013
Coatings				
Severance and employee benefits	$ 2,234	$ 2,725	$ (169)	$ 4,790
Exit costs (consulting/site clean-up)	390		(189)	201
Total Coatings	2,624	2,725	(358)	4,991
Paints				
Severance and employee benefits	2,104	5,806	(2,797)	5,113
Asset impairments		381	(381)	
Exit costs (consulting/site clean-up)	3,984		(856)	3,128
Total Paints	6,088	6,187	(4,034)	8,241
Other and Administrative				
Severance and employee benefits	297	300	(144)	453
Asset impairments		61	(61)	
Exit costs (consulting/site clean-up)		47	(47)	
Total Other and Administrative	297	408	(252)	453
Total	$ 9,009	$ 9,320	$ (4,644)	$ 13,685

The ending liability balance at April 25, 2014 and April 26, 2013 is included in other accrued liabilities on our Condensed Consolidated Balance Sheets. The restructuring reserve balances presented are considered adequate to cover committed restructuring actions. The restructuring expenses recorded are included in the Condensed Consolidated Statements of Operations. For the three months ended April 25, 2014, $8,269 was charged to cost of sales, $15 was recorded to research and development (R&D) expenses and $572 was charged to selling, general and administrative (SG&A) expenses. For the six months ended April 25, 2014, $14,375 was charged to cost of sales, $15 was recorded to research and development (R&D) expenses and $6,272 was charged to selling, general and administrative (SG&A) expenses. For the three and six months ended April 26, 2013, $6,669 was charged to cost of sales, $241 was recorded to research and development (R&D) expenses and $2,410 was charged to selling, general and administrative (SG&A) expenses.

Table of Contents

NOTE 16 RECENTLY ISSUED ACCOUNTING STANDARDS

In May 2014, the Financial Accounting Standards Board (FASB) issued revised guidance on revenue recognition. The standard provides a single revenue recognition model which is intended to improve comparability over a range of industries, companies and geographical boundaries and will also result in enhanced disclosures. The changes are effective for fiscal years, and interim periods within those years, beginning after December 15, 2016, which means the first quarter of our fiscal year 2018. We are currently reviewing the revised guidance and assessing the potential impact on our consolidated financial statements.

In April 2014, the FASB issued guidance that changes the criteria for determining which disposals can be presented as discontinued operations and modifies related disclosure requirements. Under the new guidance, a discontinued operation is defined as a component or group of components that is disposed of or is classified as held for sale and represents a strategic shift that has or will have a major effect on an entity s operations and financial results. The change is effective for fiscal years, and interim reporting periods within those years, beginning on or after December 15, 2014, which means the first quarter of our fiscal year 2016, with early adoption permitted. The guidance applies prospectively to new disposals and new classifications of disposal groups as held for sale after the effective date. This new guidance will not affect our consolidated financial position, results of operations or cash flows.

In July 2013, the FASB issued guidance on classification of an unrecognized tax benefit. An unrecognized tax benefit should be presented as a reduction of a deferred tax asset for a net operating loss carry-forward or other tax credit carry-forward when settlement in this manner is available under the tax law. The change is effective for fiscal years, and interim periods within those years, beginning after December 15, 2013, which means the first quarter of our fiscal year 2015, and is to be applied prospectively. We do not expect the adoption of this accounting guidance to have an effect on our consolidated financial statements.

In March 2013, the FASB issued guidance on a parent s accounting for the cumulative translation adjustment (CTA) under certain circumstances. The new guidance requires a transfer from CTA into net income when a parent either sells a part or all of its investment in a foreign entity, or no longer holds a controlling financial interest in a subsidiary or group of assets that is a business. This update aims to resolve diversity in practice in accounting for the CTA transfer into net income. The change is effective for fiscal years, and interim reporting periods within those years, beginning after December 15, 2013, which means the first quarter of our fiscal year 2015, and is to be applied prospectively. We do not expect the adoption of these updated disclosure requirements to have an effect on our consolidated results of operations, financial condition or liquidity.

Table of Contents

ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS DOLLARS IN THOUSANDS, EXCEPT PER SHARE AMOUNTS

Management s Discussion and Analysis of Financial Condition and Results of Operations (MD&A) is intended to provide a reader of our financial statements with a narrative from the perspective of management on our financial condition, results of operations, liquidity and certain other factors that may affect our future results. Unless otherwise noted, transactions, trends and other factors significantly impacting our financial condition, results of operations and liquidity are discussed in order of magnitude. In addition, unless expressly stated otherwise, the comparisons presented in this MD&A refer to the same period in the prior year. Our MD&A is presented in seven sections:

- Overview
- Results of Operations
- Financial Condition
- Non-GAAP Financial Measures
- Critical Accounting Estimates
- Off-Balance Sheet Arrangements
- Forward Looking Statements

Our MD&A should be read in conjunction with our Annual Report on Form 10-K for the fiscal year ended October 25, 2013, as well as our reports on Forms 10-Q and 8-K and other publicly available information. All amounts herein are unaudited.

