

FULLER H B CO
Form 10-Q
September 23, 2016
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended August 27, 2016

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: 001-09225

H.B. FULLER COMPANY

(Exact name of registrant as specified in its charter)

Minnesota

(State or other jurisdiction of
incorporation or organization)

41-0268370

(I.R.S.
Employer

Identification
No.)

1200 Willow Lake Boulevard, St. Paul, Minnesota
(Address of principal executive offices)

55110-5101
(Zip Code)

(651) 236-5900

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes 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 whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

Yes No

The number of shares outstanding of the Registrant's Common Stock, par value \$1.00 per share, was 50,342,974 as of September 16, 2016.

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Table Of Contents**PART I. FINANCIAL INFORMATION****Item 1. Financial Statements****H.B. FULLER COMPANY AND SUBSIDIARIES****Condensed Consolidated Statements of Income**

(In thousands, except per share amounts)

(Unaudited)

	Three Months Ended		Nine Months Ended	
	August 27, 2016	August 29, 2015	August 27, 2016	August 29, 2015
Net revenue	\$512,858	\$524,133	\$1,519,698	\$1,535,556
Cost of sales	(366,737)	(377,293)	(1,077,716)	(1,123,573)
Gross profit	146,121	146,840	441,982	411,983
Selling, general and administrative expenses	(97,692)	(98,297)	(301,143)	(293,712)
Special charges, net	2,807	(1,297)	2,024	(4,592)
Other income (expense), net	(956)	(1,040)	(7,603)	(1,246)
Interest expense	(6,809)	(6,448)	(19,714)	(18,765)
Income from continuing operations before income taxes and income from equity method investments	43,471	39,758	115,546	93,668
Income taxes	(12,513)	(14,372)	(35,563)	(34,528)
Income from equity method investments	1,840	1,500	5,172	4,157
Income from continuing operations	32,798	26,886	85,155	63,297
Loss from discontinued operations, net of tax	-	-	-	(1,300)
Net income including non-controlling interests	32,798	26,886	85,155	61,997
Net income attributable to non-controlling interests	(53)	(79)	(161)	(308)
Net income attributable to H.B. Fuller	\$32,745	\$26,807	\$84,994	\$61,689

Earnings per share attributable to H.B. Fuller common stockholders:**Basic¹**

Income from continuing operations	0.65	0.53	1.70	1.25
Loss from discontinued operations	-	-	-	(0.03)
Basic	\$0.65	\$0.53	\$1.70	\$1.23

Diluted¹

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Income from continuing operations	0.64	0.52	1.66	1.22
Loss from discontinued operations	-	-	-	(0.03)
Diluted	\$0.64	\$0.52	\$1.66	\$1.20
Weighted-average common shares outstanding:				
Basic	50,261	50,421	50,122	50,318
Diluted	51,453	51,530	51,234	51,460
Dividends declared per common share	\$0.14	\$0.13	\$0.41	\$0.38

¹Income per share amounts may not add due to rounding.

See accompanying Notes to Unaudited Condensed Consolidated Financial Statements.

Table Of Contents**H.B. FULLER COMPANY AND SUBSIDIARIES****Condensed Consolidated Statements of Comprehensive Income (Loss)**

(In thousands)

(Unaudited)

	Three Months Ended		Nine Months Ended	
	August 27, 2016	August 29, 2015	August 27, 2016	August 29, 2015
Net income including non-controlling interests	\$32,798	\$26,886	\$85,155	\$61,997
Other comprehensive income (loss)				
Foreign currency translation	3,368	(10,719)	3,860	(48,639)
Defined benefit pension plans adjustment, net of tax	1,677	1,527	5,032	4,582
Interest rate swaps, net of tax	10	10	30	30
Cash-flow hedges, net of tax	35	-	(156)	(25)
Other comprehensive income (loss)	5,090	(9,182)	8,766	(44,052)
Comprehensive income	37,888	17,704	93,921	17,945
Less: Comprehensive income (loss) attributable to non-controlling interests	53	(19)	161	294
Comprehensive income attributable to H.B. Fuller	\$37,835	\$17,723	\$93,760	\$17,651

See accompanying Notes to Unaudited Condensed Consolidated Financial Statements.

Table Of Contents**H.B. FULLER COMPANY AND SUBSIDIARIES****Condensed Consolidated Balance Sheets**

(In thousands, except share and per share amounts)

	(Unaudited)	
	August 27, 2016	November 28, 2015
Assets		
Current assets:		
Cash and cash equivalents	\$ 133,102	\$ 119,168
Trade receivables (net of allowances of \$12,814 and \$11,893, as of August 27, 2016 and November 28, 2015, respectively)	344,305	364,704
Inventories	261,363	248,504
Other current assets	64,992	68,675
Total current assets	803,762	801,051
Property, plant and equipment	1,156,171	1,111,987
Accumulated depreciation	(638,068)	(599,127)
Property, plant and equipment, net	518,103	512,860
Goodwill	393,251	354,204
Other intangibles, net	201,164	212,993
Other assets	164,113	161,144
Total assets	\$ 2,080,393	\$ 2,042,252
Liabilities, redeemable non-controlling interest and total equity		
Current liabilities:		
Notes payable	\$ 36,818	\$ 30,757
Current maturities of long-term debt	78,581	22,500
Trade payables	160,836	177,864
Accrued compensation	46,425	52,079
Income taxes payable	7,815	8,970
Other accrued expenses	53,250	57,355
Total current liabilities	383,725	349,525
Long-term debt, excluding current maturities	596,171	669,606
Accrued pension liabilities	68,067	76,324
Other liabilities	71,174	69,272
Total liabilities	1,119,137	1,164,727
Commitments and contingencies		
Redeemable non-controlling interest	4,412	4,199

Equity:

H.B. Fuller stockholders' equity:

Preferred stock (no shares outstanding) shares authorized – 10,045,900	-	-
Common stock, par value \$1.00 per share, shares authorized – 160,000,000, shares outstanding – 50,331,880 and 50,074,310, as of August 27, 2016 and November 28, 2015, respectively	50,332	50,074
Additional paid-in capital	65,777	55,522
Retained earnings	1,058,847	994,608
Accumulated other comprehensive loss	(218,518)	(227,284)
Total H.B. Fuller stockholders' equity	956,438	872,920
Non-controlling interests	406	406
Total equity	956,844	873,326
Total liabilities, redeemable non-controlling interest and total equity	\$ 2,080,393	\$2,042,252

See accompanying Notes to Unaudited Condensed Consolidated Financial Statements.

Table Of Contents**H.B. FULLER COMPANY AND SUBSIDIARIES****Condensed Consolidated Statements of Total Equity**

(In thousands)

(Unaudited)

H.B. Fuller Company Shareholders

	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Non- Controlling Interests	Total
Balance at November 29, 2014	\$50,311	\$53,269	\$933,819	\$ (147,352)	\$ 403	\$890,450
Comprehensive income (loss)	-	-	86,680	(79,932)	400	7,148
Dividends	-	-	(25,891)	-	-	(25,891)
Stock option exercises	234	4,397	-	-	-	4,631
Share-based compensation plans other, net	83	15,159	-	-	-	15,242
Tax benefit on share-based compensation plans	-	1,433	-	-	-	1,433
Repurchases of common stock	(554)	(18,736)	-	-	-	(19,290)
Non-controlling interest assumed	-	-	-	-	14,197	14,197
Recognition of non-controlling interest redemption liability	-	-	-	-	(11,773)	(11,773)
Purchase of non-controlling interest	-	-	-	-	(2,424)	(2,424)
Non-controlling interest	-	-	-	-	(76)	(76)
Redeemable non-controlling interest	-	-	-	-	(321)	(321)
Balance at November 28, 2015	50,074	55,522	994,608	(227,284)	406	873,326
Comprehensive income	-	-	84,994	8,766	161	93,921
Dividends	-	-	(20,755)	-	-	(20,755)
Stock option exercises	465	9,295	-	-	-	9,760
Share-based compensation plans other, net	111	11,081	-	-	-	11,192
Tax benefit on share-based compensation plans	-	1,462	-	-	-	1,462
Repurchases of common stock	(318)	(11,583)	-	-	-	(11,901)
Redeemable non-controlling interest	-	-	-	-	(161)	(161)
Balance at August 27, 2016	\$50,332	\$65,777	\$1,058,847	\$ (218,518)	\$ 406	\$956,844

See accompanying Notes to Unaudited Condensed Consolidated Financial Statements.

Table Of Contents**H.B. FULLER COMPANY AND SUBSIDIARIES****Condensed Consolidated Statements of Cash Flows**

(In thousands)

(Unaudited)

	Nine Months Ended	
	August	August
	27, 2016	29, 2015
Cash flows from operating activities:		
Net income including non-controlling interests	\$85,155	\$61,997
Loss from discontinued operations, net of tax	-	1,300
Adjustments to reconcile net income including non-controlling interests to net cash provided by operating activities:		
Depreciation	36,730	35,696
Amortization	20,509	20,046
Deferred income taxes	3,785	4,775
Income from equity method investments	(5,172)	(4,157)
(Gain) loss on sale of assets	(2,794)	327
Share-based compensation	9,469	10,325
Excess tax benefit from share-based compensation	(1,462)	(1,321)
Non-cash charge for the sale of inventories revalued at the date of acquisition	528	2,416
Change in assets and liabilities, net of effects of acquisitions:		
Trade receivables, net	25,646	15,860
Inventories	(6,165)	(19,955)
Other assets	1,790	2,241
Trade payables	(1,365)	10,557
Accrued compensation	(6,715)	(4,617)
Other accrued expenses	(4,858)	4,705
Income taxes payable	(1,415)	1,714
Accrued / prepaid pensions	(2,072)	(6,565)
Other liabilities	(9,889)	(3,262)
Other	4,199	20,962
Net cash provided by operating activities	145,904	153,044
Cash flows from investing activities:		
Purchased property, plant and equipment	(49,569)	(48,638)
Purchased businesses, net of cash acquired	(51,298)	(217,572)
Proceeds from sale of property, plant and equipment	4,403	1,529
Net cash used in investing activities	(96,464)	(264,681)
Cash flows from financing activities:		
Proceeds from long-term debt	-	357,000

Repayment of long-term debt	(16,875)	(207,500)
Net proceeds from notes payable	6,639	(2,114)
Dividends paid	(20,570)	(19,174)
Proceeds from stock options exercised	9,760	4,342
Excess tax benefit from share-based compensation	1,462	1,321
Repurchases of common stock	(11,901)	(2,214)
Net cash provided by (used in) financing activities	(31,485)	131,661
Effect of exchange rate changes	(4,021)	(6,478)
Net change in cash and cash equivalents	13,934	13,546
Cash used in operating activities of discontinued operations	-	(5,294)
Net change in cash and cash equivalents	13,934	8,252
Cash and cash equivalents at beginning of period	119,168	77,569
Cash and cash equivalents at end of period	\$133,102	\$85,821
Supplemental disclosure of cash flow information:		
Dividends paid with company stock	\$185	\$153
Cash paid for interest, net of amount capitalized of \$556 and \$91 for the periods ended August 27, 2016 and August 29, 2015, respectively	\$20,436	\$19,735
Cash paid for income taxes, net of refunds	\$33,428	\$23,748

See accompanying Notes to Unaudited Condensed Consolidated Financial Statements.

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H.B. FULLER COMPANY AND SUBSIDIARIES

Notes to Condensed Consolidated Financial Statements

(Amounts in thousands, except share and per share amounts)

(Unaudited)

Note 1: Basis of Presentation

The accompanying unaudited interim Condensed Consolidated Financial Statements of H.B. Fuller Company and Subsidiaries have been prepared in accordance with U.S. generally accepted accounting principles for interim financial information and the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information necessary for a fair presentation of results of operations, comprehensive income, financial position, and cash flows in conformity with U.S. generally accepted accounting principles. In our opinion, the unaudited interim Condensed Consolidated Financial Statements reflect all adjustments of a normal recurring nature considered necessary for the fair presentation of the results for the periods presented. Operating results for interim periods are not necessarily indicative of results that may be expected for the fiscal year as a whole.

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, expenses, and related disclosures at the date of the financial statements and during the reporting period. Actual results could differ from these estimates. These unaudited interim Condensed Consolidated Financial Statements should be read in conjunction with the Consolidated Financial Statements and Notes thereto included in our Annual Report on Form 10-K for the year ended November 28, 2015 as filed with the Securities and Exchange Commission.

As of the beginning of the first quarter ending February 27, 2016, we created a new global operating segment named Engineering Adhesives, which includes the electronics, automotive and Tonsan and Cyberbond businesses from around the world. We also began reporting our Construction Products business on a global basis by combining our Europe, India, Middle East and Africa (EIMEA) and Asia Pacific construction businesses with our Construction Products operating segment. We now have five reportable segments: Americas Adhesives, EIMEA, Asia Pacific, Construction Products and Engineering Adhesives.

New Accounting Pronouncements

In August 2016, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2016-15, *Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments (a consensus of the Emerging Issues Task Force)*. This ASU requires changes in the presentation of certain items including but not limited to debt prepayment or debt extinguishment costs; contingent consideration payments made after a business combination; proceeds from the settlement of insurance claims; proceeds from the settlement of corporate-owned life insurance policies and distributions received from equity method investees. Our effective date for adoption of this guidance is our fiscal year beginning December 2, 2018. We are currently evaluating the effect that this guidance will have on our Consolidated Financial Statements.

In June 2016, the FASB issued ASU No. 2016-13, *Financial Instruments - Credit Losses (Topic 326), Measurement of Credit Losses on Financial Statements*. This ASU requires a financial asset (or a group of financial assets) measured at amortized cost basis to be presented at the net amount expected to be collected. The allowance for credit losses is a valuation account that is deducted from the amortized cost basis of the financial asset(s) to present the net carrying value at the amount expected to be collected on the financial asset. Our effective date for adoption of this guidance is our fiscal year beginning November 29, 2020. We are currently evaluating the effect that this guidance will have on our Consolidated Financial Statements.

In March 2016, the FASB issued ASU No. 2016-09, *Compensation - Stock Compensation (Topic 718), Improvements to Employee Share-Based Payment Accounting*. This ASU provides simplification in the accounting for share-based payment transactions including the accounting for income taxes, forfeitures, statutory tax withholding requirements and classification in the statement of cash flows. Our effective date for adoption of this guidance is our fiscal year beginning December 3, 2017. We are currently evaluating the effect that this guidance will have on our Consolidated Financial Statements.

In March 2016, the FASB issued ASU No. 2016-08, *Revenue from Contracts with Customers (Topic 606), Principal versus Agent Considerations (Reporting Revenue Gross versus Net)*. This ASU provides guidance on recording revenue on a gross basis versus a net basis based on the determination of whether an entity is a principal or an agent when another party is involved in providing goods or services to a customer. The amendments in this ASU affect the guidance in ASU No. 2014-09 and are effective in the same timeframe as ASU No. 2014-09 as discussed below.

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In February 2016, the FASB issued ASU No. 2016-05, *Derivatives and Hedging (Topic 815)*. The amendments in this guidance clarify that a change in the counterparty to a derivative instrument that has been designated as a hedging instrument under Topic 815 does not, in and of itself, require dedesignation of that hedging relationship provided that all other hedge accounting criteria continue to be met. Our effective date for adoption of this guidance is our fiscal year beginning December 4, 2016. We have evaluated the effect that this guidance will have on our Consolidated Financial Statements and related disclosures and determined it will not have a material impact.

In February 2016, the FASB issued ASU No. 2016-02, *Leases (Subtopic 842)*. This guidance changes accounting for leases and requires lessees to recognize the assets and liabilities arising from all leases, including those classified as operating leases under previous accounting guidance, on the balance sheet and requires disclosure of key information about leasing arrangements to increase transparency and comparability among organizations. Our effective date for adoption of this guidance is our fiscal year beginning December 1, 2019 with early adoption permitted. The new guidance must be adopted using a modified retrospective transition approach, and provides for certain practical expedients. We are currently evaluating the impact that the new guidance will have on our Consolidated Financial Statements.

In June 2014, the FASB issued ASU No. 2014-12, *Compensation - Stock Compensation (Topic 718), Accounting for Share-Based Payments When the Terms of an Award That a Performance Target Could Be Achieved after the Requisite Service Period*, which requires a performance target that affects vesting and that could be achieved after the requisite service period be treated as a performance condition. As such, the performance target should not be reflected in estimating the grant-date fair value of the award and compensation cost should be recognized in the period in which it becomes probable that the performance target will be achieved and should represent the compensation cost attributable to the period(s) for which the requisite service has already been rendered. Our effective date for adoption of this guidance is our fiscal year beginning December 4, 2016, however we elected to early adopt this guidance as of our first quarter ended February 27, 2016. The adoption of this guidance did not have a material impact on our Consolidated Financial Statements.

In May 2014, the FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers (Topic 606)*, which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. This guidance will replace most existing revenue recognition guidance in U.S. GAAP when it becomes effective. The new standard is effective for fiscal years and interim periods beginning after December 15, 2017 (as stated in ASU No. 2015-14 which defers the effective date and was issued in August 2015) and is now effective for our fiscal year beginning December 2, 2018. Early application as of the original effective date is permitted under ASU 2015-14. The standard permits the use of either the retrospective or cumulative effect transition method. We are evaluating the effect that this guidance will have on our Consolidated Financial Statements and related disclosures. We have not yet selected a transition method nor have we determined the effect of the standard on our ongoing financial reporting.