OVERVIEW

The Valspar Corporation is a global leader in the paint and coatings industry. Our strong consumer brands and leading technologies, together with our technical expertise and customer service, differentiate us from our competition and allow us to grow and create value with customers in a wide variety of geographic and end-use markets. We operate our business in two reportable segments: Coatings and Paints. Our Coatings segment aggregates our industrial product lines and our packaging product line. Our Paints segment aggregates our consumer paints and automotive refinish product lines. See Note 14 in Notes to Condensed Consolidated Financial Statements for further information on our reportable segments.

We operate in over 25 countries, and approximately 46% of our total net sales for the first six months of 2014 were generated outside of the U.S. In the discussions of our operating results, we sometimes refer to the impact of changes in foreign currency exchange rates or the impact of foreign currency exchange rate fluctuations, which are references to the differences between the foreign currency exchange rates we use to convert international operating results from local currencies into U.S. dollars for reporting purposes. The impact of foreign currency exchange rate fluctuations is calculated as the difference between current period activity translated using the current period s currency exchange rates and the comparable prior-year period s currency exchange rates. We use this method to calculate the impact of changes in foreign currency exchange rates for all countries where the functional currency is not the U.S. dollar.

Our fundamental business objective is to create long-term value for our shareholders. We intend to accomplish this by:

- focusing on our customers and delivering coatings products and solutions based on a deep understanding of their needs;
- investing in our brands and developing innovative, proprietary technologies;
- expanding our global presence;
- enhancing the productivity of our business by maximizing efficiencies in procurement, manufacturing and process adherence;
- maintaining operational discipline and prudent cost control;
- generating strong cash flow; and
- allocating our capital to maintain and grow the business, fund internal growth initiatives and strategic acquisitions and increase shareholder value.

In addition to creating value for our shareholders, we are committed to:

adhering to our values, ethical business conduct and doing business with integrity;

improving the safety and reducing the environmental footprint of our business and the products we manufacture while also delivering coatings solutions that enable our customers to meet their environmental and safety objectives; and

demonstrating our corporate citizenship by supporting the communities in which we work and live through volunteer efforts and philanthropy.

Table of Contents

ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS DOLLARS IN THOUSANDS, EXCEPT PER SHARE AMOUNTS

The following discussion of financial condition and results of operations should be read in the context of this overview.

RESULTS OF OPERATIONS

Overview

Net sales grew 9.6% for the second quarter of 2014, primarily due to growth with existing and new customers, as well as the impact of our 2013 acquisition of Inver Holdings S.r.l. (Inver Group). Gross profit as a percent of sales increased to 33.7% from 32.8% primarily due to improved productivity and sales mix. Operating expenses as a percent of net sales increased to 21.0% from 20.2% driven by investments to support our growth initiatives, primarily in the Paints segment, and higher incentive compensation in the current quarter. Net income as a percent of sales increased slightly to 7.6% from 7.5%.

Restructuring

Restructuring charges in the second quarter of fiscal year 2014 related primarily to initiatives that began in fiscal year 2013, including the following: (i) actions in the Paints segment to consolidate manufacturing and distribution operations following the acquisition of Ace Hardware Corporation s paint manufacturing business (Ace Paints), and ongoing profit improvement plans in Australia, (ii) actions in our Coatings segment to consolidate manufacturing operations in Europe following the acquisition of the Inver Group, and other actions to rationalize manufacturing operations and lower operating expenses, and (iii) overall initiatives to improve our global cost structure, including non-manufacturing headcount reductions. We expect the majority of the restructuring activities commenced in fiscal year 2013 and fiscal year 2014 to be completed by the end of fiscal year 2014. These restructuring activities resulted in pre-tax charges of $8,856 or $0.08 per share and $20,662 or $0.17 per share in the three and six months ended April 25, 2014, and we expect the total pre-tax cost of all restructuring activities to be approximately $32,000 to $38,000 or $0.27 to $0.32 per share in fiscal 2014. These restructuring activities resulted in pre-tax charges of $9,320 or $0.07 per share in the three and six months ended April 26, 2013. Restructuring activities resulted in pre-tax charges of $36,433 for the full fiscal year 2013. Included in restructuring charges are non-cash asset impairment charges of $2,579 and $7,844 for the three and six months ended April 25, 2014, respectively, and $442 for the three and six months ended April 26, 2013. See Note 2 in Notes to Condensed Consolidated Financial Statements for further information on our Inver Group acquisition and Note 15 in Notes to Condensed Consolidated Financial Statements for further information on restructuring. See reconciliation in Management s Discussion and Analysis of Financial Condition and Results of Operations Non-GAAP Financial Measures for more information on the per-share impact of restructuring charges.