Note 2: Acquisitions

Cyberbond

On June 8, 2016, we acquired Cyberbond, L.L.C., headquartered in Batavia, Illinois, which is a provider of industrial adhesives for the electronics, medical, audio equipment, automotive and structural markets. The acquisition will help us to broaden our global position and accelerate our growth in the high margin, high growth Engineering Adhesives segment. The purchase price of \$42,516 was funded through existing cash and was recorded in our Engineering Adhesives operating segment. We incurred acquisition related costs of approximately \$558, which were recorded as selling, general and administrative expenses in the Condensed Consolidated Statements of Income.

The acquisition fair value measurement was preliminary as of August 27, 2016, subject to the completion of the valuation of Cyberbond and further management reviews and assessment of the preliminary fair values of the assets acquired and liabilities assumed. We expect the fair value measurement process to be completed in the fourth quarter of 2016.

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The following table summarizes the preliminary fair value measurement of the assets acquired and liabilities assumed as of the date of acquisition:

	August 27, 2016
Current assets	\$4,410
Property, plant and equipment	1,460
Goodwill	38,152
Other assets	673
Current liabilities	(1,526)
Long-term liabilities	(653)
Total purchase price	\$42,516

We have preliminarily allocated the entire excess purchase price to goodwill in the amount of \$38,152 pending completion of the valuation of other identified intangible assets. Such goodwill is not deductible for tax purposes. The goodwill was assigned to our Engineering Adhesives operating segment. The Cyberbond acquisition does not represent a material business combination, therefore pro forma financial information is not provided.

Advanced Adhesives

On April 29, 2016, we acquired Advanced Adhesives Pty Limited and the business assets of Advanced Adhesives (New Zealand) Limited (Advanced Adhesives), providers of industrial adhesives in Australia and New Zealand. The acquisition will help us to strengthen our industrial adhesives market position and leverage a broader technology portfolio in both Australia and New Zealand. The combined purchase price of \$10,365 was funded through existing cash and was recorded in our Asia Pacific operating segment. We incurred acquisition related costs of approximately \$670, which were recorded as selling, general and administrative expenses in the Condensed Consolidated Statements of Income.

During the third quarter of 2016, the Company substantially completed its procedures related to the working capital accounts and obtained a preliminary valuation of the identified intangible assets in order to allocate the purchase price to the assets acquired and liabilities assumed. The outcome of these procedures are reflected in the adjustments in the table below. The acquisition fair value measurement as of August 27, 2016, is subject to the completion of the final assessment of the fair values of the assets acquired and liabilities assumed, specifically related to the identified intangible assets. We expect the fair value measurement process to be completed in the fourth quarter of 2016.

The following table summarizes the fair value measurement of the assets acquired and liabilities assumed as of the date of acquisition:

	May 28, 2016	Adjustments	August 27, 2016
Current assets	\$6,197	\$ (663)	\$5,534
Property, plant and equipment	751	(167)	584
Customer relationships	-	7,639	7,639
Trademarks	-	146	146
Goodwill	4,546	(4,546)	-
Current liabilities	(2,371)	(288)	(2,659)
Long-term liabilities	-	(879)	(879)
Total purchase price	\$9,123	\$ 1,242	\$10,365

The expected lives of the acquired intangible assets are 15 years for customer relationships and one year for trademarks.

Continental Products Limited

On February 3, 2015, we acquired the equity of Continental Products Limited, a provider of industrial adhesives, based in Nairobi, Kenya. The purchase price of \$1,647, net of cash acquired of \$371, was funded through existing cash.

Table Of Contents*Tonsan Adhesive, Inc.*

On February 2, 2015, we acquired 95 percent of the equity of Tonsan Adhesive, Inc., an independent engineering adhesives provider based in Beijing, China. The purchase price was 1.4 billion Chinese renminbi, or approximately \$215,925, net of cash acquired of \$7,754, which was financed with the proceeds from our October 31, 2014 term loan, drawn in conjunction with the acquisition.

Concurrent with the acquisition, we entered into an agreement to acquire the remaining 5 percent of Tonsan's equity beginning February 1, 2019 for 82 million Chinese renminbi or approximately \$13,038. In addition, the agreement requires us to pay up to 418 million Chinese renminbi or approximately \$66,848 in contingent consideration based upon a formula related to Tonsan's gross profit in fiscal 2018. The fair values of the agreement to purchase the remaining equity and the contingent consideration based upon a discounted cash flow model as of the date of acquisition were \$11,773 and \$7,714, respectively. See Note 14 for further discussion of the fair value of the contingent consideration.

The following table summarizes the fair value measurement of the assets acquired and liabilities assumed as of the date of acquisition:

	Amount
Current assets	\$49,839
Property, plant and equipment	59,142
Goodwill	125,790
Other intangibles	
Developed technology	18,600
Customer relationships	25,700
Trademarks/trade names	11,000
Current liabilities	(38,068)
Other liabilities	(24,305)
Redeemable non-controlling interests	(11,773)
Total purchase price	\$215,925

Note 3: Accounting for Share-Based Compensation*Overview*

We have various share-based compensation programs, which provide for equity awards including stock options, incentive stock options, restricted stock shares, restricted stock units, performance awards and deferred compensation. These equity awards fall under several plans and are described in detail in our Annual Report on Form 10-K for the year ended November 28, 2015.

Table Of Contents*Grant-Date Fair Value*

We use the Black-Scholes option pricing model to calculate the grant-date fair value of an award. There were no options granted during the third quarter of 2015. The fair value of options granted during the three months ended August 27, 2016 and nine months ended August 27, 2016 and August 29, 2015 were calculated using the following weighted average assumptions:

	Three Months Ended		Nine Months Ended		
	August 27, 2016		August 27, 2016		August 29, 2015
Expected life (in years)	4.75		4.74		4.61
Weighted-average expected volatility	26.77%		28.96%		30.91%
Expected volatility	25.71% -	27.10%	25.71% -	29.23%	25.50% - 31.67%
Risk-free interest rate	0.98%		1.43%		1.26%
Expected dividend yield	1.26%		1.54%		1.17%
Weighted-average fair value of grants	\$9.38		\$7.72		\$10.21

Expected life – We use historical employee exercise and option expiration data to estimate the expected life assumption for the Black-Scholes grant-date valuation. We believe that this historical data is currently the best estimate of the expected term of a new option. We use a weighted-average expected life for all awards.

Expected volatility – Volatility is calculated using our historical volatility for the same period of time as the expected life. We have no reason to believe that our future volatility will differ materially from historical volatility.

Risk-free interest rate – The rate is based on the U.S. Treasury yield curve in effect at the time of the grant for the same period of time as the expected life.

Expected dividend yield – The calculation is based on the total expected annual dividend payout divided by the average stock price.

Expense Recognition

We use the straight-line attribution method to recognize share-based compensation expense for option awards, restricted stock shares and restricted stock units with graded and cliff vesting. Incentive stock options and performance awards are based on certain performance-based metrics and the expense is adjusted quarterly, based on our projections of the achievement of those metrics. The amount of share-based compensation expense recognized during a period is based on the value of the portion of the awards that are ultimately expected to vest.

Total share-based compensation expense of \$2,501 and \$3,006 was included in our Condensed Consolidated Statements of Income for the third quarter ended August 27, 2016 and August 29, 2015, respectively. Total share-based compensation expense of \$9,469 and \$10,325 was included in our Condensed Consolidated Statements of Income for the nine months ended August 27, 2016 and August 29, 2015, respectively. All share-based compensation expense was recorded as selling, general and administrative expense. For the third quarter ended August 27, 2016 and August 29, 2015 there was \$870 and \$411 of excess tax benefit recognized, respectively. For the nine months ended August 27, 2016 and August 29, 2015 there was \$1,462 and \$1,321 of excess tax benefit recognized, respectively.

As of August 27, 2016, there was \$8,059 of unrecognized compensation costs related to unvested stock option awards, which is expected to be recognized over a weighted-average period of 1.2 years. Unrecognized compensation costs related to unvested restricted stock shares was \$194 which is expected to be recognized over a weighted-average period of 0.4 years. Unrecognized compensation costs related to unvested restricted stock units was \$9,120 which is expected to be recognized over a weighted-average period of 1.3 years.

Table Of Contents*Share-based Activity*

A summary of option activity as of August 27, 2016 and changes during the nine months then ended is presented below:

	Options	Weighted- Average Exercise Price
Outstanding at November 28, 2015	2,912,073	\$ 33.37
Granted	844,033	33.86
Exercised	(539,165)	24.05
Forfeited or cancelled	(164,337)	39.37
Outstanding at August 27, 2016	3,052,604	\$ 34.82

There were no options granted during the third quarter ended August 29, 2015. The total fair value of options granted during the third quarter ended August 27, 2016 was \$47. Total intrinsic value of options exercised during the third quarter ended August 27, 2016 and August 29, 2015 was \$3,365 and \$1,565, respectively. Intrinsic value is the difference between our closing stock price on the respective trading day and the exercise price, multiplied by the number of options exercised. The total fair value of options granted during the nine months ended August 27, 2016 and August 29, 2015 was \$6,509 and \$7,189, respectively. Total intrinsic value of options exercised during the nine months ended August 27, 2016 and August 29, 2015 was \$10,641 and \$5,114, respectively. Proceeds received from option exercises during the third quarter ended August 27, 2016 and August 29, 2015 were \$2,676 and \$391, respectively, and \$9,759 and \$4,342 during the nine months ended August 27, 2016 and August 29, 2015, respectively.

A summary of nonvested restricted stock as of August 27, 2016 and changes during the nine months then ended is presented below:

	Units	Shares	Total	Weighted- Average Grant Date Fair Value	Weighted- Average Remaining Contractual Life (in Years)
Nonvested at November 28, 2015	237,013	110,160	347,173	\$ 42.17	0.8
Granted	243,628	-	243,628	35.32	1.6
Vested	(104,051)	(70,428)	(174,479)	41.88	-

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Forfeited	(31,337)	(179)	(31,516)	38.34	1.7
Nonvested at August 27, 2016	345,253	39,553	384,806	\$ 38.33	1.2

Total fair value of restricted stock vested during the third quarter ended August 27, 2016 and August 29, 2015 was \$25 and \$57, respectively. Total fair value of restricted stock vested during the nine months ended August 27, 2016 and August 29, 2015 was \$6,101 and \$6,121, respectively. The total fair value of nonvested restricted stock at August 27, 2016 was \$14,934.

We repurchased 189 and 193 restricted stock shares during the third quarter ended August 27, 2016 and August 29, 2015, respectively and 67,742 and 54,196 during the nine months ended August 27, 2016 and August 29, 2015, respectively. The repurchases relate to statutory minimum tax withholding.

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We have a Directors' Deferred Compensation plan that allows non-employee directors to defer all or a portion of their directors' compensation in a number of investment choices, including units representing shares of our common stock. We also have a Key Employee Deferred Compensation Plan that allows key employees to defer a portion of their eligible compensation in a number of investment choices, including units, representing shares of our common stock. We provide a 10 percent match on deferred compensation invested into units, representing shares of our common stock. A summary of deferred compensation units as of August 27, 2016, and changes during the nine months then ended is presented below:

	Non-employee		
	Directors	Employees	Total
Units outstanding November 28, 2015	380,170	45,906	426,076
Participant contributions	35,678	4,379	40,057
Company match contributions	3,568	438	4,006
Payouts	(301)	(7,834)	(8,135)
Units outstanding August 27, 2016	419,115	42,889	462,004

Deferred compensation units are fully vested at the date of contribution.

Note 4: Earnings Per Share

A reconciliation of the common share components for the basic and diluted earnings per share calculations is as follows:

	Three Months Ended		Nine Months Ended	
	August 27, 2016	August 29, 2015	August 27, 2016	August 29, 2015
(Shares in thousands)				
Weighted-average common shares - basic	50,261	50,421	50,122	50,318
Equivalent shares from share-based compensations plans	1,192	1,109	1,112	1,142
Weighted-average common and common equivalent shares - diluted	51,453	51,530	51,234	51,460

Basic earnings per share is calculated by dividing net income attributable to H.B. Fuller by the weighted-average number of common shares outstanding during the applicable period. Diluted earnings per share is based upon the weighted-average number of common and common equivalent shares outstanding during the applicable period. The difference between basic and diluted earnings per share is attributable to share-based compensation awards. We use the treasury stock method to calculate the effect of outstanding shares, which computes total employee proceeds as the

sum of (a) the amount the employee must pay upon exercise of the award, (b) the amount of unearned share-based compensation costs attributed to future services and (c) the amount of tax benefits, if any, that would be credited to additional paid-in capital assuming exercise of the award. Share-based compensation awards for which total employee proceeds exceed the average market price over the applicable period have an antidilutive effect on earnings per share, and accordingly, are excluded from the calculation of diluted earnings per share.

Options to purchase 386,496 and 1,533,690 shares of common stock at a weighted-average exercise price of \$48.57 and \$42.88 for the quarters ended August 27, 2016 and August 29, 2015, respectively, were excluded from the diluted earnings per share calculations because they were antidilutive. Options to purchase 762,509 and 416,544 shares of common stock at a weighted-average exercise price of \$44.86 and \$48.89 for the nine months ended August 27, 2016 and August 29, 2015, respectively, were excluded from the diluted earnings per share calculations because they were antidilutive.

Table Of Contents**Note 5: Accumulated Other Comprehensive Income (Loss)**

The following table provides details of total comprehensive income (loss):

	Three Months Ended August 27, 2016			Non- controlling Interests Net	Three Months Ended August 29, 2015			Non- controlling Interests Net
	H.B. Fuller Stockholders		Net		H.B. Fuller Stockholders		Net	
	Pretax	Tax			Pretax	Tax		
Net income including non-controlling interests	-	-	\$32,745	\$ 53	-	-	\$26,807	\$ 79
Foreign currency translation adjustment ¹	\$3,368	-	3,368	-	\$(10,621)	-	(10,621)	(98)
Reclassification to earnings:								
Defined benefit pension plans adjustment ²	2,585	\$(908)	1,677	-	2,325	\$(798)	1,527	-
Interest rate swap ³	16	(6)	10	-	15	(5)	10	-
Cash-flow hedges ³	56	(21)	35	-	-	-	-	-
Other comprehensive income (loss)	\$6,025	\$(935)	5,090	-	\$(8,281)	\$(803)	(9,084)	(98)
Comprehensive income (loss)			\$37,835	\$ 53			\$17,723	\$ (19)

	Nine Months Ended August 27, 2016			Non- controlling Interests Net	Nine Months Ended August 29, 2015			Non- controlling Interests Net
	H.B. Fuller Stockholders		Net		H.B. Fuller Stockholders		Net	
	Pretax	Tax			Pretax	Tax		
Net income including non-controlling interests	-	-	\$84,994	\$ 161	-	-	\$61,689	\$ 308
Foreign currency translation adjustment ¹	\$3,860	-	3,860	-	\$(48,625)	-	(48,625)	(14)
Reclassification to earnings:								
Defined benefit pension plans adjustment ²	7,755	\$(2,723)	5,032	-	6,976	\$(2,394)	4,582	-
Interest rate swap ³	45	(15)	30	-	37	(7)	30	-
Cash-flow hedges ³	(252)	96	(156)	-	(31)	6	(25)	-

Other comprehensive income (loss)	\$11,408	\$(2,642)	8,766	-	\$(41,643)	\$(2,395)	(44,038)	(14)
Comprehensive income (loss)			\$93,760	\$ 161			\$17,651	\$ 294	

¹ Income taxes are not provided for foreign currency translation relating to permanent investments in international subsidiaries.

² Loss reclassified from accumulated other comprehensive income (AOCI) into earnings as part of net periodic cost related to pension and other postretirement benefit plans is reported in cost of sales, selling, general and administrative and special charges, net.

³ Loss reclassified from AOCI into earnings is reported in other income (expense), net.

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The components of accumulated other comprehensive loss is as follows:

	August 27, 2016		
	Total	H.B. Fuller Stockholders	Non- controlling Interests
Foreign currency translation adjustment	\$(47,732)	\$ (47,694)	\$ (38)
Defined benefit pension plans adjustment, net of taxes of \$90,289	(169,368)	(169,368)	-
Interest rate swap, net of taxes of (\$10)	17	17	-
Cash-flow hedges, net of taxes of \$907	(1,473)	(1,473)	-
Accumulated other comprehensive loss	\$(218,556)	\$ (218,518)	\$ (38)

	November 28, 2015		
	Total	H.B. Fuller Stockholders	Non- controlling Interests
Foreign currency translation adjustment	\$(51,592)	\$ (51,554)	\$ (38)
Defined benefit pension plans adjustment, net of taxes of \$93,012	(174,400)	(174,400)	-
Interest rate swap, net of taxes of \$5	(13)	(13)	-
Cash-flow hedges, net of taxes of \$811	(1,317)	(1,317)	-
Accumulated other comprehensive loss	\$(227,322)	\$ (227,284)	\$ (38)

Note 6: Special Charges, net

The integration of the industrial adhesives business we acquired in March 2012 involved a significant amount of restructuring and capital investment to optimize the new combined entity. In addition, we have taken a series of actions in our existing EIMEA operating segment to improve the profitability and future growth prospects of this operating segment. We combined these two initiatives into a single project which we refer to as the “Business Integration Project”. During the third quarter ended August 27, 2016 and August 29, 2015, we incurred special charges, net of \$(2,807) and \$1,297, respectively, for costs related to the Business Integration Project. During the nine months ended August 27, 2016 and August 29, 2015, we incurred special charges, net of \$(2,024) and \$4,592, respectively, for costs related to the Business Integration Project. Included in facility exit costs for the three and nine months ended August 27, 2016 is a \$3.6 million gain on the sale of our production facility located in Wels, Austria, which closed during the third quarter of 2016.