Financial Results

The following tables present selected financial data for the three and six months ended April 25, 2014 and April 26, 2013.

Net Sales	Three Months Ended			Six Months Ended		
	April 25, 2014	April 26, 2013	% Change	April 25, 2014	April 26, 2013	% Change
Coatings	$ 602,599	$ 536,699	12.3%	$ 1,151,184	$ 1,034,315	11.3%
Paints	471,830	437,954	7.7%	833,235	767,033	8.6%
Other and Administrative	55,749	56,566	(1.4)%	101,878	105,113	(3.1)%
Consolidated Net Sales	$ 1,130,178	$ 1,031,219	9.6%	$ 2,086,297	$ 1,906,461	9.4%

Consolidated Net Sales Consolidated net sales for the second quarter of 2014 increased 9.6%, including a negative impact of 1.7% from foreign currency and a positive impact of 5.5% from the Inver Group acquisition. Year-to-date consolidated net sales increased 9.4%, including a negative impact of 1.5% from foreign currency and a positive impact of 6.3% from the Inver Group and Ace Paints acquisitions. Excluding foreign currency exchange and acquisitions, the increase in sales in both periods was primarily due to growth with existing and new customers in both our Coatings and Paints segments.

Coatings Segment Net Sales Our Coatings segment net sales for the second quarter of 2014 increased 12.3%, including a negative impact of 1.5% from foreign currency and a positive impact of 10.6% from our Inver acquisition. Year-to-date, our

Coatings segment net sales increased 11.3%, including a negative impact of 1.2% from foreign currency and a positive impact of 10.7% from our Inver Group acquisition. Excluding foreign currency and the acquisition, the increase in sales in both periods was due to new business wins in all product lines, as well as growth in our wood product line due to continuing improvement in the North American housing market, partially offset by declines in our general industrial and coil product lines due to soft end markets in North America.

Table of Contents

ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS DOLLARS IN THOUSANDS, EXCEPT PER SHARE AMOUNTS

Paints Segment Net Sales Our Paints segment net sales for the second quarter of 2014 increased 7.7%, including a negative impact of 2.2% from foreign currency. Excluding foreign currency, the increase in sales was driven by growth with existing and new customers in all regions and growth in our home improvement channel in North America, partially offset by higher promotional spending to support new initiatives. Year-to-date, our Paints segment net sales increased 8.6%, including a negative impact of 2.1% from foreign currency and a positive impact of 1.1% from our Ace Paints acquisition. Excluding foreign currency exchange and the acquisition, the increase in sales was driven by new business in all regions, growth in our home improvement channel in North America and higher sales in China.

Other and Administrative Net Sales The Other and Administrative category includes net sales for the following product lines: resins, furniture protection plans and colorants. Other and Administrative net sales for the second quarter of 2014 decreased 1.4%, including the positive impact of 0.3% from foreign currency. Year-to-date Other and Administrative net sales decreased 3.1%, including the positive impact of 0.2% from foreign currency. The lower sales in both periods were primarily due to lower sales in resins.

Due to the seasonal nature of portions of our business, sales for the second quarter are not necessarily indicative of sales for subsequent quarters or for the full year.

Gross Profit	Three Months Ended		Six Months Ended	
	April 25, 2014	April 26, 2013	April 25, 2014	April 26, 2013
Consolidated Gross Profit	$ 380,758	$ 338,553	$ 699,811	$ 632,904
As a percent of Net Sales	33.7%	32.8%	33.5%	33.2%

Gross Profit The gross profit rate increased compared to the second quarter and year-to-date periods of the prior year, primarily driven by improved productivity and a positive change in sales mix, partially offset by promotional allowances to support growth initiatives, lower initial margins on our strategic acquisitions and higher restructuring charges in fiscal year 2014. Restructuring charges of $8,269 or 0.7% of net sales, and $14,375 or 0.7% of net sales, were included in the second quarter and year-to-date of 2014, respectively. Restructuring charges of $6,669 or 0.6% of net sales, and $6,669 or 0.3% of net sales, were included in the second quarter and year-to-date of 2013, respectively.

Operating Expenses [1]	Three Months Ended		Six Months Ended	
	April 25, 2014	April 26, 2013	April 25, 2014	April 26, 2013