The following table provides detail of special charges, net:

	Three Months Ended		Nine Months Ended	
	August 27, 2016	August 29, 2015	August 27, 2016	August 29, 2015
Acquisition and transformation related costs	\$55	\$48	\$242	\$595
Workforce reduction costs	-	216	(1)	2
Facility exit costs	(2,862)	1,043	(2,455)	3,683
Other related costs	-	(10)	190	312
Special charges, net	\$(2,807)	\$1,297	\$(2,024)	\$4,592

Table Of Contents**Note 7: Components of Net Periodic Cost (Benefit) related to Pension and Other Postretirement Benefit Plans****Three Months Ended August 27, 2016 and August 29, 2015**

	Pension Benefits				Other Postretirement Benefits	
	U.S. Plans		Non-U.S. Plans		2016	2015
	2016	2015	2016	2015		
<u>Net periodic cost (benefit):</u>	2016	2015	2016	2015	2016	2015
Service cost	\$27	\$27	\$519	\$467	\$84	\$112
Interest cost	3,768	4,082	1,343	1,471	479	510
Expected return on assets	(6,078)	(6,421)	(2,435)	(2,590)	(1,341)	(1,377)
Amortization:						
Prior service cost	7	7	(1)	(1)	(10)	(626)
Actuarial loss	1,292	1,407	788	775	532	607
Net periodic (benefit) cost	\$(984)	\$(898)	\$214	\$122	\$(256)	\$(774)

Nine Months Ended August 27, 2016 and August 29, 2015

	Pension Benefits				Other Postretirement Benefits	
	U.S. Plans		Non-U.S. Plans		2016	2015
	2016	2015	2016	2015		
<u>Net periodic cost (benefit):</u>	2016	2015	2016	2015	2016	2015
Service cost	\$81	\$80	\$1,480	\$1,447	\$252	\$336
Interest cost	11,303	12,242	4,076	4,448	1,439	1,531
Expected return on assets	(18,232)	(19,262)	(7,400)	(7,830)	(4,025)	(4,132)
Amortization:						
Prior service cost	21	22	(3)	(3)	(30)	(1,878)
Actuarial loss	3,878	4,221	2,293	2,387	1,596	1,823
Net periodic (benefit) cost	\$(2,949)	\$(2,697)	\$446	\$449	\$(768)	\$(2,320)

Note 8: Inventories

The composition of inventories is as follows:

	August 27, 2016	November 28, 2015
Raw materials	\$125,421	\$121,545
Finished goods	148,829	142,195

LIFO reserve	(12,887)	(15,236)
Total inventories	\$261,363	\$ 248,504

Note 9: Financial Instruments*Foreign Currency Derivative Instruments*

As a result of being a global enterprise, our earnings, cash flows and financial position are exposed to foreign currency risk from foreign currency denominated receivables and payables. These items are denominated in various foreign currencies, including the Euro, British pound sterling, Canadian dollar, Chinese renminbi, Japanese yen, Australian dollar, Argentine peso, Brazilian real, Colombian peso, Mexican peso, Turkish lira, Egyptian pound, Indian rupee and Malaysian ringgit.

Our objective is to balance, where possible, local currency denominated assets to local currency denominated liabilities to have a natural hedge and minimize foreign exchange impacts. We take steps to minimize risks from foreign currency exchange rate fluctuations through normal operating and financing activities and, when deemed appropriate, through the use of derivative instruments. We do not enter into any speculative positions with regard to derivative instruments.

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We enter into derivative contracts with a group of investment grade multinational commercial banks. We evaluate the credit quality of each of these banks on a periodic basis as warranted.

Effective October 7, 2015, we entered into three cross-currency swap agreements to convert a notional amount of \$134,736 of foreign currency denominated intercompany loans into US dollars. The first swap matures in 2017, the second swap matures in 2018 and the third swap matures in 2019. As of August 27, 2016, the combined fair value of the swaps was a liability of \$2,048 and was included in other liabilities in the Condensed Consolidated Balance Sheets. The swaps were designated as cash-flow hedges for accounting treatment. The lesser amount between the cumulative change in the fair value of the actual swaps and the cumulative change in the fair value of hypothetical swaps is recorded in accumulated other comprehensive income (loss) in the Condensed Consolidated Balance Sheets. The difference between the cumulative change in the fair value of the actual swaps and the cumulative change in the fair value of hypothetical swaps are recorded as other income (expense), net in the Condensed Consolidated Statements of Income. In a perfectly effective hedge relationship, the two fair value calculations would exactly offset each other. Any difference in the calculation represents hedge ineffectiveness. The ineffectiveness calculations as of August 27, 2016 resulted in additional pre-tax gain of \$40 for the nine months ended August 27, 2016 as the change in fair value of the cross-currency swaps was less than the change in the fair value of the hypothetical swaps. The amount in accumulated other comprehensive income (loss) related to cross-currency swaps was a loss of \$1,473 as of August 27, 2016. The estimated net amount of the existing loss that is reported in accumulated other comprehensive income (loss) as of August 27, 2016 that is expected to be reclassified into earnings within the next twelve months is \$827. As of August 27, 2016, we do not believe any gains or losses will be reclassified into earnings as a result of the discontinuance of these cash flow hedges because the original forecasted transaction will not occur.

The following table summarizes the cross-currency swaps outstanding as of August 27, 2016:

	Fiscal Year of Expiration	Interest Rate	Notional Value	Fair Value
Pay EUR	2017	3.05%	\$44,912	\$(342)
Receive USD		3.9145%		
Pay EUR	2018	3.45%	\$44,912	\$(689)
Receive USD		4.5374%		
Pay EUR	2019	3.80%	\$44,912	\$(1,017)
Receive USD		5.0530%		
Total			\$134,736	\$(2,048)

Except for the cross-currency swap agreements listed above, foreign currency derivative instruments outstanding are not designated as hedges for accounting purposes. The gains and losses related to mark-to-market adjustments are recognized as other income or expense in the Condensed Consolidated Statements of Income during the periods in which the derivative instruments are outstanding. See Note 14 for fair value amounts of these derivative instruments.

As of August 27, 2016, we had forward foreign currency contracts maturing between September 12, 2016 and February 24, 2017. The mark-to-market effect associated with these contracts, on a net basis, was a loss of \$4,570 at August 27, 2016. These losses were largely offset by the underlying transaction gains and losses resulting from the foreign currency exposures for which these contracts relate.

Interest Rate Swaps

We have interest rate swap agreements to convert \$75,000 of our senior notes to variable interest rates. The change in fair value of the senior notes, attributable to the change in the risk being hedged, was a liability of \$2,284 at August 27, 2016 and was included in long-term debt and current maturities of long-term debt in the Condensed Consolidated Balance Sheets. The combined fair value of the swaps were an asset of \$2,337 at August 27, 2016 and \$3,395 at November 28, 2015 and were included in other assets in the Condensed Consolidated Balance Sheets. The swaps were designated for hedge accounting treatment as fair value hedges.

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The changes in the fair value of the swap and the fair value of the senior notes attributable to the change in the risk being hedged are recorded as other income (expense), net in the Condensed Consolidated Statements of Income. In a perfectly effective hedge relationship, the two fair value calculations would exactly offset each other. Any difference in the calculation represents hedge ineffectiveness. For the nine months ended August 27, 2016 and August 29, 2015, a pretax gain of \$14 and \$62, respectively, was recorded as the fair value of the senior notes decreased by more than the change in the fair value of the interest rate swaps attributable to the change in the risk being hedged.

Concentrations of credit risk with respect to trade accounts receivable are limited due to the large number of entities in the customer base and their dispersion across many different industries and countries. As of August 27, 2016, there were no significant concentrations of credit risk.

Note 10: Commitments and Contingencies

Environmental Matters

From time to time, we become aware of compliance matters relating to, or receive notices from, federal, state or local entities regarding possible or alleged violations of environmental, health or safety laws and regulations. We review the circumstances of each individual site, considering the number of parties involved, the level of potential liability or our contribution relative to the other parties, the nature and magnitude of the hazardous substances involved, the method and extent of remediation, the estimated legal and consulting expense with respect to each site and the time period over which any costs would likely be incurred. Also, from time to time, we are identified as a potentially responsible party (PRP) under the Comprehensive Environmental Response, Compensation and Liability Act (CERCLA) and/or similar state laws that impose liability for costs relating to the clean up of contamination resulting from past spills, disposal or other release of hazardous substances. We are also subject to similar laws in some of the countries where current and former facilities are located. Our environmental, health and safety department monitors compliance with applicable laws on a global basis. To the extent we can reasonably estimate the amount of our probable liabilities for environmental matters, we establish a financial provision.

Currently we are involved in various environmental investigations, clean up activities and administrative proceedings and lawsuits. In particular, we are currently deemed a PRP in conjunction with numerous other parties, in a number of government enforcement actions associated with landfills and/or hazardous waste sites. As a PRP, we may be required to pay a share of the costs of investigation and clean up of these sites. In addition, we are engaged in environmental remediation and monitoring efforts at a number of current and former operating facilities. While uncertainties exist with respect to the amounts and timing of the ultimate environmental liabilities, based on currently available information, we have concluded that these matters, individually or in the aggregate, will not have a material adverse effect on our results of operations, financial condition or cash flow.

Other Legal Proceedings

From time to time and in the ordinary course of business, we are a party to, or a target of, lawsuits, claims, investigations and proceedings, including product liability, personal injury, contract, patent and intellectual property, environmental, health and safety, tax and employment matters. While we are unable to predict the outcome of these matters, we have concluded, based upon currently available information, that the ultimate resolution of any pending matter, individually or in the aggregate, including the asbestos litigation described in the following paragraphs, will not have a material adverse effect on our results of operations, financial condition or cash flow.

We have been named as a defendant in lawsuits in which plaintiffs have alleged injury due to products containing asbestos manufactured more than 30 years ago. The plaintiffs generally bring these lawsuits against multiple defendants and seek damages (both actual and punitive) in very large amounts. In many cases, plaintiffs are unable to demonstrate that they have suffered any compensable injuries or that the injuries suffered were the result of exposure to products manufactured by us. We are typically dismissed as a defendant in such cases without payment. If the plaintiff presents evidence indicating that compensable injury occurred as a result of exposure to our products, the case is generally settled for an amount that reflects the seriousness of the injury, the length, intensity and character of exposure to products containing asbestos, the number and solvency of other defendants in the case, and the jurisdiction in which the case has been brought.

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A significant portion of the defense costs and settlements in asbestos-related litigation is paid by third parties, including indemnification pursuant to the provisions of a 1976 agreement under which we acquired a business from a third party. Currently, this third party is defending and paying settlement amounts, under a reservation of rights, in most of the asbestos cases tendered to the third party.

In addition to the indemnification arrangements with third parties, we have insurance policies that generally provide coverage for asbestos liabilities, including defense costs. Historically, insurers have paid a significant portion of our defense costs and settlements in asbestos-related litigation. However, certain of our insurers are insolvent. We have entered into cost-sharing agreements with our insurers that provide for the allocation of defense costs and settlements and judgments in asbestos-related lawsuits. These agreements require, among other things, that we fund a share of settlements and judgments allocable to years in which the responsible insurer is insolvent

A summary of the number of and settlement amounts for asbestos-related lawsuits and claims is as follows:

(\$ in thousands)	Nine Months Ended		3 Years Ended
	August 27, 2016	August 29, 2015	November 28, 2015
Lawsuits and claims settled	9	6	25
Settlement amounts	\$978	\$ 463	\$ 2,072
Insurance payments received or expected to be received	\$645	\$ 373	\$ 1,648

We do not believe that it would be meaningful to disclose the aggregate number of asbestos-related lawsuits filed against us because relatively few of these lawsuits are known to involve exposure to asbestos-containing products that we manufactured. Rather, we believe it is more meaningful to disclose the number of lawsuits that are settled and result in a payment to the plaintiff. To the extent we can reasonably estimate the amount of our probable liabilities for pending asbestos-related claims, we establish a financial provision and a corresponding receivable for insurance recoveries.

Based on currently available information, we have concluded that the resolution of any pending matter, including asbestos-related litigation, individually or in the aggregate, will not have a material adverse effect on our results of operations, financial condition or cash flow.

Note 11: Operating Segments

We are required to report segment information in the same way that we internally organize our business for assessing performance and making decisions regarding allocation of resources. We evaluate the performance of each of our operating segments based on segment operating income, which is defined as gross profit less selling, general and administrative expenses. Segment operating income excludes special charges, net. Corporate expenses are fully allocated to each operating segment. Inter-segment revenues are recorded at cost plus a markup for administrative costs. Operating results of each segment are regularly reviewed by our chief operating decision maker to make decisions about resources to be allocated to the segments and assess their performance.

Through the fourth quarter of 2015, our business was reported in four operating segments: Americas Adhesives, EIMEA, Asia Pacific and Construction Products. Changes in our management reporting structure during the first quarter of 2016 required us to conduct an operating segment assessment in accordance with ASC Topic 280, *Segment Reporting*, to determine our reportable segments. As a result of this assessment, we now have five reportable segments: Americas Adhesives, EIMEA, Asia Pacific, Construction Products and Engineering Adhesives. Prior period segment information has been recast retrospectively to reflect our new operating segments.

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The table below provides certain information regarding net revenue and segment operating income for each of our operating segments:

	Three Months Ended			August 29, 2015		
	August 27, 2016			August 29, 2015		
	Trade	Inter-Segment	Segment Operating	Trade	Inter-Segment	Segment Operating
	Revenue	Revenue	Income	Revenue	Revenue	Income
Americas Adhesives	\$198,957	\$4,096	\$31,900	\$206,623	\$4,725	\$33,617
EIMEA	130,619	4,056	8,430	133,512	4,513	5,325
Asia Pacific	57,488	1,540	2,510	54,645	1,137	2,749
Construction Products	64,402	185	2,093	72,404	119	3,421
Engineering Adhesives	61,392	-	3,496	56,949	-	3,431
Total	\$512,858		\$48,429	\$524,133		\$48,543

	Nine Months Ended			August 29, 2015		
	August 27, 2016			August 29, 2015		
	Trade	Inter-Segment	Segment Operating	Trade	Inter-Segment	Segment Operating
	Revenue	Revenue	Income	Revenue	Revenue	Income
Americas Adhesives	\$588,422	\$11,821	\$94,043	\$618,172	\$16,428	\$91,021
EIMEA	394,807	13,821	25,620	405,044	12,174	8,303
Asia Pacific	171,467	3,801	9,299	167,541	8,570	8,838
Construction Products	192,111	340	5,412	206,690	541	10,790
Engineering Adhesives	172,891	-	6,465	138,109	-	(681)
Total	\$1,519,698		\$140,839	\$1,535,556		\$118,271

Reconciliation of segment operating income to income before income taxes and income from equity method investments:

	Three Months Ended		Nine Months Ended	
	August 27, 2016	August 29, 2015	August 27, 2016	August 29, 2015
Segment operating income	\$48,429	\$48,543	\$140,839	\$118,271

Special charges, net	2,807	(1,297)	2,024	(4,592)
Other income (expense), net	(956)	(1,040)	(7,603)	(1,246)
Interest expense	(6,809)	(6,448)	(19,714)	(18,765)
Income before income taxes and income from equity method investments	\$43,471	\$39,758	\$115,546	\$93,668

Note 12: Income Taxes

As of August 27, 2016, we had a liability of \$4,508 recorded under FASB ASC 740, *Income Taxes*, for gross unrecognized tax benefits (excluding interest), compared to \$5,124 as of November 28, 2015. As of August 27, 2016, we had accrued \$639 of gross interest relating to unrecognized tax benefits. For the quarter ended August 27, 2016, our recorded liability for gross unrecognized tax benefits decreased by \$652.

Table Of Contents**Note 13: Goodwill and Other Intangible Assets**

A summary of goodwill activity as of August 27, 2016 and changes during the nine months then ended is presented below:

	Americas	EIMEA	Asia	Construction	Engineering	Total
	Adhesives		Pacific	Products	Adhesives	
Balance at November 28, 2015	\$ 59,706	\$ 100,638	\$ 17,329	\$ 22,668	\$ 153,863	\$ 354,204
Acquisitions	-	-	-	-	38,852	1 38,852
Currency impact	116	3,885	812	97	(4,715) 195
Balance at August 27, 2016	\$ 59,822	\$ 104,523	\$ 18,141	\$ 22,765	\$ 188,000	\$ 393,251

Preliminary goodwill balance as of August 27, 2016.

As discussed in Note 11, during the first quarter of fiscal year 2016, we changed our operating segments as a result of a change in our management reporting structure. This resulted in a change in our reporting units. We allocated goodwill to our new reporting units using the relative fair value approach.

Balances of amortizable identifiable intangible assets, excluding goodwill and other non-amortizable intangible assets are as follows:

Amortizable Intangible Assets	August 27, 2016			Total
	Technology & Patents	Customer Relationships	All Other	
Original cost	\$ 70,237	\$ 243,017	\$ 49,776	\$ 363,030
Accumulated amortization	(23,727)	(110,258) (28,343)	(162,328)
Net identifiable intangibles	\$ 46,510	\$ 132,759	\$ 21,433	\$ 200,702

**November 28, 2015
Purchased**

Amortizable Intangible Assets	Technology & Patents	Customer Relationships	All Other	Total
Original cost	\$69,792	\$ 234,995	\$49,563	\$354,350
Accumulated amortization	(17,613)	(99,405) (24,801)	(141,819)
Net identifiable intangibles	\$52,179	\$ 135,590	\$24,762	\$212,531

Amortization expense with respect to amortizable intangible assets was \$20,509 and \$20,046 for the nine months ended August 27, 2016 and August 29, 2015, respectively.

Estimated aggregate amortization expense based on the current carrying value of amortizable intangible assets for the next five fiscal years are as follows:

Fiscal Year	Remainder 2016	2017	2018	2019	2020	Thereafter
Amortization Expense	\$ 7,023	\$25,901	\$25,444	\$23,506	\$22,527	\$ 96,301

Non-amortizable intangible assets as of August 27, 2016 are \$462 and are related to trademarks and trade names.

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Estimates of fair value for financial assets and liabilities are based on the framework established in the accounting guidance for fair value measurements. The framework defines fair value, provides guidance for measuring fair value and requires certain disclosures. The framework discusses valuation techniques, such as the market approach (comparable market prices), the income approach (present value of future income or cash flow) and the cost approach (cost to replace the service capacity of an asset or replacement cost). The framework utilizes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The following is a brief description of those three levels:

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

Level 2: Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly.

These include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active.

Level 3: Unobservable inputs that reflect management's assumptions, and include situations where there is little, if any, market activity for the asset or liability.

Balances Measured at Fair Value on a Recurring Basis

The following table presents information about our financial assets and liabilities that are measured at fair value on a recurring basis as of August 27, 2016 and November 28, 2015, and indicates the fair value hierarchy of the valuation techniques utilized to determine such fair value.

Description	August 27, 2016	Fair Value Measurements Using:		
		Level 1	Level 2	Level 3
Assets:				
Marketable securities	\$1,816	\$1,816	\$-	\$-
Derivative assets	2,931	-	2,931	-
Interest rate swaps	2,337	-	2,337	-
Liabilities:				
Derivative liabilities	\$7,501	\$-	\$7,501	\$-
Contingent consideration liability	10,192	-	-	10,192
Cash-flow hedges	2,048	-	2,048	-

Description	November 28, 2015	Fair Value Measurements Using:		
		Level 1	Level 2	Level 3
Assets:				
Marketable securities	\$ 1,698	\$1,698	\$-	\$-
Derivative assets	15,185	-	15,185	-
Interest rate swaps	3,395	-	3,395	-
Cash-flow hedges	5,384	-	5,384	-
Liabilities:				
Derivative liabilities	\$ 4,744	\$-	\$4,744	\$-
Contingent consideration liability	10,854	-	-	10,854

We use the income approach in calculating the fair value of our contingent consideration liabilities using a real option model with Level 3 inputs. The expected cash flows are affected by various significant judgments and assumptions, including revenue growth rates, profit margin percentages, volatility and discount rate, which are sensitive to change. Estimates of fair value are inherently uncertain and represent only management's reasonable expectation regarding future developments. These estimates and the judgments and assumptions upon which the estimates are based will, in all likelihood, differ in some respects from actual future results. The valuation of the contingent consideration liability related to the acquisition of Tonsan Adhesive, Inc. resulted in a fair value of \$10,221 as of August 27, 2016 and a \$2,018 mark to market adjustment recorded as a credit to selling, general and administrative in the Condensed Consolidated Statement of Income as of August 27, 2016.

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Contingent consideration liabilities		
Level 3 balance November 28, 2015		\$ 10,854
Opening balance sheet adjustment		700
Mark to market adjustment		(2,055)
Foreign currency translation adjustment		693
Level 3 balance August 27, 2016		\$ 10,192

Note 15: Share Repurchase Program

On September 30, 2010, the Board of Directors authorized a share repurchase program of up to \$100,000 of our outstanding common shares. Under the program, we are authorized to repurchase shares for cash on the open market, from time to time, in privately negotiated transactions or block transactions, or through an accelerated repurchase agreement. The timing of such repurchases is dependent on price, market conditions and applicable regulatory requirements. Upon repurchase of the shares, we reduced our common stock for the par value of the shares with the excess being applied against additional paid-in capital.

Under this program, we repurchased shares with an aggregate value of \$5,326 during the third quarter of 2016. During the nine months ended August 27, 2016, we repurchased shares under this program with an aggregate value of \$9,536. Of this amount, \$250 reduced common stock and \$9,286 reduced additional paid-in capital. We did not repurchase any shares during the nine months ended August 29, 2015.

Note 16: Redeemable Non-Controlling Interest

We account for the non-controlling interest in H.B. Fuller Kimya Sanayi Ticaret A.S. (HBF Kimya) as a redeemable non-controlling interest because both the non-controlling shareholder and H.B. Fuller have an option, exercisable beginning August 1, 2018, to require the redemption of the shares owned by the non-controlling shareholder at a price determined by a formula based on 24 months trailing EBITDA. Since the option makes the redemption of the non-controlling ownership shares of HBF Kimya outside of our control, these shares are classified as a redeemable non-controlling interest in temporary equity in the Condensed Consolidated Balance Sheets. The non-controlling shareholder is entitled to increase his ownership by 1 percent per year for 5 years up to a maximum of 13 percent ownership based on the achievement of profitability targets in each year. The option is subject to a minimum price of €3,500. The redemption value of the option, if it were currently redeemable, is estimated to be €3,500.

The results of operations for the HBF Kimya non-controlling interest is consolidated in our financial statements. Both the non-controlling interest and the accretion adjustment to redemption value are included in net income attributable to non-controlling interests in the Condensed Consolidated Statements of Income and in the carrying value of the

redeemable non-controlling interest on the Condensed Consolidated Balance Sheets. HBF Kimya's functional currency is the Turkish lira and changes in exchange rates will affect the reported amount of the redeemable non-controlling interest.

	Redeemable
	Non-Controlling
	Interest
Balance at November 28, 2015	\$ 4,199
Net income (loss) attributed to redeemable non-controlling interest	161
Foreign currency translation adjustment	52
Balance at August 27, 2016	\$ 4,412

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

Overview

The Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) should be read in conjunction with the MD&A included in our Annual Report on Form 10-K for the year ended November 28, 2015 for important background information related to our business.

As of the beginning of the first quarter ending February 27, 2016, we created a new global operating segment named Engineering Adhesives, which includes the electronics, automotive and Tonsan and Cyberbond businesses from around the world. We also began reporting our Construction Products business on a global basis by combining our EIMEA and Asia Pacific construction businesses with our Construction Products operating segment. We now have five reportable segments: Americas Adhesives, EIMEA, Asia Pacific, Construction Products and Engineering Adhesives.

Net revenue in the third quarter of 2016 decreased 2.2 percent from the third quarter of 2015. Sales volume increased 0.9 percent and product pricing decreased 2.1 percent compared to the third quarter of 2015. A weaker Chinese renminbi, Egyptian pound, Turkish lira, Indian rupee and Malaysian ringgit, partially offset by a stronger Euro compared to the U.S. dollar, for the third quarter of 2016 compared to the third quarter of 2015 were the main drivers of a negative 1.0 percent currency effect. Gross profit margin increased 50 basis points primarily due to lower raw material costs.

Net revenue in the first nine months of 2016 decreased 1.0 percent from the first nine months of 2015. Sales volume increased 2.5 percent and product pricing decreased 1.3 percent compared to the first nine months of 2015. A weaker Chinese renminbi, Euro, Turkish lira, Canadian dollar, and Egyptian pound compared to the U.S. dollar, for the first nine months of 2016 compared to the first nine months of 2015 were the main drivers of a negative 2.2 percent currency effect. Gross profit margin increased 230 basis points primarily due to lower raw material costs.

Net income attributable to H.B. Fuller in the third quarter of 2016 was \$32.7 million as compared to \$26.8 million in the third quarter of 2015. On a diluted earnings per share basis, the third quarter of 2016 was \$0.64 per share as compared to \$0.52 per share for the third quarter of 2015.

Net income attributable to H.B. Fuller in the first nine months of 2016 was \$85.0 million as compared to \$61.7 million in the first nine months of 2015. On a diluted earnings per share basis, the first nine months of 2016 was \$1.66 per share as compared to \$1.20 per share for the same period of 2015.

Results of Operations

Net revenue:

(\$ in millions)	Three Months Ended			Nine Months Ended		
	August 27, 2016	August 29, 2015	vs 2015	August 27, 2016	August 29, 2015	vs 2015
Net revenue	\$512.9	\$524.1	(2.2%)	\$1,519.7	\$1,535.6	(1.0%)

We review variances in net revenue in terms of changes related to product pricing, sales volume, changes in foreign currency exchange rates and large acquisitions. The product pricing/sales volume variance and small acquisitions such as Cyberbond, Advanced Adhesives, Tonsan Adhesive, Inc. and Continental Products Limited are viewed as constant currency growth. The following table shows the net revenue variance analysis for the third quarter and first nine months of 2016 compared to the same periods in 2015:

	Three Months Ended August 27, 2016 vs August 29, 2015	Nine Months Ended August 27, 2016 vs August 29, 2015
Product pricing	(2.1%)	(1.3%)
Sales volume	0.9 %	2.5 %
Currency	(1.0%)	(2.2%)
Total	(2.2%)	(1.0%)

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Constant currency growth was a negative 1.2 percent in the third quarter of 2016 compared to the third quarter of 2015. Sales volume increased 0.9 percent and product pricing decreased 2.1 percent compared to 2015. The negative 1.2 percent constant currency growth in the third quarter of 2016 was driven by 11.8 percent growth in Engineering Adhesives, 9.6 percent growth in Asia Pacific offset by a 2.0 percent decrease in EIMEA, 3.6 percent decrease in Americas Adhesives and a 11.0 percent decrease in Construction Products. The negative 1.0 percent currency impact was primarily driven by the devaluation of the Chinese renminbi, Egyptian pound, Turkish lira, Indian rupee, and Malaysian ringgit, partially offset by a stronger Euro compared to the U.S. dollar.

Constant currency growth was 1.2 percent in the first nine months of 2016 compared to the first nine months of 2015. Sales volume increased 2.5 percent and product pricing decreased 1.3 percent compared to 2015. The 1.2 percent constant currency growth in the first nine months of 2016 was driven by 30.0 percent growth in Engineering Adhesives, 7.7 percent growth in Asia Pacific and 1.1 percent growth in EIMEA, offset by a 4.3 percent decrease in Americas Adhesives and a decrease of 6.6 percent in Construction Products. The negative 2.2 percent currency impact was primarily driven by the devaluation of the Chinese renminbi, Euro, Turkish lira, Canadian dollar, and Egyptian pound compared to the U.S. dollar.

Cost of sales:

	Three Months Ended			Nine Months Ended		
	August 27,	August 29,	2016 vs	August 27,	August 29,	2016 vs
(\$ in millions)	2016	2015	2015	2016	2015	2015
Raw materials	\$273.9	\$288.2	(5.0%)	\$813.4	\$862.2	(5.7%)
Other manufacturing costs	92.8	89.1	4.2 %	264.3	261.4	1.1 %
Cost of sales	\$366.7	\$377.3	(2.8%)	\$1,077.7	\$1,123.6	(4.1%)
Percent of net revenue	71.5 %	72.0 %		70.9 %	73.2 %	

Cost of sales in the third quarter of 2016 compared to the third quarter of 2015 decreased 50 basis points as a percentage of net revenue. Raw material cost as a percentage of net revenue decreased 160 basis points compared to last year due to lower raw material costs and sales mix, partially offset by the impact of valuing inventory acquired in the Cyberbond acquisition at fair value. Other manufacturing costs as a percentage of revenue increased 110 basis points compared to the third quarter of last year.

Cost of sales in the first nine months of 2016 compared to the first nine months of 2015 decreased 230 basis points as a percentage of net revenue. Raw material cost as a percentage of net revenue decreased 270 basis points compared to last year due to lower raw material costs, sales mix and the 2015 impact of valuing inventories acquired in the Tonsan Adhesive, Inc. acquisition at fair value. Other manufacturing costs as a percentage of revenue increased 40 basis

points compared to last year.

Gross profit:

(\$ in millions)	Three Months Ended			Nine Months Ended		
	August 27, 2016	August 29, 2015	2016 vs 2015	August 27, 2016	August 29, 2015	2016 vs 2015
Gross profit	\$146.1	\$146.8	(0.5%)	\$442.0	\$412.0	7.3 %
Percent of net revenue	28.5 %	28.0 %		29.1 %	26.8 %	

Gross profit in the third quarter of 2016 decreased 0.5 percent and gross profit margin increased 50 basis points compared to the third quarter of 2015. The combined impact of lower revenue, lower raw material costs and higher other manufacturing costs in the third quarter of 2016 resulted in the decrease in gross profit.

Gross profit in the first nine months of 2016 increased \$30.0 million or 7.3 percent and gross profit margin increased 230 basis points compared to the first nine months of 2015. Reduced raw material costs, better sales mix and a full nine months of Tonsan in 2016 resulted in the increase in gross profit.

Table Of Contents**Selling, general and administrative (SG&A) expenses:**

(\$ in millions)	Three Months Ended			Nine Months Ended		
	August 27, 2016	August 29, 2015	2016 vs 2015	August 27, 2016	August 29, 2015	2016 vs 2015
SG&A	\$97.7	\$ 98.3	(0.6%)	\$301.1	\$293.7	2.5 %
Percent of net revenue	19.0%	18.8 %		19.8 %	19.1 %	

SG&A expenses for the third quarter of 2016 decreased \$0.6 million or 0.6 percent, compared to the third quarter of 2015. The decrease is primarily due to lower variable compensation, offset by incremental expenses related to the Advanced Adhesives and Cyberbond acquisitions and higher personnel costs related to increased head count.

SG&A expenses for the first nine months of 2016 increased \$7.4 million or 2.5 percent, compared to the first nine months of 2015. The increase is mainly due to a full nine months of Tonsan for 2016 and incremental expenses coming from newly acquired businesses compared to the first nine months of 2015. This increase is partially offset by lower expenses related to general spending reductions, foreign currency exchange rate benefits on spending outside the U.S. and the net mark to market adjustment related to the Tonsan contingent consideration liability.

We make SG&A expense plans at the beginning of each fiscal year and barring significant changes in business conditions or our outlook for the future, we maintain these spending plans for the entire year. Management routinely monitors our SG&A spending relative to these fiscal year plans for each operating segment and for the company overall. We feel it is important to maintain a consistent spending program in this area as many of the activities within the SG&A category such as the sales force, technology development, and customer service are critical elements of our business strategy. For the current year, we planned SG&A expenses to increase relative to last year by an amount higher than our expected growth in net revenue.

Special charges, net:

(\$ in millions)	Three Months Ended			Nine Months Ended		
	August 27, 2016	August 29, 2015	2016 vs 2015	August 27, 2016	August 29, 2015	2016 vs 2015
Special charges, net	\$(2.8)	\$ 1.3	(316.4%)	\$(2.0)	\$ 4.6	(144.1%)

The following table provides detail of special charges, net:

(\$ in millions)	Three Months Ended		Nine Months Ended	
	August 27, 2016	August 29, 2015	August 27, 2016	August 29, 2015
Acquisition and transformation related costs	\$0.1	\$ 0.1	\$0.2	\$ 0.6
Workforce reduction costs	-	0.2	-	-
Facility exit costs	(2.9)	1.0	(2.4)	3.7
Other related costs	-	-	0.2	0.3
Special charges, net	\$(2.8)	\$ 1.3	\$(2.0)	\$ 4.6

The integration of the industrial adhesives business we acquired in March 2012 involved a significant amount of restructuring and capital investment to optimize the new combined entity. In addition to this acquisition, we announced our intentions to take a series of actions in our existing EIMEA operating segment to improve the profitability and future growth prospects of this operating segment. We combined these two initiatives into a single project which we refer to as the “Business Integration Project”. During the third quarter ended August 27, 2016 and August 29, 2015, we incurred special charges, net of \$(2.8) million and \$1.3 million respectively, and for the nine months ended August 27, 2016 and August 29, 2015, we incurred special charges, net of \$(2.0) million and \$4.6 million respectively, for costs related to the Business Integration Project. Included in facility exit costs for the three and nine months ended August 27, 2016 is a \$3.6 million gain on the sale of our production facility located in Wels, Austria, which closed during the third quarter of 2016.

We present operating segment information consistent with how we organize our business internally, assess performance and make decisions regarding the allocation of resources. Segment operating income is defined as gross profit less selling, general and administrative expenses. Because this definition excludes special charges, we have not allocated special charges to the operating segments or included them in Management’s Discussion and Analysis of operating segment results. The following table provides the special charges, net attributable to each operating segment for the periods presented:

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	Three Months Ended		Nine Months Ended	
	August 27,	August 29,	August 27,	August 29,
(\$ in millions)	2016	2015	2016	2015
Americas Adhesives	\$-	\$ -	\$-	\$ (0.9)
EIMEA	(2.8)	1.3	2.0	5.2
Company-wide	-	-	-	0.3
Special Charges, net	\$(2.8)	\$ 1.3	\$2.0	\$ 4.6

We expect total project costs will be approximately \$164.0 million. The following table provides detail of costs incurred inception-to-date as of August 27, 2016 for the Business Integration Project:

(\$ in millions)	Costs Incurred	
	Inception-to-Date	
	as of August 27, 2016	
Acquisition and transformation related costs	\$	43.3
Work force reduction costs		41.1
Cash facility exit costs		37.7
Non-cash facility exit costs		17.7
Other related costs		19.5
Business Integration Project	\$	159.3

Non-cash costs are primarily related to accelerated depreciation of long-lived assets.

Other income (expense), net: